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CBK Holdings Limited

國茂控股有限公司

（於開曼群島註冊成立的有限公司）

（股份代號：8428）

截至二零二二年三月三十一日止年度的 全年業績公告

國茂控股有限公司（「本公司」）董事（「董事」）會（「董事會」）宣佈本公司及其附屬公司截至二零二二年三月三十一日止年度的經審核全年業績。

本公告列載本公司二零二二年度全年業績報告（「年報」）全文，符合聯交所GEM證券上市規則（「GEM上市規則」）中有關全年業績初步公告附載資料的相關要求。載有GEM上市規則規定資料的年報的印刷版本，將於適當時候以GEM上市規則所規定方式寄發予本公司股東。

承董事會命
國茂控股有限公司
主席兼執行董事
周翊

香港，二零二二年六月二十四日

於本公告日期，主席兼執行董事為周翊先生；執行董事為陳立平先生、何愛群女士及徐永得先生；以及獨立非執行董事為陳鈞勇先生、莊天任先生及王詩迪女士。

本公告的資料乃遵照聯交所GEM證券上市規則而刊載，旨在提供有關本公司的資料。董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所深知及確信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何其他事項，足以令本公告或其所載任何陳述產生誤導。

本公告將自刊發日期起計最少一連七天載於GEM網站 www.hkgem.com 的「最新上市公司公告」一頁內，亦將刊載於本公司的網站 www.cbk.com.hk 內。

本公告的中英文本如有歧義，概以英文本為準。

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This report, for which the directors (the "Directors") of CBK Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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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GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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本報告之資料乃遵照GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關國茂控股有限公司（「本公司」）之資料。本公司各董事（「董事」）願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完整，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。

CONTENTS 目錄

CORPORATE INFORMATION	公司資料	3
CHAIRMAN'S STATEMENT	主席致辭	6
FINANCIAL HIGHLIGHTS	財務摘要	10
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論與分析	11
DIRECTORS AND SENIOR MANAGEMENT	董事及高級管理層	20
CORPORATE GOVERNANCE REPORT	企業管治報告	25
DIRECTORS' REPORT	董事會報告書	44
INDEPENDENT AUDITORS' REPORT	獨立核數師報告	75
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	綜合損益及其他全面收益表	83
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	綜合財務狀況表	85
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	綜合權益變動表	87
CONSOLIDATED STATEMENT OF CASH FLOWS	綜合現金流量表	89
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	綜合財務報表附註	91
SUMMARY OF FINANCIAL INFORMATION	財務資料概要	192

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Chow Yik (*Chairman*)

Mr. Chan Lap Ping

Ms. Ho Oi Kwan

(*appointed on 19 November 2021*)

Mr. Tsui Wing Tak

Independent non-executive directors

Mr. Chan Hoi Kuen Matthew

(*resigned on 31 December 2021*)

Mr. Chan Kwan Yung

(*appointed on 31 December 2021*)

Mr. Chong Alex Tin Yam

(*appointed on 30 July 2021*)

Mr. Law Yui Lun

(*resigned on 30 July 2021*)

Mr. Lu Jun Bo (*resigned on 27 July 2021*)

Ms. Wong Syndia D

COMPLIANCE OFFICER

Mr. Chow Yik

AUTHORISED REPRESENTATIVES

Mr. Chow Yik

Mr. Chan Yu Chi (*resigned on 6 September 2021*)

Mr. Chan Chiu Hung Alex

(*appointed on 6 September 2021*)

JOINT COMPANY SECRETARIES/COMPANY SECRETARY

Mr. Chan Chiu Hung Alex

Mr. Chan Yu Chi (*resigned on 15 October 2021*)

AUDIT COMMITTEE

Mr. Law Yui Lun (*Chairman*)

(*resigned on 30 July 2021*)

Mr. Chong Alex Tin Yam (*Chairman*)

(*appointed on 30 July 2021*)

Mr. Chan Hoi Kuen Matthew

(*resigned on 31 December 2021*)

Mr. Chan Kwan Yung

(*appointed on 31 December 2021*)

Ms. Wong Syndia D

董事會

執行董事

周翊先生 (*主席*)

陳立平先生

何愛群女士

(*於2021年11月19日獲委任*)

徐永得先生

獨立非執行董事

陳海權先生

(*於2021年12月31日辭任*)

陳鈞勇先生

(*於2021年12月31日獲委任*)

莊天任先生

(*於2021年7月30日獲委任*)

羅裔麟先生

(*於2021年7月30日辭任*)

陸軍博先生 (*於2021年7月27日辭任*)

王詩迪女士

合規主任

周翊先生

授權代表

周翊先生

陳如子先生 (*於2021年9月6日辭任*)

陳釗洪先生

(*於2021年9月6日獲委任*)

聯席公司秘書／公司秘書

陳釗洪先生

陳如子先生 (*於2021年10月15日辭任*)

審核委員會

羅裔麟先生 (*主席*)

(*於2021年7月30日辭任*)

莊天任先生 (*主席*)

(*於2021年7月30日獲委任*)

陳海權先生

(*於2021年12月31日辭任*)

陳鈞勇先生

(*於2021年12月31日獲委任*)

王詩迪女士

Corporate Information

公司資料

REMUNERATION COMMITTEE

Ms. Wong Syndia D (*Chairman*)
Mr. Chan Hoi Kuen Matthew
(*resigned on 31 December 2021*)
Mr. Chan Kwan Yung
(*appointed on 31 December 2021*)
Mr. Chow Yik
Mr. Chong Alex Tin Yam
(*appointed on 30 July 2021*)

NOMINATION COMMITTEE

Mr. Chan Hoi Kuen Matthew (*Chairman*)
(*resigned on 31 December 2021*)
Mr. Chan Kwan Yung (*Chairman*)
(*appointed on 31 December 2021*)
Mr. Chow Yik
Mr. Chong Alex Tin Yam
(*appointed on 30 July 2021*)
Mr. Law Yui Lun (*resigned on 30 July 2021*)
Ms. Wong Syndia D

LEGAL COMPLIANCE COMMITTEE

Mr. Chow Yik (*Chairman*)
Mr. Chan Hoi Kuen Matthew
(*resigned on 31 December 2021*)
Mr. Chan Kwan Yung
(*appointed on 31 December 2021*)
Mr. Chan Yu Chi (*resigned on 15 October 2021*)
Mr. Chong Alex Tin Yam
(*appointed on 30 July 2021*)
Mr. Law Yui Lun (*resigned on 30 July 2021*)
Ms. Wong Syndia D

AUDITORS

Mazars CPA Limited
Certified Public Accountants

PRINCIPAL BANKS

Fubon Bank (Hong Kong) Limited
DBS Bank (Hong Kong) Limited

薪酬委員會

王詩迪女士 (主席)
陳海權先生
(於2021年12月31日辭任)
陳鈞勇先生
(於2021年12月31日獲委任)
周翊先生
莊天任先生
(於2021年7月30日獲委任)

提名委員會

陳海權先生 (主席)
(於2021年12月31日辭任)
陳鈞勇先生 (主席)
(於2021年12月31日獲委任)
周翊先生
莊天任先生
(於2021年7月30日獲委任)
羅裔麟先生 (於2021年7月30日辭任)
王詩迪女士

法律合規委員會

周翊先生 (主席)
陳海權先生
(於2021年12月31日辭任)
陳鈞勇先生
(於2021年12月31日獲委任)
陳如子先生 (於2021年10月15日辭任)
莊天任先生
(於2021年7月30日獲委任)
羅裔麟先生 (於2021年7月30日辭任)
王詩迪女士

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師

主要往來銀行

富邦銀行(香港)有限公司
星展銀行(香港)有限公司

Corporate Information

公司資料

REGISTERED OFFICE

Cricket Square, Hutchins Drive
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Grand Cayman
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HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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West Tower Shun Tak Centre,
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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STOCK CODE

8428

註冊辦事處

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公司網頁

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股份代號

8428

Chairman's Statement

主席致辭

OVERVIEW

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present to you the annual results of CBK Holdings Limited (the "Company"), together with its subsidiaries (the "Group"), for the year ended 31 March 2022.

Looking back to the past year, the outbreak of the Novel coronavirus disease ("COVID-19") pandemic continued to spread around the world, which severely hit the economies and industries around the world, with the local catering industry being one of the industries to bear the brunt. As a matter of fact, the food and beverage industry evolving to a new market norm and with the continuous support from our customers, the Group demonstrated the recovery of the turnover in a steady manner when social distancing measures started to gradually relax. The outbreak of the fifth wave of outbreak during the January 2022, it severely affected our group operation of catering services. This resulted to customers are more budget conscious and sensitive to the amounts they spent on dining out. As the uncertainties of the outbreak of the COVID-19 pandemic which resulted to a new market norm for food and beverage industries, being an operator in the industry, we need to brace ourselves for the possible waves of outbreak in the future and always alert to the development of COVID-19 pandemic, and the disruptions which may bring to us. In fact, at the time of preparation of this report, we have experienced the fifth wave of outbreak since the beginning of 2022 which has materially impacted different industries in Hong Kong and stabilized around the mid of April 2022. The management believes the difficult situation will continue and will adversely influence the food and beverage industry as a whole and the Group's performance.

回顧

本人謹代表董事（「董事」）會（「董事會」）欣然向閣下呈報國茂控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至2022年3月31日止年度的全年業績。

回顧過去一年，新型冠狀病毒病（「新型冠狀病毒」）大流行疫情繼續肆虐全球，衝擊全球各經濟體及各個行業，而本地餐飲業是首當其衝的行業之一。事實上，餐飲行業不斷適應新的市場常態，及在客戶持續支持下，在逐步放鬆社交距離措施之際，本集團的營業額穩步回升。於2022年1月爆發了第五波疫情，其嚴重影響了本集團餐飲服務的營運。這導致顧客更加注重預算，且彼等對外出就餐花費更加敏感。隨著不確定爆發新型冠狀病毒大流行導致餐飲行業面臨新市場常態，作為本行業的運營商，我們需要重振信心以應對未來可能爆發疫情並時刻警惕新型冠狀病毒大流行的發展態勢，同時對其可能對我們帶來的業務中斷做好準備。事實上，在編製本報告時，我們經歷了自2022年初以來的第五波疫情，其對香港不同行業產生了重大影響，惟該疫情於2022年4月中旬前後趨於穩定。管理層認為，該艱難形勢將持續下去，並對整個餐飲行業及本集團表現產生不利影響。

Chairman's Statement

主席致辭

On May 2021, the acquisition of 漳州金田食品有限公司 (Zhangzhou Jintian Food Co., Limited)* ("Jintian") was completed and without foreseen, we experienced the stock deterioration which was caused by the failure of the electric power supply system to the Group's cold storage facility during National Days Holidays in China which resulted to significant portion of the frozen stock has been deteriorated. The Group's indirect wholly owned foreign-owned enterprise of the Company which resulted to a record an one-off loss approximately RMB18.0 million (equivalent to approximately HK\$22.0 million) to the Group. Suffering from failure of electric power supply system which resulted in significant deterioration of customer relationship and market reputation in light of loss incurred by Jintian, the Group has recognised impairment loss of approximately HK\$14.7 million and HK\$6.4 million against property, plant and equipment and right-of-use assets. A mutual control agreement signed on 12 November 2021 has been with Mr. Sun Guangping which resulted to the deconsolidation of the subsidiary (a loss of control of Jintian to the Group). Pursuant to this agreement, all decisions of Jintian relating to business operations (including all the strategic financial and operating decisions) require unanimous consent from all the equity-holders with no change of shareholdings in Jintian.

DIVERSIFICATION STRATEGY

We strive to realize an effective multi-brand strategy to achieve the goal of providing customers with value-for-money food and dining experiences through different brands. We have always believed in the theory of crisis create opportunities. Despite the negative impact of the COVID-19 pandemic, our determination for business expansion is not compromised. During the year, the Group actively identified business opportunities and materialized new shop opening plans, laying a sound foundation for our future revenue growth. We opened 1 new modern Japanese izakaya in Central under brand "Shio" and entered a profit sharing agreement for offering catering service in Central in January 2022. The Group also planned to open a new Korean BBQ and hotpot restaurant under the trade name of "一韓燒" at San Po Kong in third quarter of 2022.

於2021年5月，本集團完成收購漳州金田食品有限公司（「金田」），但未曾預見到，於中國國慶期間本集團冷藏設施的供電系統出現故障導致導致大部分冷凍庫存食品變質令我們遭遇庫存變質。本集團間接全資擁有本公司的外資企業導致本集團錄得一次性虧損約人民幣18.0百萬元（相等於約22.0百萬港元）。鑑於金田因遭遇供電系統出現故障招致的損失導致客戶關係及市場聲譽的大幅轉差，本集團已分別就物業、廠房及設備以及使用權資產確認減值虧損約14.7百萬港元及6.4百萬港元。於2021年11月12日，本集團與孫光平先生簽署了相互控制協議，這導致取消綜合入賬該附屬公司（本集團失去對金田的控制權）。根據該協議，金田與業務營運相關的所有決策（包括所有戰略性財務及經營決策）均需獲得全體股東一致同意，而於金田股權保持不變。

多元化戰略

我們努力實現行之有效的多品牌戰略，以實現通過不同品牌為顧客提供物超所值的食品及用餐體驗的目標。我們堅信危機創造商機的理論。儘管新型冠狀病毒大流行帶來了負面影響，我們拓展業務的決心不受到影響。年內，本集團積極尋找商機及落實新店開張計劃，為未來收入增長奠定了良好基礎。我們於中環新開1家「Shio」品牌現代日式居酒屋及於2022年1月就於中環的餐飲服務業務訂立溢利分享協議。本集團亦計劃於2022年第三季度於新蒲崗新開品牌名為「一韓燒」的韓式燒烤及火鍋餐廳。

* For identification purpose only

Chairman's Statement

主席致辭

Furthermore, the Group has opened a food processing factory ("Central Kitchen") to support the Group's restaurants in December 2021. Due to COVID-19 affecting the operation of our restaurants, the Central Kitchen also expand our food supply to external customers.

In 2022, we will continue the process of identifying strategic locations to set up new restaurants under different brands and introduce new brands to the local market, including but not limited to new concept hot pot restaurants. We will deploy more resources in opening casual dining restaurants and cafes, with an aim to attract customers with different catering needs. Combined with strategies and actions both in place, we will consolidate our market position and actively expand our business and brand portfolio.

FUTURE PROSPECTS

Facing with uncertainties in 2022, I will closely monitor the latest development and dynamic of the pandemic and industry with the management of the Group. We believe the Group will weather the storm and achieve further growth and create value for our Shareholders in 2022. We will actively rejuvenate our operations and seek development opportunities among the changes.

As the development of the fifth wave of pandemic stabilize around the mid of April 2022 and the relaxation of the social distancing and operation hours of restaurant extended. We anticipate a resumption to the normal way of life and optimistic consumer sentiments for the second half of the year. The local catering industry shall step out of the misery and embrace a bright future ahead. In terms of local factors, the growing vaccination rate in Hong Kong, along with the new round of consumption vouchers shall act as the catalyst for quick recovery of the local consumption market, which can provide considerable growth opportunities for the Group's business.

此外，本集團已於2021年12月開設一間食品加工廠（「中央廚房」），以支持本集團餐廳。由於COVID-19影響餐廳營運，中央廚房亦拓寬對外部客戶的食品供應。

於2022年，我們將繼續物色戰略位置以開設不同品牌的新餐廳，並將新品牌引入本地市場，包括但不限於新概念火鍋店。我們將投放更多資源開設休閒餐廳及咖啡廳，以吸引具有不同餐飲需求的顧客。結合既定的戰略及行動，我們將鞏固市場地位，並積極拓展業務及品牌組合。

未來展望

面對2022年的不確定性，本人與本集團管理層將密切關注疫情及本行業的最新發展動態。我們相信，於2022年，本集團將度過時艱，實現進一步增長及為股東創造價值。我們將積極恢復業務營運及在變化中尋求發展機遇。

隨著第五波疫情於2022年4月中旬前後趨於穩定，及社交距離管制開始放鬆，餐廳營業時間有所延長。我們預計今年下半年將恢復正常生活及形成樂觀的消費情緒。本地餐飲業必將走出困境及迎來光明未來。就地方因素而言，香港疫苗接種率持續上升，以及發放新一輪消費券將成為本地消費市場快速復甦的催化劑，這可為本集團業務提供可觀的增長機會。

Chairman's Statement

主席致辭

The management will be cautious regarding the Group's financial performance in the second half of 2022, provided that the pandemic situation in Hong Kong would not deteriorate in 2022. Success is heavily dependent on whether COVID-19 could be successfully controlled measures implemented by Hong Kong Government with the collaboration of the citizens in Hong Kong, dining concepts amongst our eating and prospective customers and economic conditions of Hong Kong. In order to improve the overall business of the Group, we plan to: i) expand the take-away product line and diversity marketing strategies; ii) enhance and upgrade our existing restaurant facilities to attract more customers; iii) closely monitor the pricing of our suppliers of raw materials and iv) open more new restaurants at lower costs. We will also proactively seek potential business opportunities that will broaden our sources of income and enhance value to the shareholders.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude and appreciation to the staff of the Group for their dedication and efforts for the hard times. I would also like to thank our customers, vendors, landlords and professional parties for their continuous trust and unreserved support to tide over the difficulties together with the Group during these difficult times. To our shareholders, I am grateful for your trust in the Group.

Chow Yik
Chairman

Hong Kong, 24 June 2022

管理層將對本集團於2022年下半年的財務表現保持謹慎，前提是於2022年香港疫情形勢不會惡化。我們的成功在很大程度上取決香港政府能否與香港市民齊心協力成功實施新型冠狀病毒防控措施、我們飲食及潛在客戶的餐飲概念及香港經濟狀況。為提振本集團的整體業務，我們計劃：i) 拓展外賣產品線及多元化營銷策略；ii) 加強及升級現有餐廳設施以吸引更多顧客；iii) 密切監控原材料供應商的定價，及iv) 以較低成本開設更多新餐廳。我們亦會積極尋求潛在商機以擴闊收入來源及提升股東價值。

感謝

本人謹代表董事會，對本集團每位員工於艱難時期作出的貢獻和努力表示衷心感謝和贊賞。本人亦感謝我們的客戶、供應商、業主及專業團隊的一貫信任和不吝支持，在這艱難期間堅定地與本集團同舟共濟。亦感謝股東對本集團的信任。

周翊
主席

香港，2022年6月24日

Financial Highlights

財務摘要

CONSOLIDATED RESULTS

綜合業績

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue from continuing operations	持續經營業務之收益	27,302	12,634
Loss for the year from continuing operations	持續經營業務之年度虧損	(33,141)	(10,306)
Loss for the year from a discontinued operation	已終止經營業務之年度虧損	(35,374)	–
Loss for the year attributable to Owners of the Company	本公司擁有人應佔年度虧損	(40,299)	(9,940)

ASSETS AND LIABILITIES

資產及負債

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Assets	資產		
Non-current assets	非流動資產	18,548	14,891
Current assets	流動資產	18,185	22,393
Total assets	資產總額	36,733	37,284
Equity and liabilities	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益	22,820	24,375
Non-controlling interests	非控股權益	(3,139)	1,834
Total equity	權益總額	19,681	26,209
Non-current liabilities	非流動負債	4,081	2,969
Current liabilities	流動負債	12,971	8,106
Total liabilities	負債總額	17,052	11,075
Total equity and liabilities	權益及負債總額	36,733	37,284
Net current assets	流動資產淨值	5,214	14,287
Net assets	資產淨值	19,681	26,209

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW & PROSPECTS

During the last financial year, the Group closed the restaurant in Tai Po in November 2020 due to the outbreak of Novel coronavirus disease (“COVID-19”) pandemic since January 2020 and operated one restaurant under our brand “Fun Fun Fun” (“Fun Fun Fun”) and one Korean restaurant under the brand “Aidan Café” (“Aidan Café”) both located at Tai Wai, Hong Kong.

At the beginning of the current financial year, the Group’s financial performance on provision of catering services through restaurants recorded positive performance improvement in view of the relaxation on restriction on operation of restaurants by the Hong Kong Government and the roll-out of COVID-19 vaccination program in Hong Kong under the stable of COVID-19 situation.

Under this situation, the Directors has expanded the Group’s food and beverage business prudently. The Group’s indirectly wholly-owned subsidiary had a soft-opening a modern Japanese izakaya under the brand “Shio” in Central Hong Kong (“Central Restaurant”) in January 2022 and signed an offer letter with Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited to lease a shop in San Po Kong to operate a Korean BBQ and hotpot restaurant under the trade name of “一韓燒” (“San Po Kong restaurant”) in December 2021 (please refer to the announcement of the Company dated 5 November 2021 and 13 December 2021 respectively). The Group’s indirectly wholly-owned subsidiary also entered a profit-sharing agreement with an independent third party for offering catering service in Central in January 2022 (the “Catering Service Operation”).

However, the outbreak of fifth wave of COVID-19 since January 2022, the Group’s financial performance on provision of catering services was seriously impacted. The Group has closed Fun Fun Fun in March 2022 for cutting the losses and the San Po Kong restaurant will be opened at the third quarter of 2022 as the Group and the landlord has mutually agreed to delay the commencement date of rental period from 1 March 2022 to 8 June 2022. As at 31 March 2022, the Group had operated Aidan Café, Central Restaurant (including Central Kitchen) and Catering Service Operation.

業務回顧及前景

於上一財政年度，由於自2020年1月起爆發新型冠狀病毒病（「COVID-19」）疫情，本集團於2020年11月關閉位於大埔的餐廳，並以品牌「漁品酸菜魚火鍋放題」（「漁品酸菜魚火鍋放題」）經營一間餐廳及以品牌「小火焰韓式咖啡餐廳」（「小火焰韓式咖啡餐廳」）經營一間韓式餐廳，兩間餐廳均位於香港大圍。

於本財政年度初，由於香港政府放寬餐廳營運的限制以及於COVID-19局勢穩定的情況下在香港推出COVID-19疫苗接種計劃，本集團透過餐廳提供餐飲服務的財務表現錄得積極改善。

在這種情況下，董事審慎擴展本集團的餐飲業務。本集團的間接全資附屬公司於2022年1月在香港中環試營業一家品牌為「Shio」的現代日式居酒屋（「中環餐廳」），並於2021年12月與新鴻基地產（銷售及租賃）代理有限公司簽署要約函，以租賃新蒲崗的商舖經營品牌名為「一韓燒」的韓式燒烤及火鍋餐廳（「新蒲崗餐廳」）（請參閱本公司日期分別為2021年11月5日及2021年12月13日的公告）。本集團的間接全資附屬公司於2022年1月亦與獨立第三方就中環的餐飲服務（「餐飲服務業務」）訂立溢利分享協議。

然而，自2022年1月以來爆發第五波COVID-19，嚴重影響本集團提供餐飲服務的財務表現。本集團已於2022年3月關閉漁品酸菜魚火鍋放題以減少虧損，而新蒲崗餐廳將於2022年第三季度開業，原因為本集團與業主已相互同意將租期開始日期由2022年3月1日延長至2022年6月8日。於2022年3月31日，本集團已經營小火焰韓式咖啡餐廳、中環餐廳（包括中央廚房）及餐飲服務業務。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Continuing operations

Revenue

Our revenue for the year ended 31 March 2022 increased by approximately HK\$14.7 million to approximately HK\$27.3 million (2021: approximately HK\$12.6 million). The increase in revenue was mainly due to increase in customer consumption on the Group's restaurants due to the relaxation on restriction on operation of restaurants by the Hong Kong government under the stable epidemic for the period from April 2021 to end of December 2021 and the revenue generated from new operations opened in first quarter of 2022. In addition, the Group generated revenue of HK\$2.0 million from newly setup food processing business during the year ended 31 March 2022.

Cost of inventories sold

Our cost of inventories sold for the year ended 31 March 2022 increased by approximately HK\$4.7 million to approximately HK\$11.5 million (2021: approximately HK\$6.8 million), mainly due to increase in the revenue of catering services.

The cost of inventories sold as a percentage of revenue of decreased by approximately 11.6% to 42.1% for the year ended 31 March 2022 (2021: approximately 53.7%).

Gross profit and gross profit margin

Our gross profit for the year ended 31 March 2022 increased by approximately HK\$9.9 million to approximately HK\$15.8 million (2021: approximately HK\$5.9 million).

The gross profit margin for the year ended 31 March 2022 increased by approximately 11.6% to approximately 57.9% (2021: approximately 46.3%) which is mainly due to increase in customer consumption as a result of relaxation on restriction on operation of restaurants by Hong Kong Government.

Other revenue, other gain and loss

Our other revenue, other gain and loss decreased by approximately HK\$8.2 million to approximately HK\$1.4 million for the year ended 31 March 2022 (2021: approximately HK\$9.6 million). The decrease was primarily due to HK\$6.3 million of the gain on lease modification of Tai Po restaurant, which was closed in November 2020, recognized in financial year 2021 and decrease in government subsidies in financial year 2022.

財務回顧

持續經營業務 收益

我們的收益於截至2022年3月31日止年度增加約14.7百萬港元至約27.3百萬港元(2021年:約12.6百萬港元)。收益增加主要由於香港政府於2021年4月至2021年12月底期間疫情穩定的情況下放寬餐廳營運的限制,令客戶於本集團餐廳的消費增加,同時自於2022年第一季度新開張的餐廳錄得收益所致。此外,本集團於截至2022年3月31日止年度自新建立食品加工業務產生收益2.0百萬港元。

已售存貨成本

已售存貨成本於截至2022年3月31日止年度增加約4.7百萬港元至約11.5百萬港元(2021年:約6.8百萬港元),主要由於餐飲服務收益增加所致。

已售存貨成本佔收益百分比於截至2022年3月31日止年度減少約11.6%至42.1%(2021年:約53.7%)。

毛利及毛利率

截至2022年3月31日止年度之毛利增加約9.9百萬港元至約15.8百萬港元(2021年:約5.9百萬港元)。

截至2022年3月31日止年度的毛利率增加約11.6%至約57.9%(2021年:約46.3%),乃主要由於客戶消費因香港政府放寬餐廳營運的限制增加所致。

其他收益、其他收益及虧損

其他收益、其他收益及虧損於截至2022年3月31日止年度減少約8.2百萬港元至約1.4百萬港元(2021年:約9.6百萬港元)。減少乃主要由於大埔餐廳(已於2020年11月結業)於2021年財政年度確認租賃修訂收益6.3百萬港元及於2022年財政年度的政府補助減少所致。

Management Discussion and Analysis

管理層討論與分析

Employee benefit expenses

Our employee benefit expenses for the year ended 31 March 2022 increased by approximately HK\$11.7 million to approximately HK\$19.4 million (2021: approximately HK\$7.7 million). The increase was mainly due to one-off payment made to Mr. Chan Lap Ping (executive director of the Company), Mr. Kwok Yiu Chung (ex-chief executive officer of the Company and general manager of the Group) and Ms. Wong Wai Fong (“Ms. Wong”), former director of the Company of each HK\$2.0 million as discretionary bonus and long services payment according to their respective services contracts and non-cash share-based payment of HK\$1.1 million relating to share option granted to three executive directors in January 2022.

Depreciation

Our depreciation for the year ended 31 March 2022 increased by approximately HK\$3.1 million to approximately HK\$6.6 million (2021: approximately HK\$3.5 million), which was mainly due to the new Central Restaurant (including Central Kitchen) and right-of-use assets recognized during year ended 31 March 2022.

Property rentals and related expenses

Our property rentals and related expenses increased by approximately HK\$0.3 million to approximately HK\$0.8 million for the year ended 31 March 2022 (2021: approximately HK\$0.5 million), which was mainly due to the property related expense paid for Sheung Wan office rented in April 2021 and new Central Restaurant (including Central Kitchen).

Fuel and utility expenses

Our fuel and utility expenses increased by approximately HK\$0.3 million to approximately HK\$1.0 million for the year ended 31 March 2022 (2021: approximately HK\$0.7 million), which was mainly due to the increase in revenue.

僱員福利開支

我們的僱員福利開支於截至2022年3月31日止年度增加約11.7百萬港元至約19.4百萬港元(2021年:約7.7百萬港元)。增加乃根據陳立平先生(本公司執行董事)、郭耀松先生(本公司前行政總裁兼本集團總經理)及黃惠芳女士(「黃女士」)(本公司前董事)各自之服務合約向彼等支付一次性酌情獎金及長期服務費各2.0百萬港元及就於2022年1月向三名執行董事授出購股權作出以股份為基礎之非現金付款1.1百萬港元所致。

折舊

折舊於截至2022年3月31日止年度增加約3.1百萬港元至約6.6百萬港元(2021年:約3.5百萬港元),主要由於新中環餐廳(包括中央廚房)及於截至2022年3月31日止年度確認使用權資產所致。

物業租金及相關開支

我們的物業租金及相關開支於截至2022年3月31日止年度增加約0.3百萬港元至約0.8百萬港元(2021年:約0.5百萬港元),主要由於就2021年4月租賃的上環辦公室及新中環餐廳(包括中央廚房)支付物業相關開支所致。

燃料及公用設施開支

我們的燃料及公用設施開支於截至2022年3月31日止年度增加約0.3百萬港元至約1.0百萬港元(2021年:約0.7百萬港元),主要由於收益增加所致。

Management Discussion and Analysis

管理層討論與分析

Administrative expenses

Our administrative expenses increased by approximately HK\$6.3 million to approximately HK\$14.2 million for the year ended 31 March 2022 (2021: approximately HK\$7.9 million). The increase was mainly due to the one-off demolition works on canopies or retractable awnings of HK\$1.2 million occurred in this year, one-off consumable paid for new restaurants and the increment in line with increase in revenue.

Impairment loss recognised in respect of property, plant and equipment/right-of-use assets

During the year ended 31 March 2022, the Group recorded an impairment loss in respect of property, plant and equipment amounted to approximately HK\$4.5 million (2021: HK\$1.3 million) and an impairment loss in respect of right-of-use assets of approximately HK\$2.9 million (2021: HK\$3.7 million) after the assessment by independent professional valuer on value in use based on the estimated of future cash flows discounted to its present value using a pre-tax discount rate of 15.53% (2021: 7.67%).

Loss and total comprehensive loss for the year attributable to owners of our Company

As a result of the cumulative effect of the above factors, and loss recognised from discontinued operations of approximately HK\$33.2 million, the Group had loss and total comprehensive loss for the year attributable to owners of our Company of approximately HK\$40.3 million for the year ended 31 March 2022 (2021: approximately HK\$9.9 million).

Discontinued operation

Before discontinued operation, we faced the failure of the electric power supply system to the cold storage facility of Jintian during the National Days Holidays in China which resulted in deterioration of significant portion of the frozen stock of Jintian, the Group recognised a one-off loss of approximately HK\$22.0 million for the stock deterioration for the year ended 31 March 2022. Suffering from failure of electric power supply system which resulted in significant deterioration of customer relationship and market reputation in light of loss incurred by Jintian, the management of the Group has recognised impairment loss of approximately HK\$14.7 million and HK\$6.4 million against property, plant and equipment and right-of-use assets.

行政開支

我們的行政開支於截至2022年3月31日止年度增加約6.3百萬港元至約14.2百萬港元(2021年:約7.9百萬港元)。增加乃主要由於本年度進行了簷篷或伸縮式遮篷的一次性拆除工程產生1.2百萬港元、新餐廳一次性消耗品付款及增加與收益增加一致。

就物業、廠房及設備／使用權資產確認之減值虧損

截至2022年3月31日止年度，經獨立專業估值師根據估計未來現金流量按稅前折現率15.53%(2021年:7.67%)折現至現值而評估使用價值後，本集團錄得物業、廠房及設備之減值虧損約4.5百萬港元(2021年:1.3百萬港元)及使用權資產之減值虧損約2.9百萬港元(2021年:3.7百萬港元)。

本公司擁有人應佔年內虧損及全面虧損總額

由於上述因素的的累計影響以及已終止經營業務確認虧損約33.2百萬港元，本集團截至2022年3月31日止年度的本公司擁有人應佔年度虧損及全面虧損總額約為40.3百萬港元(2021年:約9.9百萬港元)。

已終止經營業務

於已終止經營業務前，我們遭遇於中國國慶期間金田冷藏設施的供電系統出現故障導致導致金田大部分冷凍庫存食品變質。截至2022年3月31日止年度，本集團就庫存變質確認一次性虧損約22.0百萬港元。鑑於金田因遭遇供電系統出現故障招致的損失導致客戶關係及市場聲譽的大幅轉差，本集團管理層已分別就物業、廠房及設備以及使用權資產確認減值虧損約14.7百萬港元及6.4百萬港元。

Management Discussion and Analysis

管理層討論與分析

With effect from 12 November 2021, Jintian ceased to be a subsidiary of the Group and the investment in Jintian was reclassified as investment in a joint venture. The fair value of the 51% equity interests in Jintian as at 12 November 2021 is regarded as the cost on initial recognition of the investments in Jintian as a joint venture.

As at the date of report the pandemic of COVID-19 in People's Republic of China still prevails, facing the stringent measures of counter COVID-19, the cost of operation and facing uncertainties, the Board will not commit any further investment on Jintian. The Group will consider whenever there is return from Jintian and leverage the experience learnt from Jintian and further invest on similar company in that industry. The Group will continuous seeking any opportunities for positive return from Jintian.

RESULTS OF FINANCIAL POSITION

The Group's total assets as at 31 March 2022 decreased by approximately HK\$0.6 million to approximately HK\$36.7 million (2021: approximately HK\$37.3 million).

The Group's total liabilities as at 31 March 2022 increased by approximately HK\$6.0 million to approximately HK\$17.1 million (2021: approximately HK\$11.1 million).

The equity attributable to owners of the Company as at 31 March 2022 decreased by approximately HK\$1.6 million to approximately HK\$22.8 million (2021: approximately HK\$24.4 million).

FOREIGN CURRENCY EXPOSURE

During the year ended 31 March 2022, most of the transactions of the Group are denominated in Hong Kong dollars, United State dollars and Renminbi as Jintian is subject to foreign exchange exposure for its export business. After deconsolidation of Jintian, the Group is not exposed to significant foreign exchange exposure.

CAPITAL COMMITMENTS

As at 31 March 2022, the Group did not have any material capital commitments.

自2021年11月12日起，金田不再為本集團的附屬公司，而對金田的投資獲重新分類為對一間合營企業的投資。於2021年11月12日，金田51%股權的公平值被視為首次確認對金田投資為一間合營企業的成本。

於報告日期，中華人民共和國COVID-19疫情仍在流行，面對抵抗COVID-19的嚴厲措施、運營成本以及面臨不確定因素，董事會將不會再對金田投資。本集團將考慮何時從金田取得回報及善用自金田習得的經驗及進一步投資該行業類似公司。本集團將持續尋求自金田取得正面回報的任何機會。

財務狀況表現

本集團總資產於2022年3月31日減少約0.6百萬港元至約36.7百萬港元（2021年：約37.3百萬港元）。

本集團負債總額於2022年3月31日增加約6.0百萬港元至約17.1百萬港元（2021年：約11.1百萬港元）。

本公司擁有人應佔權益於2022年3月31日減少約1.6百萬港元至約22.8百萬港元（2021年：約24.4百萬港元）。

外幣風險

截至2022年3月31日止年度，由於金田因其出口業務面臨外匯風險，故本集團大部分交易以港元、美元及人民幣計值。於金田取消綜合入賬後，本集團並無面臨任何重大外匯風險。

資本承擔

於2022年3月31日，本集團並無任何重大資本承擔。

Management Discussion and Analysis

管理層討論與分析

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The capital of the Group comprised only ordinary shares. On 23 July 2021, the Company held an extraordinary general meeting and passed the resolutions on share consolidation, increase in share capital and rights issue together with the respective transactions contemplated. The authorised share capital of the Company has been increased to HK\$100,000,000 divided into 1,000,000,000 consolidated shares of par value of HK\$0.1 each and the shares of the Company has been consolidated to HK\$0.1 each on the basis that every ten (10) issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.10 each. The Company also issued 215,999,995 Rights Shares on 6 September 2021 at HK\$0.17 per share on the basis of three rights shares for every two shares of the Company. The net proceeds of approximately HK\$34.51 million was raised from the rights issue. For further details of the share consolidation, the increase in authorised share capital and the rights issue, please refer to the circular of the Company dated 7 July 2021, prospectus of the Company dated 6 August 2021 and the announcement of the Company dated 3 September 2021.

On 6 January 2022, the Company has placed a total of 28,800,000 placing shares. For details, please refer to the announcement of the Company dated 15 December 2021 and 6 January 2022.

Moreover, the capital reduction, share premium reduction and sub-division of the Company became effective on 31 March 2022 (the "Capital and Share Premium Reduction"), involving among other things, (1) the par value of each of the issued shares be reduced from HK\$0.10 to HK\$0.01 per issued share by cancelling the paid up share capital to the extent of HK\$0.09 per issued share; and (ii) each of the authorised but unissued shares with par value of HK\$0.10 each be sub-divided into 10 authorised but unissued new shares with par value of HK\$0.01 each. As a result of the Capital and Share Premium Reduction, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 ordinary shares of par value HK\$0.01 each. For details, please refer to the announcements of the Company dated 1 December 2021, 13 January 2022, 11 February 2022 and 30 March 2022 and the circular of the Company dated 21 December 2021.

資本架構、流動資金及財務資源

本集團之資本僅由普通股組成。於2021年7月23日，本公司舉行股東特別大會並通過有關股份合併、增加股本以及供股（連同其項下各自擬進行的交易）之決議案。本公司之法定股本已增加至100,000,000港元，分為1,000,000,000股每股面值0.1港元之合併股份，而本公司之股份已合併為每股0.1港元，合併基準為本公司股本中每股面值0.01港元的每十(10)股已發行及未發行股份合併為一(1)股每股面值0.10港元的合併股份。本公司亦已於2021年9月6日按每持有兩股本公司股份獲發三股供股股份的基準以每股股份0.17港元發行215,999,995股供股股份。供股籌集的所得款項淨額約為34.51百萬港元。有關股份合併、增加法定股本以及供股的進一步詳情，請參閱本公司日期為2021年7月7日的通函、本公司日期為2021年8月6日的供股章程及本公司日期為2021年9月3日的公告。

於2022年1月6日，本公司已配售合共28,800,000股配售股份。有關詳情，請查閱本公司日期為2021年12月15日及2022年1月6日之公告。

此外，本公司股本削減、股份溢價削減及拆細於2022年3月31日生效（「股本及股份溢價削減」），涉及（其中包括）(1)每股已發行股份之面值透過註銷繳足股本（以每股已發行股份註銷0.09港元為限）由每股已發行股份0.10港元削減至0.01港元；及(ii)每股面值0.10港元之法定但未發行股份各自將拆細為10股每股面值0.01港元之法定但未發行新股份。由於股本及股份溢價削減，本公司之法定股本為100,000,000港元，分為10,000,000,000股每股面值0.01港元之普通股。有關詳情，請參閱本公司日期為2021年12月1日、2022年1月13日、2022年2月11日及2022年3月30日的公告以及本公司日期為2021年12月21日的通函。

Management Discussion and Analysis

管理層討論與分析

On 17 June 2022, the Company has placed a total of 77,748,000 placing shares. For details, please refer to the announcement of the Company dated 31 May 2022 and 17 June 2022.

The Company also proposed to implement the share consolidation on the basis that every thirty (30) issued and unissued existing shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) consolidated share of par value of HK\$0.30 each ("Share Consolidation"). After the Share Consolidation, the Company also propose to among others, (1) change the board lot size for trading on the Stock Exchange from 12,000 existing shares to 2,000 consolidated shares; (2) reduce the issued share capital of the Company by cancelling the paid up capital to the extent of HK\$0.29 each from the capital and share premium of the Company towards offsetting the accumulated losses of the Company; and (3) the authorized but unissued consolidated shares of par value of HK\$0.3 each be sub-divided into thirty (30) new shares of par value of HK\$0.01 each ("Proposed Capital Transactions"). The Proposed Capital Transaction will be considered by the Shareholders on extraordinary general meeting on 18 July 2022. For details, please refer to the announcement of the Company dated 8 June 2022 and the circular of the Company dated 24 June 2022.

As at 31 March 2022, the Group's borrowings comprised only lease liabilities of approximately HK\$8.9 million (2021: HK\$4.7 million). The Group's gearing ratio, calculated by dividing total borrowings by total equity, was approximately 45.5% (2021: 17.9%). The increase in the gearing ratio was mainly attributable to the lease liabilities of Sheung Wan office and Central Restaurant (including Central Kitchen) recognised in this year.

CONTINGENT LIABILITIES

As at 31 March 2022, the Group did not have any material contingent liabilities.

