



U BANQUET GROUP HOLDING LIMITED
譽宴集團控股有限公司

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

股份代號 Stock Code : 1483

2016 Annual Report
年報

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors:

- Mr. Sang Kangqiao (*Chairman*)
(appointed on 27 October 2016)
- Mr. Cui Peng (appointed on 27 October 2016)
- Mr. Xu WENZE (appointed on 27 October 2016)
- Mr. Cheung Ka Ho (resigned on 27 October 2016)
- Mr. Cheung Ka Kei (resigned on 27 October 2016)
- Mr. Kan Yiu Pong (resigned on 27 October 2016)

Independent Non-executive Directors:

- Mr. Lam Ka Tak (appointed on 27 October 2016)
- Mr. Xu Zhihao (appointed on 27 October 2016)
- Ms. Liu Yan (appointed on 27 October 2016)
- Mr. Chung Kong Mo *JP* (resigned on 27 October 2016)
- Ms. Wong Tsip Yue, Pauline (resigned on 27 October 2016)
- Mr. Wong Sui Chi (resigned on 27 October 2016)

董事

執行董事：

- 桑康喬先生 (*主席*)
(於二零一六年十月二十七日獲委任)
- 崔鵬先生
(於二零一六年十月二十七日獲委任)
- 許文澤先生
(於二零一六年十月二十七日獲委任)
- 張家豪先生
(於二零一六年十月二十七日辭任)
- 張家驥先生
(於二零一六年十月二十七日辭任)
- 簡耀邦先生
(於二零一六年十月二十七日辭任)

獨立非執行董事：

- 林嘉德先生
(於二零一六年十月二十七日獲委任)
- 徐志浩先生
(於二零一六年十月二十七日獲委任)
- 劉艷女士
(於二零一六年十月二十七日獲委任)
- 鍾港武先生 *太平紳士*
(於二零一六年十月二十七日辭任)
- 王婕妤女士
(於二零一六年十月二十七日辭任)
- 黃瑞熾先生
(於二零一六年十月二十七日辭任)

AUDIT COMMITTEE

Mr. Lam Ka Tak (*Chairman*) (appointed on 27 October 2016)

Mr. Xu Zhihao (appointed on 27 October 2016)

Ms. Liu Yan (appointed on 27 October 2016)

Mr. Wong Sui Chi (resigned on 27 October 2016)

Mr. Chung Kong Mo *JP* (resigned on 27 October 2016)

Ms. Wong Tsip Yue, Pauline (resigned on 27 October 2016)

REMUNERATION COMMITTEE

Ms. Liu Yan (*Chairman*) (appointed on 27 October 2016)

Mr. Sang Kangqiao (appointed on 27 October 2016)

Mr. Lam Ka Tak (appointed on 27 October 2016)

Mr. Wong Sui Chi (resigned on 27 October 2016)

Mr. Cheung Ka Ho (resigned on 27 October 2016)

Ms. Wong Tsip Yue, Pauline (resigned on 27 October 2016)

審核委員會

林嘉德先生 (*主席*)

(於二零一六年十月二十七日獲委任)

徐志浩先生

(於二零一六年十月二十七日獲委任)

劉艷女士

(於二零一六年十月二十七日獲委任)

黃瑞熾先生

(於二零一六年十月二十七日辭任)

鍾港武先生 *太平紳士*

(於二零一六年十月二十七日辭任)

王婕妤女士

(於二零一六年十月二十七日辭任)

薪酬委員會

劉艷女士 (*主席*)

(於二零一六年十月二十七日獲委任)

桑康喬先生

(於二零一六年十月二十七日獲委任)

林嘉德先生

(於二零一六年十月二十七日獲委任)

黃瑞熾先生

(於二零一六年十月二十七日辭任)

張家豪先生

(於二零一六年十月二十七日辭任)

王婕妤女士

(於二零一六年十月二十七日辭任)

NOMINATION COMMITTEE

Mr. Sang Kangqiao (*Chairman*) (appointed on 27 October 2016)

Mr. Xu Zhihao (appointed on 27 October 2016)

Ms. Liu Yan (appointed on 27 October 2016)

Mr. Cheung Ka Ho (resigned on 27 October 2016)

Mr. Chung Kong Mo *JP* (resigned on 27 October 2016)

Ms. Wong Tsip Yue, Pauline (resigned on 27 October 2016)

COMPANY SECRETARIES

Mr. Yu Kin Man Duncan (appointed on 19 December 2016)

Mr. Yu Ka Gung (appointed on 20 June 2016)

Ms. Au Man Wai Annie (resigned on 20 June 2016)

COMPLIANCE OFFICER

Mr. Kan Yiu Pong (resigned on 27 October 2016)

提名委員會

桑康喬先生 (*主席*)

(於二零一六年十月二十七日獲委任)

徐志浩先生

(於二零一六年十月二十七日獲委任)

劉艷女士

(於二零一六年十月二十七日獲委任)

張家豪先生

(於二零一六年十月二十七日辭任)

鍾港武先生 *太平紳士*

(於二零一六年十月二十七日辭任)

王婕妤女士

(於二零一六年十月二十七日辭任)

公司秘書

余健文先生

(於二零一六年十二月十九日獲委任)

余嘉庚先生

(於二零一六年六月二十日獲委任)

歐敏慧小姐

(於二零一六年六月二十日辭任)

合規主任

簡耀邦先生

(於二零一六年十月二十七日辭任)

AUTHORISED REPRESENTATIVES

Mr. Cui Peng (appointed on 27 October 2016)

Mr. Yu Kin Man Duncan (appointed on 19 December 2016)

Mr. Yu Ka Gung (appointed on 20 June 2016 and resigned on 19 December 2016)

Mr. Kan Yiu Pong
(resigned on 27 October 2016)

Ms. Au Man Wai Annie
(resigned on 20 June 2016)

REGISTERED OFFICE

Offshore Incorporations (Cayman) Limited
Floor 4, Willow House, Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1307, Cityplaza Four
12 Taikoo Wan Road
Taikoo Shing, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Appleby Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
P.O. Box 1350, Grand Cayman
KY1-1108
Cayman Islands

授權代表

崔鵬先生
(於二零一六年十月二十七日獲委任)

余健文先生
(於二零一六年十二月十九日獲委任)

余嘉庚先生
(於二零一六年六月二十日獲委任
並於二零一六年十二月十九日辭任)

簡耀邦先生
(於二零一六年十月二十七日辭任)

歐敏慧小姐
(於二零一六年六月二十日辭任)

註冊辦事處

Offshore Incorporations (Cayman) Limited
Floor 4, Willow House, Cricket Square
P.O. Box 2804
Grand Cayman KY1-1112
Cayman Islands

香港總部及主要營業地點

香港港島東太古城
太古灣道12號
太古城中心4座13樓07室

開曼群島主要股份過戶登記處

Appleby Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
P.O. Box 1350, Grand Cayman
KY1-1108
Cayman Islands



Corporate Information 公司資料

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank
Bank of China

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

STOCK CODE

1483

COMPANY'S WEBSITE

www.u-banquetgroup.com

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場二期
33樓3301-04室

主要往來銀行

恒生銀行
中國銀行

核數師

羅兵咸永道會計師事務所
執業會計師

股份代號

1483

公司網站

www.u-banquetgroup.com

SUMMARY OF FINANCIAL INFORMATION

財務資料概要

RESULTS	業績	Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Revenue	收益	363,215	401,071	398,068	361,771	304,164
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(51,859)	(5,773)	27,788	15,360	29,356
Income tax (expense)/credit	所得稅(開支)/抵免	(1,987)	(205)	(5,036)	(5,223)	(5,773)
(Loss)/profit for the year	本年度(虧損)/溢利	(53,846)	(5,978)	22,752	10,137	23,583

ASSETS AND LIABILITIES	資產及負債	As at 31 December 於十二月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current assets	流動資產	334,748	60,887	66,468	81,656	68,464
Non-current assets	非流動資產	105,493	118,541	127,435	97,741	50,349
Total assets	總資產	440,241	179,428	193,903	179,397	118,813
Current liabilities	流動負債	393,536	79,969	89,724	94,986	70,921
Non-current liabilities	非流動負債	14,019	12,874	11,616	13,673	11,303
Total liabilities	總負債	407,555	92,843	101,340	108,659	82,224
Net assets	資產淨額	32,686	86,585	92,563	70,738	36,589
Equity attributable to owners of the Company	本公司擁有人應佔權益	32,686	86,585	92,563	70,697	35,227
Non-controlling interests	非控股權益	-	-	-	41	1,362
		32,686	86,585	92,563	70,738	36,589

The results and summary of assets and liabilities for the years ended 31 December 2012 which were extracted from the Company's prospectus dated 28 November 2013 (the "Prospectus") have been prepared on a combined basis to indicate the results of the Group as if the group structure, at the time when the Company's shares were listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, had been in existence throughout those years.

截至二零一二年十二月三十一日止年度的業績以及資產及負債概要乃摘錄自本公司日期為二零一三年十一月二十八日之招股章程(「招股章程」)，並按合併基準編製，猶如本公司股份於香港聯合交易所有限公司創業板上市時，集團架構於該等年度一直存在。



Unique Taste

獨特品味



CHAIRMAN'S
STATEMENT
主席報告





CHAIRMAN'S STATEMENT

主席報告



集團主席 Chairman
桑康喬 Sang Kangqiao

TO OUR SHAREHOLDERS

On behalf of the board ("Board") of directors ("Directors") of U Banquet Group Holding Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (together referred to as the "Group") for the year ended 31 December 2016.

BUSINESS REVIEW

The Group has been operating ten restaurants under two brands, namely "U Banquet" (including "U Banquet • The StarView") and "Hot Pot Cuisine" during the year under review. In the year 2016, the Group had encountered a difficult operating environment. The implementation of the "One-trip-per-week" policy by the PRC Government since 2015 has reduced the number of visitors from Mainland China to Hong Kong and hence affected the Group's restaurant operation performance. Moreover, the economic downturn in 2016 reduced consumers' will to consume and thus reduced the number of customers. As a result, the loss attributable to the owners of the Company increased significantly for the year ended 31 December 2016.

各位股東

本人謹代表譽宴集團控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度的全年業績。

業務回顧

於回顧年度，本集團以「譽宴」（包括「譽宴·星海」）及「涮得棧」兩個品牌經營十家酒樓。二零一六年，營商環境頗具挑戰性。自二零一五年起，中國政府實施的「一週一行」政策使到訪香港的中國大陸遊客數量減少，因此影響本集團酒樓的營運表現。此外，二零一六年經濟低迷亦導致消費者消費意欲降低，顧客數量亦因此減少。因此，於截至二零一六年十二月三十一日止年度本公司擁有人應佔虧損顯著擴大。



Apart from the traditional, single service-focused Chinese restaurants in Hong Kong, our Group specialises in the provision of one-stop Chinese wedding banquet services. The Group focuses on promoting itself as a Chinese wedding banquet specialist which provides full-service dining services. We strive to become a premier Chinese restaurant chain operator offering full-service wedding planning capabilities. Since 2012, our “U Banquet” brand has been awarded the Hong Kong Top Services Brand by the Hong Kong Brand Development Council and The Chinese Manufacturers’ Association of Hong Kong. It marked the fifth consecutive years that we have been awarded and the accolade clearly and widely demonstrated the quality as well as the success of the Group.

有別於香港主營傳統單一服務的中式酒樓，本集團專門從事提供一站式中式婚宴服務。注重於將自身推廣為提供全套餐飲服務的中式婚宴專家。我們銳意成為具備提供全套服務婚禮策劃能力的一流中式酒樓連鎖經營商。自二零一二年起，我們的「譽宴」品牌獲香港品牌發展局及香港中華廠商聯合會頒授「香港服務名牌」殊榮。這是我們連續第五年獲授此殊榮，充分彰顯本集團的優良品質及取得的成功。



Chairman's Statement 主席報告

In view of the ongoing high demand for banquet and dining services, the Group successfully implemented its store-opening strategy in a cautious but proactive manner. The Group had opened a new restaurant in September 2016 which located in The One, Tsim Sha Tsui, namely "U Banquet • The StarView". We expect this new restaurant to become another major income stream for the Group in the coming years.

As part of the Board's continuing evolution, Mr. Cheung Ka Ho, Mr. Cheung Ka Kei, and Mr. Kan Yiu Pong stepped down as executive Directors on 27 October 2016, replaced by Mr. Sang Kangqiao, Mr. Cui Peng and Mr. Xu Wenze. Mr. Chung Kong Mo *JP*, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi resigned as independent non-executive Directors, replaced by Mr. Lam Ka Tak, Mr. Xu Zhihao and Ms. Liu Yan.

On behalf of the Board, I would like to thank all of them for their guidance and contributions to the Group during their dedicated service and wise counsel on the Board.

FINANCIAL RESULTS

For the year ended 31 December 2016, the Group recorded a turnover of HK\$363,215,000, representing a decrease of 9.4% from HK\$401,071,000 as compared to last year. Loss attributable to the owners of the Company amounted to HK\$53,846,000 while loss attributable to the owners of the Company amounted to HK\$5,978,000 for the year 2015. Basic loss per share was HK12 cents (2015: HK1 cents).

PROSPECTS

Looking ahead, the management remains optimistic about the operating environment in Hong Kong in the year ahead. Despite in the face of stern challenges caused by recent economic downturn, decrease of visitors from mainland China and rising operating costs, the management is confident that opportunities still exist and the Group believes that it can continue to succeed and utilize its competitive advantages to enhance shareholders' value.

鑒於市場對宴會及餐飲服務的需求持續上升，本集團成功審慎但積極地推行其開店策略。二零一六年九月，本集團於尖沙咀The One開設一家名為「譽宴·星海」的新酒樓。我們預期該新酒樓在未來數年將成為本集團的另一主要收入來源。

董事會秉承持續革新的信念，故於二零一六年十月二十七日，張家豪先生、張家驥先生及簡耀邦先生辭任執行董事，由桑康喬先生、崔鵬先生及許文澤先生繼任。鍾港武先生太平紳士、王婕妤女士及黃瑞熾先生辭任獨立非執行董事，由林嘉德先生、徐志浩先生及劉艷女士繼任。

本人謹代表董事會藉此機會向彼等致以衷心謝意，感謝彼等過去為董事會作出的熱忱服務及提供的寶貴意見，為本集團提供寶貴指導及貢獻。

財務業績

截至二零一六年十二月三十一日止年度，本集團錄得營業額363,215,000港元，較去年的401,071,000港元減少9.4%。本公司擁有人應佔虧損為53,846,000港元，而二零一五年錄得本公司擁有人應佔虧損5,978,000港元。每股基本虧損為12港仙（二零一五年：1港仙）。

展望

展望將來，管理層對香港來年的營商環境仍持樂觀取態。儘管面對近期經濟低迷、中國大陸遊客減少及營運成本上升帶來的嚴峻挑戰，管理層深信機會依然存在，而本集團亦相信我們能夠繼續實現成功及憑藉其競爭優勢提升股東價值。

Moving forward, the funds raised from the capital markets bode well for the Group in enhancing its brand awareness, corporate size and competitiveness. The Group will search for suitable sites at reasonable rentals by adopting its existing site selection strategy to expand its restaurant network and will continue to fully leverage on its own competitiveness to grow.

The Group will continue to deploy different marketing strategies, and to add creative features to existing and new restaurants. Meanwhile, we will implement effective cost control measures to minimize the operating costs on rental, raw materials and labour accordingly. The Group will also conduct various feasibility studies to identify new business opportunities in terms of both cuisine and location.

APPRECIATION

Finally, I wish to take this opportunity to thank our shareholders, customers and business partners for their ongoing support and trust. Also, I would like to express my appreciation to my fellow Directors and the staff of the Group for their solid contribution and unwavering dedication to the Group. Based on our success, we remain optimistic about the prospects of the Group's future business development. We intend to execute our well-established business strategies to enhance the Group's value and to bring a desirable return to our shareholders.

Sang Kangqiao

Chairman

Hong Kong, 23 March 2017

展望未來，從資本市場籌集的資金有利於本集團提升品牌知名度、擴大企業規模及增強競爭力。本集團將秉持其現有選址策略，以合理租金物色合適的選址，以擴展其酒樓網絡，並將繼續充分利用其競爭優勢發展壯大。

本集團將繼續部署差異化市場推廣策略，為現有及新酒樓添加創意特色。同時，本集團將落實有效的成本控制措施，盡力降低租金、原材料及勞工方面的營運成本。本集團亦將開展多項可行性研究，以識別菜餚及選址方面的新商機。

致謝

最後，本人謹藉此機會感謝股東、客戶及業務夥伴的一貫支持及信任。此外，本人亦向董事同仁及本集團員工為本集團作出的巨大貢獻及堅定奉獻致以謝意。鑒於集團的成功營運，我們對本集團的日後業務發展前景仍滿懷樂觀。我們擬實行既定的業務策略，增強本集團價值，為股東帶來滿意回報。

主席

桑康喬

香港，二零一七年三月二十三日



Gorgeous Place

華麗空間



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CHANGE OF CONTROLLING SHAREHOLDERS

On 9 September 2016, Mr. Sang Kangqiao (“Mr. Sang”) and the Company jointly announced that Mr. Sang, Mr. Xu Wenzhe and Mr. Cui Peng (“Purchasers”) entered into a share purchase agreement (the “Agreement”) with Mr. Cheung Ka Ho and U Banquet (Cheung’s) Holdings Company Limited (“Vendors”) to purchase an aggregate of 289,288,750 shares of the Company, representing approximately 62.21% of the then total issued shares of the Company, for a total cash consideration of HK\$373,275,060 (equivalent to HK\$1.29032 per share). Completion of the Share Purchase Agreement took place on 15 September 2016 which Mr. Sang owned 184,288,750 Shares, representing approximately 39.63% of the then total issued shares of the Company.

In October 2016, pursuant to Rule 26.1 of the Takeovers Code, Mr. Sang was required to make a mandatory unconditional cash offer (the “Offer”) to acquire all the issued shares of the Company at an offer price of HK\$1.29032 per offer share.

The Offer was closed on 27 October 2016, whereby Mr. Sang received a total of 4,463,250 offer shares, representing approximately 0.96% of the then entire issued share capital of the Company. Together with the shares previously purchased from Vendors, Mr. Sang had acquired a total of 188,752,000 shares, representing approximately 40.59% of the then entire issued share capital of the Company.

BUSINESS AND OPERATIONAL REVIEW

The Group is principally engaged in operation of full-services Chinese restaurants including the provision of dining and wedding banquet services, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat. The Group also has franchised the use of “U Banquet” to a Chinese restaurant in Hong Kong.

Restaurants Operation

For the financial year ended 31 December 2016, the Group operated a total of ten restaurants, nine of which were under “U Banquet (譽宴)” brand (including “U Banquet • The StarView”) and one of which was under “Hot Pot Cuisine (涮得棧)” brand.

控股股東變更

於二零一六年九月九日，桑康喬先生（「桑先生」）與本公司聯合公佈，桑先生、許文澤先生及崔鵬先生（「買方」）與張家豪先生及U Banquet (Cheung’s) Holdings Company Limited（「賣方」）就以總現金代價373,275,060港元（相當於每股股份1.29032港元）購買合共289,288,750股本公司股份（佔本公司當時全部已發行股份約62.21%）訂立股份購買協議（「協議」）。股份購買協議已於二零一六年九月十五日完成，其中桑先生擁有184,288,750股股份，佔本公司當時全部已發行股份約39.63%。

於二零一六年十月，根據收購守則規則26.1，桑先生須就收購本公司全部已發行股份按要約價每股要約股份1.29032港元作出強制性無條件現金要約（「要約」）。

於二零一六年十月二十七日，桑先生已根據要約接獲合共4,463,250股要約股份（相當於本公司當時全部已發行股本約0.96%）。連同以往向賣方收購的股份，桑先生已收購合共188,752,000股股份（相當於本公司當時全部已發行股本約40.59%）。

業務及營運回顧

本集團主要從事經營全套服務中式酒樓，包括提供用膳及婚宴服務、提供婚禮服務及分銷貨品（包括新鮮蔬菜、水果、海鮮及凍肉）。本集團亦特許授權一家於香港之中式酒樓使用「譽宴」品牌。

酒樓營運

截至二零一六年十二月三十一日止財政年度，本集團總共經營十家酒樓，當中九家的品牌為「譽宴」（包括「譽宴·星海」），及一家的品牌為「涮得棧」。

Management Discussion and Analysis 管理層討論及分析

We position ourselves entirely different from traditional, single service-focused Chinese restaurants in Hong Kong. For our dining services, we aim at attracting customers with preferences for fresh and tasty Cantonese dishes and quality service in hygienic and modernly designed restaurant venues suitable for family and friends, gatherings and corporate functions. For wedding banquet services, the target customers are with specific standards and expectations for venue design and decoration, banquet dishes and wedding services and we help them simplify and smoothen their wedding planning and preparation process by offering one-stop wedding solutions and the choices of creatively-designed venues as alternatives to traditional Chinese restaurants.

In September 2016, the Group successfully opened a new restaurant, namely U Banquet (The One) under "U Banquet • The StarView" brand. The newly opened restaurant would expand our Group restaurant network and geographical footprint which further strengthen our position in the Chinese full-service restaurant industry in Hong Kong.

The management resolved to improve the operating efficiency and control expenditures of the Group. The Group reviewed the work allocation of the staff from time to time to enhance labour efficiency. The Group also entered into long term tenancy agreements to maintain the operating lease payments at a reasonable level. We had successfully extended our tenancy agreement for the restaurant located in North Point during the year of 2016.

We believe that high product quality, service reliability and management of operations are key success factors in business growth and sustainability. We have a reliable management team to oversee daily restaurant operations and wedding banquet services, to maintain quality control standards, to monitor workforce performance and to implement expansion strategies. Our senior management and the management at restaurant-level consist of members with solid experience in the Chinese restaurant and wedding service industry and they are familiar with different aspects of operations of these industries.

Provision of Wedding Services

We operated a wedding shop at Tsim Sha Tsui which to provide services shooting of wedding photos, rental and sale of wedding gowns and decoration and rental of wedding halls under the trade name of "U Weddings". We distinguish ourselves from our competitors by our ability to provide (as a specialized one-stop wedding service provider) our customers with high quality wedding banquet and wedding services.

Distribution of Goods

Our distribution of goods business consists of sourcing fresh vegetables, fruits, seafood and frozen meat to local restaurants and food ingredient suppliers. During the year, we continued to seek potential customers to broaden our source of revenue.

我們的定位完全不同於香港主營傳統單一服務的中式酒樓。就我們的用膳服務而言，我們旨在吸引偏好在衛生及現代設計風格、適合家庭及朋友聚會及公司活動的酒樓場所享用新鮮可口粵菜及優質服務的客戶。就婚宴服務而言，我們的目標客戶為對場所設計及裝飾、宴餐及婚禮服務有特別標準及期望的客戶，而我們透過提供一站式婚禮意見方案及除傳統中式酒樓外的創意設計場所，協助彼等使婚禮策劃及籌備過程變得簡單順暢。

於二零一六年九月，本集團於「譽宴·星海」品牌名下成功開設一家名為譽宴(The One)的新酒樓。新酒樓將擴大本集團網絡及地理分佈，進一步提升我們在香港全套服務中式酒樓的業界地位。

管理層銳意提升本集團營運效率及控制開支。本集團不時檢查員工的工作分配，以提升員工效率。此外，本集團亦簽訂長期租賃協議，以使營運租賃款項維持於合理的水平。我們於二零一六年已成功為位於北角之酒樓之租賃協議續約。

我們認為，高產品質素、服務可靠性及營運管理為業務實現增長及可持續發展的主要成功因素。我們有可靠的管理團隊監督日常的酒樓營運及婚宴服務、維持質素控制標準、監督全體員工表現及落實擴張策略。我們的高級管理層及各酒樓的管理層於中式酒樓及婚禮服務行業擁有豐富經驗，並熟悉該等行業業務運營的各個方面。

提供婚禮服務

我們以商業名稱「U Weddings」於尖沙咀營運一家提供拍攝婚禮照片、租借婚紗禮服及裝飾，以及租賃婚禮大堂服務的婚紗店。我們通過向客戶提供優質婚宴及婚禮服務，作為專業的一站式婚禮服務供應商而從我們的競爭對手中脫穎而出。

分銷貨品

我們的分銷貨品業務包括為本地酒樓及食材供應商採購新鮮蔬菜、水果、海鮮及凍肉。年內，我們繼續尋求潛在客戶以拓寬我們的收益來源。

Management Discussion and Analysis 管理層討論及分析

Franchise of Restaurants Operation

During the year, we had one franchised restaurant operated in Kowloon Bay under the trade name "U Banquet". We had successfully extended the franchise agreement up to July 2017 with the existing franchisee. The Directors will review and evaluate the performance of the existing franchise business from time to time, and will consider any potential franchisee if and when opportunities arise in the future.

The table below sets forth the revenue breakdown of the Group's for the two years ended 31 December 2016:

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益		
- from Chinese restaurants operations	- 來自中式酒樓業務	355,020	389,742
- from provision of wedding services	- 來自提供婚禮服務	1,785	4,062
- from distribution of goods	- 來自分銷貨品	3,987	4,033
- franchise income	- 特許權收入	2,423	3,234
		363,215	401,071

Revenue of the Group decreased by approximately 9.4% from approximately HK\$401.1 million in 2015 to approximately HK\$363.2 million in 2016. It is mainly due to the decrease in the revenue from the Chinese restaurant operation as a result of the deterioration in Hong Kong's retail industry in 2016 and decrease in number of visitors from Mainland China. The total number of wedding banquet customers and dining customers of comparable restaurants has declined by approximately 13.6% as compared to the same period in 2015. As a result, the revenue from the Chinese restaurant operation for those comparable restaurants has declined by approximately of HK\$46.8 million as compared with the same period in 2015. Revenue from provision of wedding services drop significantly as two wedding shops located in Kowloon Bay was closed at late 2015. We had successfully extend the franchise agreement up to July 2017 with the existing franchisee, however, having considered the recent Hong Kong economic environment and negotiation with the franchisee, the monthly franchise fee received from the Group decreased from HK\$125,000 to HK\$60,000 for 12 months and the franchisee will also pay the Group 5% of the monthly gross turnover of the franchised business as management fee. Hence, the franchise fee and management fee received from the Group decreased from approximately HK\$3,234,000 in 2015 to approximately HK\$2,423,000 in 2016.

酒樓特許經營業務

年內，我們以商業名稱「譽宴」於九龍灣經營一家特許經營酒樓。我們已成功與現有特許經營人將特許經營協議延長至二零一七年七月。董事將不時審閱及評估現有特許經營業務的業績，並將於未來出現機遇時考慮任何潛在特許經營商。

下表載列本集團於截至二零一六年十二月三十一日止兩個年度之收益明細：

		For the year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益		
- from Chinese restaurants operations	- 來自中式酒樓業務	355,020	389,742
- from provision of wedding services	- 來自提供婚禮服務	1,785	4,062
- from distribution of goods	- 來自分銷貨品	3,987	4,033
- franchise income	- 特許權收入	2,423	3,234
		363,215	401,071

本集團收益自二零一五年約401.1百萬港元減少約9.4%至二零一六年約363.2百萬港元，此乃主要由於二零一六年香港零售業惡化及來自中國大陸的遊客數量減少導致中式酒樓營運收益減少所致。可比較酒樓的婚宴客戶及用膳客戶總數較二零一五年同期減少約13.6%。因此，可比較中式酒樓營運收益較二零一五年同期減少約46.8百萬港元。因位於九龍灣的兩家婚紗店於二零一五年末結業，來自提供婚禮服務的收益明顯下跌。本集團已成功與現有特許經營人將特許經營協議延長至二零一七年七月，然而，考慮到香港近期的經濟環境，與特許經營人協商後，本集團將收取的12個月特許經營費由每月125,000港元減至每月60,000港元，且特許經營人亦將按特許經營業務每月總營業額之5%計算，向本集團支付管理費。因此，本集團收取的特許經營費及管理費由二零一五年約3,234,000港元減少至二零一六年約2,423,000港元。

Management Discussion and Analysis 管理層討論及分析

Operating Performance by Restaurant

The table below sets forth the seat turnover rate, average spending per customer and average daily revenue generated by each of the Group's restaurants for the two years ended 31 December 2016:

酒樓之營運表現

下表載列本集團各酒樓於截至二零一六年十二月三十一日止兩個年度產生之座席翻檯率、每位客戶平均消費及平均每日收益：

		Year ended 31 December 截至十二月三十一日 止年度		Year ended 31 December 截至十二月三十一日 止年度				Year ended 31 December 截至十二月三十一日 止年度	
		2016 二零一六年	2015 二零一五年	2016 二零一六年		2015 二零一五年		2016 二零一六年	2015 二零一五年
Seat turnover rate (Note 1) 座席翻檯率 (附註1)				Average spending per customer 每位客戶平均消費				Average daily revenue 平均每日收益	
		Times 倍數	Times 倍數	Dining customer 用膳客戶 HK\$ 港元	Wedding banquet customer 婚宴客戶 HK\$ 港元	Dining customer 用膳客戶 HK\$ 港元	Wedding banquet customer 婚宴客戶 HK\$ 港元	HK\$ 港元	HK\$ 港元
U Banquet (Mong Kok) (1) and U Banquet (Mong Kok) (2)	譽宴(旺角) (1)及 譽宴(旺角) (2)	2.92	3.27	102	611	95	549	201,820	224,035
U Banquet (Tsim Sha Tsui)	譽宴(尖沙咀)	3.61	4.25	90	610	85	558	84,537	101,375
U Banquet (Kwun Tong)	譽宴(觀塘)	4.08	4.36	98	605	97	563	126,086	141,890
U Banquet (Causeway Bay)	譽宴(銅鑼灣)	2.42	3.18	104	608	100	577	122,243	143,292
U Banquet (North Point)	譽宴(北角)	2.67	3.14	85	582	80	604	125,152	139,497
U Banquet (Wong Tai Sin) and Hot Pot Cuisine Restaurant	譽宴(黃大仙)及 涮得棧星級火鍋 餐廳	3.44	4.14	74	583	68	543	181,907	208,632
U Banquet (Sino Plaza)	譽宴(信和廣場)	3.29	3.90	112	607	101	583	95,176	109,065
U Banquet (The One)	譽宴(The One)	0.82	N/A 不適用	342	792	N/A 不適用	N/A 不適用	99,234	N/A 不適用

Note:

- The seat turnover rate was calculated by dividing the total number of diners (including wedding banquet diners) by the total number of seats available for regular dining service in the relevant restaurant then divided by the total number of operation days for the relevant year.

附註：

- 座席翻檯率乃按相關酒樓的用膳總人數(包括婚宴用膳人數)除以正規用膳服務可用的座席總數然後除以相關年度的營業總日數計算。



Management Discussion and Analysis 管理層討論及分析

Analysis for the Two Years Ended 31 December 2016

The average spending per customer for wedding banquets of all of the Group's comparable restaurants increased from approximately HK\$562 in 2015 to approximately HK\$608 in 2016, representing an increase of 8.2% while the average spending per customer for dining increased from approximately HK\$84 in 2015 to approximately HK\$90 in 2016, representing an increase of approximately 7.1%. However, revenue from all Chinese restaurant operations decreased by approximately 8.9% from approximately HK\$389.7 million for the year ended 31 December 2015 to approximately HK\$355.0 million for the year ended 31 December 2016. It was mainly due to the decrease in the number of wedding banquets held for comparable restaurants as well as the decrease in the number of diners for the provision of dining services despite the increase of average spending per customer for wedding banquet and dining.

Save for the newly opened U Banquet (The One), the seat turnover rate of all other restaurants decreased for the year ended 31 December 2016 as compared to that in 2015 as the total number of wedding banquet customers and dining customers has declined for all comparable restaurants. The Directors believed that the decrease in the seat turnover rate was a result of a) the implementation of the "One-trip-per-week" policy by the PRC Government since 2015 has reduced the number of Mainland China visitors to Hong Kong; and b) the deterioration in Hong Kong's retail industry in 2016.

The seat turnover rate of U Banquet (The One) was comparably low than other restaurants while the average spending per customer for both wedding banquet and dining were higher than other restaurants. It is primarily due to high ratio of wedding banquet revenue generated from U Banquet (The One) which approximately 48.8% as compared to the average rate of 21.1% for the rest of restaurants averagely generate approximately 21.1% revenue from wedding banquet in 2016. The Directors believed that U Banquet (The One) located in the prime area of Tsim Sha Tsui with artistic and sophisticated decorations including a balcony viewing the full glory of Victoria Harbour, attracting more potential wedding banquet customers.

截至二零一六年十二月三十一日止兩個年度之分析

本集團所有可比較酒樓整體的每位婚宴客戶平均消費由二零一五年約562港元增加至二零一六年約608港元，增幅為8.2%，同時每位用膳客戶平均消費由二零一五年約84港元增加至二零一六年約90港元，增幅約為7.1%。然而全部中式酒樓營運之收益自截至二零一五年十二月三十一日止年度約389.7百萬港元減少約8.9%至截至二零一六年十二月三十一日止年度約355.0百萬港元，原因是即使每位婚宴客戶及用膳客戶平均消費增加，但可比較酒樓舉行之婚宴數量減少且用膳服務之用膳人數減少，令收益下跌。

除新開業的譽宴 (The One) 外，截至二零一六年十二月三十一日止年度，因所有可比較酒樓的婚宴客戶及用膳客戶的總數均有所減少，所有其他酒樓之座席翻檯率較二零一五年同期下降。董事認為，座席翻檯率減少乃由於a)中國政府自二零一五年起實施「一週一行」的政策已減少到訪香港的中國大陸遊客人數；及b)二零一六年香港零售業惡化所致。

譽宴 (The One) 之座席翻檯率低於其他酒樓，但婚宴客戶及用膳客戶的平均消費高於其他酒樓，主要由於二零一六年譽宴 (The One) 婚宴的收益比率較高，約為48.8%，而其他酒樓婚宴的平均收益比率為21.1%。董事認為，譽宴 (The One) 坐落於尖沙咀黃金地段，裝修風雅精緻，特設陽台，維多利亞港的景色更是一覽無遺，吸引更多潛在婚宴客戶。

Management Discussion and Analysis 管理層討論及分析

Impairment Loss on Goodwill

As at 31 December 2016, before impairment testing, the goodwill of approximately HK\$18,576,000 was allocated to four Chinese restaurants acquired upon reorganisation of the Group. Having considered the unfavourable sales performance of these four Chinese restaurants which were loss making during the year, management of the Group has consequently determined to fully impair the goodwill allocated to the four Chinese restaurants business which amounting to approximately HK\$18,576,000 (2015: Nil) for the year ended 31 December 2016.

Cost of Revenue

The cost of revenue comprised cost of materials consumed, cost of distribution of goods and cost of provision of wedding services. Cost of revenue for the year ended 31 December 2016 amounted to approximately HK\$89,679,000 (2015: HK\$102,400,000), representing a decrease of approximately 12.4% as compared to last year. The decrease in cost of revenue was in line with the decrease of revenue for the year 2016. The cost of revenue remained stable of approximately 24.7% of the Group's revenue for the year ended 31 December 2016 (2015: 25.5%).

Employee Benefit Expenses

Employee benefit expenses for the year ended 31 December 2016 amounted to approximately HK\$110,948,000 (2015: HK\$112,111,000), representing a decrease of approximately 1.0% as compared to last year. With management change during the year of 2016, total Director's remuneration decreased from approximately HK\$8,594,000 in 2015 to approximately HK\$5,362,000 in 2016. The Group would regularly review the work allocation of the staff to improve and maintain a high standard of service.

Operating Lease Payments

Operating lease payments for the year ended 31 December 2016 amounted to approximately HK\$74,649,000, representing an increase of approximately 8.1% as compared to last year. The increase was mainly due to a new restaurant opened during the year of 2016 for incurred approximately HK\$7,182,000.

Utilities Expenses

Utilities expenses for the year ended 31 December 2016 amounted to approximately HK\$33,402,000 representing a decrease of approximately 1.4% as compared to last year. Eliminating the effect of newly opened restaurant during the year, the utilities expenses for those comparable restaurants decreased approximately 4.2% from HK\$33,211,000 in 2015 to HK\$31,826,000 in 2016.

商譽減值虧損

於二零一六年十二月三十一日，商譽約18,576,000港元已於減值測試前分配至本集團重組後收購的四間中式酒樓。經考慮該等四間中式酒樓，於年內錄得虧損，銷售表現不佳，本集團管理層因此決定於截至二零一六年十二月三十一日止年度將分配至四間中式酒樓業務的商譽約18,576,000港元（二零一五年：無）悉數減值。

收益成本

收益成本包括用料成本、分銷貨品成本及提供婚禮服務的成本。截至二零一六年十二月三十一日止年度之收益成本約為89,679,000港元（二零一五年：102,400,000港元），較去年減少約12.4%。收益成本的減幅與二零一六年收益的跌幅相符。截至二零一六年十二月三十一日止年度，收益成本佔本集團收益比率穩定，為約24.7%（二零一五年：25.5%）。

僱員福利開支

截至二零一六年十二月三十一日止年度，僱員福利開支約為110,948,000港元（二零一五年：112,111,000港元），較去年減少約1.0%。因二零一六年管理層出現變動，董事總薪酬由二零一五年約8,594,000港元減少至二零一六年約5,362,000港元。本集團將定期檢討員工的工作分配以提高及維持高服務標準。

經營租賃付款

截至二零一六年十二月三十一日止年度，經營租賃付款約為74,649,000港元，較去年增長約8.1%。經營租賃付款增加主要由於在二零一六年期間新酒樓開業導致該款項增加約7,182,000港元。

公共設施開支

截至二零一六年十二月三十一日止年度，公共設施開支約為33,402,000港元，較去年減少約1.4%。扣除年內新酒樓開業的影響，可比較酒樓公共設施開支由二零一五年約33,211,000港元減少約4.2%至二零一六年約31,826,000港元。



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Other Expenses

Other expenses mainly represent expenses incurred for the Group's operation, consisting of consultancy service fee, service fees to temporary workers, kitchen consumables, laundry, cleaning, repair and maintenance, advertising and promotion, legal and professional, etc. For the year ended 31 December 2016, other expenses amounted to approximately HK\$73,212,000, representing a decrease of approximately 0.2% as compared to last year. Eliminating the effect of other expenses for newly opened restaurants during the year, total other expenses decreased by approximately HK\$4,587,000, which was in line with the decrease in revenue for the year of 2016.

Loss Before Tax and Loss Attributable to Owners of the Company

During the year under review, the performance of restaurant operation for dining services did not reach the expectation from the Group's management.

It is primarily due to the decrease in the revenue from the Chinese restaurant operation as a result of the deterioration in Hong Kong's retail industry in 2016. The total number of wedding banquet customers and dining customers of comparable restaurants has declined by approximately 13.6% as compared to the same period in 2015. As a result, the revenue from the Chinese restaurant operation for those comparable restaurants has declined by approximately of HK\$46.8 million as compared with the same period in 2015.

