

# Longhui International Holdings Limited

## 龍輝國際控股有限公司

(Formerly known as "DAQING DAIRY HOLDINGS LIMITED" 前稱為「大慶乳業控股有限公司」)

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：01007



輝哥

洪員外

小輝哥火鍋



Annual Report

# 2018 年報

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## Corporate Information 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Hung Shui Chak (*Chairman*)  
(appointed on 6 July 2018)  
Mr. So Kam Chuen (appointed on 6 July 2018)  
Mr. Yuan Mingjie (appointed on 6 July 2018)  
Mr. Chen Jun (appointed on 6 July 2018)  
Mr. Su Guicai (appointed on 10 August 2018 and  
resigned on 1 March 2019)  
Dr. Choi Chiu Fai Stanley (resigned on 6 July 2018)  
Mr. Choi Ka Wai (resigned on 6 July 2018)

#### Independent Non-executive Directors

Mr. Ha Kee Choy Eugene  
Mr. Chan Chun Yiu Thomas  
(appointed on 6 July 2018)  
Mr. Tam Bing Chung Benson (appointed on 1 March 2019)  
Mr. Mai Guangfan (appointed on 6 July 2018 and  
resigned on 1 March 2019)  
Mr. Szeto Tat Kwan Brandon  
(resigned on 6 July 2018)  
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018)

### AUDIT COMMITTEE

Mr. Ha Kee Choy Eugene (*Chairman*)  
Mr. Chan Chun Yiu Thomas  
(appointed on 6 July 2018)  
Mr. Tam Bing Chung Benson (appointed on 1 March 2019)  
Mr. Mai Guangfan (appointed on 6 July 2018 and  
resigned on 1 March 2019)  
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018)  
Mr. Szeto Tat Kwan Brandon  
(resigned on 6 July 2018)

### 董事會

#### 執行董事

洪瑞澤先生(*主席*)  
(於二零一八年七月六日獲委任)  
蘇錦存先生(於二零一八年七月六日獲委任)  
袁明捷先生(於二零一八年七月六日獲委任)  
陳軍先生(於二零一八年七月六日獲委任)  
蘇貴才先生(於二零一八年八月十日  
獲委任並於二零一九年三月一日辭任)  
蔡朝暉博士(於二零一八年七月六日辭任)  
蔡嘉偉先生(於二零一八年七月六日辭任)

#### 獨立非執行董事

夏其才先生  
陳浚曜先生  
(於二零一八年七月六日獲委任)  
譚秉忠先生(於二零一九年三月一日獲委任)  
麥廣帆先生(於二零一八年七月六日  
獲委任並於二零一九年三月一日辭任)  
司徒達坤先生  
(於二零一八年七月六日辭任)  
霍偉明先生(於二零一八年七月六日辭任)

### 審核委員會

夏其才先生(*主席*)  
陳浚曜先生  
(於二零一八年七月六日獲委任)  
譚秉忠先生(於二零一九年三月一日獲委任)  
麥廣帆先生(於二零一八年七月六日  
獲委任並於二零一九年三月一日辭任)  
霍偉明先生(於二零一八年七月六日辭任)  
司徒達坤先生  
(於二零一八年七月六日辭任)

## Corporate Information 公司資料

### REMUNERATION COMMITTEE

Mr. Tam Bing Chung Benson (*Chairman*)  
(appointed on 1 March 2019)  
Mr. Ha Kee Choy Eugene  
Mr. Chan Chun Yiu Thomas  
(appointed on 6 July 2018)  
Mr. Mai Guangfan  
(appointed on 6 July 2018 and  
resigned on 1 March 2019)  
Mr. Szeto Tat Kwan Brandon  
(resigned on 6 July 2018)  
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018)

### NOMINATION COMMITTEE

Mr. Chan Chun Yiu Thomas (*Chairman*)  
(appointed on 6 July 2018)  
Mr. Ha Kee Choy Eugene  
Mr. Hung Shui Chak (appointed on 6 July 2018)  
Mr. Szeto Tat Kwan Brandon  
(resigned on 6 July 2018)  
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018)

### COMPANY SECRETARY

Mr. Wong Chun Kit

### AUTHORISED REPRESENTATIVES

Mr. Hung Shui Chak (*Chairman*)  
(appointed on 6 July 2018)  
Mr. Yuan Mingjie (appointed on 6 July 2018)  
Dr. Choi Chiu Fai Stanley  
(resigned on 6 July 2018)  
Mr. Wong Chun Kit  
(resigned on 6 July 2018)

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 薪酬委員會

譚秉忠先生(*主席*)  
(於二零一九年三月一日獲委任)  
夏其才先生  
陳浚曜先生  
(於二零一八年七月六日獲委任)  
麥廣帆先生  
(於二零一八年七月六日獲委任  
並於二零一九年三月一日辭任)  
司徒達坤先生  
(於二零一八年七月六日辭任)  
霍偉明先生(於二零一八年七月六日辭任)

### 提名委員會

陳浚曜先生(*主席*)  
(於二零一八年七月六日獲委任)  
夏其才先生  
洪瑞澤先生(於二零一八年七月六日獲委任)  
司徒達坤先生  
(於二零一八年七月六日辭任)  
霍偉明先生(於二零一八年七月六日辭任)

### 公司秘書

王震傑先生

### 授權代表

洪瑞澤先生(*主席*)  
(於二零一八年七月六日獲委任)  
袁明捷先生(於二零一八年七月六日獲委任)  
蔡朝暉博士  
(於二零一八年七月六日辭任)  
王震傑先生  
(於二零一八年七月六日辭任)

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## Corporate Information 公司資料

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1502, 15/F.  
Lucky Building  
39 Wellington Street, Central  
Hong Kong

### PRINCIPAL BANKS

The Bank of East Asia, Limited  
CMB Wing Lung Bank Ltd.  
China Merchants Bank Co., Ltd.

### AUDITOR

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants

### SHARE REGISTRARS

#### Cayman Islands Principal Share Registrar and Transfer Office

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

### STOCK CODE

1007

### COMPANY WEBSITE

<http://www.cre8ir.com/longhui/>

### 香港主要營業地點

香港  
中環威靈頓街39號  
六基大廈  
15樓1502室

### 主要往來銀行

東亞銀行有限公司  
招商永隆銀行有限公司  
招商銀行股份有限公司

### 核數師

國衛會計師事務所有限公司  
香港執業會計師

### 股份登記處

#### 開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

#### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716室

### 股份代號

1007

### 公司網址

<http://www.cre8ir.com/longhui/>

## Chairman's Statement 主席報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Longhui International Holdings Limited (the "Company") (together with its subsidiaries, the "Group"), I hereby present to you the annual results for the year ended 31 December 2018.

### BUSINESS REVIEW

Despite the suspension of trading in the shares of the Company (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 22 March 2012 (the "Suspension"), with the continuous support to the Company from all the shareholders of the Company (the "Shareholders"), potential investors, business partners and other stakeholders, trading in the Shares was resumed on 6 July 2018 upon fulfilling all the resumption conditions imposed by the Stock Exchange (details of which are set out in the announcement of the Company dated 5 July 2018).

Following the resumption, we are principally engaged in the hotpot restaurant business in the People's Republic of China (the "PRC"). The hotpot business subsequently becomes the core operating business of the Group. The Group's revenue decreased by approximately 10.8% from approximately RMB700.4 million (restated) in 2017 to approximately RMB624.7 million in 2018. Loss for the year attributable to owners of the Company for 2018 was approximately RMB451.1 million, as compared with profit for the year of approximately RMB25.7 million (restated) for 2017. Basic loss per share for 2018 was approximately RMB0.1 cents as compared with basic earnings per share of approximately RMB0.01 cents (restated) for 2017.

尊敬的各位股東：

本人謹代表龍輝國際控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事(「董事」)會(「董事會」)特此向各位股東呈報截至二零一八年十二月三十一日止年度的全年業績。

### 業務回顧

即使本公司股份(「股份」)自二零一二年三月二十二日以後在香港聯合交易所有限公司(「聯交所」)暫停買賣，但在本公司全體股東(「股東」)、準投資者、業務夥伴和其他持份者的持續支持下，股份已在達成聯交所施加的所有復牌條件後，於二零一八年七月六日恢復買賣(有關詳情請參閱本公司日期為二零一八年七月五日的公告)。

復牌後，我們主要於中華人民共和國(「中國」)從事火鍋餐廳業務。火鍋業務隨後成為本集團的核心營運業務。本集團的收益由二零一七年的約人民幣700,400,000元(經重列)減少約10.8%，至二零一八年約人民幣624,700,000元。本公司擁有人應佔二零一八年虧損約人民幣451,100,000元，而二零一七年年內溢利約為人民幣25,700,000元(經重列)。二零一八年每股基本虧損約人民幣0.1分，而二零一七年每股基本盈利約為人民幣25,700,000元(經重列)。

## Chairman's Statement 主席報告書

The net loss for the year was mainly attributable to: (i) the listing expenses incurred for the resumption of the trading of the shares of the Company on the Stock Exchange during 2018; (ii) a decrease in the revenue of the hotpot business of its existing restaurants due to decrease of customer flow impacted by the economic recession in mainland and competition in other restaurants which lead to lesser attraction from customers as compared to the year ended 31 December 2017; (iii) the existing thin profit margin and further decrease in the gross profit margin of the hotpot business for 2018 as compared to 2017 as a result of increase in direct costs of raw materials and operation; (iv) delay in opening of new restaurants according to original plan due to adverse market condition; and (v) provision for impairment on property, plant and equipment. The performance of the hotpot business was fell short of expectation, the Group will review the weakness rigorously and to make further improvement.

During 2018, the Company adopted a new Company name "Longhui International Holdings Limited" and a new dual foreign name of the Company in Chinese "龍輝國際控股有限公司" to symbolise a fresh start of the Company following the resumption and to reflect the actual business operation of the Group with Longhui International Catering Management Holdings Limited (龍輝國際餐飲管理控股有限公司) and its subsidiaries. The new Company name is expected to enhance corporate image and identity of the Company.

The Group is optimistic about the prospects and the potential momentum of the hotpot business which will generate satisfactory income to the Group in the future. Further, the Board would like to assure the Shareholders and the potential investors that the Board is committed to (i) supervising the management of the Group and to maintain sound and effective internal controls to safeguard the Shareholders' investment and the Group's assets; and (ii) continuously and proactively strengthening the corporate governance of the Company to establish a solid foundation for the operation and future growth while learning the lesson from the incidence leading to the Suspension in order to maximise the value of the Company and hence the return to the Shareholders.

本年度淨虧損主要來自：(i)二零一八年內本公司股份在聯交所恢復買賣所產生的上市開支；(ii)由於客戶流量受內地經濟衰退影響而減少以及其他餐廳競爭，導致客戶吸引力較截至二零一七年十二月三十一日止年度下降，令現有餐廳的火鍋業務收入減少；(iii)由於材料及營運的直接成本增加，現有利潤率微薄，及二零一八年火鍋業務的毛利率較截至二零一七年的毛利率進一步下降；(iv)因市場情況不利，按原計劃延遲開設新餐廳；及(v)為物業、廠房及設備作減值撥備。火鍋業務的表現未能達到預期，本集團將嚴格審查弱點，並進一步改善。

二零一八年內，本公司採納新公司名稱「Longhui International Holdings Limited」及新雙重外文中文名稱「龍輝國際控股有限公司」以標誌本公司復牌後的全新開始，並反映本集團與龍輝國際餐飲管理控股有限公司及其附屬公司的實際業務營運。新公司名稱預期將提升本公司的企業形像及身份。

本集團對火鍋業務的前景及潛在動力持樂觀態度，未來將為本集團帶來滿意收入。此外，董事謹此向股東和準投資者保證，董事會致力(i)監督本集團管理，並會維持可靠兼有效的內部監控，保障股東投資和本集團資產；及(ii)持續及積極加強本公司的企業管治，為營運和將來增長奠下穩固基礎，同時從導致停牌的事件汲取教訓，藉此將公司的價值及其後的股東回報達致最高。

## Chairman's Statement 主席報告書

### APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my sincere appreciation to our staff for their dedication and commitment as well as to our valued shareholders, customers, suppliers and other business partners for their support and encouragement to the Group in the past years.

*Chairman*  
**Hung Shui Chak**

Hong Kong, 29 March 2019

### 致謝

最後，本人謹藉此機會代表董事會感謝本公司員工一直以來的付出及貢獻，以及對本公司尊貴的股東、客戶、供應商及其他業務夥伴過去多年的支持及鼓勵致以真誠的謝意。

*主席*  
**洪瑞澤**

香港，二零一九年三月二十九日



# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

The shares of the Company had been suspended from trading on the Stock Exchange from 22 March 2012 and resumption (the “Resumption”) in the trading of the shares of the Company on the Stock Exchange took place on 6 July 2018 upon fulfilling all the resumption conditions imposed by the Stock Exchange. Following the Resumption, we are principally engaged in the hotpot restaurant business in the PRC.