PLEDGE OF ASSETS

As at 31 March 2022, the Group did not have any mortgage or charge over its assets.

於2022年6月17日，本公司已配售合共77,748,000股配售股份。有關詳情，請參閱本公司日期為2022年5月31日及2022年6月17日之公告。

本公司亦建議實行股份合併，基準為將本公司股本中每三十(30)股每股面值0.01港元之已發行及未發行現有股份合併為一(1)股每股面值0.30港元之合併股份(「股份合併」)。於股份合併後，本公司亦建議(其中包括)(1)將於聯交所買賣之每手買賣單位由12,000股現有股份更改為2,000股合併股份；(2)通過從本公司的股本及股份溢價中註銷繳足股本(以0.29港元為限)削減本公司的已發行股本，以抵銷本公司之累計虧絀；及(3)每股面值0.3港元之法定但未發行合併股份(各自將拆細為三十(30)股每股面值0.01港元之新股份)(「建議股本交易」)。建議股本交易由股東於2022年7月18日舉行之股東特別大會上審議。有關詳情，請參閱本公司日期為2022年6月8日之公告及本公司日期為2022年6月24日之通函。

於2022年3月31日，本集團之借貸僅包括租賃負債約8.9百萬港元(2021年：4.7百萬港元)。本集團之負債比率(按借貸總額除以權益總額計算)約為45.5%(2021年：17.9%)。負債比率增加主要是由於本年度確認的上環辦公室及中環餐廳(包括中央廚房)租賃負債所致。

或然負債

於2022年3月31日，本集團並無任何重大或然負債。

資產抵押

於2022年3月31日，本集團並無將其資產作任何按揭或抵押。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Saved for the acquisition and deconsolidation of Jintian in May 2021 and November 2021 respectively, there has been no significant investments, material acquisitions and disposals of subsidiaries and associated companies during the year ended 31 March 2022.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2022.

EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 March 2022, the Company has held an extraordinary general meeting (“EGM”) and passed the resolutions to refresh general mandate and share option scheme. After refreshment of general mandate and share option scheme, the Company can allot and issue shares of the Company (the “Shares”) not exceeding 20% of the total issued share capital of the Company as at the date of EGM (i.e. 388,799,995 Shares) and grants a options for a maximum of 38,879,999 Shares, being 10% of the total issued share capital of the Company as at the date of EGM. For details, please refer to the announcement of the Company dated 27 May 2022 and the circular of the Company dated 12 May 2022.

On 17 June 2022, the Company has placed a total of 77,748,000 placing shares. For details, please refer to the announcement of the Company dated 31 May 2022 and 17 June 2022.

重大投資、重大收購及出售附屬公司及聯屬公司

除分別於2021年5月及2021年11月收購及取消綜合入賬金田外，截至2022年3月31日止年度，本公司並無任何重大投資、重大收購及出售附屬公司及聯營公司。

末期股息

董事會不建議派付截至2022年3月31日止年度之末期股息。

報告期後事項

於2022年3月31日後，本公司已舉行股東特別大會（「股東特別大會」）並通過決議案更新一般授權及購股權計劃。於更新一般授權及購股權計劃後，本公司可配發及發行不超過本公司於股東特別大會日期已發行股本總數20%的股份（「股份」）（即388,799,995股股份）並授出購股權認購最多38,879,999股股份（即於股東特別大會日期本公司已發行股本總數的10%）。有關詳情，請參閱本公司日期為2022年5月27日的公告及本公司日期為2022年5月12日的通函。

於2022年6月17日，本公司已配售合共77,748,000股配售股份。有關詳情，請參閱本公司日期為2022年5月31日及2022年6月17日的公告。

Management Discussion and Analysis

管理層討論與分析

The Company also proposed to implement the share consolidation on the basis that every thirty (30) issued and unissued existing shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) consolidated share of par value of HK\$0.30 each ("Share Consolidation"). After the Share Consolidation, the Company also propose to among others, (1) change the board lot size for trading on the Stock Exchange from 12,000 existing shares to 2,000 consolidated shares; (2) reduce the issued share capital of the Company by cancelling the paid up capital to the extent of HK\$0.29 each from the capital and share premium of the Company towards offsetting the accumulated losses of the Company; and (3) the authorized but unissued consolidated shares of par value of HK\$0.3 each be sub-divided into thirty (30) new shares of par value of HK\$0.01 each. The Proposed Capital Transaction will be considered by the Shareholders on extraordinary general meeting on 18 July 2022. For details, please refer to the announcement of the Company dated 8 June 2022 and the circular of the Company dated 24 June 2022.

Saved the above mentioned, there are no material events undertaken by the Company or the Group subsequent to 31 March 2022 and up to the date of this report.

本公司亦建議實行股份合併，基準為將本公司股本中每三十(30)股每股面值0.01港元之已發行及未發行現有股份合併為一(1)股每股面值0.30港元之合併股份(「股份合併」)。於股份合併後，本公司亦建議(其中包括)(1)將於聯交所買賣之每手買賣單位由12,000股現有股份更改為2,000股合併股份；(2)通過從本公司的股本及股份溢價中註銷繳足股本(以0.29港元為限)削減本公司的已發行股本，以抵銷本公司之累計虧絀；及(3)每股面值0.3港元之法定但未發行合併股份(各自將拆細為三十(30)股每股面值0.01港元之新股份)。建議股本交易由股東於2022年7月18日舉行之股東特別大會上審議。有關詳情，請參閱本公司日期為2022年6月8日之公告及本公司日期為2022年6月24日之通函。

除上述者外，於2022年3月31日後及直至本報告日期，本公司或本集團並無重大事項。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Chow Yik, aged 41, is the chairman of Board, an executive director, the chairman of the legal compliance committee, a member of the remuneration committee and a member of the nomination committee. He obtained a bachelor's degree in Engineering, majoring in Electronic and Communication Engineering from the City University of Hong Kong and is currently studying the Master of Business Administration programme ("EMBA") at the School of Economics and Management of Tsinghua University.

Mr. Chow became an executive director of Kirin Group Holdings Limited (stock code: 8109) from April 2015 to October 2020, a company listed on the GEM of the Stock Exchange, which principally engaged in the provision of insurance brokerage and related services, assets management and securities brokerage service and money lending services in Hong Kong and multichannel network entertainment services.

During April 2020 to May 2021, Mr. Chow was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM of the Stock Exchange, which principally engaged in developing and marketing of patented server based technology and the provision of communications software platform and software related services; money lending business; and game publishing, development of mobile game and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Chan Lap Ping, aged 54, is an executive director. Mr. Chan joined our Group as general manager in January 2004. He is primarily responsible for supervising the day-to-day operations of our restaurants. Mr. Chan has over 20 years of experience in restaurant operations in Hong Kong, of which he worked as a manager of various restaurants responsible for managing day-to-day operation of restaurants.

執行董事

周翊先生，41歲，為董事會主席、執行董事、法律合規委員會主席、薪酬委員會成員及提名委員會成員。彼獲得香港城市大學工程學學士學位，主修電子及通訊工程，現於清華大學經濟及管理學院修讀行政人員工商管理學碩士課程（「行政人員工商管理學碩士」）。

自2015年4月至2020年10月，周先生為聯交所GEM上市公司麒麟集團控股有限公司（股份代號：8109）的執行董事，該公司主要在香港從事提供保險經紀及相關服務、資產管理及證券經紀服務、放債服務以及多頻道網絡娛樂服務。

於2020年4月至2021年5月期間，周先生為聯交所GEM上市公司奧栢中國集團有限公司（股份代號：8148）的執行董事，該公司主要從事開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台及軟件相關服務；放債業務；及發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

陳立平先生，54歲，為執行董事。陳先生於2004年1月加入本集團為總經理。彼主要負責監督我們餐廳的日常營運。陳先生於香港餐飲營運方面擁有逾20年經驗，其中彼於多間餐廳擔任經理，負責管理餐廳的日常營運。

Directors and Senior Management 董事及高級管理層

Mr. Chan attended primary and secondary school education in Hong Kong from 1976 to 1983. Mr. Chan was awarded a certificate in leadership and decision making skills by the Hong Kong Management Association (香港管理專業協會) in May 2007.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Ms. Ho Oi Kwan, aged 63, is an executive director. Ms. Ho has cultivated many years of research and experience in the food and beverages industry, and she also has many years of investment experience. She is responsible for helping the Company on investment.

Saved as disclosed above, she was not a director in any listed companies for the last three preceding years.

Mr. Tsui Wing Tak, aged 53, is an executive director. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. He holds a bachelor's degree in Economics from Macquarie University in Australia. Mr. Tsui has over 25 years of extensive experience in corporate finance and accounting.

Mr. Tsui was an executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from April 2020 to December 2020, a company listed on the GEM of the Stock Exchange, which principally engaged in developing and marketing of patented server based technology and the provision of communications software platform and software related services; money lending business; and game publishing, development of mobile game and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions. In August 2020, Mr. Tsui was appointed as an independent nonexecutive director of Bingo Group Holdings Limited (stock code: 8220), a company listed on the GEM of the Stock Exchange, which principally engaged in movie production, licensing and derivatives, crossover marketing and provision of interactive contents and cinema investment and management.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

陳先生於1976年至1983年在香港接受中小學教育。陳先生於2007年5月獲香港管理專業協會頒發領導及決策技能證書。

除所披露者外，彼於過往三年並無擔任任何上市公司董事。

何愛群女士，63歲，為執行董事。何女士對飲食行業有多年的研究和經驗，同時何女士對投資也有多年的經驗。彼負責幫助本公司進行投資。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

徐永得先生，53歲，為執行董事。彼為香港會計師公會資深會員及澳洲會計師公會執業會計師。彼持有澳洲麥覺理大學經濟學學士學位。徐先生於企業財務及會計領域擁有逾25年的豐富經驗。

自2020年4月至2020年12月，徐先生為聯交所GEM上市公司奧栢中國集團有限公司(股份代號：8148)的執行董事，該公司主要從事開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台及軟件相關服務；放債業務；及發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案。於2020年8月，徐先生為聯交所GEM上市公司比高集團控股有限公司(股份代號：8220)的獨立非執行董事，該公司主要從事電影製作、特許權及衍生作品權、跨界市場推廣及提供互動內容以及影院投資及管理。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

Directors and Senior Management 董事及高級管理層

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kwan Yung, aged 59, is an independent non-executive director and the chairman of the nomination committee and a member of each of the audit committee, the remuneration committee and the legal compliance committee. Mr. Chan possesses over 27 years corporate management especially on sales management. Mr. Chan also has its own wine trading and wholesaling business.

Mr. Chan received a Diploma of Structural Engineering from British Columbia Institute of Technology.

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

Mr. Chong Alex Tin Yam, aged 50, is an independent non-executive director and the chairman of the audit committee and a member of each of the nomination committee, the remuneration committee and the legal compliance committee. Mr. Chong has cultivated nearly 20 years of entertainment, investment and financial advisory experiences in the Greater China, Japan, South Korea, Singapore and the United States of America (the "US") markets. From 2016 to 2018, he was the chief executive officer and executive director of Asia Fashion Holdings Limited, a company listed on the Main Board of the Singapore Stock Exchange in 2008 and delisted in September 2020. From 2013 to 2016, he was the director of Viriathus Capital LLC overseeing the US based investment bank's Asia operation. From 2006 to 2008, he was a non-executive director of NutryFarm International Limited (formerly known as LottVision Limited), a company listed on the Main Board of the Singapore Stock Exchange (SGX:AZT). Prior to commencing his commercial career in 2001, Mr. Chong spent 5 years working for the Hong Kong Government in the financial regulatory sector.

Mr. Chong received a Bachelor of Commerce Degree in Finance with honour from the University of Toronto and is a Certified Management Accountant (Australia).

Saved as disclosed above, he was not a director in any listed companies for the last three preceding years.

獨立非執行董事

陳鈞勇先生，59歲，為獨立非執行董事及提名委員會主席以及審核委員會、薪酬委員會及法律合規委員會各自之成員。陳先生於企業管理（尤其是銷售管理）方面擁有逾27年經驗。陳先生亦經營其自身之葡萄酒貿易及批發業務。

陳先生獲得加拿大英屬哥倫比亞理工學院(British Columbia Institute of Technology)之結構工程文憑。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

莊天任先生，59歲，為獨立非執行董事、審核委員會主席以及提名委員會、薪酬委員會及法律合規委員會各自之成員。於大中華地區、日本、南韓、新加坡及美利堅合眾國（「美國」）市場擁有近20年的娛樂、投資及財務顧問經驗。於2016年至2018年，彼擔任Asia Fashion Holdings Limited（一間於2008年在新加坡交易所主板上市並於2020年9月除牌的公司）的行政總裁兼執行董事。於2013年至2016年，彼擔任Viriathus Capital LLC的董事，負責監管該美國投資銀行的亞洲業務。於2006年至2008年，彼擔任NutryFarm International Limited（前稱LottVision Limited）（一間於新加坡交易所主板上市的公司（新加坡交易所股份代號：AZT））的非執行董事。於2001年投身商界之前，莊先生曾於香港政府的金融監管部門工作五年。

莊先生取得多倫多大學金融學榮譽商學士學位(Bachelor of Commerce Degree in Finance)，並為註冊管理會計師(澳洲)。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

Directors and Senior Management

董事及高級管理層

Ms. Wong Syndia D, aged 38, is an independent non-executive director and the chairman of the remuneration and a member of each of the nomination committee, the audit committee and the legal compliance committee. Ms. Wong was graduated from Edinburgh Napier University, United Kingdom with a bachelor's degree in Communication, Advertising and Public Relations. She has over 10 years of experience in corporate finance. From 2016 to 2022, Ms. Wong was an investor relations manager of Silver Base Group Holdings Limited (stock code: 886), a company listed on Main Board of the Stock Exchange, which principally engaged in the distribution of a number of Chinese and overseas high-end liquor products, with baijiu as the most prominent items together with high quality wine and whiskey products from around the world; the establishment of an international sales network which covers different regions of China as well as various countries in Europe and Asia by means of a self-operated online sales platform "Wine Kingdom", which carries a host of diverse wine and liquor products; the development of the overseas market in the sales of various brands of Chinese cigarettes.

Saved as disclosed above, she was not a director in any listed companies for the last three preceding years.

SENIOR MANAGEMENT

Mr. Kwok Yiu Chung, aged 59, is a general manager of the Group. He joined our Group since December 2003. He is primarily responsible for overseeing the day-to-day operation and management of our restaurants.

Mr. Kwok has over 20 years of experience in restaurant business in Hong Kong. Prior to the establishment of our Group, before 2003, he held managerial positions with various restaurants responsible for general operations and management of the restaurants.

王詩迪女士，38歲，為獨立非執行董事、薪酬委員會主席及提名委員會、審核委員會及法律合規委員會各自之成員。王女士畢業於英國愛丁堡納皮爾大學(Edinburgh Napier University)，獲頒授傳播、廣告及公關學士學位。彼於企業融資方面擁有逾10年經驗。於2016至2022年，王女士為聯交所主板上市公司銀基集團控股有限公司(股份代號：886)的投資者關係經理，該公司主要從事經銷若干中國及海外高端酒產品(白酒為最突出項目)連同來自世界各地的優質葡萄酒及洋酒產品；通過自營的線上銷售平台「品匯壹號」建立一個覆蓋中國不同地區以及歐洲及亞洲多個國家的國際銷售網絡，並提供多種葡萄酒及酒產品；開發銷售多個中國香煙品牌的海外市場。

除上文所披露者外，彼於過往三年並無擔任任何上市公司董事。

高級管理層

郭耀松先生，59歲，為本集團總經理。彼自於2003年12月以來加入本集團。彼主要負責監督我們餐廳的日常營運及管理。

郭先生於香港的餐廳業務擁有逾20年經驗。於本集團成立前，彼於2003年前於多間餐廳擔任管理職位，負責餐廳的整體營運及管理。

Directors and Senior Management

董事及高級管理層

Mr. Kwok obtained a professional diploma in Chinese food and beverage management (中式飲食管理專業文憑) from Tao Miao Institute of the Vocational Training Council in September 2009. In recognition of Mr. Kwok's experience in the restaurant industry in Hong Kong, he has been appointed to various key positions of the Hong Kong Federation of Restaurants & Related Trades (香港餐飲聯業協會) (the "Federation") since 2007. From 2007 to 2011, Mr. Kwok was appointed as a director of the Federation, who was responsible for managing the corporate affairs of the Federation. During the period between 2011 and 2015, he was appointed as a vice-chairman of the executive and members affairs divisions of the Federation. Mr. Kwok was a director of the Federation.

Ms. Wong Wai Fong, aged 54, is the director of the subsidiaries of the Company. She was the founder of the Group. She is primarily responsible for overseeing business development strategies and business decisions of the subsidiaries of the Company. Ms. Wong has over 12 years of experience in restaurant business in Hong Kong, of which she has held managerial position with our Group. Ms. Wong completed secondary school education in Hong Kong in 1985.

Mr. Chan Chiu Hung Alex, aged 56, is a company secretary. He has over 18 years of experience in managing companies listed in Hong Kong or overseas. He obtained his bachelor of business administration (honours) degree in finance from the Hong Kong Baptist University in 1990, and an advance diploma in specialist taxation from the Hong Kong Institute of Certified Public Accountants in 2012.

Mr. Chan is currently a fellow member of The Chartered Governance Institute, a fellow member of the Hong Kong Institute of Chartered Secretaries, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants.

COMPLIANCE OFFICER

Mr. Chow Yik is the compliance officer of the Company. Mr. Chow Yik's biography is set out in the subsection headed "Executive Directors" above.

郭先生於2009年9月取得VTC稻苗學院的中式飲食管理專業文憑。彼自2007年起獲委任香港餐飲聯業協會(「協會」)多個主要職位，肯定了郭先生於香港餐飲業的豐富經驗。於2007年至2011年，郭先生獲委任為協會董事，負責管理協會的企業事務。自2011年至2015年期間，彼獲委任為協會常務副主席及會員事務部成員。郭先生曾擔任協會董事。

黃惠芳女士，54歲，為本公司附屬公司之董事。彼為本集團之創辦人。彼主要負責監察本公司附屬公司的業務發展策略及業務決策。黃女士於香港餐廳業務擁有逾12年經驗，其中彼於本集團擔任管理職位。黃女士於1985年在香港完成中學教育。

陳釗洪先生，56歲，為公司秘書。彼於管理香港或海外上市公司方面擁有逾18年經驗。彼於1990年取得香港浸會大學工商管理(榮譽)學士學位，主修財務，並於2012年取得香港會計師公會專業稅務高級文憑。

陳先生現時為特許公司治理公會資深會員、香港特許秘書公會資深會員、英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。

合規主任

周翊先生為本公司的合規主任。周翊先生的履歷載於上文「執行董事」分節。

Corporate Governance Report

企業管治報告

INTRODUCTION

The Board has adopted various policies to ensure compliance with the code provisions of the Corporate Governance Code (“CG Code”) under Appendix 15 of the GEM Listing Rules. For the year ended 31 March 2022, the Company has complied with the code provisions of the CG Code except for the following deviation from the code provisions:

- Code provision A.2.1 stipulated that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The post of the chief executive of the Company has remained vacant since 23 November 2020 and as at the date of this report. The duties of chief executive have been performed by other executive Directors. As there is a clear division of responsibilities of each Director, the vacancy of the post of chief executive did not have any material impact on the operations of the Group. Nevertheless, the Board will review the current structure from time to time and if a candidate with suitable knowledge, skill and experience is identified, the Board will make an appointment to fill the post of chief executive as appropriate.

The Company will continue to enhance its corporate governance appropriate to the conduct and growth of its business and to review its corporate governance from time to time to ensure they comply with the statutory and the CG Code and align with the latest developments.

THE BOARD OF DIRECTORS

The Board’s primary responsibilities are to oversee the management of the Group, to formulate the Group’s long-term corporate strategy including the formulation and approval of all policy matters, internal control and risk management systems, to evaluate the performance of the Group and to assess the achievement of targets periodically set by the Board.

In addition, the Board has also established Board Committees and has delegated to these Board Committees various responsibilities set out in their terms of reference respectively.

引言

董事會已採納各種政策，以確保遵守 GEM上市規則附錄15所載的企業管治守則（「企業管治守則」）的守則條文。截至2022年3月31日止年度，本公司已全面遵守企業管治守則所有適用條文。

- 守則條文第A.2.1條規定，主席及行政總裁的角色應該予分開，不應由同一人士擔任。自2020年11月23日以來及截至本報告日期，本公司行政總裁的職位一直空缺。行政總裁的職責已由其他執行董事履行。由於各董事均明確職責分工，故行政總裁職位的空缺對本集團的運營並無產生任何重大影響。儘管如此，董事會將不時檢討目前的架構。倘物色到具有適當知識、技能及經驗的候選人，董事會將酌情作出委任，以填補行政總裁的職位。

本公司將繼續提升其企業管治常規以配合業務的營運及增長，另會不時檢討其企業管治，確保其企業管治常規符合法例及企業管治守則的規定，緊貼有關規定的最新發展。

董事會

董事會主要職責為監督本集團的管理、制定本集團的長遠企業策略（包括制訂及批准所有政策事務、內部監控及風險管理制度）、評估本集團表現及評核其能否達成董事會定期訂立的目標。

此外，董事會亦已設立董事委員會，並按該等董事委員會各自的職權範圍授予不同的職責。

Corporate Governance Report

企業管治報告

The Board has delegated the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the executive directors, senior management and certain specific responsibilities to the Board committees.

COMPOSITION OF THE BOARD

As at the date of this annual report, there are four executive directors, namely Mr. Chow Yik (Chairman), Mr. Chan Lap Ping, Mr. Tsui Wing Tak, and Ms. Ho Oi Kwan and three independent non-executive directors ("INEDs"), namely Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D.

The biographical details of each of the Directors are set out in the section headed "Directors and Senior Management" of this annual report.

The INEDs have brought in a wide range of business and financial expertise and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all INEDs will make various contributions to the Company.

During the year ended 31 March 2022, the Board has at all times met the requirements of the GEM Listing Rules relating to the appointment of at least three INEDs with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise as required under the GEM Listing Rules.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules up to the date of this annual report.

Proper insurance coverage in respect of legal actions against the Directors' liability has been arranged by the Company.

董事會將實行日常營運、業務策略及本集團業務管理的授權及責任委派給執行董事、高級管理層，並將若干特定責任指派予董事委員會。

董事會的組成

於本年報日期，四名執行董事分別為周翊先生（主席）、陳立平先生、徐永得先生及何愛群女士，及三名獨立非執行董事（「獨立非執行董事」）分別為陳鈞勇先生、莊天任先生及王詩迪女士。

各董事的履歷詳情載於本年報「董事及高級管理層」一節。

獨立非執行董事為董事會帶來淵博的業務及財務專業知識及獨立判斷。通過積極參與董事會會議及服務不同董事委員會，全體獨立非執行董事將為本公司作出不同貢獻。

截至2022年3月31日止年度，董事會已於所有時間符合GEM上市規則有關委任最少三名獨立非執行董事的規定，其中最少一名須具備GEM上市規則所規定合適專業資格以及會計及相關財務管理專業知識。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條書面發出的年度獨立性確認函。根據有關確認函，直至本年報日期，本公司確認全體獨立非執行董事均具獨立性，並已符合GEM上市規則第5.09條所載的獨立性指引。

本公司已就針對董事的法律訴訟責任作出適當投保安排。

Corporate Governance Report

企業管治報告

BOARD DIVERSITY POLICY

The Company adopted a board diversity policy (the “Board Diversity Policy”) from the date of Listing up to the date of this corporate governance report. A summary of this Board Diversity Policy, together with the measurable objectives set for implementing this Board Diversity Policy, and the progress made towards achieving those objectives are disclosed as follows.

The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company’s competitive advantage. In reviewing and assessing the Board’s composition, the Board will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and recommend any proposed changes to the Board for approval. The Nomination Committee will from time to time review the Board Diversity Policy as appropriate to ensure its effectiveness.

The Nomination Committee of the Board has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy in the year ended 31 March 2022.

INEDs

The current INEDs are Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D. The INEDs help the management to formulate the Group’s development strategies, ensure the Board prepares its financial and other mandatory reports in strict compliance with required standards, and ensure the Company maintains appropriate system to protect the interests of the Company and the shareholders. The Company received the annual confirmation from the INEDs in respect of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considered all the INEDs to be independent.

董事會成員多元化政策

本公司由上市日期起至本企業管治報告日期採納董事會成員多元化政策（「董事會成員多元化政策」）。董事會成員多元化政策的概要連同為執行董事會成員多元化政策而制定的可計量目標及達標進度披露如下。

本公司明白並深信董事會成員多元化裨益良多，並認為提升董事會多元化程度乃維持本公司競爭優勢的必要元素。在檢討及評估董事會的成員時，董事會將會考慮多個層面，包括但不限於性別、年齡、文化及教育背景、專業資歷、技術、知識以及行業和地區經驗。

提名委員會將會監察董事會成員多元化政策的實施情況，並會向董事會推薦任何建議變動以供批准。提名委員會將在適當情況下不時檢討董事會成員多元化政策，以確保其成效。

董事會提名委員會已檢討董事會成員多元化政策，以確保其成效，並認為本集團於截至2022年3月31日止年度已達成其董事會成員多元化政策。

獨立非執行董事

目前獨立非執行董事為陳鈞勇先生、莊天任先生及王詩迪女士。獨立非執行董事幫助管理層制定本集團的發展策略，確保董事會嚴格按照規定編製其財務及其他強制性報告，並確保本公司保持適當的制度以保護本公司及股東的利益。本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的年度獨立性確認函。本公司認為全體獨立非執行董事均具獨立性。

Corporate Governance Report

企業管治報告

CONTINUING PROFESSIONAL DEVELOPMENT

According to the Code Provision A.6.5 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. The Company would arrange and/or introduce some training for the Directors to develop and explore their knowledge and skills.

The Directors confirmed that they have complied with the Code Provision A.6.5 of the CG Code on the Directors' training. During the year ended 31 March 2022, all the Directors have participated in continuous professional development and the relevant details are set out below:

持續專業發展

根據企業管治守則的守則條文第A.6.5條，全體董事須參加持續專業發展計劃，以培育及增進彼等之知識及技巧，確保彼等在知情及切合所需情況下繼續對董事會作出貢獻。本公司將為董事安排及／或引入若干培訓，發展及發掘其知識和技能。

董事確認其已就董事的培訓遵守企業管治守則的守則條文第A.6.5條。於截至2022年3月31日止年度，全體董事已參與持續專業培訓，下列載有其相關資料：

Directors 董事	Reading materials 閱讀材料
<i>Executive directors</i> 執行董事	
Mr. Chow Yik (<i>Chairman</i>)	周翊先生 (主席) ✓
Mr. Chan Lap Ping	陳立平先生 ✓
Mr. Tsui Wing Tak	徐永得先生 ✓
Ms. Ho Oi Kwan (<i>appointed on 19 November 2021</i>)	何愛群女士 (於2021年11月19日獲委任) ✓
<i>Independent non-executive directors</i> 獨立非執行董事	
Mr. Chan Hoi Kuen Matthew (<i>resigned on 31 December 2021</i>)	陳海權先生 (於2021年12月31日辭任) ✓
Mr. Law Yui Lun (<i>resigned on 30 July 2021</i>)	羅裔麟先生 (於2021年7月30日辭任) ✓
Mr. Lu Jun Bo (<i>resigned on 27 July 2021</i>)	陸軍博先生 (於2021年7月27日辭任) ✓
Ms. Wong Syndia D	王詩迪女士 ✓
Mr. Chan Kwan Yung (<i>appointed on 31 December 2021</i>)	陳鈞勇先生 (於2021年12月31日獲委任) ✓
Mr. Chong Alex Tin Yam (<i>appointed on 30 July 2021</i>)	莊天任先生 (於2021年7月30日獲委任) ✓

Corporate Governance Report

企業管治報告

MEETINGS OF BOARD AND DIRECTORS' ATTENDANCE RECORDS

Schedules for regular Board meetings are normally agreed with the Directors in advance. In addition to the above, notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is generally given.

Draft agenda of each Board meeting is usually sent to all Directors together with the notice in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting to provide them with materials relating to the transactions to be discussed in the meeting in order to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The Chairman, other Directors and other relevant senior management normally attend regular Board meetings and, where necessary, other Board and committee meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group.

The Joint Company Secretaries/Company Secretary were/is responsible to keep minutes of all Board and committee meetings. Draft minutes are normally circulated to Directors for comments within a reasonable time after each meeting and the final version is open for Directors' inspection.

Accounting to current Board practice, any material transaction, which involves a conflict of interest for substantial shareholders or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The M&A contains provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

董事會會議及董事出席記錄

常規董事會會議的時間表一般會事先與董事協定。除上述者外，常規董事會會議最少有14天的通知期。至於其他董事會會議，一般亦會發出合理通知。

各董事會會議的草擬議程一般會連同有關通告送呈全體董事，讓彼等有機會將任何其他事宜納入議程以於會議中討論。

董事會文件連同一切適當、完備及可靠的資料會於各董事會會議舉行前至少3天送呈全體董事，以向董事提供將於會議上討論的事項資料，讓彼等可作出知情決定。董事會及每名董事亦可於有需要時另行以獨立途徑接觸高級管理層。

主席、其他董事及其他相關高級管理層一般會出席常規董事會會議，並於有需要時出席其他董事會及委員會會議，就本集團的業務發展、財務及會計事宜、規例的遵守、企業管治及其他主要方面提供意見。

聯席公司秘書／公司秘書負責所有董事會及委員會會議的會議紀錄。每次會議後一般會於合理時間內向董事發送會議紀錄初稿以供董事評註，而最後定稿可供各董事查閱。

根據現行董事會常規，任何涉及主要股東或董事利益衝突的重大交易，將在正式召開的董事會會議上由董事會審議及處理。大綱及細則載有條文，規定如董事或彼等任何聯繫人在有關交易中涉及重大利益，則有關董事在批准有關交易的會議上須放棄表決，亦不得計入會議的法定人數。

Corporate Governance Report

企業管治報告

During the year ended 31 March 2022, twenty-four Board meetings, one annual general meeting and two extraordinary meetings were held. The attendance record of each Director at the meetings is set out in the table below:

截至2022年3月31日止年度，曾舉行24次董事會會議、一次股東週年大會及兩次股東特別大會。各董事的董事會會議出席記錄載於下表：

Name of Directors		Board Meeting Attended/Held	Annual General Meeting Attended/Held	Extraordinary General Meeting Attended/Held
董事姓名		出席董事會會議次數／舉行次數	出席股東週年大會次數／舉行次數	出席股東特別大會次數／舉行次數
<i>Executive directors</i> 執行董事				
Mr. Chow Yik (Chairman)	周翊先生 (主席)	24/24	1/1	2/2
Mr. Chan Lap Ping	陳立平先生	20/24	1/1	0/2
Mr. Tsui Wing Tak	徐永得先生	24/24	1/1	2/2
Ms. Ho Oi Kwan (appointed on 19 November 2021)	何愛群女士 (於2021年11月19日獲委任)	7/24	0/1	1/2
<i>Independent non-executive directors</i> 獨立非執行董事				
Mr. Chan Hoi Kuen Matthew (resigned on 31 December 2021)	陳海權先生 (於2021年12月31日辭任)	20/24	1/1	1/2
Mr. Law Yui Lun (resigned on 30 July 2021)	羅裔麟先生 (於2021年7月30日辭任)	9/24	1/1	1/2
Mr. Lu Jun Bo (resigned on 27 July 2021)	陸軍博先生 (於2021年7月27日辭任)	9/24	1/1	0/2
Ms. Wong Syndia D	王詩迪女士	24/24	1/1	2/2
Mr. Chan Kwan Yung (appointed on 31 December 2021)	陳鈞勇先生 (於2021年12月31日獲委任)	4/24	0/1	1/2
Mr. Chong Alex Tin Yam (appointed on 30 July 2021)	莊天任先生 (於2021年7月30日獲委任)	15/24	0/1	0/2

BOARD COMMITTEES

The Board has established four Board committees, namely the audit committee, the remuneration committee, the nomination committee and the legal compliance committee to oversee particular aspects of the Company's affair. The Board committees are provided with sufficient resources to discharge their duties.

董事委員會

董事會已成立四個董事委員會，即審核委員會、薪酬委員會、提名委員會及法律合規委員會，以監察本公司不同層面的事務。董事委員會擁有充足資源以履行其職責。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE

An audit committee has been established with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, and paragraphs C.3.3 and C.3.7 of the CG Code. The audit committee consists of three members, namely Mr. Chong Alex Tin Yam, Mr. Chan Kwan Yung and Ms. Wong Syndia D, all being INEDs. Mr. Chong Alex Tin Yam currently serves as the chairman of the audit committee. The committee is to assist the Board in fulfilling its responsibilities by providing an independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of our Group, and as to the adequacy of the external and internal audits.

With reference to the terms of reference, the primary responsibilities of the audit committee, among others, are as follow:

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve and review the remuneration and terms of engagement of the external auditors;
- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (c) to develop and implement policy on engaging external auditors to supply non-audit services;
- (d) to monitor the integrity of financial statements and the annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgements contained in them;
- (e) to discuss the internal control system with management of our Group to ensure that the management of our Group has performed its duty to have an effective internal control system; and

審核委員會

本公司已成立審核委員會並遵照GEM上市規則第5.28至5.33條及企業管治守則第C.3.3及C.3.7段的規定訂明其職權範圍。審核委員會由三名成員組成，即莊天任先生、陳鈞勇先生及王詩迪女士，均為獨立非執行董事。莊天任先生現時擔任審核委員會主席。委員會旨在透過提供財務申報的獨立審閱及監管、信納本集團內部監控的成效以及信納外聘及內部審核的充足性，以協助董事會履行其職責。

參照職權範圍，審核委員會之主要職責為（其中包括）以下各項：

- (a) 主要負責就外聘核數師的委任、續聘及罷免向董事會提供建議，並批准及檢討外聘核數師之酬金及聘用條款；
- (b) 按適用標準檢討及監察外聘核數師是否獨立客觀以及核數過程的成效；
- (c) 就委聘外聘核數師提供非核數服務制定及執行政策；
- (d) 監察財務報表、年度報告及賬目、半年度報告及季度報告之完整性，並審閱當中所載重大財務申報意見；
- (e) 與本集團管理層討論內部監控系統，以確保本集團管理層已履行其職責建立有效的內部監控系統；及

Corporate Governance Report

企業管治報告

(f) to develop and review our Group's policies and practices on corporate governance and make recommendations to the Board and monitor our Group's policies and practices on compliance with legal and regulatory requirements.

The members of the audit committee should meet at least twice a year. During the year ended 31 March 2022, six audit committee meetings were held to review the Group's annual results and annual report for the year ended 31 March 2021, first quarterly results for the three months ended 30 June 2021, interim results for the six months ended 30 September 2021, and third quarterly results for the nine months ended 31 December 2021, discussing the effectiveness of the corporate governance, internal control, risk management, audit-related and financial reporting matters, the nature and scope of audit and reporting obligations before the audit commences and the appointment and remuneration of the auditors. Our Group's consolidated financial statements in respect of the year ended 31 March 2022 have been reviewed by the audit committee. There was no disagreement between the Board and the audit committee regarding the selection and appointment of the external auditors during the year ended 31 March 2022. The audit committee has recommended to the Board that Mazars CPA Limited ("Mazars") be nominated for re-appointment as the Company's auditor at the forthcoming AGM.

The attendance record of each Director at the audit committee meeting is set out in the table below:

(f) 制定及檢討本集團的企業管治政策及常規，並向董事會提出建議，以及監察本集團的政策及常規是否遵守法律及監管規定。

審核委員會成員應每年至少舉行兩次會議。於截至2022年3月31日止年度，審核委員會曾舉行六次會議，以審閱本集團截至2021年3月31日止年度的年度業績及年報、截至2021年6月30日止三個月的第一季度業績、截至2021年9月30日止六個月的中期業績，以及截至2021年12月31日止九個月的第三季度業績，討論企業管治的成效、內部監控、風險管理、審核相關及財務報告事宜，並於審計開始前討論審計性質及範圍及匯報責任。本集團截至2022年3月31日止年度的綜合財務報表已經由審核委員會審閱。董事會與審核委員會就甄選及委任截至2022年3月31日止年度的外聘核數師方面並無意見分歧。審核委員會建議於應屆股東週年大會提名續聘中審眾環(香港)會計師事務所有限公司(「中審眾環」)為本公司核數師。

各董事的審核委員會會議出席記錄載於下表：

Name of Director		Audit Committee Meeting Attended/Held
董事姓名		出席審核委員會會議次數／舉行次數
Mr. Law Yui Lun (Chairman) (resigned on 30 July 2021)	羅裔麟先生(主席) (於2021年7月30日辭任)	1/6
Mr. Chong Alex Tin Yam (Chairman) (appointed on 30 July 2021)	莊天任先生(主席) (於2021年7月30日獲委任)	5/6
Mr. Chan Hoi Kuen Matthew (resigned on 31 December 2021)	陳海權先生 (於2021年12月31日辭任)	3/6
Ms. Wong Syndia D	王詩迪女士	6/6
Mr. Chan Kwan Yung (appointed on 31 December 2021)	陳鈞勇先生 (於2021年12月31日獲委任)	3/6

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

A remuneration committee has been established with its terms of reference in compliance with paragraph B.1.2 of the CG Code. The remuneration committee consists of four members, namely Mr. Chow Yik, the chairman of the Board and an executive director, and Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D, being the INEDs. Ms. Wong Syndia D currently serves as the chairman of the remuneration committee.

The remuneration committee is obliged to report to the Board on its decisions or recommendations. With reference to the terms of reference of remuneration committee, the primary duties, among others, are as follow:

- (a) to formulate remuneration policy for the approval of the Board;
- (b) to make recommendations to the Board on our Group's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (c) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (d) to determine, with delegated responsibility or make recommendations to the Board on the remuneration packages of individual executive directors and senior management of our Group;
- (e) to make recommendations to the Board on the remuneration of non-executive directors;
- (f) to review and approve compensation payable to executive directors and senior management of our Group for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

薪酬委員會

本公司已成立薪酬委員會並遵照企業管治守則第B.1.2段的規定訂明其職權範圍。薪酬委員會由四名成員組成，即董事會主席兼執行董事周翊先生及獨立非執行董事陳鈞勇先生、莊天任先生及王詩迪女士。王詩迪女士現時擔任薪酬委員會主席。

薪酬委員會有責任就其決策或建議向董事會匯報。參照薪酬委員會之職權範圍，其主要職務為（其中包括）以下各項：

- (a) 制定薪酬政策以供董事會批准；
- (b) 就本集團全體董事及高級管理人員的政策及架構，以及就設立正規且具透明度的程序制訂薪酬政策，向董事會提出建議；
- (c) 參照董事會的企業目標及宗旨檢討及批准管理人員的薪酬方案；
- (d) 憑藉獲授職責釐定或向董事會作出有關本集團個別執行董事及高級管理人員的薪酬待遇；
- (e) 就非執行董事的薪酬向董事會提出建議；
- (f) 檢討及批准向執行董事及本集團高級管理人員就喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平而不致過多；

Corporate Governance Report

企業管治報告

- (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (g) 檢討及批准有關董事因行為不檢遭解僱或罷免的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，賠償亦須合理適當；及
- (h) to consider the performance bonus for executive directors, senior management and general staff, having regard to their achievements against the performance criteria and by reference to market norms, and make recommendations to the Board.
- (h) 根據執行董事、高級管理層及一般員工的功績相對表現準則且參照市場慣例而考慮該等人員及員工的表現花紅，並向董事會提出建議。

The members of the remuneration committee should meet at least once a year. During the year ended 31 March 2022, six remuneration committee meetings were held to review and make recommendations on the remuneration package of the directors and senior management.

薪酬委員會成員應每年舉行至少一次會議。於截至2022年3月31日止年度，薪酬委員會曾舉行六次會議，以審閱及建議董事及高級管理層的薪酬方案。

Pursuant to Code Provision B.1.5 of the CG Code, details of the annual remuneration of the members of the senior management by band for the year ended 31 March 2022 are set out in the section headed "Senior Management Remuneration" of this annual report.