The new restaurant located in The One, which was opened in September 2016, were yet to be profitable and incurred an operating loss approximately HK\$8.2 million during the period.

With an increase in the operating cost which includes operating lease payment, other expenses and the impairment loss of goodwill, the Group incurred a loss before tax and a loss attributable to owners of the Company for the year ended 31 December 2016 of approximately HK\$51,859,000 and HK\$53,846,000 respectively, while the loss before tax and loss attributable to owners of the Company amounted to approximately HK\$5,773,000 and HK\$5,978,000 in last year.

其他開支

其他開支主要指本集團的營運開支，包括顧問服務費、付予臨時工人的服務費、廚具、洗衣、清潔、維修及維護、廣告及推廣、法律及專業費用等。截至二零一六年十二月三十一日止年度，其他開支約為73,212,000港元，較去年減少約0.2%。扣除年內新酒樓開業的影響，其他開支共減少約4,587,000港元，與二零一六年收益減少相符。

除稅前虧損及本公司擁有人應佔虧損

於回顧年度，經營用膳服務之酒樓的表現並未達到本集團管理層預期。

主要原因為二零一六年香港零售業惡化導致中式酒樓營運收益減少。可比較酒樓婚宴客戶及用膳客戶總數較二零一五年同期減少約13.6%。因此，可比較中式酒樓營運收益較二零一五年同期減少約46.8百萬港元。

於二零一六年九月開業的The One新酒樓仍未錄得盈利，期間產生營運虧損約8.2百萬港元。

由於營運成本（包括經營租賃付款、其他開支及商譽減值虧損）有所增加，本集團於截至二零一六年十二月三十一日止年度產生除稅前虧損及本公司擁有人應佔虧損分別約51,859,000港元及53,846,000港元，而去年則錄得除稅前虧損及本公司擁有人應佔虧損分別約5,773,000港元及5,978,000港元。

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Liquidity, Financial Resources and Capital Resources

Capital Structure

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

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

Consistent with others in the industry, the Group monitors its capital on the basis of the gearing ratio. The Group's strategy, which was unchanged during the year ended 31 December 2016, was to lower the gearing ratio to an acceptable level.

Cash Position and Pledged Bank Deposit

As at 31 December 2016, the Group's cash and cash equivalents were approximately HK\$298,604,000, representing an increase of 901.4% as compared to approximately HK\$29,820,000 as at 31 December 2015. The Group's Controlling shareholder and Director, Mr. Sang has granted an unsecured loan facility up to HK\$300 million with an interest rate of 4.5% per annum for a term of two years. The Company intends to use the loan facility to meet the Group's day-to-day operating expenses and working capital needs and for investment opportunities which may arise from time to time in the future. As at 31 December 2016, the Group owed to Mr. Sang an amount of approximately HK\$280,387,000 and most of the funding was deposited in bank. Subsequent to the balance sheet date on 24 February 2017, the Group had fully repaid the loan to Mr. Sang.

There were no pledged bank deposits as at 31 December 2016 (2015: Nil).

Bank Borrowing and Charges on the Group's Assets

The bank borrowings outstanding as at 31 December 2016 amounted to approximately HK\$46,124,000, representing an increase of approximately 90.2% as compared to 31 December 2015. The bank borrowings are secured by certain investment properties and buildings held by the Group.

流動資金、財務資源及資本來源 資本架構

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

為維持或調整資本架構，本集團可調整付予股東的股息金額、退還資本予股東、發行新股份或出售資產以減少負債。

與業內其他同行一樣，本集團以資產負債比率為基準監察其資本。本集團的策略於截至二零一六年十二月三十一日止年度保持不變，是將資產負債比率降至可接納的水平。

現金狀況及已抵押銀行存款

於二零一六年十二月三十一日，本集團的現金及現金等價物約為298,604,000港元，較於二零一五年十二月三十一日約29,820,000港元增加901.4%。本集團的控股股東兼董事桑先生已以年利率4.5%授出300百萬港元無擔保貸款融資，為期兩年。本公司計劃將貸款融資用作應付本集團日常營運開支及營運資金需求，以及未來潛在投資機會的不時之需。於二零一六年十二月三十一日，本集團結欠桑先生約280,387,000港元，其中大部分資金存於銀行。於資產負債表日期後，本集團已於二零一七年二月二十四日向桑先生足額償還貸款。

於二零一六年十二月三十一日並無已抵押銀行存款（二零一五年：無）。

銀行借款及本集團資產抵押

於二零一六年十二月三十一日的未償還銀行借款約為46,124,000港元，較二零一五年十二月三十一日增加約90.2%。銀行借款乃以透過本集團持有之若干投資物業及樓宇作抵押。



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As at 31 December 2016, the Group had total banking facilities of approximately HK\$58,125,000, of which approximately HK\$46,124,000 was drawn down as bank borrowings mentioned above and approximately HK\$11,816,000 was utilised for issuance of letters of guarantee in favour of landlords for rental and utility deposits. The Group's banking facilities are subject to annual review for renewal, and the upcoming renewal date is in April 2017. As at 31 December 2016, the Group failed to comply with one of the covenant requirements of one of the Group's banking facilities amounting to HK\$17,500,000, of which HK\$9,000,000 was drawn down as bank borrowings and HK\$8,500,000 was utilised for issuance of letters of guarantee. Such a breach of the covenant requirement may cause the relevant banking facilities of HK\$17,500,000 to be cancelled or suspended. In March 2017, the Group obtained a one-off waiver from compliance of the relevant breached covenant requirement from the relevant bank for the year ended 31 December 2016 in relation to the Group's banking facilities of HK\$17,500,000.

Trade Receivables

As at 31 December 2016, the Group's trade receivables were approximately HK\$1,993,000, representing an increase of approximately 3.9% as compared to the last year. The trade receivables mainly comprised of trade receivable from the distribution of goods. The trade receivables remained stable for two year ended 31 December 2016.

Gearing Ratio

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) plus loans from a shareholder less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt. As at 31 December 2016, the Group's gearing ratio was 46.4%. As at 31 December 2015, the Group was at net cash position, hence the gearing ratio is not applicable.

於二零一六年十二月三十一日，本集團的銀行融資總額約為58,125,000港元，其中約46,124,000港元已作為上述銀行借款提取，及約11,816,000港元用作訂立有關租金及公用設施按金的以業主為受益人之擔保函。本集團之銀行融資須每年進行續期審閱，而下一續期日為二零一七年四月。於二零一六年十二月三十一日，本集團未能遵守本集團一項為數17,500,000港元（其中9,000,000港元已作為銀行借款提取及8,500,000港元已用作訂立擔保函）之銀行融資之其中一項契諾要求。對該契諾要求之違反可能導致有關17,500,000港元之銀行融資被取消或暫停。於二零一七年三月，本集團自有關銀行取得一項一次性豁免，豁免遵守截至二零一六年十二月三十一日止年度之有關本集團17,500,000港元銀行融資之已違反契諾要求。

貿易應收款項

於二零一六年十二月三十一日，本集團的貿易應收款項約為1,993,000港元，較去年增加約3.9%。貿易應收款項主要包括來自分銷貨品的貿易應收款項。截至二零一六年十二月三十一日止兩個年度，貿易應收款項維持穩定。

資產負債比率

資產負債比率按債務淨額除以資本總額計算。債務淨額按總借款（包括綜合資產負債表所列的即期及非即期借款）加股東貸款減現金及現金等價物。資本總額乃按綜合資產負債表所列的「權益」加債務淨額計算。於二零一六年十二月三十一日，本集團的資產負債比率為46.4%。於二零一五年十二月三十一日，本集團處於淨現金狀態，因此資產負債比率不適用。

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Foreign Exchange Exposure

Since most of the revenue and expenditure are made in Hong Kong dollars, the Group is not exposed to significant foreign exchange exposure.

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

There were no significant investments held, material acquisition or disposals of subsidiaries and affiliated companies during the year ended 31 December 2016. Save for the business plan as disclosed in this report, there is no plan for material investment or capital assets as at 31 December 2016.

Charges on Assets

Detail of charges on assets on the Group's as at 31 December 2016 are set out in Notes 16, 17 and 27 to the consolidated financial statements.

Contingent Liabilities

As at 31 December 2016, the Group did not have any material contingent liabilities.

Employees and Remuneration Policies

The Group had 527 (2015: 552) employees as at 31 December 2016. The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee.

The emoluments of the Directors are determined by the Remuneration Committee, with reference to their respective contribution of time, effort and expertise on the Company's matters.

Dividends

The Directors do not recommend payment of final dividend in respect of the year ended 31 December 2016 (2015: Nil).

外匯風險

由於大部分收入及開支是以港元計值，本集團並無面臨重大外匯風險。

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

截至二零一六年十二月三十一日止年度，概無持有重大投資、附屬公司及聯屬公司的重大收購或出售。除本報告披露的業務計劃外，於二零一六年十二月三十一日，並無有關重大投資或資本資產的計劃。

資產抵押

於二零一六年十二月三十一日本集團的資產抵押詳情載於綜合財務報表附註16、17及27。

或然負債

於二零一六年十二月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團有527名（二零一五年：552名）僱員。本集團的薪酬常規符合當前市場常規，乃基於僱員個人表現、資格及經驗釐定。

董事薪酬由薪酬委員會參考其為本公司事務付出的時間、精力及專長釐定。

股息

董事不建議派發任何截至二零一六年十二月三十一日止年度末期股息（二零一五年：無）。



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Event After the Reporting Period

On 7 December 2016, 北京慧事通科技有限公司 (Beijing Huishitong Technology Company Limited*) (the "Purchaser"), an indirect wholly-owned subsidiary of the Company entered into an acquisition agreement (the "Acquisition Agreement"), pursuant to which the Purchaser conditionally agreed to purchase and 北京日興房地產發展有限公司 (Beijing Rixing Property Development Company Limited*), a company incorporated in the PRC with limited liability (the "Vendor") conditionally agreed to sell the Target Property at the Consideration of RMB101,090,000 (approximately HK\$113,019,000), which shall be payable by the Purchaser to the Vendor in cash, (the "Acquisition Announcement"), which constituted a major and connected transaction. RMB5,000,000 had been paid to the Vendor in cash as deposit (the "Deposit") upon signing of the Acquisition Agreement.

Pursuant to the Acquisition Agreement, if any conditions precedent to the Completion has not been fulfilled by the long-stop date on 28 February 2017 (the "Long-Stop Date") or such other date as the Vendor and the Purchaser may agree in writing, then the Purchaser shall not be bound to proceed with the Acquisition, and save as to the Deposit which shall be returned to the Purchaser (without interest), all rights and liabilities of the Vendor and the Purchaser shall cease and neither the Vendor nor the Purchaser shall have any claim against the other.

On 28 February 2017, the Company announced that as the conditions precedent to the Acquisition Agreement have not been fulfilled by the Long-Stop Date and no extension of time was agreed by the Vendor and the Purchaser, the Acquisition Agreement has lapsed in accordance with the terms thereof. The Deposit will be returned to the Purchaser (without interest).

On 4 January 2017, the Company entered into a placing agreement with a placing agent for the placing of up to an aggregate of 93,000,000 new shares to the placees at the placing price of HK\$1.61 per placing share (the "Placing").

Following completion of the Placing on 23 January 2017, net proceeds of approximately HK\$146.74 million (the "Net Proceeds") has been raised. As disclosed in the placing announcement dated 23 January 2017, the Company originally intended to allocate the Net Proceeds as to: (a) approximately HK\$107.38 million for payment of second installment of the proposed property acquisition as referred to in the Acquisition Announcement (the "Proceeds for Proposed Property Acquisition"); and (b) the balance of approximately HK\$39.36 million for the repayment of part of shareholder's loan and the general working capital of the Group.

報告期後事項

於二零一六年十二月七日，北京慧事通科技有限公司（「買方」，一間本公司間接全資附屬公司）與北京日興房地產發展有限公司（一間於中國註冊成立之有限公司，「賣方」）訂立收購協議（「收購協議」），據此，買方有條件同意購買及賣方有條件同意出售目標物業，代價為人民幣101,090,000元（約113,019,000港元），須由買方以現金向賣方支付（「收購公佈」），收購事項構成主要及關連交易。簽訂收購協議後，買方已向賣方支付現金人民幣5,000,000元作為訂金（「訂金」）。

根據收購協議，倘完成之任何先決條件於截止日期二零一七年二月二十八日（「截止日期」）或賣方與買方可能書面協定的其他日期前尚未達成，買方則毋須繼續進行收購事項，除訂金須退還予買方（不計利息）外，賣方與買方的所有權利及義務將會解除，且賣方或買方均不可向對方提出任何申索。

於二零一七年二月二十八日，本公司宣佈，由於至截止日期收購協議的先決條件未能達成且買賣雙方並無協定延長時限，收購協議根據其條款已告失效。訂金將退還予買方（不計利息）。

於二零一七年一月四日，本公司與一名配售代理就向承配人配發合共最多93,000,000股新股份（每股配售股份的配售價1.61港元）訂立配售協議（「配售事項」）。

配售事項於二零一七年一月二十三日完成後，已籌集所得款項淨額約146.74百萬港元（「所得款項淨額」）。誠如日期為二零一七年一月二十三日的配售公佈所披露，本公司原計劃將所得款項淨額作如下分配：(a)約107.38百萬港元用於支付收購公佈所述建議物業收購的第二期款項（「用於建議物業收購的所得款項」）；及(b)餘額約39.36百萬港元用於償還部分股東貸款及本集團的一般營運資金。

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Upon the lapse of the Acquisition Agreement, the Company intends to allocate the Net Proceeds for Proposed Property Acquisition in the amount of approximately HK\$107.38 million towards acquisition of other potential properties in Hong Kong and/or China which is expected to generate a stable and constant stream of rental income to the Group. In addition, the Company will also continue to explore potential business opportunities in other sectors including but not limited to high and new technology sector which may bring higher return and additional source of revenue to the Group (together, the "Change in Use of Proceeds"). The Company shall issue further announcement(s) to update the Shareholders on the application of the Change in Use of Proceeds as soon as the aforementioned targets are identified as and when appropriate.

Save for the Change in Use of Proceeds as disclosed above, the Company intends to allocate the remaining Net Proceeds as originally intended.

Prospects

The operating environment in Hong Kong is expected to remain challenging for the foreseeable future. Nonetheless, the management is confident that the Group can succeed and enhance the shareholders' value.

The Group had opened a new restaurant located in The One, Tsim Sha Tsui, namely, U Banquet (The One) with new brand "U Banquet • The StarView". The management believed that U Banquet (The One) would bring a luxurious dining experience for both wedding banquet and dining customers and expected to become another major income stream for the Group and enlarge the Group's market share within the industry.

The Group will continue to deploy different marketing strategies, adding creative features to the existing and new restaurants, meanwhile, implementing effective cost control measures and minimizing the operating costs on rental, raw materials and labour accordingly.

Looking forward, the Group will continue to utilize its available resources to engage in its current business. The Group will continue to develop its core business. Apart from this, the Group will also explore business opportunities to strengthen its revenue base such as acquisition of potential properties in Hong Kong and/or China which is expected to generate a stable and constant stream of rental income to the Group. In addition, the Company will also continue to explore potential business opportunities in other sectors including but not limited to high and new technology sector which may bring higher return and additional source of revenue to the Group as well as maximise its return of the shareholders and value of the Company.

於收購協議失效後，本公司擬將金額約為107.38百萬港元之用於建議物業收購的所得款項淨額，分配用作收購預期將為本集團帶來穩定及固定租金收入流的其他香港及／或中國潛在物業。此外，本公司亦將繼續在可能為本集團帶來更高回報及追加收益來源的其他行業（包括但不限於高新技術行業）探索潛在商機（統稱「所得款項用途變更」）。待確定上述目標後，本公司將隨即適時另行刊發公佈通知股東有關所得款項用途的變更的最新動用情況。

除於上文披露的所得款項用途變更外，本公司擬將餘下所得款項淨額按原定方式進行分配。

展望

預期於可見未來，香港的營商環境仍挑戰重重。儘管如此，管理層認為本集團有能力繼續鑄就成功及提升股東價值。

本集團於「譽宴·星海」品牌名下新開設一家位於尖沙咀The One名為譽宴（The One）的酒樓。管理層認為譽宴（The One）將為婚宴客戶及用膳客戶帶來奢華用餐體驗，預期將成為本集團的另一主要收入來源，並擴大本集團在業內的市場份額。

本集團將繼續運用各種市場營銷策略，為現有及新酒樓增加創意特色，同時執行有效的成本控制措施及相應盡力降低租金、原材料及勞工方面的營運成本。

展望未來，本集團將繼續動用其可用資源開展其現有業務。本集團將繼續發展其核心業務。除此之外，本集團亦將探索業務機遇，以鞏固其收益基礎，例如收購預期將為本集團帶來穩定及固定租金收入流的其他香港及／或中國潛在物業。此外，本公司亦將繼續在可能為本集團帶來更高回報及額外收入來源的其他行業（包括但不限於高新技術行業）探索潛在商機，同時為股東創造最高回報及為本公司謀取最大價值。

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Awards and Certificates

In 2016, the Group has garnered the following awards and certifications:

獎項及證書

於二零一六年，本集團獲得以下多項獎項及證書：

Company/restaurant/brand 公司／酒樓／品牌	Awards/Certification 獎項／證書	Awarding Organization 頒獎機構
U Banquet (Causeway Bay) 譽宴（銅鑼灣）	Best Chinese Restaurant Wedding Banquet – Hong Kong Island East 新婚生活易大賞 — 新人 至愛酒樓婚宴 — 港島東區	ESDlife 生活易
U Banquet (The One) 譽宴(The One)	The most popular & stylish Wedding Venue of the city – U Banquet • The StarView 全城至愛時尚型格 婚宴場地—譽宴•星海	
U Banquet Group 譽宴集團	Superb Wedding Banquet (Restaurant Group) Best Hotel Wedding Service 星級婚宴（集團式酒樓） 最佳酒店式婚宴服務	Wedding Award 婚禮雜誌大賞
U Banquet 譽宴	2016 The Best of the Best Culinary Awards – Gold with Distinction Award & Most Liked Chef in Egg Category 2016美食之最大賞 —至高榮譽金獎&至Like廚師（蛋組） 2016 The Best of the Best Culinary Awards – Gold with Distinction Award & Gold Award in Pork Category 2016美食之最大賞 —至高榮譽金獎&金獎（豬肉組） 2016 The Best of the Best Culinary Awards – Gold Award in Crab Category 2016美食之最大賞 —金獎（蟹組）	The Hong Kong Tourism Board 香港旅遊發展局

Management Discussion and Analysis 管理層討論及分析

Company/restaurant/brand 公司／酒樓／品牌	Awards/Certification 獎項／證書	Awarding Organization 頒獎機構
U Banquet (HK) 譽宴 (香港)	Caring Company 商界展關懷	The Hong Kong Council of Social Services 香港社會服務聯會
U Banquet (Causeway Bay)/ U Banquet (Tsim Sha Tsui)/ U Banquet (Kwun Tong)/ U Banquet (Mong Kok)(1) and U Banquet (Mong Kok)(2)/ U Banquet (Wong Tai Sin)/ U Banquet (North Point)/ U Banquet (Sino Plaza) U Banquet (The One) 譽宴 (銅鑼灣)／ 譽宴 (尖沙咀)／ 譽宴 (觀塘)／ 譽宴 (旺角) (1)及 譽宴 (旺角) (2)／ 譽宴 (黃大仙)／ 譽宴 (北角)／ 譽宴 (信和廣場) 譽宴 (The One)	EatSmart Restaurant 有「營」食肆	Department of Health 衛生署



Management Discussion and Analysis 管理層討論及分析

Comparison of Business Plan with Actual Business Progress

The following is a comparison of the Group's business plan as set out in the Company's prospectus dated 28 November 2013 (the "Prospectus") with actual business progress for the year ended 31 December 2016.

業務計劃與實際業務進程比較

以下為載列於本公司日期為二零一三年十一月二十八日之招股章程（「招股章程」）中的本集團業務計劃與截至二零一六年十二月三十一日止年度的實際業務進程的比較。

	Business plan up to 31 December 2016 as set out in the Prospectus 載列於招股章程中直至二零一六年十二月三十一日的業務計劃	Actual business progress up to 31 December 2016 直至二零一六年十二月三十一日的實際業務進程
Opening more restaurants 開設更多酒樓	Open one restaurant under the brand of "U Banquet" in each of 2014 and 2015 and expected to be located in Kowloon. 於二零一四年及二零一五年各開設一家「譽宴」品牌酒樓，選址預期位於九龍。	The Group has not entered into any lease agreement for a new restaurant during the year 2014 and 2015 as the Group could not reach a reasonable lease arrangement with any landlord. Eventually, a new restaurant has been opened in 2016 at Tsim Sha Tsui. 於二零一四年及二零一五年，本集團因未能與任何業主達成合理租賃安排，而未能就新酒樓訂立任何租賃協議。最終，新酒樓於二零一六年在尖沙咀開業。
Refurbishing our existing restaurants 翻新現有酒樓	Refurbished U Banquet (Mong Kok) with the aim to provide customers with stylish and trendy dining experience and to provide special surprises to the guests of wedding banquets. 翻新譽宴（旺角），以為我們的顧客提供別具風格和新潮的用膳體驗，並為婚宴賓客帶來特別的驚喜。	The refurbishing work of U Banquet (Mongkok) has been completed in May 2014. 譽宴（旺角）的翻新工作已於二零一四年五月完成。

Management Discussion and Analysis 管理層討論及分析

	Business plan up to 31 December 2016 as set out in the Prospectus 載列於招股章程中直至二零一六年 十二月三十一日的業務計劃	Actual business progress up to 31 December 2016 直至二零一六年十二月三十一日 的實際業務進程
Strengthening our marketing efforts 加強市場推廣力度	To promote the Group's restaurants and brands through different types of media 透過不同形式的媒體宣傳 本集團的酒樓及品牌	The Group has arranged regular advertising campaigns to promote the Group's business and its brands 本集團已安排定期的廣告活動，以推廣本 集團的業務及其品牌
Continuing to strengthen our quality control standards 繼續加強質量控制標準	Continue to improve the Group's quality control system such as providing continuous training to the staff 繼續優化本集團的質量控制系統， 例如為員工提供持續培訓	The Group's continuously participates in the mystery customer scheme organized by HKQAA and also Mansfield Consulting Limited in 2016 本集團除繼續參與香港品質保證局組織 的神秘客戶計劃外，於二零一六年亦參 與萬賢堂管理顧問有限公司的神秘顧 客評核計劃

Use of Proceeds from the Listing

The business plan and planned use of proceeds from the Listing as disclosed in the prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the prospectus, while the proceeds were applied in accordance with the actual development of the market.

上市所得款項用途

招股章程所披露的業務計劃及上市所得款項使用計劃乃根據由本集團於編製招股章程時就未來市況所作之最佳估計而作出，而所得款項已根據市場的實際發展使用。

Management Discussion and Analysis 管理層討論及分析

From the date of the Listing to 31 December 2016, the net proceeds from the Listing had been applied as follows:

自上市日期至二零一六年十二月三十一日，上市所得款項淨額已使用如下：

		Use of proceeds as stated in the prospectus from the date of the Listing to 31 December 2016	Actual use of proceeds from the date of the Listing to 31 December 2016
		自上市日期至 二零一六年 十二月三十一日， 招股章程所載 所得款項用途 (Note) (附註1)	自上市日期至 二零一六年 十二月三十一日， 所得款項的 實際用途
		HK\$'million 百萬港元	HK\$'million 百萬港元
Opening more restaurants	開設更多酒樓	17	17
Refurbishing our existing restaurants	翻新現有酒樓	7.8	7.8
Strengthening our marketing efforts	加強市場推廣力度	1.7	1.7
Continuing to strengthen our quality control standards	繼續加強質量控制標準	0.8	0.8
Total	合計	27.3	27.3

Note 1: This represents the amount of the planned use of proceeds as stated in the prospectus being adjusted based on the amount of actual net proceeds in the same manner and proportion as shown in the prospectus.

附註1：此指招股章程所述計劃所得款項用途的金額（經按招股章程所列相同方式及比例就實際所得款項淨額款項進行調整）。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Sang Kangqiao (桑康喬), aged 41, is a Hong Kong resident. Mr. Sang obtained a bachelor's degree in electrical engineering from Beijing Institute of Technology. Mr. Sang has over 15 years of experience in the securities investment industry in Hong Kong and the PRC.

Mr. Xu Wenze (許文澤), aged 53, obtained a master's degree in business administration from Tsinghua School of Economics and Management. Mr. Xu has been the president of Guorun Construction Group Limited since 1996 and the general manager of Beijing Rixing Property Development Limited since 2004. From 2014 to present, Mr. Xu has been employed as the president of Guorun Holdings Group Limited. He is also the chairman and director of Asia Pacific Aviation Leasing Group from 2016.

Mr. Cui Peng (崔鵬), aged 43, obtained a bachelor's degree in money and banking from Beijing Business School in 1997. Mr. Cui was employed as the assistant general manager of Sinotrans & CSC Holdings Co., Ltd's finance department from 1997 to 2012. From 2012 to 2014, Mr. Cui was the managing director of capital operations of ABCI China Investment Corporation Limited. Mr. Cui has over 19 years of experience in the securities investment industry in PRC and over 10 years of experience in Hong Kong's securities industry.

執行董事

桑康喬先生，41歲，為香港居民。桑先生自北京理工大學獲得電氣工程學士學位。桑先生於香港及中國證券投資行業擁有逾15年經驗。

許文澤先生，53歲，自清華大學經濟管理學院獲得工商管理碩士學位。自一九九六年起，許先生受聘為國潤建設集團有限公司總裁及自二零零四年起任北京日興房地產發展有限公司總經理。於二零一四年至今，許先生受聘為國潤控股集團有限公司總裁，彼亦自二零一六年起擔任亞太航空租賃集團之主席兼董事。

崔鵬先生，43歲，於一九九七年自北京商學院獲得貨幣銀行學學士學位。於一九九七年至二零一二年，崔先生受聘為中國外運長航集團有限公司財務部助理總經理。於二零一二年至二零一四年，崔先生受聘為農銀國際(中國)投資有限公司資本營運董事總經理。崔先生於中國證券投資行業擁有逾19年經驗，及於香港證券行業擁有逾10年經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. XU Zhihao (徐志浩), aged 45, graduated with a bachelor's degree in laws from Guangzhou Jinan University in 1994 and obtained a master of laws from the graduate school of China University of Political Science and Law in 2004. Mr. XU Zhihao was employed by a real estate company prior to working at Huabang (Guangdong) Century law firm. From 2001 to 2003, Mr. XU Zhihao worked in Guang Dong Rong Guan law firm. Mr. XU Zhihao is currently a senior partner in Jincheng Tongda & Neal (Shenzhen) and has extensive experience in the operation of banks and non-bank financial institutions, including trusts, securities and financing leasing institutions. Mr. XU Zhihao is skilled in various real estate financing, including trust support and equity financing.

Mr. LAM Ka Tak (林嘉德), aged 35, graduated from Hong Kong Polytechnic University with a bachelor's degree in accounting in 2003 and obtained a master of business administration from the Hong Kong University in 2013. Mr. LAM Ka Tak was employed by RSM Nelson Wheeler (currently known as RSM Hong Kong) before working as an audit manager at KPMG. Mr. LAM Ka Tak currently serves as the chief financial officer of Beijing Enterprises Medical and Health Industry Group Limited (Stock Code: 2389), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak is also employed as an executive director by Beijing Sports and Entertainment Industry Group Limited (Stock Code: 1803), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak has over 13 years of experience in accounting and financial matters.

Ms. LIU Yan (劉艷), aged 46, graduated with a bachelor's degree in economics from Central University of Finance and Economics in 1992. Ms. LIU Yan passed all three levels of the Chartered Financial Analyst (CFA) Program. From 1992 to 1994, Ms. LIU Yan was employed as an analyst at Brilliance Group Holdings Limited. From 1994 to 2001, Ms. LIU Yan worked at PricewaterhouseCoopers as an audit manager. In 2005, Ms. LIU Yan joined Barclays Bank (New York) global risk division as an investment manager. She worked as a vice president of Angelo, Gordon & Co from 2007 to 2010. From 2010 to 2015, Ms. LIU Yan was a managing director of Fund Management Department and Strategic Investment Department in China Everbright Limited (Hong Kong). Currently, Ms. LIU Yan is an independent non-executive director of Tai United Holdings Limited (Stock Code: 718), a company listed on the Main Board of the Stock Exchange.

獨立非執行董事

徐志浩先生，45歲，於一九九四年畢業於廣州暨南大學，獲法律學士學位，並於二零零四年畢業於中國政法大學，獲法律碩士學位。於任職於廣東華邦律師事務所前，徐志浩先生受僱於一家房地產公司。於二零零一年至二零零三年，徐志浩先生任職於廣東融關律師事務所。徐志浩先生現為北京金城同達（深圳）律師事務所的高級合夥人並於經營銀行及非銀行金融機構（包括信託、證券及融資租賃機構）方面擁有豐富經驗。徐志浩先生擅長於各種房地產融資，包括信託支持及股本融資。

林嘉德先生，35歲，於二零零三年畢業於香港理工大學，獲會計學學士學位，並於二零一三年獲得香港大學工商管理碩士學位。於畢馬威會計師事務所擔任核數經理前，林嘉德先生受僱於羅申美會計師行（現稱為中瑞岳華（香港）會計師事務所）。林嘉德先生現擔任聯交所主板上市公司北控醫療健康產業集團有限公司（股份代號：2389）之財務總監。林嘉德先生亦獲聯交所主板上市公司北京體育文化產業集團有限公司（股份代號：1803）聘任為執行董事。林嘉德先生於會計及財務事宜方面擁有逾13年經驗。

劉艷女士，46歲，於一九九二年畢業於中央財經大學，獲經濟學學士學位。劉艷女士已通過特許金融分析師（CFA）課程全部三個等級的考試。於一九九二年至一九九四年，劉艷女士獲華晨集團有限公司聘任為分析師。於一九九四年至二零零一年，劉艷女士任職於羅兵咸永道會計師事務所擔任審計部經理。於二零零五年，劉艷女士加入巴克萊銀行（紐約）全球風險部擔任投資經理。於二零零七年至二零一零年，彼曾擔任安祖高頓亞洲有限公司副總裁。於二零一零年至二零一五年，劉艷女士擔任中國光大控股有限公司（香港）基金管理部及戰略投資部之董事總經理。劉艷女士現為聯交所主板上市公司太和控股有限公司（股份代號：718）之獨立非執行董事。

SENIOR MANAGEMENT

Mr. Yu Ka Gung (余嘉庚), aged 30, was appointed as the Company Secretary of the Company on 20 June 2016 and is responsible for the company secretarial functions of the Company. Mr. Yu held a bachelor degree of Business Administration in Napier University and had over six years of experience in accounting and auditing. He is a member of the Hong Kong Institute of Certified Public Accountants since 2016.

Mr. Yu Kin Man Duncan (余健文), aged 44, was appointed as the Company Secretary and Financial Controller of the Company on 19 December 2016. Mr. Yu holds a master degree in Professional Accounting and Corporate Governance in The City University of Hong Kong. Mr. Yu has over twenty years of experience in accounting, financial management and corporate finance. He is a fellow of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Institute of Chartered Secretaries.

高級管理層

余嘉庚先生，30歲，於二零一六年六月二十日獲委任為本公司之公司秘書並負責本公司之公司秘書職能。余先生於愛丁堡龍比亞大學取得工商管理學士學位，有逾六年的會計及審計工作經驗。彼亦於二零一六年已成為香港會計師公會會員。

余健文先生，44歲，於二零一六年十二月十九日獲委任為本公司之公司秘書兼財務總監。余先生於香港城市大學取得專業會計與企業管治理學碩士學位。余先生有超過20年的會計、財務管理及公司財務經驗。彼為英國特許公認會計師公會資深會員，香港會計師公會會員及香港特許秘書公會會員。



REPORT OF THE DIRECTORS

董事會報告

The board of directors of the Company (“Board”) presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2016.

BUSINESS REVIEW

Details of business review are set out in the section of “Management Discussion and Analysis” on pages 15 to 32.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and the Group are principally engaged in the operation of a chain of Chinese restaurants and provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat in Hong Kong.

SEGMENT INFORMATION

The Group is principally engaged in the operation of a chain of Chinese restaurants in Hong Kong. Information reported to the chief operating decision maker for the purpose of resources allocation and performance assessment focuses on the operation results of the Group as a whole as the Group’s resources are integrated. Accordingly, the Group has identified one operating segment — operation of Chinese restaurants in Hong Kong, and segment disclosures are not presented.

The Group’s revenue is mainly derived from customers in Hong Kong. The principal assets of the Group were also located in Hong Kong. Accordingly, no analysis by geographical segment is provided.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated financial statements on pages 90 to 192 of this annual report.

The directors of the Company (“Director(s)”) do not recommend payment of any dividend in respect of the year ended 31 December 2016.

INTEREST CAPITALISED

No interest was capitalised by the Group during the year.

本公司董事會（「董事會」）提呈其年度報告以及本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度之經審核綜合財務報表。

業務回顧

業務回顧詳情載於第15頁至32頁「管理層討論及分析」一節。

主要業務

本公司為一間投資控股公司；本集團主要在香港從事中式酒樓連鎖經營、提供婚禮服務以及分銷貨品，包括新鮮蔬菜、水果、海鮮及凍肉。

分類資料

本集團主要於香港從事中式酒樓連鎖經營。向主要營運決策者報告的資料旨在分配資源及評估表現，因本集團資源乃為經整合資源，因此該資料主要著重於本集團整體營運業績。因此，本集團已識別一項營運分類，即於香港營運中式酒樓，且並無呈列分類披露資料。

本集團的收益主要源於香港的客戶，且本集團的主要資產亦位於香港，故並無呈列地區分類資料。

業績及盈利

本集團截至二零一六年十二月三十一日止年度的業績載列於本年報第90頁至192頁的綜合財務報表內。

本公司董事（「董事」）不建議就截至二零一六年十二月三十一日止年度派付任何股息。

資本化利息

年內，本集團並無將利息撥作資本。

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company's reserves available for distribution to shareholders comprising share premium account plus accumulated losses, amounted to approximately HK\$23,343,000.

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$21,000.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DIRECTORS

The directors of the Company ("Director(s)") during the year and up to the date of this report were:

Executive Directors:

Mr. Sang Kangqiao
(appointed on 27 October 2016)
(Chairman)
Mr. Cui Peng
(appointed on 27 October 2016)
Mr. Xu Wenze
(appointed on 27 October 2016)
Mr. Cheung Ka Ho
(resigned on 27 October 2016)
Mr. Cheung Ka Kei
(resigned on 27 October 2016)
Mr. Kan Yiu Pong
(resigned on 27 October 2016)

可供分派儲備

於二零一六年十二月三十一日，本公司可向股東分派的儲備包括股份溢價賬加累計虧損，約為23,343,000港元。

捐款

年內，本集團所作慈善及其他捐款為21,000港元。

優先購股權

本公司組織章程細則或開曼群島法例並無優先購股權之條文，規定本公司須向現有股東按比例提呈新股。

董事

於年內直至本報告日期，本公司董事（「董事」）為：

執行董事：

桑康喬先生
(於二零一六年十月二十七日獲委任)
(主席)
崔鵬先生
(於二零一六年十月二十七日獲委任)
許文澤先生
(於二零一六年十月二十七日獲委任)
張家豪先生
(於二零一六年十月二十七日辭任)
張家驥先生
(於二零一六年十月二十七日辭任)
簡耀邦先生
(於二零一六年十月二十七日辭任)



Report of the Directors 董事會報告

Independent Non-executive Directors:

Mr. Lam Ka Tak
(appointed on 27 October 2016)

Mr. Xu Zhihao
(appointed on 27 October 2016)

Ms. Liu Yan
(appointed on 27 October 2016)

Mr. Chung Kong Mo *JP*
(resigned on 27 October 2016)

Ms. Wong Tsip Yue, Pauline
(resigned on 27 October 2016)

Mr. Wong Sui Chi
(resigned on 27 October 2016)

The terms of office of each Director are subject to retirement by rotation in accordance with articles of association of the Company.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 33 to 35 of the annual report.

DIRECTORS' SERVICE CONTRACTS

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.

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

All the Independent Non-executive Directors were appointed for a specific terms subject to the relevant provisions of the articles of association or any other applicable laws whereby the Directors shall vacate or retire from their office.

DIRECTORS' INTERESTS

At 31 December 2016, Mr. Sang Kangqiao, Mr. Cui Peng and Mr. Xu Wenzhe, Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of SFO:

獨立非執行董事：

林嘉德先生
(於二零一六年十月二十七日獲委任)

徐志浩先生
(於二零一六年十月二十七日獲委任)

劉艷女士
(於二零一六年十月二十七日獲委任)

鍾港武先生 *太平紳士*
(於二零一六年十月二十七日辭任)

王婕妤女士
(於二零一六年十月二十七日辭任)

黃瑞熾先生
(於二零一六年十月二十七日辭任)

各董事的任期須遵守本公司組織章程細則之輪值退任規定。

董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載列於本年報第33頁至35頁。

董事的服務合約

擬於應屆股東週年大會上膺選連任之董事，概無與本公司訂立不可由本公司於一年內不作補償（法定補償除外）而終止之服務合約。

獨立非執行董事的任期

所有獨立非執行董事之委任已設特定任期，惟董事之離任或退任須受組織章程細則或任何其他適用法例之有關條文所規限。

董事的權益

於二零一六年十二月三十一日，董事桑康喬先生、崔鵬先生及許文澤先生於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份及相關股份中擁有記錄於根據證券及期貨條例第352條須存置之登記冊內的權益如下：

Long positions in shares of the Company

於本公司股份中的好倉

Name of Directors	Name of Companies	Capacity	Number of shares and underlying shares 股份及相關股份數目	Percentage of shareholding 概約股權百分比
董事姓名	公司名稱	身份		
Mr. Sang Kangqiao 桑康喬先生	the Company 本公司	Beneficial owner 實益擁有人	293,752,000	52.64%
Mr. Cui Peng 崔鵬先生	the Company 本公司	Beneficial owner 實益擁有人	293,752,000	52.64%
Mr. Xu WENZE 許文澤先生	the Company 本公司	Beneficial owner 實益擁有人	293,752,000	52.64%

During the year ended 31 December 2016, there were no debt securities issued by the Group at any time. Save as disclosed herein, as at 31 December 2016, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange.