The Company has a clear and distinct focus on the market segments that it appeals to and thus it created three brands, namely Faigo (“輝哥”), Xiao Faigo Hotpot (“小輝哥火鍋”) and Hong Yuanwai (“洪員外”). Restaurants operating under the brand Faigo appeal to the high-end market such as business clientele, while restaurants operating under the brands Xiao Faigo Hotpot (“小輝哥火鍋”) and Hong Yuanwai (“洪員外”) cater to the mid-tier market for a wide spectrum of guests.

The brand Faigo (“輝哥”) specializes in seafood hotpot cuisine with a signature menu which is characterized by the aromatic soup base and a wide range of selection of seafood and beef. The Company started its first restaurant in Shanghai in 2004 under the brand Faigo and gradually expanded its restaurant network to other major cities in the PRC including Beijing, Shenzhen, Nanjing and Hangzhou since 2010.

In 2013, Sina Weibo, a popular social media in the PRC, chose the brand Faigo as one of the most popular restaurants amongst foodies — “2013年最受吃貨喜愛的人氣餐廳”. In 2014, the Company was named as a five-star merchant by dianping.com, a widely used search engine for restaurants in the PRC. The brand Faigo was named as one of the top 10 hotpot brand in 2016 by the China Hotel Association. In 2018, Xiao Faigo Hotpot (“小輝哥火鍋”) was awarded “China’s Top 100 Hotpot Enterprises in 2017 (2017年度中國火鍋百強企業)” by China Cuisine Association.

### 業務回顧

本公司股份自二零一二年三月二十二日起於聯交所暫停買賣。達成所有聯交所施加的復牌條件後，本公司股份於二零一八年七月六日於聯交所復牌（「復牌」）。復牌後，我們主要於中國從事火鍋餐廳業務。

本公司定位清晰，目標市場明確，因此創立三個主要品牌，即「輝哥」、「小輝哥火鍋」及「洪員外」。「輝哥」食店主攻高端市場，賓客對象包括商務人員等，而「小輝哥火鍋」及「洪員外」食店面向中端市場，客源較廣。

輝哥專攻海鮮火鍋，招牌食譜包括香料湯底，以及多款海鮮及牛肉。本公司於二零零四年在上海開設首家「輝哥」食店，並自二零一零年起逐步將食店的網絡擴至中國其他主要城市，包括北京、深圳、南京及杭州。

本公司於二零一三年獲中國熱門社交媒體新浪微博選為「二零一三年最受吃貨喜愛的人氣餐廳」之一，二零一四年獲中國常用食店搜尋器大眾點評網評為五星商戶，二零一六年獲中國飯店協會評為「火鍋品牌十強」。二零一八年，「小輝哥火鍋」獲中國烹飪協會評為「二零一七年度中國火鍋百強企業」。

## Management Discussion and Analysis 管理層討論與分析

Set forth below are certain key performance indicators of the restaurants under the brands Xiao Faigo Hotpot (“小輝哥火鍋”) and Hong Yuanwai (“洪員外”) in different regions in the PRC:

下表列載「小輝哥火鍋」及「洪員外」在中國不同地區的食店往績記錄期內的若干主要績效指標：

### Year ended 31 December

截至十二月三十一日止年度

2018

2017

二零一八年

二零一七年

RMB

RMB

人民幣

人民幣

<b>Revenue (in RMB)</b>	<b>收入(人民幣)</b>		
Shanghai	上海	<b>340,703,914</b>	388,378,462
Beijing	北京	<b>45,938,153</b>	47,845,440
Wuxi	無錫	<b>20,530,177</b>	30,175,250
Nanjing	南京	<b>12,144,389</b>	17,228,713
Hangzhou	杭州	<b>8,114,106</b>	9,916,232
Other cities	其他城市	<b>73,464,603</b>	78,530,182
Nationwide	全國	<b>508,715,342</b>	572,074,279
<b>Number of restaurants</b>	<b>食店數目</b>		
Shanghai	上海	<b>57</b>	58
Beijing	北京	<b>9</b>	9
Wuxi	無錫	<b>4</b>	5
Nanjing	南京	<b>2</b>	3
Hangzhou	杭州	<b>2</b>	2
Other cities	其他城市	<b>18</b>	16
Nationwide	全國	<b>92</b>	93
<b>Average customer per day per restaurant (note 1)</b>	<b>單店日均顧客量(附註1)</b>		
Shanghai	上海	<b>132.8</b>	170.2
Beijing	北京	<b>115.2</b>	133.1
Wuxi	無錫	<b>145.5</b>	139.2
Nanjing	南京	<b>92.1</b>	135.3
Hangzhou	杭州	<b>94.1</b>	118.7
Other cities	其他城市	<b>95.6</b>	90.1
Nationwide	全國	<b>122.3</b>	143.7

## Management Discussion and Analysis

### 管理層討論與分析

Year ended 31 December  
截至十二月三十一日止年度

2018  
二零一八年  
RMB  
人民幣

2017  
二零一七年  
RMB  
人民幣

		2018 二零一八年 RMB 人民幣	2017 二零一七年 RMB 人民幣
<b>Seat turnover rate per day per restaurant (note 2)</b>	<b>單店日均顧客入座率 (附註2)</b>		
Shanghai	上海	1.2	1.8
Beijing	北京	1.0	1.5
Wuxi	無錫	1.3	1.6
Nanjing	南京	0.8	1.7
Hangzhou	杭州	0.9	1.9
Other cities	其他城市	0.9	1.1
Nationwide	全國	1.2	1.6
<b>Average daily restaurant sales (in RMB) (note 3)</b>	<b>日均食店銷售(人民幣) (附註3)</b>		
Shanghai	上海	16,828.2	20,654.56
Beijing	北京	14,551.2	16,235.7
Wuxi	無錫	18,290.4	16,534.8
Nanjing	南京	11,859.8	15,734.4
Hangzhou	杭州	11,115.2	13,584.2
Other cities	其他城市	11,295.3	9,775.7
Nationwide	全國	15,317.8	17,111.5
<b>Average spending per customer (in RMB) (note 4)</b>	<b>顧客人均消費(人民幣) (附註4)</b>		
Shanghai	上海	126.7	121.3
Beijing	北京	126.3	122.0
Wuxi	無錫	125.7	118.8
Nanjing	南京	128.8	116.3
Hangzhou	杭州	118.2	114.5
Other cities	其他城市	118.2	108.5
Nationwide	全國	125.2	119.0

## Management Discussion and Analysis 管理層討論與分析

### Notes:

1. Calculated by dividing total customer traffic for the year by total restaurant operation days during the year.
2. Calculated by dividing total customer traffic by the product of total restaurant operation days and average seating capacity per restaurant during the year.
3. Calculated by dividing revenue for the year by total restaurant operation days during the year.
4. Calculated by dividing revenue before business tax/value added tax for the year by total customer traffic for the year.

Set forth below are certain key performance indicators of the restaurants under the brand Faigo (“輝哥”) in different regions in the PRC:

### 附註：

1. 計算方法：全年顧客流量總數除以年內食店營運日總數。
2. 計算方法：顧客流量總數除以年內食店營運日總數與單店平均座數之積。
3. 計算方法：年內收入除以年內食店營運日總數。
4. 計算方法：年內扣除營業稅／增值稅前收入除以年內顧客流量總數。

下表列載在中國不同地區的「輝哥」食店往績記錄期內的若干主要績效指標：

		<b>Year ended 31 December</b>	
		<b>截至十二月三十一日止年度</b>	
		<b>2018</b>	2017
		<b>二零一八年</b>	二零一七年
		<b>RMB</b>	RMB
		<b>人民幣</b>	人民幣
<b>Revenue (in RMB)</b>	<b>收入(人民幣)</b>		
Shanghai	上海	<b>92,493,742</b>	107,765,544
Beijing	北京	<b>13,103,045</b>	13,263,385
Other cities	其他城市	<b>10,395,057</b>	7,328,985
Nationwide	全國	<b>115,991,844</b>	128,357,914
<b>Number of restaurants</b>	<b>食店數目</b>		
Shanghai	上海	<b>4</b>	4
Beijing	北京	<b>1</b>	1
Other cities	其他城市	<b>2</b>	2
Nationwide	全國	<b>7</b>	7
<b>Average customer per day per restaurant (note 1)</b>	<b>單店日均顧客量(附註1)</b>		
Shanghai	上海	<b>65.1</b>	73.5
Beijing	北京	<b>50.1</b>	53.8
Other cities	其他城市	<b>61.3</b>	68.2
Nationwide	全國	<b>62.2</b>	69.9

## Management Discussion and Analysis 管理層討論與分析

Year ended 31 December  
截至十二月三十一日止年度

2018  
二零一八年  
RMB  
人民幣

2017  
二零一七年  
RMB  
人民幣

<b>Seat turnover rate per day per restaurant (note 2)</b>	<b>單店日均顧客入座率 (附註2)</b>		
Shanghai	上海	0.4	0.5
Beijing	北京	1.3	1.4
Other cities	其他城市	1.4	1.2
Nationwide	全國	0.6	0.6
<b>Average daily restaurant sales (in RMB) (note 3)</b>	<b>日均食店銷售(人民幣) (附註3)</b>		
Shanghai	上海	54,280.4	58,446.6
Beijing	北京	35,898.8	36,343.5
Other cities	其他城市	20,106.5	18,564.5
Nationwide	全國	44,853.8	48,575.8
<b>Average spending per customer (in RMB) (note 4)</b>	<b>顧客人均消費(人民幣) (附註4)</b>		
Shanghai	上海	834.3	795.1
Beijing	北京	717.7	675.2
Other cities	其他城市	327.8	272.7
Nationwide	全國	721.1	694.6

Notes:

1. Calculated by dividing total customer traffic for the year by total restaurant operation days during the year.
2. Calculated by dividing total customer traffic by the product of total restaurant operation days and average seating capacity per restaurant during the year.
3. Calculated by dividing revenue for the year by total restaurant operation days during the year/period.
4. Calculated by dividing revenue before business tax/value added tax for the year by total customer traffic for the year.

附註：

1. 計算方法：全年顧客流量總數除以年內食店營運日總數。
2. 計算方法：顧客流量總數除以年內食店營運日總數與單店平均座數之積。
3. 計算方法：年內收入除以年/期內食店營運日總數。
4. 計算方法：年內扣除營業稅/增值稅前收入除以年/期內顧客流量總數。

## Management Discussion and Analysis 管理層討論與分析

Having in-depth investigation, the Company closed down 9 underperforming restaurants and opened 8 restaurants in popular shopping malls during 2018. As at 31 December 2018, the Company owned and operated a total of 99 restaurants (2017: 100 restaurants). As at 31 December 2018, in addition to the restaurants owned and operated by the Group itself, the Group had also granted to an independent third party the right to operate one restaurant under the brand Faigo, in relation to which the Company received a monthly management fee and the results of that franchised restaurant was not consolidated in the Group's results.

The growing concern of food safety in the PRC from the consumers is an issue that each and every restaurant chain in the PRC needs to respond. The Company realizes that the reputation which takes years to build and protect can be ruined by one single food safety incident and therefore the Company attaches paramount importance to the safety and quality of food and has in place a reliable procurement system which ensures visibility and traceability of food ingredients throughout the catering service industry value chain. The staff of the Group also receives comprehensive training to minimize the risk of contamination during the preparation of foods before they are served at the table.

Since all restaurants operating under the brands owned by the Group are self-owned except the franchised restaurant in Beijing and one restaurant operated as a joint venture held as to 70% by the Group and 30% by an independent third party, this enables the Group to closely control the development of businesses in terms of quality of the foods, services standards and brand awareness.

Looking forward to 2019 taking product quality as our lifeline and upholding the philosophy of "seizing market opportunities through reform and gaining market shares by transformation and upgrade", we will continue to overcome challenges ahead and introduce more innovative ideas to consolidate our leading position in the catering industry, with an aim to develop into the brand with the highest market capitalization in the Asia-pacific catering industry. With our commitment to transformation and product quality, we are confident to build the Company as the leader of the casual restaurants in China.