根據企業管治守則的守則條文第B.1.5條，截至2022年3月31日止年度的高級管理層成員的年度薪酬詳情，已載於本年報的「高級管理層薪酬」一節。

The attendance record of each Director at the remuneration committee meeting is set out in the table below:

各董事的薪酬委員會會議出席記錄載於下表：

Name of Director		Remuneration Committee Meeting Attended/Held
董事姓名		出席薪酬委員會會議次數／舉行次數
Ms. Wong Syndia D (Chairman)	王詩迪女士 (主席)	6/6
Mr. Chow Yik	周翊先生	6/6
Mr. Chan Hoi Kuen Matthew (resigned on 31 December 2021)	陳海權先生 (於2021年12月31日辭任)	5/6
Mr. Law Yui Lun (resigned on 30 July 2021)	羅裔麟先生 (於2021年7月30日辭任)	1/6
Mr. Chan Kwan Yung (appointed on 31 December 2021)	陳鈞勇先生 (於2021年12月31日獲委任)	1/6
Mr. Chong Alex Tin Yam (appointed on 30 July 2021)	莊天任先生 (於2021年7月30日獲委任)	4/6

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE

A nomination committee has been established with its terms of reference in compliance with paragraph A.5.2 of the CG Code. The nomination committee of our Group consists of four members, namely Mr. Chow Yik, the chairman of the Board and an executive director, and Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D, being the INEDs. Mr. Chan Kwan Yung currently serves as the chairman of the nomination committee.

The nomination committee is obliged to report to the Board on its decisions or recommendations. With reference to the terms of reference of nomination committee, the primary duties, among others, are as follow:

- (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy;
- (b) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement our Group's corporate strategy;
- (c) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to receive nominations from shareholders or Directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;
- (e) to assess the independence of INEDs and review the INEDs' confirmations on their independence; and make disclosure of its review results in the corporate governance report;
- (f) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive of our Group; and

提名委員會

本公司已成立提名委員會並遵照企業管治守則第A.5.2段的規定訂明其職權範圍。本集團提名委員會由四名成員組成，即董事會主席兼執行董事周翊先生及獨立非執行董事陳鈞勇先生、莊天任先生及王詩迪女士。陳鈞勇先生現時擔任提名委員會主席。

提名委員會有責任就其決策或建議向董事會匯報。參照提名委員會之職權範圍，其主要職務為（其中包括）以下各項：

- (a) 制定提名政策供董事會考慮，並執行董事會已批准的提名政策；
- (b) 最少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗）一次，並就任何配合本集團的公司策略而擬對董事會作出的變動提出建議；
- (c) 物色具備適合資格可擔任董事會成員的人士，並甄選或就甄選獲提名擔任董事的人士向董事會提供意見；
- (d) 當股東或董事提出呈辭時接受由彼等作出的提名，並考慮到董事會的成員組成規定及獲提名人是否適合，就獲提名的候選人向董事會作出推薦；
- (e) 評核獨立非執行董事的獨立性並審閱獨立非執行董事就其獨立性作出的確認；並在企業管治報告內披露其審閱結果；
- (f) 就委任或重新委任董事及董事（尤其是董事會主席及本集團行政總裁）的繼任計劃向董事會提出建議；及

Corporate Governance Report

企業管治報告

(g) regularly review the contribution required from a Director to perform his/her responsibilities to our Group, and whether he/she is spending sufficient time performing them.

The members of the nomination committee should meet at least once a year. During the year ended 31 March 2022, four nomination committee meetings were held to review and assess (i) the structure, size and composition (including the skills, knowledge and experience) of the Board, (ii) the independence of INEDs, and (iii) the performance of the directors. The nomination committee had also made recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

The attendance record of each Director at the nomination committee meeting is set out in the table below:

(g) 定期檢討董事於履行其對本集團的職責時所須作出的貢獻，以及其是否投入足夠時間以履行該等職責。

提名委員會成員應每年舉行至少一次會議。於截至2022年3月31日止年度，提名委員會曾舉行四次會議，以檢討及評估(i)董事會的架構、規模及組成(包括技術、知識及經驗)；(ii)獨立非執行董事的獨立性；及(iii)董事的表現。提名委員會亦已就董事的委任及重新委任以及董事的接任計劃向董事會提出建議。

各董事的提名委員會出席記錄載於下表：

Name of Director 董事姓名	Nomination Committee Meeting Attended/Held 出席提名委員會 次數／舉行次數
Mr. Chan Hoi Kuen Matthew (<i>Chairman</i>) (<i>resigned on 31 December 2021</i>)	陳海權先生(主席) (於2021年12月31日辭任) 4/4
Mr. Chan Kwan Yung (<i>Chairman</i>) (<i>appointed on 31 December 2021</i>)	陳鈞勇先生(主席) (於2021年12月31日獲委任) 0/4
Ms. Wong Syndia D	王詩迪女士 4/4
Mr. Chow Yik	周翊先生 4/4
Mr. Law Yui Lun (<i>resigned on 30 July 2021</i>)	羅裔麟先生(於2021年7月30日辭任) 1/4
Mr. Chong Alex Tin Yam (<i>appointed on 30 July 2021</i>)	莊天任先生 (於2021年7月30日獲委任) 2/4

LEGAL COMPLIANCE COMMITTEE

A legal compliance committee has been established for the purpose of assisting in overseeing compliance with laws and regulations relevant to our operations as well as the adequacy and effectiveness of regulatory compliance procedures and system. The legal compliance committee comprises: (i) Mr. Chow Yik, the chairman of the Board and an executive director; (ii) Mr. Chan Yu Chi, the Chief Financial Officer and Joint Company Secretaries of the Company; and (iii) Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Wong Syndia D, being INEDs.

法律合規委員會

本公司已成立法律合規委員會以協助監督與我們營運有關的法律及法規的遵守情況以及監管合規程序及系統的充足性及有效性。法律合規委員會由以下人士組成：(i)董事會主席兼執行董事周翊先生；(ii)本公司財務總監及聯席公司秘書陳如子先生；及(iii)獨立非執行董事陳鈞勇先生、莊天任先生及王詩迪女士。

Corporate Governance Report

企業管治報告

With reference to the terms of reference, the primary responsibilities of the legal compliance committee, among others, are as follow:

- (a) to review the effectiveness of the Group's regulatory compliance procedures and system, including operational and compliance procedures and risk management functions;
- (b) to assess and review the adequacy of resources, staff qualifications and experience, and training programmes in relation to the Group's regulatory compliance functions;
- (c) to assist the audit committee of the Company in overseeing the Group's corporate governance functions, which includes (i) developing and reviewing the policies and practices on corporate governance and making recommendations to the audit committee on a quarterly basis; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; and (iv) reviewing the compliance with the Corporate Governance Code set out in Appendix 15 to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited and the disclosure in the corporate governance report to be included in the annual report of the Company;
- (d) to receive and handle any actual or suspected non-compliance matters reported by the employees of the Group and engage external professional advisers to assist in the preparation of reports and recommendations in respect of such actual or suspected non-compliance matters; and
- (e) to review the effectiveness of the Group's ongoing measures to prevent future noncompliance incidents and provide updates on the applicable laws related to the Group's business operations with the assistance of external professional parties including legal advisers as to Hong Kong law, compliance adviser, and internal control consultant from time to time.

參照法律合規委員會之職權範圍，其主要職務為（其中包括）以下各項：

- (a) 檢討本集團監管合規程序及制度的成效，包括營運及合規程序以及風險管理職能；
- (b) 評估及檢討本集團有關監管合規職能的資源、員工資歷及經驗以及培訓計劃是否充足；
- (c) 協助本公司的審核委員會監督本集團企業管治職能，包括(i)制定及審閱企業管治政策和實踐，並每季度向審核委員會作出建議；(ii)檢討及監督董事及高級管理層的培訓及持續專業發展；(iii)檢討及監督本集團就法律及監管規定的合規政策和實踐；及(iv)檢討對香港聯合交易所有限公司GEM證券上市規則附錄十五所載企業管治守則的合規情況以及將予載入本公司年報的企業管治報告內的披露；
- (d) 接收和處理任何由本集團僱員報告的實際或懷疑不合規事項，並委聘外部專業顧問協助就有關實際或懷疑不合規事項編製報告及作出建議；及
- (e) 檢討本集團避免日後發生不合規事件的持續措施，並在外部專業人士（包括香港法律的法律顧問、合規顧問及內部控制顧問）不時的協助下，就有關本集團業務營運的適用法律提供最新資料。

Corporate Governance Report

企業管治報告

The members of the legal compliance committee should meet at least once a year. During the year ended 31 March 2022, one legal compliance committee meeting was held to review and assess (i) the compliance policies of the Company against the applicable laws and regulations and (ii) the training and continuing professional development of the directors and senior management.

法律合規委員會成員應每年舉行至少一次會議。於截至2022年3月31日止年度，法律合規委員會曾舉行一次會議，以檢討及評估(i)本公司針對適用法律及規例的合規政策；及(ii)董事及高級管理人員的培訓及持續專業發展。

The attendance record of each Director at the legal compliance committee meeting is set out in the table below:

各董事的法律合規委員會出席記錄載於下表：

Name of Director 董事姓名		Legal Compliance Committee Meeting Attended/Held 出席法律合規委員會 次數／舉行次數
Mr. Chow Yik (Chairman)	周翊先生 (主席)	1/1
Mr. Chan Hoi Kuen Matthew (resigned on 31 December 2021)	陳海權先生 (於2021年12月31日辭任)	1/1
Mr. Chan Yu Chi (resigned on 15 October 2021)	陳如子先生 (於2021年10月15日辭任)	1/1
Mr. Law Yui Lun (resigned on 30 July 2021)	羅裔麟先生 (於2021年7月30日辭任)	1/1
Ms. Wong Syndia D	王詩迪女士	1/1
Mr. Chan Kwan Yung (resigned on 31 December 2021)	陳鈞勇先生 (於2021年12月31日獲辭任)	0/1
Mr. Chong Alex Tin Yam (appointed on 30 July 2021)	莊天任先生 (於2021年7月30日獲委任)	0/1

AUDITORS' REMUNERATION

The Group's independent external auditors is Mazars. The remuneration for the audit and non-audit services provided by Mazars to the Group during the year ended 31 March 2022 was approximately as follows:

核數師酬金

本集團的獨立外聘核數師為中審眾環。就中審眾環於截至2022年3月31日止年度向本集團提供的核數及非核數服務的概約酬金如下：

Type of Services 服務類別		Amount 金額 (HK\$'000) (千港元)
Audit services	核數服務	650
Non-audit services	非核數服務	-
Total	總計	650

Corporate Governance Report

企業管治報告

INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management systems. Such internal control and risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board had conducted a review on the effectiveness of the Group's internal control and risk management systems once during the year ended 31 March 2022 which covered financial, operational, compliance, procedural and risk management functions and had considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function. In light of the size and scale of the Group's business, 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. The Board will review and consider to establish such department as and when it thinks necessary.

The Group has engaged an external professional consultant to conduct independent internal control review for the year ended 31 March 2022 and the review is completed as at the date of this annual report.

The Group believes that good corporate governance practices are very important for maintaining and promoting investor confidence and for the sustainable growth of the Group. The Group has therefore made continued efforts to uplift its quality of corporate governance. It has established a highly effective system of internal controls and adopted a series of measures to ensure its safety and effectiveness. As a result, the Group is able to safeguard its assets and protect the interests of its shareholders.

The Board is of the view that the systems of internal control and risk management are effective and there are no irregularities, improprieties, fraud or other deficiencies that suggest material deficiency in the effectiveness of the Group's internal control system.

內部控制及風險管理

董事會清楚其維持本集團內部監控及風險管理系統有效性之責任。該內部監控及風險管理系統旨在管理而非消除未能實現業務目標之風險，並僅可就避免重大錯誤陳述或損失提供合理但並非絕對之保證。截至2022年3月31日止年度董事會已對本集團內部監控及風險管理系統之有效性進行一次檢討，其範圍覆蓋財務、營運、合規程序及風險管理職能等範疇，並已考慮本公司會計及財務申報職能方面之資源、員工資歷及經驗，以及員工接受之培訓課程及有關預算是否。鑒於本集團業務的規模及範圍，由於董事會對本公司內部監控系統的有效性進行了審查，而且認為目前並無在本集團內建立內部審計職能的即時需要，本集團並無內部審計部門。董事會將檢討並於有需要時考慮設立該部門。

本集團已委聘外部專業顧問，就截至2022年3月31日止年度進行獨立內部控制審查，並於本年報日期完成審查。

本集團相信良好的公司管治對於維持及促進投資者信心及自身的可持續發展尤其重要。因此，本集團一直致力於提升公司管治水準，建立高效的內部控制體系，採取一系列措施保證該系統的健全性及有效性，從而得以確保本集團資產安全及維護股東利益。

董事會認為內部監控及風險管理制度為有效，且本集團的內部監控制度並無違規、不當、欺詐或其他不足顯示本集團內部控制制度的效能出現重大缺陷。

Corporate Governance Report

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors understand and acknowledge their responsibility for preparing the consolidated financial statements and ensuring that the consolidated financial statements for each financial year are prepared to give a true and fair view of the state of affairs, profitability and cash flows of the Group for that period in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

In preparing the consolidated financial statements of the Group for the year ended 31 March 2022, the Directors have adopted appropriate and consistent accounting policies and made prudent and reasonable judgements and estimations. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the consolidated financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

COMPANY SECRETARY

Mr. Chan Chiu Hung Alex is the company secretary of the Company. The biographical details of him is set out in the section headed "Directors and Senior Management" of this annual report. In accordance with Rule 5.15 of the GEM Listing Rules, he had taken no less than 15 hours of relevant professional training during the year ended 31 March 2022.

董事編製綜合財務報表的責任

董事理解及承認其編製綜合財務報表及確保各財政年度的綜合財務報表均根據香港公司條例的披露要求編製以真實公平地反映本集團該期間事務、盈利及現金流量狀況的責任。

於編製截至2022年3月31日止年度的本集團綜合財務報表時，董事已採納合適及一致的會計政策，並作出謹慎及合理的判斷及估計。董事負責維持適當的會計記錄，以合理準確地反映本集團於任何時間的事務狀況、經營業績、現金流量及股權變動情況。董事確認本集團綜合財務報表的編製乃符合法定要求及適用的會計準則。

董事亦確認，就彼等在作出一切合理查詢後所知、所悉及所信，彼等並不知悉本公司存在有關可能對其持續經營能力存疑的事件或情況的任何重大不確定性。

公司秘書

陳釗洪先生為本公司的公司秘書。其履歷詳情載於本年報「董事及高級管理層」一節。根據GEM上市規則第5.15條，截至2022年3月31日止年度，彼已參加不少於15小時之相關專業培訓。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHTS

The Company uses a number of channels to communicate to shareholders and investors on the performance of the Company, including (i) the publication of quarterly, interim and annual reports; (ii) the AGM or extraordinary general meeting which provide a forum for shareholders of the Company to raise comments and exchange views with the Board; (iii) key information on the Group is available on the website of the Company; and (iv) the Company's share registrars in Hong Kong serve the shareholders on all share registration matters. The Company aims to provide its shareholders and investors with high standard of disclosure and financial transparency.

Shareholders are encouraged to attend the AGM for which at least 21 days' notice is given. The chairperson of the Board or other Directors are available to answer shareholders' questions on the Group's business at the meetings. All shareholders have statutory rights to call for extraordinary general meetings and to put forward an agenda for consideration.

According to Article 23 of the Articles of Association of the Company (the "Articles of Association"), 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, have the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company 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.

There are no provisions allowing shareholders to move new resolutions at general meetings under the Articles of Association. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

投資者關係及股東權利

本公司使用若干渠道與股東及投資者就有關本公司表現之資料進行溝通，包括(i)刊發季報、中期報告及年報；(ii)召開股東週年大會或股東特別大會，提供平台讓本公司股東提出意見及與董事會交流觀點；(iii)在本公司網站提供本集團主要資料；及(iv)委任本公司香港股份過戶登記處向股東提供各種股份登記服務。本公司致力向股東及投資者提供高水平之披露及財務透明度。

本公司鼓勵股東出席股東週年大會，有關通告會於大會召開前至少21日發出。會上，董事會主席或董事會回答股東有關本集團業務之問題。所有股東均有法定權利要求召開股東特別大會及提出議題加入議程考慮。

根據本公司組織章程細則（「組織章程細則」）第23條，於遞交要求之日持有不少於本公司實繳股本十分之一之任何一名或多名股東有權於股東大會上投票。有關要求應以書面形式向董事會或本公司之公司秘書作出，以要求董事會召開股東特別大會以審議該要求內所述之任何事項。

本公司的組織章程及細則並無條文准許股東於股東大會上動議新決議案。有意動議決議案的股東可根據上一段所述程序要求本公司召開股東大會。

Corporate Governance Report

企業管治報告

If a Shareholder wishes to propose a person (the “Candidate”) for election as a Director at a general meeting, he/she shall deposit a written notice (the “Written Notice”) to the Company’s principal place of business in Hong Kong at Unit 3205, 32/F, West Tower Shun Tak Centre, No. 168-200 Connaught Road, Hong Kong. The Written Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of the publication of his/her personal information. The period for lodgment of the Written Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

In order to ensure the shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a Director without adjourning the general meeting, shareholders are urged to submit and lodge the Written Notice as early as practicable preferably at least 15 business days prior to the date of the general meeting appointed for such election.

Shareholders may send written enquiries by post, together with his/her contact details, such as postal address, email or fax, addressing to the Board at the head office of the Company at the following address:

CBK Holdings Limited
Unit 3205, 32/F,
West Tower Shun Tak Centre,
No. 168-200 Connaught Road,
Hong Kong
Attention: Board of Directors

股東如欲於股東大會提名某人士(「候選人」)參選董事,則須遞交書面通知(「書面通知」)至本公司之香港主要營業地點,地址為香港干諾道中168-200號信德中心西座32樓3205室。書面通知(i)須包括GEM上市規則第17.50(2)條所規定候選人之個人資料;及(ii)須由有關股東簽署,並須由候選人簽署表明其有意參選及同意公開其個人資料。書面通知須在股東大會通告寄發後之日至不遲於該股東大會舉行日期前7日之期間遞交。

為確保股東有足夠時間接收及考慮候選人參選董事之建議而毋須將股東大會延期,務請股東在可行情況下盡早(建議舉行相關選舉之股東大會日期前至少15個營業日)遞交書面通知。

股東可將書面查詢連同其詳細聯絡資料(例如郵寄地址、電郵或傳真)按下列地址送交於本公司總辦事處的董事會:

國茂控股有限公司
香港干諾道中168-200號
信德中心西座
32樓3205室
致:董事會收

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

The Company has adopted a dividend policy that aims to enhance the shareholders' value. The Company's ability to pay dividends will depend on, among others, our result of operations, cash flows and financial condition, general business conditions and strategies, our operating and capital requirements, the amount of distributable profits based on the generally accepted accounting principles in Hong Kong and other factors which the Board deems relevant and having regard to the director's fiduciary duties.

CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the year ended 31 March 2022.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that the Directors have complied with such required standard of dealings and the Company's code of conduct regarding directors' securities transactions from the date of Listing and up to the date of this report.

股息政策

本公司已採納旨在提升股東價值的股息政策。本公司支付股息的能力將視乎（其中包括）經營業績、現金流量及財務狀況、整體業務狀況及策略、營運及資本需求、基於香港公認會計原則的可分派溢利金額及經考慮董事的受信責任後董事會認為相關的其他因素。

章程文件

於截至2022年3月31日止年度，本公司的章程文件並無重大變動。

董事進行證券交易

本公司採納有關董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所規定的交易標準同樣嚴謹。已向所有董事作出特定查詢，本公司確認董事於自本公司股份於上市日期起直至本報告日期止一直遵守交易標準及本公司操守守則。

Directors' Report

董事會報告書

The Board is pleased to present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 March 2022.

BUSINESS REVIEW

For business review of the Group for the year, please refer to "Chairman's Statement" and "Management Discussion and Analysis" sections.

PRINCIPAL RISK AND UNCERTAINTIES

Our Group believes that there are certain risk and uncertainties involved in its operations, some of which are beyond our Group's control. Our Group has categorised these risks and uncertainties into: (i) risks relating to our business; and (ii) risks relating to our industry. Some of our principal risk and uncertainties include:

- we are susceptible to instances of food poisoning, customer complaints and any other negative publicity associated with our restaurants or food safety in general, in which case value of our brands may suffer;
- hotpot dining may lose popularity and our financial conditions and future growth may be adversely affected;
- the lack of suitable locations on commercially viable terms, the increase in rental expenses and failure to renew existing leases of the leased properties may adversely affect our results of operations;
- our profitability is dependent upon the spending power of our target consumers and a decline of such spending power may adversely affect our business;
- opening new hotpot restaurants may result in fluctuations in our financial performance; and
- our overall performance may be affected by temporary suspension of our operations for renovation and closure of certain restaurants.

For further details about the principal risk and uncertainties of the Group for the year, please refer to "Risk Factors" section of the Prospectus.

董事會欣然提呈其年報，連同截至2022年3月31日止年度本集團的經審核綜合財務報表。

業務回顧

有關本集團於本年度的業務回顧，請參閱「主席致辭」和「管理層討論與分析」章節。

主要風險及不確定性

本集團相信，其經營涉及若干風險及不確定因素，部份超出本集團的控制範圍。本集團已將有關風險及不確定因素分類為以下各項：(i)與我們業務有關的風險；及(ii)與我們行業有關的風險。部份主要風險及不確定因素包括：

- 我們容易受到食物中毒事件、客戶投訴及有關我們餐廳或整體食物安全的任何其他負面宣傳所影響，我們的品牌價值可能繼而受到影響；
- 火鍋餐飲可能失去吸引力，而我們的財務狀況及未來增長可能因而受到不利影響；
- 缺少商業上可行條款的合適地點、租金開支增加及未能重續租賃物業的現有租約，我們的經營業績可能受到不利影響；
- 我們的盈利能力取決於我們目標消費者的消費能力，而該消費能力下降可能對我們的業務造成不利影響；
- 開設新火鍋店可能對我們的財務表現造成波動；及
- 我們的整體表現可能因翻新工程而暫停營運以及關閉若干餐廳而受到影響。

有關本集團年內的主要風險及不確定性的進一步詳情，請參閱招股章程「風險因素」一節。

Directors' Report

董事會報告書

Our Group has established structures and measures to manage our risks, including but not limited to the following:

- (i) our Board conducts a thorough examination of any material risks associated with any material business decision before making or approving such decision;
- (ii) our senior management monitors daily operations and any associated operational risks of our Group. They are also responsible for identifying and assessing potential market risks related to fluctuations in industrial environment and movements in market variables and report irregularities in connection with operational and market risks to our executive Directors for formulating policies to mitigate these risks;
- (iii) our audit committee reviews the internal control system and procedures for compliance with the requirements of applicable laws and regulations and the Corporate Governance Code, details of which are set out in the Corporate Governance Report;
- (iv) our Group has engaged an external professional consultant to conduct independent internal control review for the year ended 31 March 2022 and the review is completed as at the date of this annual report; and
- (v) our Group has appointed an external legal adviser to advise us on compliance with and to provide us with updates on the changes in the GEM Listing Rules and the applicable Hong Kong laws, rules and regulations from time to time and as required.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are set out in note 28 to the consolidated financial statements. The principal activity of the Group is the provision of catering services in Hong Kong.

本集團已訂立管理本集團風險的架構及措施，包括但不限於下列各項：

- (i) 董事會在作出或批准下述任何重大商業決定之前，會對與該決定相關的任何重大風險進行全面審查；
- (ii) 高級管理人員監察本集團的日常營運以及任何相關的營運風險。他們亦負責確定及評估有關於行業環境波動及市場變數之潛在市場風險，並向執行董事報告關於營運及市場風險之違規行為，從而制定可減低上述風險的政策；
- (iii) 為遵守適用法律及法規的規定以及企業管治守則的規定（其詳情列載於企業管治報告內），審核委員會複審內部監控系統及程序；
- (iv) 本集團已聘用一家外聘專業顧問就截至2022年3月31日止年度進行獨立內部監控複審，而有關複審於本年報日期予以完成；以及
- (v) 本集團已委任一家外聘法律顧問不時按需要就遵守GEM上市規則以及適用的香港法律、規則及法規向我們提供意見及就其變動向我們提供最新資料。

主營業務

本公司之主營業務為投資控股。其附屬公司之主營業務載於綜合財務報表附註28。本集團主要從事在香港提供餐飲服務。

Directors' Report

董事會報告書

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2022 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 83 to 191.

The Board did not recommend the payment of any dividend in respect of the year ended 31 March 2022.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group is set out on page 192 of the annual report. The summary does not form part of the audited financial statements.

Financial Resources and Liquidity

As at 31 March 2022, current assets amounted to approximately HK\$18.1 million (2021: approximately HK\$22.4 million) of which approximately HK\$5.7 million (2021: approximately HK\$17.3 million) was cash and bank balances, and approximately HK\$12.3 million (2021: approximately HK\$5.1 million) was trade receivables, deposits, prepayments and other receivables. The Group's current liabilities amounted to approximately HK\$13.0 million (2021: approximately HK\$8.1 million), including trade payables and accrued charges and other payables in the amount of approximately HK\$8.0 million (2021: approximately HK\$6.3 million) and lease liabilities of approximately HK\$5.0 million (2021: approximately HK\$1.8 million). Current ratio and quick ratio were approximately 1.4 and approximately 1.4 respectively (2021: approximately 2.8 and approximately 2.8 respectively).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus and in this annual report, the Group did not have other plans for material investments or capital assets as of 31 March 2022.

業績及股息

本集團截至2022年3月31日止年度的業績以及於該日本集團的財務狀況載於綜合財務報表第83至191頁。

董事會不建議就截至2022年3月31日止年度派發任何股息。

財務概要

本集團的已刊發業績以及資產及負債概要載於本年報第192頁。此概要並非經審核財務報表之一部份。

財務資源及流動資金

於2022年3月31日，流動資產約為18.1百萬港元（2021年：約22.4百萬港元），其中約5.7百萬港元（2021年：約17.3百萬港元）為現金及銀行結餘，約12.3百萬港元（2021年：約5.1百萬港元）為貿易應收款項、按金、預付款項及其他應收款項。本集團的流動負債約為13.0百萬港元（2021年：約8.1百萬港元），包括為數約8.0百萬港元（2021年：約6.3百萬港元）的貿易應付款項及應計費用及其他應付款項及租賃負債約5.0百萬港元（2021年：約1.8百萬港元）。流動比率及速動比率分別為約1.4倍及約1.4倍（2021年：分別為約2.8倍及約2.8倍）。

重大投資及資本資產的未來計劃

除於招股章程及於本年報所披露者外，本集團於2022年3月31日並無重大投資或資本資產的其他計劃。

Directors' Report

董事會報告書

USE OF NET PROCEEDS AND CHANGE IN USE OF NET PROCEEDS

(I) Proceeds from the listing

The Company was listed on GEM of the Stock Exchange on 15 February 2017 (the "Listing") and the net proceeds raised by the Company from the Listing were approximately HK\$53.5 million. Reference is made to the announcement of the Company dated 13 December 2021, the Group's indirectly wholly-owned subsidiary has entered a lease of San Po Kong site and the opening of San Po Kong Restaurant, a Korean BBQ and hotpot restaurant, will be funded by the proceeds from the Listing.

As at the date of this report, the net proceeds from the Listing have been applied and utilised as follows:

	Actual net proceeds from the Listing	Amount utilised up to 31 March 2021	Unused net proceeds from the Listing as at 31 March 2021	Revised allocation of unutilised net proceeds from the Listing	Amount utilised	Unused net proceeds from the Listing	Estimated timeline for utilisation of unused net proceeds from the Listing (Note)
	實際上市所得款項淨額 HK\$'000 千港元	直至2021年3月31日 已動用金額 HK\$'000 千港元	於2021年3月31日 未動用上市 所得款項淨額 HK\$'000 千港元	未動用上市 所得款項淨額 的經修訂分配 HK\$'000 千港元	已動用金額 HK\$'000 千港元	未動用上市 所得款項淨額 HK\$'000 千港元	動用未動用上市 所得款項淨額的 估計時間表 (附註)
Opening new hotpot restaurants	開設新火鍋店	27,000	14,480	12,520	3,000	(1,625)	1,375
Setting up a central kitchen	設立中央廚房	6,000	785	-	-	-	-
Settlement of balance of consideration payable for the acquisition	償付收購事項之應付代價結餘	-	-	5,215	9,000	(9,000)	-
Enhancement of existing hotpot restaurants	提升現有火鍋店	12,000	8,757	3,243	2,000	(2,000)	-
Strengthening information technology system	加強資訊科技系統	2,000	575	1,425	-	-	-
Setting up a new head office	設立新總部	3,000	3,000	-	-	-	-
General working capital	一般營運資金	3,500	3,500	-	8,403	(8,403)	-
		53,500	31,097	22,403	22,403	(21,028)	1,375

Note: The Board resolved to change the use of net proceeds from the Listing amounting to HK\$22.4 million on 8 April 2021. For details, please refer to the announcement of the Company dated 8 April 2021.

所得款項淨額用途及變更所得款項淨額用途

(I) 上市所得款項

本公司於2017年2月15日在聯交所GEM上市(「上市」)，本公司自上市籌集所得款項淨額約為53.5百萬港元。茲提述本公司日期為2021年12月13日的公告，本集團間接全資附屬公司已訂立新蒲崗地盤租約，以及開設新蒲崗餐廳(一間韓式燒烤與火鍋餐廳)將由上市所得款項撥付資金。

於本報告日期，上市所得款項淨額已獲運用及使用如下：

附註：董事會於2021年4月8日決議更改上市所得款項淨額22.4百萬港元的用途。有關詳情，請參閱本公司日期為2021年4月8日的公告。

Directors' Report

董事會報告書

(II) Proceeds from rights issue

References are made to the Prospectus of the Company dated 6 August 2021 and the announcement of the Company dated 3 September 2021, a total of 215,999,995 Rights Shares have been issued at the price of HK\$0.17 per share on 6 September 2021 and the Company received net proceeds from the Rights Issue of approximately HK\$34.5 million.

As at the date of this report, the net proceeds from the Rights Issue have been applied and utilised as follows:

(II) 供股所得款項

茲提述本公司日期為2021年8月6日的供股章程及本公司日期為2021年9月3日的公告，合共215,999,995股供股股份已於2021年9月6日按每股價格0.17港元獲發行，而本公司自供股收取所得款項淨額約34.5百萬港元。

於本報告日期，供股所得款項淨額已獲運用及使用如下：

		Actual net proceeds from Rights Issue 實際 供股所得 款項淨額 HK\$'000 千港元	Revised allocation of net proceeds from Rights Issue (Note) 供股所得 款項淨額的 經修訂分配 (附註) HK\$'000 千港元	Amount utilised from Rights Issue 已動用 供股的金額 HK\$'000 千港元	Unused net proceeds from Rights Issue 尚未動用 供股所得 款項淨額 HK\$'000 千港元	Estimated timeline for utilisation of unused net proceeds from Rights Issue 動用未動用 供股所得款項 淨額的估計 時間表
Expansion of food and beverage business	擴展餐飲業務					
Food Court	美食廣場	16,920	-	-	-	
- Restaurant A (as defined in the Prospectus)	- 餐廳A (定義見供股章程)	7,270	-	-	-	
- Restaurant B (as defined in the Prospectus)	- 餐廳B (定義見供股章程)	6,720	-	-	-	
- Central Restaurant (including a central kitchen)	- 中環餐廳 (包括中央廚房)	-	18,700	(18,700)	-	
- Catering Service Operation	- 餐飲服務營運	-	3,998	(3,998)	-	
General working capital	一般營運資金	3,600	11,812	(11,812)	-	
		34,510	34,510	(34,510)	-	

Directors' Report

董事會報告書

Note: The Board resolved to change the uses of proceeds from the Rights Issue. As disclosed in the prospectus of the Company dated 6 August 2021, the net proceeds from the Rights Issue of HK\$34.51 million were allocated as to approximately (i) HK\$16.92 million for set up a food court in Tsim Sha Tsui, Hong Kong; (ii) HK\$7.27 million for set up a restaurant in Jordan, Hong Kong; (iii) HK\$6.72 for set up a restaurant in Causeway Bay, Hong Kong; and (iv) HK\$3.6 million for general working capital of the Group.

As disclosed in the announcement of the Company dated 5 November 2021, the allocation of the use of proceeds from the Rights Issue was changed as approximately (i) HK\$16.70 million for set up a restaurant in Central, Hong Kong (including a central kitchen); (ii) HK\$5.49 million for set up a restaurant in Jordan, Hong Kong; (iii) HK\$6.72 for set up a restaurant in Causeway Bay, Hong Kong; and (iv) HK\$5.60 million for general working capital of the Group.

As disclosed in the third quarterly report of the Company for the nine months ended 31 December 2021, the allocation of the use of proceeds from the Rights Issue was further changed as to approximately (i) HK\$18.70 million for set up a restaurant in Central, Hong Kong (including a central kitchen); (ii) HK\$3.21 million for set up a restaurant in Jordan, Hong Kong; (iii) HK\$4.00 million for operation of catering services in Hong Kong; and (iv) HK\$8.60 million for general working capital of the Group.

As disclosed in the announcement of the Company dated 24 March 2022, the allocation of the use of proceeds from the Rights Issue was further changed as to approximately (i) HK\$18.70 million for set up a restaurant in Central, Hong Kong (including a central kitchen); (ii) HK\$4.00 million for operation of catering services in Hong Kong; and (iii) HK\$11.81 million for general working capital of the Group.

Please refer to the announcement of the Company dated 5 November 2021, the third quarterly report of the Company for the nine months ended 31 December 2021 and the announcement of the Company dated 24 March 2022 for more details on the changes of the use of proceeds from the Rights Issue.

附註：董事會決議更改供股所得款項用途。誠如本公司日期為2021年8月6日之章程所披露，供股所得款項淨額34.51百萬港元的分配為：約(i)16.92百萬港元用作於香港尖沙咀開設美食廣場；(ii)7.27百萬港元用作於香港佐敦開設一間餐廳；(iii)6.72百萬港元用作於香港銅鑼灣開設一間餐廳；及(iv)3.6百萬港元用作本集團的一般營運資金。

誠如本公司日期為2021年11月5日之公告所披露，供股所得款項用途的分配更改為：約(i)16.70百萬港元用作於香港中環開設一間餐廳（包括一個中央廚房）；(ii)5.49百萬港元用作於香港佐敦開設一間餐廳；(iii)6.72百萬港元用作於香港銅鑼灣開設一間餐廳；及(iv)5.60百萬港元用作本集團的一般營運資金。

誠如本公司截至2021年12月31日止九個月之第三季度報告所披露，供股所得款項用途的分配進一步更改為：約(i)18.70百萬港元用於在香港中環開設一家餐廳（包括一個中央廚房）；(ii)3.21百萬港元用於在香港佐敦開設一家餐廳；(iii)4.00百萬港元用於在香港經營餐飲服務；及(iv)8.60百萬港元用作本集團的一般營運資金。

誠如本公司日期為2022年3月24日的公告所披露，供股所得款項用途的分配進一步更改為：約(i)18.70百萬港元用於在香港中環開設一家餐廳（包括一個中央廚房）；(ii)4.00百萬港元用於在香港經營餐飲服務；及(iii)11.81百萬港元用作本集團的一般營運資金。

有關更改供股所得款項用途的更多詳情，請參閱本公司日期為2021年11月5日之公告、本公司截至2021年12月31日止九個月之第三季度報告及本公司日期為2022年3月24日之公告。

Directors' Report

董事會報告書

(III) Proceeds from the placing

References are made to the announcements of the Company dated 15 December 2021 and 6 January 2022, the Company has placed a total of 28,800,000 Placing Shares at HK\$0.12 per Placing Share (the "Placing") on 6 January 2022 and the Company received net proceeds from the Placing of approximately HK\$3.4 million.

As at the date of this report, the net proceeds from the Placing approximately HK\$1.8 million and HK\$1.6 million was utilised for repayment of a loan and general working capital of the Group respectively.

References are made to the announcements of the Company dated 31 May 2022 and 17 June 2022, the Company has placed a total of 77,748,000 Placing Shares at HK\$0.038 per Placing Share (the "Second Placing") on 17 June 2022 and the Company received net proceeds from the Second Placing of approximately HK\$2.84 million.

As at the date of this report, the net proceeds from the Second Placing approximately HK\$0.5 million was utilised for general working capital of the Group. The remaining balances of HK\$2.34 million will be utilised for general working capital of the Group in the coming two months.

CHARITABLE DONATIONS

During the year, the Group has made charitable donations of HK\$151,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of the Company's share capital and movements during the year are set out in note 25 to the consolidated financial statements.

(III) 配售所得款項

茲提述本公司日期為2021年12月15日及2022年1月6日的公告，本公司已於2022年1月6日按每股配售股份0.12港元配售合共28,800,000股配售股份（「配售事項」），及本公司自配售事項獲得的所得款項淨額約為3.4百萬港元。

於本報告日期，配售事項所得款項淨額約1.8百萬港元及1.6百萬港元分別用於償還貸款及用作本集團一般營運資金。

茲提述本公司日期為2022年5月31日及2022年6月17日的公告，本公司已於2022年6月17日按每股配售股份0.038港元配售合共77,748,000股配售股份（「第二次配售事項」），及本公司自第二次配售事項獲得的所得款項淨額約為2.84百萬港元。

於本報告日期，第二次配售事項所得款項淨額約0.5百萬港元用作本集團一般營運資金。餘額2.34百萬港元將用於本集團未來兩個月的一般營運資金。

慈善捐款

於本年度內，本集團作出慈善捐款151,000港元。

物業、廠房及設備

年內，本集團物業、廠房及設備的變動詳情載於綜合財務報表附註15。

股本

年內，本公司股本及其變動詳情載於綜合財務報表附註25。

Directors' Report

董事會報告書

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 pages 87 to 88 and note 26(b) to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2022, the Company has reserve available for distribution to the Shareholders amounted to approximately HK\$17.5 million (2021: approximately HK\$60.5 million).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Apart from the contracts relating to the reorganisation of our Group in relation to the listing and save as disclosed in the "Continuing Connected Transaction" in this report and note 27 to consolidated financial statements to this annual report, no other transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest subsisted at the end of the year or at any time during the year.

INTERESTS IN COMPETING BUSINESS

None of the Directors, the substantial shareholders and their respective close associates had an interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the year ended or as at 31 March 2022.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 March 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Save as the share option scheme disclosed below, the Company has not entered into any equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)).

儲備

年內，本集團及本公司的儲備變動詳情分別載於第87至88頁的綜合權益變動表及綜合財務報表附註26(b)。

可供分派儲備

於2022年3月31日，本公司可供分派予其股東的儲備金額約為17.5百萬港元（2021年：約60.5百萬港元）。

董事於交易、安排或合約的權益

除與本集團就上市進行重組有關的合約以及本報告「持續關連交易」一節及本年報綜合財務報表附註27所披露者外，於年末或年內任何時間，本公司或其任何附屬公司概無訂立且本公司董事於其中擁有重大權益之其他重大交易、安排或合約。

在競爭業務中的權益

於截至2022年3月31日止年度期間或於2022年3月31日，董事、主要股東及彼等各自的任何緊密聯繫人概無於任何對本集團業務構成或可能構成直接或間接競爭的業務中擁有權益。

購買股份或債權證的安排

在截至2022年3月31日止年度的所有時候，本公司或其任何附屬公司均不可訂立任何安排以令董事可通過收購本公司或其他任何法團的股份或債權證而獲利。

與股票掛鈎協議

除在下述披露的購股權計劃之外，本公司並無簽訂任何與股票掛鈎協議（定義見《公司（董事報告）規例》（《香港法例》第622D章）第6章）。

Directors' Report

董事會報告書

SHARE OPTION SCHEME

The Company has, in accordance with Chapter 23 of GEM Listing Rules, refreshed the share option scheme adopted by the resolutions in writing of all the shareholders passed on 20 January 2017 ("Share Option Scheme"), as approved by the shareholders of the Company at the Extraordinary General Meeting held on 27 May 2022.

A summary of the principal terms of the New Share Option Scheme is set out as below:

(A) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group and to promote the success of the business of our Group.

(B) Who may join and basis of eligibility

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full-time or part-time), director, consultant or adviser of our Group, or any substantial shareholder of our Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of our Group, options to subscribe at a price calculated in accordance with paragraph (iii) below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, our independent non-executive directors) from time to time on the basis of his contribution or potential contribution to the development and growth of our Group.