於截至二零一六年十二月三十一日止年度內，本集團概無於任何時間發行債務證券。除本年報所披露者外，於二零一六年十二月三十一日，本公司董事或主要行政人員或彼等之聯繫人概無於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中，擁有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香港聯合交易所有限公司（「聯交所」）之任何權益及淡倉（包括根據證券及期貨條例之有關條文彼等各自被視作或視為擁有之權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條例所指登記冊內之權益及淡倉；或根據上市規則附錄10須知會本公司及聯交所之權益及淡倉。

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

As at 31 December 2016, so far as is known to the Directors, none of the persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year and up to the date of this report, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

The Company has previously entered into a Non-competition Deed with U Banquet (Cheung's), Mr. Cheung Ka Ho and Mr. Cheung Ka Kei (collectively the "Controlling Shareholders") and their associates (as defined under the Listing Rules).

The independent non-executive Directors have reviewed the compliance by each of U Banquet (Cheung's), Mr. Cheung Ka Ho and Mr. Cheung Ka Kei during the period from 1 January 2016 to 15 September 2016 (the date of ceasing to be controlling shareholders of the Company). The independent non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by any of U Banquet (Cheung's), Mr. Cheung Ka Ho and Mr. Cheung Ka Kei of the Non-competition Deed given by them.

主要股東及其他人士於本公司股份、相關股份及債權證中的權益以及淡倉

於二零一六年十二月三十一日，就董事所知，概無人士（並非本公司董事或主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部而須向本公司披露之權益或淡倉；或預期直接或間接擁有附有權利可在一切情況下於本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上之權益或本公司根據證券及期貨條例第336條所存置之登記冊所記錄之主要股東。

董事於競爭業務中擁有的權益

於年內及直至本報告日期，董事並無獲悉本公司董事、管理層以及彼等各自之聯繫人（定義見上市規則）的任何業務或權益會或可能會與本集團業務形成競爭，及任何該等人士與本集團產生或有可能產生任何其他利益衝突。

本公司先前已與U Banquet (Cheung's)、張家豪先生及張家驥先生（統稱為「控股股東」）及彼等之聯繫人（定義見上市規則）訂立不競爭契據。

獨立非執行董事已審閱各U Banquet (Cheung's)、張家豪先生及張家驥先生於二零一六年一月一日至二零一六年九月十五日（終止成為本公司控股股東之日）期間的遵守不競爭契據的情況。獨立非執行董事已確認，就彼等所能確定者而言，U Banquet (Cheung's)、張家豪先生及張家驥先生概無違反彼等作出的不競爭契據。

Following the disposal of their entire shareholding interests in the Company on 15 September 2016, U Banquet (Cheung's), Mr. Cheung Ka Ho and Mr. Cheung Ka Kei are no longer subject to the non-competition restrictions pursuant to the Non-competition Deed.

DIRECTORS' INTERESTS IN CONTRACTS

Save as those interests disclosed under the paragraph entitled "Connected Transactions", there is no contract of significance to which the Company or any of its subsidiaries and the Controlling Shareholders of the Company or any of its subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group for the year ended 31 December 2016 are set out in Note 33 to the consolidated financial statements. Save for the repayment to Directors, all other related party transactions constitute continuing connected transactions under Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

繼U Banquet (Cheung's)、張家豪先生及張家驥先生於二零一六年九月十五日出售於本公司之全部股權後，彼等無需再遵守不競爭契據項下之不競爭限制。

董事於合約中的權益

除「關連交易」一段所披露的權益外，於年終或年內任何時間，本公司或其任何附屬公司及本公司或其任何附屬公司之控股股東概無訂立任何重大且董事於其中直接或間接擁有重大權益之合約。

購買股份或債權證的安排

本公司或其任何附屬公司於年內任何時間概無訂立任何安排，以使董事可透過收購本公司或任何其他法團之股份或債權證而獲益。

關聯方交易

有關本集團截至二零一六年十二月三十一日止年度之關聯方交易詳情載於綜合財務報表附註33。除向董事還款外，所有其他關聯方交易均構成上市規則第14A章項下之持續關連交易。本公司確認，其已遵守上市規則第14A章項下之披露規定。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The following connected transaction of the Group will constitute continuing connected transactions (as defined under Chapter 14A of the Listing Rules) of the Company upon the Listing:

1. The Cleaning and Sanitary Materials Supply Agreement

On 30 October 2013, Choi Fook Holdings as purchaser and Tai Cheong Hong as supplier entered into a Cleaning and Sanitary Materials Supply Agreement, pursuant to which Tai Cheong Hong agreed to supply cleaning and sanitary materials to the Group for a period of three years from 30 October 2013 to 29 October 2016 (both days inclusive). The cleaning and sanitary materials are supplied to the Company for consumption in the restaurant business. The Cleaning and Sanitary Materials Supply Agreement does not specify the minimum amount of purchase at which the Group has to purchase the products from Tai Cheong Hong each year.

Pursuant to the Cleaning and Sanitary Materials Supply Agreement, Tai Cheong Hong agreed to sell cleaning and sanitary materials to the Company for the use and consumption of the Group during its term at prices and on other terms and conditions no less favourable than those offered by Tai Cheong Hong at or about the same time to any other independent third parties of comparable quantities of the products in comparable market circumstances. Tai Cheong Hong is entitled to charge interest on the outstanding amount of any sums owing by the Company at the rate of 5% from time to time from the date of payment become due until actual payment in full. Tai Cheong Hong should replace any products which are not in a condition reasonably satisfactory to us on delivery to the Company. Payment will be made by the Company within 30 days of Tai Cheong Hong issuing an invoice in respect thereof, but in any event no later than 30 days after delivery. Detailed information of the principal terms is set out in the prospectus of the Company dated 28 November 2013.

關連交易及持續關連交易

本集團以下進行的關連交易於上市後將構成本公司的持續關連交易（定義見上市規則第14A章）：

1. 清潔及衛生材料供應協議

於二零一三年十月三十日，彩福控股（作為買方）及大昌行（作為供應商）訂立清潔及衛生材料供應協議，據此，大昌行同意向本集團供應清潔及衛生材料，自二零一三年十月三十日至二零一六年十月二十九日（包括首尾兩日），為期三年。向本公司供應的清潔及衛生材料乃供酒樓業務使用。清潔及衛生材料供應協議並無訂明本集團每年須向大昌行購買產品的最低採購額。

根據清潔及衛生材料供應協議，大昌行同意於協議期內按不遜於大昌行於可比較市場環境中向任何其他獨立第三方出售可比數量產品當時或同一時間前後所提供的價格及其他條款及條件向本公司出售清潔及衛生材料供本集團使用及消費。大昌行有權就本公司不時結欠的任何未償還款項於付款到期應付當日起直至實際悉數償還止按5%的利率收取利息。大昌行應於向本公司交付時更換不符合本公司合理滿意的條件之任何產品。付款將由本公司於大昌行就此發出發票30日內支付，惟無論如何不遲於交付後30日。主要條款的詳細資料載於本公司日期為二零一三年十一月二十八日的招股章程。

Tai Cheong Hong is a sole proprietorship set up in Hong Kong which is run by Mr. Cheung Ka Kei, being one of the former controlling shareholders and executive Director.

According to Chapter 14A of Listing Rules, the Cleaning and Sanitary Materials Supply Agreement constitutes a continuing connected transaction of the Company. Pursuant to Rule 14A.49 of the Listing Rules, details of the Cleaning and Sanitary Materials Supply Agreement are included in this annual report.

The annual cap for the supply of cleaning and sanitary materials under the Cleaning and Sanitary Materials Supply Agreement will be HK\$1.74 million, HK\$2.09 million and HK\$2.09 million for each of the three years ending 31 December 2014, 2015 and 2016, respectively.

Following the Completion of the Cleaning and Sanitary Materials Supply Agreement, the Group will no longer purchase cleaning and sanitary materials from Tai Cheong Hong for consumption of the Group in connection with its restaurant business. Accordingly, on 14 September 2016, the Group terminated the Cleaning and Sanitary Materials Supply Agreement with Tai Cheong Hong. The Board believes that the termination of the continuing connected transactions will not cause any material adverse impact to the Group's business and operational activities.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the continuing connected transactions for the year ended 31 December 2016 and confirmed that the continuing connected transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or on terms no less favourable to the Group than terms available from independent third parties; and
- (3) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

大昌行乃由張家驥先生於香港獨資設立及經營，而張家驥先生為一名前控股股東及執行董事。

根據上市規則第14A章，清潔及衛生材料供應協議構成本公司之持續關連交易。根據上市規則第14A.49條，清潔及衛生材料供應協議詳情載於本年報中。

截至二零一四年、二零一五年及二零一六年十二月三十一日止三個年度各年，根據清潔及衛生材料供應協議供應清潔及衛生材料之年度上限將分別為1.74百萬港元、2.09百萬港元及2.09百萬港元。

完成清潔及衛生材料供應協議後，本集團將不再向大昌行採購清潔及衛生材料用作本集團酒樓業務有關的消耗。因此於二零一六年九月十四日，本集團終止與大昌行訂立的清潔及衛生材料供應協議。董事會認為終止持續關連交易將不會對本集團業務及經營活動造成任何重大不利影響。

根據上市規則第14A.55條，獨立非執行董事已審閱截至二零一六年十二月三十一日止年度之持續關連交易，並確認該等持續關連交易乃：

- (1) 於本集團一般及日常業務過程中訂立；
- (2) 按一般商業條款或對本集團而言不遜於可從獨立第三方取得之條款訂立；及
- (3) 根據規管有關交易的相關協議進行，而有關條款屬公平合理，並符合本公司股東的整體利益。



Report of the Directors 董事會報告

The Company has also engaged the auditor of the Company to report on the continuing connected transactions pursuant to Rule 14A.56 of the Listing Rules and the Board has received a letter from the auditor of the Company with the following conclusions:

- (1) nothing has come to the auditor's attention that causes them to believe that the continuing connected transactions have not been approved by the Board;
- (2) nothing has come to the auditor's attention that causes them to believe that the continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (3) nothing has come to the auditor's attention that causes them to believe that the continuing connected transactions have exceeded the annual cap as set by the Board.

EMPLOYEES AND REMUNERATION POLICIES

Details of the emoluments of the Directors of the Company and the five highest paid individuals of the Group are set out in Note 11 to the consolidated financial statements.

As at 31 December 2016, the Group had 527 employees. The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Company also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Company regularly review and determine the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

本公司亦委聘本公司核數師根據上市規則第14A.56條就持續關連交易作出報告，董事會已收到本公司核數師之函件，當中載有下列結論：

- (1) 核數師並無注意到任何情況致使彼等相信該等持續關連交易未獲董事會批准；
- (2) 核數師並無注意到任何情況致使彼等相信該等持續關連交易在任何重大方面未有按照規管該等交易之相關協議訂立；及
- (3) 核數師並無注意到任何情況致使彼等相信該等持續關連交易已超出董事會設定的年度上限。

僱員及薪酬政策

有關本公司董事薪酬及本集團五名最高薪人士的詳情載於綜合財務報表附註11。

於二零一六年十二月三十一日，本集團有527名僱員。董事及高級管理層收取酬金的形式包括薪水、實物利益及酌情花紅，同時參照可比較公司所支付的薪酬、時間投入及本集團的業績進行釐定。本公司亦為其彌償為本集團提供服務或就本集團業務營運履行其職能時所產生的必要及合理開支。本公司參照（其中包括）可比較公司支付薪酬的市場水平、董事的相關責任及本集團的業績後，定期檢討及釐定董事及高級管理層的薪酬及補償待遇。

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers in aggregate and the single largest customer of the Group accounted for approximately HK\$4,895,000 or 1.3% and HK\$2,590,000 or 0.7% of the Group's total revenue for the year ended 31 December 2016 respectively. The information in respect of the Group's purchases attributable to the major suppliers during the year is as follows:

		Percentage of the Group's total purchases 佔本集團總採購量 百分比
The largest supplier	最大供應商	29.9%
Five largest suppliers in aggregate	五大供應商總計	53.0%

None of the Directors, their associates or any shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued share capital, had a beneficial interest in any of the Group's five largest supplier and customers.

BANK LOANS AND OTHER BORROWINGS

Details of borrowings of the Group during the year are set out in Notes 27 and 33 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the company during the year.

管理合約

年內概無訂立或存在任何有關本公司全部或絕大部分業務管理與行政之合約。

主要客戶及供應商

本集團五大客戶合計及單一最大客戶分別佔本集團截至二零一六年十二月三十一日止年度總收益約4,895,000港元或1.3%及2,590,000港元或0.7%。年內，有關主要供應商所佔本集團採購量的資料如下：

就董事所知，概無擁有本公司已發行股本超過5%的董事、彼等之聯繫人或任何股東於任何本集團五大供應商及客戶中擁有實益權益。

銀行貸款及其他借款

本集團於年內的借款詳情載於綜合財務報表附註27及33。

購買、出售或贖回股份

年內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。



Report of the Directors 董事會報告

SUFFICIENCY OF PUBLIC FLOAT

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

SHARE OPTION SCHEME

The share option scheme of the Company ("Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 19 November 2013 ("Adoption Date") for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, any Executives, Non-executive Directors (including Independent Non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The maximum number of shares which may be issued under the Scheme and any other schemes of the Company (excluding options lapsed pursuant to the Scheme and any other schemes of the Company) must not exceed 55,800,000 shares, representing 10% of the issued shares of the Company at the date of the annual report.

The total number of shares issued and to be issued to each eligible participant under the Scheme in any 12-month period must not exceed 1% of the issued shares of the Company unless approved in advance by the shareholders of the Company in general meeting.

公眾持股量的充足性

基於本公司可公開獲得的資料及就董事所知，於刊發本報告前的最後可行日期，本公司已根據上市規則維持充足的公眾持股量。

購股權計劃

本公司的購股權計劃（「計劃」）乃根據本公司股東於二零一三年十一月十九日（「採納日」）通過的決議案而獲採納，主要旨在向合資格參與者提供機會可於本公司中擁有個人股權，以及激勵、吸引及留任其貢獻對本集團長期發展及盈利尤為重要之合資格參與者。計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、任何執行及非執行董事（包括獨立非執行董事）、顧問及諮詢人。

根據計劃及本公司任何其他計劃可發行的股份數目上限（惟不計及根據計劃或本公司任何其他計劃已失效的購股權）不得超過55,800,000股股份，佔本公司於本年報日期已發行股份的10%。

在任何12個月期間，根據計劃向各合資格者的已發行及將予發行股份總數不得超過本公司已發行股份的1%，除非事先獲本公司股東於股東大會上批准。

Any option to be granted under the Scheme to a Director, Chief Executive or substantial shareholder of the Company or to any of their respective associates must be approved by all Independent Non-Executive Directors of the Company (excluding Independent Non-Executive Director who is the grantee). In addition, any option to be granted to a substantial shareholder or an Independent Non-Executive Director of the Company or to any of their respective associates which will result in the shares issued and to be issued in excess of 0.1% of the issued shares or with an aggregate value (based on the closing price of the shares at the date of the grant) in excess of HK\$5,000,000 within any 12-month period is subject to approval by the shareholders of the Company in general meeting.

The offer of a grant of options under the Scheme may be accepted within 28 days from the date of the offer and by payment of HK\$1.00 as consideration for the grant of an option. An option may be exercised in accordance with the terms of the Scheme at any time during a period as to be determined and notified by the Directors to each grantee, but shall end in any event not later than 10 years from the date of the grant of option.

The Scheme will be valid and effective for a period of ten years commencing on the listing date of the Company.

The exercise price is determined by the Directors and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant of an option, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the date of the offer of grant of an option; and (iii) the nominal value of the Company's shares.

No options have been granted under the Scheme since its adoption.

PERMITTED INDEMNITY PROVISIONS

At no time during the financial year and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the directors of the Company (whether made by the Company or otherwise) or an associated company (if made by the Company).

任何根據計劃將授予本公司一名董事、主要行政人員或主要股東或任何彼等各自之聯繫人的任何購股權須經本公司全體獨立非執行董事（為承授人的獨立非執行董事除外）批准。此外，任何將授予本公司一名主要股東或一名獨立非執行董事或任何彼等各自之聯繫人的購股權，倘在任何12個月期間會導致已發行或將予發行股份超過已發行股份0.1%或其總價值（基於授出日期之股份收市價）超過5,000,000港元，則須經本公司股東於股東大會上批准。

根據計劃授出購股權之要約可於要約當日起計28日內接納，且須支付1.00港元作為獲授購股權的代價。在董事決定及通知各承授人的期間內，可隨時根據計劃的條款行使購股權，惟無論如何不得超出授出購股權日期起計10年。

計劃將自本公司上市日期起十年期間內有效及生效。

行使價由董事釐定，且不得低於以下各項之最高者：(i)於授出購股權要約之日（須為交易日）聯交所每日報價表所列本公司股份之收市價；(ii)緊接授出購股權要約之前五個交易日聯交所每日報價表所列本公司股份之平均收市價；及(iii)本公司股份面值。

自計劃獲採納以來，概無授出購股權。

獲准許的彌償條文

在財政年度內及直至本董事會報告日期止任何時間，均未曾經有或現有生效的任何獲准許彌償條文惠及本公司的董事（不論是否由本公司或其他訂立）或其有聯繫公司的任何董事（如由本公司訂立）。



Report of the Directors 董事會報告

AUDITOR

The financial statements for the year ended 31 December 2016 have been audited by PricewaterhouseCoopers and a resolution for the re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

PUBLICATION OF INFORMATION ON WEBSITES

This annual report is available for viewing on the website of Stock Exchange at www.hkex.com.hk and on the website of the Company at www.u-banquetgroup.com.

By order of the Board

Sang Kangqiao
Chairman

23 March 2017

核數師

截至二零一六年十二月三十一日止年度的財務報表已經羅兵咸永道審核，本公司將於應屆股東週年大會上提呈一項續聘其為本公司核數師的決議案。

於網站刊發資料

本年報可於聯交所網站www.hkex.com.hk及本公司網站www.u-banquetgroup.com查閱。

承董事會命

主席
桑康喬

二零一七年三月二十三日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to ensure a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the year. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31 December 2016, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board of the Company will keep reviewing and updating such practices from time to time to ensure compliance with legal and commercial standards.

CORPORATE GOVERNANCE STRUCTURE

The Board of the Company (the “Board”) is primarily responsible for formulating strategies, monitoring performance and managing risks of the Group. At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are 3 board committees, namely the Audit Committee, Remuneration Committee and Nomination Committee. All these committees perform their distinct roles in accordance with their respective terms of reference (available on the Company’s website) and assist the Board in supervising certain functions of the senior management.

DIRECTORS’ SECURITIES TRANSACTIONS

The Group had adopted Appendix 10 of the Listing Rules (the “Model Code”) as its own code of conduct regarding Directors’ securities transactions on terms no less exacting than the required standard of dealings.

Having made specific enquiries to all the Directors and all the Directors of the Company had confirmed compliance with the required standard of dealings and the code of conduct for directors’ securities transactions during the year ended 31 December 2016.

為保障股東的利益，本公司致力確保高標準的企業管治，並投入大量精力維持高水平的商業道德標準及企業管治常規。

企業管治常規

本公司於整個年度一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）。於截至二零一六年十二月三十一日止年度，本公司已採用企業管治守則中的原則並遵循其中的適用守則條文，惟下述若干偏離除外（有關偏離所考慮的因素於下文闡述）。本公司董事會將持續檢討並不時更新該等常規，以確保符合法律及商業準則。

企業管治架構

本公司董事會（「董事會」）主要負責本集團策略制定、表現監控及風險管理。同時，其亦有職責提升本集團企業管治常規的效率。董事會下設三個董事委員會，即審核委員會、薪酬委員會及提名委員會。所有上述委員會均根據其各自之職權範圍（可於本公司網站查閱）履行其不同職責，並協助董事會監督高級管理層的若干職能。

董事進行證券交易

本集團已採納上市規則附錄10（「標準守則」），作為有關董事進行證券交易之操守守則，其條款不遜於規定之交易準則。

經向全體董事作出具體查詢後，本公司全體董事確認於截至二零一六年十二月三十一日止年度已遵守董事進行證券交易之規定交易準則及操守守則。

BOARD OF DIRECTORS

At present, the Board of the Company comprises six directors ("Directors") as follows:

Executive Directors:

- Mr. Sang Kangqiao
(appointed on 27 October 2016)
(Chairman)
- Mr. Cui Peng
(appointed on 27 October 2016)
- Mr. Xu Wenze
(appointed on 27 October 2016)

Independent Non-executive Directors:

- Mr. Lam Ka Tak
(appointed on 27 October 2016)
- Mr. Xu Zhihao
(appointed on 27 October 2016)
- Ms. Liu Yan
(appointed on 27 October 2016)

Biographical details of the Directors are set out in the section of "Biographical Details of Directors and Senior Management" on pages 33 to 35.

The Board has the responsibility for leadership and control of the Company. They are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board is accountable to the shareholders for the strategic development of the Group with the goal of maximizing long-term shareholder value, while balancing broader stakeholder interests.

董事會

現時，本公司董事會由下列六名董事（「董事」）組成：

執行董事：

- 桑康喬先生
(於二零一六年十月二十七日獲委任)
(主席)
- 崔鵬先生
(於二零一六年十月二十七日獲委任)
- 許文澤先生
(於二零一六年十月二十七日獲委任)

獨立非執行董事：

- 林嘉德先生
(於二零一六年十月二十七日獲委任)
- 徐志浩先生
(於二零一六年十月二十七日獲委任)
- 劉艷女士
(於二零一六年十月二十七日獲委任)

董事履歷詳情載於第33頁至35頁「董事及高級管理層履歷詳情」一節。

董事會負責領導及管控本公司。彼等透過引導及監督本集團事務統籌負責推動本集團邁向成功。董事會就本集團戰略發展向股東負責，目標是為股東創造最大的長遠價值，同時平衡更廣泛利益相關者的利益。

Corporate Governance Report 企業管治報告

The attendance record of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the year ended 31 December 2016 is set out in the following table:

於截至二零一六年十二月三十一日止年度，各董事出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會之記錄表列如下：

Name of Directors 董事姓名	Board Meetings (attendance/ total no. of meeting held) 董事會會議 (出席會議次數/ 舉行會議總數)	Audit Committee Meetings (attendance/ total no. of meeting held) 審核委員會會議 (出席會議次數/ 舉行會議總數)	Remuneration Committee Meeting (attendance/ total no. of meeting held) 薪酬委員會會議 (出席會議次數/ 舉行會議總數)	Nomination Committee Meeting (attendance/ total no. of meeting held) 提名委員會會議 (出席會議次數/ 舉行會議總數)	General Meeting (attendance/ total no. of meeting held) 股東大會 (出席會議次數/ 舉行會議總數)
Executive Directors 董事姓名					
Mr. Sang Kangqiao (appointed on 27 October 2016)	桑康喬先生 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Cui Peng (appointed on 27 October 2016)	崔鵬先生 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Xu Wenze (appointed on 27 October 2016)	許文澤先生 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	1/1	1/1
Mr. Cheung Ka Ho (resigned on 27 October 2016)	張家豪先生 (於二零一六年 十月二十七日辭任)	3/3	N/A 不適用	1/1	1/1
Mr. Cheung Ka Kei (resigned on 27 October 2016)	張家驥先生 (於二零一六年 十月二十七日辭任)	3/3	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Kan Yiu Pong (resigned on 27 October 2016)	簡耀邦先生 (於二零一六年 十月二十七日辭任)	3/3	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事					
Mr. Lam Ka Tak (appointed on 27 October 2016)	林嘉德先生 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Xu Zhihao (appointed on 27 October 2016)	徐志浩先生 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Liu Yan (appointed on 27 October 2016)	劉艷女士 (於二零一六年 十月二十七日獲委任)	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chung Kong Mo JP (resigned on 27 October 2016)	鍾港武先生 太平紳士 (於二零一六年 十月二十七日辭任)	1/1	2/2	N/A 不適用	1/1
Mr. Wong Tsip Yue, Pauline (resigned on 27 October 2016)	王婕妤女士 (於二零一六年 十月二十七日辭任)	1/1	2/2	1/1	1/1
Mr. Wong Sui Chi (resigned on 27 October 2016)	黃瑞熾先生 (於二零一六年 十月二十七日辭任)	1/1	2/2	1/1	N/A 不適用



Corporate Governance Report 企業管治報告

Code Provision A.1.3 stipulates that at least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given. Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting or audit committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All Directors are provided with details of agenda items for decisions making with reasonable notice and welcome to include matters in the agenda of the Board Meeting. Directors have access to the advice and services of the Company Secretary who is responsible for ensuring that the Board procedures are complied with and advising the Board on compliance matters.

Minutes of Board meetings and Board committees meetings are kept by Company Secretary and are opened for inspection as requested by Directors. During the year, the Board was given sufficient time to review and approve the minutes of Board meetings and meetings of Board committees meetings. Directors are also provided with access to independent professional advice, where necessary, in carrying out their obligations as Directors of the Company, at the expense of the Company.

If potential conflict of interest involving a substantial shareholder or a Director arises which the Board has determined to be material, the matter will be dealt with by a physical board meeting rather than a written resolution. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed would not be counted in the quorum of meeting and would abstain from voting. The Directors attend meetings in persons or through other means of electronic communication in accordance with the articles of association of the Company.

All Directors assume the responsibilities owed to the shareholders of the Company for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

守則條文第A.1.3條訂明，常規董事會會議須至少發出14天通知。其他董事會及委員會會議，則一般給予合理時間之通知。董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或審核委員會會議前三天送交全體董事，以便董事知悉本公司最新發展及財務狀況並可作出知情決定。全體董事均獲合理通知以獲得各項議程之詳細資料，以便作出決策並歡迎於董事會會議議程加入事項。董事可獲得公司秘書提供之意見及服務，公司秘書負責確保董事會程序獲遵循及就合規事宜向董事會提供意見。

董事會會議及董事委員會會議之記錄由公司秘書保管並應董事要求提供查閱。年內，董事會已獲充足時間審閱及批准董事會會議及董事委員會會議之記錄。必要時，董事亦可尋求獨立專業意見以履行彼等作為本公司董事之職責，費用由本公司承擔。

倘發生涉及主要股東或董事之潛在利益衝突且董事會認為屬重大，有關事項將於實質董事會會議上處理，而不會以書面決議案處理。被視為於擬進行交易或將討論事宜中存有利益衝突或擁有重大權益之董事，將不會計入有關會議之法定人數並須放棄投票。董事根據本公司組織章程細則親身或透過其他電子通訊方式出席會議。

所有董事向本公司股東負責，肩負使本公司穩步發展及成功的責任。彼等知悉其職責，並忠實行事及致力保障本公司的最佳利益。

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor the Company's overall financial position. The Board updates shareholders on the operations and financial position of the Group through half yearly and annual results announcements as well as the publication of timely announcements of other matters as prescribed by the relevant rules and regulations.

The Company has three Independent Non-executive Directors, at least one of whom has appropriate financial management expertise, in compliance with the Listing Rules. Each of the Independent Non-executive Director has made an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all Independent Non-executive Directors meet the Independence Guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

According to the Company's articles of association, newly appointed Directors shall hold office until the next following general meeting and shall be eligible for re-election at that meeting. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

During the year under review, the Company has not separated the roles of Chairman and Chief Executive Officer of the Company. Subsequent to the resignation of Mr. Cheung Ka Ho as the Chairman and the Chief Executive Officer of the Board on 27 October 2016, Mr. Sang Kangqiao was appointed as the Chairman of the Company and was responsible for overseeing the operations of the Group. In the Company, decisions are made collectively by the Executive Directors and occasionally are discussed with the management. The Board believes that it enable Company to make decisions, operate and implement follow up actions quickly.

董事會負責妥善保存會計記錄以使董事監控本公司整體財務狀況。董事會透過相關規定及條例規定的中期及年度業績公佈以及及時刊發有關其他事務的公佈，向股東提供有關本集團營運及財務狀況的最新資料。

本公司有三名獨立非執行董事，其中至少一位具有適當的財務管理專長，符合上市規則。各獨立非執行董事已根據上市規則第3.13條發出其年度獨立性確認書。本公司認為，所有獨立非執行董事均符合上市規則第3.13條載列的獨立性指引，且根據有關指引的條款屬獨立人士。

根據本公司組織章程細則，每名新委任董事的任期僅至下屆股東大會為止，屆時合資格於會上膺選連任。各董事（包括有指定任期的董事）均須至少每三年輪值退任一次。

主席及行政總裁

根據企業管治守則守則條文第A.2.1條，主席及行政總裁的角色應予區分及不應由同一人兼任。

於回顧年度，本公司並無區分本公司主席與行政總裁的角色。在張家豪先生於二零一六年十月二十七日辭任本公司董事會主席兼行政總裁後，桑康喬先生獲委任為本公司主席，並負責監管本集團的業務營運。本公司之決策均經執行董事集體作出及偶爾與管理層討論。董事會相信此安排令本公司能夠迅速作出及執行決策及採取後續行動。

One of the important roles of the Chairman is to provide leadership for the Board to ensure that the Board always acts in the best interest of the Group. The Chairman shall ensure that the Board works effectively and fully discharges its responsibilities, and that all key issues are discussed by the Board in a timely manner. The Chairman has taken into account, where appropriate, any matters proposed by the Directors for inclusion in the agenda. The Chairman has delegated the responsibility of drawing up the agenda for each board meeting to the Company Secretary. With the support of the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and have received adequate and reliable information in a timely manner.

APPOINTMENT, RE-ELECTION AND REMOVAL

Under Code Provision A.4.1, all the Non-Executive Directors should be appointed for a specific term, subject to re-election. Each of the Independent Non-executive Directors has entered into a service contract with the Company for three years but subject to termination in certain circumstance as stimulated in the relevant service contracts. At each annual general meeting, one third of the Directors for the time being (of if their number is not a multiple of three, then the number nearest to but not less than one third) will 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. Any Director appointed to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be eligible for re-election at such meeting and any Director appointed 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.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted written terms of reference on its corporate governance functions.

The duties of the Board in respect of the corporate governance functions include:

- (i) developing and reviewing the Company's policies and practices on corporate governance;
- (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;

主席之其中一項重要職能為領導董事會，以確保董事會一直以本集團之最佳利益行事。主席須確保董事會有效運作，全面履行其職責，並確保所有重大問題能及時獲董事會討論。主席已考慮（如適用）董事擬載入議程之任何事項。主席已將每次董事會會議議程起草之責任委託予公司秘書。在公司秘書之協助下，主席致力確保全體董事已獲適當簡報董事會會議上出現之問題，並已及時收到充分及可靠之資料。

委任、重選及免職

根據守則條文第A.4.1條，所有非執行董事之委任應有指定任期，並須接受重選。各獨立非執行董事已與本公司訂立期限為三年的服務合約，惟可於相關服務合約中規定的若干情況下予以終止。在每屆股東週年大會上，當時三分之一（倘董事人數並非三的倍數，則為最接近但不少於三分之一的人數）的董事將輪席退任，惟各董事均須至少每三年於股東週年大會上輪值退任一次。任何獲委任以填補臨時空缺之董事的任期僅至其獲委任後的首屆股東大會為止，屆時合資格於會上膺選連任，而任何獲委任以新增現有董事會職位之董事的任期僅至本公司下屆股東週年大會為止，屆時合資格膺選連任。

企業管治職能

董事會負責執行企業管治職責，並已就其企業管治職能採納書面職權範圍。

董事會於企業管治職能方面的職責包括：

- (i) 制定及檢討本公司的企業管治政策及常規；
- (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) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; | (iii) 檢討及監督本公司於遵守法律及監管規定方面的政策及常規； |
| (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and | (iv) 制定、檢討及監督僱員及董事適用的操守守則及合規手冊（如有）；及 |
| (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report. | (v) 審閱本公司遵守企業管治守則的情況及企業管治報告中的披露事項。 |

In 2016 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

於二零一六年及直至本報告日期，董事會已根據其職權範圍履行企業管治職責。

BOARD DIVERSITY POLICY

During the year, the Board adopted a board diversity policy (the "Policy") setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

On recommendation from the Nomination Committee, the Board will set measurable objectives to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

董事會成員多元化政策

年內，董事會已採納董事會成員多元化政策（「該政策」），其中載有實現董事會成員多元化之方針。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識，而最終將按經選定人選的長處及可為董事會帶來的貢獻作出決定。

按提名委員會之推薦意見，董事會將制定可計量目標以實施該政策，並不時檢討該等目標以確保其合適性及確定達致該等目標之進度。提名委員會將於適當時檢討該政策，以不時確保其持續有效。

REMUNERATION COMMITTEE

A remuneration committee was set up on 19 November 2013, with written terms of reference in compliance with the Code Provisions, which have been reviewed from time to time by the Board to keep them in line with the most up-to-date requirements to oversee the remuneration policy and structure for all Directors and senior management. The most up-to-date written terms of reference of the Remuneration Committee are available on the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

The primary objectives of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and the senior management and determining the remuneration packages of all executive Directors and senior management. The Remuneration Committee is also responsible to ensure that no Director or any of his associates will participate in deciding his/her own remuneration, which will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee held 1 meeting during the year. The members reviewed the remuneration package of Directors and the senior management of the Company.

The Remuneration Committee comprises three members namely:-

Ms. Liu Yan
(appointed on 27 October 2016)
(Chairman)
Mr. Sang Kangqiao
(appointed on 27 October 2016)
Mr. Lam Ka Tak
(appointed on 27 October 2016)
Mr. Wong Sui Chi
(resigned on 27 October 2016)
Mr. Cheung Ka Ho
(resigned on 27 October 2016)
Ms. Wong Tsip Yue, Pauline
(resigned on 27 October 2016)

Majority of the members are Independent Non-executive Directors.

薪酬委員會

本公司於二零一三年十一月十九日成立薪酬委員會，其書面職權範圍符合守則條文之規定，並已由董事會不時檢討以使其一直符合最新規定，以監察全體董事及高級管理層之薪酬政策及架構。薪酬委員會之最新書面職權範圍可於本公司網站及香港聯合交易所有限公司網站查閱。

薪酬委員會的主要目標包括就董事及高級管理層的薪酬政策及架構向董事會提供推薦建議，以及釐定所有執行董事及高級管理層的薪酬待遇。薪酬委員會亦負責確保董事或其任何聯繫人並無參與釐定其自身薪酬，有關薪酬乃參考個人及本公司的表現以及市場常規及市況而釐定。

年內，薪酬委員會曾舉行1次會議。各成員已檢討本公司董事及高級管理層之薪酬方案。

薪酬委員會包括三名成員，即：

劉艷女士
(於二零一六年十月二十七日獲委任)
(主席)
桑康喬先生
(於二零一六年十月二十七日獲委任)
林嘉德先生
(於二零一六年十月二十七日獲委任)
黃瑞熾先生
(於二零一六年十月二十七日辭任)
張家豪先生
(於二零一六年十月二十七日辭任)
王婕妤女士
(於二零一六年十月二十七日辭任)

多數成員為獨立非執行董事。

In addition, pursuant to the Code Provision B.1.5, the annual remuneration of the member of the senior management by band for the year ended 31 December 2016 is set out below:

此外，根據守則條文第B.1.5條，截至二零一六年十二月三十一日止年度高級管理層成員的年度薪酬按組別載列如下：

2016
二零一六年

HK\$ Nil to HK\$1,000,000

零港元至1,000,000港元

2

NOMINATION COMMITTEE

The Company has established a Nomination Committee on 19 November 2013 for making recommendations to the Board on appointment of Directors and succession planning for the directors.

The principal duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the appointment and succession planning of Directors, assessing the independence of the Independent Non-executive Directors and viewing the board diversity policy.

During the year ended 31 December 2016, the Company appointed three executive Directors and three independent non-executive Directors, namely Mr. Sang Kangqiao, Mr. Cui Peng, Mr. Xu Wenzhe, Mr. Lam Ka Tak, Mr. Xu Zhihao and Ms. Liu Yan respectively.

In accordance with the Company's Articles of Association, Mr. Sang Kangqiao, Mr. Cui Peng, Mr. Xu Wenzhe, Mr. Lam Ka Tak, Mr. Xu Zhihao and Ms. Liu Yan shall retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Nomination Committee held 1 meeting during the year. The Nomination Committee recommended the re-appointment of the Directors standing for re-election at the forthcoming annual general meeting of the Company.

提名委員會

本公司於二零一三年十一月十九日設立提名委員會，負責就委任董事或董事繼任計劃向董事會提供推薦建議。

提名委員會的主要職責包括檢討董事會的成員組成，就委任董事或董事繼任計劃向董事會提供推薦建議、評估獨立非執行董事的獨立性及檢討董事會成員多元化政策。

於截至二零一六年十二月三十一日止年度，本公司委任三名執行董事及三名獨立非執行董事，即桑康喬先生、崔鵬先生、許文澤先生、林嘉德先生、徐志浩先生及劉艷女士。

根據本公司組織章程細則，桑康喬先生、崔鵬先生、許文澤先生、林嘉德先生、徐志浩先生及劉艷女士須於應屆股東週年大會上退任，且合資格並願意膺選連任。

年內，提名委員會曾舉行1次會議。提名委員會已就本公司應屆股東週年大會上之待重選董事作出推薦建議。



Corporate Governance Report 企業管治報告

The Nomination Committee comprises three members namely:-

- Mr. Sang Kangqiao
(appointed on 27 October 2016)
(Chairman)
- Mr. Xu Zhihao
(appointed on 27 October 2016)
- Mr. Liu Yan
(appointed on 27 October 2016)
- Mr. Cheung Ka Ho
(resigned on 27 October 2016)
- Mr. Chung Kong Mo JP
(resigned on 27 October 2016)
- Ms. Wong Tsip Yue, Pauline
(resigned on 27 October 2016)

Majority of the members are Independent Non-executive Directors.

AUDIT COMMITTEE

The Company has established an Audit Committee on 19 November 2013 with written terms of reference that set out the authorities and duties of the Audit Committee. The terms of reference of the Audit Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited. The Audit Committee performs, amongst others, the following functions:

- Review financial information of the Group
- Review relationship with and terms of appointment of the external auditors
- Determination of the nature and scope of the audit
- Review the Company's financial reporting system, internal control system and risk management system

During the year, the Audit Committee held 2 meetings. The Audit Committee oversees the internal control system of the Group, reviewed the consolidated financial statements of the Group for the year ended 31 December 2016 and interim results, the accounting principles and practices adopted by the Group, selection and appointment of the external auditors, reports to the Board on any material issues, and makes recommendations to the Board. There had been no disagreement between the Board and the Audit Committee during the financial year ended 31 December 2016.