經深入調查，本公司於二零一八年已關閉9家經營表現不理想的食店，並於人氣較旺的商場開設8家食店。於二零一八年十二月三十一日，本公司擁有及經營合共99家食店(二零一七年：100家食店)。於二零一八年十二月三十一日，除本集團自行持有及自主經營的食店外，本集團亦已向一名獨立第三方授權，以「輝哥」品牌經營一家食店，而本公司就此收取每月管理費，且該特許加盟食店的業績並無併入本集團的業績。

中國消費者對食品安全問題日益關注，在中國經營的每一家連鎖食店都必須對此作出應對措施。本公司深悉，一次個別的食品安全事故，足以將長年經營、悉心維護的聲譽毀於一旦，因此本公司極為重視食品安全與質量，並已設立可靠的採購制度，確保整個飲食服務產業價值鏈的流程均具高透明度，可追溯食材來源。本集團職員也會接受全面培訓，在食品上桌前製作過程中的污染風險降至最低。

由於本集團所擁有品牌旗下的所有營運餐廳為自家擁有(除了位於北京的特許加盟餐廳及一間餐廳將以合資形式經營並由本集團與獨立第三方分別擁有70%及30%)，此舉讓本集團於食物質素、服務標準及品牌知名度方面緊密控制業務發展。

展望二零一九年，以產品質量作為我們的使命，秉承「在改革中把握市場機遇、在轉型升級中增加市場份額」的理念，我們將繼續克服挑戰，積極創新，鞏固我們於餐飲行業的領先地位，從而發展成為亞太餐飲行業擁有最高市值的知名品牌。由於我們致力於轉型及提高產品質量，我們對建設本公司成為中國休閒餐廳龍頭充滿信心。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW

#### Revenue

The Group's revenue decreased by approximately 10.8% from approximately RMB700.4 million (restated) in 2017 to approximately RMB624.7 million in 2018, mainly attributable to decrease in the revenue of the hotpot business of its existing restaurants due to decrease of customer flow impacted by the economic recession in mainland and competition in other restaurants which lead to lesser attraction from customers as compared to 2017.

#### Foods and beverage and other materials consumables used

The Group's foods and beverage and other materials consumables costs mainly represents the costs of food ingredients for the hotpot business, and were the largest component of the Group's operating expenses. The foods and beverage and other materials consumables costs increased by approximately 1.9% from approximately RMB249.0 million (restated) in 2017 to approximately RMB253.8 million in 2018. As a percentage of the Group's revenue, the Group's foods and beverage and other materials consumables costs increased from approximately 35.6% in 2017 to approximately 40.6% in 2018, mainly attributable to the increase in purchase price of food ingredients from the range of approximately 3% to 20% in 2018.

#### Employee benefit and related expenses

The Group's employee benefit and related expenses, being one of the largest components of the operating expenses of the Group, consist of wages and salaries, defined contribution plan, social security costs and housing benefits and other employee benefits.

### 財務回顧

#### 收益

本集團的收益由二零一七年的約人民幣700,400,000元(經重列)減少約10.8%，至二零一八年約人民幣624,700,000元，主要由於與二零一七年相比，受內地經濟衰退及其他餐廳的競爭，對客戶的吸引力下降而客流減少，致使旗下餐廳的火鍋業務收益下跌。

#### 已使用的食品及餐飲及其他材料消耗品

本集團已使用的食品及餐飲及其他材料消耗品的成本主要指火鍋業務食材成本，屬本集團經營開支的最大部份。食品及餐飲及其他材料消耗品的成本由二零一七年的約人民幣249,000,000元(經重列)增加約1.9%，至二零一八年約人民幣253,800,000元。以本集團收益的百分比計，本集團的食品及餐飲及其他材料消耗品成本由二零一七年約35.6%，增至二零一八年約40.6%，主要由於食材採購價於二零一八年約3%至20%的增加。

#### 僱員福利及相關開支

本集團僱員福利及相關開支是本集團營運開支的最大部份之一，包括工資及薪金、定額供款計劃、社會保險成本及住房福利以及其他僱員福利。

## Management Discussion and Analysis 管理層討論與分析

Despite the increase in the number of employees of the Group from 2,826 (restated) in 2017 to 3,057 in 2018, the Group's employee benefit and related expenses decreased by approximately 9.4% from approximately RMB183.2 million (restated) in 2017 to approximately RMB166.0 million in 2018, such decrease was attributable to (i) outsourcing part of the staff to an external management company; and (ii) time lapse between the closure and opening of restaurants. The Group is of the view that the percentage decrease in the employee benefit and related expenses (approximately 9.4%) was in line with the decrease in the revenue (approximately 10.8%) in 2018.

### Property rentals and related expenses

The Group's property rentals and related expenses increased by approximately 9.6% from approximately RMB131.5 million (restated) in 2017 to approximately RMB144.1 million in 2018, mainly attributable to the increase in monthly rental and management expenses.

### Depreciation, amortization and impairment of property, plant and equipment and intangible asset

The Group's depreciation and amortization of property, plant and equipment and intangible asset decreased by approximately 9.3% from approximately RMB49.4 million (restated) in 2017 to approximately RMB54.0 million in 2018, mainly attributable to the disposal of property, plant and equipment led by the closure of 9 underperforming restaurants. These restaurants were closed either under strategic termination of tenancy agreements or completion of tenancy agreements.

The Group's impairment of property, plant and equipment amounted to approximately RMB9.0 million in 2018 mainly attributable to that the property, plant and equipment in a few of restaurants were impaired due to continuous loss-making situations.

儘管本集團的僱員人數由二零一七年的2,826人(經重列)增至二零一八年的3,057人，本集團的僱員福利及相關開支由二零一七年約人民幣183,200,000元(經重列)減少約9.4%至二零一八年約人民幣166,000,000元，該減幅乃由於(i)外包部分人員予外部管理公司；及(ii)餐廳關閉及開業間之時間經過。本集團認為二零一八年僱員福利及相關開支的百分比跌幅(約9.4%)與收益跌幅(約10.8%)一致。

### 物業租賃及相關開支

本集團物業租賃及相關開支由二零一七年人民幣約131,500,000元(經重列)增加約9.6%，至二零一八年約人民幣144,100,000元，主要由於月租及管理開支增加所致。

### 物業、廠房及設備及無形資產的折舊、攤銷及減值

本集團物業、廠房及設備以及無形資產的折舊及攤銷由二零一七年約人民幣49,400,000元(經重列)減少約9.3%至二零一八年約人民幣54,000,000元，乃主要由於關閉九間表現欠佳的餐廳導致出售物業、廠房及設備。該等餐廳根據策略租賃協議終止或租賃協議滿約而關閉。

二零一八年物業、廠房及設備減值為約人民幣9,000,000元主要由於數間餐廳的物業、廠房及設備因持續錄得虧損而減值。



## Management Discussion and Analysis

### 管理層討論與分析

As the Group intends to continue opening new restaurants and expanding the restaurant network, the Directors expect the property rentals and related expenses as well as the depreciation charge on the assets would increase generally in the future. Besides, the Directors will continue to look for better control in the property, rental and related expenses, such as entering into long-term rental agreements so as to maintain the rental expenses at a reasonable level.

#### Other expenses

The Group's other expenses, which mainly consist of cleaning fee, audit related fee, maintenance fee and professional fees, increased by approximately 43.1% from approximately RMB35.5 million (restated) in 2017 to approximately RMB50.8 million in 2018 mainly due to the professional fees incurred for the publication of the documents in relation to the resumption work and the listing expenses incurred for the listing application.

#### Deemed listing expenses

The Group recognised deemed listing expenses of RMB399.7 million for the year ended 31 December 2018 upon the completion of the Reverse Acquisition (as defined hereunder) by applying the principles of reverse acquisition in IFRS 3.

Since the Company is not a business under IFRS 3, at the completion date of the Reverse Acquisition (as defined hereunder), the fair value of the shares deemed to have been issued by Longhui Group (as defined hereunder) and the fair value of the Company's identifiable assets and liabilities received should be treated in its entirety as a payment for listing and expensed when incurred.

Whilst such listing expense is a notional expense without any impact on the Group's net assets and cash flow, they had a material adverse impact on the Group's results for the year ended 31 December 2018. The management does not consider this one-off notional non-cash listing expense shall have any adverse impact on the actual operations of the Group.

由於本集團擬繼續開設新餐廳及拓展餐廳網絡，董事預期未來物業租金及相關開支及資產折舊支出將普遍增加。此外，董事將持續尋找更有效地監控物業、租金及相關開支的方法，例如訂立長期租賃協議，以將租金維持於合理水平。

#### 其他開支

本集團的其他開支主要包括清潔費及相關審核費用、保養費及專業費，由二零一七年約人民幣35,500,000元（經重列）增加約43.1%，至二零一八年約人民幣50,800,000元，主要由於印發有關復牌工作的文件所產生的專業費用，以及上市申請產生的上市開支所致。

#### 視為上市開支

於透過應用國際財務報告準則第3號的反收購原則完成反收購（定義見下文）後，本集團就截至二零一八年十二月三十一日止年度確認視為上市開支人民幣399,700,000元。

由於本公司並非國際財務報告準則第3號項下的一項業務，於反收購（定義見下文）完成日期，被視為已由龍輝集團（定義見下文）發行的股份的公平值及本公司接獲的可資識別資產及負債的公平值應整體被視為上市付款並於產生時支銷。

雖然該上市開支為名義開支且對本集團的資產淨值及現金流量並無任何影響，該等開支對本集團截至二零一八年十二月三十一日止年度的業績造成重大不利影響。管理層認為該一次性名義非現金上市開支將不會對本集團的實際營運造成任何不利影響。

## Management Discussion and Analysis 管理層討論與分析

### Loss/profit for the year

Loss for the year attributable to owners of the Company for 2018 was approximately RMB451.1 million, as compared with profit for the year of approximately RMB25.7 million (restated) for 2017. Basic loss per share for 2018 was approximately RMB0.1 cents, as compared with basic earnings per share of approximately RMB0.01 cents (restated) for 2017. The net loss was mainly attributable to: (i) the listing expenses incurred for the resumption of the trading of the shares of the Company on the Stock Exchange during 2018; (ii) a decrease in the revenue of the hotpot business of its existing restaurants due to decrease of customer flow impacted by the economic recession in mainland and competition in other restaurants which lead to lesser attraction from customers as compared to 2017; (iii) the existing thin profit margin and further decrease in the gross profit margin of the hotpot business for 2018 as compared to 2017 as a result of increase in direct costs of raw materials and operation; (iv) delay in opening of new restaurants according to original plan due to adverse market condition; and (v) provision for impairment on property, plant and equipment.

### PROSPECT

#### Expansion of Restaurant Network

The Group will continue to expand its restaurant network in the PRC under the brands of Faigo, Xiao Faigo Hotpot and Hong Yuanwai. In 2019, the Group plans to open about 14 restaurants in first and second tier of cities in the PRC according to the expansion plan previously disclosed in the resumption circular. The Group will tailor the tastes and prices of its dishes to the customers in different geographic areas.

#### Targeting the High-End Segment

Hotpot restaurants offering meat as their major food ingredient have a lower customer's average spending compared with those serving seafood. Therefore, more hotpot restaurants begin to offer more diversified food materials to target different customer segments. Seafood has been introduced in hotpot restaurants recently, which will attract more customers from the high-end segment. The Group will continue to target more high-end food ingredients as additional drive for the growth of revenue of our restaurants.

### 年度虧損／溢利

於二零一八年本公司擁有人應佔虧損約人民幣451,100,000元，而二零一七年則為年度溢利約人民幣25,700,000元（經重列）。二零一八年每股虧損約人民幣0.1分，而二零一七年為每股盈利約人民幣0.01分（經重列）。出現虧損淨額主要由於(i)就本公司於二零一八年在聯交所恢復股份買賣已產生的上市開支；(ii)內地經濟衰退及其他餐廳的競爭導致對客戶的吸引力較二零一七年下降，客戶流量減少，令其現有餐廳的火鍋業務收益減少；(iii)現有利潤率微薄及由於原材料及業務直接成本增加，導致火鍋業務於二零一八年的毛利率較二零一七年進一步減少；(iv)由於市場環境不利，延遲根據原有計劃開設新餐廳；及(v)物業、廠房及設備減值撥備。

### 展望

#### 擴展餐廳網絡

本集團將繼續以「輝哥」、「小輝哥火鍋」、「洪員外」品牌於中國擴展其餐廳網絡。於二零一九年，本集團計劃根據先前於復牌通函披露的擴展計劃於中國一線及二線城市開設約14間餐廳。本集團將製作切合不同地區客戶的口味及價格的菜式。

#### 瞄準高端市場

與供應海鮮的火鍋餐廳相比，以肉類為主要食品成分的火鍋餐館的消費購買力較低。因此，越來越多的火鍋餐廳開始提供更多樣化的食材，以滿足不同顧客群體。海鮮已於近期引入火鍋餐廳，這將吸引更多來自高端市場的顧客。本集團將繼續以高端食材為目標，作為餐廳收益增長的額外動力。

## Management Discussion and Analysis 管理層討論與分析

### Inclusive of New Food Ingredients and Flavors

New food ingredients will be added to hotpot dining. As hotpot is more inclusive than other styles of cooking, new food ingredients can be easily introduced to hotpot dining. Hotpot restaurants are more willing to stay appealing to customers by offering new food ingredients in their menus rather than stick to their own understanding of hotpot stereotype.

### Growth of Delivery Business

Delivery food service is growing fast in the PRC in the past few years. The Group plans to strengthen our competitiveness in the delivery segment to fully utilize the business hours of rush hours in a day such as lunch and dinner time to improve our revenue density. The Group will closely cooperate with online ordering and delivery platforms to promote the delivery business.