購股權計劃

經本公司股東於2022年5月27日舉行的股東特別大會上批准後，本公司已根據GEM上市規則第23章更新全體股東於2017年1月20日通過書面決議案採納的購股權計劃（「購股權計劃」）。

新購股權計劃的主要條款之概要載列如下：

(A) 購股權計劃的目的

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、商業夥伴及服務供應商提供額外獎勵以及推動本集團業務創出佳績。

(B) 可參與人士及資格基準

董事會可全權酌情按其認為適合的條款，向本集團任何僱員（全職或兼職）、董事、諮詢人或顧問、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、商業夥伴或服務供應商授出購股權，使彼等可根據購股權計劃的條款，按下文第(iii)段計算的價格認購董事會可能指定數目的股份。

董事會（視情況而定，或包括獨立非執行董事）可不時根據參與者對本集團發展及增長所作出或可能作出的貢獻決定獲授任何購股權的參與者資格基準。

Directors' Report

董事會報告書

(C) Price of shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by our Board and notified to a participant and shall be at least the higher of: (i) the closing price of our Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of our Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option. For the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five business days, the issue price of the Shares on the Stock Exchange shall be used as the closing price for any business day fall within the period before Listing.

(D) Grant of options and acceptance of offers

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.

(C) 股份價格

根據購股權計劃授出的任何特定購股權的股份認購價由董事會全權釐定並通知參與者，但不得低於下列最高者：(i)股份於購股權授出日期（必須為營業日）於聯交所每日報價表所報收市價；(ii)股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份於購股權授出日期的面值，惟就計算認購價而言，倘本公司於聯交所的上市期間少於五個營業日，股份於聯交所的發行價將用作為上市前期間任何營業日的收市價。

(D) 授出購股權及接納要約

授出購股權的要約限於作出有關要約日期（包括當日）起七日內接納。購股權承授人須於接納要約時就獲授的購股權向本公司支付1港元。

Directors' Report

董事會報告書

(E) Maximum number of shares

- (a) Subject to sub-paragraphs (b) and (c) below, the maximum number of Shares issuable upon exercise of all options (excluding option previously granted outstanding, cancelled, lapsed or exercised under the Share Option Scheme) to be granted after Share Option Scheme refreshed and renewed must not in aggregate exceed 10% of our Shares in issue as at the date of EGM passing the resolution. Therefore, it is expected that our Company may grant options in respect of up to 38,879,999 Shares.
- (b) The 10% limit as mentioned above may be refreshed at any time by approval of the shareholders in general meeting provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of our Company must not exceed 10% of our Shares in issue as at the date of approval of the refreshed limit. Options previously granted under the Share Option Scheme and any other share option schemes of our Company (including those outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of our Company) will not be counted for the purpose of calculating the refreshed 10% limit. A circular must be sent to our shareholders containing the information as required under the GEM Listing Rules in this regard.

(E) 股份數目上限

- (a) 在下文第(b)及(c)分段的規限下，於更新及重續購股權計劃後將授出的所有購股權（不包括先前根據購股權計劃已授出、尚未行使、已註銷、已失效或已行使之購股權）獲行使後可發行的最大股份數目合共不得超過於股東特別大會通過決議案日期已發行股份的10%。因此，預期本公司可就此授出最多38,879,999股股份之購股權。
- (b) 上文所述的10%上限可隨時經股東在股東大會上批准後更新，但因行使根據購股權計劃及本公司任何其他購股權計劃授出的全部購股權而可能發行的股份總數，不得超過批准經更新上限當日已發行股份的10%。計算經更新10%上限時，先前根據購股權計劃及本公司任何其他購股權計劃授出的購股權（包括根據購股權計劃及本公司任何其他購股權計劃的條款尚未行使、已註銷或已失效的購股權）不會計算在內。本公司必須向股東寄發一份載有GEM上市規則就此規定的相關資料的通函。

Directors' Report

董事會報告書

- (c) Our Company may seek separate approval by our shareholders in general meeting for granting options beyond the 10% limit provided the options in excess of the 10% limit are granted only to grantees specifically identified by our Company before such approval is sought. In such event, our Company must send a circular to our shareholders containing a generic description of such grantees, the number and terms of such options to be granted and the purpose of granting options to them with an explanation as to how the terms of the options will serve such purpose and all other information required under the GEM Listing Rules.
- (d) The aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company must not exceed 30% of our Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of our Company if this will result in such 30% limit being exceeded.

(F) Maximum number of shares of each participant

The total number of Shares issued and to be issued upon exercise of options granted to any participant (including both exercised and outstanding options) under the Share Option Scheme or any other share option schemes of our Company in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by shareholders in general meeting with such grantee and his associates abstaining from voting. In such event, our Company must send a circular to our shareholders containing the identity of the grantee, the number and terms of the options to be granted (and options previously granted to such grantee), and all other information required under the GEM Listing Rules. The number and terms (including the subscription price) of the options to be granted must be fixed before the approval of our shareholders and the date of the Board meeting proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price.

- (c) 本公司亦可在股東大會上尋求股東另行批准授出超逾10%上限的購股權，惟超過10%上限的購股權僅可授予尋求上述批准前已獲本公司確定的承授人。在此情況下，本公司必須向股東寄發通函，載述該等承授人的一般資料，將向其授出的購股權數目及條款以及向其授出購股權的目的並解釋購股權條款如何達致有關目的，以及載列GEM上市規則規定的所有其他資料。
- (d) 因行使根據購股權計劃及本公司任何其他購股權計劃授出而尚未行使的全部購股權而將可能發行的股份總數，不得超過不時已發行股份的30%。如根據購股權計劃或本公司任何其他購股權計劃授出購股權後會超過上述30%的上限，則不得授出購股權。

(F) 各參與者的配額上限

截至授出日期止任何12個月期間內，因任何參與者行使根據購股權計劃或本公司任何其他購股權計劃授出的購股權（包括已行使及尚未行使的購股權）而發行及將予發行的股份總數，不得超過已發行股份的1%。任何額外授出超逾該上限的購股權必須經股東於股東大會上另行批准，該承授人及其聯繫人必須放棄投票。在此情況下，本公司必須向股東寄發通函，載述承授人的身份、將授出的購股權（以及先前授予該承授人的購股權）數目與條款以及GEM上市規則規定的所有其他資料。將予授出的購股權數目及條款（包括認購價），必須於獲股東批准前釐定，而就計算認購價而言，建議額外授出購股權而舉行董事會會議當日將視為授出日期。

Directors' Report

董事會報告書

(G) Grant of options to certain connected persons

- (a) Any grant of an option to a Director, chief executive or substantial shareholder of our Company (or any of their respective associates) must be approved by our independent non-executive directors (excluding any independent non-executive director who is the grantee of the option).
- (b) Where any grant of options to a substantial Shareholder or an independent non-executive director (or any of their respective associates) will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of our Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:
 - (i) representing in aggregate over 0.1% of our Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of our Shares at the date of each grant, in excess of HK\$5 million,

such further grant of options is required to be approved by our shareholders at a general meeting of our Company, with voting to be taken by way of poll. Our Company shall send a circular to our shareholders containing all information as required under the GEM Listing Rules in this regard. All connected persons of our Company shall abstain from voting (except where any connected person intends to vote against the proposed grant). Any change in the terms of an option granted to a substantial Shareholder or an independent non-executive director or any of their respective associates is also required to be approved by our shareholders in the aforesaid manner.

(G) 向若干關連人士授出購股權

- (a) 向董事、本公司主要行政人員或主要股東（或任何彼等各自的聯繫人）授出任何購股權，均須經獨立非執行董事（不包括身為購股權承授人的獨立非執行董事）批准，方可作實。
- (b) 倘向主要股東或獨立非執行董事（或彼等各自的任何聯繫人）授出任何購股權而導致在截至授出日期（包括該日）止任何12個月期間內，上述人士因行使根據購股權計劃及本公司任何其他購股權計劃已獲授及將予獲授的全部購股權（包括已行使、已註銷及尚未行使的購股權）而發行及將予發行的股份總數：
 - (i) 合共超過已發行股份的0.1%；及
 - (ii) 根據股份於各授出日期收市價計算的總值超過5百萬港元，

則額外授出購股權須經股東在本公司股東大會上以投票方式表決批准。本公司須向股東寄發一份通函，當中載有GEM上市規則就此規定的所有資料。本公司所有關連人士須放棄投票（惟擬就建議授出投反對票的任何關連人士除外）。向主要股東或獨立非執行董事或任何彼等各自的聯繫人授出購股權的條款如有任何更改，亦須經股東以上述方式批准，方可作實。

Directors' Report

董事會報告書

(H) Restrictions on the times of grant of options

- (a) Our Company may not grant any options after inside information has come to its knowledge until such inside information has been announced. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:
- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's results for any year, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and
 - (ii) the deadline for our Company to publish an announcement of the results for any year, half-year or quarterly under the GEM Listing Rules, or other interim period (whether or not required under the GEM Listing Rules).
- (b) Further to the restrictions in paragraph (a) above, no option may be granted to a Director on any day on which financial results of our Company are published:
- (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
 - (ii) during the period of 30 days immediately preceding the publication date of the quarterly results and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

(H) 授出購股權的時間限制

- (a) 在本公司獲悉內幕消息後，本公司不會授出任何購股權，直至該內幕消息公佈為止。尤其於緊接下列日期（以較早發生者為準）前一個月期間，本集團不得授出購股權：
- (i) 於批准本公司任何年度、半年、季度或任何其他中期（不論GEM上市規則有否規定）業績的董事會會議日期（根據GEM上市規則首先知會聯交所的日期）；及
 - (ii) 本公司根據GEM上市規則刊發任何年度、半年、季度或其他中期（不論GEM上市規則有否規定）業績公告的最後限期。
- (b) 除上文(a)段所述限制外，概不得於以下期間內於本公司刊發財務業績的任何日期向董事授出購股權：
- (i) 緊接年度業績刊發日期前60天期間或（如屬較短期間）有關財政年度年結日起至刊發業績日期止期間；及
 - (ii) 緊接季度業績及半年度業績刊發日期前30天期間或（如屬較短期間）有關季度或半年度期間結束時至刊發業績日期止期間。

Directors' Report

董事會報告書

(I) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(J) Performance targets

Save as determined by the Board and provided in the offer of the grant of the relevant options, there is no performance target which must be achieved before any of the options can be exercised.

(K) Ranking of Shares

Our Shares to be allotted upon the exercise of an option will be subject to all the provisions of the Articles for the time being in force and will rank pari passu in all respects with our fully paid Shares in issue on the date of allotment and accordingly will entitle the holders to participate in all dividends or other distributions paid or made after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be on or before the date of allotment, save that our Shares allotted upon the exercise of any option shall not carry any voting rights until the name of the grantee has been duly entered on the register of members of our Company as the holder thereof.

(L) Rights are personal to grantee

An option shall not be transferable or assignable and shall be personal to the grantee of the option.

(I) 行使購股權的時限

承授人可於董事會可能釐訂的期間，隨時根據購股權計劃的條款行使購股權，惟該期間不得超過授出日期起計10年，並受有關提前終止條文所規限。

(J) 表現目標

承授人於行使任何購股權前一概毋須達成任何表現目標，除非董事會另有決定，並於有關購股權的授出要約上有所指明。

(K) 股份地位

因行使購股權將獲配發的股份將受當時生效的細則所有條文所限，並在各方面與配發日期已發行繳足股份享有同等權益，因此持有人將有權參與於配發日期後所支付或作出的所有股息或其他分派，惟記錄日期在配發日期或之前所宣派或擬派或議決將支付或作出的任何股息或其他分派除外。因行使任何購股權而配發的股份將不會附帶任何投票權，直至承授人的姓名獲正式記入本公司股東名冊作為有關股份的持有人為止。

(L) 權利屬承授人個人所有

購股權屬購股權承授人個人所有，一概不得轉讓或出讓。

Directors' Report

董事會報告書

(M) Rights on cessation of employment by death

In the event of the death of the grantee (provided that none of the events which would be a ground for termination of employment referred to in (N) below arises within a period of three years prior to the death, in the case the grantee is an employee at the date of grant), the legal personal representative(s) of the grantee may exercise the option up to the grantee's entitlement (to the extent which has become exercisable and not already exercised) within a period of 12 months following his death provided that where any of the events referred to in (Q), (R) and (S) occurs prior to his death or within such period of 12 months following his death, then his legal personal representative(s) may so exercise the option within such of the various periods respectively set out therein.

(N) Rights on cessation of employment by dismissal

In the event that the grantee is an employee of our Group at the date of grant and he subsequently ceases to be an employee of our Group on any one or more of the grounds that he has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with our Group, his option shall lapse automatically (to the extent not already exercised) on the date of cessation of his employment with our Group.

(M) 因身故而終止受聘的權利

倘承授人身故（惟於身故前三年內並無出現下文第(N)項所述事項成為終止受聘的理由，在此情況下，則承授人於授出日期為僱員），則承授人的法定遺產代理人可於承授人身故日期起計12個月內行使於承授人身故當日上述承授人的可行使及尚未行使購股權，惟倘於承授人身故前或身故日期起計12個月內發生第(Q)、(R)及(S)項所述任何事項，則其法定遺產代理人可於各段所載的不同期間行使有關購股權。

(N) 因解僱而終止受聘的權利

倘承授人於授出日期為本集團僱員，而因嚴重行為不當或破產或無力償債或與其債權人整體達成任何債務償還安排或債務重整協議，或就任何涉及其品格或誠信的任何刑事罪行而被定罪等任何一個或以上的理由或（倘董事會決定）基於僱主有權根據普通法或根據任何適用法例或根據承授人與本集團訂立的服務合約而終止聘用的任何其他理由，隨後不再為本集團的僱員，則所持尚未行使的購股權將於承授人終止受僱於本集團當日自動失效。

Directors' Report

董事會報告書

(O) Rights on cessation of employment for other reasons

In the event that the grantee is an employee, a consultant or an adviser (as the case may be) of member of our Group at the date of grant and he subsequently ceases to be an employee, a consultant or an adviser (as the case may be) of our Group for any reason other than his death or the termination of his employment of an employee or engagement of a consultant or an adviser (as the case may be) on one or more of the grounds specified in (N) above, the option (to the extent not already lapsed or exercised) shall lapse on the expiry of three months after the date of cessation of such employment of an employee or engagement of a consultant or an adviser (as the case may be) (which date will be in the case of an employee the last actual working day, on which the grantee was physically at work with our Company or the relevant member of our Group whether salary is paid in lieu of notice or not, and in the case of a consultant or an adviser (as the case may be), the last actual day of providing consultancy or advisory services to the relevant member of our Group).

(P) Effects of alterations to share capital

In the event of any alteration in the capital structure of our Company whilst any option remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, open offer, consolidation, subdivision or reduction of the share capital of our Company (other than an issue of Shares as consideration in respect of a transaction to which any member of our Group is a party), such corresponding adjustments (if any) shall be made in the number of Shares subject to the option so far as unexercised; and/or the subscription prices, as the auditors of or independent financial adviser to our Company shall certify or confirm in writing (as the case may be) to the Board to be in their opinion fair and reasonable in compliance with the relevant provisions of the GEM Listing Rules, or any guideline or supplemental guideline issued by the Stock Exchange from time to time, provided that any alteration shall give a grantee, as near as possible, the same proportion of the issued share capital of our Company as that to which he was previously entitled, but no adjustment shall be made to the effect of which would be to enable a Share to be issued at less than its nominal value.

(O) 因其他原因終止受聘的權利

倘承授人於授出日期為本集團成員公司僱員、諮詢人或顧問（視情況而定），惟其後因身故或上文第(N)項所述一項或多項終止受僱或終止受聘為諮詢人或顧問（視情況而定）原因之外的任何原因而不再為本集團僱員、諮詢人或顧問（視情況而定），則尚未失效或行使的購股權將於承授人終止受聘為僱員或諮詢人或顧問（視情況而定）日期起計滿三個月時失效，而終止受聘日期須為承授人實際任職本公司或本集團有關成員公司的最後一個實際工作日（不論有否支付代通知金），以及在諮詢人或顧問（視情況而定）的情況下，則為向本集團有關成員公司提供諮詢或顧問服務的最後一個實際工作日。

(P) 股本變動的影響

倘本公司股本架構於購股權仍可行使期間因溢利或儲備資本化、供股、公開發售、合併、拆細或削減本公司股本（作為本集團任何成員公司所參與交易的代價而發行股份則除外）而出現任何變動，則尚未行使購股權所涉及的股份數目及／或認購價須作出相應調整（如有），而本公司核數師或獨立財務顧問須向董事會以書面核實或確認（視情況而定）該等調整屬公平合理，且符合GEM上市規則相關條文或聯交所不時頒發的任何指引或補充指引。任何此等變動作出後，承授人盡可能仍可享有其之前所應享的相同比例本公司已發行股本，且作出的任何調整不得致使股份以低於面值的價格發行。

Directors' Report

董事會報告書

(Q) Rights on a general offer

In the event of a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) being made to all our shareholders (or all such holders other than the offeror and/or any persons controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becoming or being declared unconditional, the grantee (or, as the case may be, his legal personal representative(s)) shall be entitled to exercise the option in full (to the extent not already lapsed or exercised) at any time within one month after the date on which the offer becomes or is declared unconditional.

(R) Rights on winding-up

In the event a notice is given by our Company to our members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall on the same date as or soon after it despatches such notice to each member of our Company give notice thereof to all grantees and thereupon, each grantee (or, as the case may be, his legal personal representative(s)) shall be entitled to exercise all or any of his options at any time not later than two business days prior to the proposed general meeting of our Company by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for our Shares in respect of which the notice is given whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid.

(Q) 提出全面收購建議時的權利

倘向全體股東（或除要約人及／或由要約人控制的任何人士及／或與要約人聯合或一致行動的任何人士外的所有持有人）提出全面收購建議（不論以收購建議形式或協議安排或其他類似方式），且該建議成為或宣佈為無條件，則承授人（或其法定遺產代理人，視情況而定）可於收購建議成為或宣佈為無條件當日起計一個月內隨時全面行使尚未失效或行使的購股權。

(R) 清盤時的權利

倘本公司向股東發出通告召開股東大會，以考慮及酌情批准本公司主動清盤的決議案，則本公司須於向本公司各股東寄發有關通知當日或隨後盡快向所有承授人發出相關通告，其後各承授人（或其法定遺產代理人，視情況而定）有權在不遲於本公司建議舉行股東大會日期前兩個營業日隨時向本公司發出書面通知行使全部或部分購股權，並隨附認購有關通知所述股份的全數股款，而本公司須盡快且無論如何不遲於緊接上述建議股東大會日期前營業日向承授人配發入賬列作繳足的有關股份。

Directors' Report

董事會報告書

(S) Rights on compromise or arrangement

In the event of a compromise or arrangement between our Company and our shareholders or the creditors of our Company being proposed in connection with a scheme for the reconstruction of our Company or its amalgamation with any other company or companies pursuant to the Companies Law, our Company shall give notice thereof to all the grantees (or, as the case may be, their legal personal representatives) on the same day as it gives notice of the meeting to our shareholders or the creditors to consider such a compromise or arrangement and the options (to the extent not already lapsed or exercised) shall become exercisable in whole or in part on such date not later than two business days prior to the date of the general meeting directed to be convened by the court for the purposes of considering such compromise or arrangement ("Suspension Date"), by giving notice in writing to our Company accompanied by a remittance for the full amount of the aggregate subscription price for our Shares in respect of which the notice is given whereupon our Company shall as soon as practicable and, in any event, no later than 3:00 p.m. on the business day immediately prior to the date of the proposed general meeting, allot and issue the relevant Shares to the grantee credited as fully paid. With effect from the Suspension Date, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that our Shares issued as a result of the exercise of options hereunder shall for the purposes of such compromise or arrangement form part of the issued share capital of our Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms presented to the court or upon any other terms as may be approved by such

(S) 訂立和解協議或安排時的權利

倘本公司與股東或與本公司債權人就根據公司法重組本公司或與任何其他一家或以上公司合併的計劃提呈和解協議或安排，則本公司須於向股東或債權人發出大會通告以考慮該和解協議或安排的同日，向所有承授人（或其法定遺產代理人，視情況而定）發出有關通知，而購股權（以尚未失效或行使者為限）最遲可於法院指示召開考慮該和解協議或安排的股東大會日期前兩個營業日的日期（「暫停日」）全部或部分行使，行使方式是向本公司發出書面通知，並隨附認購有關通知所述股份認購價總和的全數股款。屆時本公司須盡快且無論如何不遲於緊接建議股東大會日期前的營業日下午三時正向承授人配發及發行入賬列作繳足的有關股份。由暫停日起，所有承授人行使彼等各自購股權的權利將即時暫停。於該和解協議或安排生效後，所有購股權（以尚未行使者為限）將告失效及終止。董事會須盡力促使因本段所述購股權獲行使而發行的股份，就該和解協議或安排而言，於有關生效日期成為本公司已發行股本的一部分，而該等股份在各方面均須受該和解協議或安排規限。倘因任何原因，該和解協議或安排未獲法院批准（不論基於向法院提呈的條款或基於該法院可能批准的任何其他條款），承授人行使彼等各自購股權的權利將由法院頒

Directors' Report

董事會報告書

court), the rights of grantees to exercise their respective options shall with effect from the date of the making of the order by the court be restored in full but only up to the extent not already exercised and shall thereupon become exercisable (but subject to the other terms of the Share Option Scheme) as if such compromise or arrangement had not been proposed by our Company and no claim shall lie against our Company or any of its officers for any loss or damage sustained by any grantee as a result of such proposal, unless any such loss or damage shall have been caused by the act, neglect, fraud or wilful default on the part of our Company or any of our officers.

(T) Lapse of options

An option shall lapse automatically on the earliest of:

- (i) the expiry of the period referred to in paragraph (I) above;
- (ii) the date on which the Board exercises our Company's right to cancel, revoke or terminate the option on the ground that the grantee commits a breach of paragraph (L);
- (iii) the expiry of the relevant period or the occurrence of the relevant event referred to in paragraphs (M), (O), (Q), (R) or (S) above;
- (iv) subject to paragraph (R) above, the date of the commencement of the winding-up of our Company;
- (v) the occurrence of any act of bankruptcy, insolvency or entering into of any arrangements or compositions with his creditors generally by the grantee, or conviction of the grantee of any criminal offence involving his integrity or honesty;

佈法令日期起全面恢復，但僅以尚未行使者為限，且屆時將可行使（但受購股權計劃其他條款規限），猶如本公司未曾建議該和解協議或安排，而任何承授人不得就該建議造成的任何損失或損害向本公司或其任何高級職員提出索償，除非任何有關損失或損害乃因本公司或其任何高級職員的行為、疏忽、欺詐或蓄意違約而導致。

(T) 購股權失效

購股權將於以下期限（以最早者為準）自動失效：

- (i) 上文第(I)段所述期間屆滿時；
- (ii) 董事會以承授人違反第(L)段為理由行使本公司權利註銷、撤回或終止購股權之日；
- (iii) 有關期間屆滿或及發生上文第(M)、(O)、(Q)、(R)或(S)段所述有關事件時；
- (iv) 於上文第(R)段的規限下，本公司開始清盤之日；
- (v) 承授人破產、無力償債或與債權人全面訂立任何安排或償債協議，或承授人因涉及其品格或誠信的刑事罪行被定罪；

Directors' Report

董事會報告書

- (vi) where the grantee is only a substantial shareholder of any member of our Group, the date on which the grantee ceases to be a substantial shareholder of such member of our Group; or
- (vii) subject to the compromise or arrangement as referred to in paragraph (S) become effective, the date on which such compromise or arrangement becomes effective.

(U) Cancellation of options granted but not yet exercised

Any cancellation of options granted but not exercised may be effected on such terms as may be agreed with the relevant grantee, as the Board may in its absolute discretion sees fit and in a manner that complies with all applicable legal requirements for such cancellation.

(V) Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing on the date on the Adoption Date and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by the shareholders in general meeting.

(W) Alteration to the Share Option Scheme

- (i) The Share Option Scheme may be altered in any respect by resolution of the Board except that alterations of the provisions of the Share Option Scheme which alters to the advantage of the grantees of the options relating to matters governed by Rule 23.03 of the GEM Listing Rules shall not be made except with the prior approval of the shareholders in general meeting.

- (vi) 倘承授人僅為本集團任何成員公司的一名主要股東，承授人不再為本集團該成員公司主要股東的日期；或
- (vii) 於第(S)段所述和解協議或安排的規限下，該和解協議或安排生效的日期。

(U) 註銷已授出但尚未行使的購股權

董事會可全權酌情考慮及以符合所有關於註銷的適用法律規定的方式，在取得有關承授人同意若干條款下，註銷已授出但並未行使的購股權。

(V) 購股權計劃期限

購股權計劃將於採納日期當日起計10年內有效，除非在股東大會上遭股東提早終止，否則於緊接購股權計劃滿十週年前營業日的營業時間結束時屆滿。

(W) 修訂購股權計劃

- (i) 購股權計劃的任何內容可以董事會決議案修訂，惟不得就根據GEM上市規則第23.03條所規限的事項將購股權計劃條文作出任何有利於購股權承授人的修訂，除非獲得股東於股東大會事先批准。

Directors' Report

董事會報告書

- (ii) Any amendment to any terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted, or any change to the authority of the Board in respect of alteration of the Share Option Scheme must be approved by shareholders in general meeting except where the alterations take effect automatically under the existing terms of the Share Option Scheme.
- (iii) Any amendment to any terms of the Share Option Scheme or the options granted shall comply with the relevant requirements of the GEM Listing Rules and the Notes thereto and the supplementary guidance on the interpretation of the GEM Listing Rules issued by the Stock Exchange from time to time or any guidelines issued by the Stock Exchange from time to time.

(X) Termination to the Share Option Scheme

Our Company by resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further options will be offered but options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme.

(Y) Conditions of the Share Option Scheme

The Share Option Scheme is conditional upon the Stock Exchange granting the listing of, and permission to deal in, our Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme, and commencement of dealings in the Shares on the Stock Exchange.

As at the date of this annual report, no option has been granted or agreed to be granted under the Share Option Scheme.

- (ii) 購股權計劃的任何條款及條件如作出任何重大修訂，或已授出購股權的條款如作出任何更改，或董事會對購股權計劃的修訂權出現變動，均須經股東在股東大會上批准，惟根據購股權計劃現有條款自動生效的修訂除外。
- (iii) 對購股權計劃或已授出的購股權的任何條款作出的任何修訂，均須符合GEM上市規則及相關附註的有關規定以及聯交所不時頒佈的GEM上市規則詮釋的補充指引或聯交所不時發出的任何指引的有關規定。

(X) 終止購股權計劃

本公司可以股東大會決議案或由董事會隨時終止購股權計劃運作，而一經終止，購股權將不再授出，惟在終止前已授出的購股權將繼續有效，並可根據購股權計劃的條文行使。

(Y) 購股權計劃的條件

購股權計劃須待聯交所批准因行使根據購股權計劃可能授出的任何購股權而發行的股份上市及買賣及股份於聯交所開始買賣後，方可作實。

於本年報日期，概無根據購股權計劃授出或同意授出購股權。

Directors' Report

董事會報告書

CONTINUING CONNECTED TRANSACTIONS

Pursuant to the rental agreement dated 1 September 2016 made between Smart Elegant Enterprises Limited ("Smart Elegant") and Most Will Limited ("Most Will"), a wholly-owned subsidiary of the Company, Most Will is entitled to occupy the premises for the period from 1 September 2016 to 31 August 2019 in accordance with the terms of the agreement. The rental agreement was renewed for a further three years for a term from 1 September 2019 to 31 August 2022. Ms. Wong, a former director of the Company, is interested in this transaction to the extent that Ms. Wong has equity interests and is a director in Smart Elegant. During the year ended 31 March 2022, the rental payment made by the Group was nil (2021: HK\$2,170,000) and the agreement has early terminated at the end of March 2022.

Pursuant to the rental agreement dated 31 October 2018 made between United Strategy Limited and the Company, the Company is entitled to occupy the premises for the period from 1 November 2018 to 31 October 2019 in accordance with the terms of the agreement. The rental agreement was renewed for a term from 1 November 2019 to 31 October 2020, and 1 November 2020 to 31 October 2021. Ms. Wong, a former director of the Company, is interested in this transaction to the extent that Ms. Wong has equity interests and is a director in United Strategy. During the year ended 31 March 2022, the rental payment made by the Group was nil (2021: HK\$240,000).

The material related party transactions entered into by our Group are set out in note 27 to the consolidated financial statements to this annual report.

The transactions constitute as continuing connected transactions but fully exempted from shareholders' approval, annual review and all disclosure requirements under the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

持續關連交易

根據逸俊企業有限公司(「逸俊」)與志多有限公司(「志多」)(本公司全資附屬公司)訂立日期為2016年9月1日的租賃協議，志多有權按照協議條款於2016年9月1日至2019年8月31日期間佔用物業。租賃協議進一步重續三年，自2019年9月1日至2022年8月31日止。本公司前任董事黃女士於該交易中擁有權益，乃因黃女士擁有逸俊之股權且為其董事。截至2022年3月31日止年度，本集團作出之租金付款為零(2021年：2,170,000港元)及協議已於2022年3月末提前終止。

根據群力策略有限公司與本公司訂立日期為2018年10月31日的租賃協議，本公司有權按照協議條款於2018年11月1日至2019年10月31日期間佔用物業。租賃協議獲重續，自2019年11月1日至2020年10月31日止，及自2020年11月1日至2021年10月31日止。本公司前任董事黃女士於該交易中擁有權益，乃因黃女士擁有群力策略之股權且為其董事。截至2022年3月31日止年度，本集團作出之租金付款為零(2021年：240,000港元)。

本集團訂立的重大關聯方交易載於本年報綜合財務報表附註27。

該等交易構成持續關連交易但獲全面豁免須經股東批准、年度審查以及遵守GEM上市規則的所有披露要求。本公司確認其已按照GEM上市規則第20章遵守披露規定。

Directors' Report

董事會報告書

DIRECTORS

The Directors during the year and up to the date of this annual report are as follows:

Executive directors

Mr. Chow Yik (*Chairman*)
Mr. Chan Lap Ping
Mr. Tsui Wing Tak
Ms. Ho Oi Kwan (*appointed on 19 November 2021*)

Independent non-executive directors

Mr. Chan Hoi Kuen Matthew (*resigned on 31 December 2021*)
Mr. Law Yui Lun (*resigned on 30 July 2021*)
Mr. Lu Jun Bo (*resigned on 27 July 2021*)
Ms. Wong Syndia D
Mr. Chan Kwan Yung (*appointed on 31 December 2021*)
Mr. Chong Alex Tin Yam (*appointed on 30 July 2021*)

Pursuant to article 84 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. At the forthcoming annual general meeting of the Company (the "AGM"), each of Mr. Chan Lap Ping and Ms. Wong Syndia D will retire from office as Director by rotation and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to article 83(3) of the Articles of Association, 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 at that meeting. Accordingly, Mr. Chan Kwan Yung, Mr. Chong Alex Tin Yam and Ms. Ho Oi Kwan shall retire from office as Directors at the AGM and being eligible, offer themselves for re-election.

董事

於年內及直至本年報日期止之董事如下：

執行董事

周翊先生 (主席)
陳立平先生
徐永得先生
何愛群女士 (於2021年11月19日獲委任)

獨立非執行董事

陳海權先生 (於2021年12月31日辭任)
羅裔麟先生 (於2021年7月30日辭任)
陸軍博先生 (於2021年7月27日辭任)
王詩迪女士
陳鈞勇先生 (於2021年12月31日獲委任)
莊天任先生 (於2021年7月30日獲委任)

根據組織章程細則第84條，在每次股東週年大會上，當時在任的三分之一董事（或倘人數並非三之倍數，則為最接近但不少於三分之一）須輪值退任，惟每名董事須至少每3年於股東週年大會上退任一次。在本公司應屆股東週年大會（「股東週年大會」）上，陳立平先生及王詩迪女士將輪值退任董事職位，並符合資格及願意在股東週年大會上膺選連任。

根據組織章程細則第83(3)條，任何由董事會委任的現有董事會新增董事應僅任職至本公司下屆股東週年大會，惟符合資格於該大會上膺選連任。因此，陳鈞勇先生、莊天任先生及何愛群女士將於股東週年大會上退任董事職位，並符合資格及願意膺選連任。

Directors' Report

董事會報告書

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Mr. Chan Lap Ping, being the executive director, has entered into a service contract with the Company for a term of three years commencing from the Listing Date and shall continue thereafter unless terminated by either party giving to the other not less than three month's notice in writing.

Mr. Chow Yik was appointed as an executive director pursuant to his appointment letter dated 11 December 2020 with no fixed term of service commencing from 11 December 2020.

Mr. Tsui Wing Tak was appointed as an executive director pursuant to his appointment letter dated 11 December 2020 with no fixed term of service commencing from 11 December 2020.

Ms. Ho Oi Kwan was appointed as an executive director pursuant to her appointed letter dated 19 November 2021 with no fixed term of service commencing from 19 November 2021.

Ms. Wong Syndia D was appointed as an independent non-executive director pursuant to her appointment letter dated 18 December 2020 for a term of one year commencing from 18 December 2020 and shall continue and subject to re-election in the annual general meeting after her appointment.

Mr. Chan Kwan Yung was appointed as an independent non-executive director pursuant to his appointment letter dated 31 December 2021 for a term of one year commencing on 31 December 2021 and shall continue and subject to re-election in the annual general meeting after his appointment.

Mr. Chong Alex Tin Yam was appointed as an independent non-executive director pursuant to his appointment left date 30 July 2021 for a term of one year commencing from 30 July 2021 and shall continue and subject to re-election in the annual general meeting after his appointment.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事的服務合約及委任函件

陳立平先生(為執行董事)已與本公司訂立服務合約,年期由上市日期起為期三年,其後將直至任何一方向另一方發出不少於三個月書面通知予以終止。

周翊先生根據日期為2020年12月11日的委任函獲委任為執行董事,由2020年12月11日起無固定年期。

徐永得先生根據日期為2020年12月11日的委任函獲委任為執行董事,由2020年12月11日起無固定年期。

何愛群女士根據日期為2021年11月19日的委任函獲委任為執行董事,由2021年11月19日起無固定年期。

王詩迪女士根據日期為2020年12月18日的委任函獲委任為獨立非執行董事,年期由2020年12月18日起為期一年及繼續生效,並於其獲委任後的股東週年大會上接受重選。

陳鈞勇先生根據日期為2021年12月31日的委任函獲委任為獨立非執行董事,年期由2021年12月31日起為期一年及繼續生效,並於其獲委任後的股東週年大會上接受重選。

莊天任先生根據日期為2021年7月30日的委任函獲委任為獨立非執行董事,年期由2021年7月30日起為期一年及繼續生效,並於其獲委任後的股東週年大會上接受重選。

概無任何擬於應屆股東週年大會上重選連任之董事與本公司訂有任何本公司不得在不付補償(法定補償除外)之情況下於一年內終止之服務合約。

Directors' Report

董事會報告書

INDEPENDENCE CONFIRMATION

The Company has received confirmation from each of the INEDs regarding his independence in accordance with Rule 5.09 of the GEM Listing Rules and therefore considers each of them to be independent.

EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors, chief executive and the five highest paid individuals of the Group are set out in notes 11 and 12 to the consolidated financial statements.

SENIOR MANAGEMENT REMUNERATION

The remuneration paid to each of the senior management fell within the following bands:

		Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Biographical details of the Directors and the Management of the Group are set out on pages 20 to 24 of this annual report.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

None of the Directors or an entity connected with any of the Directors had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party at any time during or at the end of the year ended 31 March 2022.

As of 31 March 2022, no contract of significance had been entered into between the Company, or any of its subsidiaries and the Controlling Shareholders of the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of any business of the Group were entered into or existed during the year ended 31 March 2022.

獨立確認函

本公司已收到每名獨立非執行董事根據GEM上市規則第5.09條就其獨立性而發出的確認函，故認為彼等均為獨立人士。

董事、行政總裁及五名最高薪酬人士之薪酬

董事、行政總裁及本集團五名最高薪酬人士之薪酬詳情載列於綜合財務報表附註11及12。

高級管理層薪酬

向各高級管理層支付的薪酬範圍如下：

董事及高級管理層簡介

本集團董事及管理層的履歷詳情載於本年報第20至24頁。

董事及控股股東於合約的權益

於截至2022年3月31日止年度內或於年末的任何時間，概無董事或與任何董事有關連的實體於本公司或其任何附屬公司所訂立而對本集團業務有重大影響的任何合約中直接或間接擁有重大權益。

於2022年3月31日，本公司或其任何附屬公司與本公司控股股東或其任何附屬公司概無訂立任何重大合約。

管理合約

除僱傭合約外，本公司於截至2022年3月31日止年度並無訂立或存有有關本集團整體或任何重要業務之其他管理及行政之合約。

Directors' Report

董事會報告書

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

The Directors confirm that as at the date of the Listing on 15 February 2017 and up to the date of this annual report, there has been no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

購入、出售或贖回本公司的上市證券

董事確認，於2017年2月15日上市當日以及直至本年報日期止，本公司或任何附屬公司並無購買、出售或贖回本公司的任何上市證券。

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

The interests of the directors in the share options of the Company are detailed below.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

董事於本公司購股權中的權益於下文詳述。

Name of Director	Position/capacity	Date of grant	Exercise price per share	Exercise period	Number of shares to be issued upon exercise of options at date of this report 於本報告日期購股權獲行使後將予發行的股份數目
董事姓名	職位／職能	授出日期	每股行使價	行使期	
Mr. Chow Yik	Chairman and Executive Director	10.1.2022	HK\$0.229	10.1.2022-9.1.2032	3,876,000
周翊先生	主席兼執行董事	2022年1月10日	0.229港元	2022年1月10日至2032年1月9日	3,876,000
Mr. Tsui Wing Tak	Executive Director	10.1.2022	HK\$0.229	10.1.2022-9.1.2032	3,876,000
徐永得先生	執行董事	2022年1月10日	0.229港元	2022年1月10日至2032年1月9日	3,876,000
Ms. Ho Oi Kwan	Executive Director	10.1.2022	HK\$0.229	10.1.2022-9.1.2032	3,876,000
何愛群女士	執行董事	2022年1月10日	0.229港元	2022年1月10日至2032年1月9日	3,876,000

Directors' Report

董事會報告書

Save as disclosed above, so far as the Directors are aware of, as at the date of this report, none of the Directors and the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange: (i) pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

So far as the Directors are aware of, as at the date of this report, the Directors were not aware of any other persons who/entities which were directly or indirectly interested in 5% or more of the issued voting shares of the Company, and: (i) had any interest or short position in the shares or underlying shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

Save as disclosed above, as at the date of this report, the Directors were not aware of any persons who had any interest or short position in the shares or underlying shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Director is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

除上文所披露者外，據董事所知，於本報告日期，概無本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有任何：(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例該等條文被當作或視為擁有的任何權益及淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所指登記冊（「登記冊」）的權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益或淡倉。

主要股東於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

據董事所知，於本報告日期，董事並不知悉任何其他人士／實體直接或間接擁有本公司具表決權已發行股份5%或以上權益；及於股份或相關股份中擁有任何(i)根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或(ii)記錄於根據證券及期貨條例第336條須存置的主要股東登記冊的權益或淡倉。

除上文披露者外，於本報告日期，董事並不知悉任何人士於股份或相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉或記錄於根據證券及期貨條例第336條須存置的主要股東登記冊的權益或淡倉。

遵守相關法例及規例

就董事所知，本集團在各重大方面已遵守對本集團業務及營運有重大影響的相關法例及規例。年內，本集團概無嚴重違反或不遵守適用法例及規例的情況。

Directors' Report

董事會報告書

MAJOR CUSTOMERS AND SUPPLIERS

The Group has no major customers for the catering services. For sales and processing of food business, the revenue attributable to the Group's largest customer and the top five customers accounted for approximately 7.5% and 7.5% of the Group's total revenue for the year ended 31 March 2022, respectively.

The aggregate purchases attributable to the Group's largest supplier and the top five suppliers accounted for approximately 10.4% and 38.0% of the Group's total purchases for year ended 31 March 2022, respectively.

None of the Directors, their respective close associates, or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's share capital) had any significant beneficial interest in the major customers and suppliers disclosed above.

Our Directors believe that our Group maintains good working relations with its business partners and it endeavours to improve the quality of services to customers.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

主要客戶及供應商

本集團並無提供餐飲服務的主要客戶。就食品銷售及加工業務而言，截至2022年3月31日止年度，本集團最大客戶及五大客戶應佔收益分別佔本集團總收益之約7.5%及7.5%。

截至2022年3月31日止年度，本集團最大供應商及五大供應商應佔採購總額分別佔本集團採購總額之約10.4%及38.0%。

概無董事、彼等各自的緊密聯繫人或本公司任何股東（據董事所深知，其擁有本公司股本5%以上）於上文所披露的主要客戶及供應商中擁有任何重大實益權益。

董事相信，本集團與其業務夥伴維持良好的工作關係，並致力改善向客戶提供服務的質素。

足夠公眾持股量

於本年報日期，本公司根據公開所得資料及就董事所知，董事確認本公司已維持GEM上市規定所規定的公司持股量。

優先購買權

開曼群島法例或本公司的組織章程細則並無有關優先購買權或類似權利的條文，規定本公司須按比例向現有股東發售新股。

Directors' Report

董事會報告書

PERMITTED INDEMNITY PROVISION

Pursuant to article 164(1) of the Article and Association, the Directors of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices, or trusts. Such provisions were in force throughout the year ended 31 March 2022 and are currently in force. The Company has arranged for appropriate insurance cover for Directors' Liabilities in respect of legal actions that may be brought against the Directors.