提名委員會包括三名成員，即：

- 桑康喬先生
(於二零一六年十月二十七日獲委任)
(主席)
- 徐志浩先生
(於二零一六年十月二十七日獲委任)
- 劉艷女士
(於二零一六年十月二十七日獲委任)
- 張家豪先生
(於二零一六年十月二十七日辭任)
- 鍾港武先生太平紳士
(於二零一六年十月二十七日辭任)
- 王婕妤女士
(於二零一六年十月二十七日辭任)

多數成員為獨立非執行董事。

審核委員會

本公司於二零一三年十一月十九日設立審核委員會並已制定書面職權範圍，當中列明審核委員會的權限及職責。審核委員會之職權範圍可於本公司網站及香港聯合交易所有限公司網站查閱。審核委員會履行(其中包括)以下職能：

- 審閱本集團的財務資料
- 檢討與外聘核數師的關係及委任條款
- 釐定核數的性質及範疇
- 檢討本公司財務申報系統、內部監控系統及風險管理系統

年內，審核委員會曾舉行2次會議。審核委員會監管本集團內部監控系統、審閱本集團截至二零一六年十二月三十一日止年度的綜合財務報表及中期業績、本集團採納的會計原則及常規以及外聘核數師的甄選及委任、向董事會報告任何重大事項及向董事會提供推薦建議。於截至二零一六年十二月三十一日止財政年度，董事會與審核委員會之間並無意見分歧。

The Audit Committee comprises three members namely:-

Mr. Lam Ka Tak
(appointed on 27 October 2016)
(Chairman)
Mr. Xu Zhihao
(appointed on 27 October 2016)
Mr. Liu Yan
(appointed on 27 October 2016)
Mr. Wong Sui Chi
(resigned on 27 October 2016)
Mr. Chung Kong Mo *JP*
(resigned on 27 October 2016)
Ms. Wong Tsip Yue, Pauline
(resigned on 27 October 2016)

All the members are Independent Non-executive Directors (including one Independent Non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control systems in order to safeguard the Group's assets and Shareholders' interests, and review and monitor the effectiveness of the Company's internal control and risk management systems on a regular basis so as to ensure that internal control and risk management systems in place are adequate. The Company has established written policies and procedures applicable to all operating units to ensure the effectiveness of internal controls. The Company also has a process for identifying, evaluating, and managing the significant risks to the achievement of its operational objective. This process is subject to continuous improvement and was in place throughout 2016 and up to the date of this report. The day-to-day operation is entrusted to each individual department, which is accountable for its own conduct and performance, and is required to strictly adhere to the policies set by the Board. The Company carries out reviews on the effectiveness of the internal control systems from time to time in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

審核委員會包括三名成員，即：

林嘉德先生
(於二零一六年十月二十七日獲委任)
(主席)
徐志浩先生
(於二零一六年十月二十七日獲委任)
劉艷女士
(於二零一六年十月二十七日獲委任)
黃瑞熾先生
(於二零一六年十月二十七日辭任)
鍾港武先生 *太平紳士*
(於二零一六年十月二十七日辭任)
王婕妤女士
(於二零一六年十月二十七日辭任)

所有成員均為獨立非執行董事(包括一名擁有適當專業資格或會計或財務管理相關專長的獨立非執行董事)。概無審核委員會成員為本公司現任外聘核數師的前合作夥伴。

內部監控及風險管理

董事會負責維持健全有效的內部監控系統，以保障本集團資產及股東利益，並定期檢討及規管本公司內部監控及風險管理系統之有效性，以確保現行內部監控系統屬充足。本公司已制定適用於所有營運單位的書面政策及程序，確保內部監控的效率。本公司亦有識別、評估及管理重大風險的程序以達成其營運目標。該程序須不斷改善，並在二零一六年整個年度及直至本報告日期貫徹使用。日常營運則委託予各個別部門，其對本身部門的行為及績效負責任，並須嚴格遵守董事會制定的政策。本公司不時對內部監控系統的效率進行檢討，確保其能夠符合及應對靈活多變的經營環境。

During the year under review, the Board has conducted a review and assessment of the effectiveness of the Company's internal control and risk management systems including financial, operational and compliance controls and risk management which assisted by Group's internal audit team. Beside, in order to manage the Group's compliance status, the Legal and Compliance Committee holds monthly meetings to review the Group's compliance with Main Board Listing Rules, internal control measures and all relevant laws and regulations. The results of such review were satisfactory.

Risk Management Process

The Group strives to maintain a sound risk management and internal control systems which are essential to accomplish its business objectives and its long term sustainable growth. The Board acknowledges its overall responsibility for evaluating and determining the nature and extent of the risks rest all levels of the organization. To this end, the Management regularly and continuously reviews and makes improvements in its risk management process. In addition, the Group engaged an external consultant and conducted a comprehensive review of the Group's risk management. The following diagram illustrates the Group's general risk management process.

Stage 1 Establish Risk Context 第1階段 設立風險內容	<ul style="list-style-type: none">• The Board establishes common risk assessment criteria• 董事會設立普通風險評估標準
Stage 2 Risk Identification 第2階段 風險識別	<ul style="list-style-type: none">• Divisions and departments identify the risks that potentially impact the operation processes• 各分部和部門識別對營經流程具有潛在影響的風險
Stage 3 Risk Assessment 第3階段 風險評估	<ul style="list-style-type: none">• Divisions and departments assess and rank the identified risks along with the impact on the business and likelihood of occurrences• 各分部和部門對已識別風險及其對業務的影響及發生的可能性進行評估及分級
Stage 4 Risk Treatment 第4階段 風險處理	<ul style="list-style-type: none">• Divisions and departments assess effectiveness of existing controls and provide treatment plans where required• 各分部和部門評估現有控制措施的有效性並提供處理方案(如需要)
Stage 5 Risk Monitoring and Reporting 第5階段 風險監控及報告	<ul style="list-style-type: none">• Divisions and departments monitor risk and report risk to the Board• The Board mitigate or eliminate the risks depends on the impact of the risk• 各分部和部門監控風險並向董事會報告風險• 董事會視乎風險的影響減輕或消除風險

於回顧年度內，董事會在本集團內部審計小組的協助下已對本公司的內部監控及風險管理系統(包括財務、營運及合規控制以及風險管理)的有效性進行檢討及評估。此外，為管理本集團的合規情況，法律及合規委員會每月舉行會議以審閱本集團對主板上市規則、內部監控措施及所有相關法律法規的遵守情況。有關檢討結果均令人滿意。

風險管理程序

本集團致力於保持穩健的風險管理及內部監控系統，其乃為實現本集團業務目標及長期可持續增長的關鍵。董事會確認其對評估及釐定組織內各級別所存在風險的性質及程度負有整體責任。就此而言，管理層定期及持續檢討風險管理程序並就此作出改善。此外，本集團委聘外聘顧問並對本集團的風險管理進行全面檢討。下表闡明本集團的一般風險管理程序。

In the course of risk management, the Board and the Management adopt a mix of risk strategies to handle various types of risk exposure. The risk strategies are listed as follows,

- **Risk Acceptance:** Risk acceptance does not reduce any effects however it is still considered a strategy. This strategy is a common option when the cost of other risk management options such as avoidance or limitation may outweigh the cost of the risk itself. A company that doesn't want to spend a lot of money on avoiding risks that do not have a high possibility of occurring will use the risk acceptance strategy.
 - **Risk Avoidance:** Risk avoidance is the opposite of risk acceptance. It is the action that avoids any exposure to the risk whatsoever. Risk avoidance is usually the most expensive of all risk mitigation options.
 - **Risk Limitation:** Risk limitation is the most common risk management strategy used by businesses. This strategy limits a company's exposure by taking some action. It is a strategy employing a bit of risk acceptance along with a bit of risk avoidance or an average of both.
 - **Risk Transference:** Risk transference is the involvement of handing risk off to a willing third party. For example, various companies outsource certain operations such as customer service, payroll services, etc. This can be beneficial for a company if a transferred risk is not a core competency of that company. It can also be used so a company can focus more on their core competencies.
- 於風險管理過程中，董事會及管理層採用一套風險策略組合以處理各種不同類別的風險。風險策略列示如下：
- **風險接納：**接納風險並不會減輕任何影響，然而其仍被視為一項策略。當其他風險管理方法（如風險規避或風險限制）的成本超出風險本身成本時，則該策略將為普遍選擇。不希望花費大量財力去避免發生可能性不高的風險的公司，將使用風險接納策略。
 - **風險規避：**規避風險與接納風險相反。其指規避面臨任何風險的行為。風險規避於所有風險減低方法中花費最多。
 - **風險限制：**風險限制為業務中使用最為普遍的風險管理策略。該策略通過採取若干行動限制公司風險。該策略兼具少量風險接納及少量風險規避，或兩者各佔一半。
 - **風險轉移：**風險轉移涉及將風險轉移予願意接受的第三方，如各類公司外包若干職能（如客服、薪酬管理服務等）。倘轉移的風險並非公司的核心職能，則將對公司有利。使用該策略亦可使公司更專注其的核心職能。

THE GROUP'S TOP 4 RISK EXPOSURES

本集團面臨的四大風險



Type of Risks 風險類別	Risk Description 風險描述	Risk Strategy(ies) 風險策略
Competitive Risk 競爭風險	The food and beverage is highly competitive, which is why it is important to be efficient, stay up-to-date with nutritional trends and consumer tastes. Understanding the challenges and opportunities in both the industry and the market are important for any food retailer and manufacturer. 食品及飲料行業競爭激烈，因此提高效率、持續更新營養趨勢及跟進消費者口味極為重要。了解行業及市場的挑戰及機遇對任何食品零售商及製造商均非常重要。	– Risk Limitation — 風險限制
Food Safety Risk 食品安全風險	Food safety risk management is essential not only to produce or manufacture high quality goods and products to ensure safety and protect public health, but also to comply with domestic food safety standards and market regulations. The Management employs various measures to ensure the quality and safety standard of its product. For example, the Group will arrange anonymous customers to evaluate regularly the quality of the Group's product and service offering. 食品安全風險管理不僅是生產或製造高質素商品及產品以確保安全及保護公眾健康的關鍵，亦為遵守國內食品安全標準及市場規定的關鍵。管理層採取各種措施以確保其產品的質量及安全標準。例如，本集團將安排匿名客戶定期評估本集團所提供的產品及服務的質量。	– Risk Avoidance – Risk Transference — 風險規避 — 風險轉移

Type of Risks 風險類別	Risk Description 風險描述	Risk Strategy(ies) 風險策略
Economy Risk	The Group's revenue is significantly dependent on Hong Kong's economy. A sustained economic downturn could curtail consumer spending and therefore the Group's revenue. The current economic stagnation has caused the slowdown of the entire food and beverage industry. As the risk is systematic in nature, there is no measure for the Company to completely eliminate the risk.	– Risk Acceptance
經濟風險	本集團的收益嚴重依賴香港經濟。持續的經濟下行將縮減消費者開支並進而減少本集團的收益。當前經濟停滯已致使整個食品及飲料行業下滑。由於該風險屬系統性，本公司無法採取措施以徹底消除該風險。	– 風險接納
Supply Risk	Supply risk is defined as the probability of an incident associated with inbound supply from individual supplier failures or the supply market occurring, in which its outcomes result in the inability of the purchasing firm to meet customer demand or cause threats to customer life and safety. In addition to the backlog and shortage of supply, the quality of the product supply is also critical to maintain the brand reputation and the impact on revenue.	– Risk Limitation
供應風險	供應風險指個體供應商或供應市場的外部供應導致產生事故的可能性，其結果導致採購公司無力滿足客戶要求或導致客戶生命及安全受威脅。除供應拖欠或短缺外，產品供應質量亦為保持品牌聲譽及影響收入的關鍵。	– 風險限制

2016 Internal Controls and Risk Management Review

The Group has also appointed an external independent internal control consulting company ("external consultant") to conduct annual review of the effectiveness of the Group's internal control and risk management systems. No material internal control and risk management deficiencies were identified. The Board, during its annual review on the risk management, has confirmed the sufficiency of the resources and staff qualifications and experiences of the Group's risk management function.

To conclude, the Board believes that the existing internal control and risk management systems of the Group is adequate and effective.

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company on their reporting responsibilities and opinion on the Group's financial statements for the year ended 31 December 2016 is set out in the section headed "Independent Auditor's Report" in this annual report.

The Audit Committee of the Company is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company.

The fees paid/payable to PricewaterhouseCoopers for the year ended 31 December 2016 are set out as follows:

二零一六年內部監控及風險管理審閱

本集團亦已委任外聘獨立內部監控顧問公司（「外聘顧問」）就本集團內部監控及風險管理系統的有效性進行年度審閱。概無發現任何重大內部監控及風險管理瑕疵。於風險管理的年度審閱過程中，董事會已確認本集團風險管理職能的資源以及員工資歷及經驗的充足性。

總而言之，董事會認為本集團的現有內部監控及風險管理系統屬充分及有效。

外聘核數師及核數師酬金

本公司外聘核數師就其申報責任的聲明及對本集團截至二零一六年十二月三十一日止年度財務報表作出的意見，載於本年報「獨立核數師報告」一節。

本公司審核委員會負責考慮外聘核數師的委任及審閱外聘核數師進行的任何非審核職能，包括該等非審核職能是否會對本公司產生任何潛在重大不利影響。

截至二零一六年十二月三十一日止年度已付／應付予羅兵咸永道的費用載列如下：

		Fee paid/payable
		已付／應付費用
		HK\$'000
		千港元
Audit services	審計服務	1,200
Non-audit services (other services related to investment circular)	非審計服務（與投資通函有關的其他服務）	400
Total	總計	1,600

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial year which gives a true and fair view. In preparing the financial statements, appropriate accounting policies and standard are selected and applied consistently.

COMPANY SECRETARIES

The Company Secretary is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with shareholders and management.

On 20 June 2016, Ms. Au Man Wai Annie ("Ms. Au") has resigned as the Company Secretary and Mr. Yu Ka Gung has been appointed as the Company Secretary. Mr. Yu Kin Man Duncan has been appointed as the Company Secretary of the Company with effect from 19 December 2016.

Mr. Yu Ka Gung and Mr. Yu Kin Man Duncan declared that they had participated in relevant trainings in 2016, which met the requirements of Rule 3.29 of the Listing Rules.

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public.

The Company updates its shareholders on its latest business developments and financial performance through its annual and interim reports. The corporate website of the Company (www.u-banquetgroup.com) has provided an effective communication platform to the public and the shareholders.

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed director receives formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

董事就財務報表須承擔的責任

董事負責就各財政年度編製作真實公平反映的財務報表。於編製財務報表時，選取並貫徹應用適當的會計政策及準則。

公司秘書

公司秘書負責確保董事會程序得以遵循，為董事間以及股東與管理層間的溝通提供便利。

於二零一六年六月二十日，歐敏慧小姐（「歐小姐」）已辭任公司秘書而余嘉庚先生已獲委任為公司秘書。自二零一六年十二月十九日起余健文先生亦獲委任為本公司之公司秘書。

余嘉庚先生及余健文先生聲明彼等已參與二零一六年之相關培訓，符合上市規則第3.29條之規定。

投資者關係

本公司認為，保持高水平透明度是加強投資者關係的關鍵，並秉持向其股東及投資公眾公開及及時披露企業資料的政策。

本公司透過年度及中期報告向其股東更新最新業務發展及財務表現。本公司企業網站 (www.u-banquetgroup.com) 為公眾及股東提供有效的交流平台。

入職及持續專業發展

每名新獲委任的董事於首任時均獲提供正式、全面及針對性入職介紹以確保其適當了解本公司的業務及營運以及全面知悉上市規則及相關法定要求下的董事責任及義務。

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has continuously provided relevant training materials to the Directors. Directors participated in courses relating to roles, functions and duties of a listed company director or further enhancement of their professional development by the way of attending training courses or reading relevant materials. All Directors had provided the Company their training records for the year under review and the Company will continue to arrange the training in accordance with paragraph A.6.5 of the code provisions. The Directors and officers are indemnified under a directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company. The Directors and officers shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meeting, annual report, various notices, announcements and circulars. The annual general meeting and other general meetings of the Company are primary forums for communication between the Company and its shareholders. The Company provides shareholders with relevant information on the resolution(s) proposed at general meetings in a timely manner in accordance with the Listing Rules. The information provided is reasonably necessary to enable shareholders to make an informed decision on the proposed resolution(s). All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the meetings.

At the annual general meeting held on 13 June 2016 (the "2016 AGM"), the Executive Directors and Chairman of the Board, the chairmen of the Audit, Remuneration and Nomination Committees and representatives from the auditor of the Company, PricewaterhouseCoopers, were present to attend to questions from shareholders. There was one general meeting held during the year.

本公司鼓勵所有董事參加持續專業發展以發展及更新其知識技能。本公司持續向董事提供相關培訓資料。董事參與有關上市公司董事的角色、職能及職責的課程或透過出席培訓課程或閱讀相關資料進一步提高其專業發展。所有董事已向本公司提供其於回顧年度的培訓課程記錄，本公司將根據守則條文第A.6.5條持續安排培訓。根據董事及高級職員責任保險，董事及高級職員於擔任本公司董事及高級職員期間因履行其責任而產生的任何債務將獲彌償。惟倘董事及高級職員被證實存在任何欺詐、失職或失信行為，則彼等將不獲彌償。

與股東溝通

與股東溝通旨在向股東提供本公司的詳細資料，以使其在知情情況下行使作為股東的權利。

本公司採用一系列溝通渠道以確保其股東知悉關鍵業務決策。有關溝通渠道包括股東週年大會、年報、各類通告、公佈及函函。本公司股東週年大會及其他股東大會為本公司與其股東溝通的主要平台。本公司根據上市規則，及時為股東提供擬於股東大會上提呈的決議案的相關資料。所提供的資料屬合理必要，以使股東能對提呈的決議案作出知情決定。將於股東大會上提呈之所有決議案均將以投票方式進行表決，投票表決結果將於大會後在聯交所及本公司網站刊登。

於二零一六年六月十三日舉行的股東週年大會（「二零一六年股東週年大會」）上，董事會各執行董事及主席、審核委員會、薪酬委員會及提名委員會之主席及本公司核數師羅兵咸永道的代表已出席大會以回答股東的提問。年內共舉行一次股東大會。

Under Code Provision A.6.7, Independent Non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders. At the said meeting, all the Independent Non-executive Directors were presented to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENT

During the year, the Company has not made any change to its constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and the website of the Hong Kong Stock Exchange.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2012 Revision). However, shareholders are requested to follow article 64 of the Articles of Association of the Company which provides that extraordinary general meetings should be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If the Board fails to proceed to convene an extraordinary general meeting within 21 days of the deposit of the requisition, the requisitioner(s) may convene an extraordinary general meeting himself/ themselves, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

根據守則條文第A.6.7條，獨立非執行董事須出席股東大會並對股東的意見有公正的了解。於上述大會上，全體獨立非執行董事均已出席，令董事會對本公司股東的意見有公正的了解。

章程文件之重大變動

年內，本公司並無對其章程文件作出任何變動。本公司章程文件之綜合版本可於本公司網站及香港聯交所網站查閱。

股東召開股東特別大會的程序

開曼群島公司法（二零一二年修訂本）並無允許股東於股東大會提呈新決議案的條文。然而，股東須遵循本公司組織章程細則第64條，其指出股東特別大會可由一名或以上股東要求召開，惟該等股東於提出要求當日須持有不少於本公司附有權利可於股東大會投票之實繳股本十分之一。有關要求須以書面形式向董事會或公司秘書提出，以就有關要求所指明之任何業務交易要求董事會召開股東特別大會。有關會議須於提交有關要求後兩個月內舉行。倘董事會於提交有關要求後二十一日內並未召開股東特別大會，呈請人可自行召開股東特別大會，所有因董事會未能召開股東特別大會而使呈請人產生的合理開支應由本公司向呈請人報銷。

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 113 of the Company's Articles of Association. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Hong Kong Branch Share Registrar. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of company secretary, by email: info@u-banquetgroup.com, or mail to Suite 1307, Cityplaza Four, 12 Taikoo Wan Road, Taikoo Shing, Hong Kong.

INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders, investors as well as the public to make rational and informed decisions.

CONCLUSION

The Company believes that good corporate governance could ensure an effective distribution of the resources and shareholders' interests. The senior management will continue endeavors in maintaining, enhancing and increasing the Group's corporate governance level and quality.

有關股東提名人士參選董事的程序

有關股東提名人士參選本公司董事的規定載於本公司組織章程細則第113條。除非一份有意提名選舉該位人士為董事的書面通知以及一份該位被推選人士簽發表明其願意參選之書面通知已呈交至總辦事處或香港股份過戶登記分處，否則概無人士（退任董事除外）合資格在任何股東大會上選舉出任董事職位（除非由董事會推選）。本條細則規定提交有關通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七日結束，而可能向本公司發出有關通知之最短期間須最少為七日。

向董事會發出查詢的程序

股東可向本公司發出書面查詢，可通過以下方式聯絡公司秘書，包括電子郵件 (info@u-banquetgroup.com) 或郵遞至香港港島東太古城太古灣道12號太古城中心4座13樓07室。

資料披露

本公司根據上市規則披露資料，並根據相關法例及條例定期向公眾刊發報告和公佈。本公司注重確保資料披露及時、公平、準確、真實及完整，以使股東、投資者以及公眾作出合理知情決定。

結論

本公司認為，良好的企業管治可確保資源有效分配以及股東的利益。高級管理層將繼續致力保持、加強及提升本集團的企業管治水平及質量。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Group regards corporate social responsibilities as one of the core values in its business operations for sustainable development. The Group also has committed to maintain high standards of food safety and environmental protection.

This report summarises several subject areas of the Group's business practices related to the environment and society and relevant implemented policies and strategies to the Group's (i) working environment, (ii) environmental protection, (iii) operational practices and (iv) corporate social responsibilities, etc. The reporting period of this report is from 1 January 2016 to 31 December 2016.

WORKING ENVIRONMENT

The Group regards its staff members as the most important asset and resource of the Group as they help to sustain its core values. The Group offered internal training to the staff members, especially those working in restaurant kitchens. The Group also offered training in occupational health and safety, operation management and leadership skills.

Employee structure

The Group is principally engaged in the operation of Chinese restaurants, a strong and stable workforce is vital for its normal operations. As at 31 December 2016, the Group had a workforce of 527. The Group strives to provide a work environment with equal opportunities. The Group had also recruited from a diverse age group without age discrimination.

緒言

在業務營運中，本集團視企業社會責任為實現可持續發展的核心價值之一。本集團亦矢志維持高水準的食品安全及環境保護。

本報告概述本集團若干與環境及社會相關的業務慣例的主要領域，以及與本集團(i)工作環境；(ii)環境保護；(iii)營運慣例及(iv)企業社會責任等相關的已實施之政策及策略。本報告的報告期自二零一六年一月一日至二零一六年十二月三十一日。

工作環境

本集團將員工視為其最為重要之資產及資源，因為員工助力本集團維持其核心價值。本集團為員工提供內部培訓，尤其是酒樓廚房從業者。本集團亦提供職業健康及安全、營運管理及領導技能培訓。

僱員結構

本集團主要從事中式酒樓營運，強勁穩定的勞動力乃維持正常營運之關鍵所在。於二零一六年十二月三十一日，本集團擁有527名員工。本集團力爭提供具有平等機會的工作環境。本集團聘用的對象亦年齡跨界大，不存在年齡歧視。

Health and safety policy

The Group is committed to provide a safe and healthy working environment for the employees by implementing the following measures:-

- To establish and maintain high standard of healthy and safe environment in workplace
- To ensure that the use, processing, storage of all items and materials are safe and pose no threat to health
- To provide employees with safety equipment to ensure the health and safety of all employees at work
- To provide employees at workplaces with easy accesses which are safe and pose no threat to health
- To keep the workplaces clean and avoiding nuisance caused by sewage flowing out of the drainage system, sanitation facilities or toilets
- To keep even and dry floor at workplaces so as to avoid slipping and tripping out of obstacles or other potential hazards
- To maintain good ventilation at workplaces
- To provide sufficient drinking water at workplaces
- To provide sufficient sanitation facilities and washrooms at workplace
- To ensure proper storage of all goods and materials to eliminate hazards to others
- To provide sufficient first-aid kit at workplaces
- To conduct assessment for promotion
- To ensure effective consultation, transmission and discussion of health and safety-related matters

健康及安全政策

本集團矢志透過實施以下措施為僱員提供安全健康的工作環境：

- 於工作場所建立並維持高水準健康安全的環境
- 確保所有物品及材料乃獲安全使用、加工及存儲，對健康概無危害
- 為僱員提供安全設備，確保全體僱員在工作中的健康及安全
- 為工作場所的僱員提供安全便捷且對健康概無危害的出入口
- 保持工作場所乾淨整潔，避免因污水流出排水系統、衛生設施或洗手間而造成麻煩
- 保持工作場所地面平整乾爽，避免滑脫及因障礙物或其他潛在危害物跌倒
- 保持工作場所通風良好
- 於工作場所提供足量飲用水
- 於工作場所提供充足衛生設施及洗手間
- 確保所有物品及材料保存良好，以減少對他人造成危害
- 於工作場所提供足夠急救箱
- 開展評估，促進改善
- 確保有效諮詢、傳達及討論健康及安全相關事宜

The level of compensation of our employees is reviewed annually on a performance basis with reference to the market standard. A wide range of benefits including comprehensive medical and life insurance, and retirement schemes are also provided to employees. Opportunities for employment, training and career development are equally opened to all qualified employees.

ENVIRONMENTAL PROTECTION

The Group is committed to fulfill sustainable development and promote preservation of resources with its environmental responsibility.

With increasing public concern on sustainability, performing Greenhouse gas (GHG) emissions assessment for individuals, facilities and different entities became a popular practice. As the Group involves in operating a chain of Chinese restaurants, provision of wedding services and distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat in Hong Kong, the quantification of GHG emissions and removals are categorized into 2 scopes, (i) direct emissions and removals and (ii) energy indirect emissions.

Scope 1: Direct emissions and removals

All sources of GHG emissions and removals under the operational control of the Group were classified as direct sources or sinks. The direct GHG emission sources are sub-divided into four categories – stationary, mobile, fugitive and process sources; direct GHG sink corresponds to assimilation into CO₂ into biomass.

(a) Stationary sources

These emission sources corresponded to equipment and systems which would generate electricity, heat or steam within the physical boundary such as electricity generators, boilers, cookers, etc. Within the reporting period, there was no stationary combustion source involved in the operation.

(b) Mobile sources

Emissions from mobile sources for road, air and water transports which served within the physical boundary should be reported. Within the reporting period, there was no mobile combustion source involved in the operation.

我們每年基於僱員的個人表現，並參照市場標準檢討僱員薪酬水平。同時，亦向僱員提供多項福利，包括綜合醫療及人壽保險及退休計劃供款。僱用、培訓及職業發展機遇乃公平地向全體合資格僱員開放。

環境保護

本集團矢志恪守環境責任，實現可持續發展，推進資源保護。

隨著公眾愈發關注可持續發展，針對個人、設施及不同實體進行溫室氣體（溫室氣體）排放評估已成為大眾慣例。由於本集團涉及於香港經營中式酒樓連鎖、提供婚禮服務及分銷新鮮蔬菜、水果、海鮮及凍肉等貨品，溫室氣體排放及減除的量化分為兩類：(i)直接排放及減除；及(ii)能源間接排放。

第一類：直接排放及減除

本集團營運控制下的所有溫室氣體排放及減除源可分類為直接源頭或匯。直接溫室氣體排放源細分為四類—固定、移動、逃逸性及工序源頭；直接溫室氣體匯與吸收二氧化碳轉化為生物量有關。

(a) 固定源頭

此等排放源頭與在物理邊界內產生電力、熱量或蒸汽的設備及系統有關，如發電機、鍋爐、爐灶等。於報告期內，營運概未涉及固定燃燒源頭。

(b) 移動源頭

於物理邊界內服務的陸路、航空及水運交通涉及的移動源頭排放應予以報告。於報告期內，營運概未涉及移動燃燒源頭。

(c) Fugitive sources

Fugitive emissions include all intentional and unintentional GHG released from equipment and systems. The release of carbon dioxide during the use of portable fire extinguisher, hydrofluorocarbons release during the use of refrigerating equipment, water dispenser and air-conditioning system within the reporting period was zero CO₂e.

(d) Process sources

There was no physical or chemical manufacturing process within the physical boundary which would emit or remove GHG during the reporting period.

(e) Assimilation of CO₂ into Biomass (GHG emission sink)

There was no newly planted tree by the Group during the reporting period.

Scope 2: Energy indirect emissions

In general, all emissions resulted from the use of purchased energy sources (i.e. purchased electricity and town gas) for operations are classified as energy indirect emissions.

(c) 逃逸性源頭

逃逸性源頭包括設備及系統釋放的所有有意及無意溫室氣體。於報告期內使用手提式滅火器釋放二氧化氮及使用製冷設備、飲水機及空調系統釋放氫氟烴為零二氧化碳當量。

(d) 工序源頭

於報告期內，物理邊界內概無物理或化學生產工序會排放或減除溫室氣體。

**(e) 吸收二氧化碳轉化為生物量
(溫室氣體排放匯)**

本集團於報告期並未新植樹。

第二類：能源間接排放

一般而言，因營運而使用所購能源來源（如所購電力及煤氣）產生的一切排放分類為能源間接排放。

Environmental, Social and Governance Report 環境、社會及管治報告

ACTIVITY	活動	2016 ¹ 二零一六年 ¹
GHG EMISSIONS (in tonnes of CO₂e)	溫室氣體排放 (以二氧化碳當量噸數計)	
SCOPE 1 Direct Emissions	第一類：直接排放	/
Stationary Combustion	固定燃燒	/
Mobile Combustion	移動燃燒	
Fugitive Emissions	逃逸性排放	/
Process Emissions	工序排放	
Total Scope 1 Emissions	第一類排放合計	
SCOPE 2 Energy Indirect Emissions	第二類：能源間接排放	0
Electricity Purchased (using CLP emission factor)	所購電力 (使用CLP排放因素)	26.25
Electricity Purchased (using territory-wide default value)	所購電力 (使用領域默認值)	34.03
Towngas Purchased	所購煤氣	
Total Scope 2 Emissions (using CLP emission factor)	第二類排放合計 (使用CLP排放因素)	26.25
GHG REMOVALS	溫室氣體減除	
Planting Of Additional Trees	種植更多樹木	0
GHG NET EMISSIONS – using CLP emission factor	溫室氣體淨排放量—使用CLP排放因素	

Information on GHG emissions and removals

有關溫室氣體排放及減除的資料

(1) Total emissions for Scope 1 operations (in tonnes of CO₂e)

The total CO₂e emission in scope 1 for the Group was zero CO₂e in 2016.

(1) 第一類營運總排放量 (以二氧化碳當量噸數計)

二零一六年，本集團第一類二氧化碳當量總排放量為零二氧化碳當量。

(2) Emission data for Scope 2 emission

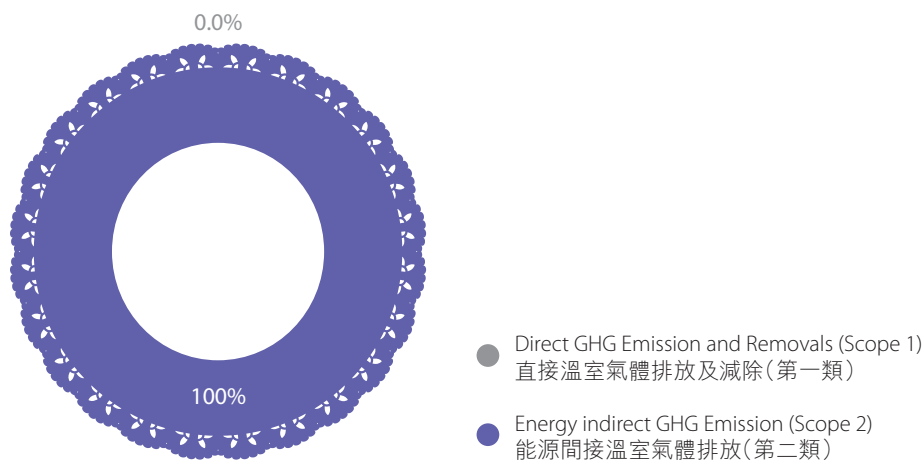
The major CO₂e emissions for the Group came from Scope 2 energy indirect emissions. The total Scope 2 emission for the Group were 26.25 tonnes (from CLP emission factor) or 34.03 tonnes (from territory-wide default value) CO₂e in 2016.

(2) 第二類排放的排放數據

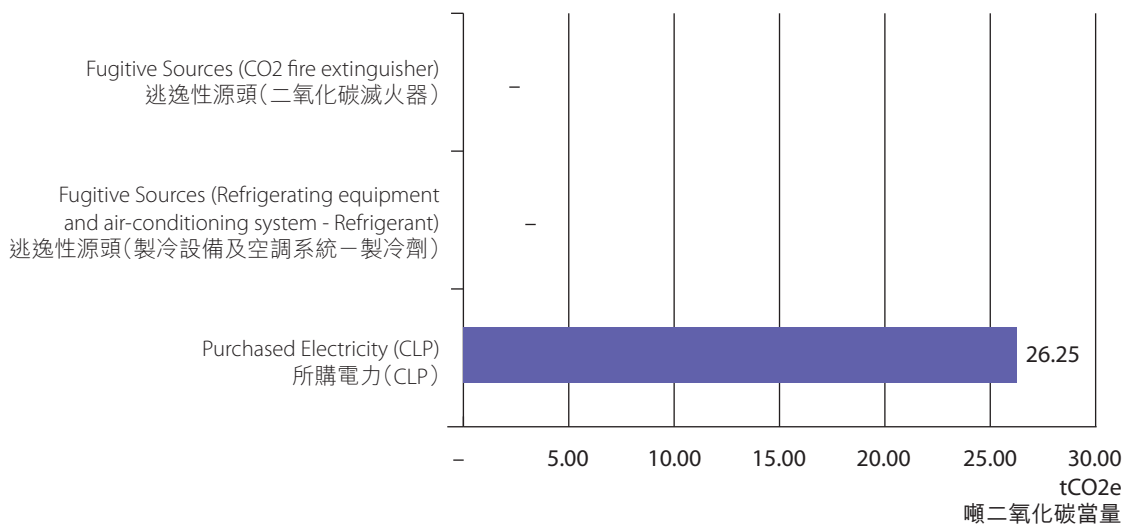
本集團二氧化碳當量排放主要來自於第二類能源間接排放。二零一六年，本集團第二類排放總量為26.25噸（使用CLP排放因素）或34.03噸（使用領域默認值）二氧化碳當量。

GHG EMISSIONS PERCENTAGE AMONG SCOPE 1 AND 2 FOR YEAR 2016

第一類及第二類溫室氣體排放百分比



GHG EMISSIONS BREAKDOWN FOR YEAR 2016



(3) Total GHG removals

Within the reporting period, GHG removal from the Group was zero CO₂e.

Source of Data

The activity data of each emission/removal source was provided in the following table, while the emission factors and global warming potential (GWP) were based on the "Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong, 2010 edition":

Emission/Removal Source

排放/減除源頭

1. Fire extinguisher (CO₂)
1. 滅火器 (二氧化碳)
2. Refrigerating equipment, water dispenser and air-conditioning system.
2. 製冷設備、飲水機及空調系統
3. Electricity purchased
3. 所購電力

ENVIRONMENTAL POLICY

The Group supports environmental protection by using energy-saving lightings and recycled paper, minimizing the use of paper and reducing energy consumption by switching off idle lightings, computers and electrical appliance.

The Group adopts plastic shopping bag charging policy which charges customers an amount of not less than HK50 cents for each plastic box used in the restaurants of the Group, this lead to a sustained reduction in the use of plastic shopping bags and supporting the environment.

In order to protect the health of the ecosystem and the population of shark globally, the Group provide bird's nest as other option to replace shark's fin in the wedding menus.

Oil and grease produced from food processing and cooking in the restaurants are collected by local waste oil contractors for biodiesel production which helps to reduce the Group's overall GHG emission.

(3) 溫室氣體減除總量

於報告期內，本集團作出的溫室氣體減除為零二氧化碳當量。

數據來源

各排放/減除源頭的活動數據提供於下表，而排放因素及全球變暖潛能值（溫室效應潛能值）乃基於「《香港建築物（商業、住宅或公共用途）的溫室氣體排放及減除的核算和報告指引（二零一零年版）》」：

Source of Data

數據來源

- FS251
FS251
- Service Report
服務報告
- Electricity Bill
電費單

環境政策

本集團通過使用節能燈及環保紙、減少紙張使用及通過關閉無謂的燈光、電腦及電器降低能源消耗來支持環境保護。

本集團採用塑膠購物袋收費政策，對客戶於本集團酒樓使用的各塑膠袋向其收取不少於50港仙的費用，繼而有效減少塑膠購物袋的使用，支持環境保護。

為保護全球生態系統健康及鯊魚種群數量，本集團在婚禮菜單中提供燕窩，作為取代魚翅的另一選擇。

酒樓食品加工及烹飪過程中產生的油污油脂由當地廢油承包商收集，用於生產生物柴油，幫助本集團減少整體溫室氣體排放。

OPERATIONAL PRACTICES

Food safety

The Group observed strict compliance with the applicable laws and regulations and implemented a comprehensive safety system with an objective to improve the Group's food quality and hygiene standards.

Supply Chain Management

The Group uses strict review criteria for selection of suppliers. The goods received from suppliers are required to be in compliance with the current food labeling and relevant hygiene and sanitary regulations.

The Group used to evaluate food safety, performance of suppliers, business reputation, hygiene documentary evidences in compliance with the standards of the aforesaid. Irregular review on the suppliers' products had to be conducted.

Protection of Personal Data

The Group has established a comprehensive feedback system. The data collected from its customers from time to time may consist of personal information. The Group strictly complies with the provisions of the Personal Data (Privacy) Ordinance to ensure the personal data collected are to be treated confidently and for specific purposes.

Labour Standard

The Group strictly prohibits the use of child and forced labour in the Group. In addition to having well-established recruitment processes requiring background checks on candidates and formalized reporting procedures to address any exceptions found, the Group also performs regular reviews and inspections to detect the existence of any child or forced labour in the operations.

營運慣例

食品安全

本集團嚴格遵守適用法律及法規，實施全面安全系統，旨在提高本集團的食品質量及衛生標準。

供應鏈管理

本集團在篩選供應商時採用嚴格的檢審標準。自供應商收取的貨物須符合當前食品標籤及相關衛生清潔法規。

本集團根據上述標準評估食品安全、供應商表現、業務聲譽以及衛生文件證明。本集團亦對供應商提供的產品不時進行檢查。

保護個人資料

本集團已設立綜合反饋系統。其不時向客戶收集的數據可能存在個人資料。本集團嚴格遵守合《個人資料(私隱)條例》條文，確保所收集的個人資料將獲機密處理，僅用於特定用途。

勞工標準

本集團嚴禁使用童工及強制勞工。除擁有成熟的招聘程序(要求對候選人進行背景調查)及用以解決任何特例情況的正式報告程序以外，本集團亦定期開展檢討及檢查，確定營運中是否存在任何童工或強制勞工。

Anti-corruption

The Group has implemented policies in addressing anti-corruption, such as the provision of guidance to employees in the area of acceptance of gifts, and conflicts of interest. The Group has established prevention system by setting up communication channels for faults and anti-corruption reporting. Relevant articles and guidance on anti-corruption and anti-money laundering are provided to employees (especially senior level management staff) for their study and reference in order to raise their awareness of the code of conduct as well as the related procedures and guidelines.