Following the Resumption, we are principally engaged in the hotpot restaurant business and we own three brands in the PRC, namely *Faigo* (“輝哥”), *Xiao Faigo Hotpot* (“小輝哥火鍋”) and *Hong Yuanwai* (“洪員外”). As at 31 December 2018, we owned and operated 99 restaurants in total in 20 cities in the PRC. As disclosed in the resumption circular, we aim to replicate the business models and expand the restaurant network to become the preferred hotpot restaurant chain offering quality foods and services in the PRC.

As at 31 December 2018, we had totally 7 restaurants under the brand *Faigo* (“輝哥”). One new *Faigo* restaurant was opened in Hefei, Anhui Province in July, which is a joint venture that we own 70% of the share interest. We will continue to seek opportunities for opening more restaurants under the brand *Faigo* (“輝哥”) in other cities in the PRC.

As at 31 December 2018, we had totally 90 restaurants under the brand *Xiao Faigo Hotpot* (“小輝哥火鍋”) and 2 restaurants under the brand *Hong Yuanwai* (“洪員外”).

Apart from the expansion plan, we will also continue to refine our current business operations to enhance our same-store sales growth and profitability. These enhancements will include but not limited to strengthening marketing efforts, developing new food products, optimizing workflow for better labor cost efficiency and incentivizing staff to further improve our service quality.

### 廣納新食材及口味

火鍋餐廳將添加新食品配料。由於火鍋比其他烹飪方式更具包容性，因此可以輕易將新食品成分引入火鍋餐廳。火鍋餐廳更願意透過在菜單中提供新食品成分來吸引顧客，而非固守自身對火鍋的刻板印象。

### 外賣業務增長

中國外賣食品服務過去數年迅速增長。本集團計劃加強外賣分部的競爭力，以全面利用午市及晚市等每日營業時間中的繁忙時段，以提升收益密度。本集團將與網上訂餐及外送平台緊密合作，以推廣外賣業務。

復牌以後，我們主要經營火鍋食店業務，並於中國擁有「輝哥」、「小輝哥火鍋」及「洪員外」三個品牌。於二零一八年十二月三十一日，我們在中國20個城市擁有及經營99間食店。誠如復牌通函所披露，我們致力複製業務模式、擴充食店網絡，成為中國首屈一指的連鎖火鍋食店，提供優質食品與服務。

於二零一八年十二月三十一日，我們合共擁有7間「輝哥」品牌的食店。一間新輝哥食店已於七月在安徽省合肥市開張。該食店為一間合營企業，我們擁有70%的股權。我們會繼續探索商機，在中國其他城市開設更多「輝哥」品牌的食店。

於二零一八年十二月三十一日，我們合共擁有90間「小輝哥火鍋」品牌的食店，以及2間「洪員外」品牌的食店。

除擴張計劃外，我們將會改善現有業務營運，提升同店銷售增長及盈利能力。改善方法包括但不限於增強營銷舉措，開發新食品、優化工作流程以達致良好勞工成本效益，並會獎勵員工，藉此進一步改善服務質素。

## Management Discussion and Analysis 管理層討論與分析

### DIVIDEND

The Board resolved not to recommend the payment of any dividend for the year ended 31 December 2018 (2017: Nil).

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 31 December 2018, the Group recorded cash and bank balances (including restricted cash) amounting to approximately RMB51.6 million (2017 (restated): approximately RMB60.4 million) and the net current liabilities value was approximately RMB53.5 million (2017 (restated): approximately RMB25.2 million).

The net liabilities value per share of the Company was approximately RMB0.82 cents as at 31 December 2018 (2017 (restated): net assets value per share of approximately RMB1.33 cents). The net liabilities/assets value per share was computed based on 4,476,238,151 and 3,789,375,000 shares in issue as at 31 December 2018 and 2017 (restated) respectively.

The Group is fully aware of the financial position and financial performance of the reporting period. As disclosed above, the net liabilities were mainly attributable to the deemed listing expenses of approximately RMB399.7 million, which was a notional expense and will not impose any effect of the Group's net assets and cash flow. The management is of the view that the material adverse impact brought by the deemed listing expenses will only reflect in the Group's results for the year ended 31 December 2018.

The Board is of the opinion that the Company will have sufficient financial resources to meet its financial obligations as they fall due for at least the next twelve months from the end of the reporting period, after taking into consideration the needs to obtain additional financing including, but not limited to, borrowing loans and issuing additional equity or debt securities.

The Group's gearing ratio as at 31 December 2018 was approximately 0.29 (2017 (restated): nil), being a ratio of total debts, including borrowings and convertible bonds, of approximately RMB95.3 million (2017 (restated): nil) to the total assets of approximately RMB323.5 million (2017 (restated): approximately RMB388.9 million).

### 股息

董事會決議不會就截至二零一八年十二月三十一日止年度派發股息(二零一七年:無)。

### 流動資金、財務資源及資產負債比率

於二零一八年十二月三十一日，本集團錄得現金及銀行結餘(包括受限制現金)約人民幣51,600,000元(二零一七年(經重列):約人民幣60,400,000元)及流動負債淨值約人民幣53,500,000元(二零一七年(經重列):約人民幣25,200,000元)。

本公司於二零一八年十二月三十一日的每股負債淨值約為人民幣0.82分(二零一七年(經重列):每股資產淨值約人民幣1.33分)。每股負債/資產淨值乃根據分別於二零一八年及二零一七年十二月三十一日已發行的4,476,238,151及3,789,375,000股股份(經重列)計算。

本集團深明報告期間的財務狀況及財務表現。誠如上文所披露，負債淨值主要歸因於視為上市開支約人民幣399,700,000元，此乃名義開支及將不會對本集團的資產淨值及現金流量產生任何影響。管理層認為，視為上市開支所帶來的重大不利影響將僅於本集團截至二零一八年十二月三十一日止年度之業績中反映。

董事會認為，本公司將有足夠財務資源以達致至少於報告期末起及未來十二月到期之財務承擔，已考慮獲得額外融資(包括但不限於)借貸及發行額外股本或債務證券的需要。

本集團於二零一八年十二月三十一日的資產負債比率約為0.29(二零一七年(經重列):零)，即包括借貸及可換股債券之總債務約人民幣95,300,000元(二零一七年(經重列):零)對總資產約人民幣323,500,000元(二零一七年(經重列):約人民幣388,900,000元)的比率。

## Management Discussion and Analysis 管理層討論與分析

### USE OF PROCEEDS FROM SHARE PLACING

On 2 May 2018, the Company and the placing agent entered into a placing agreement (the “Placing Agreement”) on a fully underwritten basis, to not less than six placees who and whose ultimate beneficial owners are independent third parties (the “Share Placing”).

The completion of Share Placing took place on 4 July 2018. An aggregate of 757,875,000 ordinary shares of HK\$0.00002 each with aggregate nominal value of HK\$15,157.50 (the “Placing Shares”) were placed at the placing price of HK\$0.1025 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The Placing Shares were issued under a specific mandate obtained at the extraordinary general meeting held on 28 May 2018. The net proceeds from the Share Placing (after deducting the expenses) were approximately HK\$75.73 million. As previously disclosed in the circular of the Company dated 9 May 2018, the Company intended to apply the net proceeds of approximately HK\$75.73 million from the Share Placing to expand and develop the business of the Group.

As at 31 December 2018, the Group utilised the net proceeds from the Share Placing as to approximately HK\$16.28 million for the capital expenditure of 6 Xiao Faigo Hotpot and 1 Hong Yuanwai in Shanghai, Suzhou, Changsha, Xiamen and Nantong to expand and develop the business of the Group. The unutilised net proceeds have been placed as the interest bearing saving deposits with licensed banks in Hong Kong and the PRC. The Group plans to utilise the remaining proceeds from the Share Placing to open more restaurants under Faigo, Xiao Faigo Hotpot and Hong Yuanwai in order to expand and develop the business of the Group in the coming financial years as intended.

### 股份配售所得款項用途

於二零一八年五月二日，本公司與配售代理訂立配售協議（「配售協議」），按全數包銷基準向不少於六名承配人（彼等與其最終實益擁有人均為獨立第三方）進行配售（「股份配售」）。

股份配售已於二零一八年七月四日完成。根據配售協議的條款及條件，合共757,875,000股總面值為15,157.50港元的每股面值0.00002港元的普通股（「配售股份」）以每股配售股份0.1025港元的配售價獲配售。配售股份已根據於二零一八年五月二十八日舉行的股東特別大會上獲取的特別授權而發行。誠如先前於本公司日期為二零一八年五月九日的通函披露，股份配售所得款項淨額（經扣除開支後）約為75,730,000港元。本公司擬動用股份配售所得款項淨額約75,730,000港元拓展及發展本集團的業務。

於二零一八年十二月三十一日，本集團使用股份配售所得款項淨額約16,280,000港元用作上海、蘇州、長沙、廈門及南通6間小輝哥火鍋及1間洪員外的資本開支，以擴展及發展本集團業務。未動用所得款項淨額已作為計息儲蓄存款存置於香港及中國的持牌銀行。本集團有意於未來財政年度按計劃將餘下的股份配售所得款項用作開設更多輝哥、小輝哥火鍋及洪員外門店，以擴展及發展本集團業務。

## Management Discussion and Analysis 管理層討論與分析

### USE OF PROCEEDS FROM OPEN OFFER

On 2 May 2018, the Company and the underwriter entered into an underwriting agreement (the "Underwriting Agreement") pursuant to which the underwriter conditionally agreed to fully underwrite 101,050,000 ordinary shares of HK\$0.00002 each with aggregate nominal value of HK\$2,021.00 (the "Offer Shares") (save for 64,167,662 Offer Shares subscribed by Global Courage Limited) at the offer price of HK\$0.1025 per Offer Share on the basis of one Offer Share for every five Shares (the "Open Offer"). The Open Offer was completed on 4 July 2018. The net proceeds from the Open Offer (after deducting the expenses) were approximately HK\$10.26 million. As previously disclosed in the circular of the Company dated 9 May 2018, the Company intended to apply the net proceeds of approximately HK\$10.26 million from the Open Offer for general working capital.

As at 31 December 2018, the Group utilised the net proceeds from the Open Offer as to approximately HK\$10.26 million for general working capital as intended, mainly used for the payment of professional expenses of approximately HK\$9.71 million and directors' remuneration of the Group of approximately HK\$0.55 million.

### PLEDGE OF ASSETS

As at 31 December 2018, the Company had no charges on its assets (2017: Nil).

### CHANGE OF DIRECTORS

With effect from 6 July 2018, Dr. Choi Chiu Fai Stanley and Mr. Choi Ka Wai have resigned and ceased to be executive Directors, and Mr. Szeto Tat Kwan and Mr. Fok Wai Ming Eddie have resigned and ceased to be independent non-executive Directors due to the change in control of the Company.

The appointments of Mr. Hung Shui Chak, Mr. So Kam Chuen, Mr. Chen Jun and Mr. Yuan Mingjie as executive Directors, and the appointments of Mr. Chan Chun Yiu Thomas and Mr. Mai Guangfan as independent non-executive Directors, took effect from 6 July 2018.

Mr. Su Guicai was appointed as an executive Director with effect from 10 August 2018, and has resigned as an executive Director with effect from 1 March 2019.

### 公開發售所得款項用途

於二零一八年五月二日，本公司與包銷商訂立包銷協議（「包銷協議」），據此包銷商已有條件同意按每持有五股股份獲發一股發售股份基準，以發售價每股發售股份0.1025港元包銷101,050,000股總面值為2,021.00港元的每股面值0.00002港元的普通股（「發售股份」）（不包括64,167,662股由Global Courage Limited認購的發售股份）（「公開發售」）。公開發售於二零一八年七月四日完成。公開發售所得款項淨額（經扣除開支後）約為10,260,000港元。誠如先前於本公司日期為二零一八年五月九日的通函披露，本公司擬動用公開發售所得款項淨額約10,260,000港元作為一般營運資金。

於二零一八年十二月三十一日，本集團按計劃動用公開發售所得款項淨額約10,260,000港元，作為一般營運資金，主要用作支付專業費用約9,710,000港元及本集團的董事酬金約550,000港元。

### 資產抵押

於二零一八年十二月三十一日，本公司概無抵押任何資產（二零一七年：無）。

### 更換董事

自二零一八年七月六日起，由於本公司控制權變動，蔡朝暉博士及蔡嘉偉先生已辭任及不再擔任本公司執行董事，以及司徒達坤先生及霍偉明先生已辭任及不再擔任獨立非執行董事。

委任洪瑞澤先生、蘇錦存先生、陳軍先生及袁明捷先生為本公司執行董事及委任陳浚躍先生及麥廣帆先生為獨立非執行董事，自二零一八年七月六日起生效。

蘇貴才先生獲委任為執行董事，自二零一八年八月十日起生效，及自二零一九年三月一日起已辭任執行董事。

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Mr. Mai Guangfan has resigned as an independent non-executive Director with effect from 1 March 2019.