DIRECTORS' REMUNERATION

The Directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The operations of our hotpot restaurants in Hong Kong are subject to environmental protection laws and regulations promulgated by the government of Hong Kong. The Group has devoted operating and financial resources to environmental compliance as required by Hong Kong laws and regulations in the future. Apart from the daily cleaning procedures adopted by each of our hotpot restaurants, our Group also engaged external cleaning companies, which are independent third parties, to provide regular services for us, including pest control, garbage collection, carpet cleaning, aquarium cleaning and grease tank cleaning. The Group has also implemented policies to ensure that there is minimal waste from our business operations. For example, we equipped our hotpot restaurants with a multi-functional food washer to minimise the use of water. In addition, we also pay a sewage services charge which comprises a sewage charge and a trade effluent surcharge and the charge is based on the amount of water used. The sewage services charges were not exceeding HK\$100,000 (2021: approximately HK\$100,000) during the year ended 31 March 2022. Our Directors are of the opinion that the cost of compliance with the applicable environmental laws and regulations for the year ended 31 March 2022 to be immaterial.

獲准許的彌償保證條文

根據組織章程細則第164(1)條，本公司董事就彼等或彼等中任何一方在其各自任期內就或因履行其職責或信託或預期職責或信託進行及作出的任何行為或不作為而可能引致或蒙受的一切訴訟、成本、費用、虧損、損害及開支可獲得以本公司資產及溢利作出的彌償保證及確保其免受損害。有關條文於截至2022年3月31日止整個年度一直有效，且目前仍然有效。本公司已就針對董事提起的法律訴訟安排適當的董事責任保險保障。

董事薪酬

董事酬金經股東在股東大會通過。其他薪酬乃由董事會參考董事的職責、責任以及本集團的表現及業績所釐定。

環境政策及表現

我們在香港經營火鍋店須遵守香港政府頒佈的環保法律及規例。本集團致力遵守香港法律及規例所要求經營及財務資源須符合環保的規定。除了我們每間火鍋店採用的日常清潔程序外，本集團亦委聘外部清潔公司（為獨立第三方）為我們提供定期服務，包括滅蟲、垃圾收集、地毯清洗、魚缸清洗及油箱清洗。本集團亦已實施政策以確保我們的業務營運產生最少廢物。舉例而言，我們為火鍋店設置了多功能食品清洗機，以減少用水。此外，我們亦支付污水處理服務費，包括排污費及工商業污水附加費，而收費乃根據用水量計算。截至2022年3月31日止年度，污水處理服務費不超過100,000港元（2021年：約100,000港元）。董事認為截至2022年3月31日止年度遵守適用環境法律及法規的成本微乎其微。

Directors' Report

董事會報告書

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 five months after end of the financial year.

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting date of 31 March 2022 has been disclosed in Management Discussion and Analysis section of this annual report. Save as disclosed therein and elsewhere in this annual report, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2022 and up to the date of this report.

AUDITORS

HLB Hodgson Impey Cheng Limited resigned as the auditor of the Company with effect from 28 March 2022 and Mazars CPA Limited has been appointed as the new auditor of the Company with effect from 28 March 2022 for the year ended 31 March 2022 to fill the casual vacancy and to hold office until the conclusion of the next annual general meeting. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Mazars CPA Limited as auditor of the Company.

On behalf of the Board

Chow Yik

Chairman and Executive Director

Hong Kong, 24 June 2022

環境、社會及管治報告

一份獨立的环境、社會及管治報告預期將會不遲於財政年度末後的五個月內在聯交所網站及本公司網站刊發。

報告期後事項

報告日期2022年3月31日後事項的詳情已披露於本年報管理層討論及分析章節。除本報告及本年報其他地方所披露者外，董事並無知悉已於2022年3月31日後及直至本報告日期發生並須作出披露之任何重大事件。

核數師

國衛會計師事務所有限公司由2022年3月28日起辭任本公司核數師，而中審眾環（香港）會計師事務所有限公司由2022年3月28日起獲委任為本公司截至2022年3月31日止年度之新核數師，以填補臨時空缺並任職至下屆股東週年大會結束為止。一項有關續聘中審眾環（香港）會計師事務所有限公司為本公司核數師之決議案將於本公司應屆股東週年大會上予以提呈。

代表董事會

周翊

主席兼執行董事

謹啟

香港，2022年6月24日

Independent Auditors' Report

獨立核數師報告



MAZARS CPA LIMITED
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TO THE MEMBERS OF CBK HOLDINGS LIMITED
(Incorporated in Cayman Islands with limited liability)

致國茂控股有限公司全體股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of CBK Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 83 to 191, which comprise the consolidated statement of financial position at 31 March 2022, 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 financial position of the Group at 31 March 2022, and of its financial performance and 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 “*Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements*” section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

吾等已審核載於第83頁至第191頁國茂控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表,包括於2022年3月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

吾等認為,綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實公平地反映了 貴集團於2022年3月31日的財務狀況及截至該日止年度的財務表現及其現金流量,並已按照香港公司條例披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「**香港審計準則**」)進行審核。吾等於該等準則下的責任於本報告「*核數師就審核綜合財務報表的責任*」一節中詳述。根據香港會計師公會的專業會計師道德守則(「**該守則**」),吾等獨立於 貴集團,及吾等已根據該守則履行其他道德責任。吾等相信,吾等所獲取的審核憑證充分和適當,可為吾等的意見提供基礎。

Independent Auditors' Report

獨立核數師報告

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.

關鍵審核事項

關鍵審核事項為根據吾等的專業判斷，對吾等審核本期綜合財務報表最為重要的事項。此等事項於吾等審核綜合財務報表及就此出具意見時一併處理，吾等不會就此等事宜另行提供意見。

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等之審核工作如何處理關鍵審核事項
Revenue recognition from the Group's restaurant operations 確認 貴集團餐廳營運的收益	
<p>We identified revenue recognition from restaurant operations as a key audit matter as revenue recognition is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income and material revenue transactions may be conducted in cash and/or occurred close to the end of the reporting period. 吾等已將自餐廳營運收益確認識別為關鍵審核事項，因為收益確認對綜合損益及其他全面收益表而言數字重大，以及臨近報告期末可能以現金進行及／或發生重大收益交易。</p> <p>Related disclosures are included in Note 7 to the consolidated financial statements. 相關披露載於綜合財務報表附註7。</p>	<p>Our procedures, among others, included: 吾等的程序（其中包括）包括：</p> <ul style="list-style-type: none">• Obtaining an understanding of the Group's revenue recognition policy for the Group's restaurant operations; 了解 貴集團餐廳營運的 貴集團收益確認政策；• Obtaining an understanding of the business processes and key controls for validity of revenue recognition from restaurant operations and performing test of controls, on a sample basis; 了解餐飲業收入確認有效性的業務流程及關鍵監控，並抽樣進行控制測試；• Verifying the revenue from restaurant operations by reconciling revenue recognised for restaurant operations against daily sales reports and agreeing the amount with cash receipts and credit card settlements, on a sample basis; and 通過將餐廳業務確認的收入與每日銷售報告進行核對並使現金收據金額與信用卡結算金額兩者相符，抽樣核證餐廳業務的收入；及• Performing analytical review on the revenue by comparing with market trend, operating statistics and other financial data (e.g. costs of materials consumed) and considering the reasonableness. 通過與市場趨勢、運營統計及其他財務資料（如材料消耗成本）進行比較，對收入進行分析審查，並考慮其合理性。

Independent Auditors' Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等之審核工作如何處理關鍵審核事項
<p><i>Impairment of property, plant and equipment and right-of-use assets</i> 物業、廠房及設備以及使用權資產減值</p> <p>At 31 March 2022, the Group has property, plant and equipment of approximately HK\$11,525,000 and right-of-use assets of approximately HK\$5,547,000 relating to the Group's restaurant operations and food processing business. 於2022年3月31日，貴集團有關餐廳營運及食品加工業務的物業、廠房及設備以及使用權資產分別為約11,525,000港元及約5,547,000港元。</p>	<p>Our procedures, among others, included: 我們的程序(其中包括)包括：</p> <ul style="list-style-type: none">• Evaluating the competence, capabilities and objectivity of the Valuer engaged by the Group's management to assess the value-in-use of each cash-generating unit; 評核 貴集團管理層所委聘估值師在評估各現金產生單位的使用價值情況之技能、能力及客觀性；• Assessing and challenging the valuation methodologies adopted in the valuations with reference to the requirements of the prevailing accounting standards; 經參考現行會計準則之要求，評估及質疑於估值時所採用之估值方法；• Assessing the suitability of the source data as the basis for the valuation by comparing key financial information in the source data with the financial statements and operational forecast prepared by the Group's management; 透過將源數據之主要財務資料與財務報表及 貴集團管理層編製之經營預測進行比較，評估源數據是否適合作為估值基準；

Independent Auditors' Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等之審核工作如何處理關鍵審核事項
<p>The Group performed impairment assessment of property, plant and equipment and right-of-use assets and the Group's management engaged an independent professional valuer (the "Valuer") to assess the value in-use of property, plant and equipment and right-of-use assets of each cash-generating unit for the purpose of impairment assessment. The impairment assessment involves estimation by the Group's management in certain areas including the discount rate and the underlying cash flow projection based on the future market supply and demand conditions. Any changes in the management's estimates may result in significant financial impact to the Group.</p> <p>We have identified the impairment assessment on property, plant and equipment and right-of-use assets as a key audit matter due to significant estimates made by the Group's management in determining the recoverable amounts of the corresponding cash-generating units.</p>	<ul style="list-style-type: none"> Assessing the key assumptions underlying the operational forecasts by comparison with historical financial performance together with market and other externally available information; 透過比較歷史財務表現連同市場及其他從外部獲取之資料，評估有關經營預測之主要假設； Assessing the discount rates applied in the cash flow forecasts, by benchmarking against those of similar companies in the markets; 以市場上類似公司作為基準，評估現金流量預測所採用貼現率； Re-performing the management's calculations of the sensitivity of the key assumptions adopted in the cash flow forecasts and consider possible management bias in the selection of assumptions; and 重新進行管理層對現金流量預測所採用主要假設之敏感度計算及考慮選擇假設時管理層可能存在之偏見；及 Evaluating the sensitivity of impairment assessment to changes in key assumptions. 評估減值評估對關鍵假設變化的敏感性。
<p>Related disclosures are included in Notes 15 and 16 to the consolidated financial statements.</p> <p>貴集團對物業、廠房及設備以及使用權資產進行減值評估及 貴集團管理層已委聘獨立專業估值師（「估值師」）評估各現金產生單位的物業、廠房及設備以及使用權資產的使用價值，以進行減值評估。有關減值評估涉及 貴集團管理層於若干方面的估計，包括貼現率以及基於未來市場供求情況之相關現金流量預測。管理層估計之任何改變均可能會對 貴集團造成重大財務影響。</p>	
<p>吾等已識別對物業、廠房及設備以及使用權資產進行減值評估為關鍵審核事項，原因為 貴集團管理層於釐定相應現金產生單位之可回收金額時作出重大估計。</p>	
<p>相關披露載於綜合財務報表附註15及16內。</p>	

Independent Auditors' Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括 貴公司2022年年報中所包含的資料，惟不包括綜合財務報表及吾等就此發出的核數師報告。

吾等對綜合財務報表作出的意見並未涵蓋其他資料及吾等不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，吾等的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等於審核過程中獲悉的資料存在重大抵觸，或似乎存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為此其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實公平的綜合財務報表，董事亦負責採取其認為必要的內部控制，令綜合財務資料的編製不會因欺詐或差錯而引致重大錯誤陳述。

在編製綜合財務報表時，貴公司董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項。除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可靠的辦法，否則董事須採用以持續經營為基礎的會計法。

治理層負責監察 貴集團的財務報告流程。

Independent Auditors' Report

獨立核數師報告

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 auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.

核數師就審核綜合財務報表的責任

吾等的目標為合理確定整體綜合財務報表是否存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告僅向整體股東作出，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理確定屬於高層次的核證，惟不能擔保根據香港審計準則進行的審核總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據此等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

吾等根據香港審計準則進行審核的工作之一，是運用專業判斷，在整個審核過程中保持職業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證以為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對 貴集團內部控制的有效程度發表意見。

Independent Auditors' Report

獨立核數師報告

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

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

We communicate with those charged with governance 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.

核數師就審核綜合財務報表的責任 (續)

- 評估所用會計政策是否恰當，以及 貴公司董事所作出的會計估計及相關披露是否合理。
- 總結 貴公司董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表（包括資料披露）的整體呈報、架構及內容，以及綜合財務報表是否已公平地反映及列報相關交易及事件。
- 就 貴集團內各實體及業務活動的財務資料獲得充分而適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等就（其中包括）審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部控制的任何重大缺陷與治理層進行溝通。

Independent Auditors' Report

獨立核數師報告

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

We also provide those charged with governance 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 those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law and 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.

Mazars CPA Limited
Certified Public Accountants

Hong Kong, 24 June 2022

The engagement director on the audit resulting in this independent auditor's report is:

She Shing Pang
Practising Certificate number: P05510

核數師就審核綜合財務報表的責任 (續)

吾等亦向治理層提交聲明，確認吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及為消除威脅而採取的行動或應用的防範措施（如適用）與治理層進行溝通。

吾等從與治理層溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，並從而構成關鍵審核事項。除非法律及法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

中審眾環（香港）會計師事務所有限公司
執業會計師

香港，2022年6月24日

就本獨立核數師報告進行審核工作之委聘董事為：

余勝鵬
執業證書編號：P05510

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	7	27,302	12,634
Cost of inventories sold	已售存貨成本		(11,499)	(6,781)
Gross profit	毛利		15,803	5,853
Other revenue, other gain and loss	其他收益、其他收益及虧損	8	1,420	9,621
Employee benefit expenses	僱員福利開支	10	(19,419)	(7,656)
Depreciation	折舊		(6,572)	(3,502)
Property rentals and related expenses	物業租金及相關開支		(827)	(531)
Fuel and utility expenses	燃料及公用設施開支		(995)	(658)
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	15	(4,468)	(1,302)
Impairment loss of right-of-use assets	使用權資產之減值虧損	15	(2,902)	(3,685)
Administrative expenses	行政開支		(14,171)	(7,863)
Finance costs	融資成本	9	(1,010)	(472)
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損	10	(33,141)	(10,195)
Income tax expenses	所得稅開支	13	-	(111)
Loss for the year from continuing operations	來自持續經營業務之年內虧損		(33,141)	(10,306)
Discontinued operation	已終止經營業務			
Loss for the year from a discontinued operation	來自已終止經營業務之年內虧損	33, 34	(35,374)	-
Loss for the year	年內虧損		(68,515)	(10,306)
Other comprehensive loss for the year	年內其他全面虧損			
<i>Items that will be reclassified subsequently to profit or loss:</i>	<i>其後將重新分類至損益之項目：</i>			
Exchange difference on translation of foreign operations	換算海外業務之匯兌差額		(190)	-
			(68,705)	(10,306)
Loss for the year attributable to:	以下各項應佔年內虧損：			
Owners of the Company	本公司擁有人		(40,299)	(9,940)
Non-controlling interests	非控股權益		(28,216)	(366)
			(68,515)	(10,306)
Total comprehensive loss for the year attributable to:	以下各項應佔年內全面虧損總額：			
Owners of the Company	本公司擁有人		(40,468)	(9,940)
Non-controlling interests	非控股權益		(28,237)	(366)
			(68,705)	(10,306)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
			(adjusted) (經調整)
From continuing and discontinued operations			
來自持續及已終止 經營業務			
Loss per share			
每股虧損	14		
Basic (Hong Kong cents)		(14.74)	(7.98)
Diluted (Hong Kong cents)		(14.74)	(7.98)
			(adjusted) (經調整)
From continuing operations			
來自持續經營業務			
Loss per share			
每股虧損			
Basic (Hong Kong cents)		(10.30)	(7.98)
Diluted (Hong Kong cents)		(10.30)	(7.98)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2022 於2022年3月31日

		Note	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	11,525	2,564
Right-of-use assets	使用權資產	16	5,547	4,857
Interest in a joint venture	於合營企業之權益	32	–	–
Deposit paid for acquisition of a subsidiary	收購一間附屬公司的 已付按金	32	–	5,000
Non-current deposits	非即期按金	19	1,476	2,470
			18,548	14,891
Current assets	流動資產			
Inventories	存貨	17	127	56
Trade receivables	貿易應收款項	18	1,654	111
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項	19	10,314	3,665
Amount due from non-controlling interests	應收非控股權益款項	20	367	1,296
Cash and cash equivalents	現金及現金等價物	21	5,723	17,265
			18,185	22,393
Current liabilities	流動負債			
Trade payables	貿易應付款項	22	1,904	1,372
Accruals and other payables	應計費用及其他應付款項	23	5,617	4,892
Amount due to non-controlling interests	應付非控股權益款項	20	474	–
Lease liabilities	租賃負債	16	4,976	1,842
			12,971	8,106
Net current assets	流動資產淨值		5,214	14,287
Total assets less current liabilities	資產總值減流動負債		23,762	29,178
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	16	3,970	2,858
Deferred tax liabilities	遞延稅項負債	24	111	111
			4,081	2,969
Net assets	資產淨值		19,681	26,209

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 March 2022 於2022年3月31日

		Note	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		附註		
Capital and reserves	資本及儲備			
Share capital	股本	25	3,888	14,400
Reserves	儲備		18,932	9,975
Equity attributable to owners of the Company	本公司擁有人應佔權益		22,820	24,375
Non-controlling interests	非控股權益	28	(3,139)	1,834
Total equity	權益總額		19,681	26,209

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 24 June 2022 and are signed on its behalf by:

綜合財務報表已於2022年6月24日獲董事會批准及授權刊發，並經由下列人士代表簽署：

Chow Yik
周翊
Director
董事

Chan Lap Ping
陳立平
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益							Non-controlling interests	Total equity
		Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	Accumulated losses	Sub-total	非控股權益	權益總額
		股本	股份溢價	合併儲備	匯兌儲備	購股權儲備	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020	於2020年4月1日	12,000	56,198	591	-	-	(41,225)	15,564	-	27,564
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	-	-	-	-	-	(9,940)	(9,940)	(366)	(10,306)
Transactions with owners	與擁有人之交易									
<i>Contributions and distributions</i>	<i>注資及分派</i>									
Proceeds from placing of new shares (Note 25)	配售新股份所得款項 (附註25)	2,400	4,560	-	-	-	-	4,560	-	6,960
Issuing expenses of placing of new shares (Note 25)	配售新股份的發行開支 (附註25)	-	(209)	-	-	-	-	(209)	-	(209)
<i>Changes in ownership interests</i>	<i>所有權益變動</i>									
Capital injection from non-controlling interests of a subsidiary	附屬公司非控股權益注資	-	-	-	-	-	-	-	2,200	2,200
Total transactions with owners	與擁有人之交易	2,400	4,351	-	-	-	-	4,351	2,200	8,951
At 31 March 2021	於2021年3月31日	14,400	60,549	591	-	-	(51,165)	9,975	1,834	26,209

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2022 截至2022年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital	Share premium	Merger reserve	Exchange reserve	Share option reserve	(Accumulated losses) Retained earnings (累計虧損)	Sub-total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	合併儲備 HK\$'000 千港元 (Note) (附註)	匯兌儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元 (Note 31) (附註31)	保留盈利 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 April 2021	於2021年4月1日	14,400	60,549	591	-	-	(51,165)	9,975	1,834	26,209
Loss for the year	年內虧損	-	-	-	-	-	(40,299)	(40,299)	(28,216)	(68,515)
Other comprehensive loss	其他全面虧損									
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後將重新分類至損益之項目:</i>									
Exchange difference on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	(169)	-	-	(169)	(21)	(190)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(169)	-	(40,299)	(40,468)	(28,237)	(68,705)
Transactions with owners	與擁有人之交易									
<i>Contributions and distributions</i>	<i>注資及分派</i>									
Issue of shares upon rights issue (Note 25(c))	於供股時發行股份 (附註25(c))	21,600	15,119	-	-	-	-	15,119	-	36,719
Transaction costs attributable to shares issued upon rights issue (Note 25(c))	於供股時發行股份應佔之交易成本 (附註25(c))	-	(2,214)	-	-	-	-	(2,214)	-	(2,214)
Issue of shares upon placing (Note 25(d))	於配售時發行股份 (附註25(d))	2,880	576	-	-	-	-	576	-	3,456
Transaction costs attributable to shares issued upon placings (Note 25(d))	於配售時發行股份應佔之交易成本 (附註25(d))	-	(69)	-	-	-	-	(69)	-	(69)
Reduction of share capital and share premium (Note 25(e))	削減股本及股份溢價 (附註25(e))	(34,992)	(73,961)	-	-	-	108,953	34,992	-	-
Recognition of equity-settled share-based payment expenses	確認以股權結算股份為基礎之付款開支	-	-	-	-	1,068	-	1,068	-	1,068
Changes in ownership interests	所有權權益變動									
Non-controlling interests arising on incorporation of a subsidiary	註冊成立一間附屬公司所產生的非控股權益	-	-	-	-	-	-	-	5	5
Acquisition of a subsidiary (Note 35)	收購一間附屬公司 (附註35)	-	-	-	-	-	-	-	9,608	9,608
Deconsolidation of a subsidiary (Note 33)	取消綜合入賬一間附屬公司 (附註33)	-	-	-	23	-	-	23	13,651	13,674
Disposal of subsidiaries	出售附屬公司	-	-	(70)	-	-	-	(70)	-	(70)
		(10,512)	(60,549)	(70)	23	1,068	108,953	49,425	23,264	62,177
At 31 March 2022	於2022年3月31日	3,888	-	521	(146)	1,068	17,489	18,932	(3,139)	19,681

Note:

The merger reserve represented the difference between the nominal value of the share capital of the subsidiaries acquired as a result of corporate reorganisation and the nominal value of the share capital of the Company issued in exchange thereof.

附註:

合併儲備乃指因公司重組所收購附屬公司之股本面值與本公司為交換該等股本而發行之股本面值之差額。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Cash flows from operating activities			
Loss before tax			
Continuing operations		(33,141)	(10,195)
Discontinued operation	34	(34,658)	–
Adjustments for:	就以下各項調整：		
Bank interest income	銀行利息收入	–	(82)
Covid-19-related rent concessions	新型冠狀病毒一有關 租金寬減	–	(306)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,039	768
Depreciation of right-of-use assets	使用權資產折舊	4,373	2,733
Finance costs	融資成本	1,255	472
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 收益	–	(6)
Gain on lease modifications	租賃修訂收益	–	(6,291)
Impairment loss of property, plant and equipment	物業、廠房及設備之 減值虧損	19,210	1,302
Impairment loss of right-of-use assets	使用權資產之減值虧損	9,336	3,685
Impairment loss of amount due from a joint venture	應收一間合營企業款項 之減值虧損	2,136	–
Impairment loss of inventories	存貨之減值虧損	21,982	–
Impairment of goodwill	商譽減值	702	–
Net gain on deconsolidation of a subsidiary	取消綜合入賬一間附屬 公司產生之收益淨額	(14,888)	–
Equity-settled share-based payment expenses	以股權結算股份付款之 開支	1,068	–
Loss on written-off of property, plant and equipment	物業、廠房及設備之 撇銷虧損	–	821
Operating cash flows before movements in working capital	營運資金變動前經營 現金流量	(18,586)	(7,099)
Changes in working capital:	營運資金變動：		
Inventories	存貨	45,778	(32)
Trade receivables	貿易應收款項	125,225	(106)
Deposits, prepayments and other receivables	按金、預付款項及其他 應收款項	14,920	(1,464)
Amount due to a related company	應付一間關聯公司款項	–	(33)
Trade payables	貿易應付款項	(188,326)	937
Accruals and other payables	應計費用及其他應付 款項	(2,474)	(4,139)
Cash used in operations	經營所用現金	(23,463)	(11,936)
Tax paid	已付稅項	(716)	–
Net cash used in operating activities	經營活動所用現金淨額	(24,179)	(11,936)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2022 截至2022年3月31日止年度

	Note 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Cash flows from investing activities			
Net cash outflow from acquisition of a subsidiary	35	(4,869)	–
Net cash outflow from deconsolidation of a subsidiary	33	(639)	–
Interest received		–	82
Proceed from disposal of property, plant and equipment		–	22
Purchases of property, plant and equipment		(16,081)	(2,835)
Deposit paid for acquisition of a subsidiary		–	(5,000)
Net cash used in investing activities		(21,589)	(7,731)
Cash flows from financing activities			
Proceeds from shares issued upon placings	25(d)	3,456	6,960
Transaction costs attributable to shares issued upon placing	25(d)	(69)	(209)
Proceeds from shares issued upon rights issue	25(c)	36,719	–
Transaction costs attributable to shares issued upon rights issue	25(c)	(2,214)	–
Payments of lease liabilities	29	(4,128)	(4,814)
Capital injection from non-controlling interests		5	2,200
Interest paid		(623)	–
Inception of other borrowings		5,500	–
Repayment of other borrowings		(5,500)	–
Increase in amount due to non-controlling interests		474	–
Decrease (Increase) in amount due from non-controlling interests		929	(1,296)
Net cash from financing activities		34,549	2,841
Net decrease in cash and cash equivalents		(11,219)	(16,826)
Cash and cash equivalents at the beginning of the year		17,265	34,091
Effect of foreign exchange rate changes, net		(323)	–
Cash and cash equivalents at the end of the year, represented by cash and bank balances		5,723	17,265

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

1. CORPORATE INFORMATION

CBK Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 8 September 2016 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business in Hong Kong has changed from Room 1501, 15/F, Vanta Industrial Centre, 21–33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong to Unit 3205, 32/F, West Tower Shun Tak Centre, No. 168-200 Connaught Road Central, Hong Kong since September 2021.

The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company is an investment holding company and the Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the provision of catering services in Hong Kong, and processing and sales of food in Hong Kong and were previously engaged in the manufacture and sales of frozen aquatic products in People’s Republic of China (the “**PRC**”). The principal activities of its subsidiaries are set out in Note 28 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollar (“**HK\$**”), which is also the functional currency of the Company, and all amounts are rounded to the nearest thousands (“**HK\$’000**”), unless otherwise stated.

1. 公司資料

國茂控股有限公司(「**本公司**」)於2016年9月8日根據開曼群島法例第22章公司法(1961年法例三,經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands,而本公司於香港的主要營業地點已由香港新界葵涌大連排道21–33號宏達工業中心15樓1501室更改為香港干諾道中168-200號信德中心西座32樓3205室。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司為一間投資控股公司以及本公司及其附屬公司(統稱「**本集團**」)於香港主要從事提供餐飲服務及食品加工及銷售,而先前於中華人民共和國(「**中國**」)從事生產及銷售冷凍水產品。其附屬公司之主要活動載於綜合財務報表附註28。

除另有說明者外,綜合財務報表以港元(「**港元**」)呈列,港元亦為本公司的功能貨幣,所有金額均四捨五入至最接近的千元(「**千港元**」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

2. STATEMENT OF COMPLIANCE

Amendments to HKFRSs that are mandatorily effective for the current year

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”).

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as detailed in Note 3 to the consolidated financial statements.

A summary of the significant accounting policies adopted by the Group is set out in Note 3 to the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Adoption of new/revised HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs:

Amendments to HKAS 39, HKFRSs 4, 7, 9 and 16	Interest Rate Benchmark Reform – Phase 2
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2. 合規聲明

本年度強制生效的香港財務報告準則修訂本

本綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，包括所有個別適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港《公司條例》之披露規定編製。本綜合財務報表亦遵守聯交所GEM證券上市規則（「GEM上市規則」）之適用披露規定。

本綜合財務報表以與2021年綜合財務報表所採納之會計政策一致基準編製，惟採用綜合財務報表附註3所載列對本集團相關且於本年度起生效之新訂／經修訂香港財務報告準則除外。

本集團所採納的主要會計政策概要載於綜合財務報表的附註3。

3. 主要會計政策

採納新訂／經修訂香港財務報告準則

本集團已首次應用以下新訂／經修訂香港財務報告準則：

香港會計準則第39號、 香港財務報告準則 第4號、第7號、第9號 及第16號的修訂本	利率基準改革— 第二階段
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Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of new/revised HKFRSs (Continued)

Amendments to HKAS 39, HKFRSs 4, 7, 9 and 16: Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the “**Reform**”). The amendments complement those issued in November 2019 and relate to:

- changes to contractual cash flows – a company will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate;
- hedge accounting – a company will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and
- disclosures – a company will be required to disclose information about new risks arising from the reform and how it manages the transition to alternative benchmark rates.

The adoption of the above amendments does not have any significant impact on the consolidated financial statements.

3. 主要會計政策 (續)

採納新訂／經修訂香港財務報告準則 (續)

香港會計準則第39號、香港財務報告準則第4號、第7號、第9號及第16號的修訂本：利率基準改革－第二階段

該等修訂本解決了公司因利率基準改革(「**改革**」)而以替代基準利率取代舊利率基準時可能對財務報告造成影響的問題。該等修訂本對在2019年11月頒佈的修訂作出補充，並與以下各項有關：

- 合約現金流變動—公司將毋須就改革要求的變動而終止確認或調整金融工具賬面值，惟須更新實際利率以反映改用替代基準利率；
- 對沖會計—如對沖符合其他對沖會計基準，公司將毋須僅因改革所要求的變動而終止對沖會計；及
- 披露—公司將須披露有關改革產生的新增風險及如何管理過渡至替代基準利率的資料。

採納上述修訂本不會對綜合財務報表造成任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using the merger accounting.

In the Company's statement of financial position which is presented within these notes, investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

3. 主要會計政策 (續)

附屬公司

附屬公司指本集團有權控制其財務及營運政策，且一般擁有其過半數投票權之持股量之所有實體（包括特殊的實體）。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換之潛在投票權及其影響。

本集團收購附屬公司時，如符合業務合併，即會採用購買會計處理法入賬，除非該收購符合共同控制合併，即會使合併處理法入賬。

於本公司在該等附註內呈列的財務狀況表中，於附屬公司之投資乃以成本扣除減值列賬。成本包括投資直接應佔成本。附屬公司之業績按已收股息及應收股息為基準由本公司入賬。

當收到附屬公司之投資的股息時，倘股息超出附屬公司在宣派股息期間之全面收入總額，或在獨立財務報表之投資賬面值超出被投資方淨資產（包括商譽）在綜合財務報表之賬面值時，則必須對有關投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement 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 owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interests having a deficit balance.

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

3. 主要會計政策 (續)

綜合基準

綜合財務報表包括本公司及本公司控制的實體及其附屬公司的財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及其他全面收益各項目均歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致結餘為負數的非控股權益。

必要時會調整附屬公司財務報表以使其會計政策與本集團會計政策一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

3. 主要會計政策 (續)

綜合基準 (續)

所有集團內公司間資產及負債、權益、收入、開支及現金流(與本集團成員公司間之交易有關)均於綜合賬目時予以全數對銷。

附屬公司非控股權益與本集團於其中的權益分開呈列，指賦予其持有人權利於附屬公司清盤時按比例分佔相關附屬公司資產淨值之現時所有權權益。

並無導致本集團失去對一間附屬公司控制權的擁有權權益變動，乃作為權益交易入賬。控股權益與非控股權益的賬面值會作出調整，以反映彼等於附屬公司相關權益的變動。非控股權益的調整金額與已付或已收代價公平值兩者間的任何差額，直接於權益確認並歸屬於本公司擁有人。

當本集團失去對附屬公司之控制權時，出售之溢利或虧損按(i)失去控制權當日釐定之已收代價公平值及任何保留權益公平值總額；(ii)失去控制權當日資產(包括商譽)的賬面值及附屬公司的負債及任何非控股權益之間的差額計算。先前就已出售附屬公司於其他全面收入確認之金額，會按猶如母公司已直接出售相關資產或負債之所需相同基準入賬。自失去控制權當日起，於前附屬公司保留之任何投資及該前附屬公司所結欠或應收之任何金額，入賬列為金融資產、聯營公司、合營企業或其他(如適用)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair value of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are principally recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets and liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 and HKAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed at acquisition date. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a gain on bargain purchase.

3. 主要會計政策 (續)

業務合併

收購業務採用收購法入賬。業務合併之轉撥代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原擁有人產生之負債及本集團於交換被收購方之控制權發行之股權之收購日期公平值總額。有關收購之費用於產生時一般於損益中確認。

於收購日期，所收購之可識別資產及所承擔之負債主要按公平值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產及負債，分別根據香港會計準則第12號及香港會計準則第19號確認並計量；
- 與被收購方以股份為基礎之付款安排或以本集團訂立以股份為基礎之付款安排取代被收購方以股份為基礎之付款安排相關之負債或股本工具乃於收購日期根據香港財務報告準則第2號計量；及
- 根據香港財務報告準則第5號分類為持作出售之資產（或出售組別）根據該準則計量。

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額，以及收購方以往持有之被收購方股權之公平值（如有）之總和，減所收購之可識別資產及所承擔負債於收購日期之淨值後，所超出之差額計值。倘經過重新評估後，所收購之可識別淨資產與所承擔負債之收購日期淨額高於轉撥之代價、非控股權益於被收購方中所佔金額及收購方先前持有被收購方之權益之公平值（如有）之總和，則差額即時於損益內確認為議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Non-controlling interests that are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction by-transaction basis. Other types of non-controlling interests are measured at their fair value.

Joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is a contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The Group reassesses whether it has joint control of an arrangement and whether the type of joint arrangement in which it is involved has changed, if facts and circumstances change.

The Group's investment in a joint venture is accounted for under the equity method of accounting, except when the investment or a portion thereof is classified as held for sale. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long term interests that, in substance, form part of the Group's net investment in the investee.

3. 主要會計政策 (續)

業務合併 (續)

非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值計量。

合營企業

合營企業為一項合營安排，據此對安排擁有共同控制權的各方對該安排的淨資產享有權利。合營安排是由兩方或多方擁有共同控制之安排。共同控制是指按照合約約定作分享控制權的安排，共同控制僅在當相關活動要求共同享有控制權的各方作出一致決定時出現。倘有事實及情況出現變化，本集團將重新評估其是否有共同控制此安排，以及其涉及的合營安排之類型是否改變。

本集團於一間合營企業之投資按權益法認列，惟倘該投資或其部分被分類為持作出售除外。根據權益法，投資最初以成本入賬，然後就本集團應佔被投資公司淨資產在收購後的變動及有關投資的任何減值虧損作出調整。除本集團已產生法定或推定責任或替該被投資公司作出付款時外，當本集團應佔被投資公司之虧損相等於或超出其於該被投資公司之賬面金額，當中包括任何實質的長期權益，本集團會中止認列應佔虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Discontinued operations

A discontinued operation is a component of the Group that comprises operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group. It represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs when the operation is abandoned.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, 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.

3. 主要會計政策 (續)

已終止經營業務

已終止經營業務為本集團業務其中一部分，就經營及財務報告目的而言，其經營及現金流量可與本集團其他部分明確區分。其代表一個獨立主要業務或業務地區；或屬出售獨立主要業務或業務地區之單一協調計劃之一部分；或為僅為轉售而收購之附屬公司。已終止經營業務於出售時或（如較早）有關營運符合分類為持作出售之條件時進行分類。廢除營運時亦產生已終止經營業務。

物業、廠房及設備

物業、廠房及設備為持有用作生產或提供貨物或服務或作行政用途的有形資產。物業、廠房及設備在綜合財務狀況表中乃按其成本減去其後累計折舊及其後累計減值虧損（如有）列賬。

資產成本包括購入價及將該項資產達至運作狀態及地點作擬定用途的任何直接應佔成本。物業、廠房及設備投入運作後產生諸如維修保養等開支，通常於其產生期間自損益扣除。倘能清楚顯示開支能增加預期使用物業、廠房及設備所獲取的未來經濟利益，則有關開支將撥充為該資產的額外成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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:

Leasehold improvements	Over the shorter of lease terms or 20%
Furniture and fixtures	20%
Catering and other equipment	20%
Machinery and equipment	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.

Impairment of property, plant and equipment and right-of-use 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 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 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 ("CGU") to which the asset belongs.

3. 主要會計政策 (續)

物業、廠房及設備 (續)

折舊乃以撇銷資產的成本減其剩餘價值按使用年期以直線法予以確認。估計可使用年期、剩餘價值及折舊方法於各報告期結束時檢討，任何估計變動的影響按前瞻基準入賬。主要年率如下：

租賃物業裝修	按租期或20% (以較短者為準)
傢俬及固定裝置	20%
餐飲及其他設備	20%
機器及設備	20%

物業、廠房及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時終止確認。因物業、廠房及設備項目出售或報廢而產生的任何盈虧釐定為銷售所得款項與該資產賬面值的差額，並於損益確認。

物業、廠房及設備以及使用權資產減值

於各報告期結束時，本集團審閱其物業、廠房及設備以及使用權資產的賬面值，以決定是否有任何跡象顯示該等資產出現減值虧損。如出現任何該等跡象，則估計資產的可收回金額以釐定減值虧損(如有)程度。

物業、廠房及設備以及使用權資產的可收回金額乃作個別估計。倘不可能個別估計可收回金額，本集團會估計該資產所屬的現金產生單位(「現金產生單位」)的可收回金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of property, plant and equipment and right-of-use assets (Continued)

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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 (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) 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 CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. 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-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. 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 CGUs. An impairment loss is recognised immediately in profit or loss.

3. 主要會計政策 (續)

物業、廠房及設備以及使用權資產減值 (續)

此外，本集團對是否有跡象顯示企業資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，企業資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的最小現金產生單位組別。

可收回金額為公平值減出售成本與使用價值的較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率貼現至其現值，該貼現率反映目前市場對貨幣時間價值的評估及估計未來現金流量未經調整資產（或現金產生單位）的獨有風險。

倘若一項資產（或現金產生單位）的可收回金額估計低於其賬面值，則該項資產（或現金產生單位）的賬面值將被調低至其可收回金額。就未能按合理一致基準分配至現金產生單位的企業資產或一部分企業資產而言，本集團會將一組現金產生單位的賬面值（包括分配至該現金產生單位組別的企業資產或一部分企業資產的賬面值）與該組現金產生單位的可收回金額作比較。分配減值虧損時，減值虧損首先作出分配以調低任何商譽賬面值（如適用），再根據各資產於單位或現金產生單位組別的賬面值，按比例分配至其他資產。資產賬面值不得下調至低於以下最高者：其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零。另行分配至資產的減值虧損金額按單位或現金產生單位組別的其他資產所佔比例分配。減值虧損即時於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of property, plant and equipment and right-of-use assets (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) 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 a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated selling price for inventories less all costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

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.

3. 主要會計政策 (續)

物業、廠房及設備以及使用權資產減值 (續)

倘減值虧損其後撥回，該項資產（或現金產生單位或現金產生單位組別）的賬面值則須增至其經修訂的估計可收回金額，惟增加後的賬面值不得超過若在以往年度該項資產（或現金產生單位或現金產生單位組別）並無確認減值虧損而釐定的賬面值。減值虧損撥回即時於損益確認。

存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本乃按先入先出基準釐定。可變現淨值乃基於估計售價減任何存貨估計售價減銷售所需所有成本釐定。

當出售存貨時，該等存貨之賬面值於有關收入確認之期間確認為開支。任何撇減存貨至可變現淨值及存貨之所有虧損於撇減或產生虧損之期間確認為開支。任何存貨撇減的撥回金額確認為撥回發生期間確認為開支的存貨金額的減少。

金融工具

金融資產及金融負債乃當集團實體成為工具合約條文的訂約方時確認。所有日常金融資產買賣於交易日確認及終止確認。日常買賣指須在市場規則或慣例訂定的時間內交收資產的金融資產買賣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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.