CORPORATE SOCIAL RESPONSIBILITY

The Group takes an active role to support the community service in Hong Kong through donation and sponsorship with an aim to create shared value. During the year, the Group made donation of mooncakes to elderly people and those citizens seeking community aid as well as donation of money to charity organizations.

The Group continued to maintain good partnership with charitable institutions and bodies of the community and support diversified public welfare events. The Group made contributions to the donation of edible surplus food as well as provision of assistance to people in need and received "Caring Company Award" by the Hong Kong Council of Social Service for a number of years.

During the year, the Group cooperated with The Society of Rehabilitation and Crime Prevention, Hong Kong, a government recognized charitable organization, by providing training programme to residents of Hong Kong, who have been convicted in courts, or who have released from prisons for rehabilitation.

反貪污

本集團已實施處理反貪污的政策，如就收受贈禮及利益衝突等方面向僱員提供指引。本集團透過設立欺詐及反貪污報告的溝通渠道，制定其預防系統。同時，亦向僱員（尤其是高級管理層員工）提供反貪污及反洗錢的相關文章及指引，使其學習及參考，藉以加強其行為準則及有關程序及指引的意識。

企業社會責任

本集團透過捐贈及贊助積極支持香港社區服務，以期創造共享價值。年內，本集團向長者及尋求社區幫助的市民捐贈月餅，並向慈善組織捐款。

本集團繼續與慈善機構及社區機構維持良好合作關係，支持眾多公共福利活動。本集團捐贈可食用剩餘食品，向有需要人士提供幫助，並多年來屢次獲香港社會服務聯會頒發「商界展關懷」證書。

年內，本集團與香港善導會（獲政府認可的慈善組織）合作，向被法院定罪或自監獄釋放有心向善的香港居民提供培訓課程。

Independent Auditor's Report

獨立核數師報告



TO THE SHAREHOLDERS OF U BANQUET GROUP HOLDING LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of U Banquet Group Holding Limited (the "Company") and its subsidiaries (together, "the Group") set out on pages 90 to 192, which comprise:

- the consolidated balance sheet as at 31 December 2016;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flow statement for the year then ended;
- the notes to the consolidated financial statements, including a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅兵咸永道

致譽宴集團控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

譽宴集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第90至192頁的綜合財務報表,包括:

- 於二零一六年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

我們的意見

我們認為,該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》妥為擬備。

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BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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.

Key audit matters identified in our audit are summarised as follows:

- Assessment of going concern assumption
- Impairment assessment of goodwill
- Impairment assessment of property, plant and equipment

意見的基礎

我們已根據香港會計師公會頒布的香港審計準則進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 評估持續經營假設
- 商譽減值評估
- 物業、廠房及設備減值評估

Independent Auditor's Report 獨立核數師報告

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Assessment of going concern assumption 評估持續經營假設

Refer to note 2.1(a) to the consolidated financial statements

請參閱綜合財務報表附註2.1(a)

Due to the decline in sales in the current year, the Group's recorded a net loss of HK\$53,846,000 and net cash used in operating activities of HK\$2,665,000 for the year ended 31 December 2016 and net current liabilities of HK\$58,788,000 as at 31 December 2016.

In addition, as at 31 December 2016, the Group failed to comply with a covenant requirement of one of the Group's utilised banking facilities amounting to HK\$17,500,000. A waiver from compliance with the relevant breached covenant was obtained from the bank subsequent to the year-end.

隨著本年度銷售額下滑，貴集團於截至二零一六年十二月三十一日止年度錄得虧損淨額53,846,000港元及經營活動所用的現金淨額2,665,000港元，並錄得於二零一六年十二月三十一日的流動負債淨額58,788,000港元。

此外，於二零一六年十二月三十一日，貴集團未能遵守貴集團一項17,500,000港元之已動用銀行融資之其中一項契諾要求。於年末後，貴集團自銀行取得有關遵守相關已違約契諾之豁免。

In assessing the appropriateness of the going concern assumption and disclosure by management, we have performed the following procedures:

於評估管理層作出的持續經營假設的合適性及披露時，我們已履行下列程序：

- Obtained the cash flow projection prepared by management and discussed with senior management to understand their future operation plans in the Forecast Period;
- Compared the key assumptions used, including revenue growth rate, estimated gross profit and estimated operating expenses, with historical trend and data of the Group and external economic data to challenge the reasonableness of the key assumptions adopted by management in the Forecast Period;
- Agreed the Group's projected repayments for loans from a shareholder and bank borrowings included in the cash flow projection to committed schedules in the loan agreements;
- For share placement completed after year end, we checked to the share placement agreements and the bank receipts of subscription proceeds received by the Company;
- 獲取管理層編製的現金流量預測並與高級管理層討論，以了解其於預測期間的未來經營計劃；
- 以貴集團的過往趨勢及數據及外部經濟數據比較所採納的主要假設，包括營收增長率、估計毛利及估計經營開支，以評估管理層於預測期間所採納的主要假設的合理性；
- 比較現金流量預測內貴集團就一名股東貸款及銀行借款的預測債務還款與貸款協議內所承諾還款計劃的一致性。
- 就於年末後完成的股份配售而言，我們檢查股份配售協議及貴公司收到認購所得款項之銀行入賬憑證；

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Assessment of going concern assumption (Continued)

評估持續經營假設 (續)

These factors casted doubt on the Group's ability to continue as a going concern. Accordingly, management prepared a cash flow projection (having considered both base case and downside scenarios) for a period not less than twelve months from 31 December 2016 ("Forecast Period"). Based on the projection, together with an additional funding of HK\$146,740,000 raised from a share placement after the year end and the availability of shareholder loan and banking facilities, the directors considered it appropriate to prepare the consolidated financial statements on a going concern basis.

In carrying out the going concern assessment, management took into account of the Group's ability to generate adequate cash inflows from its operation, the availability of shareholder loan and banking facilities to meet its future liquidity requirements. These involved significant judgements and estimates made by management as disclosed in the consolidated financial statements, therefore we determined this area to be a key audit matter.

該等因素引發有關 貴集團是否有能力持續經營之疑慮。因此，管理層編製自二零一六年十二月三十一日起不少於十二個月期間（「預測期間」）的現金流量預測（已考慮基本情況及下行情況兩者）。根據預測，加上於年末後自股份配售額外籌集資金146,740,000港元以及可用的股東貸款及銀行融資，董事認為按持續經營基準編製綜合財務報表實屬合適。

在進行持續經營評估時，管理層已考慮 貴集團自其營運、可用股東貸款和銀行融資產生充足現金流入來滿足其未來流動資金需求的能力。該等事宜涉及管理層作出的重大判斷和估計（於綜合財務報表中披露），因此我們認為這一領域屬關鍵審計事項。

- Inspected the letter issued by the bank for waiving the compliance with the breached covenant for the year ended 31 December 2016 and confirmed with the shareholder for the availability of unsecured shareholder loan facility in the Forecast Period;
- Evaluated the sensitivity analysis prepared by management around the key assumptions within the cash flow projection to ascertain the extent and likelihood of such changes have been appropriately considered; and
- Considered whether the management disclosures relating to going concern included in the consolidated financial statements are appropriate.

We found the key assumptions used in the management's cash flow projection supported by available evidence and the result of assessment was consistent with the disclosures made in the consolidated statements based on the procedures performed.

- 檢查銀行就豁免遵守截至二零一六年十二月三十一日止年度的違約契諾而授出之豁免函並與股東確認於預測期間無擔保股東貸款融資之可用性；
- 評估管理層編製之現金流量預測內主要假設之敏感性分析，以確定該等變動已獲適當考慮之程度及可能性；及
- 考慮綜合財務報表內管理層有關持續經營的披露是否合適。

我們發現管理層於現金流量預測中所採用之主要假設受可獲得之證據支持，且評估結果與根據所履行的程序於綜合報表中作出之披露相符。

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of goodwill

商譽減值評估

Refer to note 4(a) and 18 to the consolidated financial statements

The Group recorded a goodwill on the consolidated balance sheet of approximately HK\$18,576,000 arisen from the acquisition of the entire issued share capital of four of the subsidiaries of the Group, namely Step Up Corporation Limited, Million Talent Investment Limited, Vast Rainbow Limited and Choi Fook Seafood Restaurant Limited, in 2009 (collectively as "Underlying Business").

Management has prepared a discounted cash flow projection (both base case and downside scenarios) of the Underlying Business with the key assumptions outlined in note 18 to the consolidated financial statements and concluded to book a full impairment of goodwill of HK\$18,576,000 as at 31 December 2016. Any change in key assumptions may result in reduction of the carrying amounts of the property, plant and equipment of the Underlying Business.

As the key assumptions used in the impairment assessment involved significant judgements and estimates made by management as disclosed in the consolidated financial statements, therefore we determined this area to be a key audit matter.

In testing management's impairment assessment of goodwill, we have performed the following procedures:

- Obtained the five-year discounted cash flow projection of the Underlying Business and discussed with senior management to understand their financial budget and forecasting operating results covering a five-year period;
- Assessed the appropriateness of the valuation methodology used by management;
- Compared the key assumptions used, including annual revenue growth rate, estimated gross profit and estimated operating expenses, with historical trend and data of the Underlying Business and the terminal long term average growth rate with external economic data to assess the reasonableness of these assumptions adopted by management in the discounted cash flow projection;
- Used valuation specialist to analyse the reasonableness of the discount rate adopted by management with reference to external data of comparable companies in the market;
- Evaluated the sensitivity analysis prepared by management around the key assumptions within the discounted cash flow projection to ascertain the extent and likelihood of such changes have been appropriately considered and disclosed; and
- Considered whether disclosures in the consolidated financial statements relating to key assumptions involved in goodwill impairment review were appropriate.

Based on our procedures performed, we found the key assumptions used in the management's impairment assessment were supported by the available evidence and the result of their assessment was consistent with the disclosures made in the consolidated financial statements.

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Impairment assessment of goodwill (Continued) 商譽減值評估 (續)

請參閱綜合財務報表附註4(a)及18

貴集團於二零零九年收購 貴集團四間附屬公司(即進展有限公司、百駿投資有限公司、偉彩有限公司及彩福海鮮酒家有限公司)的全部已發行股本(統稱為「相關業務」),就此於綜合資產負債表錄得商譽約18,576,000港元。

管理層已編製相關業務的貼現現金流量預測(基於基本情況及下行情況兩者),主要假設概述於綜合財務報表附註18,並決定於二零一六年十二月三十一日對商譽悉數減值18,576,000港元入賬。主要假設的任何變化都可能導致相關業務的物業、廠房及設備的賬面值減少。

由於減值評估採用之主要假設涉及管理層作出的重大判斷和估計(於綜合財務報表中披露),因此我們認為這一領域屬關鍵審計事項。

於測試管理層作出的商譽減值評估時,我們已履行下列程序:

- 獲取相關業務的五年期貼現現金流量預測,並與高級管理層討論以了解其五年期財務預算及預測經營業績;
- 評估管理層所採用的估值方法的合適性;
- 以相關業務的過往趨勢及數據比較所使用的主要假設,包括年度營收增長率、估計毛利及估計經營開支,及以最終長期平均增長率比較外部經濟數據,以評估管理層於貼現現金流量預測所採納的主要假設的合理性;
- 使用估值專家,經參考市場可資比較公司的外部數據,分析管理層所採納貼現率的合理性;
- 評估管理層編製之貼現現金流量預測內主要假設之敏感性分析,以確定該等變動已獲適當考慮及披露之程度及可性能;及
- 考慮綜合財務報表內有關商譽減值審閱所涉及的主要假設的披露是否合適。

根據我們已履行的程序,我們發現管理層的減值評估所採用的主要假設受可獲得之證據支持,其評估結果與綜合財務報表作出之披露相符。



Independent Auditor's Report 獨立核數師報告

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of property, plant and equipment

物業·廠房及設備減值評估

Refer to note 2.8 and 16 to the consolidated financial statements.

The Group has material property, plant and equipment in its restaurant which are subject to impairment assessment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Management considers an impairment indicator exists when individual restaurant has negative earnings before interest, tax, depreciation and amortisation ("EBITA") for the year. Accordingly, management prepared discounted cash flow projections on those restaurants which had negative EBITA for the year ended 31 December 2016 to assess their respective value-in-use up to the end of the existing lease term ("Forecast Period"). Management concluded that no impairment charge is required based on this assessment. We focus on this because such impairment assessment involved significant management judgement with respect to the assumptions used such as annual revenue growth rate and discount date, as disclosed in the consolidated financial statements.

In testing management's impairment assessment of property, plant and equipment, we have performed the following procedures:

- Obtained the management prepared discounted cash flow projections of each of individual restaurant with negative EBITDA and discussed with senior management to understand their financial budget and forecasting operating results in the Forecast Period;
- Assessed the appropriateness of the valuation methodology used by management;
- Compared the assumptions used including annual revenue growth rate, estimated gross profit and estimated operating expenses with historical trend and data of individual restaurant subject to the impairment assessment and external economic data to challenge the reasonableness of these assumptions adopted by management in the discounted cash flow projections;
- Used valuation specialist to analyse the reasonableness of the discount rate adopted by management with reference to external data of comparable companies in the market;
- Evaluated the sensitivity analysis prepared by management around the key assumptions within the discounted cash flow projections to ascertain the extent and likelihood of such changes have been appropriately considered and disclosed; and
- Considered whether disclosures in the consolidated financial statements are adequate and appropriate.

Based on our procedures performed, we found the key assumptions used in the impairment assessment of property, plant and equipment were supported by available evidence and the result of their assessment was consistent with the disclosures made in the consolidated financial statements.

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of property, plant and equipment (Continued)

物業、廠房及設備減值評估 (續)

請參閱綜合財務報表附註2.8及16

貴集團於其酒樓擁有重大物業、廠房及設備，並須於發生事件或情況變動顯示賬面值可能無法收回時進行減值評估。

管理層認為在個別酒樓之年內除息、稅、折舊及攤銷前盈利（「EBITDA」）為負數時存在減值跡象。因此，管理層就截至二零一六年十二月三十一日止年度之EBITDA為負數的酒樓編製貼現現金流量預測，以評估其截至現有租約期末（「預測期間」）各自之使用價值。管理層根據該評估得出不需要減值支出的結論。我們之所以關注此事宜乃由於該減值評估涉及管理層就所用假設作出的重大判斷，如年度營收增長率及貼現率（於綜合財務報表中披露）。

於測試管理層作出的物業、廠房及設備減值評估時，我們已履行下列程序：

- 獲取管理層就EBITDA為負數的個別酒樓分別編製的貼現現金流量預測，並與高級管理層討論以瞭解其預測期間的財務預算及預測經營業績；
- 評估管理層所採用的估值方法的合適性；
- 以個別酒樓的過往趨勢及數據（須進行減值評估）及外部經濟數據比較所使用的假設，包括年度營收增長率、估計毛利及估計經營開支，以評估管理層於貼現現金流量預測所採納的假設的合理性；
- 使用估值專家，經參考市場可資比較公司的外部數據，分析管理層所採納貼現率的合理性；
- 評估管理層編製之貼現現金流量預測內主要假設之敏感性分析，以確定該等變動已獲適當考慮及披露之程度及可能性；及
- 考慮綜合財務報表內的披露是否充分且合適。

根據我們已履行的程序，我們發現物業、廠房及設備減值評估所採用的主要假設受可獲得之證據支持，其評估結果與綜合財務報表作出之披露相符。



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

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

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

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，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，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團的財務報告過程。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們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。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。



Independent Auditor's Report 獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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.

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

Independent Auditor's Report 獨立核數師報告

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, related safeguards.

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 or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Fong Wan Huen.

Pricewaterhouse Coopers
Certified Public Accountants

Hong Kong, 23 March 2017

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是方蘊萱。

羅兵咸永道會計師事務所
執業會計師

香港，二零一七年三月二十三日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度		
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	
		Note 附註		
Revenue	收益	6	363,215	401,071
Other income	其他收入	6	1,664	1,472
Cost of revenue	收益成本	8	(89,679)	(102,400)
Employee benefit expenses	僱員福利開支	10	(110,948)	(112,111)
Depreciation	折舊		(16,414)	(15,921)
Operating lease payments	經營租賃付款		(74,649)	(69,058)
Utilities expenses	公共設施開支		(33,402)	(33,860)
Other expenses	其他開支	9	(73,212)	(73,358)
Fair value gain/(loss) of investment properties	投資物業之公平值收益／ (虧損)	17	400	(1,500)
Impairment loss of goodwill	商譽減值虧損	18	(18,576)	–
Other gain	其他收益	7	718	–
Operating loss	經營虧損		(50,883)	(5,665)
Finance income	財務收入	12	349	654
Finance costs	財務成本	12	(1,325)	(762)
Finance cost – net	財務成本—淨額	12	(976)	(108)
Loss before income tax	除所得稅前虧損		(51,859)	(5,773)
Income tax expense	所得稅開支	13	(1,987)	(205)

Consolidated Statement of Comprehensive Income 綜合全面收益表

		Year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Note 附註	
Loss for the year attributable to owners of the Company	年度本公司擁有人應佔虧損		(5,978)
Other comprehensive income: <i>Items that may be reclassified to profit or loss</i>	其他全面收入： 其後可能重新分類至損益之項目		
Currency translation differences	貨幣換算差額	(53)	-
Total other comprehensive loss for the year	年度其他全面虧損總額	(53)	-
Total comprehensive loss for the year attributable to owners of the Company	年度本公司擁有人應佔全面虧損總額	(53,899)	(5,978)
Basic loss per share	每股基本虧損	14	(12 cents港仙) (1 cent港仙)
Diluted loss per share	每股攤薄虧損	14	N/A不適用 N/A不適用

The notes on pages 90 to 192 are an integral part of these consolidated financial statements.

第90至192頁的附註構成此等綜合財務報表的一部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2016 於二零一六年十二月三十一日

		As at 31 December 於十二月三十一日	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
ASSETS			
Non-current assets			
Property, plant and equipment	16	53,285	47,207
Investment properties	17	24,400	24,000
Goodwill	18	-	18,576
Rental deposits	21	14,394	16,387
Prepayment for acquisition of property, plant and equipment	21	3,200	-
Prepayment for consultancy services	21	3,582	7,372
Deferred income tax assets	28	6,632	4,999
		105,493	118,541
Current assets			
Trade receivables	20	1,993	1,918
Deposits, prepayments and other receivables	21	33,351	25,300
Current income tax recoverable		800	3,849
Cash and cash equivalents	22	298,604	29,820
		334,748	60,887
Total assets		440,241	179,428
EQUITY			
Equity attributable to owners of the Company			
Share capital	23	4,650	4,650
Share premium	23	90,326	90,326
Other reserves	24	23,883	23,936
Accumulated losses	24	(86,173)	(32,327)
Total equity		32,686	86,585

Consolidated Balance Sheet 綜合資產負債表

		As at 31 December 於十二月三十一日	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Note 附註	
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Accruals	應計費用	26	7,704
Deposits received	已收按金	26	552
Borrowings	借款	27	207
Deferred income tax liabilities	遞延所得稅負債	28	2,660
Provision for reinstatement costs	修復成本撥備	29	2,896
			14,019
Current liabilities	流動負債		
Trade payables	貿易應付款項	25	13,645
Accruals, provisions and other payables	應計費用、撥備及 其他應付款項	26	24,529
Deposits received	已收按金	26	26,605
Amounts due to related companies	應付關聯公司款項	33	-
Current income tax liabilities	即期所得稅負債		522
Amount due to a director	應付一名董事款項	33	1,100
Loans from a shareholder	股東貸款	33	280,387
Provision for reinstatement costs	修復成本撥備	29	436
Borrowings	借款	27	46,312
			393,536
Total liabilities	總負債		407,555
Total equity and liabilities	總權益及負債		440,241

The notes on pages 96 to 192 are an integral part of these consolidated financial statements.

第96至192頁的附註構成此等綜合財務報表的一部分。

The consolidated financial statements on pages 90 to 95 were approved by the Board of Directors on 23 March 2017 and were signed on its behalf

第90至95頁的綜合財務報表已於二零一七年三月二十三日獲董事會批准及簽署

Sang Kangqiao
桑康喬
Director
董事

Xu Wenze
許文澤
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Exchange reserve	Share-based payment reserve	Accumulated losses	Total
		股本	股份溢價	資本儲備	匯兌儲備	以股份為基礎的 付款儲備	累計虧損	總計
		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
For the year ended	截至二零一五年							
31 December 2015	十二月三十一日							
	止年度							
Balance as at 1 January 2015	於二零一五年一月一日的結餘	4,650	90,326	4,986	-	18,950	(26,349)	92,563
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	-	-	-	(5,978)	(5,978)
Balance as at	於二零一五年							
31 December 2015	十二月三十一日							
	的結餘	4,650	90,326	4,986	-	18,950	(32,327)	86,585
For the year ended	截至二零一六年							
31 December 2016	十二月三十一日							
	止年度							
Balance as at 1 January 2016	於二零一六年一月一日的結餘	4,650	90,326	4,986	-	18,950	(32,327)	86,585
Comprehensive income:	全面收入:							
- Loss for the year	- 年度虧損	-	-	-	-	-	(53,846)	(53,846)
Other comprehensive income:	其他全面收入:							
Currency translation difference	貨幣換算差額	-	-	-	(53)	-	-	(53)
Total other comprehensive loss	其他全面虧損總額	-	-	-	(53)	-	-	(53)
Total comprehensive loss	全面虧損總額	-	-	-	(53)	-	(53,846)	(53,899)
Balance as at	於二零一六年十二月							
31 December 2016	三十一日的結餘	4,650	90,326	4,986	(53)	18,950	(86,173)	(32,686)

The notes on pages 96 to 192 are an integral part of these consolidated financial statements.

第96至192頁的附註構成此等綜合財務報表的一部分。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
Cash flows from operating activities	經營活動所得現金流量		
Cash (used in)/generated from operations	經營(所用)/產生的現金	(4,438)	2,350
Hong Kong profits tax received/(paid), net	已收/(已付)香港利得稅·淨額	1,773	(4,766)
Net cash used in operating activities	經營活動所用的現金淨額	(2,665)	(2,416)
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	8	28
Purchases of property, plant and equipment	購買物業、廠房及設備	(25,454)	(4,475)
Deposit for acquisition of an investment property	收購一項投資物業的按金	(5,590)	-
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備之所得款項	-	24
Proceeds from disposal of a subsidiary	出售一間附屬公司之所得款項	718	-
Net cash used in investing activities	投資活動所用現金淨額	(30,318)	(4,423)
Cash flows from financing activities	融資活動所得現金流量		
Interest paid	已付利息	(1,213)	(659)
Proceeds from borrowings	借款之所得款項	25,000	-
Repayments of borrowings	償還借款	(3,126)	(600)
Repayments of finance leases	償還融資租賃	(331)	(452)
Proceeds from loans from a shareholder	股東貸款之所得款項	280,387	-
Amount due to a director	應付一名董事款項	1,100	-
Net cash generated from/(used in) financing activities	融資活動產生/(所用)現金淨額	301,817	(1,711)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	268,834	(8,550)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	29,820	38,370
Currency translation differences	貨幣換算差額	(50)	-
Cash and cash equivalents at end of the year	年末現金及現金等價物	298,604	29,820

The notes on pages 96 to 192 are an integral part of these consolidated financial statements.

第96至192頁的附註構成此等綜合財務報表的一部分。



Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

U Banquet Group Holding Limited (the “Company”) was incorporated in the Cayman Islands on 20 June 2013 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of the Company’s registered office is Floor 4, Willow House, Cricket Square P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands. The Company’s principal place of business is located at Suite 1307, Cityplaza Four, 12 Taikoo Wan Road, Taikoo Shing, Hong Kong.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company and its subsidiaries (collectively, the “Group”) are principally engaged in the operation of a chain of Chinese restaurants, provision of wedding services, distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meat, and franchising the use of “U Banquet” in a Chinese restaurant in Hong Kong.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 23 March 2017.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of U Banquet Group Holding Limited have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, which are carried at fair value.

1 一般資料

譽宴集團控股有限公司（「本公司」）於二零一三年六月二十日根據開曼群島公司法（二零一零年修訂本）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Floor 4, Willow House, Cricket Square P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands。本公司主要營業地點位於香港港島東太古城太古灣道12號太古城中心4座13樓07室。

本公司於香港聯合交易所有限公司主板上市。

本公司為投資控股公司，連同其附屬公司（統稱「本集團」）主要在香港從事中式酒樓連鎖業務、提供婚禮服務、分銷貨品（包括新鮮蔬菜、水果、海鮮及凍肉）及特許授權一家中式酒樓使用「譽宴」品牌。

除另有說明外，此等綜合財務報表以港元（「港元」）呈列。此等綜合財務報表已於二零一七年三月二十三日獲董事會批准刊發。

2 主要會計政策概要

編製此等綜合財務報表所採用的主要會計政策載列如下。除另有指明外，該等政策於所有呈列年度一直貫徹採用。

2.1 編製基準

譽宴集團控股有限公司綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。本綜合財務報表按歷史成本法編製，並經按公平值列賬之投資物業的重估修訂。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(a) Going concern basis

During the year ended 31 December 2016, the Group recorded a net loss of HK\$53,846,000 (2015: HK\$5,978,000) and had operating net cash outflow of HK\$2,665,000 (2015: HK\$2,416,000). As at the same date, the Group's current liabilities exceeded its current assets by approximately HK\$58,788,000 (2015: HK\$19,082,000).

2 主要會計政策概要 (續)

2.1 編製基準 (續)

根據香港財務報告準則編製綜合財務報表須運用若干關鍵會計估計。這亦需要管理層在應用本集團會計政策過程中運用其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設及估計的範疇於附註4披露。

(a) 持續經營基準

截至二零一六年十二月三十一日止年度，本集團錄得虧損淨額53,846,000港元（二零一五年：5,978,000港元）及有經營活動淨現金流出2,665,000港元（二零一五年：2,416,000港元）。於同日，本集團的流動負債超出其流動資產約58,788,000港元（二零一五年：19,082,000港元）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

As at 31 December 2016, the Group had total banking facilities of approximately HK\$58,125,000, of which approximately HK\$46,124,000 was drawn down as bank borrowings and approximately HK\$11,816,000 was utilised for issuance of letters of guarantee in favour of landlords for rental and utility deposits. The Group's banking facilities are subject to annual review for renewal, and the upcoming renewal date is in April 2017. As at 31 December 2016, the Group failed to comply a covenant requirement of one of the Group's banking facilities amounting to HK\$17,500,000, of which HK\$9,000,000 was drawn down as bank borrowings and HK\$8,500,000 was utilised for issuance of letters of guarantee. Such breach of the covenant requirement may cause the relevant banking facilities of HK\$17,500,000 to be cancelled or suspended (Note 27).

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

於二零一六年十二月三十一日，本集團的銀行融資總額約為58,125,000港元，其中約46,124,000港元已作為銀行借款提取，及約11,816,000港元用作訂立有關租金及公用設施按金的以業主為受益人之擔保函。本集團之銀行融資須每年進行續期審閱，而下一續期日為二零一七年四月。於二零一六年十二月三十一日，本集團未能遵守本集團一項為數17,500,000港元（其中9,000,000港元已作為銀行借款提取及8,500,000港元已用作訂立擔保函）之銀行融資之其中一項契諾要求。對該契諾要求之違反可能導致有關17,500,000港元之銀行融資被取消或暫停（附註27）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

In view of these circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The directors have reviewed the Group's cash flow projections prepared by management covering a period of not less than twelve months from 31 December 2016. A number of measures have been put in place by the directors of the Company to further improve the financial position and alleviate the liquidity pressure, including:

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

鑒於此等情況，本公司董事已審慎考慮本集團之未來流動資金及表現以及其可動用融資來源以評估本集團是否具備充足財務資源以維持持續經營能力。董事已審閱由管理層編製之涵蓋自二零一六年十二月三十一日起不少於十二個月期間之現金流量預測。本公司董事已採取若干措施以進一步改善財務狀況及緩解流動資金壓力，包括：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- i. In November 2016, the controlling shareholder of the Company, Mr. Sang Kangqiao, has entered into a loan facility agreement with the Company to which Mr. Sang Kangqiao agreed to make available to the Company from time to time an unsecured loan facility up to HK\$300,000,000 with an interest rate of 4.5% per annum for a term of two years. As at 31 December 2016, HK\$280,387,000 was drawn down, for purposes of (1) purchasing an investment property located in Beijing at a total consideration of RMB101,090,000 (equivalent to approximately HK\$113,019,000) before the share placement as mentioned in (ii) below; and (2) for general working capital purposes. As disclosed in Note 34, subsequent to the balance sheet date, on 24 February 2017, the condition precedents pursuant to the acquisition agreement have not been fulfilled and a written agreement was reached for the lapse of the acquisition agreement; as a result, the shareholder loan was repaid in full. Nonetheless this shareholder loan facility is still available to the Group for the remaining term (i.e up to November 2018).

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- i. 於二零一六年十一月，本公司之控股股東桑康喬先生與本公司訂立貸款融資協議，據此，桑康喬先生同意不時向本公司提供最多300,000,000港元、年利率為4.5%的無抵押貸款融資，為期兩年。於二零一六年十二月三十一日，280,387,000港元之股東貸款已提取，以用作(1)於如下文(ii)中所述的股份配售前購買位於北京的投資物業，總代價為人民幣101,090,000元（相等於約113,019,000港元）；及(2)可用作一般營運資金。誠如附註34所披露，於資產負債表日期後，收購協議項下的先決條件於二零一七年二月二十四日未獲達成，雙方已達成書面協議協定收購協議失效；因此，股東貸款已足額償還。然而該股東貸款融資於剩餘期間（即直至二零一八年十一月）仍對本集團適用。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- ii. As disclosed in Note 34, subsequent to the balance sheet date, on 4 January 2017, the Company entered into a placing agreement whereby an aggregate of 93,000,000 new ordinary shares at a price of HK\$1.61 per share were to be issued. The placing was completed on 23 January 2017 and net proceeds of approximately HK\$146,740,000 were raised. The net proceeds from the placing were to be used for repayment of part of the loans from a shareholder and financing the general working capital and future investments of the Group.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- ii. 誠如附註34所披露，於資產負債表日期後，本公司於二零一七年一月四日訂立配售協議，據此，合共93,000,000股新普通股將按每股1.61港元之價格予以發行。配售已於二零一七年一月二十三日完成及已籌集所得款項淨額為約146,740,000港元。來自配售之所得款項淨額將用於償還部分股東貸款以及為本集團一般營運資金及日後投資撥資。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- iii. In March 2017, the Group obtained a one-off waiver from compliance of the relevant breached covenant requirement from the relevant bank for the year ended 31 December 2016 in relation to the Group's banking facilities of HK\$17,500,000. The letters of guarantee issued under these facilities remained in force and no early repayment were demanded by the bank up to the date of approval of these financial statements. The Group is currently negotiating with the bank for renewal of the above banking facilities. Based on the latest communication with the bank and the past experience, the directors consider the renewal of the banking facilities is highly probable.

- iv. The management has become more cost conscious and is reducing unnecessary expenditures to improve its operating cash flows.

Based on the cash flow projections and taking into account the anticipated cash flows generated from the Group's operations, funding raised from the share placement completed after balance sheet date, and the continuous availability of the banking facilities and the shareholder loan facility, the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming fifteen months from 31 December 2016. Accordingly, the directors of the Company consider it appropriate to prepare the consolidated financial statements on a going concern basis.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- iii. 於二零一七年三月，本集團自有關銀行取得一項一次性豁免，豁免遵守截至二零一六年十二月三十一日止年度之有關本集團17,500,000港元銀行融資之已違反契諾要求。根據該等融資訂立之擔保函仍具效力且直至該等財務報表獲通過日期銀行不會要求提前償還。本集團目前正與銀行就續訂上述銀行融資進行協商。根據與銀行的最近溝通以及過往經驗，董事認為銀行融資獲續期的可能性很高。

- iv. 管理層已更具成本意識，並減少不必要開支以改善其營運現金流量。

根據現金流量預測及經考慮本集團營運產生之預期現金流量、於結算日後完成之股份配售募集之資金及持續可取得銀行融資以及股東貸款融資，本集團將有充足營運資金以應付其於二零一六年十二月三十一日起未來十五個月到期之財務責任。因此，本公司董事認為按持續經營基準編製綜合財務報表乃屬恰當。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(b) New amendments to existing standards that have been issued and are effective for the period commencing on 1 January 2016 that are relevant to the Group:

HKAS 1 Amendment	Disclosure initiative
HKAS 16 and HKAS 38 Amendment	Clarification of acceptable methods of depreciation and amortisation
HKAS 27 Amendment	Equity method in separate financial statements
HKFRS 10, HKFRS 12 and HKAS 28 Amendment	Investment Entities: Applying the consolidation exception
Annual Improvements Project 2014	Annual improvements 2012-2014 cycle

The adoption of the above amendments to standards did not have material impact on the consolidated financial statements or result in any significant changes to the Group's significant accounting policies.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) 與本集團相關的已頒佈並於二零一六年一月一日開始期間生效的現有準則的新修訂：

香港會計準則第1號之修訂	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂	澄清折舊及攤銷的可接納方法
香港會計準則第27號之修訂	獨立財務報表之權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合計算例外情況
二零一四年年度改進項目	二零一二年至二零一四年週期之年度改進

採納以上準則的修訂並無對綜合財務報表產生重大影響或導致本集團主要會計政策發生任何重大變動。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

- (c) The following new standards and amendments to existing standards have been issued and are relevant to the Group but not yet effective and have not been early adopted by the Group:

2 主要會計政策概要 (續)

2.1 編製基準 (續)

- (c) 以下新訂準則及現有準則的修訂經已頒佈且與本集團有關，惟其尚未生效，本集團亦無提早採納：

		Effective for accounting period beginning on or after 於以下日期或之後 開始的會計期間生效
HKAS 7 (Amendments) 香港會計準則第7號之修訂	Disclosure initiative 披露計劃	1 January 2017 二零一七年一月一日
HKAS 12 (Amendments) 香港會計準則第12號之修訂	Recognition of deferred tax assets for unrealised losses 就未變現虧損確認遞延稅項資產	1 January 2017 二零一七年一月一日
HKFRS 2 (Amendments) 香港財務報告準則第2號之 修訂	Classification and measurement of share-based payment transactions 以股份為基礎的付款交易之 分類及計量	1 January 2018 二零一八年一月一日
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 January 2018 二零一八年一月一日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及 香港會計準則第28號之 修訂	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營企業之間 之資產出售或注資	To be determined 待釐定
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 客戶合約收入	1 January 2018 二零一八年一月一日
HKFRS 15 (Amendments) 香港財務報告準則第15號之 修訂	Clarifications to HKFRS 15 香港財務報告準則第15號之澄清	1 January 2018 二零一八年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) (Continued)

The Group is in the process of assessing the impact of these new standards and amendments to standards. The Group intends to adopt the above new standards and amendment to existing standards when they become effective. So far it has concluded that the below new standards may have significant impact on the Group's results of operations and financial position:

HKFRS 16 "Leases"

The Group is a lessee of certain land and buildings which are currently classified as operating leases. The Group's current accounting policy for such leases is to record the rental expenses in the Group's consolidated statement of comprehensive income in the year they are incurred with the related operating lease commitments being separately disclosed. HKFRS 16 provides new provisions for the accounting treatment of leases which no longer allows lessees to recognise leases outside of the consolidated balance sheet. Instead, all non-current leases must be recognised in the form of assets (for the right of use) and financial liabilities (for the payment obligations) in the consolidated balance sheet. Short-term leases of less than twelve months and leases of low-value assets are exempt from such reporting obligation. The new standard will therefore result in derecognition of prepaid operating leases, increase in right-of-use assets and increase in lease liabilities in the Group's consolidated balance sheet.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) (續)

本集團現正評估該等新訂準則及準則之修訂之影響。本集團擬於上述新訂準則及現有準則之修訂生效時加以採納。目前本集團認為以下新訂準則可能對本集團之營運業績及財務狀況產生重大影響：

香港財務報告準則第16號「租賃」

本集團為若干土地及樓宇的承租人，該等土地及樓宇現時分類為經營租賃。本集團現時就該等租賃的會計政策列作彼等產生年度的本集團綜合全面收益表內的租賃開支，而相關的經營租賃承擔則獨立披露。香港財務報告準則第16號列出有關租賃的會計處理方式的新規定，不再容許承租人於綜合資產負債表外確認租賃。相反，所有非即期租賃必須在綜合資產負債表以資產（如屬使用權）及金融負債形式（如屬付款責任）確認。少於12個月的短期租賃及低價值資產的租賃獲豁免申報責任。因此，新準則將導致本集團綜合資產負債表內的預付經營租賃終止確認、使用權資產增加及租賃負債增加。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) (Continued)

HKFRS 16 "Leases" (Continued)

The following new standards and amendments to existing standards have been issued and are relevant to the Group but not yet effective and have not been early adopted by the Group: (Continued)

In the Group's consolidated statement of comprehensive income, the annual rental and amortisation expenses of prepaid operating lease under otherwise identical circumstances will decrease, while depreciation of right of use of assets and interest expense arising from the financial liabilities will increase. The Group expects to adopt the new standard when they become effective.

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) (續)

香港財務報告準則第16號「租賃」(續)

以下新訂準則及現有準則的修訂經已頒佈且與本集團有關，惟其尚未生效，本集團亦無提早採納：(續)

於本集團之綜合全面收益表內，在相同情況下，預付經營租賃的年度租金及攤銷開支將會減少，但使用權資產折舊及融資負債所產生的利息開支則將會增加。本集團預期於新準則生效時加以採用。

2.2 附屬公司

2.2.1 綜合入賬

附屬公司乃本集團擁有控制權的實體(包括結構實體)。當本集團享有或有權享有其參與實體所得的可變回報並有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。附屬公司乃於控制權轉移至本集團當日起綜合入賬，並於控制權終止當日起不再綜合入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated statement of comprehensive income.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併

本集團業務合併採用收購法入賬。收購一間附屬公司轉讓的代價為所轉讓資產、對被收購方前擁有人產生的負債及本集團發行的股權的公平值。所轉讓的代價包括或然代價安排所產生的任何資產或負債的公平值。在業務合併中所收購的可識別資產以及所承擔的負債及或然負債初始以彼等於收購日期的公平值計量。本集團按逐項收購基準，以公平值或按非控股權益所佔被收購方可識別淨資產已確認金額的比例確認於被收購方的任何非控股權益。

收購相關成本乃於產生時支銷。

倘業務合併分階段進行，收購方先前持有的被收購方股權的收購當日賬面值於收購當日重新計量為公平值，由此產生的任何收益或虧損於綜合全面收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in the consolidated statement of comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income (Note 2.7).