Mr. Tam Bing Chung Benson has been appointed as an independent non-executive Director with effect from 1 March 2019.

麥廣帆先生自二零一九年三月一日起已辭任獨立非執行董事。

譚秉忠先生自二零一九年三月一日起已獲委任為獨立非執行董事。

### CHANGE OF COMPANY NAME

As announced by the Company on 30 July 2018, the English and Chinese names of the Company have been changed to “Longhui International Holdings Limited” and “龍輝國際控股有限公司” respectively (the “Change of Company Name”). The Change of Company Name will not affect any right of the holders of the securities or the daily business operation or the financial position of the Company.

### 更改公司名稱

誠如本公司於二零一八年七月三十日宣佈，本公司的英文及中文名稱已分別改為「Longhui International Holdings Limited」及「龍輝國際控股有限公司」（「更改公司名稱」）。更改公司名稱將不會影響證券持有人的任何權利或本公司的日常業務營運和財務狀況。

### CHANGE OF STOCK SHORT NAME

As announced by the Company on 30 July 2018, the securities of the Company are traded on the Stock Exchange under the new stock short name of “LONGHUI INTL” in English and “龍輝國際控股” in Chinese with effect from 3 August 2018. The stock code of the Company remains as 1007.

### 更改股份簡稱

誠如本公司於二零一八年七月三十日宣佈，本公司證券於聯交所買賣的英文及中文新股份簡稱分別為「LONGHUI INTL」及「龍輝國際控股」，自二零一八年八月三日起生效。本公司之股份代號維持為1007。

### CAPITAL STRUCTURE

During the year ended 31 December 2018, share consolidation of every two issued shares of par value HK\$0.00001 each in the share capital of the Company into one share of par value HK\$0.00002 each became effective on 29 May 2018. Following the implementation of the share consolidation, the board lot size for trading on the Stock Exchange has changed from 1,000 shares to 20,000 consolidated shares since 29 May 2018. Besides, (i) 3,789,375,000 consideration shares, (ii) 757,875,000 Placing Shares and (iii) 101,050,000 Offer Shares were allotted and issued on 4 July 2018 pursuant to (i) a conditional sale and purchase agreement dated 21 November 2016 (as amended and restated on 20 February 2017 and supplemented on 30 June 2017, 30 October 2017 and 2 May 2018) (the “Acquisition Agreement”), (ii) the Placing Agreement and (iii) the Open Offer respectively. Also, the 5-year zero coupon convertible bonds (the “Convertible Bonds”) in the aggregate principal amount of HK\$129,470,312.50, which can be converted into a maximum of 1,263,125,000 ordinary shares of HK\$0.00002 each (the “Conversion Shares”) based on the initial conversion price of HK\$0.1025 per Conversion Share, were issued on 4 July 2018 by the Company pursuant to the terms of the Acquisition Agreement to satisfy part of the consideration for the acquisition.

### 資本架構

於截至二零一八年十二月三十一日止年度，本公司股本中每兩股每股面值0.00001港元之已發行股份合併為一股每股面值0.00002港元之股份，於二零一八年五月二十九日生效。股份合併實行之後，自二零一八年五月二十九日起，在聯交所買賣的每手買賣單位已由1,000股股份更改為20,000股合併股份。此外，根據(i)日期為二零一六年十一月二十一日的有條件買賣協議（於二零一七年二月二十日經修訂及重述，並於二零一七年六月三十日、二零一七年十月三十日及二零一八年五月二日經補充）（「收購協議」）、(ii)配售協議和(iii)公開發售，於二零一八年七月四日已配發及發行(i) 3,789,375,000股代價股份；(ii) 757,875,000股配售股份及(iii) 101,050,000股發售股份。此外，本公司於二零一八年七月四日根據收購協議之條款發行本金總額129,470,312.50港元之為期五年零票息可換股債券（「可換股債券」），該等持有人可按每股換股股份初始換股價0.1025港元將該等債券兌換為最多1,263,125,000股每股面值0.00002港元的普通股（「換股股份」），以支付收購事項代價之一部分。

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Save as disclosed above, the Company had no changes in capital structure during the year ended 31 December 2018.

除上文所披露者外，於截至二零一八年十二月三十一日止年度，本公司概無資本架構變動。

### SIGNIFICANT INVESTMENT AND ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

### 附屬公司重大投資及收購及出售

On 21 November 2016, the Company as purchaser entered into the Acquisition Agreement with independent potential investors for an acquisition of a new business which is primarily engaged in the operation of a hotpot restaurant business in the PRC at a consideration of HK\$517,881,250 (the "Acquisition"). The Acquisition constituted a very substantial acquisition, connected transaction and was treated as a new listing application for the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), therefore, subject to the approval of the Listing Committee of the Stock Exchange. On the same day, the Company entered into a conditional sale and purchase agreement (as amended and supplemented by a supplemental agreement dated 30 June 2017) (the "Disposal Agreement") with a purchaser for the disposal (the "Disposal") of Global Milk Products Pte. Ltd ("Global Milk"), a wholly-owned subsidiary which was incorporated in the Republic of Singapore, and its subsidiaries (the "Disposal Group") at a consideration of HK\$1. The subsidiaries were incorporated in Singapore and the PRC. As the complete books and records of those subsidiaries could not be located or accessed, the financial statements of those subsidiaries have been de-consolidated from the consolidated financial information of the Group since the year ended 31 December 2011.

於二零一六年十一月二十一日，本公司(作為買方)與數名獨立潛在投資者就收購一項主要在中國從事火鍋餐廳業務的新業務，訂立收購協議，代價為517,881,250港元(「收購事項」)。根據聯交所證券上市規則(「上市規則」)，收購事項構成一項非常重大收購及關連交易，且被視為本公司新上市申請；因此，待聯交所上市委員會批准後，方告作實。同日，本公司亦與一名買方就出售一間全資附屬公司Global Milk Products Pte. Ltd (「Global Milk」)(於新加坡共和國註冊成立)及其附屬公司(「出售事項」)(「出售集團」)訂立有條件買賣協議(經日期為二零一七年六月三十日的補充協議所修訂及補充)(「出售協議」)，代價為1港元。該等附屬公司於新加坡及中國註冊成立。由於無法找到或查閱該等附屬公司的完整賬冊及記錄，故有關附屬公司的財務報表自截至二零一一年十二月三十一日止年度起於本集團綜合財務資料取消綜合入賬。

As announced by the Company on 4 July 2018, all the conditions precedent to the Acquisition as set out in the Acquisition Agreement had been fulfilled and the completion of the Acquisition (the "Acquisition Completion") took place on 4 July 2018. A total of 3,789,375,000 consideration shares were allotted and issued and the Convertible Bonds were issued to the vendors (or their nominees) on 4 July 2018. Upon Acquisition Completion, the target company has become a wholly-owned subsidiary of the Company and the financial results of the target group are consolidated into the financial statements of the Company.

誠如本公司於二零一八年七月四日宣佈，收購協議所載的所有先決條件已經達成，且收購事項已於二零一八年七月四日完成(「收購完成」)。於二零一八年七月四日，賣方(或其代名人)合共獲配發及發行3,789,375,000股代價股份及可換股債券(「可換股債券」)。於收購完成後，目標公司成為本公司全資附屬公司，而目標集團的財務業績則綜合計入本公司的財務報表。



## Management Discussion and Analysis 管理層討論與分析

As announced by the Company on 4 July 2018, all the conditions precedent to the Disposal as set out in the Disposal Agreement had been fulfilled and the completion of the Disposal (the “Disposal Completion”) took place on 4 July 2018. Upon Disposal Completion, the Group has ceased to have any beneficial interest in any company in the Disposal Group, and all the companies in the Disposal Group have ceased to be subsidiaries of the Company.

### CONTINGENT LIABILITIES

As at 31 December 2018, the Group had no significant contingent liabilities.

### CAPITAL COMMITMENTS

As at 31 December 2018, save as disclosed elsewhere in this annual report, the Group had no significant capital commitments.

### FOREIGN CURRENCY RISK

Most of the Group’s business transactions, assets and liabilities are denominated in Renminbi and settled in Renminbi, which are the functional currencies of respective group companies. The Group’s exposure to currency risk is minimal. The Group has not entered into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

### EMPLOYEES AND REMUNERATION POLICIES

The number of employees of the Company as at 31 December 2018 was 3,057 (2017 (restated): 2,826). Employees’ remuneration is commensurate with their job nature, qualifications and experience. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors. The Group continues to offer competitive remuneration packages and bonus to eligible staff, based on the performance of the Group and the individual employee.

誠如本公司於二零一八年七月四日宣佈，出售協議所載出售事項的所有先決條件已經達成，且出售事項已於二零一八年七月四日完成（「出售完成」）。於出售完成後，本集團不再於出售集團任何公司擁有任何實益權益，且出售集團所有公司均不再為本公司附屬公司。

### 或然負債

於二零一八年十二月三十一日，本集團並無重大或然負債。

### 資本承擔

於二零一八年十二月三十一日，除本年報另行所披露者外，本集團並無重大資本承擔。

### 外幣風險

本集團大部分的業務交易、資產及負債乃以人民幣計值及以人民幣結付，該等貨幣為相關集團公司的功能貨幣。本集團所受外幣風險低微。本集團並無就外匯風險訂立任何工具。本集團將密切監察匯率變動，並將採取適當行動降低匯率風險。

### 僱員及薪酬政策

本公司於二零一八年十二月三十一日之僱員人數為3,057名(二零一七年(經重列): 2,826名)。員工薪酬按其工作性質、資歷及經驗而釐定。通常薪酬及薪金根據表現評核及其他相關因素作每年檢討。本集團會根據本集團及個別員工的表現，繼續向符合資格的員工給予具競爭力的薪酬組合和花紅。

## Board of Directors and Senior Management 董事會及高級管理層

### EXECUTIVE DIRECTORS

**Mr. Hung Shui Chak (“Mr. Hung”)** (formerly known as Hung Pan), aged 49, was appointed as the chairman of the Board, an executive Director, a member of the nomination committee of the Company (the “Nomination Committee”) and an authorised representative of the Company in July 2018. He is also a director of various subsidiaries of the Company.

Mr. Hung is primarily responsible for formulating the overall development strategies and business plan of the Group. Mr. Hung has engaged in the investment and operation of trading of raw materials in food and catering and automobile business in Hong Kong prior to 1990. He has vast experiences of investments in various businesses in the PRC and commenced in investments in the PRC. He has now accumulated over 8 years of experience in the management of food and catering industry in the PRC.

Mr. Hung took the overall business development of the Group since 2012 and continues to oversee the management of the operations and business of the Group. He has guided the operations and business of the Group in adhering to quality and innovation in the operations since he took up the business development of the Group in 2009.

Mr. Hung held a controlling interest in Carsone Car Detailing Service Company Limited\* (上海比鄰美車堂汽車美容有限公司) (“Carsone”), a company which principally engaged in motor detailing business in the PRC, and Mr. Hung disposed of his interest in Carsone to an independent third party in 2012 and now retains a minority interest of approximately 5.4% in Carsone. Mr. Hung also remains a director of a holding company of Carsone.

Mr. Hung is the sole shareholder and the sole director of Shui Chak Group Limited, a company incorporated in the British Virgin Islands with limited liability, the controlling Shareholder (as defined in the Listing Rules). Mr. Hung is deemed, by virtue of his interest in Shui Chak Group Limited, to be interested in 3,548,749,688 shares and 1,182,916,562 underlying shares of the Company under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), representing approximately 91.81% of the issued share capital of the Company.

### 執行董事

洪瑞澤先生(「洪先生」)(前名洪斌)，49歲，於二零一八年七月獲委任為董事會主席、執行董事、本公司提名委員會(「提名委員會」)成員及本公司授權代表。彼亦為本公司多間附屬公司之董事。

洪先生主要負責制訂集團的整體發展策略及業務計劃。洪先生於一九九零年之前在香港從事食品及餐飲原材料貿易以及汽車業務的投資及營運。彼於中國的不同業務累積大量投資經驗，並開始在中國進行投資。彼目前於中國食品及餐飲業累積逾八年管理經驗。

洪先生自二零一二年起接管集團的整體業務發展，並持續監督集團的營運及業務管理。自二零零九年接管集團的業務發展以來，彼領導集團的營運及業務，堅守營運質量及創新。

洪先生持有上海比鄰美車堂汽車美容有限公司(「美車堂」)的控股權益，該公司主要於中國從事汽車美容業務。二零一二年，洪先生出售其於美車堂的權益予獨立第三方，目前於美車堂保留約5.4%的少數權益。洪先生亦為美車堂一間控股公司的董事。

洪先生為瑞澤集團有限公司(在英屬處女群島註冊成立的有限公司)的唯一股東、唯一董事及控股股東(定義見上市規則)。洪先生根據其於瑞澤集團有限公司擁有的權益而被視為根據香港法例第571章《證券及期貨條例》，於本公司3,548,749,688股股份及1,182,916,562相關股份中擁有權益，佔本公司已發行股本約91.81%。

## Board of Directors and Senior Management 董事會及高級管理層

**Mr. So Kam Chuen (“Mr. So”)**, aged 38, was appointed as an executive Director in July 2018. He is also a director of a subsidiary of the Company and the supervisor of a subsidiary of the Company.