3. 主要會計政策 (續)

金融工具 (續)

除客戶合約所得貿易應收款項初步根據香港財務報告準則第15號計量外，金融資產及金融負債最初以公平值計量。因收購或發行金融資產及金融負債而直接產生的交易成本於首次確認時新增至金融資產或金融負債的公平值或自該等價值扣除（如適用）。

實際利率法乃計算金融資產或金融負債的攤銷成本及按有關期間攤分利息收入及利息開支的方法。實際利率為初步確認時按金融資產或金融負債的估計年期或（如適用）較短期間準確貼現估計未來現金收入及付款（包括所有構成實際利率組成部分的已付或已收費用及點數、交易成本及其他溢價或折讓）至賬面淨值之利率。

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產隨後按攤銷成本計量：

- 金融資產以業務模式持有，其目的是持有以收取合約現金流量；及
- 合約條款在指定日期產生現金流量，該現金流量僅為未償還本金的本金及利息支付。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. 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.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, deposits, other receivables, amount due from non-controlling interests, amount due from a joint venture and cash and cash equivalents) which are subject to impairment under HKFRS 9. The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產的分類及其後計量 (續)

攤銷成本及利息收入

就其後按攤銷成本計量的金融資產及債務工具而言，利息收入乃使用實際利率法確認。利息收入透過將實際利率應用於金融資產賬面總值計算，惟其後出現信貸減值的金融資產除外。就隨後出現信貸減值的金融資產而言，利息收入乃透過對金融資產於下個報告期的攤銷成本應用實際利率予以確認。倘已予信貸減值的金融工具的信貸風險減低，使有關金融資產不再出現信貸減值，則利息收入乃透過對金融資產於有關資產獲確定不再出現信貸減值後的報告期開始起的賬面總值應用實際利率予以確認。

金融資產減值

本集團根據香港財務報告準則第9號對須予進行減值的金融資產（包括貿易應收款項、按金、其他應收款項、應收非控股權益款項、應收一間合營企業款項以及現金及現金等價物）使用預期信貸虧損（「**預期信貸虧損**」）模型進行減值評估。預期信貸虧損金額於各報告期末更新，以反映自首次確認以來信貸風險的變化。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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 end of the reporting period. 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 period as well as the forecast of future conditions.

The Group always recognise lifetime ECL for trade receivables without significant financing component. The ECL on these assets are assessed individually for credit card trade receivables and collectively for corporate customers using a provision matrix with past due status grouping.

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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

全期預期信貸虧損指相關工具的預計年期內所有可能的違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預期於報告期末後12個月內可能發生的違約事件導致的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗進行，並就債務人特有的因素、整體經濟狀況以及對報告期的當前狀況及未來狀況預測的評估作出調整。

本集團一直就並無重大融資成分的貿易應收款項確認全期預期信貸虧損。該等資產的預期信貸虧損乃使用基於到期情況分類之撥備矩陣，就信用卡貿易應收款項進行個別評估，以及就企業客戶進行整體評估。

對於所有其他工具，本集團計量等於12個月預期信貸虧損的虧損撥備，除非自首次確認以來信貸風險大幅增加，於該情況下本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃基於自首次確認以來發生違約的可能性或風險是否大幅增加而定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(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 at the end of the reporting period 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 increased 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; or
- 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加

於評估自首次確認以來信貸風險是否大幅增加時，本集團將金融工具於報告期末發生的違約風險與該金融工具於首次確認日期發生的違約風險進行比較。進行此評估時，本集團會考慮合理且有理據的定量及定性資料，包括過往經驗及無需付出不必要的成本或努力而可獲得的前瞻性資料。

特別是，在評估信貸風險是否大幅增加時會考慮以下資料：

- 金融工具的外部（如有）或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，如信貸息差的顯著增加及債務人的信貸違約掉期價；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期顯著惡化；或
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期顯著不利變動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. 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.

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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

不論上述評估結果如何，本集團假設合約付款逾期超過30日後信貸風險自初始確認以來顯著上升，除非本集團有合理及具支持性的資料說明其他情況。

本集團定期監控用於識別信貸風險是否大幅增加的準則有效性，並在適當情況下作出修訂，以確保該準則能在款項逾期前識別其信貸風險已大幅增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向其債權人（包括本集團）還款時發生。

不論上文所述，本集團認為，倘金融資產逾期超過90天，則已發生違約，除非本集團有合理且有理據的資料證明更滯後的違約標準屬更合適。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 出現信貸減值的金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響的違約事件時，該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 由於與借款人財務困難相關的經濟或合約原因，借款人的貸款人已向借款人授出貸款人在其他情況下概不考慮的特許權；
- 借款人可能將進行破產程序或其他財務重組；或
- 因財務困難而導致該金融資產失去活躍市場。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. 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 one year 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 and 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iv) 撇銷政策

當有資料顯示交易對手有嚴重財政困難及實際上並無收回的可能(例如交易對手被清盤或已進入破產程序時),或就貿易應收款項而言,當金額已逾期超過一年(以較早發生者為準)時,本集團會將金融資產撇銷。經計及在適當情況下的法律意見後,已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後收回的任何款項於損益內確認。

(v) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據歷史數據及前瞻性資料進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額,其乃根據加權的相關違約風險而釐定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸虧損,並按無須花費不必要成本或精力即可獲取的前瞻性資料進行調整。

一般而言,預期信貸虧損即根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額,並按初步確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Lifetime ECL for certain 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.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 計量及確認預期信貸虧損 (續)

若干貿易應收款項的全期預期信貸虧損乃經考慮逾期資料及相關信貸資料(如前瞻性宏觀經濟資料)後按整體基準考慮。

對於整體評估,本集團在確定分組時考慮了以下特徵:

- 逾期狀況;
- 債務人的性質、規模及行業;及
- 外部信貸評級(如有)。

歸類工作經管理層定期檢討,以確保各組別成分繼續具有類似信貸風險特點。

利息收入乃基於金融資產的賬面總值計算,除非金融資產已出現信貸減值,在該情況下利息收入則按金融資產的攤銷成本計算。

本集團透過調整賬面值而於損益內確認所有金融工具的減值收益或虧損,惟貿易應收款項的相應調整乃透過虧損撥備賬目確認除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. 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.

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.

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 Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities (including amount due to a related company, trade payables, accruals and other payables (excluding receipt in advance) and lease liabilities) 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.

3. 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認金融資產

本集團僅在從資產收取現金流量的合約權利屆滿時，方會終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之間的差額於損益內確認。

金融負債及股本工具

分類為債務或股本

債務及一間集團實體發行的股本工具根據合約安排性質以及金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明實體資產經扣除其全部負債後的剩餘權益的任何合約。本公司發行的股本工具按已收所得款項扣除直接發行成本確認。

金融負債

金融負債 (包括應付一間關聯公司款項、貿易應付款項、應計費用及其他應付款項 (不包括預收款項) 及租賃負債) 隨後使用實際利率法按攤銷成本計量。

終止確認金融負債

當及僅當本集團的責任遭解除、註銷或屆滿時，方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間的差額於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Revenue from contracts with customers

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 of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time 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 or 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.

3. 主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

金融負債非重大修訂

就不會導致終止確認的金融負債非重大修訂，相關金融負債的賬面值將按金融負債原有實際利率貼現的經修訂合約現金流現值計算。所產生交易成本或費用調整至經修訂金融負債的賬面值及於餘下期間攤銷。任何金融負債賬面值的調整於修訂日期於損益確認。

客戶合約收益

當 (或隨) 本集團達成履約責任時 (即當與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時) 確認收益。

履約責任指一項獨特貨品或服務 (或一組貨品或服務) 或一連串大致相同的獨特貨品或服務。

貨品或服務的控制權可能隨時間或於某一時間點轉移。倘下列其中一項條件已達成，則貨品或服務的控制權隨時間轉移：

- 客戶同時收取及耗用本集團於履約時提供的利益；
- 本集團履約時創造或提升客戶隨著本集團履約時所控制的資產；或
- 本集團履約時並無創造一項本集團別有用途的資產，而本集團擁有可強制執行權利以就迄今已完成的履約獲得款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer.

Revenue from restaurant operations

The Group recognises revenue from restaurant operations which provides catering services. Revenue from restaurant operations is recognised at a point in time when the services are rendered. A receivable is recognised by the Group when the services are rendered to the customers at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from sales and processing of food

Sale and processing of food are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

Revenue from sales of frozen aquatic products

Sale of frozen aquatic products in the PRC are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

3. 主要會計政策 (續)

客戶合約收益 (續)

否則，收益在客戶獲得獨特貨品或服務的控制權時按某一時間點確認。

收益乃基於客戶合約特定的代價計量。本集團在其將產品或服務的控制權轉移予客戶時確認收益。

來自餐廳營運的收益

本集團確認來自提供餐飲服務的餐廳營運的收益。來自餐廳營運的收益於提供服務的某一時間點確認。本集團在服務提供予客戶而收取代價的權利成為無條件時確認應收款項，乃由於到期付款前僅須待時間過去。

來自銷售及加工食品之收益

銷售加工食品於客戶取得所承諾資產控制權的某一時點確認，該時間一般為向客戶交付貨品及轉移所有權的時間。

來自銷售急凍水產之收益

於中國銷售急凍水產於客戶取得所承諾資產控制權的某一時點確認，該時間一般為向客戶交付貨品及轉移所有權的時間。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency HK\$ and majority of its subsidiaries used HK\$ as their functional currency, except for the subsidiaries operated in the People's Republic of China (the "PRC") which have Renminbi ("RMB") as their functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented, are translated at the closing rate at the end of the reporting period.
- Income and expenses for each statement of profit or loss and other comprehensive income are translated at the average exchange rates.
- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity.

3. 主要會計政策 (續)

外幣換算

本集團各實體之財務報表所列項目，乃按該實體經營所在之主要經濟環境貨幣(「功能貨幣」)計量。本公司之功能貨幣為港元，而其大部份附屬公司之功能貨幣為港元，惟於中華人民共和國(「中國」)經營業務的附屬公司的功能貨幣為人民幣(「人民幣」)。

外幣交易均按交易當日之現行滙率換算為功能貨幣。因上述交易結算及按結算日之滙率兌換以外幣列值之貨幣資產及負債而產生之滙兌損益，均於損益賬中確認。

在綜合賬目時，所有本集團各實體的業績及財務狀況的功能貨幣如有別於呈報貨幣(「海外業務」)，均按以下方式換算為呈報貨幣：

- 各項財務狀況表呈報資產及負債乃按報告期末的收市滙率換算。
- 各項損益及其他全面收益表之收入及開支乃按加權平均滙率換算。
- 所有從上述換算產生的滙兌差異及組成本集團海外業務投資淨額一部分的貨幣項目所產生的滙兌差異，乃確認為權益中的獨立部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised.
- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.
- On all other partial disposals, which includes partial disposal of associates or joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts (if any). For classification in the consolidated statement of financial position, cash equivalents represent assets similar in nature to cash and which are not restricted as to use.

3. 主要會計政策 (續)

外幣換算 (續)

- 出售海外業務時，包括出售本集團於海外業務的全部權益，出售涉及失去對擁有海外業務的附屬公司的控制權，或部分出售擁有海外業務的合營安排或聯營公司的權益使得保留權益不再按權益法入賬。有關該海外業務於其他綜合收益以及累計在權益內的獨立項內的累計匯兌差額則在列賬出售損益時重新分類至損益。
- 部分出售本集團於包含海外業務（並無令本集團失去對附屬公司的控制權）的附屬公司的權益時，按比例分佔於權益中個別部分確認的匯兌差額累計金額會重新分類至該海外業務的非控股權益，而不會重新分類至損益。
- 就所有其他部分出售（包括部分出售聯屬公司或合營企業而不導致本集團失去重大影響力或共同控制權），按比例分佔於權益中個別部分確認的匯兌差額累計金額會重新分類至損益。

現金及現金等價物

就綜合現金流量表而言，現金等價物指可隨時轉換為已知金額現金，且價值變化風險較小之短期高流動性投資，並扣除銀行透支（如有）。就綜合財務狀況表之分類而言，現金等價物指在性質上與現金類似且用途不受限制的資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 of property, machinery and equipment that have a lease term of 12 months or less from the commencement date and do 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 over the lease term.

3. 主要會計政策 (續)

租賃

租賃的定義

倘合約為換取代價而給予在一段期間內控制可識別資產用途的權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於開始、修改日期或收購日期（按適用者）評估合約是否為租賃或包含租賃。除非合約條款及條件於其後有變，否則有關合約將不予重新評估。

本集團作為承租人

分配代價至合約組成部分

就包含租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約而言，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的獨立價格總額將合約代價分配至各租賃組成部分。

本集團應用可行權宜方法不將非租賃組成部分與租賃組成部分分開，而將租賃組成部分及任何相關非租賃組成部分作為單一租賃組成部分入賬。

短期租賃及低價值資產租賃

本集團就租期自開始日期起12個月或以下且並不包含購買選擇權的物業、機器及設備租賃應用短期租賃確認豁免。其亦就低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款於租期內以直線法確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

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

The cost of right-of-use assets 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 other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

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 is 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 as a separate line item on the consolidated statement of financial position.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前的任何已繳租賃付款，減任何已收租賃優惠；
- 本集團所產生的任何初始直接成本；及
- 本集團因拆除及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定的狀態而產生的估計成本。

使用權資產按成本減去任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整（除本集團因新型冠狀病毒—有關租金寬減應用實際權宜法對租賃負債作出調整外）。

本集團於租期結束時合理確定可取得相關租賃資產所有權的使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產於其估計可使用年期與租期兩者中的較短者以直線法計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

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.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計量租賃付款現值時，倘租賃中內含的利率難以釐定，則本集團於租賃開始日期使用遞增借款利率。

租賃付款包括：

- 定額付款 (包括實質定額付款) 減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款 (使用於開始日期之指數或利率初始計量)；
- 預期本集團根據剩餘價值擔保支付的金額；
- 本集團合理確定行使的購買選擇權行使價；及
- 倘租期能反映本集團行使終止租賃選擇權，則終止租賃的罰款付款。

於開始日期後，租賃負債透過利息增加及租賃付款進行調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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.

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

Lease modification

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, 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.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

於以下情況，本集團會重新計量租賃負債（及對相關使用權資產作出相應調整）：

- 租期有所變動或行使購買選擇權的評估出現變動，於該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金調查後的市場租金費率／有擔保剩餘價值項下的預期付款變動而出現變動，於該情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修訂

除本集團應用可行權宜方法的新型冠狀病毒—有關租金寬減外，倘存在下列情形，則本集團將租賃修訂入賬列為一項單獨租賃：

- 該項修訂透過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃的代價增加，增加的金額相當於對應範圍擴大的獨立價格，加上對獨立價格進行的任何適當調整以反映特定合約的情況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modification (Continued)

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.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修訂 (續)

就不會入賬列為一項單獨租賃的租賃修訂而言，本集團透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款，以根據經修訂租賃的租期重新計量租賃負債。

本集團透過對相關使用權資產作出相應調整，以就租賃負債的重新計量入賬。

新型冠狀病毒—有關租金寬減

就因新型冠狀病毒疫情導致直接產生的租金寬減而言，本集團已選擇在滿足下列所有條件時應用可行權宜方法不評估有關變動是否為租賃修訂：

- 租賃付款變動導致租賃的經修訂代價與緊接變動前的租賃代價基本相同或較其為少；
- 租賃付款如有扣減，僅會影響原先於2022年6月30日或之前到期的付款；及
- 其他租賃條款及條件概無實質性變化。

應用可行權宜方法將租金寬減導致的租賃付款變動入賬的承租人將以同一方式將應用香港財務報告準則第16號的變動入賬（倘變動並非租賃修訂）。租賃付款的寬免或豁免作為可變租賃付款入賬。相關租賃負債經調整以反映寬免或豁免的金額，並於該事件發生期間於損益確認相應調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Short term employee benefits

Salaries, annual bonuses and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Retirement benefit obligation 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 a 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.

In accordance with the rules and regulations in the PRC, the employees of the Group’s entities established in the PRC are required to participate in defined contribution retirement plans organised by local governments (the “PRC Retirement Scheme”). Contributions to those plans are expensed as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

The retirement benefits scheme contributions arising from the MPF Scheme and the PRC Retirement 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.

3. 主要會計政策 (續)

僱員福利

短期僱員福利

薪金、年度花紅及非貨幣福利的成本均於僱員提供相關服務的期間計算。倘延遲付款或結算而造成重大影響，則該等金額按其現值列值。

退休福利責任計劃

向強制性公積金計劃(「強積金計劃」)的付款於僱員提供服務後而符合領取有關供款的資格時確認為開支。本集團按香港強制性公積金計劃條例為該等於香港僱傭條例司法權區內受僱的僱員提供強積金計劃。強積金計劃為界定供款計劃，其資產由獨立信託管理基金持有。

根據強積金計劃，僱主及其僱員各自須按僱員相關收入5%的比例向計劃作出供款，而僱主供款的每月相關收入上限則為30,000港元。本集團向計劃作出的供款於產生時支銷，並根據計劃的歸屬規模歸屬。倘僱員於僱主供款全數歸屬前退出計劃，沒收的供款金額將用作扣減本集團的應付供款。

根據中國的規則及規例，本集團於中國成立的實體旗下僱員須參加由當地政府營運的定額供款退休計劃(「中國退休計劃」)。該等計劃之供款於產生時支銷，除每月作出供款外，本集團概無向其僱員支付退休福利的其他責任。

於損益扣除的強積金計劃及中國退休計劃所產生退休福利計劃供款指本集團按計劃規則所訂明比率向基金已付或應付的供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payment transactions

Equity-settled transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in share options reserve in equity.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates, if any, is recognised in profit or loss with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

3. 主要會計政策 (續)

以股份支付之交易 以權益結算的交易

所獲服務的公平值參照所授出購股權於授出日期的公平值釐定，並以直線法於歸屬期間支銷，並相應增加權益內之購股權儲備。

於各報告期末，本集團修訂其對預期最終歸屬購股權數目的估計。修訂估計的影響（如有）於損益內確認，並對購股權儲備作出相應調整。

於購股權獲行使時，先前在購股權儲備確認的金額將轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於到期日仍未獲行使，則先前在購股權儲備確認的金額將轉撥至保留盈利。

倘權益結算獎勵被取消，則會視作於取消當日歸屬，且任何未就獎勵確認的開支將隨即確認。然而，倘有新獎勵代替被取消的獎勵，且於授出當日被指定為一項替代獎勵，則被取消及新獎勵均會視作原始獎勵的變更。

借款成本

收購、建造或生產合資格資產（即需要一段頗長時間始能達至其擬定用途或出售的資產）直接應佔的所產生借款成本（扣除具體借款用作短暫投資賺取的任何投資收入），撥充為該等資產之部份成本。該等借款成本於有關資產大體上可作其擬定用途或出售時不再撥充作資本。所有其他借款成本於產生期間支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Governments 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 revenue, other gain and loss”.

Taxation

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

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit before taxation because of income or expense that are taxable or deductible in other periods 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 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 (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 主要會計政策 (續)

政府補助

政府補助不予確認，直至可合理保證本集團將遵守該等補助的附帶條件及將會收取補助為止。

作為已產生開支或虧損的補償或旨在向本集團提供即時財務支援而並無未來相關成本的收入相關政府補助於其應收期間在損益內確認。該等補助於「其他收益、其他收益及虧損」項下呈列。

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項按期間應課稅溢利計算。由於在其他期間應課稅或可扣稅的收入或開支及毋須課稅或不可扣稅的項目，故應課稅溢利有別於除稅前溢利。本集團的即期稅項負債按報告期末前已頒佈或實質上已頒佈的稅率計算。

遞延稅項按綜合財務報表中資產及負債的賬面值與計算應課稅溢利所用相應稅基之間的暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產則一般就所有可扣稅暫時差額確認，直至應課稅溢利可能用作抵銷該等可扣稅暫時差額為止。倘暫時性差異產生自既不影響應課稅溢利亦不影響會計溢利之交易中資產及負債之初步確認（除業務合併外），則該等遞延稅項資產及負債不予確認。此外，倘暫時性差異產生自商譽之初步確認，則遞延稅項負債不予確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (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 and interests 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 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.

3. 主要會計政策 (續)

稅項 (續)

遞延稅項負債就與附屬公司投資相關的應課稅暫時差額確認，惟倘本集團能控制暫時差額撥回且暫時差額於可見將來可能不會撥回則作別論。與有關投資及利益相關的可扣稅暫時差額所產生的遞延稅項資產僅在可能有足夠應課稅溢利以動用暫時差額利益且預期會於可見將來撥回時方可確認。

遞延稅項資產的賬面值於各報告期末檢討，並扣減至不再可能有足夠應課稅溢利以允許收回全部或部分資產為止。

遞延稅項資產及負債以清償負債或變現資產的期間預期適用的稅率計量，並以報告期末前已頒佈或實質上已頒佈的稅率（及稅法）為基礎。

遞延稅項負債及資產的計量反映本集團在報告期末預期收回或清償其資產及負債賬面值的方式所導致的納稅後果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For lease 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 relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, 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).

3. 主要會計政策 (續)

稅項 (續)

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅規定分別應用於使用權資產及租賃負債。由於應用初始確認豁免，有關使用權資產及租賃負債之暫時差額並未於初始確認時於租期內確認。

倘有法定可強制執行權利將即期稅項資產與即期稅項負債互相抵銷且其與由同一稅務機關向同一課稅實體徵收之所得稅相關，則遞延稅項資產及負債互相抵銷。

即期及遞延稅項於損益內確認。

撥備

倘本集團因過往事件承擔現有法律或推定責任，而本集團可能將須履行責任，並可對該責任的金額作出可靠估計，則會確認撥備。

確認為撥備的金額為於報告期末經計及有關責任的風險及不明朗因素後，對履行現有責任所需代價的最佳估計。倘撥備採用履行現有責任的估計現金流量計量，則其賬面值為該等現金流量的現值（倘對貨幣時間價值的影響屬重大）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 Company.

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 holding company.

3. 主要會計政策 (續)

分部報告

經營分部以及綜合財務報表呈報的各分部項目金額乃根據為本集團各類業務及地理位置分配資源及評估其表現而定期提供予本集團最高行政管理人員的財務資料確定。

就財務申報而言，除非分部具備相似的經濟特徵並在產品及服務性質、生產工序性質、客戶類型或類別、用作分銷產品或提供服務的方法及監管環境性質方面相似，否則個別重大經營分部不會進行合算。倘個別非重大的經營分部符合上述大部分標準，則可進行合算。

股息分派

於本公司股東批准股息的期間，向股東作出的股息分派於本集團綜合財務報表內確認為負債。

關聯方

倘屬以下人士，則被視為與本集團有關聯：

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關聯：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團控股公司的主要管理人員成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company 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 holding company.

3. 主要會計政策 (續)

關聯方 (續)

(b) 倘符合以下任何條件，即實體與本集團有關聯：

- (i) 該實體與本集團屬同一集團的成員公司（即各控股公司、附屬公司及同系附屬公司互有關聯）；
- (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）；
- (iii) 兩間實體均為同一第三方的合營企業；
- (iv) 一間實體為第三方實體的合營企業，而另一實體則為該第三方實體的聯營公司；
- (v) 該實體為就本集團或與本集團有關聯的實體的僱員利益而設立的離職福利計劃；
- (vi) 該實體受(a)所識別人土控制或共同控制；
- (vii) (a)(i)所識別人土對實體有重大影響力或屬該實體（或該實體控股公司）的主要管理人員成員；或
- (viii) 該實體或其所屬集團任何成員公司向本集團或本集團控股公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of the person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between the Group and a related party, regardless of whether a price is charged.

3. 主要會計政策 (續)

關聯方 (續)

個別人士的近親指預期可影響該個別人士處理實體事務的親屬或預期受該個別人士影響的親屬，包括：

- (a) 該名人士的子女及配偶或同居伴侶；
- (b) 該名人士的配偶或同居伴侶的子女；及
- (c) 該名人士或該名人士配偶或同居伴侶的受養人。

當一項交易涉及本集團與關聯方之間的資源或責任轉讓（不論是否收取款項），則會被視為關聯方交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Future changes in HKFRSs

At the date of authorisation of the consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current period, which the Group has not early adopted.

Amendments to HKAS 16	Proceeds before Intended Use ¹
Amendments to HKAS 37	Cost of Fulfilling a Contract ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ¹
Annual Improvements to HKFRSs	2018–2020 Cycle ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ²
Amendments to HKAS 1	Disclosure of Accounting Policies ²
Amendments to HKAS 8	Definition of Accounting Estimates ²
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ²
HKFRS 17	Insurance Contracts ²
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

1 Effective for annual periods beginning on or after 1 January 2022

2 Effective for annual periods beginning on or after 1 January 2023

3 The effective date to be determined

The directors of the Company do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the consolidated financial statements of the Group.

3. 主要會計政策 (續)

香港財務報告準則之未來變動

於綜合財務報表獲授權當日，本集團並無提早採納香港會計師公會已頒佈惟於本期間尚未生效之下列新訂／經修訂香港財務報告準則。

香港會計準則第16號之修訂本	作擬定用途前的所得款項 ¹
香港會計準則第37號之修訂本	履行合約的成本 ¹
香港財務報告準則第3號之修訂本	對概念框架的提述 ¹
香港財務報告準則之年度改進	2018年至2020年週期 ¹
香港會計準則第1號之修訂本	負債分類為流動或非流動 ²
香港會計準則第1號之修訂本	會計政策披露 ²
香港會計準則第8號之修訂本	會計估計的定義 ²
香港會計準則第12號之修訂本	與單一交易產生的資產及負債有關的遞延稅項 ²
香港財務報告準則第17號	保險合約 ²
香港財務報告準則第17號之修訂本	首次應用香港財務報告準則第17號及香港財務報告準則第9號—比較資料 ²
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或注入 ³

1 於2022年1月1日或之後開始之年度期間生效

2 於2023年1月1日或之後開始之年度期間生效

3 生效日期待定

本公司董事預期於未來期間採納此等新訂／經修訂香港財務報告準則對本集團之綜合財務報表並無任何重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3 above, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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.

The followings 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 period.

4. 估計不明朗因素的主要來源

於應用本集團的會計政策（其於上文附註3內闡述）時，本公司董事須作出有關未能從其他來源輕易獲得的資產及負債賬面值的判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關的其他因素。實際業績可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計的修訂僅影響估計獲修訂的期間，則會計估計的修訂於該期間予以確認，倘修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

於未來之主要假設及於報告期間結束時不確定因素之其他主要來源，導致下財政期間資產及負債賬面值須作出重大調整的重大風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

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

Property, plant and equipment and right-of-use 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 cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

Useful lives of property, plant and equipment and right-of-use assets

The management determines the estimated useful lives of the Group's property, plant and equipment, and right-of-use assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The depreciation expenses for future periods are adjusted if there are significant changes from previous estimates.

4. 估計不明朗因素的主要來源 (續)

物業、廠房及設備以及使用權資產減值評估

物業、廠房及設備以及使用權資產按成本減累計折舊及減值(如有)列賬。在釐定資產是否減值時,本集團須作出判斷及估計,尤其是評估:(1) 是否有事件已發生或有任何跡象顯示可能影響資產價值;(2) 資產賬面值是否能夠以可收回金額支持,如為使用價值,即按照持續使用資產估計的未來現金流量的淨現值;及(3) 將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時,本集團估計資產所屬現金產生單位的可收回金額。更改假設及估計(包括貼現率或現金流量預測的增長率)可能會嚴重影響減值測試中所採用淨現值。

物業、廠房及設備以及使用權資產的使用年期

管理層根據對類似性質及功能的相關資產實際使用年期的歷史經驗,釐定本集團物業、廠房及設備以及使用權資產的預計使用年期。倘與之前估計相比有重大變化,則會調整未來期間的折舊開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Income taxes

The Group is mainly subject to income taxes in Hong Kong and the PRC. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the year in which such determination is made.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

4. 估計不明朗因素的主要來源 (續)

所得稅

本集團主要須繳納香港及中國所得稅。於釐定所得稅撥備時須作出重大判斷。在日常業務過程中，不少交易及計算均未能確定最終釐定的稅項。倘該等事宜的最終稅務結果有別於最初記錄金額，則該等差額將影響作出有關釐定年度的所得稅及遞延稅項撥備。

遞延稅項資產

倘應課稅溢利可供抵銷可扣稅暫時差額及可動用未動用稅項虧損，則會就可扣稅暫時差額及未動用稅項虧損確認遞延稅項資產。釐定可予以確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能出現的時間及水平連同未來稅務規劃策略作出重大判斷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

5. 金融工具

(a) 金融工具類別

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets, at amortised cost	金融資產，按攤銷成本		
Trade receivables	貿易應收款項	1,654	111
Deposits and other receivables	按金及其他應收款項	7,308	3,847
Deposit paid for acquisition of a subsidiary	收購一間附屬公司的已付按金	–	5,000
Amount due from non-controlling interests	應收非控股權益款項	367	1,296
Cash and cash equivalents	現金及現金等價物	5,723	17,265
Financial liabilities, at amortised cost	金融負債，按攤銷成本		
Trade payables	貿易應付款項	1,904	1,372
Accruals and other payables	應計費用及其他應付款項	5,617	4,892
Amount due to non-controlling interests	應付非控股權益款項	474	–
Lease liabilities	租賃負債	8,946	4,700

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group major financial instruments include trade receivables, deposits and other receivables, amounts due from/to non-controlling interests, cash and cash equivalents, trade payables, accruals and other payables and lease liabilities. Details of the financial instruments for the Group are disclosed in respective notes to the consolidated financial statements.

The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

Market risk

Interest rate risk

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Hong Kong prime rate. No sensitivity analysis was prepared for bank balances as the financial impact arising on changes in interest rates was minimal due to limited changes in interest rate. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目的及政策

本集團主要金融工具包括貿易應收款項、按金及其他應收款項、應收／應付非控股權益款項、現金及現金等價物、貿易應付款項、應計費用及其他應付款項及租賃負債。本集團金融工具的詳情披露於相關綜合財務報表附註。

與該等金融工具相關之風險包括市場風險(利率風險)、信貸風險及流動資金風險。減輕該等風險之政策於下文載列。本公司董事對該等風險進行管理及監察，確保以及時有效之方式實行適當措施。

本集團所涉及金融工具風險之種類及其管理及計量有關風險之方法均無變動。

市場風險

利率風險

本集團亦面臨與浮息銀行結餘有關的現金流量利率風險。本集團的現金流量利率風險主要集中在銀行結餘利率及香港最優惠利率波動。由於利率變動有限，利率變動造成的財務影響微乎其微，故並無就銀行結餘編製敏感度分析。本集團目前並無利率對沖政策。然而，管理層監控利率風險，並將於有需要時考慮對沖重大利率風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, deposits, other receivables, amount due from non-controlling interests and cash and cash equivalents. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

At 31 March 2022 and 2021, 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 recognised financial assets as stated in the consolidated statement of financial position.

Trade receivables

The Group provided catering services to a large number of individual customer and mainly settled by cash and credit card. In view of the Group's restaurant operations, the Group's trade receivables are primarily credit card trade receivables due from credit card acquiring service providers, mainly banks.

For sales and processing of food business, the Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, debtor balances are monitored on an ongoing basis and the Group's exposure to bad debts is being managed.

5. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

信貸風險及減值評估

信貸風險指本集團之對手方未能履行其合約義務並對本集團造成財務損失之風險。本集團之信貸風險主要為貿易應收款項、按金、其他應收款項、應收非控股權益款項以及現金及現金等價物。本集團並無持有任何抵押品或其他信貸加強產品以涵蓋其金融資產之相關信貸風險。

於2022年及2021年3月31日，因交易對方未能履行責任而可為本集團帶來財務虧損為本集團最大信貸風險，乃分別來自綜合財務狀況表所列各項已確認金融資產之賬面值。

貿易應收款項

本集團向大量的個別客戶提供餐飲服務並主要以現金及信用卡付款。鑒於本集團餐廳營運情況，本集團的貿易應收款項主要為應收信用卡收單服務供應商（主要是銀行）的信用卡貿易應收款項。

就銷售及加工食品業務而言，本集團僅與知名和信譽良好的客戶進行交易。根據本集團的政策，所有有意按信貸條款進行交易的客戶均須通過信貸審批流程。此外，本集團會持續監測應收款項結餘並對壞賬風險進行管理。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customer operates and therefore significant concentrations of credit risk primarily arise if the Group has significant exposure to individual customers. At 31 March 2022, the Group had a concentration of credit risk as 94.5% of the Group's trade receivables was due from the Group's largest customer in relation to sales and processing of food business. At 31 March 2021, no individual customer with whom balance has exceeded 10% of the Group's trade receivables. The Group manages the concentration of credit risk by continuously broadening the customer base of the Group.

The directors of the Company consider the credit risk in relation to catering services business and sale and processing of food business are insignificant.

Deposits and other receivables

The management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. The management believes that there is no significant increase in credit risk since initial recognition and the Group provided impairment based on 12m ECL.

5. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

信貸風險及減值評估 (續)

貿易應收款項 (續)

本集團所承受之信貸風險乃主要受各客戶個別特徵影響，而非有關客戶之業務行業及其國家，因此，本集團主要承受個別客戶之重大風險時才會產生高度集中的信貸風險。於2022年3月31日，由於本集團94.5%的貿易應收款項乃應收本集團有關銷售及加工食品業務的最大客戶之款項，故本集團有集中信貸風險。於2021年3月31日，無個別客戶的餘額超過本集團的貿易應收款項的10%。本集團通過不斷拓擴本集團客戶群管理集中信貸風險。

本公司董事認為與餐飲服務業務及銷售及加工食品業務相關的信貸風險甚微。

按金及其他應收款項

本集團管理層按過往清償記錄、過往經驗，以及可獲得的合理且可予證實的前瞻性資料，對按金及其他應收款項的可收回程度進行定期的整體評估及個別評估。管理層認為，信貸風險自初始確認以來並無顯著增加，且本集團根據12個月預期信貸虧損計提減值撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Amount due from non-controlling interests

The Group had advance to non-controlling interests at the end of reporting period. The management regularly 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. The management believes that there is no significant increase in credit risk since initial recognition and the Group provided impairment based on 12m ECL.

Cash and cash equivalents

The Group deposited its cash with approved 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 were 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.

At 31 March 2022 and 2021, no loss allowance for ECL on the Group's trade receivables, deposits and other receivables, amount due from non-controlling interests and cash and cash equivalents was recognised as the potential allowance amounts are insignificant.

5. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

信貸風險及減值評估 (續)

應收非控股權益款項

本集團於報告期間末向非控股權益墊款。管理層定期監察交易對手方的信貸質素及財務狀況以及風險水平，以確保採取後續措施收回債務。管理層認為，信貸風險自初始確認以來並無顯著增加，且本集團根據12個月預期信貸虧損計提減值撥備。

現金及現金等價物

本集團已將現金存入獲認可及信譽良好的銀行。該等銀行破產或無力償債或會導致本集團有關所持現金及現金等價物的權利遭到延誤或受限制。董事持續監察該等銀行的信貸評級，並認為本集團所承受的信貸風險甚微。

本集團並無任何其他重大信貸之集中風險。本集團會持續監控其所面臨之信貸風險。

於2022年及2021年3月31日，由於本集團的貿易應收款項、按金及其他應收款項、應收非控股權益款項以及現金及現金等價物的潛在撥備金額微不足道，故並無就預期信貸虧損確認虧損撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk

The Group manages liquidity risk by maintaining adequate cash and cash equivalents, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities.

The liquidity risk is under continuous monitoring by the management. The management will raise bank borrowings whenever necessary.

The following table shows the details of 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. The amounts disclosed in the table are based on the contractual undiscounted payments, are as follows:

		Effective interest rate	Within 1 year or on demand	More than 1 year but less than 5 years	Total undiscounted cash flows	Carrying amounts
		實際利率	一年內或 按要求	超過一年 但少於五年	未貼現現金 流量總額	賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2022	於2022年3月31日					
Non-derivative financial liabilities	非衍生金融負債					
Trade payables	貿易應付款項	-	1,904	-	1,904	1,904
Accruals and other payables	應計費用及其他應付款項	-	5,617	-	5,617	5,617
Amount due to non-controlling interests	應付非控股權益款項	-	474	-	474	474
Lease liabilities	租賃負債	5.56	5,330	4,134	9,464	8,946
			13,325	4,134	17,459	16,941

5. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

流動資金風險

本集團維持充足現金及現金等價物、監察預測與實際現金流量以及配對金融資產及金融負債的到期情況，藉以管理流動資金風險。

管理層持續監察流動資金風險。管理層將於有需要時籌措銀行借款。

下表顯示本集團非衍生金融負債的餘下合約到期情況詳情。該等圖表根據本集團最早須還款日期按金融負債的未貼現現金流量編製。下表所披露金額以合約未貼現付款為基準：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued) Liquidity risk (Continued)

5. 金融工具 (續)

(b) 金融風險管理目的及政策 (續) 流動資金風險 (續)

		Effective interest rate	Within 1 year or on demand	More than 1 year but less than 5 years	Total undiscounted cash flows	Carrying amounts
		實際利率	一年內或按要求	超過一年但少於五年	未貼現現金流量總額	賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2021	於2021年3月31日					
Non-derivative financial liabilities	非衍生金融負債					
Trade payables	貿易應付款項	-	1,372	-	1,372	1,372
Accruals and other payables	應計費用及其他應付款項	-	4,892	-	4,892	4,892
Lease liabilities	租賃負債	5.31	2,040	3,148	5,188	4,700
			8,304	3,148	11,452	10,964

(c) Fair value of financial assets and financial liabilities that are not measured at fair value

The carrying amounts of financial assets and financial liabilities carried at amortised cost were not materially different from their fair values at 31 March 2022 and 2021.

(c) 並非按公平值計量的金融資產及金融負債的公平值

於2022年及2021年3月31日，按攤銷成本入賬的金融資產及金融負債的賬面值與其公平值並無重大差異。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

5. FINANCIAL INSTRUMENTS (Continued)

(d) 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 or repurchase of existing shares as well as issue of new debts or redemption of existing debts.

The Group is not subject to any externally imposed capital requirements. The Group's overall strategy remains unchanged from prior years.

5. 金融工具 (續)

(d) 資本管理

本集團資本管理的首要目標為確保本集團具備持續經營能力，且維持穩健的資本比率，以支持其業務運作及為股東締造最大價值。

本集團因應經濟狀況轉變而管理資本結構並作出調整。本集團可透過調整派付予股東的股息金額、退回資本予股東或發行新股份或購回現有股份以及發行新債務或贖回現有債務等方式以維持或調整資本結構。

本集團毋須遵守任何外界施加之資本要求。本集團的整體策略與以往年度並無差異。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. SEGMENT INFORMATION

During the year ended 31 March 2022, the Group has commenced the business of sales and processing of food and also acquired business of manufacture and sales of frozen aquatic products in the PRC which was then reclassified as a discontinued operation as set out in Note 34 to the consolidated financial statements. Information reported to the directors of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. It is analysed by different operating divisions and geographical locations. The geographical locations of customers is based on the location at which the service was provided. No operating segments identified by the executive directors have been aggregated in arriving at the reportable segments of the Group. Particulars of the Group's reportable operating segments are summarised as follows:

- (i) provision of catering services through restaurant operations;
- (ii) sales and processing of food; and
- (iii) manufacture and sales of frozen aquatic products (discontinued operation).

The Group's management makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the Group's management does not regularly review such information for the purposes of resources allocation and performance assessment.

Non-current assets are all located in Hong Kong at 31 March 2022 and 2021.

No individual customer contributes over 10% of the revenue of the Group for the years ended 31 March 2022 and 2021.

6. 分部資料

於截至2022年3月31日止年度，本集團已開始銷售及加工食品業務並亦於中國收購生產及銷售急凍水產業務，如綜合財務報表附註34所載，該業務當時重新分類為已終止經營業務。向本公司董事（即主要營運決策者）匯報以分配資源及評估分部表現的資料著重所交付或提供商品或服務類別。該等資料按不同營運分部及地理位置分析。客戶的地理位置基於提供服務所在地點而定。在達致本集團的可呈報分部時，執行董事並無將任何已識別的營運分部合併。本集團可呈報經營分部之詳情概述如下：

- (i) 透過餐廳營運提供餐飲服務；
- (ii) 銷售及加工食品；及
- (iii) 生產及銷售急凍水產（已終止經營業務）。

本集團管理層根據各分部的經營業績作出決策。由於本集團管理層並無定期審閱有關資料以作資源分配及表現評估，故並無呈列分部資產及分部負債的分析。

於2022年及2021年3月31日，非流動資產全部位於香港。

截至2022年及2021年3月31日止年度，概無個別客戶為本集團貢獻超過10%的收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

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

Year ended 31 March 2022

6. 分部資料 (續)

分部收益及業績

以下為按經營及可報告分部劃分的本集團收益及業績分析。

截至2022年3月31日止年度

		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	Consolidated 合計
		Provision of catering services through restaurant operations 透過餐廳營運 提供餐飲服務 HK\$'000 千港元	Sales and processing of food 銷售及加工食品 HK\$'000 千港元	Manufacture and sales of frozen aquatic products 生產及 銷售急凍水產 HK\$'000 千港元	
Segment revenue	分部收益				
External segment revenue	外部分部收益	25,262	2,040	215,383	242,685
Segment results	分部業績	(11,766)	(2,567)	(34,658)	(48,991)
Unallocated other revenue, other gain and loss	未分配其他收益、 其他收益及虧損				970
Unallocated central corporate expenses	未分配中央企業開支				(19,074)
Unallocated finance costs	未分配融資成本				(704)
Loss before tax	除稅前虧損				(67,799)
Income tax expenses	所得稅開支				(716)
Loss for the year	年內虧損				(68,515)

Segment results represent the results before tax earned by each segment without allocation of certain other revenue, other gain and loss, central corporate expenses and finance costs.