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併 (續)

本集團將轉讓的任何或然代價在收購當日按公平值確認。被視為一項資產或負債的或然代價公平值其後變動，將按照香港會計準則第39號於綜合全面收益表確認。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

所轉讓代價、於被收購方的任何非控股權益金額及任何先前於被收購方的股權的收購日期公平值高於所收購可識別資產淨值的公平值時，其差額列賬為商譽。就議價購買而言，如所轉讓代價、已確認非控股權益及先前持有的權益總額低於所收購附屬公司資產淨值的公平值，其差額將直接在綜合全面收益表中確認（附註2.7）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries *(Continued)*

2.2.1 Consolidation *(Continued)*

(a) Business combination *(Continued)*

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併 (續)

集團旗下公司的集團公司間交易、結存及交易的未變現收益均予對銷。未變現虧損亦予以對銷，除非交易有證據證明已轉讓資產出現減值。附屬公司所呈列金額已在需要時作出調整，以確保與本集團的會計政策一致。

(b) 不會導致控制權變動的附屬公司擁有權權益變動

不會導致失去控制權的與非控股權益的交易入賬為權益交易，即與擁有人以其作為擁有人身份進行的交易。任何所支付代價之公平值與所獲得應佔附屬公司淨資產賬面值之間的差額計入權益。向非控股權益出售產生的收益或虧損亦計入權益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

- (c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

- (c) 出售附屬公司

本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，有關賬面值變動於損益確認。就其後入賬列作聯營公司、合資企業或金融資產的保留權益，其公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這意味先前在其他全面收益確認的金額重新分類至損益或按適用香港財務報告準則規定／許可轉撥至另一類權益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

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.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the "CODM"). The CODM is responsible for allocating resources and assessing performance of the operating segments.

2.4 Foreign currency transaction

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the Company's functional and the Group's presentation currency.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.2 獨立財務報表

於附屬公司之投資按成本值扣除減值入賬。成本包括投資之直接應佔成本。附屬公司之業績由本公司按已收股息及應收股息入賬。

倘自附屬公司投資收取之股息超出宣派股息期間該附屬公司之全面收入總額，或倘該投資於獨立財務報表之賬面值超出綜合財務報表所示被投資公司之淨資產（包括商譽）之賬面值，則須對該等附屬公司之投資進行減值測試。

2.3 分部呈報

經營分部的呈報方式與向主要營運決策人（「主要營運決策人」）所提供的內部呈報一致。主要營運決策人負責經營分部的資源分配及表現評估。

2.4 外幣交易

(a) 功能及呈列貨幣

本集團各實體的綜合財務報表所列項目乃按有關實體經營所在的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元（「港元」）呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.4 Foreign currency transaction (Continued)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income. Foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within 'other expenses'.

2.5 Property, plant and equipment

Land and buildings comprise mainly offices. Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

2 主要會計政策概要 (續)

2.4 外幣交易 (續)

(b) 交易及結餘

外幣交易乃按交易日或項目重新計量之估值日期的通行匯率換算為功能貨幣。該等交易結算以及以外幣計值的貨幣資產及負債按年末匯率換算產生的匯兌盈虧，於綜合全面收益表確認。匯兌盈虧於綜合全面收益表的「其他開支」呈列。

2.5 物業、廠房及設備

土地及樓宇主要包括辦公室。物業、廠房及設備按歷史成本減折舊進行列賬。歷史成本包括收購項目直接應佔的開支。

後續成本計入資產賬面值或確認為獨立資產（如適用），惟前提是與項目有關的未來經濟利益可能流入本集團且項目成本能夠可靠計量。已更換部分的賬面值予以終止確認。全部其他維修及維護於其產生的財務期間內計入綜合全面收益表。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.5 Property, plant and equipment (Continued)

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	Shorter of 5 years and the unexpired lease term
Air-conditioning	Shorter of 5 years and the unexpired lease term
Equipment	5 years
Furniture and fixtures	5 years
Motor vehicles	3 1/3 years
Leasehold land classified as finance lease	Shorter of remaining period of the lease or useful life
Building	33 years

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other expenses' in the consolidated statement of comprehensive income.

2 主要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

物業、廠房及設備的折舊透過直線法進行計算，將其成本按其估計可使用年限分配至其殘值，詳情如下：

租賃裝修	5年及未到期的租賃期限（以較短者為準）
空調	5年及未到期的租賃期限（以較短者為準）
設備	5年
傢俬及固定裝置	5年
汽車	3 1/3年
分類為融資租賃之租賃土地	餘下期限或可使用年期（以較短者為準）
樓宇	33年

資產的殘值及可使用年限於各結算日進行檢討及調整（如適用）。

倘資產賬面值高於其估計可收回金額，則資產的賬面值即時撇減至其可收回金額（請參閱附註2.8）。

出售收益及虧損透過比較所得款項及賬面值進行釐定，並於綜合全面收益表的「其他開支」內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.6 Investment property

Investment property, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of comprehensive income as part of a valuation gain or loss.

2.7 Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

2 主要會計政策概要 (續)

2.6 投資物業

投資物業，主要由租賃土地和樓宇組成，乃為獲得長期租金收益或作為資本增值或兩者兼備而持有，同時並非由本集團佔用。投資物業始初按成本計量，包括相關的交易成本及（如適用）借款成本。於始初確認後，投資物業按公平值列賬，公平值指由外部估值師釐定的於各報告日期的公開市值。公平值乃根據活躍市場價格計算，並就個別資產不同的性質、地點或狀況作出必要調整。倘未能獲得該等資料，本集團採用其他估值方法，例如近期較不活躍市場的價格或貼現現金流量預測。公平值變動於綜合全面收益表內入賬為估值收益或虧損之一部分。

2.7 商譽

商譽於收購附屬公司時產生，指轉讓代價超出本集團所佔被收購方可識別資產淨值、負債及或然負債的公平淨值以及於被收購方的非控股權益的公平值之部分。

就減值測試而言，業務合併所獲得的商譽會分配至預期將受益於合併協同效應的各現金產生單位（「現金產生單位」）或現金產生單位組別。獲分配商譽的各單位或單位組別為實體內就內部管理目的而監察商譽的最低層面。商譽乃於經營分部層面進行監察。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.7 Goodwill (Continued)

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life for example, goodwill, are not subject to amortisation and are tested annually for impairment.

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each balance sheet date.

2 主要會計政策概要 (續)

2.7 商譽 (續)

商譽每年進行減值檢討，或當發生事件或情況變動顯示可能出現減值時，作出更頻密檢討。商譽賬面值與可收回金額作比較，可收回金額為使用價值與公平值減出售成本中的較高者。任何減值即時確認為開支，且其後不會撥回。

2.8 非金融資產減值

具備無限可使用年期的資產（如商譽）毋須攤銷，惟須每年進行減值測試。

資產須於發生事件或情況變動顯示其賬面值可能無法收回時進行減值檢討。減值虧損按資產賬面值超出其可收回金額的金額確認。可收回金額指資產公平值減銷售成本及使用價值的較高者。就評估減值而言，資產按獨立可識別現金流量（現金產生單位）的最低水平歸類。已減值的非金融資產於各結算日檢討是否可能撥回減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.9 Financial assets

(a) Classification

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than twelve months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise 'trade receivable', 'deposits and other receivables' and 'cash and cash equivalents' in the consolidated balance sheet (see Notes 2.12 and 2.13).

(b) Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

2 主要會計政策概要 (續)

2.9 金融資產

(a) 分類

本集團將金融資產分類為貸款及應收款項。分類取決於收購金融資產的目的。管理層於初始確認時釐定金融資產分類。

貸款及應收款項為於活躍市場並無報價的固定或可予釐定付款的非衍生金融資產。其計入流動資產，惟將於結算日後超過12個月償付或預期將予償付的款項除外。此等貸款及應收款項歸類為非流動資產。本集團的貸款及應收款項包括綜合資產負債表內的「貿易應收款項」、「按金及其他應收款項」及「現金及現金等價物」（請參閱附註2.12及2.13）。

(b) 確認及計量

常規買賣的金融資產於交易日（即本集團承諾購買或出售資產當日）確認。投資初始按公平值加所有並非按公平值計入損益列值的金融資產的交易成本確認。當自投資收取現金流量的權利屆滿或已轉讓，且本集團已轉移所有權的絕大部分風險及回報時，則終止確認金融資產。貸款及應收款項隨後採用實際利率法按攤銷成本入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.11 Impairment of financial assets carried at amortised cost

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is an objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2 主要會計政策概要 (續)

2.10 抵銷金融工具

倘有法律上可強制執行的權利抵銷已確認的金額以及擬按淨額基準進行結算，或同步變現資產及結算負債，則將金融資產及負債抵銷，並在綜合資產負債表呈報淨金額。可合法強制執行權利不得取決於未來事件而定，且須在日常業務過程中以及倘本集團或對手方一旦出現拖欠還款、無償債能力或破產時可強制執行。

2.11 按攤銷成本列賬的金融資產的減值

本集團於各年結日估計金融資產或金融資產組別是否出現減值的客觀證據。僅當因於初始確認資產後發生一件或多件事項（「虧損事件」）而產生減值客觀證據且有關虧損事件（或多項虧損事件）對金融資產或金融資產組別的估計未來現金流量造成能夠可靠估計的影響，金融資產或金融資產組別方才出現減值及產生減值虧損。

減值的證據可能包括以下跡象：債務人或一組債務人陷入重大財政困難，違約或拖欠利息或本金付款，其有可能進入破產程序或進行其他財務重組，以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款數目變動或出現與違約相關的經濟狀況。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.11 Impairment of financial assets carried at amortised cost

(Continued)

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in consolidated statement of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in consolidated statement of comprehensive income.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See Note 2.9 for further information about the Group's accounting for trade and other receivables and Note 2.11 for a description of the Group's impairment policies.

2 主要會計政策概要 (續)

2.11 按攤銷成本列賬的金融資產的減值 (續)

虧損金額是根據資產賬面值與按金融資產原實際利率貼現之估計未來現金流量(不包括尚未產生的未來信貸虧損)現值之間的差額計算。資產的賬面值會調減，並於綜合全面收益表中確認虧損金額。倘貸款按浮動利率計息，則計量任何減值虧損的貼現率為合約下釐定的即期實際利率。為方便實際計算，本集團可採用可觀察市價按工具的公平值基準計量減值。

於後續期間，倘減值虧損金額減少且減幅能夠客觀地與確認減值後所發生事件(如債務人的信貸評級改善)相關連，則撥回先前確認的減值虧損並於綜合全面收益表內確認。

2.12 貿易及其他應收款項

貿易應收款項為日常業務過程中就已售商品或提供服務而應收客戶的款項。若預期於一年或以內(或如屬較長時間，則在業務的正常經營週期內)能收回貿易及其他應收款項，貿易及其他應收款項會分類為流動資產。否則，則呈列為非流動資產。

貿易及其他應收款項初始按公平值確認，隨後以實際利率法按攤銷成本扣除減值撥備計量。有關本集團的貿易及其他應收款項會計法及本集團會計政策的描述的進一步資料，請分別參閱附註2.9及附註2.11。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.13 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

2.14 Share capital

Ordinary shares are classified as equity.

2.15 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

2 主要會計政策概要 (續)

2.13 現金及現金等價物

於綜合現金流量表中，現金及現金等價物包括手頭現金、銀行催繳存款及其他原到期日為三個月或以內的短期高流動性投資。

2.14 股本

普通股分類為權益。

2.15 貿易及其他應付款項

貿易應付款項是在日常業務過程中向供應商購買商品或服務的付款責任。若付款期限在一年或以內（或如屬較長時間，則在業務的正常經營週期內）到期，則貿易及其他應付款項分類為流動負債。否則，則呈列為非流動負債。

貿易及其他應付款項初始按公平值確認，隨後以實際利率法按攤銷成本計量。

2.16 借款

借款初始按公平值扣除所產生的交易成本確認。借款隨後按攤銷成本入賬；所得款項（扣除交易成本）與贖回價值之間的任何差額以實際利率法於借款期間於綜合全面收益表中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.16 Borrowings (Continued)

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

2.17 Borrowing costs

All borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred since no borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets.

2.18 Current and deferred income tax

The tax expense for the year comprises current and deferred income tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is recognised in other comprehensive income or directly in equity, respectively.

2 主要會計政策概要 (續)

2.16 借款 (續)

於確立貸款融資時支付的費用，在可能提取部分或全部融資時確認為貸款的交易成本。在此情況下，該費用會遞延至提取融資為止。倘並無證據顯示將有可能提取部分或全部融資，則費用會資本化為流動資金服務的預付款項，並在與融資相關期間攤銷。

除非本集團具有無條件權利將負債的結算遞延至結算日後最少12個月，否則借款歸類為流動負債。

2.17 借款成本

所有借款成本於其產生期間在綜合全面收益表確認，因為借款成本不會直接歸屬於合資格資產的收購、建設或製造。

2.18 當期及遞延所得稅

年內稅務費用包括當期及遞延所得稅。該稅項在綜合全面收益表內確認，惟與在其他全面收益或直接於權益中確認的項目有關的稅項除外，在此情況下，該稅項分別在其他全面收益或直接於權益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.18 Current and deferred income tax *(Continued)*

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 主要會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(a) 當期所得稅

當期所得稅支出按本公司附屬公司經營及產生應課稅收入所在國家於結算日已頒佈或實際頒佈的稅法計算。管理層定期就適用稅務法例受詮釋所規限的情況評估報稅情況，並於適當時按預期向稅務機關繳付的金額作出撥備。

(b) 遞延所得稅

內部基準差異

遞延所得稅乃以負債法就資產及負債的稅基與綜合財務報表的賬面值之間的暫時差額確認。然而，倘遞延所得稅源自業務合併以外交易初始確認的資產或負債，而在交易時並不影響會處理或應課稅損益，則不予入賬處理。遞延所得稅以於結算日前已頒佈或實際頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債清償時適用的稅率（及法例）而釐定。

遞延所得稅資產僅於可能有未來應課稅利潤以抵銷可動用暫時差額的情況下確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.18 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.19 Employee benefits

(a) Pension obligation

The Group operates a defined contribution plan, the mandatory provident fund scheme ("MPF") in Hong Kong, the assets of which are generally held in separate trustee-administered funds.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

2 主要會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

外部基準差異

遞延所得稅乃於就於附屬公司投資產生的暫時差額作出撥備，但暫時差額的撥回時間由本集團控制且在可預見將來可能不會撥回暫時差額的遞延所得稅負債則除外。

(c) 抵銷

倘有可依法強制執行權利將當期稅項資產與當期稅項負債抵銷，且遞延所得稅資產及負債與同一稅務機關就一個或不同應課稅實體徵收的所得稅有關，而有關實體擬按淨額基準結算結餘時，遞延所得稅資產與負債會互相抵銷。

2.19 僱員福利

(a) 退休金責任

本集團在香港運營一項界定供款計劃—強制性公積金計劃(「強積金」)，其資產一般由獨立信託管理基金持有。

界定供款計劃為本集團據此向一家獨立實體作出固定供款的退休金計劃。倘該基金並無足夠資產支付所有僱員於本期間及過往期間就僱員服務所得的福利，本集團並無進一步供款的法定或推定責任。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(a) Pension obligation (Continued)

The Group pays contributions to publicly or privately administered pension insurance plans on mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund on a reduction in the future payments is available.

The Group's contributions to the defined contribution plan are charged to consolidated statement of comprehensive income in the year incurred.

(b) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(a) 退休金責任 (續)

本集團以強制性、合約性或自願性方式向公共或私人管理退休保險計劃供款。於作出有關供款後，本集團即無其他付款責任。供款在到期應付時確認為員工福利費用。預付供款確認為資產，惟以備用未來款項減少的現金退款為限。

本集團向界定供款計劃的供款於產生年度計入綜合全面收益表。

(b) 僱員應享假期

僱員應享的年假權利於其可享有時確認。因僱員於截至結算日止期間提供之服務而產生的年假乃按年假估計負債作出撥備。

僱員應享病假及產假僅於支取時方會確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the Group has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the balance sheet date are discounted to their present value.

(d) Bonus plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(e) Long service payments

The Group's net obligation in respect of long service payments to its employees in Hong Kong upon cessation of their employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefits that the employees have earned in return for their services in the current and prior periods.

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(c) 離職福利

離職福利於僱員在正常退休日期前被本集團解僱，或當僱員接受自願遣散以換取此等福利時支付。本集團在可證明承諾如下時確認離職福利：根據一項詳細的正式計劃終止現有僱員的僱用（沒有撤回的可能）；或因為提出一項要約以鼓勵自願遣散而提供的離職福利（離職福利按預期接受要約的僱員人數釐定）。在結算日後超過12個月支付的福利貼現為其現值。

(d) 花紅計劃

本集團就花紅確認負債及開支。本集團就合約責任或因過往事件產生的推定責任確認撥備。

(e) 長期服務金

根據香港僱傭條例，本集團在若干情況下終止聘用香港員工而須向其支付的長期服務金責任淨額，數額為僱員因本期及過往期間提供服務而賺取的未來福利金額。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(e) Long service payments (Continued)

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement schemes that are attributed to contributions made by the Group. The discount rate is the yield at the balance sheet date of Hong Kong Government's Exchange Fund Notes which have terms to maturity approximating the terms of the related liability. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in full in other comprehensive income in the year in which they occur in the consolidated statement of comprehensive income.

2.20 Share-based payment

Equity-settled share-based payment transaction

The fair value of services rendered in exchange for the share-based payment is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the share-based payment:

- including any market performance conditions (for example, an entity's share price); and
- excluding the impact of any service.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(e) 長期服務金 (續)

此責任是以預計單位貸記法計算，並予以貼現以計算其現值，再扣減本集團就其退休金計劃所作供款的應得權益。貼現率為年期與有關負債期相若的香港政府外匯基金票據於結算日的孳息率。該等福利的預期成本於僱用期間以與界定福利計劃相同的會計方式累計。根據經驗而調整及精算假設變動而產生的精算盈虧於產生年度悉數在綜合全面收益表的其他全面收益中確認。

2.20 股份為基礎付款

股本結算股份為基礎付款的交易

換取股份為基礎付款的所提供服務的公平值確認為開支。將予列支的總額參考股份為基礎付款的公平值釐定：

- 包括任何市場表現條件（例如，實體的股價）；及
- 不包括任何服務的影響。

總開支於歸屬期內確認，歸屬期指所有指定歸屬條件均已達成的期間。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Provision for reinstatement cost

Provision for reinstatement cost represents the present value of the estimated cost for the restoration work of the Group's leased retail shops agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the directors based on their best estimates. The related reinstatement costs have been included as part of leasehold improvements in the consolidated balance sheet.

2 主要會計政策概要 (續)

2.21 撥備

於本集團因過往事件而承擔現有法定或推定責任，並有可能導致資源流出以履行有關責任及有關金額能可靠地估計時確認撥備。概無就未來經營虧損確認撥備。

倘出現若干相類似責任，則履行責任需要資源流出的可能性會透過考慮責任的整體類別予以釐定。即使同一納入類別責任內任何一項導致資源流出的可能性不大，仍會確認撥備。

撥備使用稅前利率計算的按預期履行責任所需的支出的現值計量，該利率反映當前市場對貨幣時間價值及該項責任所特有風險的評估。因時間流逝而導致的撥備增加會確認為利息費用。

2.22 修復成本撥備

修復成本撥備指協定將於相關租約屆滿時，就本集團租賃零售店舖進行修復工作而採用無風險稅前利率計算的估計成本的現值。撥備已由董事按其最佳估計釐定。有關修復成本已作為租賃裝修計入綜合資產負債表。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.23 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods and services supplied, stated net of discounts. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Revenue from Chinese restaurants operations

Revenue is recognised when the related catering services are rendered to customers.

(b) Revenue from provision for wedding services

Revenue from provision for wedding services, such as wedding planning, wedding gown sales and rentals, hair and makeup, photography and video, venue design and decoration, car rentals, hotel booking, wedding invitation cards design and printing, wedding master of ceremonies, marriage celebrant services, "good luck woman" services and cake catering, is recognised in the accounting period in which the services are rendered.

(c) Distribution of goods

Revenue from distribution of goods consists of sales of fresh vegetables and fruit, seafood and frozen meat sold to third parties and is recognised upon the transfer of risks and rewards of ownership, which generally coincides with the date of delivery.

2 主要會計政策概要 (續)

2.23 收益確認

收益按已收或應收代價的公平值(即供應貨品及服務的應收款項金額)計量,經扣除折扣後呈列。當收益金額能可靠地計量而未來經濟利益可能流入該實體,且符合本集團下述各項業務的特定準則時,本集團便會確認收益。本集團基於其過往業績,考慮客戶類別、交易類別及各項安排細節對回報作出估計。

(a) 來自中式酒樓業務的收益

當向客戶提供相關餐飲服務時確認收益。

(b) 來自提供婚禮服務的收益

來自提供婚禮服務的收益,如婚禮策劃、婚紗銷售及租賃、美髮及化妝、攝影和視頻、場地設計和裝飾、汽車租賃、酒店預訂、婚禮請柬設計和印刷、婚禮司儀、婚慶服務、「大妗姐」服務及蛋糕餐飲服務,於提供服務的會計期間確認。

(c) 分銷貨品

分銷貨品包括向第三方銷售新鮮蔬菜及水果、海鮮及凍肉,其收益於所有權風險及回報轉移時(一般與交貨日期一致)確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.23 Revenue recognition (Continued)

(d) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(e) Franchise income

Franchise income is recognised in the accounting period in which the services are rendered.

(f) Rental income

Rental income from investment property is recognised in the consolidated statement of comprehensive income on a straight-line basis over the term of the lease.

2.24 Leases (as a lessee)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

2 主要會計政策概要 (續)

2.23 收益確認 (續)

(d) 利息收入

利息收入採用實際利率法按時間比例確認。

(e) 特許權收入

特許權收入於提供服務的會計期間確認。

(f) 租金收入

投資物業的租金收入於租期內以直線法於綜合全面收益表中確認。

2.24 租賃 (作為承租人)

出租人保留所有權的絕大部分風險及回報的租賃分類為經營租賃。根據經營租賃支付的款項(扣除已收出租人給予的任何優惠)按直線法於租期內自綜合全面收益表扣除。

本集團租賃若干物業、廠房及設備。倘本集團承受擁有權的絕大部分風險及回報，則物業、廠房及設備的租賃會分類為融資租賃。融資租賃於租賃開始時，按租賃物業的公平值與最低租賃付款現值兩者中的較低者資本化。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.24 Leases (as a lessee) (Continued)

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.25 Leases (as a lessor)

A lease is an agreement whereby the lessor conveys to the lessee in return for a payment, or series of payments, the right to use an asset for an agreed period of time.

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

The method for allocating gross earnings to accounting periods is referred to as the "actuarial method". The actuarial method allocates rentals between finance income and repayment of capital in each accounting period in such a way that finance income will emerge as a constant rate of return on the lessor's net investment in the lease.

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset.

Lease income on operating leases is recognised over the term of the lease on a straight-line basis.

2 主要會計政策概要 (續)

2.24 租賃 (作為承租人 (續))

各項租賃付款於負債及財務費用之間分配。相應租賃責任 (扣除財務費用後) 計入其他長期應付款項。財務成本的利息部分於租賃期間自綜合全面收益表扣除，致使各期間負債的餘下結餘的按定期利率計息。根據融資租賃所獲得的物業、廠房及設備，按資產使用年期與租期之間的較短者折舊。

2.25 租賃 (作為出租人)

租賃為一份協議，據此出租人向承租人轉讓於協定期間內使用資產的權利，以換取一筆款項或一系列款項。

以融資租賃方式出租資產時，租賃付款之現值確認為應收款項。應收款項之總額與其現值之差額確認為未實現融資收益。

於會計期間分配盈利總額之方法被稱為「精算法」。精算法於各會計期間在財務收入及資本償還之間分配租金，據此方法，融資收益將以出租人於租賃淨投資之固定比率回報實現。

當資產根據經營租賃租出，該項資產按資產性質計入資產負債表。

根據經營租賃產生之租金收入以直線法於租賃期內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.26 Dividend distribution

Dividend distribution to the shareholders of the Company and its subsidiaries is recognised as a liability in the financial statements in the period in which the dividends are approved by the shareholders or directors, where appropriate, of the respective companies.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use derivative financial instruments to hedge its risk exposures to changes in foreign exchange rates and interest rates.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risk arises when recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

2 主要會計政策概要 (續)

2.26 股息分派

向本公司及其附屬公司股東作出的股息分派在股息獲相關公司股東或董事(如適用)批准的期間於財務報表內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團因其業務活動面臨多項財務風險：市場風險(包括外匯風險、現金流量及公平值利率風險)、信貸風險及流動資金風險。本集團的整體風險管理項目著重於金融市場的不可預測性及致力於將對本集團財務表現的潛在不利影響減至最低。本集團並未使用衍生金融工具對沖其匯率及利率變動風險。

(a) 市場風險

(i) 外匯風險

外匯風險是金融工具的公平值或未來現金流會因匯率變動而波動的風險。當已確認資產及負債以實體功能貨幣以外的貨幣計值，即產生外匯風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

Most of the income and expenditures of the Group are denominated in HK\$ and hence, the Group does not have any material foreign exchange exposure. The Group has not implemented or entered into any type of instruments or arrangements to hedge against currency exchange fluctuations for the year.

(ii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest rate risk arises from bank deposits, borrowings and loans from a shareholder. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by bank deposits held at variable rates. The interest rate profile of borrowings and loans from a shareholder is disclosed in Note 27 and Note 33. The bank deposits generate interest at the prevailing market interest rates.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

由於本集團的大部分收入及開支以港元計值，故本集團並無任何重大外匯風險。本集團並無實施或訂立任何類型的工具或安排以對沖本年度的貨幣兌換波動。

(ii) 現金流量及公平值利率風險

現金流利率風險是金融工具的未來現金流會因市場利率變動而波動的風險。公平值利率風險是金融工具的價值會因市場利率變動而波動的風險。

本集團的利率風險主要源自銀行存款、借款及股東貸款。按浮動利率計息的借款使本集團面臨現金流利率風險，惟部分由按浮動利率持有的銀行存款所抵銷。借款及股東貸款的利率概況於附註27及附註33披露。銀行存款按現行市場利率賺取利息。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

- (ii) Cash flow and fair value interest rate risk
(Continued)

As at 31 December 2016, if interest rates had been 50 basis points higher/lower with all other variables held constant, the Group's loss for the year and total equity would have increased/decreased by approximately HK\$210,000 (2015: HK\$124,000), mainly as a result of higher/lower net interest expense on floating rate bank deposits and borrowings.

(b) Credit risk

The Group's credit risk is primarily attributable to bank deposits, deposits and trade and other receivables. Management has policies in place and exposures to these credit risks are monitored on an ongoing basis.

To mitigate the risk arising from banks, the Group places their bank deposits to certain reputable banks with a minimum rating of "investment grade" ranked by an independent party.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

- (ii) 現金流量及公平值
利率風險 (續)

於二零一六年十二月三十一日，倘利率上調／下調50個基點，而所有其他可變因素保持不變，本集團的年度虧損及總權益主要因按利率計息的銀行存款及借款的利息開支淨額增加／減少而增加／減少約210,000港元（二零一五年：124,000港元）。

(b) 信貸風險

本集團的信貸風險主要來自銀行存款、按金以及貿易及其他應收款項。管理層訂有政策，故該等信貸風險得持續監控。

為減少銀行所帶來的風險，本集團將銀行存款存置於若干獨立機構所給予信貸評級最低為「投資級別」的信譽良好之銀行。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Trade and other receivables and deposits are continuously monitored by assessing the credit quality of the respective counterparties, taking into account its financial position, past experience and other factors. Where necessary, impairment loss is made for estimated irrecoverable amounts. As at 31 December 2016, no impairment is considered necessary for the trade receivables, deposits and other receivables (2015: same).

The maximum exposure to credit risk is represented by the carrying amounts of each financial asset in the consolidated balance sheet.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

貿易及其他應收款項以及按金透過評估有關交易對方的信貸質素，同時計及其財務狀況、過往記錄及其他因素進行持續監控。於必要情況下，對估計不可收回金額計提減值虧損。於二零一六年十二月三十一日，毋須就貿易應收款項、按金及其他應收款項計提減值（二零一五年：相同）。

最大信貸風險為綜合資產負債表內各項金融資產的賬面值。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenant, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks and a shareholder to meet their liquidity requirements in the short and longer term. As at 31 December 2016, the Group failed to comply with a covenant requirement of one of the Group's banking facilities amounted to HK\$17,500,000, of which HK\$9,000,000 was drawn down as bank borrowings and HK\$8,500,000 was utilised for issuance of letters of guarantee. Such breach of the covenant requirement may cause the relevant banking facilities of HK\$17,500,000 to be cancelled or suspended. In March 2017, the Group had obtained the bank's one-off waiver from compliance with the relevant breached covenant requirement for the year ended 31 December 2016 (Note 27).

In addition, the Group had a shareholder's loan facility of approximate HK\$300,000,000 available for a term of 2 years (Note 33) and subsequent to the balance sheet date on 23 January 2017, the Company has completed the placing of an aggregate of 93,000,000 new ordinary shares and raised net proceeds of approximate HK\$146,740,000 (Note 34 (i)). The Directors consider that with the availability of these source of funds, the Group is able to mitigate the liquidity risk and to satisfy its future working capital and other financing requirement.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險

本集團訂有政策以定期監控即期及預期流動資金需求以及我們遵守債項契諾的情況，目的為確保其維持充足現金儲備及向銀行及一名股東獲取充足承擔限額，以滿足短期及長期內的流動資金需求。於二零一六年十二月三十一日，本集團未能遵守本集團一項銀行融資17,500,000港元（其中9,000,000港元已作為銀行借款提取及8,500,000港元已用作訂立擔保函）的契諾要求。對該契諾要求之違反可能導致有關17,500,000港元之銀行融資被取消或暫停。於二零一七年三月，本集團就截至二零一六年十二月三十一日止年度本集團的銀行融資已取得銀行一次性豁免，豁免遵守融資缺口規定（附註27）。

此外，本集團擁有金額約300,000,000港元為期兩年的股東貸款融資（附註33），而於結算日二零一七年一月二十三日後，本公司完成配售合共93,000,000股新普通股並籌集所得款項淨額約146,740,000港元（附註34(i)）。董事認為，憑藉此等可得資金，本集團可減輕流動資金風險並滿足其未來營運資金及其他融資需求。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元
At 31 December 2016	於二零一六年 十二月三十一日			
Trade payables	貿易應付款項	13,645	-	-
Accruals and other payables	應計費用及 其他應付 款項	19,758	-	-
Loans from a shareholder	股東貸款	280,387	-	-
Amount due to a director	應付一名 董事款項	1,100	-	-
Borrowings	借款	49,009	195	16
At 31 December 2015	於二零一五年 十二月三十一日			
Trade payables	貿易應付款項	12,265	-	-
Accruals and other payables	應計費用及 其他應付款項	15,482	-	-
Amounts due to related companies	應付關聯公司 款項	320	-	-
Borrowings	借款	26,455	393	16

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表根據由結算日至合約到期日的剩餘期間，按照相關到期組別分析本集團的非衍生金融負債。表內所披露金額為合約未貼現現金流量。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table following summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amount includes interest payments computed using contractual rates. Taking into account the good track records and relationships with the bank and the values of the underlying assets pledged to the respecting banking facilities, the directors do not consider that it is probable that the bank will exercise its discretion to immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表概述附有按要求償還條款之定期貸款根據貸款協議所載之協定計劃還款日期作出之到期日分析。有關金額包括以合約利率計算之利息付款。經考慮本集團與銀行的良好往績記錄及關係以及作為有關銀行融資之擔保之相關資產之價值，董事認為銀行不大可能會行使要求即時還款之酌情權。董事相信，有關定期貸款將會根據貸款協議所載之計劃還款日期償還。

**Maturity Analysis – term loans
subject to a repayment
on demand clause based
on scheduled repayments**

到期日分析 – 包含按要求償還條款之
定期貸款 (按計劃還款日期)

		Over		Over	
		1 year but less than 2 years 超過一年 於一年內	2 years but less than 5 years 超過兩年 但少於五年		
		Within 1 year 於一年內	Over 5 years 五年以上		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2016	二零一六年 十二月三十一日	4,394	4,291	21,126	-
31 December 2015	二零一五年 十二月三十一日	946	930	2,703	11,522

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

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

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) plus loans from a shareholder less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

3 財務風險管理 (續)

3.2 資本風險管理

本集團資本管理目標是確保本集團能持續經營，以為股東帶來回報，同時兼顧其他權益持有人利益，並維持最優資本架構以減少資金成本。

為維持或調整資本架構，本集團可調整付予股東的股息金額、退還資本予股東、發行新股份或出售資產以減少負債。

與業內其他同行一樣，本集團以資本負債比率為基準監察其資本。該比率按債務淨額除以資本總額計算，而債務淨額為借款總額（包括綜合資產負債表列示的流動及非流動借款）加股東貸款扣減現金及現金等價物，資本總額則指綜合資產負債表列示的「權益」加上債務淨額。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.2 Capital risk management** (Continued)

The Group's strategy, which was unchanged during the year ended 31 December 2016, was to lower the gearing ratio to an acceptable level. The gearing ratio as at 31 December 2016 and 2015 were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total borrowings (Note 27)	借款總額 (附註27)	46,519	24,976
Loans from a shareholder (Note 33)	股東貸款 (附註33)	280,387	-
Less: cash and cash equivalents (Note 22)	減: 現金及現金等價物 (附註22)	(298,604)	(29,820)
Net debt/(cash)	負債 (現金) 淨額	28,302	(4,844)
Total equity	總權益	32,686	86,585
Total capital	總資本	60,988	81,741
Gearing ratio	資本負債比率	0.46	N/A 不適用

As at 31 December 2015, the Group was at net cash position, hence the gearing ratio is not applicable.

3.3 Fair value estimation

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

3 財務風險管理 (續)**3.2 資本風險管理 (續)**

於截至二零一六年十二月三十一日止年度，本集團保持將資本負債比率降至可接納水平的策略不變。於二零一六年及二零一五年十二月三十一日的資本負債比率如下：

於二零一五年十二月三十一日，本集團處於淨現金狀況，故資本負債比率並不適用。

3.3 公平值估計

董事認為於綜合財務報表以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相若。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of CGUs associated with the goodwill have been determined based on value-in-use calculations. Non-financial assets other than goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The recoverable amounts of non-financial assets have been determined based on fair value less costs to sell or value-in-use valuations. These calculations require the use of judgments and estimates.

Management judgment is required in impairment test, particularly in assessing: (i) whether an event has occurred that may indicate that the CGUs/asset values may not be recoverable; (ii) whether the carrying amount of the CGU/an asset can be supported by the recoverable amount; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment of goodwill or non-financial assets other than goodwill, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of its operations.

4 主要會計估計及判斷

本集團根據過往經驗及其他因素（包括在相關情況下認為合理的未來事件預期）持續評估有關估計及判斷。

本集團對未來作出估計及假設。所得會計估計顧名思義，甚少與有關實際結果相同。下文討論涉及重大風險導致下個財政年度的資產及負債的賬面值須作出重大調整的估計與假設。

(a) 商譽的估計減值

本集團根據附註2.7所述會計政策每年測試商譽有否減值。有關商譽的現金產生單位的可收回金額根據使用價值的計算釐定。非金融資產（商譽除外）於發生事件或情況改變顯示賬面值可能無法收回時進行減值檢討。非金融資產的可收回金額根據公平值扣除銷售成本或使用價值估值釐定。上述計算方法須運用判斷及估計。

管理層須就減值測試作出判斷，尤其是評估以下各項時：(i)是否已發生事件顯示現金產生單位／有關資產值可能無法收回；(ii)可收回金額是否不低於現金產生單位／資產賬面值；及(iii)編製現金流量預測時須應用的適當主要假設，包括有關現金流量預測是否以適當貼現率貼現。管理層評估商譽或非金融資產（商譽除外）減值時選用的假設（包括現金流量預測所用貼現率或增長率假設）如有變化，可能會對減值測試所用淨現值產生重大影響，因而影響本集團的財務狀況及經營業績。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(a) Estimated impairment of goodwill (Continued)

During the year ended 31 December 2016, an impairment charge of HK\$18,576,000 was recognised in profit or loss (2015: Nil) against the entire carrying amount of goodwill, resulting the carrying amount of the CGU being written down to its recoverable amount. If the discount rate for the Group had been 1 percentage point higher than management's estimate, the Group would have to recognise an impairment loss of HK\$72,000 to reduce the carrying amounts of property, plant and equipment related to the CGU. If the annual growth rate for the Group had been 1 percentage point lower than management's estimate, the Group would have to recognise an impairment loss of HK\$6,588,000 to reduce the carrying amounts of property, plant and equipment related to the CGU.

The Group also has material property, plant and equipment which are subject to impairment test whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. No impairment charge was recognised for the year ended 31 December 2016 (2015: Nil) for the property, plant and equipment. If the discount rate for the Group had been 1 percentage point higher than management's estimate, the Group would have to recognise an impairment loss of HK\$442,000 to reduce the carrying amounts of its property, plant and equipment. If the annual growth rate for the Group had been 1 percentage point lower than management's estimate, the Group would have to recognise an impairment loss of HK\$2,769,000 to reduce the carrying amounts of its property, plant and equipment.

4 主要會計估計及判斷 (續)

(a) 商譽的估計減值 (續)

於截至二零一六年十二月三十一日止年度，就商譽全部賬面值於損益確認減值支出18,576,000港元（二零一五年：無），導致現金產生單位的賬面值撇減至其可收回金額。倘本集團貼現率較管理層估計提高1個百分點，本集團將須確認減值虧損72,000港元以減少有關現金產生單位的物業、廠房及設備的賬面值。倘本集團年增長率較管理層估計降低1個百分點，本集團將須確認減值虧損6,588,000港元以減少有關現金產生單位的物業、廠房及設備的賬面值。

一旦發生任何事件或情況變化顯示賬面值可能無法收回時，本集團亦有需要對其他重大物業、廠房及設備進行減值測試。於截至二零一六年十二月三十一日止年度，並無就該等物業、廠房及設備確認減值支出（二零一五年：無）。倘本集團貼現率較管理層估計提高1個百分點，本集團將須確認減值虧損442,000港元以減少其物業、廠房及設備的賬面值。倘本集團的年增長率較管理層估計降低1個百分點，本集團將須確認減值虧損2,769,000港元以減少該等物業、廠房及設備的賬面值。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(b) Estimated valuation of investment properties

Investment properties are stated at fair value based on the valuation performed by an independent and professionally qualified valuer.

In determining the fair value, the valuer has based on property valuation techniques which involve, inter alia, certain estimates including comparable sales in the relevant market, current market rents for similar properties in the same location and condition, appropriate discount rates and expected future market rents. In relying on the valuation report, management has exercised their judgement and is satisfied that the method of valuation is reflective of the current market condition.