Mr. So is responsible for overseeing the overall management, day-to-day operation and production of the Group. He joined the Group in November 2004 and is serving as the Executive Chef and Brand General Manager of Faigo (輝哥) and Xiao Faigo (小輝哥) and has over 13 years of experience in the catering industry and operations management. He joined the catering business in Hong Kong after finishing school education in Hong Kong in 1997. During his service with the Group, Mr. So is responsible for overseeing the operations of all the restaurants of the Group, developing new cuisine, controlling the quality of food and services of Faigo (輝哥) and Xiao Faigo (小輝哥) to ensure the upscale of food and services.

**Mr. Yuan Mingjie (“Mr. Yuan”)**, aged 39, was appointed as an executive Director and an authorised representative of the Company in July 2018.

Mr. Yuan is responsible for overseeing the overall financial management and reporting and corporate finance matters of the Group. He has over 13 years of experience in auditing and accounting in various industries. He was the Vice President and Corporate Secretary of CY Oriental Holdings Ltd., a company listed on the Toronto Stock Exchange (stock code: CYO:APH), from 2004 to 2008. He also served as an auditor at PricewaterhouseCoopers Zhong Tian CPAs Limited Company from 2001 to 2003. Mr. Yuan served as the Executive Vice President & Chief Operating Officer of Carsone from 2012 to 2018. Mr. Yuan was awarded a Bachelor Degree in English Language and Literature from Shanghai International Studies University (上海外國語大學) in 2001 and a Master Degree in Business Administration from Shanghai Jiao Tong University (上海交通大學) in 2012.

**Mr. Chen Jun (“Mr. Chen”)**, aged 48, was appointed as an executive Director in July 2018.

**蘇錦存先生(「蘇先生」)**，38歲，於二零一八年七月獲委任為執行董事。彼亦為本公司一間附屬公司之董事及本公司一間附屬公司之監事。

蘇先生負責監督集團的整體管理、日常營運及生產。彼於二零零四年十一月加入集團，擔任輝哥及小輝哥的行政總廚及品牌總經理，在餐飲業以及營運管理方面累積逾13年經驗。彼於一九九七年在香港完成學業後投身香港餐飲業。蘇先生任職於集團期間，負責監督集團所有食店的營運、開發新菜式、控制輝哥及小輝哥的食品及服務質素，確保食品及服務的優質水平。

**袁明捷先生(「袁先生」)**，39歲，於二零一八年七月獲委任為本公司執行董事及授權代表。

袁先生負責監督集團的整體財務管理及報告與企業融資事宜。彼於不同行業累積超過十三年核數及會計經驗。彼自二零零四年至二零零八年擔任CY Oriental Holdings Ltd. (一家多倫多證券交易所上市公司，股份代號：CYO:APH)的副總裁及公司秘書。彼自二零零一年至二零零三年於普華永道中天會計事務所有限公司任職核數師。袁先生自二零一二年至二零一八年於美車堂任職執行副總裁兼首席營運官。袁先生於二零零一年取得上海外國語大學的英國語文及文學學士學位，於二零一二年取得上海交通大學的工商管理碩士學位。

**陳軍先生(「陳先生」)**，48歲，於二零一八年七月獲委任為執行董事。

## Board of Directors and Senior Management 董事會及高級管理層

Mr. Chen is responsible for business development and overseeing the day-to-day the operation and production of Xiao Faigo (小輝哥). He joined the Group in December 2012 and has been serving as the Brand Manager of Xiao Faigo (小輝哥) since then. He has over 16 years of experience in catering industry and operation management.

Since 2001, Mr. Chen has served as a management in various catering business, including Shanghai Min Catering Management Company Limited\* (小南國餐飲管理有限公司) and Shanghai Jinmeng Suzhehui Catering Company Limited\* (上海金萌蘇浙滙餐飲有限公司).

陳先生負責小輝哥的業務發展及監督日常運作及生產。彼於二零一二年十二月加入集團，自此擔任小輝哥的品牌經理。彼於餐飲業及營業管理有逾16年經驗。

由二零零一年起，陳先生曾擔任多家餐飲業公司的管理層，包括小南國餐飲管理有限公司及上海金萌蘇浙滙餐飲有限公司。

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Ha Kee Choy Eugene (“Mr. Ha”)**, aged 62, was appointed as an independent non-executive Director in January 2016. He was subsequently appointed as the chairman of the remuneration committee of the Company (the “Remuneration Committee”) and a member of each of the audit committee of the Company (the “Audit Committee”) and the Nomination Committee in February 2016, and re-designated as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee in July 2018.

Mr. Ha holds a Master’s Degree in Business Administration and is a fellow member of the Association of Chartered Certified Accountants. He has over 20 years of experience in the finance and banking industry and acts or/and acted as director of a number of private and listed companies in Hong Kong. Mr. Ha is the director of a certified public accountants corporate practice in Hong Kong. He is currently an independent non-executive director of China Touyun Tech Group Limited (stock code: 1332) and International Entertainment Corporation (stock code: 1009). The shares of these companies are listed on the Main Board of the Stock Exchange.

**Mr. Chan Chun Yiu Thomas (“Mr. Chan”)** (formerly known as Chan Chee Choi), aged 55, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee in July 2018.

### 獨立非執行董事

**夏其才先生(「夏先生」)**，62歲，於二零一六年一月獲委任為獨立非執行董事。彼隨後於二零一六年二月獲委任為本公司薪酬委員會(「薪酬委員會」)主席，以及本公司審核委員會(「審核委員會」)及提名委員會各自之成員，及後於二零一八年七月調任為審核委員會主席，以及提名委員會及薪酬委員會各自之成員。

夏先生持有工商管理碩士學位，並為特許公認會計師公會資深會員。彼於金融及銀行業擁有逾20年經驗，並且現任或／及曾任香港多間私人及上市公司董事。夏先生為香港一間執業會計師行之董事。彼目前為中國透雲科技集團有限公司(股份代號：1332)及國際娛樂有限公司(股份代號：1009)之獨立非執行董事。上述公司之股份均於聯交所主板上市。

**陳浚曜先生(「陳先生」)**(前名陳子才)，55歲，於二零一八年七月獲委任為獨立非執行董事、提名委員會主席及審核委員會和薪酬委員會成員。

## Board of Directors and Senior Management 董事會及高級管理層

Mr. Chan obtained a bachelor of laws degree in 1987 and the postgraduate certificate in laws in 1988, both at the University of Hong Kong. He was admitted as a solicitor in Hong Kong in 1990, and as a solicitor in the United Kingdom in 1991. Following his admission as a solicitor in Hong Kong, he spent almost 15 years in private practice in Hong Kong with various local and international law firms, specialising in banking, commercial and real estate areas. He then left private practice and joined the Hong Kong branch of Société Générale S.A. in March 2005, and left in August 2011 as its legal counsel at director level, specialising in listed and unlisted structured products, retail funds, exchange traded funds and general banking advisory work. Subsequently, he joined CLSA Hong Kong Holdings Limited and worked as its senior legal adviser from August 2011 to April 2015. Mr. Chan is an executive director of International Entertainment Corporation (stock code: 1009). He also served as an independent non-executive director of LEAP Holdings Group Limited (stock code: 1499) from November 2017 to April 2018. The shares of these two companies are listed on the Main Board of the Stock Exchange.

**Mr. Tam Bing Chung Benson (“Mr. Tam”)**, aged 55, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee in March 2019.

Mr. Tam is a member of The Institute of Chartered Accountants in England and Wales. He holds a Master of Science degree from University of Oxford and a Bachelor of Science (Engineering) degree in civil engineering from Imperial College of University of London.

Mr. Tam is the founder and chairman of Venturous Group, a China-based family investment platform. From 2002 to 2012, he was a partner of Fidelity Growth Partners Asia (formerly named Fidelity Asia Ventures), an Asian venture capital firm with a principal focus on China. Prior to joining Fidelity Growth Partners Asia, Mr. Tam was an investment banker and a private equity investor in Europe and Asia with leading financial institutions. He is currently a director of several private companies. Mr. Tam is also an independent director of Momo Inc. (stock symbol: MOMO), the shares of which are listed on the NASDAQ Stock Exchange.

陳先生於一九八七年在香港大學取得法學學士學位，並於一九八八年在香港大學獲頒法律深造證書。彼於一九九零年取得資格成為香港事務律師，並於一九九一年取得資格成為英國事務律師。彼在香港取得資格後，曾在香港多間本地及國際律師事務所私人執業近十五年，專門從事銀行、商業及物業之範疇。彼其後脫離私人執業，並於二零零五年三月加入法國興業銀行香港分行，二零一一年八月離職時擔任董事職級的法律顧問，並擔任法律部門結構產品／基金團隊負責人，專門從事上市及非上市結構性產品、零售基金、交易所買賣基金及一般銀行業務諮詢工作。其後，彼加入CLSA Hong Kong Holdings Limited，並於二零一一年八月至二零一五年四月擔任其高級法律顧問。陳先生為國際娛樂有限公司(股份代號：1009)之執行董事。彼亦於二零一七年十一月至二零一八年四月期間擔任前進控股集團有限公司(股份代號：1499)之獨立非執行董事。該兩間公司的股份均於聯交所主板上市。

**譚秉忠先生(「譚先生」)**，55歲，於二零一九年三月獲委任為獨立非執行董事、薪酬委員會主席及審核委員會成員。

譚先生為英格蘭及威爾士特許會計師公會會員。彼持有牛津大學理學碩士學位及倫敦大學帝國學院土木工程系理學(工程)學士學位。

譚先生為Venturous Group(一家以中國為基地的家族投資平台)的創辦人及主席。由二零零二年至二零一二年，彼為Fidelity Growth Partners Asia(前稱Fidelity Asia Ventures)(一家主要著重中國的亞洲創業基金公司)的合夥人。在加入Fidelity Growth Partners Asia之前，譚先生為領先的金融機構出任歐洲及亞洲投資銀行家及私募股權投資商。彼目前為數間私營公司的董事。譚先生亦為Momo Inc.(股票代碼：MOMO)的獨立董事，其股份於納斯達克聯交所上市。

## Board of Directors and Senior Management 董事會及高級管理層

### SENIOR MANAGEMENT

**Ms. Bi Jia (畢佳女士) (“Ms. Bi”)**, aged 38, is the Public Affair Manager of the Group. She is primarily responsible for managing the public and external affairs, coordination between departments and handling brands related matters of the Group. Ms. Bi joined the Group on 1 September 2012. She has over 6 years of experience in secretarial duties. Prior to joining the Group, Ms. Bi served as the Chairman Assistant at Carsone from 2010 to 2012. Prior to it, she was the Finance Manager of Carsone from 2005 to 2010. She obtained a Diploma in Finance and Accounting (財務會計) from Central Radio and TV University\* (中央廣播電視大學) (currently known as The Open University of China) in 2002.

**Mr. Yu Jun (余俊先生) (“Mr. Yu”)**, aged 36, is the Manager of Information Technology of the Group. He is primarily responsible for managing IT related matters of the Group. Mr. Yu joined the Group on 18 October 2013. He has over 9 years of experience in managing IT operations. Prior to joining the Group, Mr. Yu served as IT Manager at Shanghai Longbong Clothing Company Limited\* (上海隆邦服飾有限公司) from 2012 to 2013. He was the IT Manager at Shanghai Baishihao Electronic Business Company Limited\* (上海百世好電子商務有限公司) from 2007 to 2012. He obtained a Bachelor degree in Mathematics and Applied Mathematics from Donghua University (東華大學) in 2005.

**Mr. Wu Yuanqing (吳元慶先生) (“Mr. Wu”)**, aged 46, is the Logistics Director of the Group. He is primary responsible for managing warehouse and logistics related matters of the Group. Mr. Wu joined the Group on 1 November 2004. He has over 12 years of experience in management of engineering and logistics in the food and beverage industry. Mr. Wu obtained a Bachelor in Economics and Management from Beijing Science Technology College\* (北京科技管理學院) in July 2016.