分部業績指各分部賺取之除稅前業績，未分配若干其他收益、其他收益及虧損、中央企業開支及融資成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Year ended 31 March 2021

6. 分部資料 (續)

分部收益及業績 (續)

截至2021年3月31日止年度

		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	Consolidated 合計
		Provision of catering services through restaurant operations 透過餐廳營運 提供餐飲服務 HK\$'000 千港元	Sales and processing of food 銷售及加工食品 HK\$'000 千港元	Manufacture and sales of frozen aquatic products 生產及 銷售急凍水產 HK\$'000 千港元	
Segment revenue	分部收益	12,634	-	-	12,634
Segment results	分部業績	(2,254)	-	-	(2,254)
Unallocated other revenue, other gain and loss	未分配其他收益、 其他收益及虧損				1,267
Unallocated central corporate expenses	未分配中央企業開支				(9,193)
Unallocated finance costs	未分配融資成本				(15)
Loss before tax	除稅前虧損				(10,195)
Income tax expenses	所得稅開支				(111)
Loss for the year	年內虧損				(10,306)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

6. SEGMENT INFORMATION (Continued)

Other segment information

Year ended 31 March 2022

6. 分部資料 (續)

其他分部資料

截至2022年3月31日止年度

	Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	Unallocated 未分配	Consolidated 合計	
	Provision of catering services through restaurant operations 透過餐廳營運提供餐飲服務 HK\$'000 千港元	Sales and processing of food 銷售及加工食品 HK\$'000 千港元	Manufacture and sales of frozen aquatic products 生產及銷售急凍水產 HK\$'000 千港元			
Additions to property, plant and equipment	添置物業、廠房及設備	8,503	6,954	-	624	16,081
Additions to right-of-use assets	添置使用權資產	4,257	761	-	2,494	7,512
Depreciation	折舊	4,014	997	1,840	1,561	8,412
Finance costs	融資成本	293	13	245	704	1,255
Net gain on deconsolidation of a subsidiary	取消綜合入賬一間附屬公司產生之收益淨額	-	-	14,888	-	14,888
Impairment of goodwill	商譽減值	-	-	702	-	702
Impairment of inventories	存貨減值	-	-	21,982	-	21,982
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	3,084	1,384	14,742	-	19,210
Impairment loss on right-of-use assets	使用權資產之減值虧損	2,768	134	6,434	-	9,336
Impairment loss on amount due from a joint venture	應收一間合營企業款項之減值虧損	-	-	2,136	-	2,136

Year ended 31 March 2021

截至2021年3月31日止年度

	Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	Unallocated 未分配	Consolidated 合計	
	Provision of catering services through restaurant operations 透過餐廳營運提供餐飲服務 HK\$'000 千港元	Sales and processing of food 銷售及加工食品 HK\$'000 千港元	Manufacture and sales of frozen aquatic products 生產及銷售急凍水產 HK\$'000 千港元			
Additions to property, plant and equipment	添置物業、廠房及設備	2,835	-	-	-	2,835
Additions to right-of-use assets	添置使用權資產	4,200	-	-	391	4,591
Bank interest income	銀行利息收入	-	-	-	82	82
Depreciation	折舊	3,092	-	-	410	3,502
Finance costs	融資成本	457	-	-	15	472
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	1,180	-	-	122	1,302
Impairment loss on right-of-use assets	使用權資產之減值虧損	3,570	-	-	115	3,685

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

7. REVENUE

Disaggregation of revenue from contracts with customers

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Continuing operations	持續經營業務		
Provision of catering services through restaurant operations in Hong Kong	於香港透過餐廳業務提供餐飲服務	25,262	12,634
Sales and processing of food	銷售及加工食品	2,040	–
		27,302	12,634

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
<i>Timing of revenue recognition</i>	<i>收益確認時間</i>		
At a point in time	一個時間點	27,302	12,634

All revenue from continuing operations for the years ended 31 March 2022 and 2021 were derived from Hong Kong.

於截至2022年及2021年3月31日止年度，持續經營業務之所有收益均產生自香港。

Performance obligations for contracts with customers

Details of performance obligations for contracts with customers for the years ended 31 March 2022 and 2021 are set out in Note 3.

客戶合約的履約責任

有關截至2022年及2021年3月31日止年度客戶合約的履約責任詳情載於附註3。

Transaction price allocated to the remaining performance obligation for contracts with customers

All catering services through restaurant operations in Hong Kong and sales and processing of food are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

分配至客戶合約剩餘履約責任之交易價格

於香港透過餐廳業務提供之所有餐飲服務及銷售及加工食品為期一年或以下。根據香港財務報告準則第15號所允許，並未披露分配至該等未完成合約之交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

8. OTHER REVENUE, OTHER GAIN AND LOSS

8. 其他收益、其他收益及虧損

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Government and other subsidies (Note)	政府及其他補貼(附註)	900	2,850
Bank interest income	銀行利息收入	–	82
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	6
Covid-19-related rent concessions	新型冠狀病毒 – 有關租金寬減	–	306
Gain on lease modification	租賃修訂收益	–	6,291
Exchange gain	匯兌收益	41	–
Others	其他	479	86
		1,420	9,621

Note:

During the year ended 31 March 2022, the Group recognised government grants of approximately HK\$900,000 (2021: HK\$2,850,000) in respect of Covid-19-related subsidies. In the opinion of the directors of the Company, there was no unfulfilled condition or contingency relating to the government and other subsidies.

附註:

截至2022年3月31日止年度，本集團就新型冠狀病毒有關補貼確認政府補助約900,000港元(2021年：2,850,000港元)。本公司董事認為，政府及其他補貼並無未達成的條件或或然事項。

9. FINANCE COSTS

9. 融資成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Interest on other borrowings	其他借款利息	595	–
Interest on lease liabilities	租賃負債利息	415	472
		1,010	472
Discontinued operation	已終止經營業務		
Interest on lease liabilities	租賃負債利息	217	–
Others	其他	28	–
		245	–
		1,255	472

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

10. LOSS BEFORE TAX

This is stated after charging (crediting):

10. 除稅前虧損

除稅前虧損乃於扣除(計入)以下各項後列賬:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Employee benefit expenses (including directors' emoluments in Note 11):	僱員福利開支 (包括附註11之董事酬金):		
Continuing operations	持續經營業務		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	11,665	7,372
Discretionary bonuses	酌情花紅	6,115	-
Contribution to defined contribution plans	界定供款計劃供款	429	284
Equity-settled share-based payment expenses	以股權結算股份為基礎之付款開支	1,068	-
Termination benefits	離職福利	142	-
		19,419	7,656
Discontinued operation	已終止經營業務		
Salaries, allowances, bonuses and benefits in kind	薪金、津貼、花紅及實物福利	810	-
Contribution to defined contribution plans	界定供款計劃供款	200	-
		1,010	-
		20,429	7,656
Other items	其他項目		
Continuing operations	持續經營業務		
Auditor's remuneration	核數師酬金	650	300
Cost of inventories sold	已售存貨成本	11,499	6,781
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,652	768
Depreciation of right-of-use assets	使用權資產折舊	3,920	2,733
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	4,468	1,302
Impairment loss on right-of-use assets	使用權資產之減值虧損	2,902	3,685
Write-off of property, plant and equipment	撇銷物業、廠房及設備	-	821
Short-term lease payments	短期租賃付款	168	72

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

10. LOSS BEFORE TAX (Continued)

10. 除稅前虧損(續)

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Discontinued operation	已終止經營業務		
Auditor's remuneration	核數師酬金	-	-
Cost of inventories sold	已售存貨成本	215,336	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,387	-
Depreciation of right-of-use assets	使用權資產折舊	453	-
Net gain on deconsolidation of a subsidiary	取消綜合入賬一間附屬公司 產生之收益淨額	(14,888)	-
Impairment loss of goodwill	商譽之減值虧損	702	-
Impairment loss of inventories	存貨之減值虧損	21,982	-
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	14,742	-
Impairment loss of right-of-use assets	使用權資產之減值虧損	6,434	-
Impairment loss of amount due from a joint venture	應收一間合營企業款項之 減值虧損	2,136	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION

The remuneration of directors and chief executives were set out below:

Year ended 31 March 2022

11. 董事及行政總裁酬金

董事及行政總裁酬金載列如下：

截至2022年3月31日止年度

		Directors' fees	Salaries, allowances and benefits in kind 薪金、津貼及實物福利	Discretionary bonuses 酌情花紅	Share-based payments 以股份為基礎之付款	Retirement benefit scheme contributions 退休福利計劃供款	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Executive directors:</i>	<i>執行董事:</i>						
Mr. Chan Lap Ping	陳立平先生	-	763	2,000	-	26	2,789
Mr. Chow Yik	周翊先生	410	-	-	356	-	766
Mr. Tsui Wing Tak	徐永得先生	325	-	-	356	-	681
Ms. Ho Oi Kwan (Note (a))	何愛群女士(附註(a))	88	-	-	356	-	444
<i>Independent non-executive directors:</i>	<i>獨立非執行董事:</i>						
Mr. Law Yui Lun (Note (b))	羅裔麟先生(附註(b))	32	-	-	-	-	32
Mr. Chan Hoi Kuen Matthew (Note (c))	陳海權先生(附註(c))	84	-	-	-	-	84
Mr. Lu Jun Bo (Note (d))	陸軍博先生(附註(d))	32	-	-	-	-	32
Ms. Wong Syndia D	王詩迪女士	120	-	-	-	-	120
Mr. Chong Alex Tin Yam (Note (e))	莊天任先生(附註(e))	81	-	-	-	-	81
Mr. Chan Kwan Yung (Note (f))	陳鈞勇先生(附註(f))	30	-	-	-	-	30
		1,202	763	2,000	1,068	26	5,059

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (Continued)

Year ended 31 March 2021

11. 董事及行政總裁酬金 (續)

截至2021年3月31日止年度

	Directors' fees	Salaries, allowances and benefits in kind 薪金、津貼及實物福利	Discretionary bonuses 酌情花紅	Share-based payments 以股份為基礎之付款	Retirement benefit scheme contributions 退休福利計劃供款	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors:						
Ms. Wong Wai Fong ("Ms. Wong") (Note (g))		224	-	-	11	235
Mr. Chan Lap Ping		154	-	-	8	162
Mr. Zhang Chi (Note (h))	171	-	-	-	-	171
Mr. Chow Yik (Note (i))	110	-	-	-	-	110
Mr. Tsui Wing Tak (Note (i))	92	-	-	-	-	92
Non-executive director:						
Mr. Wu Jing Xie (Note (j))	135	-	-	-	-	135
Independent non-executive directors:						
Mr. Law Yui Lun	126	-	-	-	-	126
Mr. Chan Hoi Kuen Matthew	126	-	-	-	-	126
Mr. Chung Wing Yin (Note (k))	95	-	-	-	-	95
Mr. Lu Jun Bo (Note (d))	96	-	-	-	-	96
Ms. Wong Syndia D (Note (l))	35	-	-	-	-	35
Chief executive:						
Mr. Kwok Yiu Chung ("Mr. Kwok") (Note (m))		219	-	-	11	230
	986	597	-	-	30	1,613

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (Continued)

Notes:

- (a) Ms. Ho Oi Kwan has been appointed as executive director of the Company with effect from 19 November 2021.
- (b) Mr. Law Yui Lun had tendered the resignation as independent non-executive director of the Company with effect from 30 July 2021.
- (c) Mr. Chan Hoi Kuen Matthew had tendered the resignation as independent non-executive director of the Company with effect from 31 December 2021.
- (d) Mr. Lu Jun Bo has been appointed as independent non-executive director of the Company with effect from 16 April 2020. Mr. Lu Jun Bo had tendered the resignation as independent non-executive director of the Company with effect from 27 July 2021.
- (e) Mr. Chong Alex Tin Yam has been appointed as independent non-executive director of the Company with effect from 30 July 2021.
- (f) Mr. Chan Kwan Yung has been appointed as independent non-executive director of the Company with effect from 31 December 2021.
- (g) Ms. Wong has tendered the resignation as executive director of the Company with effect from 18 December 2020.
- (h) Mr. Zhang Chi has been terminated as the chief executive and executive director with effect from 23 November 2020.
- (i) Mr. Chow Yik and Mr. Tsui Wing Tak have been appointed as executive directors of the Company with effect from 11 December 2020.
- (j) Mr. Wu Jing Xie has been appointed as non-executive director of the Company with effect from 16 April 2020. Mr. Wu Jing Xie has tendered the resignation as non-executive director of the Company with effect from 18 December 2020.
- (k) Mr. Chung Wing Yin has tendered the resignation as independent non-executive director of the Company with effect from 8 January 2021.
- (l) Ms. Wong Syndia D has been appointed as independent non-executive director of the Company with effect from 18 December 2020.
- (m) Mr. Kwok has tendered the resignation as the chief executive with effect from 23 November 2020.

11. 董事及行政總裁酬金 (續)

附註：

- (a) 何愛群女士已獲委任為本公司執行董事，自2021年11月19日起生效。
- (b) 羅裔麟先生已提呈辭任本公司獨立非執行董事，自2021年7月30日起生效。
- (c) 陳海權先生已提呈辭任本公司獨立非執行董事，自2021年12月31日起生效。
- (d) 陸軍博先生已獲委任為本公司獨立非執行董事，自2020年4月16日起生效。陸軍博先生已提呈辭任本公司獨立非執行董事，自2021年7月27日起生效。
- (e) 莊天任先生已獲委任為本公司獨立非執行董事，自2021年7月30日起生效。
- (f) 陳鈞勇先生已獲委任為本公司獨立非執行董事，自2021年12月31日起生效。
- (g) 黃女士已提呈辭任本公司執行董事，自2020年12月18日起生效。
- (h) 張弛先生已終止擔任行政總裁及執行董事，自2020年11月23日起生效。
- (i) 周翊先生及徐永得先生已獲委任為本公司執行董事，自2020年12月11日起生效。
- (j) 吳競變先生已獲委任為本公司非執行董事，自2020年4月16日起生效。吳競變先生已提呈辭任本公司非執行董事，自2020年12月18日起生效。
- (k) 鍾永賢先生已提呈辭任本公司獨立非執行董事，自2021年1月8日起生效。
- (l) 王詩迪女士已獲委任為本公司獨立非執行董事，自2020年12月18日起生效。
- (m) 郭先生已提呈辭任行政總裁，自2020年11月23日起生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVES' REMUNERATION (Continued)

No emoluments were paid by the Group to the directors and chief executives as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 March 2022 and 2021. None of the directors or chief executives has waived or agreed to waive any emoluments during the years ended 31 March 2022 and 2021.

No share options were granted to the directors and chief executives during the year ended 31 March 2021. Details of share options granted to the directors during the year ended 31 March 2022 were set out in Note 31 to the consolidated financial statements.

Except as disclosed in Note 27 to the consolidated financial statements, no other transactions, arrangements or contracts of significance to which the Company, its ultimate holding company, or any subsidiaries of its ultimate holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year ended 31 March 2022 include one (2021: one) director, whose emoluments are disclosed in Note 11 to the consolidated financial statements. Details of the emoluments for the year ended 31 March 2022 of the remaining four (2021: four) highest paid employees who are not director or chief executives of the Company are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,686	1,349
Discretionary bonuses	酌情花紅	4,000	–
Retirement benefit scheme contributions	退休福利計劃供款	50	55
		5,736	1,404

11. 董事及行政總裁酬金 (續)

截至2022年及2021年3月31日止年度，本集團概無向董事及行政總裁支付酬金，作為加入本集團或於加入本集團時的獎勵或作為離職補償。於截至2022年及2021年3月31日止年度，概無董事或行政總裁放棄或同意放棄任何酬金。

截至2021年3月31日止年度並無向董事及行政總裁授出購股權。截至2022年3月31日止年度，向董事授出購股權的詳情載於綜合財務報表附註31。

除綜合財務報表附註27所披露者外，於年末或年內任何時間本公司董事概無於本公司、其最終控股公司或其最終控股公司的任何附屬公司為其中一方之其他重要交易、安排及合約中擁有任何重大直接或間接權益。

12. 五名最高薪酬僱員

截至2022年3月31日止年度，本集團五名最高薪酬之人士包括一名(2021年：一名)董事，其酬金披露於綜合財務報表附註11。截至2022年3月31日止年度餘下四名(2021年：四名)最高薪酬僱員(並非本公司董事或行政總裁)的薪酬詳情如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

12. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of the highest paid employees who are not directors of the Company whose remuneration fell within the following bands is as follows:

		2022	2021
		2022年	2021年
Nil to HK\$1,000,000	零至1,000,000港元	2	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	–	–
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	1	–
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	1	–

During the years ended 31 March 2022 and 2021, no emoluments were paid by the Group to the above individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

12. 五名最高薪酬僱員(續)

酬金介乎以下範圍的最高薪酬人士(並非本公司董事)數目如下:

截至2022年及2021年3月31日止年度,本集團並無向上述人士支付任何酬金,作為加入本集團或於加入本集團時的獎勵或作為離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

13. INCOME TAX EXPENSES

13. 所得稅開支

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Deferred tax	遞延稅項		
Deferred tax charge (Note 24)	遞延稅項支出 (附註24)	-	111

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

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the years ended 31 March 2022 and 2021.

No provision for Hong Kong Profits Tax has been made for the years ended 31 March 2022 and 2021 as the Group incurred a loss for taxation purposes.

The Group's entities established in the PRC are subject to PRC Enterprise Income Tax at a statutory rate of 25%. No provision for PRC Enterprise Income Tax has been made for the years ended 31 March 2022 and 2021 as the Group incurred a loss for taxation purposes.

於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「該條例草案」)，引入利得稅兩級制。該條例草案於2018年3月28日經簽署生效，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團實體將按8.25%的稅率就溢利首2百萬港元繳納稅項，並將按16.5%的稅率繳納2百萬港元以上溢利的稅項。不符合利得稅兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率繳納稅項。

本公司董事認為實施利得稅兩級制所涉及的金額對綜合財務報表而言並不重大。於截至2022年及2021年3月31日止年度，香港利得稅乃按照估計應課稅溢利之16.5%計算。

由於本集團於截至2022年及2021年3月31日止年度就稅項產生虧損，故並無作出香港利得稅撥備。

本集團於中國成立之實體須按法定稅率25%繳納中國企業所得稅。由於本集團於截至2022年及2021年3月31日止年度就稅項產生虧損，故並無作出中國企業所得稅撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

13. INCOME TAX EXPENSES (Continued)

Reconciliation of income tax expenses for continuing operations

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss before tax	除稅前虧損	(33,141)	(10,195)
Tax at Hong Kong Profits Tax rate of 16.5% (2021: 16.5%)	按香港利得稅稅率16.5% (2021年: 16.5%) 計算的稅項	(5,468)	(1,682)
Tax effect of:	稅項影響:		
Different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司之不同稅率	(32)	-
Expenses not deductible for tax purpose	不可扣稅開支	2,200	1,705
Income not taxable for tax purpose	非課稅收入	(178)	(533)
Unrecognised temporary differences	未確認暫時差額	(439)	(303)
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	(3)	(250)
Tax losses not recognised	未確認稅項虧損	3,920	1,174
Income tax expenses	所得稅開支	-	111

13. 所得稅開支 (續)

持續經營業務之所得稅開支對賬

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

14. LOSS PER SHARE

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

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損	(40,299)	(9,940)
			(adjusted) (經調整)
Numbers of shares	股份數目		
Weighted average number of ordinary shares for the purposes of calculating dilutive loss per share	用於計算每股攤薄虧損之加權平均普通股數目	273,424,963	124,637,324

For the year ended 31 March 2022, the computation of diluted loss per share did not assume the exercise of the outstanding share options since the exercise price per share option was higher than the average share price of the Company for the year.

Diluted loss per share was same as the basic loss per share as there were no potential dilutive ordinary shares in issue for the year ended 31 March 2021.

The number of shares for the years ended 31 March 2022 and 2021 has considered and adjusted, where appropriate, the effect of has been adjusted and adjusted to reflect share consolidation and rights issue during the year ended 31 March 2022. Details of which are set out in Notes 25(b) and 25(c) to the consolidated financial statements.

14. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

截至2022年3月31日止年度，計算每股攤薄虧損時並無假設尚未行使購股權獲行使，原因是於本年度每份購股權的行使價高於本公司的平均股價。

由於截至2021年3月31日止年度概無潛在攤薄已發行普通股，故每股攤薄虧損與每股基本虧損相同。

截至2022年及2021年3月31日止年度的股份數目已予以考慮及調整（倘適用），影響已予以調整及調整以反映截至2022年3月31日止年度內的股份合併及供股。詳情載於綜合財務報表附註25(b)及25(c)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及固定裝置 HK\$'000 千港元	Catering and other equipment 餐飲及其他設備 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 April 2020	於2020年4月1日	1,901	336	1,719	-	3,956
Additions	添置	1,783	410	642	-	2,835
Acquisition of a subsidiary	收購一間附屬公司	-	70	80	-	150
Disposals	出售	-	-	(45)	-	(45)
Written-off	撇銷	(903)	(218)	(400)	-	(1,521)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	2,781	598	1,996	-	5,375
Additions	添置	9,959	2,016	4,106	-	16,081
Acquisition of a subsidiary (Note 35)	收購一間附屬公司(附註35)	-	40	-	15,970	16,010
Deconsolidation of a subsidiary (Note 33)	取消綜合入賬一間附屬公司(附註33)	-	(41)	-	(16,180)	(16,221)
Exchange difference	匯兌差額	-	1	-	210	211
At 31 March 2022	於2022年3月31日	12,740	2,614	6,102	-	21,456
Accumulated depreciation and impairment	累計折舊及減值					
At 1 April 2020	於2020年4月1日	650	115	705	-	1,470
Charge for the year	年度開支	420	66	282	-	768
Eliminated on disposals	出售後對銷	-	-	(29)	-	(29)
Impairment loss	減值虧損	665	108	529	-	1,302
Written-off	撇銷	(447)	(92)	(161)	-	(700)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	1,288	197	1,326	-	2,811
Charge for the year	年度開支	1,959	268	436	1,376	4,039
Deconsolidation of a subsidiary (Note 33)	取消綜合入賬一間附屬公司(附註33)	-	(11)	-	(16,162)	(16,173)
Impairment loss	減值虧損	750	-	3,718	14,742	19,210
Exchange difference	匯兌差額	-	-	-	44	44
At 31 March 2022	於2022年3月31日	3,997	454	5,480	-	9,931
Carrying amount	賬面值					
At 31 March 2022	於2022年3月31日	8,743	2,160	622	-	11,525
At 31 March 2021	於2021年3月31日	1,493	401	670	-	2,564

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

In light of recent unfavorable market conditions caused by COVID-19 pandemic, the directors of the Company considered that property, plant and equipment and right-of-use assets of the Group relating to the restaurant operations and sale and processing of food business at 31 March 2022 might be impaired. In view of this, the directors of the Company estimated the recoverable amounts of each cash-generating unit as the higher of the fair value less costs of disposal and the value in use of the cash-generating unit based on the valuation report prepared by an independent professional valuer.

The directors of the Company estimated the recoverable amount of each cash generating unit with reference to a value-in-use calculation using cash flow projections based on financial budgets approved by the directors of the Company covering a 3-year period to be derived from each cash-generating unit. The estimation of future cash flows are discounted to its present value using a pre-tax discount rate of 15.53% (2021: 7.6%).

15. 物業、廠房及設備 (續)

物業、廠房及設備以及使用權資產減值

鑑於近期COVID-19大流行導致的不利市況，本公司董事認為，於2022年3月31日，本集團與餐廳業務以及銷售及加工食品業務相關的物業、廠房及設備以及使用權資產可能會出現減值。有鑑於此，本公司董事根據獨立專業估值師編製之估值報告，估計各現金產生單位之可收回金額為公平值減出售成本及現金產生單位之使用價值兩者中的較高者。

本公司董事參照使用價值的計算方法，使用基於經本公司董事批准涵蓋三年期間財務預算作出將產生自各現金產生單位的現金流量預測，估計各現金產生單位的可收回金額。估計未來現金流量使用除稅前貼現率15.53% (2021年：7.6%) 貼現至其現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment of property, plant and equipment and right-of-use assets (Continued)

Based on the assessment, impairment loss of approximately HK\$1,384,000 (2021: Nil) and approximately HK\$134,000 (2021: Nil) were recognised in respect of the property, plant and equipment and right-of-use assets relating to sale and processing of food business during the year ended 31 March 2022, respectively. In respect of the restaurant operations, impairment loss of approximately HK\$3,084,000 (2021: HK\$1,302,000) and approximately HK\$2,768,000 (2021: HK\$3,685,000) against the property, plant and equipment and right-of-use assets were recognised, respectively.

In addition, impairment loss of approximately HK\$14,742,000 and HK\$6,434,000 was made against property, plant and equipment and right-of-use assets in respect of the manufacture and sales of frozen aquatic products business for the year ended 31 March 2022. Details of which are set out in Note 34 to the consolidated financial statements.

16. LEASES

The Group has entered into lease contracts for certain of its office premises and restaurant properties. Leases for leased properties are for a period of one to three years. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

15. 物業、廠房及設備 (續)

物業、廠房及設備以及使用權資產減值 (續)

根據評估結果，截至2022年3月31日止年度，就與銷售及加工食品業務相關的物業、廠房及設備以及使用權資產分別確認減值虧損約1,384,000港元（2021年：無）及約134,000港元（2021年：無）。就餐廳業務而言，分別確認有關物業、廠房及設備以及使用權資產的減值虧損分別約3,084,000港元（2021年：1,302,000港元）及約2,768,000港元（2021年：3,685,000港元）。

此外，截至2022年3月31日止年度，已分別就與生產及銷售急凍水產品業務相關的物業、廠房及設備以及使用權資產分別作出減值虧損約14,742,000港元及6,434,000港元。詳情載於綜合財務報表附註34。

16. 租賃

本集團就其若干辦公室物業及餐廳物業訂立租約。租賃物業租期為一至三年。租賃條款按個別基準磋商及載有不同條款及條件。於釐定租賃條款及評估不可撤銷期間之長短時，本集團應用合約之定義及釐定可強制執行該合約之期間。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. LEASES (Continued)

(i) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the years are as follows:

		Leased properties 租賃物業 HK\$'000 千港元
At 1 April 2020	於2020年4月1日	4,489
Acquisition of a subsidiary (Note 35)	收購一間附屬公司(附註35)	5,484
Additions (Note)	添置(附註)	4,591
Depreciation	折舊	(2,733)
Lease modification	租賃修訂	(3,289)
Impairment loss	減值虧損	(3,685)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	4,857
Acquisition of a subsidiary (Note 35)	收購一間附屬公司(附註35)	6,811
Additions (Note)	添置(附註)	7,512
Depreciation	折舊	(4,373)
Impairment loss	減值虧損	(9,336)
Exchange difference	匯兌差額	76
At 31 March 2022	於2022年3月31日	5,547

Note:

Addition represents leased properties located in Hong Kong with lease terms ranging from one to three years.

附註:

添置指位於香港的租賃物業，租期介乎一至三年。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Total cash outflow for leases (Remark)	租賃現金流出總額(備註)	4,296	4,886

Remark:

Amount includes payments of principal and interest portion of lease liabilities and short-term lease payments. These amounts could be presented in operating or financing cash flows.

Details of impairment assessment are set out in Note 15 to the consolidated financial statements.

備註:

金額包括租賃負債的本金及利息部分付款以及短期租賃付款。該等金額可於經營或融資現金流量中呈列。

減值評估詳情載於綜合財務報表附註15。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

16. LEASES (Continued)

(ii) Lease liabilities

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Lease liabilities payable:	於以下期間應付租賃負債：		
Within one year	一年內	4,976	1,842
More than one year but not exceeding two years	多於一年但不超過兩年	2,586	1,934
More than two years but not exceeding five years	多於兩年但不超過五年	1,384	924
		8,946	4,700

The weighted average incremental borrowing rates applied to lease liabilities range from 5.33% to 5.73% (2021: 5.24% to 5.56%) per annum.

應用於租賃負債之加權平均遞增借貸利率介乎每年5.33%至5.73% (2021年：5.24%至5.56%)。

17. INVENTORIES

17. 存貨

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Food and beverage, and other operating items for restaurant operations	食物與飲料及其他餐廳營運所需經營項目	127	56

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

18. TRADE RECEIVABLES

For the restaurants operations business, there was no credit period granted to individual customer except for a food delivery agent with credit term of 30 days. The settlement terms of credit card acquiring service providers are usually within 7 days after the service rendered date.

For sales and processing of food business, the Group with its trade debtors is mainly on credit basis and the credit period is mainly 30 days.

The following is an aging analysis of trade receivables, presented based on the invoice dates.

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
0–30 days	0至30日	576	99
31–60 days	31至60日	1,066	–
61–90 days	61至90日	–	–
Over 90 days	超過90日	12	12
		1,654	111

The following is an aging analysis of trade receivables, presented by due dates.

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Not past due	未逾期	576	99
Less than 1 month past due	逾期不到1個月	1,066	–
1 to 2 months past due	逾期1至2個月	–	–
2 to 3 months past due	逾期2至3個月	–	–
Past due over 3 months	逾期超過3個月	12	12
		1,654	111

Details of impairment assessment are set out in Note 5 to the consolidated financial statements.

18. 貿易應收款項

就餐飲營運業務而言，概無向個別客戶提供信貸期，惟信貸期為30日的送餐代理除外。信用卡收單服務供應商的結算期通常為提供服務日期後7天內。

就食品銷售及加工業務而言，本集團與其應收貿易債務人之貿易主要採用記賬形式進行，而信貸期一般為30日。

以下為按發票日期呈列貿易應收款項的賬齡分析。

以下是按到期日期呈列的貿易應收款項的賬齡分析。

減值評估詳情載於綜合財務報表附註5。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

19. NON-CURRENT AND CURRENT DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

Non-current portion

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Rental deposits	租賃按金	1,476	2,470

19. 非即期及即期按金、預付款項及其他應收款項

非即期部份

Current portion

即期部份

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Rental deposits	租賃按金	1,905	–
Utility and other deposits	公共事業及其他按金	1,832	781
Prepayments	預付款項	4,482	2,288
Other receivables	其他應收款項	2,095	596
		10,314	3,665

Details of impairment assessment are set out in Note 5 to the consolidated financial statements.

減值評估詳情載於綜合財務報表附註5。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

20. AMOUNTS DUE (TO) FROM NON-CONTROLLING INTERESTS

The amounts due are unsecured, interest-free and recoverable on demand.

The greatest amount due from non-controlling interests during the years is as follow:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Amount due from non-controlling interests	應收非控股權益款項	367	1,296

21. CASH AND CASH EQUIVALENTS

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	5,723	17,265

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

20. (應付)應收非控股權益款項

到期款項為無抵押、免息及按要求收回。

年內應收非控股權益的最高款項如下：

21. 現金及現金等價物

銀行結餘以浮動利率計息及存放於並無近期違約記錄且具有信譽之銀行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

22. TRADE PAYABLES

The following is an aging analysis of trade payables presented based on the invoice dates:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
0–30 days	0至30日	671	682
31–60 days	31至60日	603	62
61–90 days	61至90日	–	–
Over 90 days	超過90日	630	628
		1,904	1,372

The average credit period granted by suppliers are usually within 30 days.

22. 貿易應付款項

以下為按發票日期呈列的貿易應付款項賬齡分析：

供應商授予的平均信貸期通常為30日內。

23. ACCRUALS AND OTHER PAYABLES

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Accruals	應計費用	5,197	4,424
Other payables	其他應付款項	420	468
		5,617	4,892

23. 應計費用及其他應付款項

24. DEFERRED TAX LIABILITIES

The followings are the deferred tax liabilities recognised and movements thereon:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At the beginning of the year	於年初	111	–
Charge to profit or loss (Note 13)	自損益扣除(附註13)	–	111
At the end of the year	於年末	111	111

24. 遞延稅項負債

已確認遞延稅項負債及其變動如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

24. DEFERRED TAX LIABILITIES (Continued)

As at 31 March 2022, the Group has unused estimated tax losses of approximately HK\$80,099,000 (2021: HK\$65,286,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused estimated tax losses due to the unpredictability of future profit streams and unrecognised tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately HK\$1,729,000 (2021: HK\$1,835,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

24. 遞延稅項負債(續)

於2022年3月31日，本集團未動用估計稅項虧損約80,099,000港元(2021年：65,286,000港元)可用於抵銷未來溢利。並無就未動用估計稅項虧損確認遞延稅項資產，此乃由於未來溢利流不可預測及未確認稅項虧損可能無限期結轉所致。

於報告期末，本集團的可扣稅暫時差額約為1,729,000港元(2021年：1,835,000港元)。由於不大可能有應課稅溢利可供用於抵銷可扣稅暫時差額，故並無就該可扣稅暫時差額確認遞延稅項資產。

25. SHARE CAPITAL

25. 股本

		2022 2022年		2021 2021年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
Authorised:	法定：				
At the beginning of the year	於年初	2,000,000	20,000	2,000,000	20,000
Increase in shares (Note (b))	股份增加(附註(b))	8,000,000	80,000	-	-
Share consolidation (Note (b))	股份合併(附註(b))	(9,000,000)	-	-	-
Sub-divided (Note (e))	拆細(附註(e))	9,000,000	-	-	-
At the end of the year	於年末	10,000,000	100,000	2,000,000	20,000
Issued and fully paid:	已發行及繳足：				
At the beginning of the year	於年初	1,440,000	14,400	1,200,000	12,000
Placing of new shares (Note (a))	配售新股份(附註(a))	-	-	240,000	2,400
Share consolidation (Note (b))	股份合併(附註(b))	(1,296,000)	-	-	-
Issue of share upon rights issue (Note (c))	於供股時發行股份(附註(c))	216,000	21,600	-	-
Placing of new shares (Note (d))	配售新股份(附註(d))	28,800	2,880	-	-
Capital reduction (Note (e))	股本削減(附註(e))	-	(34,992)	-	-
At the end of the year	於年末	388,800	3,888	1,440,000	14,400

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

25. SHARE CAPITAL (Continued)

Note:

- (a) On 27 January 2021, the Company placed 240,000,000 placing shares at the placing price of HK\$0.029 per placing share (the “**2021 Placing**”). Net proceeds of approximately HK\$6,751,000 after deducting direct cost of approximately HK\$209,000 were credited to the Company’s equity under “Share premium”. Details of the 2021 Placing were set out in the Company’s announcements dated 5 January 2021 and 27 January 2021.
- (b) Pursuant to an ordinary resolutions passed by the shareholders of the Company at an extraordinary general meeting on 23 July 2021, the authorised share capital of the Company was increased to HK\$100,000,000 divided into 10,000,000,000 existing shares on 23 July 2021, and 1,000,000,000 consolidated authorised shares after the share consolidation was effective on 27 July 2021.
- (c) Pursuant to the rights issue on the basis of three rights share of HK\$0.17 each for every two shares held on the record date, 215,999,995 shares were issued on 6 September 2021 at HK\$0.17 per share (the “**Rights Issue**”). Net proceeds of approximately HK\$34,505,000 after deducting direct cost of approximately HK\$2,214,000 were credited to the Company’s equity under “Share premium”. Details of the Rights Issue were set out in the Company’s announcements dated 6 August 2021, 25 August 2021, and 3 September 2021.
- (d) On 6 January 2022, the Company placed 28,800,000 placing shares at the placing price of HK\$0.12 per placing share (the “**2022 Placing**”). Net proceeds of approximately HK\$3,387,000 after deducting direct cost of approximately HK\$69,000 were credited to the Company’s equity under “Share premium”. Details of the 2022 Placing were set out in the Company’s announcements dated 15 December 2021 and 6 January 2022.
- (e) Pursuant to a special resolutions passed by the shareholders of the Company at an extraordinary general meeting on 13 January 2022, the par value of each of the issued shares was reduced from HK\$0.1 to HK\$0.01 per issued share by cancelling the paid up share capital to the extent of HK\$0.09 per issued share (the “**Capital Reduction**”) and the reduction of the entire amount standing to the credit of the share premium (the “**Share Premium Reduction**”), the credit arising from the Capital Reduction and the Share Premium Reduction was applied towards offsetting the accumulated losses of the Company. Immediately following the Capital Reduction becoming effective, each of the authorised but unissued shares with par value of HK\$0.1 each be sub-divided into 10 authorised but unissued new shares with par value of HK\$0.01 each.

25. 股本 (續)

附註:

- (a) 於2021年1月27日，本公司按每股配售股份0.029港元的配售價配售240,000,000股配售股份(「二零二一年配售」)。經扣除直接成本約209,000港元後，所得款項淨額約6,751,000港元已計入本公司權益中「股份溢價」項下。二零二一年配售的詳情載於本公司日期為2021年1月5日及2021年1月27日的公告。
- (b) 根據本公司的股東於2021年7月23日在股東特別大會上通過的普通決議案，本公司法定股本於2021年7月23日增加至100,000,000港元(分為10,000,000,000股現有股份)，及於2021年7月27日股份合併生效後分為1,000,000,000股合併法定股份。
- (c) 根據於記錄日期每持有兩股股份獲發三股每股面值0.17港元的供股股份的基準之供股，215,999,995股股份已於2021年9月6日按每股面值0.17港元發行(「供股」)。經扣除直接成本約2,214,000港元後，所得款項淨額約34,505,000港元已計入本公司權益中「股份溢價」項下。供股的詳情載於本公司日期為2021年8月6日、2021年8月25日及2021年9月3日的公告。
- (d) 於2022年1月6日，本公司按每股配售股份0.12港元的配售價配售28,800,000股配售股份(「二零二二年配售」)。經扣除直接成本約69,000港元後，所得款項淨額約3,387,000港元已計入本公司權益中「股份溢價」項下。二零二二年配售的詳情載於本公司日期為2021年12月15日及2022年1月6日的公告。
- (e) 根據本公司股東於2022年1月13日召開的股東特別大會上通過的特別決議案，通過註銷每股已發行股份0.09港元之繳足股本而將每股已發行股份之面值由每股已發行股份0.1港元削減至0.01港元(「股本削減」)及削減股份溢價之全部進賬金額(「股份溢價削減」)，因股本削減及股份溢價削減而產生之進賬已用於抵銷本公司之累計虧絀。緊隨股本削減生效後，將每股面值0.1港元之法定但未發行股份各自拆細為10股每股面值0.01港元之法定但未發行新股份。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

26. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Statement of financial position of the Company

26. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current asset	非流動資產		
Investment in subsidiaries	於附屬公司投資	–	–
Current assets	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	62	175
Amounts due from subsidiaries	應收附屬公司款項	22,475	18,239
Cash and cash equivalents	現金及現金等價物	1,132	3,972
		23,669	22,386
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	1,593	362
Amounts due to subsidiaries	應付附屬公司款項	806	–
		2,399	362
Net current assets	流動資產淨值	21,270	22,024
Net assets	資產淨值	21,270	22,024
Capital and reserves	資本及儲備		
Share capital (Note 25)	股本(附註25)	3,888	14,400
Reserves (Note 26(b))	儲備(附註26(b))	17,382	7,624
Total equity	權益總額	21,270	22,024

The Company's statement of financial position was approved and authorised for issue by the board of directors on 24 June 2022 and are signed on its behalf by:

本公司的財務狀況表已於2022年6月24日獲董事會批准及授權刊發，並由下列董事代表簽署：

Chow Yik
周翊
Director
董事

Chan Lap Ping
陳立平
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

26. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

(Continued)

(b) Movement of reserve of the Company

26. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

		Share premium	Share-based payment reserve	(Accumulated losses) Retained earnings	Total
		以股份為基礎之付款儲備	以股份為基礎之付款儲備	(累計虧損) 保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2020	於2020年4月1日	56,198	–	(37,615)	18,583
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	–	–	(15,310)	(15,310)
Proceeds from placing of new shares	配售新股份所得款項	4,560	–	–	4,560
Issuing expenses of placing of new shares	配售新股份的發行開支	(209)	–	–	(209)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	60,549	–	(52,925)	7,624
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	–	–	(39,714)	(39,714)
Recognition of equity-settled share-based payment expenses	確認以股權結算股份為基礎之付款開支	–	1,068	–	1,068
Issue of shares upon rights issue (Note 25(c))	於供股時發行股份 (附註25(c))	15,119	–	–	15,119
Transaction costs attributable to shares issued upon rights issue (Note 25(c))	於供股時發行股份應佔之交易成本 (附註25(c))	(2,214)	–	–	(2,214)
Issue of shares upon placing (Note 25(d))	於配售時發行股份 (附註25(d))	576	–	–	576
Transaction costs attributable to shares issued upon placings (Note 25(d))	於配售時發行股份應佔之交易成本 (附註25(d))	(69)	–	–	(69)
Reduction of share capital and share premium (Note 25(e))	削減股本及股份溢價 (附註25(e))	(73,961)	–	108,953	34,992
At 31 March 2022	於二零二二年三月三十一日	–	1,068	16,314	17,382

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

27. MATERIAL RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere in the consolidated financial statements, during the years, the Group entered into the following material transactions with parties:

Smart Elegant Enterprises Limited (“**Smart Elegant**”) and United Strategy Limited, both incorporated in Hong Kong with limited liability, and Ms. Wong, the former executive director of the Company, entered into lease agreements in relation to the leasing of the premises in Hong Kong for restaurants operation uses. On 7 November 2019 and 31 October 2019, the Group entered into leases in respect of the two leasehold properties with Ms. Wong which was a related/connected party. The amount of lease payable by the Group under the lease is HK\$250,000 and HK\$28,000 per month respectively, which was determined with reference to market rent. At the inception date of the lease, the Group recognised right-of-use assets and lease liabilities of approximately HK\$8,295,000 and HK\$326,000 respectively. During the year ended 31 March 2022, the above leases were terminated and the lease payment made by the Group was Nil (2021: HK\$2,410,000).