(c) Income tax

The Group is subject to current income tax. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

4 主要會計估計及判斷 (續)

(b) 投資物業的估值

投資物業根據由獨立及專業的合資格估值師進行的估值按公平值列賬。

於釐定公平值時，估值師以多種物業估值技術為根據，當中涉及（其中包括）若干估算，包括相關市場上的可比較銷售、相同地點及狀況的類似物業的現時市場租金、適用貼現率及預期未來市場租金。依賴估值報告時，管理層已運用其判斷，並信納估值方法能夠反映現時市況。

(c) 所得稅

本集團須繳納即期所得稅。釐定所得稅撥備時須作出重大判斷。眾多交易及計算的最終稅項未能確定。本集團基於估計有否額外稅項到期確認預計稅務審計事項的負債。倘有關最終稅項結果與最初入賬的金額不同，則差額會影響釐定稅項期間的即期所得稅及遞延所得稅資產與負債。

遞延所得稅採用在結算日已頒佈或實質已頒佈，及預期在變現有關遞延所得稅資產或清償遞延所得稅負債時適用的稅率（及法例）釐定。僅於未來可能有應課稅溢利可用於抵銷暫時差額，方確認遞延所得稅資產。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(c) Income tax (Continued)

The Group's management determines the deferred income tax assets based on the enacted or substantively enacted tax rates (and laws) and the best knowledge of profit projections of the Group for coming years during which the deferred income tax assets are expected to be utilised. In assessing the amount of deferred income tax assets that need to be recognised, the Group considers future taxable income and ongoing prudent and feasible tax planning strategies. In the event that the Group estimates of projected future taxable income and benefits from available tax strategies are changed, or changes in current tax regulations are enacted that would impact the timing or extent of the Group's ability to utilise the tax benefits of net operating loss carried forward in the future, adjustments to the recorded amount of net deferred income tax assets and income tax expense would need to be made. In addition, management will revisit the assumptions and profit projections at each balance sheet date.

5 SEGMENT INFORMATION

The CODM has been identified as the Chief Executive Officer ("CEO") and directors of the Company who review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The CODM assesses the performance based on a measure of profit/(loss) after income tax. The CODM considers all business is included in a single operating segment.

The Group is principally engaged in operation of a chain of Chinese restaurants, provision of wedding services, distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meats. The Group also has been franchising the use of "U Banquet" in a Chinese restaurant. Since operation of a chain of Chinese restaurants attributed to majority of the Group's revenue, results and assets during the year ended 31 December 2016, no business segment analysis is presented accordingly.

4 主要會計估計及判斷 (續)

(c) 所得稅 (續)

本集團管理層根據已頒佈或實質已頒佈的稅率(及法例),以及本集團就預期動用遞延所得稅資產的未來年度的最佳溢利預測釐定遞延所得稅資產。評估須予確認的遞延所得稅資產金額時,本集團會考慮未來應課稅收入及現行審慎及可行的稅務規劃策略。倘本集團有關預測未來應課稅收入及現有稅務策略所帶來利益的估計出現任何變動,或現行稅務法規經修訂後會影響本集團日後動用結轉經營虧損淨額的稅務利益的時間或能力範疇,則須對錄得的遞延所得稅資產淨值及所得稅開支作出調整。此外,管理層會於各結算日修訂假設及溢利預測。

5 分部資料

主要經營決策者指本公司檢討本集團內部報告以評估表現及分配資源的行政總裁(「行政總裁」)及董事。主要經營決策者基於有關報告釐定經營分部。

主要經營決策者根據除所得稅後溢利/(虧損)的計量評估表現,並將所有業務納入一個單獨的經營分部。

本集團主要經營中式酒樓連鎖店、提供婚禮服務、分銷貨品(包括新鮮蔬菜、水果、海鮮及凍肉)。本集團亦已特許授權一家中式酒樓使用「譽宴」品牌。由於中式酒樓連鎖業務佔本集團截至二零一六年十二月三十一日止年度收益、業績及資產的大部分,故並無呈列業務分部分析。

5 SEGMENT INFORMATION (Continued)

The Group's revenue is mainly derived from customers in Hong Kong. The principal assets of the Group were also located in Hong Kong as at 31 December 2016. Accordingly, no analysis by geographical segment is provided. For the year ended 31 December 2016, there are no single external customers contributed to more than 10% revenue of the Group.

6 REVENUE AND OTHER INCOME

Turnover consists of revenue from (i) operation of Chinese restaurants including provision of dining and wedding banquet services, (ii) provision of wedding services, (iii) distribution of goods, consisting of fresh vegetables, fruits, seafood and frozen meat and (iv) franchising the use of "U Banquet" in a Chinese restaurant.

Revenue and other income recognised during the year are as follows:

5 分部資料 (續)

本集團收益主要源於香港的客戶。於二零一六年十二月三十一日，本集團的主要資產亦位於香港。因此，並無提供地區分部分分析。截至二零一六年十二月三十一日止年度，並無單一外界客戶對本集團收益的貢獻超過10%。

6 收益及其他收入

營業額包括來自(i)中式酒樓業務營運(包括提供膳食及婚宴服務)；(ii)提供婚禮服務；(iii)分銷貨品(包括新鮮蔬菜、水果、海鮮及凍肉)；及(iv)特許授權一家中式酒樓使用「譽宴」品牌的收益。

年內已確認之收益及其他收入如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益		
Revenue from Chinese restaurants operations	中式酒樓經營業務的收益	355,020	389,742
Revenue from provision of wedding services	提供婚禮服務的收益	1,785	4,062
Revenue from distribution of goods	分銷貨品的收益	3,987	4,033
Franchise income	特許權收入	2,423	3,234
		363,215	401,071
Other income	其他收入		
Forfeiture of deposits received	沒收已收按金	926	850
Rental income	租金收入	591	617
Miscellaneous income	雜項收入	147	5
		1,664	1,472
Total revenue and other income	收益及其他收入總額	364,879	402,543

Notes to the Consolidated Financial Statements 綜合財務報表附註

7 OTHER GAIN

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Gain on disposal of a subsidiary (Note (i))	出售一間附屬公司之收益 (附註(i))	718	-

Note (i):

On 14 November 2016, the Group disposed of its 100% equity interests in a wholly owned subsidiary which owned a motor vehicle to an independent third party at consideration of HK\$718,000.

附註(i)：

於二零一六年十一月十四日，本集團向一名獨立第三方出售其於一間全資附屬公司（其擁有一輛汽車）的100%股權，代價為718,000港元。

8 COST OF REVENUE

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of materials consumed	所耗材料成本	86,665	99,793
Cost of provision of wedding services	提供婚禮服務成本	178	485
Cost of distribution of goods	分銷貨品成本	2,836	2,122
		89,679	102,400

8 收益成本

Notes to the Consolidated Financial Statements 綜合財務報表附註

9 OTHER EXPENSES

9 其他開支

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Auditors' remuneration	核數師酬金		
– Audit services	– 審計服務	1,200	1,200
– Non-audit services	– 非審計服務	400	750
Advertising and promotions	廣告及推廣	12,727	8,413
Cleaning and laundry expenses	清潔及洗衣開支	6,599	6,293
Credit card charges	信用卡費用	3,685	3,728
Kitchen consumables	廚房耗材	1,243	1,154
Repairs and maintenance	維修及維護	4,210	4,891
Entertainment	娛樂	3,279	3,129
Consumable stores	消耗品	2,781	2,914
Insurance	保險	1,715	1,845
Legal and professional fee	法律及專業費用	7,191	4,741
Printing and stationery	印刷及文具	1,201	1,243
Staff messing	員工福食	2,002	2,227
Service fee to temporary workers	付予臨時工的服務費	13,166	16,682
Consultancy service fee (Note 14(b))	顧問服務費(附註14(b))	3,790	3,790
Wedding banquet expenses	婚宴開支	1,153	1,662
Transportation	運輸	1,066	1,636
Others	其他	5,804	7,060
		73,212	73,358

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 EMPLOYEE BENEFIT EXPENSES

10 僱員福利開支

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Wages, salaries and bonuses	工資、薪金及獎金	105,929	106,900
Pension costs – defined contribution plans	退休金成本—界定供款計劃	4,677	4,617
Accrual for/ (unutilised) annual leave	應計／(未動用)年假	430	(71)
(Reversal of)/accrual for long service payment	(撥回)／應計長期服務金	(88)	665
		110,948	112,111

(a) Pensions – defined contribution plans

Contributions totaling approximately HK\$771,000 were payable to the MPF fund as at 31 December 2016 (2015: HK\$796,000).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2015: three) directors whose emoluments are reflected in the analysis presented in Note 11. The emoluments payable to the remaining three (2015: two) individuals during the year are as follows:

(a) 退休金—界定供款計劃

於二零一六十二月三十一日，應付強積金基金供款總額約為771,000港元（二零一五年：796,000港元）。

(b) 五位最高薪人士

年內，本集團五位最高薪人士包括兩名（二零一五年：三名）董事，彼等的薪酬見附註11之分析。於本年度應付餘下三名（二零一五年：兩名）人士的薪酬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	1,632	1,072
Discretionary bonuses	酌情花紅	95	245
Employer's contribution to pension scheme	僱主退休金計劃供款	54	36
		1,781	1,353

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals (Continued)

The emoluments of the above three (2015: two) individuals above fell within the band of nil – HK\$1,000,000 during the year.

No incentive payment for joining the Group or compensation for loss of office was paid or payable to any of the five highest paid individuals during the year.

11 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and CEO's emoluments

The remuneration of every director and the CEO for the year ended 31 December 2016 is set out below:

		Basic salaries, allowances and benefits 袍金 基本薪金、津貼及福利	Discretionary bonuses 酌情花紅	Employer's contribution to a retirement benefit scheme 僱主退休金福利計劃供款	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Chairman and CEO Cheung Ka Ho (Note (i) and (ii))	主席兼行政總裁 張家豪 (附註(i)及(ii))	-	2,468	15	2,483
Chairman Sang Kangqiao (Note (iv))	主席 桑康喬 (附註(iv))	40	-	1	41
Executive directors Cheung Ka Kei (Note (iii)) Kan Yiu Pong (Note (iii)) Xu Wenze (Note (v)) Chu Peng (Note (v))	執行董事 張家驥 (附註(iii)) 簡耀邦 (附註(iii)) 許文澤 (附註(v)) 崔鵬 (附註(v))	- - 40 40	1,875 494 - -	15 15 1 1	1,890 509 41 41
Independent non-executive directors Chung Kong Mo (Note (iii)) Wong Tsip Yue, Pauline (Note (iii)) Wong Sui Chi (Note (iii)) Xu Zhihao (Note (vi)) Lam KaTak (Note (vi)) Liu Yan (Note (vi))	獨立非執行董事 鍾港武 (附註(iii)) 王婕妤 (附註(iii)) 黃瑞熾 (附註(iii)) 徐志浩 (附註(vi)) 林嘉德 (附註(vi)) 劉艷 (附註(vi))	99 99 99 20 20 20	- - - - - -	- - - - - -	99 99 99 20 20 20
		477	4,837	48	5,362

10 僱員福利開支 (續)

(b) 五位最高薪人士 (續)

年內，上述三名（二零一五年：兩名）人士的薪酬範圍介乎零至1,000,000港元。

年內，並無已付或應付予五位最高薪人士款項作為加入本集團之獎勵或離職補償。

11 董事利益及權益

(a) 董事及行政總裁薪酬

截至二零一六年十二月三十一日止年度，各董事及行政總裁薪酬載列如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and CEO's emoluments (Continued)

The remuneration of every director and the CEO for the year ended 31 December 2015 is set out below:

	Fees	Basic salaries, allowances and benefits	Discretionary bonuses	Employer's contribution to a retirement benefit scheme	Total
	袍金	基本薪金、津貼及福利	酌情花紅	僱主退休金福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Chairman and CEO					
Cheung Ka Ho (CEO) (Note (i))					
主席兼行政總裁 張家豪 (行政總裁) (附註(i))	-	3,000	1,200	18	4,218
Executive directors					
Cheung Ka Kei	-	2,280	900	18	3,198
Kan Yiu Pong	-	600	200	18	818
Independent non-executive directors					
Chung Kong Mo	120	-	-	-	120
Wong Tsip Yue, Pauline	120	-	-	-	120
Wong Sui Chi	120	-	-	-	120
	360	5,880	2,300	54	8,594

Note:

- (i) Mr. Cheung Ka Ho was also the CEO as at and during the year ended 31 December 2015 and up to 27 October 2016, hence no separate disclosure in respect of the remuneration of the CEO has been made.
- (ii) Mr. Cheung Ka Ho has resigned as chairman, CEO and director of the Company on 27 October 2016. No remuneration was paid since his resignation as director of the Company.

11 董事利益及權益 (續)

(a) 董事及行政總裁薪酬 (續)

截至二零一五年十二月三十一日止年度，各董事及行政總裁薪酬如下：

	Fees	Basic salaries, allowances and benefits	Discretionary bonuses	Employer's contribution to a retirement benefit scheme	Total
	袍金	基本薪金、津貼及福利	酌情花紅	僱主退休金福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Chairman and CEO					
Cheung Ka Ho (CEO) (Note (i))					
主席兼行政總裁 張家豪 (行政總裁) (附註(i))	-	3,000	1,200	18	4,218
Executive directors					
Cheung Ka Kei	-	2,280	900	18	3,198
Kan Yiu Pong	-	600	200	18	818
Independent non-executive directors					
Chung Kong Mo	120	-	-	-	120
Wong Tsip Yue, Pauline	120	-	-	-	120
Wong Sui Chi	120	-	-	-	120
	360	5,880	2,300	54	8,594

附註：

- (i) 張家豪先生於截至二零一五年十二月三十一日止年度及直至二零一六年十月二十七日止期間亦擔任行政總裁，因此並無就行政總裁的薪酬作出單獨披露。
- (ii) 張家豪已於二零一六年十月二十七日辭任本公司主席、行政總裁兼董事職務。自彼辭任本公司董事後，概無向其支付任何薪酬。

11 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and CEO's emoluments (Continued)

Note: (Continued)

- (iii) Mr. Cheung Ka Kei, Mr. Kan Yiu Pong, Mr. Chung Ka Mo, Ms. Wong Tsip Yue, Pauline and Mr. Wong Sui Chi resigned as directors of the Company on 27 October 2016. No remuneration was paid since their resignation as directors of the Company.
- (iv) Mr. Sang Kangqiao has been appointed as executive director and chairman of the Board of Directors of the Company on 27 October 2016.
- (v) Mr. Xu Wenze and Mr. Chu Peng have been appointed as executive directors of the Company on 27 October 2016.
- (vi) Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan have been appointed as independent non-executive directors of the Company on 27 October 2016.

No directors waived or agreed to waive any emoluments during the year. No incentive payment for joining the Group or compensation for loss of office was paid or payable to any directors during the year.

(b) Directors' retirement benefits

No retirement benefits were paid to the directors of the Company during the year ended 31 December 2016 by a defined contribution plan operated by the Group in respect of their services as directors of the Company (2015: same). No other retirement benefits were paid to the directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2015: same).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 December 2016 (2015: same).

11 董事利益及權益 (續)

(a) 董事及行政總裁薪酬

(續)

附註：(續)

- (iii) 張家驥先生、簡耀邦先生、鍾港武先生、王婕妤女士及黃瑞熾先生已於二零一六年十月二十七日辭任本公司董事職務。自彼等辭任本公司董事後，概無向其支付任何薪酬。
- (iv) 桑康喬先生已於二零一六年十月二十七日獲委任為本公司執行董事兼董事會主席。
- (v) 許文澤先生及崔鵬先生已於二零一六年十月二十七日獲委任為本公司執行董事。
- (vi) 徐志浩先生、林嘉德先生及劉艷女士已於二零一六年十月二十七日獲委任為本公司獨立非執行董事。

於本年度，概無董事放棄或同意放棄任何薪酬。於本年度，概無已付或應付任何董事加入本集團的獎勵或離職補償。

(b) 董事退休福利

截至二零一六年十二月三十一日止年度，本集團營運之界定供款計劃並無就本公司董事擔任其職位所提供服務向本公司董事支付任何退休福利（二零一五年：相同）。概無就董事管理本公司或其附屬公司事務而提供之其他服務向其支付其他退休福利（二零一五年：相同）。

(c) 董事離職福利

截至二零一六年十二月三十一日止年度，概無董事已收取或將收取任何離職福利（二零一五年：相同）。

11 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2016, the Company did not pay any considerations to any third parties for making available the services of themselves as directors of the Company (2015: same).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings were entered into by the Company or its subsidiary undertaking in favour of the directors of the Company, a controlled body corporate or a connected entity of such directors at any time during the year (2015: same).

(f) Directors' material interests in transactions, arrangements or contracts

Save for transactions disclosed elsewhere in the notes to these financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2015: same).

11 董事利益及權益 (續)

(d) 就獲取董事服務而向第三方支付之代價

截至二零一六年十二月三十一日止年度，本公司並無就獲取本公司董事服務而向任何第三方支付任何代價（二零一五年：相同）。

(e) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於本年度任何時間內，本公司或其附屬公司概無以本公司董事、董事之受控制法團或關連實體為受益人進行貸款、準貸款或其他交易（二零一五年：相同）。

(f) 董事於交易、安排或合約中之重大權益

除本財務報表其它附註所披露之交易外，並無有關本集團業務而本公司作為其中一方且本公司董事於其中（不論直接或間接）擁有重大權益（於本年年底或於年內任何時間）的重大交易、安排及合約（二零一五年：相同）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 FINANCE COST – NET

12 財務成本－淨額

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Finance income	財務收入		
– Interest income on short-term bank deposits	– 短期銀行存款的 利息收入	8	28
– Interest income arising from discount of non-current rental deposits	– 非流動租金按金貼 現產生的利息收入	341	626
		349	654
Finance costs	財務成本		
– Interest expense on bank borrowings	– 銀行借款利息開支	(980)	(614)
– Interest expense on finance lease liabilities	– 融資租賃負債的 利息開支	(24)	(45)
– Interest expense on loans from a shareholder (Note 33(b))	– 股東貸款利息開支 (附註33(b))	(209)	–
– Unwinding of discount of provision for reinstatement costs (Note 29)	– 解除修復成本撥備的 貼現(附註29)	(112)	(103)
		(1,325)	(762)
Finance cost – net	財務成本－淨額	(976)	(108)

Notes to the Consolidated Financial Statements 綜合財務報表附註

13 INCOME TAX EXPENSE

13 所得稅開支

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current income tax	即期所得稅		
Current income tax on profits for the year	年度溢利的即期所得稅	996	1,106
Deferred income tax (Note 28)	遞延所得稅(附註28)		
Origination and reversal of temporary differences	暫時差額的產生及撥回	991	(901)
Income tax expense	所得稅開支	1,987	205

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the tax rate of Hong Kong as follows:

本集團除所得稅前虧損的稅項與理論上按香港稅率計算所得金額之間的差異如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(51,859)	(5,773)
Tax calculated at tax rate of 16.5% (2015: 16.5%)	按16.5% (二零一五年: 16.5%) 的稅率計算所得之稅項	(8,557)	(953)
Income not subject to tax	毋須課稅收入	(260)	(112)
Expenses not deductible for tax purposes	不可扣稅開支	4,860	1,370
Utilisation of previously unrecognised tax losses	動用先前未確認稅項虧損	-	(100)
Tax losses for which no deferred income tax asset was recognised	未確認遞延所得稅資產的 稅項虧損	5,944	-
		1,987	205

14 LOSS PER SHARE**(a) Basic**

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2016 二零一六年	2015 二零一五年
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損 (千港元)	(53,846)	(5,978)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	440,570	440,570
Basic loss per share (HK\$)	每股基本虧損 (港元)	(12 cents 港仙)	(1 cent 港仙)

The calculation of basic loss per share for the year ended 31 December 2016 is based on the loss attributable to owners of the Company of HK\$53,846,000 (2015:HK\$5,978,000) and the weighted average of ordinary shares in issue 440,570,000 (2015: 440,570,000 ordinary shares).

14 每股虧損**(a) 基本**

每股基本虧損乃採用本公司擁有人應佔虧損除以年內已發行普通股的加權平均數計算。

截至二零一六年十二月三十一日止年度的每股基本虧損乃基於本公司擁有人應佔虧損53,846,000港元(二零一五年:5,978,000港元)及已發行的普通股加權平均數440,570,000股(二零一五年:440,570,000股普通股)計算。

14 LOSS PER SHARE (Continued)

(b) Diluted

The Company has one category of dilutive potential ordinary shares: contingent returnable shares (Note). For the year ended 31 December 2016 and 2015, the potential ordinary shares arising from the conversion of 24,430,000 contingent returnable shares had an anti-dilutive effect on the basic loss per share, hence no diluted earnings per share was presented.

Note:

On 10 May 2013, Choi Fook Holdings Limited, a subsidiary of the Company, allotted and issued 75,000 new shares to Century Great Investments Limited ("Century Great"), which was entirely exchanged to the shares of the Company upon completion of the reorganisation on 19 November 2013 at a consideration of HK\$75,000 and the services to be provided by Century Great which include, inter alia, reviewing the Group's business operations and development and management policies from time to time, devising the Group's marketing plan, seeking strategic investors for the Group and arranging regular trainings for directors and members of the senior management for a term of five full financial years after the listing ("the vesting period"). Century Great is liable to compensate the Group for all losses and damages resulting from its failure to provide the abovementioned services at any time during the vesting period.

Century Great undertakes that within the five full financial years after the listing, it will not, for each year, sell, or dispose of more than 20% of the entire shares which are beneficially owned by it upon the listing. Non-vesting condition refers to the lock-up period for the shares which are taken into account by adjusting the fair value of the shares so that the amount reflects the discount for the lock-up period. The shares in Century Great is converted to the shares of the Company of 24,430,000 shares and are restricted for a period of 5 years.

14 每股虧損 (續)

(b) 攤薄

本公司擁有一類潛在攤薄普通股：或然可退還股份（附註）。截至二零一六年及二零一五年十二月三十一日止年度，因轉換24,430,000股或然可退還股份而產生之潛在普通股對每股基本虧損金額具有反攤薄效應，故未呈列每股攤薄盈利。

附註：

於二零一三年五月十日，本公司附屬公司彩福控股有限公司向Century Great Investments Limited（「Century Great」）配發及發行75,000股新股份，該等股份已於二零一三年十一月十九日完成重組後悉數轉換成本公司股份，代價為75,000港元，而Century Great將予提供的服務包括（其中包括）於上市後五個完整財政年度內（「歸屬期間」），不時檢討本集團的業務營運、發展及管理政策、制訂本集團的市場推廣方案、為本集團尋求策略投資者及為董事及高級管理層成員安排定期培訓。於歸屬期間任何時間內，Century Great須就未能提供上述服務令本集團蒙受的所有損失及損害作出賠償。

Century Great承諾，於上市後五個完整財政年度內各個年度，其將不會銷售或處理超過於上市後由其實益擁有的全部股份的20%。非歸屬條件涉及股份禁售期，並透過調整股份的公平值以使金額反映禁售期的貼現。Century Great的股份可轉換為24,430,000股本公司股份，限期為五年。

14 LOSS PER SHARE (Continued)

(b) Diluted (Continued)

Note: (Continued)

The fair value of the shares issued in return for services received approximates the fair value of services received by the Group. The estimate of fair value of services received was measured based on the discounted cash flow model. The fair value of the shares issued as at 10 May 2013 as determined by using the discounted cash flow was approximately HK\$18,950,000, discount rate of 15.0%, lack of control discount of 26.7% and terminal growth rate of 2.8%.

The services received by the Group commenced upon the listing. Share-based payment of HK\$18,950,000 was recognised as prepayment which is to be amortised over the vesting period of 5 years. During the year ended 31 December 2016, HK\$3,790,000 of share based payment was recognised as an expense in the consolidated statement of comprehensive income. (2015: HK\$3,790,000)

15 DIVIDENDS

The directors do not recommend the payment of final dividends for the year ended 31 December 2016 (2015: Nil).

14 每股虧損 (續)

(b) 攤薄 (續)

附註：(續)

為換取所獲取服務而發行的股份的公平值與本集團已獲取服務的公平值相若。已獲取服務的公平值估計根據貼現現金流量模式計量。於二零一三年五月十日已發行股份的公平值乃使用貼現現金流量約18,950,000港元、貼現率15.0%、缺乏控制折讓26.7%及長期增長率2.8%釐定。

本集團所獲取的服務自上市後開始。以股份為基礎的付款18,950,000港元確認為預付款項，將於五年歸屬期內攤銷。截至二零一六年十二月三十一日止年度，以股份為基礎的付款3,790,000港元（二零一五年：3,790,000港元）於綜合全面收益表確認為開支。

15 股息

董事不建議就截至二零一六年十二月三十一日止年度派付末期股息（二零一五年：無）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Air-conditioning 空調 HK\$'000 千港元	Equipment 設備 HK\$'000 千港元	Furniture and fixtures 傢俬及固定裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Land and building 土地及樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日							
Cost	成本	68,282	9,420	23,208	31,110	3,180	8,600	143,800
Accumulated depreciation	累計折舊	(37,723)	(5,906)	(18,069)	(22,539)	(1,707)	-	(85,944)
Net book amount	賬面淨值	30,559	3,514	5,139	8,571	1,473	8,600	57,856
Year ended 31 December 2015	截至二零一五年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	30,559	3,514	5,139	8,571	1,473	8,600	57,856
Additions	添置	2,634	381	239	1,370	695	-	5,319
Disposals	出售	-	-	-	-	(47)	-	(47)
Depreciation charge	折舊支出	(9,458)	(1,021)	(1,553)	(2,558)	(1,070)	(261)	(15,921)
Closing net book amount	期終賬面淨值	23,735	2,874	3,825	7,383	1,051	8,339	47,207
At 31 December 2015	於二零一五年十二月三十一日							
Cost	成本	65,489	9,801	23,147	31,635	3,643	8,600	142,315
Accumulated depreciation	累計折舊	(41,754)	(6,927)	(19,322)	(24,252)	(2,592)	(261)	(95,108)
Net book amount	賬面淨值	23,735	2,874	3,825	7,383	1,051	8,339	47,207
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	23,735	2,874	3,825	7,383	1,051	8,339	47,207
Additions	添置	11,871	1,935	4,506	4,180	-	-	22,492
Depreciation charge	折舊支出	(9,644)	(1,164)	(1,788)	(2,888)	(669)	(261)	(16,414)
Closing net book amount	期終賬面淨值	25,962	3,645	6,543	8,675	382	8,078	53,285
At 31 December 2016	於二零一六年十二月三十一日							
Cost	成本	77,360	11,736	27,653	35,815	2,042	8,600	163,206
Accumulated depreciation	累計折舊	(51,398)	(8,091)	(21,110)	(27,140)	(1,660)	(522)	(109,921)
Net book amount	賬面淨值	25,962	3,645	6,543	8,675	382	8,078	53,285

16 PROPERTY, PLANT AND EQUIPMENT (Continued)

All land and buildings in Hong Kong are held on leases of 50 years, with a remaining term of 31 years.

At 31 December 2016, the Group's land and building with net carrying amount of approximately HK\$8,078,000 (2015: HK\$8,339,000) was pledged against the bank borrowings of the Group (Note 27).

Equipment and motor vehicles include the following amounts where the Group is a lessee under finance leases:

Equipment

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost – capitalised finance leases	成本—撥作資本的融資租賃	477	477
Accumulated depreciation	累計折舊	(464)	(437)
Net book amount	賬面淨值	13	40

Motor vehicles

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost – capitalised finance leases	成本—撥作資本的融資租賃	1,929	1,929
Accumulated depreciation	累計折舊	(1,547)	(1,152)
Net book amount	賬面淨值	382	777

The Group leases various equipment and motor vehicles under non-cancellable finance lease agreements. The lease terms are between four and five years.

16 物業、廠房及設備 (續)

所有位於香港的土地及樓宇均按為期50年的租約持有，餘下年期為31年。

於二零一六年十二月三十一日，本集團賬面淨值約8,078,000港元（二零一五年：8,339,000港元）之土地及樓宇已為本集團之銀行借款作抵押（附註27）。

設備及汽車包括本集團作為融資租賃承租人的以下金額：

設備

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost – capitalised finance leases	成本—撥作資本的融資租賃	477	477
Accumulated depreciation	累計折舊	(464)	(437)
Net book amount	賬面淨值	13	40

汽車

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost – capitalised finance leases	成本—撥作資本的融資租賃	1,929	1,929
Accumulated depreciation	累計折舊	(1,547)	(1,152)
Net book amount	賬面淨值	382	777

本集團根據不可撤銷融資租賃協議租賃多項設備與汽車，租期為四至五年。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INVESTMENT PROPERTIES

17 投資物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	24,000	25,500
Fair value gains/(losses)	公平值收益/(虧損)	400	(1,500)
At 31 December	於十二月三十一日	24,400	24,000

The following amounts have been recognised in the statement of comprehensive income for the investment properties:

下列金額已於全面收益表內就投資物業作出確認：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Rental income	租金收入	591	617
Direct operating expenses from properties that generated rental income	產生租金收入之物業之直接經營開支	(90)	(61)
		501	556

The investment properties were revalued at 31 December 2016 by an independent professionally qualified valuer, Norton Appraisals Holdings Limited (2015: B.I. Appraisals Limited), using the direct comparison approach by making reference to comparable sale evidence as available in the relevant market.

投資物業已於二零一六年十二月三十一日由獨立專業合資格估值師普敦國際評估有限公司(二零一五年：保柏國際評估有限公司)採用直接比較法參考有關市場可得之可資比較銷售憑證進行重估。

The Group's interests in investment properties, held on leases of between 34 and 38 years, are located in Hong Kong.

本集團於投資物業之權益乃根據34至38年之租約持有，該等物業位於香港。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INVESTMENT PROPERTIES (Continued)

At 31 December 2016, certain investment properties situated in Hong Kong with fair value of HK\$24,400,000 (2015: HK\$24,000,000) were pledged as a security for bank borrowings made available to the Group (Note 27).

17 投資物業 (續)

於二零一六年十二月三十一日，公平值為24,400,000港元（二零一五年：24,000,000港元）的若干位於香港之投資物業已抵押作為本集團獲授銀行借款的擔保（附註27）。

Description 概況	Fair value measurements using 使用以下輸入數據之公平值計量方式		
	Quoted prices in active markets for identical assets 相同資產於活躍 市場的報價 (Level 1) (第一層) HK\$'000 千港元	Significant other observable inputs 其他重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元	Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元
At 31 December 2016	於二零一六年 十二月三十一日		
Investment properties: Industrial and residential buildings – Hong Kong	投資物業： 工廠及住宅大廈 – 香港	-	24,400
At 31 December 2015	於二零一五年 十二月三十一日		
Investment properties: Industrial and residential buildings – Hong Kong	投資物業： 工廠及住宅大廈 – 香港	-	24,000

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

本集團的政策乃於導致該轉移之事件發生或狀況出現變動當日確認公平值層級的轉入及轉出。

There were no transfers between Levels 1, 2 and 3 during the year.

年內，第一層、第二層及第三層之間並無轉撥。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INVESTMENT PROPERTIES (Continued)

The fair values of the Group's investment properties are measured at fair value hierarchy level 3 as at 31 December 2016 and 2015. Information about fair value measurements using significant unobservable input (Level 3) as follows:

17 投資物業 (續)

於二零一六年及二零一五年十二月三十一日，本集團投資物業的公平值按公平值層級第三層計量。有關使用重大不可觀察輸入數據（第三層）的公平值計量之資料如下：

Description	Fair value	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
概況	公平值 HK\$'000 千港元	估值技術	不可觀察輸入數據	不可觀察 輸入數據範圍	不可觀察輸入數據 與公平值的關係
At 31 December 2016					
於二零一六年十二月三十一日					
Industrial buildings – Hong Kong					
Units E & F, 28/F, Block 1, Vigor Industrial Building, 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories, Kwai Chung Town Lot No. 302	14,000	Direct comparison approach	Comparable sales evidence	HK\$1,700 to HK\$2,400 per square foot	The higher the comparable market price, the higher the fair value
工業大廈－香港		直接比較法	可資比較銷售憑證	每平方呎 1,700港元至 2,400港元	可資比較市值與 公平值成正比
葵涌市地段第302號 新界葵涌打磚坪街49-53號 華基工業大廈 第1期28樓E & F室					
Residential building – Hong Kong					
Flat G, 16/F, Tower 3, Phase I, Century Gateway, 83 Tuen Mun Heung Sze Wui Road, Tuen Mun, New Territories, Tuen Mun Town Lot No. 447	10,400	Direct comparison approach	Comparable sales evidence	HK\$12,000 to HK\$17,000 per square foot	The higher the comparable market price, the higher the fair value
住宅大廈－香港		直接比較法	可資比較銷售憑證	每平方呎 12,000港元至 17,000港元	可資比較市值與 公平值成正比
屯門市地段第447號 新界屯門鄉事會路83號 龍門第1期第3座16樓G室					

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17 INVESTMENT PROPERTIES (Continued)

17 投資物業 (續)

Description	Fair value	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
概況	公平值 HK\$'000 千港元	估值技術	不可觀察輸入數據	不可觀察 輸入數據範圍	不可觀察輸入數據 與公平值的關係
At 31 December 2015					
於二零一五年十二月三十一日					
Industrial buildings – Hong Kong Units E & F, 28/F, Block 1, Vigor Industrial Building, 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories, Kwai Chung Town Lot No. 302	14,000	Direct comparison approach	Comparable sales evidence	HK\$1,900 to HK\$2,300 per square foot	The higher the comparable market price, the higher the fair value
工業大廈 – 香港 葵涌市地段第302號 新界葵涌打磚坪街49-53號 華基工業大廈 第1期28樓E & F室		直接比較法	可資比較銷售憑證	每平方呎 1,900港元至 2,300港元	可資比較市值與 公平值成正比
Residential building – Hong Kong Flat G, 16/F, Tower 3, Phase I, Century Gateway, 83 Tuen Mun Heung Sze Wui Road, Tuen Mun, New Territories, Tuen Mun Town Lot No. 447	10,000	Direct comparison approach	Comparable sales evidence	HK\$12,300 to HK\$14,600 per square foot	The higher the comparable market price, the higher the fair value
住宅大廈 – 香港 屯門市地段第447號 新界屯門鄉事會路83號 瓏門第1期第3座16樓G室		直接比較法	可資比較銷售憑證	每平方呎 12,300港元至 14,600港元	可資比較市值與 公平值成正比

17 INVESTMENT PROPERTIES (Continued)

Under direct comparison approach, fair values of the investment properties are derived from comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of the properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration. The most significant impact into this valuation approach is price per square meter.

The Group reviews the valuation performed by independent valuer for financial reporting purposes. Discussion of valuation processes and results are held between management and independent professional qualified valuer for financial reporting purposes.

18 GOODWILL

On 19 June 2009, a settlement agreement (“Settlement Agreement”) was entered into among Mr. Cheung KK, Mr. Cheung KH, the then controlling shareholders, and other two partners (“Ex-Partners”), to which Mr. Cheung KK and Mr. Cheung KH acquired the remaining 50% equity interests in four restaurants located in Mong Kok, Tsim Sha Tsui, Causeway Bay and North Point operated by Step Up, Million Talent, Vast Rainbow and Choi Fook Seafood respectively from the Ex-Partners. The fair value of the consideration was approximately HK\$49,476,000, giving rise to a goodwill of approximately HK\$18,576,000. Since then, the Group, via Mr. Cheung KH and Mr. Cheung KK, owns 100% of each of Step Up, Million Talent, Vast Rainbow and Choi Fook Seafood.

17 投資物業 (續)

根據直接比較法，投資物業之公平值乃通過將待估值物業與近期交易之其他可資比較物業進行直接比較而得出。然而，由於各物業之性質互不相同，通常須作出適當調整，而允許存在可能影響標的物業可能達致之價格之質化差異。此估值方法的最重要影響為每平方米價格。

本集團已就財務申報目的審閱由獨立估值師進行的估值。管理層已就財務申報目的與獨立專業合資格估值師對估值過程及結果進行討論。

18 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	18,576	18,576
Impairment loss recognised for the year	年內確認的減值虧損	(18,576)	-
At 31 December	於十二月三十一日	-	18,576

於二零零九年六月十九日，張家驥先生、張家豪先生、當時的控股股東與其他兩名合夥人（「前合夥人」）訂立和解協議（「和解協議」），據此，張家驥先生及張家豪先生向前合夥人收購由進展、百駿、偉彩及彩福海鮮營運的分別位於旺角、尖沙咀、銅鑼灣及北角的四家酒樓的餘下50%股權。有關代價的公平值約為49,476,000港元，產生商譽約18,576,000港元。自此，本集團透過張家豪先生及張家驥先生擁有進展、百駿、偉彩及彩福海鮮的100%股權。

18 GOODWILL (Continued)

Impairment test of goodwill

The goodwill is all allocated to the four abovementioned restaurants under the Group's operating segment – operation of Chinese restaurants in Hong Kong.

The recoverable amount is calculated using pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the Chinese restaurant business.

The key assumptions used for the calculation are as follows:

		2016 二零一六年	2015 二零一五年
Annual growth rate	年增長率	3.0%-5.0%	3.0%
Terminal growth rate	長期增長率	3.0%	3.0%
Discount rate	貼現率	12.8%	12.8%

Management determined budgeted financial performance based on past performance and its expectations of the market development. The average annual growth rate used is consistent with the forecasts of the market. The discount rate used is pre-tax and reflects specific risks relating to the segment. Due to the unfavourable operating performance of these four Chinese restaurants, an impairment loss of HK\$18,576,000 (2015: Nil) was recognised in the current year.