### 高級管理層

**畢佳女士(「畢女士」)**，現年38歲，為本集團的公關經理。畢女士主要負責管理公關及外部事宜、部門協調及處理本集團品牌方面事宜。畢女士於二零一二年九月一日加入本集團，於秘書工作有逾六年經驗。加入本集團前，畢女士曾於二零一零年至二零一二年擔任美車堂主席助理。此前，在二零零五年至二零一零年間，彼為美車堂的財務經理。彼於二零零二年獲中央廣播電視大學(現稱國家開放大學)頒授財務會計文憑。

**余俊先生(「余先生」)**，現年36歲，為本集團的資訊科技經理，主要負責管理本集團的資訊科技方面事宜。余先生於二零一三年十月十八日加入本集團，於資訊科技方面有逾9年經驗。加入本集團前，余先生在二零一二年至二零一三年間任職上海隆邦服飾有限公司的資訊科技經理。彼於二零零七年至二零一二年為上海百世好電子商務有限公司的資訊科技經理。余先生於二零零五年獲東華大學頒授數學與應用數學學士學位。

**吳元慶先生(「吳先生」)**，現年46歲，為本集團的物流總監。彼主要負責管理本集團的倉庫及物流相關事宜。吳先生於二零零四年十一月一日加入本集團，於管理工程與餐飲業物流有逾12年經驗。吳先生於二零一六年七月獲得北京科技管理學院頒授經濟及管理學學士學位。

## Board of Directors and Senior Management 董事會及高級管理層

**Mr. Zhang Ming (張明先生) (“Mr. Zhang”)**, aged 36, is the Marketing Director of the Group. He is primarily responsible for managing marketing related matters of the Group. Mr. Zhang joined the Group on 15 April 2016. He has over 12 years of experience in marketing and brand management of the food and beverage industry. Prior to joining the Group, Mr. Zhang served as the Collaborative Founder at Shanghai Yiqing Information Technology Company Limited\* (上海亦清信息科技有限公司) from 2015 to 2016. He was the Senior District Manager at Dianping.com (大眾點評網) from 2009 to 2015. Meanwhile, he was a Designer at Daji International Trading (Shanghai) Company Limited\* (達記國際貿易(上海)有限公司) from 2004 to 2011. Mr. Zhang obtained a Diploma in Arts and Design (藝術設計) from Zhengzhou University of Light Industry (鄭州輕工業學院) in 2008.

**Mr. Tse Chi Kwai (謝自貴先生) (“Mr. Tse”)**, aged 37, is the Purchasing Director of the Group. He is primarily responsible for managing procurement related matters of the Group. He joined the Group on 1 August 2016. He has extensive experience in procurement in the catering industry. Prior to joining the Group, he was the Procurement Assistant at Hong Kong Super Star Group from 2006 to 2007. Mr. Tse is a member of The Chartered Institute of Procurement and Supply. He obtained a Bachelor degree in Logistics and Supply Chain Management from University of Northumbria at Newcastle in 2013. He also obtained a Professional Diploma in Purchasing and Supply from School of Continuing Education of Hong Kong Baptist University in April 2009 and a Higher Diploma in Business (Marketing and Management) from School of Professional and Continuing Education of The University of Hong Kong in September 2006.

張明先生(「張先生」)，現年36歲，為本集團的市場總監，主要負責管理本集團的市場推廣方面事宜。張先生於二零一六年四月十五日加入本集團，於餐飲業的營銷及品牌管理方面逾12年經驗。加入本集團前，張先生曾於二零一五年至二零一六年任上海亦清信息科技有限公司協辦人，又於二零零九年至二零一五年出任大眾點評網高級區域經理。同時，彼於二零零四年至二零一一年擔任達記國際貿易(上海)有限公司設計師。張先生於二零零八年獲鄭州輕工業學院頒授藝術設計文憑。

謝自貴先生(「謝先生」)，現年37歲，為本集團的採購總監，主要負責管理本集團的採購方面事宜。謝先生於二零一六年八月一日加入本集團，於餐飲服務業採購有豐富經驗。加入本集團前，彼於二零零六年至二零零七年任職香港鴻星集團採購助理。謝先生為英國皇家採購與供應學會會員，於二零一三年在紐卡素University of Northumbria取得物流與供應鏈管理學士學位。彼亦於二零零九年四月獲香港浸會大學持續教育學院頒授物資採購與供銷學專業文憑及於二零零六年九月獲香港大學專業進修學院頒授商業學高級文憑——市場學及管理。

\* For identification purposes only

\* 僅供識別

## Directors' Report 董事會報告書

The Directors submit herewith their annual report together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018.

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business in Hong Kong is Room 703, 7/F., Lucky Building, 39 Wellington Street, Central, Hong Kong and will be change to Room 1502, 15/F., Lucky Building, 39 Wellington Street, Central, Hong Kong with effect from 1 April 2019.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 71 and 72.

The Board resolved not to pay any final dividend for the year ended 31 December 2018.

### BUSINESS REVIEW

The business review of the Company for the year ended 31 December 2018 is set out in the "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 7 and pages 8 to 24 of this report respectively. Those sections form part of this "Directors' Report".

董事會茲提呈本公司及其附屬公司截至二零一八年十二月三十一日止年度之年度報告及經審核綜合財務報表。

### 香港主要營業地點

本公司在開曼群島註冊成立為有限公司，其於香港的主要營業地點位於香港中環威靈頓街39號六基大廈7樓703室，將改為香港中環威靈頓街39號六基大廈15樓1502室，由二零一九年四月一日起生效。

### 主要業務

本公司為投資控股公司。其主要附屬公司之業務載於綜合財務報表附註35。

### 業績及股息

本集團截至二零一八年十二月三十一日止年度之業績載於第71及72頁之綜合損益及其他全面收益表。

董事會議決不就截至二零一八年十二月三十一日止年度派付任何末期股息。

### 業務回顧

本公司截至二零一八年十二月三十一日止年度的業務回顧分別載於本報告第5至7頁的「主席報告書」及第8至24頁的「管理層討論與分析」等節。該兩節組成本「董事會報告書」的一部分。



## Directors' Report 董事會報告書

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2018, as a restaurant chain, the Group has a large and diverse customer base. The revenue derived from the top five largest customers accounted for less than 30% of the total revenue for the year ended 31 December 2018.

During the year ended 31 December 2018, the purchases of food ingredients and other supplies from the Group's top five largest suppliers accounted for 47.25% of the Group's total purchases from all suppliers for the same period. The purchases from the Group's single largest supplier for the year ended 31 December 2018 accounted for 41.28% of the Group's total purchases from all suppliers for the same period. All of our five largest suppliers are independent third parties.

None of our Directors, any of their close associates or any Shareholders that, to the knowledge of our Directors, own more than 5% of the issued share capital of the Company had any interest in any of the five largest suppliers during the year ended 31 December 2018.

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 21 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Company during the year are set out on page 214.

### DISTRIBUTABLE RESERVES OF THE COMPANY

At 31 December 2018, the Company had no reserves available for distribution (2017: Nil).

### 主要客戶及供應商

截至二零一八年十二月三十一日止年度，作為連鎖餐廳，本集團擁有龐大且多元化的客戶基礎。源自五大客戶的收益佔截至二零一八年十二月三十一日止年度總收益不足30%。

截至二零一八年十二月三十一日止年度，向本集團五大供應商採購食材及其他供應品佔本集團同期向所有供應商總採購額的47.25%。截至二零一八年十二月三十一日止年度，向本集團最大供應商之採購額佔本集團同期向所有供應商總採購額的41.28%。所有五大供應商均為獨立第三方。

截至二零一八年十二月三十一日止年度，概無董事、任何彼等之緊密聯繫人或任何股東（據董事所知擁有本公司已發行股本5%以上者）於任何五大供應商中擁有任何權益。

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註15。

### 股本

年內的本公司股本變動詳情載於綜合財務報表附註21。

### 儲備

本公司儲備於年內之變動詳情載於第214頁。

### 本公司可供分派儲備

於二零一八年十二月三十一日，本公司並無可供分派儲備（二零一七年：無）。

## Directors' Report 董事會報告書

### EVENTS AFTER THE REPORTING PERIOD

#### Change of Directors

Mr. Su Guicai has resigned as an executive Director with effect from 1 March 2019.

Mr. Mai Guangfan has resigned as an independent non-executive Director with effect from 1 March 2019.

Mr. Tam Bing Chung Benson has been appointed as an independent non-executive Director with effect from 1 March 2019.

#### Change of Principal Place of Business in Hong Kong

The principal place of business of the Company in Hong Kong will be changed to Room 1502, 15/F., Lucky Building, 39 Wellington Street, Central, Hong Kong with effect from 1 April 2019.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 220.

### DIRECTORS

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

#### Executive Directors

Mr. Hung Shui Chak (*Chairman*)  
(appointed on 6 July 2018)  
Mr. So Kam Chuen (appointed on 6 July 2018)  
Mr. Yuan Mingjie (appointed on 6 July 2018)  
Mr. Chen Jun (appointed on 6 July 2018)  
Mr. Su Guicai (appointed on 10 August 2018 and  
resigned on 1 March 2019)  
Dr. Choi Chiu Fai Stanley (resigned on 6 July 2018)  
Mr. Choi Ka Wai (resigned on 6 July 2018)

### 報告期間後事項

#### 董事變動

蘇貴才先生自二零一九年三月一日起辭任執行董事。

麥廣帆先生自二零一九年三月一日起辭任獨立非執行董事。

譚秉忠先生自二零一九年三月一日起獲委任為獨立非執行董事。

#### 更改香港主要營業地點

本公司香港主要營業地點將自二零一九年四月一日起改為香港中環威靈頓街39號六基大廈15樓1502室。

### 財務概要

本集團過去五個財政年度的業績及資產負債概要載於第220頁。

### 董事

於本財政年度及截至本報告日期，董事包括：

#### 執行董事

洪瑞澤先生(主席)  
(於二零一八年七月六日獲委任)  
蘇錦存先生(於二零一八年七月六日獲委任)  
袁明捷先生(於二零一八年七月六日獲委任)  
陳軍先生(於二零一八年七月六日獲委任)  
蘇貴才先生(於二零一八年八月十日  
獲委任並於二零一九年三月一日辭任)  
蔡朝暉博士(於二零一八年七月六日辭任)  
蔡嘉偉先生(於二零一八年七月六日辭任)

## Directors' Report 董事會報告書

### Independent Non-executive Directors

Mr. Ha Kee Choy Eugene  
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018)  
Mr. Tam Bing Chung Benson (appointed on 1 March 2019)  
Mr. Mai Guangfan (appointed on 6 July 2018 and resigned on 1 March 2019)  
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018)  
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018)

Pursuant to article 83(3) of the articles of association of the Company, any director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Tam Bing Chung Benson shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to article 84(1) of the articles of association of the Company, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Mr. Chen Jun and Mr. Ha Kee Choy Eugene shall retire from office by rotation at the forthcoming annual general meeting of the Company and shall then be eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

Mr. Ha Kee Choy Eugene, an independent non-executive Director, is not appointed for a specific term but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Chan Chun Yiu Thomas and Mr. Tam Bing Chung Benson, the other independent non-executive Directors, are appointed for a specific term and are subject to retirement by rotation in accordance with the Company's articles of association.

None of the Directors 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.

### 獨立非執行董事

夏其才先生  
陳浚曜先生(於二零一八年七月六日獲委任)  
譚秉忠先生(於二零一九年三月一日獲委任)  
麥廣帆先生(於二零一八年七月六日獲委任並於二零一九年三月一日辭任)  
司徒達坤先生(於二零一八年七月六日辭任)  
霍偉明先生(於二零一八年七月六日辭任)

根據本公司章程細則第83(3)條，任何獲董事會委任以填補董事會臨時空缺的董事任期至其獲委任之後的首屆股東大會為止並可於該大會上重選連任，而獲董事會委任以出任新增現行董事會席位的任何董事任期僅至本公司下屆股東週年大會為止並將合資格重選連任。譚秉忠先生將僅就任至本公司下屆股東週年大會，並將符合資格重選連任。

根據本公司章程細則第84(1)條，在每屆股東週年大會上，當時三分之一的董事(若其人數並非三(3)的倍數，則以最接近但不少於三分之一的人數)將輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。陳軍先生及夏其才先生將於本公司應屆股東週年大會上輪流退任，並符合資格於該大會上重選連任。

獨立非執行董事夏其才先生並無按固定任期獲委任，惟彼等須根據本公司章程細則於股東週年大會輪值退任及重選連任。其他獨立非執行董事陳浚曜先生及譚秉忠先生的委任並無固定任期，惟須遵照本公司章程細則輪值告退。

建議在應屆股東週年大會上重選連任之董事，概無與本公司訂立一年內在不作賠償(法定補償除外)下本公司不得終止之任何服務合約。

## Directors' Report 董事會報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as follows.

### 董事及主要行政人員於股份、相關股份及債權證的權益或淡倉

於二零一八年十二月三十一日，董事及本公司主要行政人員概無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）股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括彼等根據該證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

Name of Director 董事姓名	Capacity 身份	Number of underlying shares held 所持相關股份數目	Number of shares held 所持股份數目	Total number of shares and underlying shares held 所持股份及相關股份總數	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比
Mr. Hung Shui Chak 洪瑞澤先生	Interest of controlled corporation 受控制法團權益	1,182,916,562 (L) (Note 1) (附註1)	3,548,749,688 (L) (Note 2) (附註2)	4,731,666,250 (L)	91.81%
Mr. So Kam Chuen 蘇錦存先生	Beneficial owner 實益擁有人	14,904,875 (L) (Note 3) (附註3)	44,714,625 (L)	59,619,500 (L)	1.15%

(L): Long position

(L): 好倉

## Directors' Report 董事會報告書

Note 1: These underlying Shares represented a maximum of 1,182,916,562 new Shares to be issued to Shui Chak Group Limited upon full conversion of the Convertible Bonds which, in an aggregate principal amount of HK\$121,248,947.605 at a conversion price of HK\$0.1025 per Share, were issued to Shui Chak Group Limited on 4 July 2018. By virtue of the SFO, Mr. Hung was deemed to be interested in the underlying Shares held by Shui Chak Group Limited.