27. 重大關聯方交易

- (a) 除綜合財務報表其他部分所披露者之外，本集團年內與關聯方訂有以下重大交易：

逸俊企業有限公司(「逸俊」)及群力策略有限公司(均於香港註冊成立為有限責任)與本公司前任執行董事黃女士訂立租賃協議，內容有關租賃香港物業以供餐廳營運之用。於2019年11月7日及2019年10月31日，本集團與黃女士(為關聯／關連方)就兩項租賃物業訂立租約。本集團根據租約每月應付之租賃金額分別為250,000港元及28,000港元，金額乃參照市場租金釐定。於租約開始日期，本集團確認使用權資產及租賃負債分別約8,295,000港元及326,000港元。於截至2022年3月31日止年度，上述租賃已終止及本集團作出的租賃付款為零(2021年：2,410,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

27. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

(b) Compensation of key management personnel of the Group, including directors' and chief executives' remuneration as disclosed in Note 11 to the consolidated financial statements, is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefit in kind	薪金、津貼及實物福利	2,304	2,081
Discretionary bonus	酌情花紅	6,000	–
Share-based payments	以股份為基礎之付款	1,068	–
Retirement benefits scheme contributions	退休福利計劃供款	43	78
		9,415	2,159

(c) Details of the balances with related parties are set out in Note 20 to the consolidated financial statements.

(d) A management service agreement dated 29 April 2020 was entered into between the Company and Shanghai ShunFeng Restaurant Group Company Limited (“SH ShunFeng”). Under the management service agreement, the Company agreed to provide catering supervision, guidance and management service to SH ShunFeng from 1 May 2020. The management services fees payable by SH ShunFeng to the Company shall be determined on the basis of 6% on the turnover of the target restaurants. On 27 October 2020 (the “Termination Date”), the Company received a notification letter from SH ShunFeng to terminate the management service agreement entered into with the Company with immediate effect. All the rights and obligations of the Company under the management service agreement are terminated and the Company is not obliged to fulfill its obligations thereunder since the Termination Date. No management service has been provided by the Company during the period and neither income nor receivables has been recognised. It constitutes a continuing connected transaction under Chapter 14A of the Listing Rules for the year ended 31 March 2021.

27. 重大關聯方交易（續）

(b) 本集團主要管理人員的報酬（包括綜合財務報表附註11所披露董事及行政總裁酬金）如下：

(c) 與關聯方結餘的詳情載於綜合財務報表附註20。

(d) 本公司與上海順風餐飲集團股份有限公司（「上海順風」）訂立日期為2020年4月29日的管理服務協議。根據管理服務協議，本公司同意自2020年5月1日起向上海順風提供餐飲監督、指導及管理服務。上海順風應向本公司支付的管理服務費用應按目標餐廳營業額的6%釐定。於2020年10月27日（「終止日期」），本公司收到上海順風的通知函，以終止與本公司訂立的管理服務協議，並即時生效。自終止日期起，本公司於管理服務協議項下之一切權利及義務均予以終止，且本公司並無責任履行其項下義務。本公司於期內並無提供任何管理服務，亦無確認收入或應收款項。截至2021年3月31日止年度，根據上市規則第14A章，其構成持續關連交易。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. 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:

28. 附屬公司詳情

於報告期末本公司直接及間接持有的附屬公司詳情載列如下：

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ operation 註冊成立/ 營運地點/國家	Class of share 股份類別	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Proportion of nominal value of paid up and issued capital held by the Company 本公司所持繳足及已發行股本面值比例				Principal activities 主要業務
				Directly 直接 2022 2022年 %	Indirectly 間接 2022 2022年 %	Directly 直接 2021 2021年 %	Indirectly 間接 2021 2021年 %	
Asian Energy Limited 亞洲活力有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	-	-	100	Dormant 暫無業務
Best Honour Ventures Limited 卓譽創投有限公司	British Virgin Islands ("BVI") 英屬處女群島 ("英屬處女群島")	Ordinary 普通股	United State Dollar ("US\$") 50,000 50,000美元 ("美元")	100	-	-	-	Dormant 暫無業務
Character Creative Asia Limited ("Character Creative") 創德亞洲有限公司 ("創德")	Hong Kong 香港	Ordinary 普通股	HK\$24 24港元	-	54.17	-	54.17	Provision of catering services 提供餐飲服務
Country Way Corporation Limited 國茂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	-	100	-	100	Provision of management consultancy services 提供管理顧問服務
Full Field Management Limited 業豐管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	100	Dormant 暫無業務
Glorious Day Enterprises Limited 榮日企業有限公司	BVI 英屬處女群島	Ordinary 普通股	US\$50,000 50,000美元	100	-	-	-	Dormant 暫無業務
Goldy Glory Limited 金榮輝有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Dormant 暫無業務
Grand York Development Limited 旭盛發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	-	-	100	Dormant 暫無業務
Harvest Wealth Enterprises Limited 茂豐企業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務
Honour Star Enterprises Limited 忠信企業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務
Ice Point Catering Management Limited 冰點餐飲管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Provision of catering services 提供餐飲服務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. PARTICULARS OF SUBSIDIARIES (Continued)

28. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ operation 註冊成立/ 營運地點/國家	Class of share 股份類別	Issued and fully paid share capital/registered capital 已發行及繳足股本 /註冊資本	Proportion of nominal value of paid up and issued capital held by the Company 本公司所持繳足及 已發行股本面值比例				Principal activities 主要業務
				Directly 直接 2022 2022年 %	Indirectly 間接 2022 2022年 %	Directly 直接 2021 2021年 %	Indirectly 間接 2021 2021年 %	
Jetech Consultants Limited 置達顧問有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	-	100	-	100	Dormant 暫無業務
Kant Supply Chain (Shenzhen) Co., Ltd.* 康德供應鏈(深圳)有限公司*	PRC 中國	Ordinary 普通股	HK\$10,000,000 10,000,000港元	-	100	-	100	Investment holding 投資控股
King Wings Holding Limited 金榮控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Dormant 暫無業務
Landshine Inc Limited 置森有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	-	-	100	Dormant 暫無業務
Lead Merit Limited 領德有限公司	Hong Kong 香港	Ordinary 普通股	HK\$60,000 60,000港元	-	-	-	100	Dormant 暫無業務
Moly Power Limited 懋力有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務
Most Will Limited 志多有限公司	Hong Kong 香港	Ordinary 普通股	HK\$640,000 640,000港元	-	100	-	100	Provision of catering services 提供餐飲服務
Quick Success Holding Limited 速達控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Sales and processing of food 食品銷售及加工
Silver Wings Group Holding Limited 銀榮控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Dormant 暫無業務
Smart Sino Enterprises Limited 俊華企業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Investment holding 投資控股
Smart Sky Enterprises Limited 俊天企業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務
Success Reach Holding Limited ("Success Reach") 榮成達控股有限公司(「榮成達」)	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	51	-	-	Provision of catering services 提供餐飲服務
Sunny Days Corporation Limited 日晴有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. PARTICULARS OF SUBSIDIARIES (Continued)

28. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ operation 註冊成立/ 營運地點/國家	Class of share 股份類別	Issued and fully paid share capital/registered capital 已發行及繳足股本 /註冊資本	Proportion of nominal value of paid up and issued capital held by the Company 本公司所持繳足及 已發行股本面值比例				Principal activities 主要業務	
				Directly	Indirectly	Directly	Indirectly		
				2022	2022	2021	2021		
				2022年	2022年	2021年	2021年		
				%	%	%	%		
Sunny Galaxy Limited 旭億有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	-	100	-	100	Dormant 暫無業務	
Sunny Shadow Limited 暉映有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	-	100	-	100	Dormant 暫無業務	
Sure Gain Global Limited ("Sure Gain") 必得環球有限公司(「必得」)	BVI 英屬處女群島	Ordinary 普通股	US\$1 1美元	100	-	100	-	Investment holding 投資控股	
Venus Holding Limited 金升控股有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	100	-	-	Dormant 暫無業務	
Tsui Bo Restaurant Limited 翠寶餐廳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	-	-	-	100	Dormant 暫無業務	
Voyage Won Limited 茂奇有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	-	-	-	100	Dormant 暫無業務	

A limited liability company established in the PRC acquired by a subsidiary of the Company on 10 March 2021.

本公司一間附屬公司於2021年3月10日收購在中國成立的有限公司。

None of the subsidiaries had any debt securities outstanding during the reporting period or at the end of the reporting period.

概無附屬公司於報告期內或於報告期末擁有任何發行在外債務證券。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. PARTICULARS OF SUBSIDIARIES (Continued)

Details of a non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of a non-wholly-owned subsidiaries of the Group that the material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ operation 註冊成立/ 營業地點/國家	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持擁有權益及投票權的比例		Loss allocated to non-controlling interests 分配至非控股權益的虧損		Accumulated non-controlling interests 累計非控股權益	
		2022 2022年	2021 2021年	2022 2022年	2021 2021年	2022 2022年	2021 2021年
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Character Creative 創德	Hong Kong 香港	45.83%	45.83%	(1,614)	(336)	220	1,834
Success Reach 榮成達	Hong Kong 香港	49%	-	(3,365)	-	(3,359)	-
漳州金田食品有限公司 (Zhangzhou Jintian Food Co., Limited*) ("Jintian") 漳州金田食品有限公司(「金田」)	PRC 中國	-	-	(23,237)	-	-	-

Note:

Interest in Jintian was reclassified to interest in joint venture upon deconsolidation. Details are set out in the Notes 32, 33 and 34 to the consolidated financial statements.

Summarised financial information in respect of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

28. 附屬公司詳情 (續)

擁有重大非控股權益的非全資附屬公司詳情

下表顯示擁有重大非控股權益的本集團非全資附屬公司詳情：

附註：

於金田之權益於取消綜合入賬後重新分類至於合營企業之權益。詳情載於綜合財務報表附註32、33及34。

有關擁有重大非控股權益的本集團附屬公司的財務資料概要載列如下。以下財務資料概要指集團內對銷前的金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. PARTICULARS OF SUBSIDIARIES (Continued)

Character Creative

28. 附屬公司詳情 (續)

創德

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current assets	流動資產	1,789	2,665
Non-current assets	非流動資產	2,200	7,306
Current liabilities	流動負債	(2,480)	(3,002)
Non-current liabilities	非流動負債	(1,030)	(2,969)
Equity attributable to owners of the Company	本公司擁有人應佔權益	259	2,166
Non-controlling interests	非控股權益	220	1,834
Revenue	收益	14,004	3,802
Expenses	開支	(17,526)	(4,601)
Loss for the year	年內虧損	(3,522)	(799)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(1,908)	(433)
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(1,614)	(366)
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	(3,522)	(799)
Net cash flow from (used in) operating activities	經營活動所得(所用)現金流量淨額	1,945	(652)
Net cash flow used in investing activities	投資活動所用現金流量淨額	-	(2,703)
Net cash flow (used in) from financing activities	融資活動(所用)所得現金流量淨額	(2,040)	3,912
Net cash (outflow) inflow	現金(流出)流入淨額	(95)	557

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

28. PARTICULARS OF SUBSIDIARIES (Continued)

Success Reach

28. 附屬公司詳情 (續)

榮成達

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current assets	流動資產	3,654	–
Non-current assets	非流動資產	8,000	–
Current liabilities	流動負債	(15,725)	–
Non-current liabilities	非流動負債	(2,784)	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	(3,496)	–
Non-controlling interests	非控股權益	(3,359)	–
Revenue	收益	243	–
Impairment loss of property plant and equipment	物業、廠房及設備之減值虧損	(1,960)	–
Impairment loss of right-of-use assets	使用權資產之減值虧損	(1,195)	–
Expenses	開支	(3,953)	–
Loss for the year	年內虧損	(6,865)	–
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(3,500)	–
Loss attributable to the non-controlling interests	非控股權益應佔虧損	(3,365)	–
Loss for the year and total comprehensive loss for the year	年內虧損及年內全面虧損總額	(6,865)	–
Net cash flow from operating activities	經營活動所得現金流量淨額	8,775	–
Net cash flow used in investing activities	投資活動所用現金流量淨額	(8,470)	–
Net cash flow used in financing activities	融資活動所用現金流量淨額	(230)	–
Net cash inflow	現金流入淨額	75	–

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

29. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) 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 statement of cash flows as cash flows from financing activities:

		Borrowings	Lease liabilities (Note 16)	Total
		借貨	租賃負債 (附註16)	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2020	於2020年4月1日	–	13,563	13,563
Finance costs	融資成本	–	472	472
Acquisition of a subsidiary	收購一間附屬公司	–	5,365	5,365
Lease modification	租賃修訂	–	(9,580)	(9,580)
Covid-19-related rent concessions	新型冠狀病毒有關租金寬減	–	(306)	(306)
Cash flows, net	現金流量·淨額	–	(4,814)	(4,814)
At 31 March 2021 and 1 April 2021	於2021年3月31日及2021年4月1日	–	4,700	4,700
Addition	添置	–	7,512	7,512
Finance costs	融資成本	623	632	1,255
Exchange difference	匯兌差額	–	89	89
Acquisition of a subsidiary	收購一間附屬公司	–	6,777	6,777
Deconsolidation of a subsidiary	取消綜合入賬一間附屬公司	–	(6,636)	(6,636)
Cash flows, net	現金流量·淨額	(623)	(4,128)	(4,751)
At 31 March 2022	於2022年3月31日	–	8,946	8,946

29. 綜合現金流量表附註

(a) 產生自融資活動的負債對賬

下表詳列產生自融資活動的本集團負債變動，包括現金及非現金變動。產生自融資活動的負債指現金流量已經或未來現金流量將會於本集團綜合現金流量表分類為產生自融資活動的負債：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

29. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Major non-cash transactions

In addition to information disclosed elsewhere in the consolidated financial statements, the Group has following major non-cash transactions:

During the year ended 31 March 2022, the Group recognised right-of-use assets by incurring lease liabilities of approximately HK\$7,512,000

30. RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “**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.

29. 綜合現金流量表附註 (續)

(b) 主要非現金交易

除綜合財務報表其他部分所披露之資料外，本集團有以下主要非現金交易：

截至2022年3月31日止年度，本集團透過產生租賃負債約7,512,000港元以確認使用權資產。

30. 退休福利計劃

本集團根據香港強制性公積金計劃條例設立一項界定供款的強制性公積金退休福利計劃（「**強積金計劃**」）。根據強積金計劃，僱員須按彼等的月薪供款5%或最高供款1,500港元，彼等亦可選擇作出額外供款。僱主的每月供款乃按有關僱員月薪5%或最高供款額1,500港元計算（「**強制供款**」）。僱員在65歲退休、身故或完全喪失工作能力時，可全數獲取僱主為其作出之強制供款。

於損益扣除的強積金計劃產生的退休福利計劃供款指本集團按計劃規則訂明的比率向基金已付或應付的供款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

31. SHARE OPTION SCHEME

The Company's share option scheme was conditionally adopted by the resolutions in writing of all the shareholders passed on 20 January 2017 ("**Share Option Scheme**"). Details of the Share Option Scheme are set out in appendix IV of the document in the Company's announcement dated 24 October 2016.

During the year ended 31 March 2021, no option has been granted or agreed to be granted under the Share Option Scheme.

On 10 January 2022, the Company offered to grant a total of 11,628,000 share options at an exercise price of HK\$0.229 per share of the Company to three executive directors of the Company (the "**Grantees**"), pursuant to the Share Option Scheme of the Company. The Grantees are entitled, subject to the terms and conditions of the grant and upon exercise, to subscribe a total of 11,628,000 ordinary shares in the share capital of the Company.

31. 購股權計劃

本公司的購股權計劃經由全體股東於2017年1月20日通過書面決議案有條件採用（「購股權計劃」）。購股權計劃的詳情載於本公司日期為2016年10月24日之公告內文件附錄四。

截至2021年3月31日止年度，概無根據購股權計劃授出或同意授出購股權。

於2022年1月10日，根據本公司之購股權計劃，本公司提呈按行使價本公司每股0.229港元向本公司三名執行董事（「該等承授人」）授出合共11,628,000份購股權。該等承授人有權認購本公司股本中合共11,628,000股普通股，惟須受授出條款及條件規限及於行使後方可作實。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

31. SHARE OPTION SCHEME (Continued)

The following table discloses movements of the Company's share options during the year ended 31 March 2022:

31. 購股權計劃 (續)

下表披露截至2022年3月31日止年度本公司購股權之變動情況：

Category of the Grantees	Exercise price per share option	Date of grant	Exercisable period	Number of share options		
				Number of share options at 1 April 2021 於2021年4月1日之購股權數目	Number of share options granted during the year 年內授出之購股權數目	Number of share options at 31 March 2022 於2022年3月31日之購股權數目
承授人類別	每份購股權行使價 HK\$ 港元	授出日期	可行使期間			
DIRECTORS						
董事						
Mr. Chow Yik	0.229	10 January 2022	10 January 2022 to 9 January 2032	-	3,876,000	3,876,000
周翊先生	0.229	2022年1月10日	2022年1月10日至2032年1月9日			
Mr. Tsui Wing Tak	0.229	10 January 2022	10 January 2022 to 9 January 2032	-	3,876,000	3,876,000
徐永得先生	0.229	2022年1月10日	2022年1月10日至2032年1月9日			
Ms. Ho Oi Kwan	0.229	10 January 2022	10 January 2022 to 9 January 2032	-	3,876,000	3,876,000
何愛群女士	0.229	2022年1月10日	2022年1月10日至2032年1月9日			
Total				-	11,628,000	11,628,000
總計						
Exercisable at the end of the year						11,628,000
於年末可行使						
Weighted average exercise price						HK\$0.229
加權平均行使價						0.229港元

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

31. SHARE OPTION SCHEME (Continued)

The fair values of share options granted to the Grantees on 10 January 2022 are approximately HK\$0.092 per option, which are calculated using a Binomial Option Pricing Model by an independent professional valuer, with the following key inputs:

Share price at the date of grant	於授出日期之股價	HK\$0.200港元
Exercise price	行使價	HK\$0.229港元
Expected volatility	預期波幅	41.99%
Risk-free interest rate	無風險利率	1.633%
Expected dividends	預期股息	Nil無

During the year ended 31 March 2022, with reference to the fair value of the share options granted, the Group recognised approximately HK\$1,068,000 as equity-settled share-based payment expenses.

32. INTEREST IN A JOINT VENTURE

Details of the Group's investment in a joint venture at the end of the reporting period are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本	-	-
Share of post-acquisition losses	應佔收購後虧損	-	-
		-	-

Interest in a joint venture represents investment in Jintian, a former non-wholly owned subsidiary of which 51% equity interest was owned by the Group as set out in Note 35 to the consolidated financial statements and remaining equity interest of 49% was owned by Mr. Sun Guangping ("Mr. Sun"). Jintian is principally engaged in manufacture and sales of frozen aquatic products in the PRC.

31. 購股權計劃 (續)

於2022年1月10日向承授人授出之購股權之公平值為每份購股權約0.092港元，由獨立專業估值師使用二項式期權定價模式計算，當中採用以下主要輸入參數：

截至2022年3月31日止年度，經參考所授出購股權之公平值，本集團確認約1,068,000港元為以股權結算股份付款之開支。

32. 於一間合營企業之權益

本集團於報告期末於一間合營企業之投資詳情如下：

於一間合營企業之權益指於前非全資附屬公司金田之投資，金田之51%股權由本集團擁有（誠如綜合財務報表附註35所載）及餘下49%股權由孫光平先生（「孫先生」）擁有。金田主要於中國從事生產及銷售急凍水產品。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

32. INTEREST IN A JOINT VENTURE (Continued)

On 12 November 2021, Mr. Sun executed a deed of undertaking (the “**Deed**”) in favour of the Group and Jintian, pursuant to which Mr. Sun (i) agrees to guarantee the performance of Jintian with respect to all the existing and future debts owed by Jintian without collateral; (ii) agrees to provide guarantee(s) to any creditor(s) of the existing debts of Jintian and any future debt(s) of Jintian and undertake to provide the same when it is required from any creditor; and (iii) agrees that the Group is not required to provide any corporate guarantee and any collateral to such creditor(s) (the “**Undertakings**”).

Given the Undertakings provided by Mr. Sun, Mr. Sun required the mutual control rights of Jintian and all decisions of Jintian relating to the strategic financial and operating decisions of any economic activity shall be made by all the equity-holders unanimously with no change of shareholdings in Jintian.

Pursuant to a mutual control agreement signed on 12 November 2021, all decisions of Jintian relating to business operations require unanimous consent from all the equity holders with no change of shareholdings, which resulting in a loss of control of Jintian by the Group. Accordingly, with effect from 12 November 2021, Jintian ceased to be a subsidiary of the Group and the investment in Jintian was reclassified as interest in a joint venture, which is jointly controlled by the Group and Mr. Sun by virtue of the contractual arrangement amongst equity holders.

Accordingly, the assets and liabilities of Jintian were deconsolidated from the Group’s consolidated statement of financial position and the interests in Jintian have been accounted for as a joint venture using equity method. The fair value of the 51% equity interests in Jintian at the date on which the control was lost is regarded was determined to be Nil based on the proportion of the Group’s equity interest in net liabilities of Jintian as the cost on initial recognition of the investment in Jintian as a joint venture.

In the opinion of the directors of the Company, the joint venture is not material to the Group for the year ended 31 March 2022 and no disclosure of its financial information was considered necessary.

32. 於一間合營企業之權益 (續)

於2021年11月12日，孫先生以本集團及金田為受益人簽署承諾契約（「**契約**」），據此，孫先生(i)同意就金田履行金田結欠的所有現有及未來債務以無抵押方式提供擔保；(ii)同意為金田現有債務及金田任何未來債務的任何債權人提供擔保，承諾在任任何債權人需要時提供擔保；及(iii)同意本集團毋須向有關債權人提供任何企業擔保及任何抵押（「**承諾**」）。

鑒於孫先生作出的承諾，孫先生要求，金田的相互控制權、金田所有有關任何經濟活動的戰略財務及經營決策的決定應經所有權益持有人一致同意作出且金田的股權概無變動。

根據於2021年11月12日簽署的相互控制協議，金田所有有關業務營運的決定須經其所有權益持有人一致同意且股權概無變動，這導致本集團失去對金田的控制權。因此，金田不再為本集團的附屬公司，而於金田的投資已被重新分類為於一間合營企業之權益，該合營企業由本集團及孫先生根據權益持有人之間的合約安排共同控制，自2021年11月12日起生效。

因此，金田的資產及負債將不再與本集團之綜合財務狀況表合併入賬，而於金田的權益已按權益法入賬為一間合營企業。金田51%股權之公平值於失去控制權當日被視作按本集團於金田負債淨額的權益比例釐定零為初始確認於金田的投資為一間合營企業的成本。

本公司董事認為，截至2022年3月31日止年度合營企業對本集團並不重要及其財務資料的披露並不視為屬必要。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

33. NET GAIN ON DECONSOLIDATION OF A SUBSIDIARY

Upon loss of control in Jintian and reclassification to interest in a joint venture as disclosed in Note 32 to the consolidated financial statements, details of net gain on deconsolidation of Jintian are summarised as follows:

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	48
Inventories	存貨	22,724
Trade receivables	貿易應收款項	33,758
Other receivables	其他應收款項	15
Cash and cash equivalents	現金及現金等價物	639
Trade payables	貿易應付款項	(69,184)
Accruals and other payables	應計費用及其他應付款項	(9,926)
Lease liabilities	租賃負債	(6,636)
Net liabilities at date of deconsolidation	取消綜合入賬日期之負債淨額	(28,562)
Non-controlling interests	非控股權益	13,651
Release of exchange reserve	解除匯兌儲備	23
Net gain on deconsolidation of a subsidiary	取消綜合入賬一間附屬公司之 收益淨額	(14,888)
Net cash outflow arising from deconsolidation of a subsidiary	取消綜合入賬一間附屬公司產生之 現金流出淨額	(639)

34. DISCONTINUED OPERATION

Manufacture and sales of frozen aquatic products business

Upon loss of control in Jintian and reclassification to interest in a joint venture as disclosed in Notes 33 and 32 to the consolidated financial statements, the Group ceased to carry on manufacture and sales of frozen aquatic products business. Accordingly, the manufacture and sales of frozen aquatic products business of the Group was classified as a discontinued operation (the "Discontinued Operation").

The results of the Discontinued Operation have been presented separately in the consolidated statement of profit or loss and other comprehensive income.

33. 取消綜合入賬一間附屬公司之收益淨額

於失去金田之控制權及重新分類至一間合營企業之權益(如綜合財務報表附註32所披露)後,取消綜合入賬金田之收益淨額詳情概述如下:

34. 已終止經營業務

生產及銷售急凍水產品業務

於失去金田之控制權及重新分類至一間合營企業之權益(如綜合財務報表附註33及32所披露)後,本集團不再開展生產及銷售急凍水產品業務。因此,本集團的生產及銷售急凍水產品業務分類為一項已終止經營業務(「已終止經營業務」)。

已終止經營業務之業績已於綜合損益及其他全面收益表單獨呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

34. DISCONTINUED OPERATION (Continued)

Manufacture and sales of frozen aquatic products business (Continued)

The results of the Discontinued Operation for the year ended 31 March 2022 are analysed as follows:

34. 已終止經營業務 (續)

生產及銷售急凍水產品業務 (續)

已終止經營業務於截至2022年3月31日止年度之業績分析如下：

	Note 附註	2022 2022年 HK\$'000 千港元
Revenue		215,383
Cost of inventories sold		(215,336)
Gross profit		47
Other revenue, other gain and loss		1,089
Employee benefit expenses	10	(1,010)
Depreciation		(1,840)
Impairment loss of property, plant and equipment	(a)	(14,742)
Impairment loss of right-of-use assets	(a)	(6,434)
Impairment loss of inventories	(a)	(21,982)
Administrative expenses		(1,591)
Finance costs	9	(245)
Loss from operations		(46,708)
Impairment loss of amount due from a joint venture		(2,136)
Net gain on deconsolidation of a subsidiary		14,888
Impairment loss of goodwill		(702)
Loss before tax	10	(34,658)
Income tax expenses		(716)
Loss for the year		(35,374)
Loss from the Discontinued Operation for the year attributable to:		
Owners of the Company		(12,137)
Non-controlling interests		(23,237)
		(35,374)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

34. DISCONTINUED OPERATION (Continued)

Manufacture and sales of frozen aquatic products business (Continued)

- (a) Due to the failure of the electric power supply system to the cold storage facility of Jintian during the National Days Holidays in China which resulted in deterioration of significant portion of the frozen stock of Jintian, the Group recognised a one-off loss of approximately HK\$21,982,000 for the stock deterioration for the year ended 31 March 2022. Suffering from failure of electric power supply system which resulted in significant deterioration of customer relationship and market reputation in light of loss incurred by Jintian, the management of the Group has recognised impairment loss of approximately HK\$14,742,000 and HK\$6,434,000 against property, plant and equipment and right-of-use assets. Details of the failure of the electric power supply system are set out in the Company's announcement dated 11 October 2021.

The cash flow information of the Discontinued Operation is as follows:

		2022 2022年 HK\$'000 千港元
Net cash from operating activities	經營活動現金淨額	648
Net cash from investing activities	投資活動現金淨額	-
Net cash used in financing activities	融資活動所用現金淨額	(140)

34. 已終止經營業務 (續)

生產及銷售急凍水產品業務 (續)

- (a) 於中國國慶期間金田冷藏設施的供電系統出現故障導致金田大部分冷凍庫存食品變質。截至2022年3月31日止年度，本集團就庫存變質確認一次性虧損約21,982,000港元。鑑於金田因遭遇供電系統出現故障招致的損失導致客戶關係及市場聲譽的大幅轉差，本集團管理層已分別就物業、廠房及設備以及使用權資產確認減值虧損約14,742,000港元及6,434,000港元。供電系統出現故障的詳情載於本公司日期為2021年10月11日的公告。

已終止經營業務之現金流量資料如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

34. DISCONTINUED OPERATION (Continued)

Manufacture and sales of frozen aquatic products business (Continued)

The loss per share information of the Discontinued Operation is as follows:

		2022 2022年 HK\$'000 千港元
Loss per share for the Discontinued Operation	已終止經營業務之每股虧損	
Basic (Hong Kong cents)	基本 (港仙)	(4.44)
Diluted (Hong Kong cents)	攤薄 (港仙)	(4.44)

The basic and diluted loss per share for the Discontinued Operation are calculated by dividing the loss for the year of the Discontinued Operation by the weighted average number of ordinary shares for basic loss per share computation and weighted average number of ordinary shares for diluted loss per share computation respectively. The denominators used are the same as those detailed in Note 14 to the consolidated financial statements.

35. ACQUISITION OF A SUBSIDIARY

Year ended 31 March 2022

On 23 December 2020, the Group has agreed to acquire 51% equity interest in Jintian which is principally engaged in manufacture and sales of frozen aquatic products from an independent third party at cash consideration of HK\$10,000,000 (the "Acquisition"). Jintian became an indirect non-wholly owned subsidiary of the Company upon completion of the Acquisition on 18 May 2021.

34. 已終止經營業務 (續)

生產及銷售急凍水產品業務 (續)

已終止經營業務之每股虧損資料如下：

已終止經營業務之每股基本及攤薄虧損乃按年內已終止經營業務虧損分別除以用作每股基本虧損計算之普通股加權平均數及用作每股攤薄虧損計算之普通股加權平均數計算。所用之分母與綜合財務報表附註14詳述者相同。

35. 收購一間附屬公司

截至2022年3月31日止年度

於2020年12月23日，本集團已同意按現金代價10,000,000港元自獨立第三方收購金田（主要從事生產及銷售急凍水產品）之51%股權（「收購事項」）。金田於2021年5月18日完成收購事項後成為本公司之間接非全資附屬公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

35. ACQUISITION OF A SUBSIDIARY (Continued)

Year ended 31 March 2022 (Continued)

The Acquisition constituted a business combination and had been accounted for using the acquisition method under HKFRS 3 (Revised) "Business Combinations".

The following summarises the consideration paid and the amounts of the identifiable assets acquired and liabilities assumed at the date of the Acquisition:

	HK\$'000 千港元
Consideration paid/payable, satisfied by cash 已付／應付代價，以現金結算	10,000

		HK\$'000 千港元
Recognised amounts of identifiable assets acquired and liabilities assumed:	可識別所收購資產及所承擔負債之已確認金額：	
Property, plant and equipment	物業、廠房及設備	16,010
Right-of-use assets	使用權資產	6,811
Inventories	存貨	89,383
Trade receivables	貿易應收款項	158,451
Other receivables	其他應收款項	22,555
Cash and cash equivalents	現金及現金等價物	131
Trade payables	貿易應付款項	(254,702)
Accruals and other payables	應計費用及其他應付款項	(12,956)
Lease liabilities	租賃負債	(6,777)
Total identifiable net assets	可識別淨資產總額	18,906
Non-controlling interests recognised	已確認非控股權益	(9,608)
Goodwill arising on acquisition	收購產生之商譽	702
		10,000

35. 收購一間附屬公司 (續)

截至2022年3月31日止年度
(續)

收購事項構成業務合併，並將根據香港財務報告準則第3號(經修訂)「業務合併」採用收購法入賬。

以下概述於收購事項日期之已付代價及所收購可識別資產及所承擔負債之金額：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

35. ACQUISITION OF A SUBSIDIARY (Continued)

Year ended 31 March 2022 (Continued)

35. 收購一間附屬公司 (續)

截至2022年3月31日止年度
(續)

		HK\$'000 千港元
Net cash flow on the Acquisition:	有關收購事項之現金流量淨額：	
Net cash acquired from Jintian	自金田收購之現金淨額	131
Consideration paid	已付代價	(10,000)
Deposit paid (included in "Deposit paid for acquisition of a subsidiary")	已付按金 (計入「收購一間附屬公司的已付按金」)	5,000
		(4,869)

The directors of the Company have engaged an independent professional valuer (the "Valuer") to provide assistance in determining the fair value of the assets and liabilities of Jintian in accordance with HKFRS 13. The Valuer has reviewed the methodologies, the key valuation parameters and business assumptions adopted.

The Group has selected to measure the non-controlling interest at its proportionate interest in the identifiable assets and liabilities of Jintian.

Goodwill arising from the acquisition represents the excess of the fair value of the consideration paid by the Group over the fair value of identifiable net assets of Jintian.

The goodwill arising from the Acquisition is attributable to the growth and profit potential as a result of diversification of business offering additional source of income to the Group. However, in the opinion of the management of the Group, the fair values of the growth and profit potential cannot be reasonably estimated and thus no individual intangible assets have been recognised. None of the goodwill recognised is expected to be deductible for income tax purpose.

本公司董事已委聘獨立專業估值師 (「估值師」) 以協助根據香港財務報告準則第13號釐定金田資產及負債之公平值。估值師已審閱所採納之方法、主要估值參數及業務假設。

本集團已選擇按其於金田可識別資產及負債中的權益比例計量非控股權益。

收購所產生之商譽指本集團所支付代價的公平值超過金田可識別資產淨值的公平值之差額。

收購事項產生之商譽源於向本集團提供額外收入來源的業務多元化所帶來之增長及溢利潛力。然而，本集團管理層認為，增長及溢利潛力之公平值未能合理估計及因此概無確認個別無形資產。概無已確認之商譽預期可用作扣除所得稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

35. ACQUISITION OF A SUBSIDIARY (Continued)

Year ended 31 March 2022 (Continued)

The fair values of trade and other receivables acquired included trade receivables with fair value of approximately HK\$158,481,000 and other receivables with fair value of HK\$22,555,000. The total gross contractual amounts of the trade and other receivables are approximately RMB181,036,000, of which no provision were made against trade receivables and other receivables.

Since acquisition and up to 31 March 2022, Jintian has contributed revenue of approximately HK\$215,383,000 and contributed loss of approximately HK\$47,424,000 to the Group.

If the business combinations effected during the year ended 31 March 2022 had been taken place at 1 April 2021, the total revenue and loss of the Group (for continuing and discontinued operation) would have been approximately HK\$492,501,000 and approximately HK\$67,204,000, respectively.

Year ended 31 March 2021

On 9 November 2020, the Group acquired 54.17% equity interest in Character Creative from independent third parties at a total cash consideration of HK\$13. Character Creative rents a premise which is located in Hong Kong and was acquired with the objective of expanding the Group's restaurants operations. At 9 November 2020, the major assets acquired from and liabilities assumed of Character Creative are right-of-use assets of approximately HK\$5,484,000 and lease liabilities of approximately HK\$5,365,000, respectively.

35. 收購一間附屬公司 (續)

截至2022年3月31日止年度 (續)

所得貿易及其他應收款項之公平值包括公平值約158,481,000港元之貿易應收款項及公平值22,555,000港元之其他應收款項。貿易及其他應收款項之總合約金額約為人民幣181,036,000元，其中並無就貿易應收款項及其他應收款項計提撥備。

自收購以來及直至2022年3月31日，金田對本集團貢獻收益約215,383,000港元及貢獻虧損約47,424,000港元。

倘截至2022年3月31日止年度所進行之業務合併於2021年4月1日作實，則本集團之總收益及虧損（就持續及已終止經營業務而言）分別約為492,501,000港元及約67,204,000港元。

截至2021年3月31日止年度

於2020年11月9日，本集團向獨立第三方收購創德的54.17%權益，總現金代價為13港元。創德租用位於香港的一個物業，而收購目的是擴大本集團的餐廳業務。於2020年11月9日，自創德所收購主要資產及所承擔負債分別為使用權資產約5,484,000港元及租賃負債約5,365,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 March 2022 截至2022年3月31日止年度

36. CAPITAL COMMITMENT

36. 資本承擔

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of Jintian, net of deposit paid	就收購金田而言，已訂約但未有於綜合財務報表計提撥備的資本支出，扣除已付按金	-	5,000

37. DIVIDENDS

The directors do not recommend the payment of any dividend for the years ended 31 March 2022 and 2021.

37. 股息

董事不建議派付任何截至2022年及2021年3月31日止年度的股息。

38. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 March 2022, save as disclosed elsewhere in the consolidated financial statements, the Group has the following subsequent event:

In June 2022, the Company, among others, proposed to implement the capital reorganisation in respect of (a) share consolidation; (b) change in board lot size; (c) capital reduction; (d) share premium reduction; and (e) share subdivision. Details of which are set out in the Company's announcement dated 8 June 2022 and the Company's circular dated 24 June 2022.

38. 報告期後事項

於2022年3月31日後，除綜合財務報表其他部分所披露者外，本集團有以下其後事項：

於2022年6月，本公司（其中包括）建議實施有關(a)股份合併；(b)更改每手買賣單位；(c)股本削減；(d)股份溢價削減；及(e)股份拆細的資本重組。詳情載於本公司日期為2022年6月8日的公告及本公司日期為2022年6月24日的通函。

Summary of Financial Information

財務資料概要

For the year ended 31 March 2022 截至2022年3月31日止年度

The following is a summary of the published results and of the assets and liabilities of the Group for the last five financial years:

以下為本集團最近五個財政年度的已刊發業績及資產及負債概要：

		Years ended 31 March 截至3月31日止年度				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Results	業績					
Revenue from continuing operations	持續經營業務之收益	27,302	12,634	43,024	92,099	122,653
Loss before tax from continuing operations	持續經營業務之除稅前虧損	(33,141)	(10,195)	(32,883)	(18,839)	(10,482)
Income tax (expense)/ credit	所得稅(開支)/抵免	-	(111)	-	(1,722)	736
Loss from a discontinued operation	已終止經營業務之虧損	(35,374)	-	-	-	-
Loss for the year	年度虧損	(68,515)	(10,306)	(32,883)	(20,561)	(9,746)
Loss for the year attributable to:	以下各項應佔年度虧損：					
Owners of the Company	本公司擁有人	(40,299)	(9,940)	(32,883)	(20,561)	(9,746)
Non-controlling interests	非控股權益	(28,216)	(366)	-	-	-
		(68,515)	(10,306)	(32,883)	(20,561)	(9,746)
		Years ended 31 March 截至3月31日止年度				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	36,733	37,284	48,322	66,920	90,045
Total liabilities	總負債	(17,052)	(11,075)	(20,758)	(6,473)	(9,037)
Net assets	資產淨值	19,681	26,209	27,564	60,447	81,008
Equity attributable to:	以下各項應佔權益：					
Owners of the Company	本公司擁有人	22,820	24,375	27,564	60,447	81,008
Non-controlling interests	非控股權益	(3,139)	1,834	-	-	-
		19,681	26,209	27,564	60,447	81,008