18 商譽 (續)

商譽減值測試

商譽全部分配予本集團經營分部－於香港經營中式酒樓的上述四間酒樓。

可收回金額使用基於管理層所批准五年期財務預算所得稅前現金流量預測計算。五年期以後的現金流量使用下述估計增長率推測。增長率並無超過中式酒樓業務的長期平均增長率。

計算所用主要假設如下：

管理層根據過往表現及其對市場發展所作預期釐定預算財務表現。所採用的平均年度增長率與市場預期一致。所採用的貼現率乃稅前基準，反映了與該分部有關的特定風險。因此等四家中式酒樓的經營表現不佳，故於本年內確認減值虧損18,576,000港元（二零一五年：無）。

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19 FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

19 按類別劃分的金融工具

金融工具的會計政策已應用於下列項目：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Assets as per consolidated balance sheet 綜合資產負債表所列資產			
Loans and receivables	貸款及應收款項		
Trade receivables	貿易應收款項	1,993	1,918
Deposits and other receivables	按金及其他應收款項	34,700	28,342
Cash and cash equivalents	現金及現金等價物	298,604	29,820
Liabilities as per consolidated balance sheet 綜合資產負債表所列負債			
Other financial liabilities at amortised cost	其他按攤銷成本列賬的金融負債		
Trade payables	貿易應付款項	13,645	12,265
Accruals, provisions and other payables	應計費用、撥備及其他應付款項	19,758	15,482
Amounts due to related companies	應付關聯公司款項	-	320
Loans from a shareholder	股東貸款	280,387	-
Amount due to a director	應付一名董事款項	1,100	-
Borrowings	借款	46,519	24,976

20 TRADE RECEIVABLES

The ageing analysis of trade receivables based on invoice date is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 to 30 days	0至30日	1,469	1,251
31 to 60 days	31至60日	372	405
61 to 90 days	61至90日	152	237
Over 90 days	90日以上	-	25
		1,993	1,918

The Group's revenue from its Chinese restaurants operations is mainly conducted in cash or by credit cards. The credit periods granted by the Group to its customers in wedding related business, customers in distribution of goods and a franchisee range from 0 to 90 days. As at 31 December 2016, trade receivables that were not past due nor impaired amounted to approximately HK\$1,993,000 (2015: HK\$1,893,000). These balances relate to a wide range of customers for whom there was no recent history of default.

As at 31 December 2016, no trade receivables were impaired (2015: same). No provision for impairment of trade receivables was made as at 31 December 2016 (2015: same).

The carrying amounts of trade receivables approximate their fair values and are denominated in HK\$. The maximum exposure to credit risk at the balance sheet date is the carrying value of trade receivables mentioned above. The Group does not hold any collateral as security.

20 貿易應收款項

按發票日期呈列的貿易應收款項賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 to 30 days	0至30日	1,469	1,251
31 to 60 days	31至60日	372	405
61 to 90 days	61至90日	152	237
Over 90 days	90日以上	-	25
		1,993	1,918

本集團中式酒樓業務收益主要以現金或信用卡進行。本集團向婚禮相關業務客戶、食材分銷客戶及一名特許經營商授出的信貸期介乎0至90日。於二零一六年十二月三十一日，既無逾期亦無減值的貿易應收款項約為1,993,000港元（二零一五年：1,893,000港元），該等結餘與近期並無違約記錄的大量客戶有關。

於二零一六年十二月三十一日，概無貿易應收款項已經減值（二零一五年：相同）。於二零一六年十二月三十一日並無計提貿易應收款項減值撥備（二零一五年：相同）。

貿易應收款項的賬面值與其公平值相若，並以港元計值。結算日所面對的最大信貸風險為上述貿易應收款項的賬面值。本集團並無持有任何抵押品作為擔保。

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21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

21 按金、預付款項及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Rental deposits	租金按金	19,773	16,973
Utilities deposits	公用設施按金	5,375	5,054
Other deposits	其他按金	3,897	3,557
Other receivables	其他應收款項	65	1,962
Prepaid insurance	預付保險	1,233	1,137
Prepayment for advertising and promotions	廣告及推廣預付款項	2,917	2,374
Prepaid rent	預付租金	3,267	2,378
Prepaid service fee to temporary workers	預付臨時工的服務費	36	2,496
Other prepayments	其他預付款項	1,802	1,966
Prepayment for consultancy services (Note 14(b)(i))	諮詢服務預付款項 (附註14(b)(i))	7,372	11,162
Deposit for acquisition of an investment property (Note 34(ii))	收購一項投資物業的 按金(附註34(ii))	5,590	-
Prepayment for purchase of property, plant and equipment	購買物業、廠房及設備的 預付款項	3,200	-
		54,527	49,059
Less: Non-current portion	減：非即期部分		
– rental deposits	– 租金按金	(14,394)	(16,387)
– prepayment for consultancy services	– 諮詢服務預付款項	(3,582)	(7,372)
– prepayment for purchase of property, plant and equipment	– 購買物業、廠房及 設備的預付款項	(3,200)	-
Current portion	即期部分	33,351	25,300

The carrying amounts of deposits, prepayments and other receivable approximate their fair values and are denominated in HK\$, except for the deposit for acquisition of an investment property, amounted to HK\$5,590,000, which is denominated in Renminbi ("RMB").

按金、預付款項及其他應收款項的賬面值與其公平值相若，並以港元計值，惟收購一項投資物業的按金5,590,000港元以人民幣（「人民幣」）計值。

22 CASH AND CASH EQUIVALENTS

22 現金及現金等價物

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash at banks	銀行現金	297,286	28,767
Cash on hand	手頭現金	1,318	1,053
Cash and cash equivalents	現金及現金等價物	298,604	29,820
Maximum exposure to credit risk	最高信貸風險	297,286	28,767

Cash at banks earn interest at floating rates based on daily bank deposit rates.

銀行現金按銀行存款每日息率的浮動利率賺取利息。

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物以下列貨幣計值：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
RMB	人民幣	111,921	-
HK\$	港元	186,683	29,820
		298,604	29,820

23 SHARE CAPITAL AND SHARE PREMIUM

23 股本及股份溢價

	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 each as at 31 December 2015 and 31 December 2016			
法定： 於二零一五年 十二月三十一日及 二零一六年 十二月三十一日 每股面值0.01港元 之普通股	10,000,000,000	100,000	–
Issued and fully paid: At 1 January 2015, 31 December 2015, 1 January 2016 and 31 December 2016			
已發行及繳足： 於二零一五年 一月一日、 二零一五年 十二月三十一日、 二零一六年 一月一日及 二零一六年 十二月三十一日	465,000,000	4,650	90,326

24 RESERVES

24 儲備

		Capital reserve	Exchange reserve	Share-based payment reserve	Accumulated loss	Total
		資本儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	以股份 為基礎的 付款儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	4,986	-	18,950	(26,349)	(2,413)
Loss and total comprehensive loss attributable to owners of the Company	本公司擁有人應佔虧損及 全面虧損總額	-	-	-	(5,978)	(5,978)
At 31 December 2015	於二零一五年十二月三十一日	4,986	-	18,950	(32,327)	(8,391)
At 1 January 2016	於二零一六年一月一日	4,986	-	18,950	(32,327)	(8,391)
Comprehensive income:	全面收入:					
Loss attributable to owners of the Company	本公司擁有人應佔虧損	-	-	-	(53,846)	(53,846)
Other comprehensive income:	其他全面收入:					
Currency translation differences	貨幣換算差額	-	(53)	-	-	(53)
At 31 December 2016	於二零一六年十二月三十一日	4,986	(53)	18,950	(86,173)	(62,290)

25 TRADE PAYABLES

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

25 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 to 30 days	0至30日	8,507	8,745
31 to 60 days	31至60日	5,110	3,512
61 to 90 days	61至90日	27	-
Over 90 days	90日以上	1	8
		13,645	12,265

The carrying amounts of trade payables approximate their fair values and are denominated in HK\$.

貿易應付款項的賬面值與其公平值相若，並以港元計值。

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26 ACCRUALS, PROVISIONS AND OTHER PAYABLES AND DEPOSITS RECEIVED

26 應計費用、撥備及其他應付款項以及已收按金

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Accrued wages, salaries and bonuses	應計工資、薪金及獎金	8,593	9,162
Accrued rental expenses	應計租金開支	10,450	10,427
Accrued utilities expenses	應計公用設施開支	2,107	1,593
Payables for purchases of property, plant and equipment	購置物業、廠房及設備的應付款項	1,249	57
Other accrued expenses	其他應計開支	7,809	4,670
Provision for unutilised annual leave	未動用年假撥備	727	297
Provision for long service payment	長期服務金撥備	1,298	1,415
Total accruals, provisions and other payables	應計費用、撥備及其他應付款項總額	32,233	27,621
Less:	減：		
Non-current portion – accrued rental expenses	非即期部分 – 應計租金開支	(7,704)	(8,671)
Current portion of accruals, provisions and other payables	應計費用、撥備及其他應付款項的即期部分	24,529	18,950
Deposits received for banquets	已收婚宴按金	24,732	22,170
Deposits received for wedding related services	已收婚禮相關服務按金	913	882
Other deposits received	其他已收按金	1,512	789
Total deposits received	已收按金總額	27,157	23,841
Less:	減：		
Non-current portion – deposits received for banquets	非即期部分 – 已收婚宴按金	(552)	(790)
Current portion of deposits received	已收按金的即期部分	26,605	23,051

The carrying amounts of accruals, provisions and other payables and deposits received approximate their fair values and are denominated in HK\$.

應計費用、撥備及其他應付款項以及已收按金的賬面值與其公平值相若，並以港元計值。

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27 BORROWINGS

27 借款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current	非即期		
Finance lease liabilities (Note (b))	融資租賃負債 (附註(b))	207	395
Current	即期		
Bank borrowings (Note (a))	銀行借款 (附註(a))	46,124	24,250
Finance lease liabilities (Note (b))	融資租賃負債 (附註(b))	188	331
		46,312	24,581
Total borrowings	借款總額	46,519	24,976

Notes:

附註:

(a) Bank borrowings

(a) 銀行借款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Bank borrowings due for repayment within one year	於一年內到期償還的銀行借款	22,650	10,600
Bank borrowings due for repayment after one year which contain a repayment on demand clause	於一年後到期償還 (含有按要求償還條款) 的銀行借款	23,474	13,650
Total bank borrowings	銀行借款總額	46,124	24,250

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27 BORROWINGS (Continued)

Notes: (Continued)

(a) Bank borrowings (Continued)

The weighted effective interest rates of bank borrowings at the balance sheet date are as follows:

	2016 二零一六年	2015 二零一五年
Bank borrowings 銀行借款	3.01%	2.47%

The carrying amounts of current bank borrowings approximate their fair values, as the impact of discounting is not significant, and are denominated in HK\$.

Bank borrowings are secured by certain investment properties and property, plant and equipment of the Group of HK\$24,400,000 and HK\$8,078,000 respectively (2015: HK\$24,000,000 and HK\$8,339,000 respectively) (Notes 17 and 16).

As at 31 December 2016, the Group had total banking facilities of HK\$58,125,000 available for use, of which HK\$46,124,000 was drawn down as bank borrowings and HK\$11,816,000 was utilised for letters of bank guarantee for rental and utility deposits. The unutilised portion amounted to HK\$185,000. As at 31 December 2016, the Group failed to comply with a covenant requirement of one of the banking facilities amounting to HK\$17,500,000. Such breach of the covenant requirement may cause the relevant banking facilities to be cancelled or suspended. In March 2017, the Group had obtained the bank's one-off waiver from compliance with the relevant breached covenant requirement for the year ended 31 December 2016.

27 借款 (續)

附註：(續)

(a) 銀行借款 (續)

於結算日，銀行借款之加權實際利率如下：

	2016 二零一六年	2015 二零一五年
銀行借款	3.01%	2.47%

由於貼現影響不大，即期銀行借款的賬面值與其公平值相若，並以港元計值。

銀行借款由本集團分別為數24,400,000港元及8,078,000港元（二零一五年：分別為24,000,000港元及8,339,000港元）的若干投資物業以及物業、廠房及設備擔保（附註17及16）。

於二零一六年十二月三十一日，本集團可供使用的銀行融資合計為58,125,000港元，其中46,124,000港元作為銀行借款提取，而11,816,000港元則用於租金及公用設施按金之銀行擔保函。未動用的部分為185,000港元。於二零一六年十二月三十一日，本集團未能遵守一項銀行融資17,500,000港元的契諾要求。違反該契諾要求可能導致有關銀行融資被取消或暫停。於二零一七年三月，本集團已取得銀行一次性豁免，豁免就截至二零一六年十二月三十一日止年度遵守該項遭違反的契諾要求。

Notes to the Consolidated Financial Statements 綜合財務報表附註

27 BORROWINGS (Continued)

Notes: (Continued)

(b) Finance lease liabilities

The rights to the leased assets are reverted to the lessors in the event of default of the lease liabilities by the Group.

27 借款 (續)

附註: (續)

(b) 融資租賃負債

倘本集團欠付租賃負債，則租賃資產的權利將交回予出租人。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Gross finance lease liabilities – minimum lease payments	融資租賃負債總額 – 最低租賃付款		
– No later than 1 year	– 不遲於一年	198	355
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	211	409
		409	764
Future finance charges on finance leases	融資租賃之未來融資支出	(14)	(38)
Present value of finance lease liabilities	融資租賃負債現值	395	726
The present value of finance lease liabilities is as follows:	融資租賃負債現值如下:		
– No later than 1 year	– 不遲於一年	188	331
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	207	395
		395	726

As at 31 December 2016 and 2015, finance lease liabilities were secured by certain equipment and motor vehicles (Note 16).

於二零一六年及二零一五年十二月三十一日，融資租賃負債由若干設備及汽車作擔保（附註16）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

28 DEFERRED INCOME TAX

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

28 遞延所得稅

遞延所得稅資產與遞延所得稅負債分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deferred income tax assets:			
– Deferred income tax assets to be recovered after more than 12 months	遞延所得稅資產： – 將於12個月後收回的遞延所得稅資產	(6,632)	(4,879)
– Deferred income tax assets to be recovered within 12 months	– 將於12個月內收回的遞延所得稅資產	–	(120)
		(6,632)	(4,999)
Deferred income tax liabilities:			
– Deferred income tax liabilities to be recovered after more than 12 months	遞延所得稅負債： 將於12個月後收回的遞延所得稅負債	1,300	–
– Deferred income tax liabilities to be recovered within 12 months	– 將於12個月內收回的遞延所得稅負債	1,360	36
		2,660	36
		(3,972)	(4,963)

28 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

		Decelerated tax depreciation	Tax losses	Provisions	Total
		減速稅項折舊	稅項虧損	撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	2,433	2,826	258	5,517
Credited/(charged) to the consolidated statement of comprehensive income	計入/(扣除自) 綜合全面收益表	1,341	(501)	98	938
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	3,774	2,325	356	6,455
Credited/(charged) to the consolidated statement of comprehensive income	計入/(扣除自) 綜合全面收益表	1,352	(877)	52	527
At 31 December 2016	於二零一六年十二月三十一日	5,126	1,448	408	6,982

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$5,944,000 in respect of its losses amounting to HK\$36,028,000 that can be carried forward against future taxable income. The tax losses can be carried forward against future taxable income.

28 遞延所得稅 (續)

年內遞延所得稅資產與負債的變動(並無計及同一稅務司法權區的結餘抵銷)如下:

遞延所得稅資產

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現的程度而就所結轉之稅項虧損作確認。本集團並無確認與其虧損36,028,000港元有關之遞延稅項資產5,944,000港元。稅務虧損可結轉用以抵銷未來應課稅收入。

Notes to the Consolidated Financial Statements 綜合財務報表附註

28 DEFERRED INCOME TAX (Continued)

Deferred income tax liabilities

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	1,455
Charged to the consolidated statement of comprehensive income	自綜合全面收益表扣除	37
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及 二零一六年一月一日	1,492
Charged to the consolidated statement of comprehensive income	自綜合全面收益表扣除	1,518
At 31 December 2016	於二零一六年十二月三十一日	3,010

28 遞延所得稅 (續)

遞延所得稅負債

29 PROVISION FOR REINSTATEMENT COSTS

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	2,982	2,730
Unwinding of discount of provision (Note 11)	解除撥備的貼現 (附註11)	112	103
Additional provision	額外撥備	238	149
At 31 December	於十二月三十一日	3,332	2,982
Less: Non-current portion	減：非即期部分	(2,896)	(2,982)
Current portion	即期部分	436	-

29 修復成本撥備

Provision for reinstatement costs is recognised for the present value of costs to be incurred for the reinstatement of the properties used by the Group for its operations upon expiration of the relevant leases. As at 31 December 2016, the Group expected that the total undiscounted costs required in the future would amount to approximately HK\$3,258,000 (2015: HK\$3,251,000).

修復成本撥備乃就本集團於相關租賃到期後修復其經營所用物業所產生成本的現值而確認。於二零一六年十二月三十一日，本集團預期未來所需的未貼現成本總額將約為3,258,000港元（二零一五年：3,251,000港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

30 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Cash (used in)/generated from operations

30 綜合現金流量表附註

(a) 經營(所用)/產生的現金

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(51,859)	(5,773)
Adjustments for:	調整：		
– Depreciation of property, plant and equipment (Note 16)	– 物業、廠房及設備折舊 (附註16)	16,414	15,921
– Finance costs (Note 12)	– 財務成本 (附註12)	1,325	762
– Finance income (Note 12)	– 財務收入 (附註12)	(349)	(654)
– Share-based payment (Note 14(b))	– 以股份為基礎的付款 (附註14(b))	3,790	3,790
– Forfeiture of deposits received (Note 6)	– 沒收已收按金 (附註6)	(926)	(850)
– Loss on disposal of property, plant and equipment	– 出售物業、廠房及設備之虧損	–	23
– Loss on disposal of a subsidiary	– 出售一間附屬公司之虧損	(718)	–
– Fair value gain/(loss) of investment properties	– 投資物業之公平值收益 / (虧損)	(400)	1,500
– Impairment loss on goodwill	– 商譽減值虧損	18,576	–
Operating loss/profit before changes in working capital	營運資金變動前的經營虧損/溢利	(14,147)	14,719
Changes in working capital:	營運資金變動：		
– Trade receivables	– 貿易應收款項	(75)	650
– Deposits, prepayments and other receivables	– 按金、預付款項及其他應收款項	(130)	(5,340)
– Trade payables	– 貿易應付款項	1,380	(158)
– Accruals, provisions and other payables	– 應計費用、撥備及其他應付款項	4,612	1,531
– Deposits received	– 已收按金	4,242	(9,031)
– Amounts due to related companies	– 應付關聯公司款項	(320)	(21)
Cash (used)/generated from operations	經營(所用)/產生的現金	(4,438)	2,350

30 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Continued)

(b) During the year, the principal non-cash transactions were:

Consultancy services in form of share based payment charged to the consolidated statement of comprehensive income during the year amounted to approximately HK\$3,790,000 (2015: HK\$3,790,000) (See Note 14).

(c) In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

Net book amount (Note 16)	賬面淨值 (附註16)	-	47
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	(23)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	-	24

31 CONTINGENCIES

The Group did not have any significant contingent liabilities as at 31 December 2016 (2015: same).

30 綜合現金流量表附註 (續)

(b) 年內主要的非現金交易為：

年內，諮詢服務的以股份為基礎付款約為3,790,000港元（二零一五年：3,790,000港元），乃自綜合全面收益表扣除（見附註14）。

(c) 於綜合現金流量表中，出售物業、廠房及設備之所得款項包含：

	2016 二零一六年 HK\$ 港元	2015 二零一五年 HK\$ 港元
Net book amount (Note 16)	-	47
Loss on disposal of property, plant and equipment	-	(23)
Proceeds from disposal of property, plant and equipment	-	24

31 或然事項

於二零一六年十二月三十一日，本集團並無任何重大或然負債（二零一五年：相同）。

32 COMMITMENTS**(a) Operating lease commitments**

The Group leases various restaurant properties and equipment under non-cancellable operating lease agreements. The lease agreements are between two and four years, and majority of lease arrangements are renewable at the end of the lease period with either pre-set increment rate or market rate to be agreed with landlord.

The operating leases of certain restaurant properties also subject to turnover rent, which will be based on a certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these restaurants could not be accurately determined as at the balance sheet date, the relevant contingent rent have not been included.

The future aggregate minimum lease payments under non-cancellable operating leases in respect of properties and equipment are as follows:

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
No later than 1 year 不遲於一年	74,512	64,516
Later than 1 year and no later than 5 years 遲於一年但不遲於五年	98,251	125,399
	172,763	189,915

32 承擔**(a) 經營租賃承擔**

本集團根據不可撤銷經營租賃協議租賃多項酒樓物業及設備。該等租賃協議為期二至四年，大部分租賃安排可於租期結束後按預定遞增比率或與業主協定的市場比率予以重續。

若干酒樓物業的經營租賃亦要求按營業額支付租金，有關租金根據各租約訂明的條款及條件按將從事業務之收益的一定百分比計算。由於該等酒樓未來的收益無法於各結算日準確釐定，故並無列賬相關或然租金。

根據不可撤銷經營租賃應付的物業及設備未來最低租賃付款總額如下：

32 COMMITMENTS (Continued)

(a) Operating lease commitments (Continued)

The future aggregate lease payments under optional operating leases in respect of properties are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
No later than 1 year	不遲於一年	-	1,440
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	65,780	55,751
Later than 5 years	遲於五年	2,879	37,388
		68,659	94,579

(b) Operating lease receivables

The Group leases out certain industrial and residential buildings under non-cancellable operating lease agreements. The lease terms are between one to two years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

The future minimum lease receivables under non-cancellable operating leases in respect of the industrial and residential buildings classified as investment properties are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
No later than 1 year	不遲於一年	608	-
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	523	-
		1,131	-

32 承擔 (續)

(a) 經營租賃承擔 (續)

根據可選擇經營租賃應付的物業未來租賃付款總額如下：

(b) 應收經營租賃款項

本集團根據不可撤銷經營租賃協議出租若干工廠及住宅大廈，租期介乎一至二年，大部分有關租賃協議可於租期結束後按市場比率予以重續。

不可撤銷經營租賃項下有關分類為投資物業的工廠及住宅大廈的應收未來最低租賃款項如下：

32 COMMITMENTS (Continued)

(c) Capital commitments

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted but not provided for – purchase of property, plant and equipment	已訂約但未撥備 – 購買物業、廠房及設備	1,098	–

32 承擔 (續)

(c) 資本承擔

33 RELATED PARTY TRANSACTIONS

Parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise control or significant influence over the Group in making financial and operating decisions, or vice versa. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

(a) Related parties

The directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group during the year:

Name 名稱	Relationship with the Group 與本集團的關係
Ka Ho Educational Paper Company Limited ("Ka Ho Educational Paper") 嘉豪文教紙業有限公司(「嘉豪文教紙業」)	A company owned by connected person of Mr. Cheung Ka Ho (Note (i)) 由張家豪先生的關連人士擁有的公司(附註(i))
Tai Cheong Hong 大昌行	Controlled by Mr. Cheung Ka Kei (Note (i)) 受張家驥先生控制(附註(i))
Beijing Rixing Property Development Company Limited 北京日興房地產發展有限公司	A company partially owned by a director, Mr. Xu Wenzhe 由董事許文澤先生所部分擁有的公司

33 關聯方交易

倘有關方可直接或間接對本集團作出財務及經營決策行使控制權或施加重大影響，該方均視為與本集團有關，反之亦然。關聯方可為個人(即主要管理人員、主要股東及/或彼等近親家屬成員)或其他實體，包括受本集團關聯方(為個人)重大影響的實體。倘有關方受共同控制，則亦視為相關連。

(a) 關聯方

本公司董事認為以下公司為於年內與本集團有交易或結餘的關聯方：

33 RELATED PARTY TRANSACTIONS (Continued)

(a) Related parties (Continued)

Note (i):

Mr Cheung Ka Ho and Mr. Cheung Ka Kei have resigned as chairman & CEO and executive director of the Company respectively on 27 October 2016. Also, Mr. Cheung Ka Ho and Mr. Cheung Ka Kei ceased to be the controlling shareholder who exercise control/significant influence over the Company and thus they are not regarded as related parties since 27 October 2016.

(b) Transactions with related parties

Except for the transactions disclosed elsewhere in this report, the Group had the following significant transactions with its related parties during the year:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cleaning expenses paid or payable to a related company – Tai Cheong Hong (Note (i))	已付或應付關聯公司的清潔開支 – 大昌行 (附註(i))	1,151	1,582
Printing and stationery expenses paid or payable to a related company – Ka Ho Educational Paper (Note (i))	已付或應付關聯公司的印刷及文具費 – 嘉豪文教紙業 (附註(i))	256	425
Interest expense to a shareholder (Note (c)(iii))	支付予股東的利息開支 (附註(c)(iii))	209	–

Note:

- (i) Purchases of goods or services from related companies were carried out at a rate mutually-agreed between the parties involved in the transactions.

33 關聯方交易 (續)

(a) 關聯方 (續)

附註(i)：

張家豪先生及張家驥先生已各自於二零一六年十月二十七日辭任本公司主席及行政總裁兼執行董事。張家豪先生及張家驥先生不再為對本公司行使控制權或大影響力的控股股東，及因此彼等自二零一六年十月二十七日起不再被視為關聯方。

(b) 與關聯方的交易

年內，除本報告其他部分所披露之交易外，本集團與其關聯方訂有以下重大交易：

附註：

- (i) 向關聯公司採購貨品或服務乃按交易雙方相互協定的價格進行。

33 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

The Group had the following balances with related parties:

(i) Amounts due to related companies

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-trade payable to related companies:	應付關聯公司非貿易款項：		
– Ka Ho Educational Paper	– 嘉豪文教紙業	–	47
– Tai Cheong Hong	– 大昌行	–	273
		–	320

As at 31 December 2015, payables to related parties were unsecured, interest-free and repayable on demand. The carrying amounts of amounts due to related parties approximated their fair values and were denominated in HK\$.

於二零一五年十二月三十一日，應付關聯方款項為無抵押、免息及須在要求時償還。應付關聯方款項的賬面值與其公平值相若，並以港元計值。

(ii) Amount due to a director

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amount due to a director	應付一名董事款項		
– Xu Wenze	– 許文澤先生	1,100	–

As at 31 December 2016, amount due to a director is unsecured, interest-free and repayable on demand. The carrying amount of amount due to a director approximate its fair value and is denominated in HK\$.

於二零一六年十二月三十一日，應付一名董事款項為無抵押、免息及須在要求時償還。應付一名董事款項的賬面值與其公平值相若，並以港元計值。

33 關聯方交易 (續)

(c) 與關聯方的結餘

本集團與關聯方有以下結餘：

(i) 應付關聯公司款項

(ii) 應付一名董事款項

33 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties (Continued)

(iii) Loans from a shareholder

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loans from a shareholder	股東貸款	280,387	–

On 1 November 2016, the Company and Mr. Sang Kangqiao, a controlling shareholder and the chairman of the Board of Directors of the Company, entered into a loan facility agreement under which Mr. Sang Kangqiao has agreed to make available to the Company from time to time an unsecured loan facility amounted to HK\$300,000,000 with an interest rate of 4.5% per annum for a term of 2 years. As at 31 December 2016, a total of HK\$280,387,000 were drawn down. The carrying amounts of loans from a shareholder approximate their fair values, are denominated in HK\$ and repayable on demand. Subsequent to the balance sheet date, on 24 February 2017, the loans from a shareholder amounting to HK\$280,387,000 were fully repaid.

33 關聯方交易 (續)

(c) 與關聯方的結餘 (續)

(iii) 股東貸款

於二零一六年十一月一日，本公司與本公司之控股股東兼董事會主席桑康喬先生訂立一項貸款融資協議，據此，桑康喬先生同意不時向本公司提供一筆300,000,000港元、年利率為4.5%的無抵押貸款融資，為期兩年。於二零一六年十二月三十一日，總共280,387,000港元已提取。股東貸款的賬面值與其公平值相若，以港元計值及須在要求時償還。於結算日後，280,387,000港元之股東貸款已於二零一七年二月二十四日悉數償還。

33 RELATED PARTY TRANSACTIONS (Continued)

(d) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. During the year, key management includes three (2015: three) executive directors, one (2015: one) operations manager and two (2015: two) head chefs. The remuneration paid or payable to key management for employee services is shown below:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	6,469	7,390
Discretionary bonuses	酌情花紅	95	2,575
Employer's contribution to pension scheme	僱主退休金計劃供款	99	108
		6,663	10,073

The remuneration of key management fell within the following bands:

		Number of individuals 人數	
		2016 二零一六年	2015 二零一五年
Remuneration bands:	薪酬範圍：		
Nil – HK\$1,000,000	零至1,000,000港元	4	4
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至2,000,000港元	2	2

33 關聯方交易 (續)

(d) 主要管理人員薪酬

主要管理人員指有權及有責任規劃、主管及控制本集團活動的人士。於年內，主要管理人員包括三名(二零一五年：三名)執行董事、一名(二零一五年：一名)業務經理及兩名(二零一五年：兩名)主管。已付或應付主要管理人員僱員服務的薪酬列示如下：

主要管理人員的薪酬範圍如下：

34 EVENTS AFTER BALANCE SHEET DATE

- (i) On 4 January 2017, the Company entered into an agreement for the placing of up to an aggregate of 93,000,000 new ordinary shares to not less than six places at a price of HK\$1.61 per share. On 23 January 2017, the conditions set out in the placing agreement have been fulfilled and the placing were completed on the same date. The net proceeds of the placing amounted to approximately HK\$146,740,000 (after deduction of the placing commission and other expenses from the gross proceeds of HK\$149,730,000). The net proceeds from the placing were to be used for repayment of part of the loans from a shareholder, financing the general working capital and future investments of the Group.
- (ii) On 7 December 2016, an indirect wholly-owned subsidiary of the Company (the "Purchaser") entered into an acquisition agreement pursuant to which the Purchaser conditionally agreed to purchase an investment property located in Beijing from Beijing Rixing Property Development Company Limited (the "Vendor"), a company partially owned by a connected person of the Group at the consideration of RMB101,090,000 (equivalent to approximately HK\$113,019,000). An amount of RMB5,000,000 (equivalent to HK\$5,590,000) has been paid to the Vendor as a deposit (See Note 21) upon signing of the acquisition agreement. Subsequent to the balance sheet date on 28 February 2017, the condition precedent have not been fulfilled. A written agreement was reached for the lapse of the acquisition agreement and the deposit is expected to be refunded by the related company.
- (iii) With the completion of share placement and the lapse of the acquisition agreement as discussed in note (i) and (ii) above, the shareholder loans down down were fully repaid on 24 February 2017.

34 結算日後事項

- (i) 於二零一七年一月四日，本公司訂立協議，據此以每股1.61港元的價格向不少於六名承配人合共配售最多93,000,000股新普通股。於二零一七年一月二十三日，配售協議所載條件已獲達成，配售亦於同日完成。配售所得款項淨額約為146,740,000港元（自所得款項總額149,730,000港元扣除配售佣金及其他開支後）。配售所得款項淨額將用於償還部分股東貸款，並為本集團的一般營運資金及未來投資撥付資金。
- (ii) 於二零一六年十二月七日，本公司之間接全資附屬公司（「買方」）訂立收購協議，據此，買方有條件地同意向本集團關連人士部分擁有的北京日興房地產發展有限公司（「賣方」）購買一處位於北京的投資物業，代價為人民幣101,090,000元（約113,019,000港元）。於簽署收購協議時，買方向賣方支付人民幣5,000,000元（相等於5,590,000港元）作為訂金（見附註21）。於結算日後的二零一七年二月二十八日，先決條件未獲達成。賣方與買方已書面認定收購協議已告失效，且訂金預期將由相關公司退還。
- (iii) 隨着上文附註(i)及(ii)所述之配售協議完成及收購協議失效，已提取的股東貸款已於二零一七年二月二十四日悉數償還。

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 SUBSIDIARIES

The following is a list of the principal subsidiaries as at 31 December 2016:

35 附屬公司

以下為於二零一六年十二月三十一日
主要附屬公司名單：

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Directly held subsidiaries 直接持有附屬公司					
YuYan Group (HK) Investment Limited 譽宴集團(香港)有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年三月一日	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元的普通股	100%	Investment holding 投資控股
YuYan Group Trading Limited 譽宴集團貿易有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年三月一日	1 ordinary share of US\$1 each 1股每股面值1美元的普通股	100%	Investment holding 投資控股
YuYan Group Distribution Limited 譽宴集團批發有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年三月一日	1 ordinary share of US\$1 each 1股每股面值1美元的普通股	100%	Investment holding 投資控股
YuYan Group Wedding Limited 譽宴集團婚禮有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年三月一日	1 ordinary share of US\$1 each 1股每股面值1美元的普通股	100%	Investment holding 投資控股
Kind Access Development Limited	British Virgin Islands 英屬處女群島	23 July 2014 二零一四年七月二十三日	1 ordinary share of US\$1 each 1股每股面值1美元的普通股	100%	Investment holding 投資控股
Wild South Limited	British Virgin Islands 英屬處女群島	4 November 2016 二零一六年十一月四日	1 ordinary share of US\$1 each 1股每股面值1美元的普通股	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries as at 31 December 2016: (Continued)

35 附屬公司 (續)

以下為於二零一六年十二月三十一日
主要附屬公司名單：(續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Indirectly held subsidiaries 間接持有附屬公司					
U Banquet Group Limited 譽宴集團有限公司	Hong Kong 香港	18 June 2010 二零一零年 六月十八日	100 ordinary shares 100股普通股	100%	Investment holding 投資控股
Choi Fook Holdings Limited 彩福控股有限公司	Hong Kong 香港	25 June 2009 二零零九年 六月二十五日	1,075,003 ordinary shares 1,075,003股普通股	100%	Investment holding 投資控股
Step Up Corporation Limited 進展有限公司	Hong Kong 香港	2 December 2005 二零零五年 十二月二日	3,000,000 ordinary shares 3,000,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Million Talent Investment Limited 百駿投資有限公司	Hong Kong 香港	4 November 2006 二零零六年 十一月四日	4,000,000 ordinary shares 4,000,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Choi Fook Seafood Restaurant Limited 彩福海鮮酒家有限公司	Hong Kong 香港	9 January 2002 二零零二年 一月九日	800,000 ordinary shares 800,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries as at 31 December 2016: (Continued)

35 附屬公司 (續)

以下為於二零一六年十二月三十一日
主要附屬公司名單：(續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Indirectly held subsidiaries (Continued) 間接持有附屬公司 (續)					
Vast Rainbow Limited 偉彩有限公司	Hong Kong 香港	16 August 2007 二零零七年 八月十六日	5,000,000 ordinary shares 5,000,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Elite Rainbow Corporation Limited 韻彩有限公司	Hong Kong 香港	27 March 2009 二零零九年 三月二十七日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Smiling Profit Limited 慶彩有限公司	Hong Kong 香港	11 December 2009 二零零九年 十二月十一日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Choi Fook Royal Banquet Limited 彩福皇宴有限公司	Hong Kong 香港	6 July 2009 二零零九年 七月六日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Good Fortress Inc Limited 豐勝有限公司	Hong Kong 香港	11 December 2012 二零一二年 十二月十一日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有

Notes to the Consolidated Financial Statements 綜合財務報表附註

35 SUBSIDIARIES (Continued)

The following is a list of the principal subsidiaries as at 31 December 2016: (Continued)

35 附屬公司 (續)

以下為於二零一六年十二月三十一日
主要附屬公司名單：(續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Indirectly held subsidiaries (Continued) 間接持有附屬公司 (續)					
Great Business (China & HK) Trading Limited 宏業(中港)貿易有限公司	Hong Kong 香港	17 April 2012 二零一二年 四月十七日	10,000 ordinary shares 10,000股普通股	100%	Sales of furniture and fixtures 銷售傢俬及固定裝置
Modern Management (Restaurant) Limited 現代管理(飲食)有限公司	Hong Kong 香港	26 April 2013 二零一三年 四月二十六日	4 ordinary shares 4股普通股	100%	Investment holding 投資控股
Smart Award Limited ("Smart Award") 禮美有限公司(「禮美」)	Hong Kong 香港	23 April 2012 二零一二年 四月二十三日	10,001 ordinary shares 10,001股普通股	100%	Sales of frozen food and high value dried food 銷售冷凍食品及 高價值乾貨
General Corporation Limited ("General Corporation") 浩凌有限公司(「浩凌」)	Hong Kong 香港	16 August 2012 二零一二年 八月十六日	10,001 ordinary shares 10,001股普通股	100%	Sales of fresh vegetables 銷售新鮮蔬菜
U Weddings Studio Limited 譽婚攝影有限公司	Hong Kong 香港	26 April 2013 二零一三年 四月二十六日	1 ordinary share 1股普通股	100%	Provision of wedding services 提供婚禮服務
Billion Treasure Property Development Limited 億采物業發展有限公司	Hong Kong 香港	24 October 2007 二零零七年 十月二十四日	3,200,000 ordinary shares 3,200,000股普通股	100%	Lease of investment properties 投資物業租賃
華成控股有限公司	The people Republic of China ("PRC") 中華人民共和國 (「中國」)	1 November 2016 二零一六年 十一月一日	1,000,000 ordinary shares 1,000,000股普通股	100%	Dormant 暫無營運

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 BALANCE SHEET OF THE COMPANY

36 本公司資產負債表

		As at 31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元	As at 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries (Note (b))	於附屬公司投資 (附註(b))	67,357	89,409
Current assets	流動資產		
Deposits and prepayments	按金及預付款項	464	2,948
Amounts due from subsidiaries	應收附屬公司款項	117,387	42,287
Cash and cash equivalents	現金及現金等價物	160,875	4,544
		346,083	49,779
Total assets	總資產	346,083	139,188
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital (Note 23)	股本 (附註23)	4,650	4,650
Share premium (Note 23)	股份溢價 (附註23)	90,326	90,326
Other reserve (Note (a))	其他儲備 (附註(a))	33,598	33,598
Accumulated losses (Note (a))	累計虧損 (附註(a))	(66,983)	(13,252)
Total equity	總權益	61,591	115,322
LIABILITIES	負債		
Current liabilities	流動負債		
Accruals and provisions	應計費用及撥備	2,737	2,014
Amounts due to subsidiaries	應付附屬公司款項	1,368	21,852
Loans from a shareholder	股東貸款	280,387	-
Total liabilities	總負債	284,492	23,866
Total equity and liabilities	權益及負債總額	346,083	139,188

The balance sheet of the Company was approved by the Board of Directors on 23 March 2017 and was signed on its behalf

本公司資產負債表已於二零一七年三月二十三日獲董事會批准及由以下代表簽署

Sang Kangqiao
桑康喬
Director
董事

Xu Wenze
許文澤
Director
董事

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 BALANCE SHEET OF THE COMPANY (Continued)

Note (a): Reserve movement of the Company

		Other reserve	Accumulated losses	Total
		其他儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	33,598	(13,310)	20,288
Profit and total comprehensive income for the year	年度溢利及全面收入總額	–	58	58
At 31 December 2015	於二零一五年十二月三十一日	33,598	(13,252)	20,346
At 1 January 2016	於二零一六年一月一日	33,598	(13,252)	20,346
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	–	(53,731)	(53,731)
At 31 December 2016	於二零一六年十二月三十一日	33,598	(66,983)	33,385

Note (b): Investments in subsidiaries

Due to the deterioration in sales performance, an impairment testing of investment in subsidiaries was performed by the directors of the Company. An impairment charge was recognised in the Company's income statement for the year amounted to HK\$43,557,000 (2015: Nil).

36 本公司資產負債表 (續)

附註(a)：本公司之儲備變動

附註(b)：於附屬公司投資

因銷售表現下跌，本公司董事對於附屬公司投資作出減值測試。本公司於年內收入表確認減值支出43,557,000港元（二零一五年：無）。



U BANQUET GROUP HOLDING LIMITED

譽宴集團控股有限公司