Note 2: These 3,548,749,688 Shares were held by Shui Chak Group Limited. Shui Chak Group Limited was wholly-owned by Mr. Hung. Thus, Mr. Hung was deemed to be interested in the 3,548,749,688 Shares held by Shui Chak Group Limited pursuant to the SFO.

Note 3: These underlying Shares represented a maximum of 14,904,875 new Shares to be issued to Mr. So upon full conversion of the Convertible Bonds which, in an aggregate principal amount of HK\$1,527,749.6875 at a conversion price of HK\$0.1025 per Share, were issued to Mr. So on 4 July 2018.

Note 4: The percentage is calculated on the basis of 5,153,550,000 shares of the Company in issue as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註1：該等相關股份指可換股債券獲悉數轉換後將向瑞澤集團有限公司發行的最多1,182,916,562股新股份，本金總額為121,248,947.605港元，轉換價為每股0.1025港元，於二零一八年七月四日發行予瑞澤集團有限公司。根據證券及期貨條例，洪先生被視為於所持有的相關股份中擁有權益。

附註2：3,548,749,688股股份乃由瑞澤集團有限公司持有。瑞澤集團有限公司由洪先生全資擁有。故此，根據證券及期貨條例，洪先生被視為於瑞澤集團有限公司所持有的3,548,749,688股股份中擁有權益。

附註3：該等相關股份指可換股債券獲悉數轉換後將向蘇先生發行的最多14,904,875股新股份，本金總額為1,527,749.6875港元，轉換價為每股0.1025港元，於二零一八年七月四日發行予蘇先生。

附註4：該百分比乃按本公司於二零一八年十二月三十一日有5,153,550,000股已發行股份之基準計算。

除上文所披露者外，於二零一八年十二月三十一日外，董事或本公司主要行政人員並無於本公司及其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債券中擁有或視為擁有根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

## Directors' Report 董事會報告書

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

### 主要股東於股份、相關股份及債權證的權益及淡倉

As at 31 December 2018, the following persons or corporations (other than Directors or chief executives of the Company) were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules:

於二零一八年十二月三十一日，以下人士（董事或本公司主要行政人員除外）按本公司根據證券及期貨條例第336條須存置的權益登記冊所示，或於根據證券及期貨條例第XV部第2及3分部的條文及上市規則須披露的本公司已發行股本中擁有5%或以上權益：

Name of shareholder 股東姓名	Capacity 身份	Number of underlying shares held 所持相關股份數目	Number of shares held 所持股份數目	Total number of shares and underlying shares held 所持股份及相關股份總數	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比
Shui Chak Group Limited 瑞澤集團有限公司	Beneficial owner 實益擁有人	1,182,916,562 (L) (Note 1) (附註1)	3,548,749,688 (L) (Note 2) (附註2)	4,731,666,250 (L)	91.81%
Joyful Marvel Limited ("Joyful Marvel") (Note 3) Joyful Marvel Limited (「Joyful Marvel」) (附註3)	Beneficial owner 實益擁有人	—	508,000,000 (L)	508,000,000 (L)	9.86%
Mr. Ou Jin Yao Norris ("Mr. Ou") (Note 3) 歐晉堯先生(「歐先生」) (附註3)	Interest of controlled corporation 受控制法團權益	—	508,000,000 (L)	508,000,000 (L)	9.86%
Global Courage Limited Global Courage Limited	Beneficial owner 實益擁有人	—	385,005,976 (L)	385,005,976 (L)	7.47%
Head and Shoulders Direct Investment Limited (Note 4) Head and Shoulders Direct Investment Limited (附註4)	Interest of controlled corporation 受控制法團權益	—	385,005,976 (L)	385,005,976 (L)	7.47%
Dr. Choi Chiu Fai Stanley (Note 4) 蔡朝暉博士(附註4)	Interest of controlled corporation 受控制法團權益	—	385,005,976 (L)	385,005,976 (L)	7.47%

## Directors' Report 董事會報告書

(L): Long position

Note 1: These underlying Shares represented a maximum of 1,182,916,562 new Shares to be issued to Shui Chak Group Limited upon full conversion of the Convertible Bonds which, in an aggregate principal amount of HK\$121,248,947.605 at a conversion price of HK\$0.1025 per Share, were issued to Shui Chak Group Limited on 4 July 2018. By virtue of the SFO, Mr. Hung was deemed to be interested in the underlying Shares held by Shui Chak Group Limited.

Note 2: These 3,548,749,688 Shares were held by Shui Chak Group Limited. Shui Chak Group Limited was wholly-owned by Mr. Hung. Thus, Mr. Hung was deemed to be interested in the 3,548,749,688 Shares held by Shui Chak Group Limited pursuant to the SFO.

Note 3: Joyful Marvel was wholly-owned by Mr. Ou. Thus, Mr. Ou was deemed to be interested in the 508,000,000 Shares held by Joyful Marvel pursuant to the SFO.

Note 4: The 385,005,976 Shares were held by Global Courage Limited. Global Courage Limited was wholly-owned by Head and Shoulders Direct Investment Limited, which in turn was wholly-owned by Dr. Choi Chiu Fai Stanley. Thus, Head and Shoulders Direct Investment Limited and Dr. Choi Chiu Fai Stanley were deemed to be interested in the 385,005,976 Shares held by Global Courage Limited pursuant to the SFO.

Note 5: The percentage is calculated on the basis of 5,153,550,000 shares of the Company in issue as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, the Company had not been notified by any person or company, other than Directors or chief executives of the Company whose interest are set out in the section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES" in this report, who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register to be kept by the Company under section 336 of the SFO.

(L): 好倉

附註1：該等相關股份指可換股債券獲悉數轉換後將向瑞澤集團有限公司發行的最多1,182,916,562股新股份，本金總額為121,248,947.605港元，轉換價為每股0.1025港元，於二零一八年七月四日發行予瑞澤集團有限公司。根據證券及期貨條例，洪先生被視為於所持有的相關股份中擁有權益。

附註2：3,548,749,688股股份乃由瑞澤集團有限公司持有。瑞澤集團有限公司由洪先生全資擁有。故此，根據證券及期貨條例，洪先生被視為於瑞澤集團有限公司所持有的3,548,749,688股股份中擁有權益。

附註3：Joyful Marvel由歐先生全資擁有，故此，根據證券及期貨條例，歐先生被視為於Joyful Marvel持有之508,000,000股股份中擁有權益。

附註4：385,005,976股股份由 Global Courage Limited持有，而 Global Courage Limited 由 Head and Shoulders Direct Investment Limited 全資擁有，而 Head and Shoulders Direct Investment Limited 則由蔡朝暉博士全資擁有。故此，根據證券及期貨條例，Head and Shoulders Direct Investment Limited 及蔡朝暉博士被視為於 Global Courage Limited 持有之385,005,976股股份擁有權益。

附註5：有關百分比乃以於二零一八年十二月三十一日之5,153,550,000股本公司已發行股份為基準計算。

除上文所披露者外，於二零一八年十二月三十一日，概無任何人士或公司（董事或本公司主要行政人員於本報告「董事及主要行政人員於股份、相關股份及債券的權益或淡倉」所載之權益除外）曾知會本公司其於根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或於根據證券及期貨條例第336條須記錄於該條所述登記冊的本公司股份、相關股份或債券中擁有權益或淡倉。

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") which was approved by the written resolutions of all the Shareholders and adopted by the resolutions of the Board passed on 10 October 2010 (the "Adoption Date"). The Share Option Scheme is for a period of 10 years commencing from the Adoption Date, after which period no further options shall be granted.

The purpose of the Share Option Scheme is to reward the Participants (as defined below) who have contributed to the Group and to encourage the participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

Under the Share Option Scheme, the Board may offer (the "Offer") options to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors and any of their respective associates) and employees (including any of their associates) of the Group, companies owned by directors of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participants"), to subscribe for Shares in the Company in accordance with the terms of the Share Option Scheme.

The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 10% in nominal amount of the aggregate of Shares in issue on the listing date without prior approval from the Shareholders. The maximum number of Shares issued and to be issued upon exercise of the options granted to a single Participant under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue for the time being.

## 購股權計劃

本公司採納經全體股東以書面決議案批准並  
以於二零一零年十月十日(「採納日期」)通過  
的董事會決議案採納的購股權計劃(「購股權  
計劃」)。購股權計劃自採納日期起為期10年，  
其後將不得另行授出購股權。

購股權計劃旨在獎勵為本集團作出貢獻的參  
與者(定義見下文)，並鼓勵參與者致力於為  
本公司及其股東之整體利益而提升本公司及  
其股份的價值。

根據購股權計劃，董事會可向本集團董事(包  
括執行董事、非執行董事及獨立非執行董事  
以及彼等各自之任何聯繫人)及僱員(包括彼  
等之任何聯繫人)、本集團董事擁有的公司以  
及董事會依其唯一酌情權認為已經或將會為  
本集團作出貢獻之本集團任何成員公司的任  
何顧問、諮詢師、分銷商、承包商、供應  
商、代理、客戶、業務夥伴、合營業務夥  
伴、發起人、服務供應商(「參與者」)提呈可  
根據購股權計劃條款認購本公司股份之購股  
權(「要約」)。

未經股東事先批准，根據購股權計劃及本公  
司任何其他購股權計劃可授出的購股權之相  
關股份總數合共不得超過於上市日期已發行  
股份總數賬面值之10%。因行使根據購股權  
計劃及本公司任何其他購股權計劃而授予單  
一股東的購股權(包括已行使及尚未行使購  
股權)而已發行及將予發行的股份數目於任  
何12個月期間最多不得超過當時已發行股份  
之1%。



## Directors' Report 董事會報告書

Any Offer will remain open for acceptance by a Participant for 28 days from the date of grant and is deemed to be accepted when the Company receives from the relevant Participant the Offer letter signed by him/her specifying the number of Shares in respect of which the Offer is accepted and a remittance to the Company of HK\$1.00 as consideration for the grant of option. The option may be exercised at any time during the period to be determined and notified by the Board to the Participant at the time of making an Offer which shall not be later than 10 years from the date of grant. The exercise price will be determined by the Board, and but in any event shall not be less than the highest of (i) the nominal value of the Shares, (ii) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, or (iii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant.

There were no options outstanding, granted, exercised, cancelled or lapsed during the year ended 31 December 2018.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the financial year was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations (with the meaning of Part XV of the SFO).

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, no Directors or their respective associates (as defined in the Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Company.

任何要約自授出日期起計28日內可供參與者接納，並於本公司自相關參與者接獲列明所接納要約之相關股份數目的經其簽署的要約函件以及作為授出購股權的代價匯予本公司之1.00港元之時被視為已獲接納。購股權可於董事會於提出要約之時釐定並知會參與者之期間內隨時行使，惟自授出日期起計不得超過10年。行使價將由董事會釐定，惟無論如何不得低於(i)股份的賬面值，(ii)股份於授出日期在聯交所發佈的每日報價表所報的收市價，或(iii)股份於緊接授出日期前五個營業日在聯交所發佈的每日報價表所報的平均收市價三者中之最高者。

截至二零一八年十二月三十一日止年度，概無購股權尚未行使、已授出、已行使、已註銷及已失效。

### 董事購買股份或債券的權利

本公司或其任何控股公司、附屬公司或同系附屬公司於財政年度任何時間概無訂立任何安排促使董事及本公司主要行政人員(包括彼等的配偶及未成年子女)可於本公司或其聯營法團(定義見證券及期貨條例第XV部)任何股份、相關股份或債權證持有任何權益或淡倉。

### 董事於競爭業務之權益

年內，概無董事或彼等各自之聯繫人(定義見上市規則)於與本公司業務構成競爭或可能構成競爭之業務中擁有任何直接或間接權益。

## Directors' Report 董事會報告書

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which any of the Company's subsidiaries and fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

### EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, the Underwriting Agreement, the Acquisition Agreement and the Placing Agreement as disclosed elsewhere in this annual report, no equity-linked agreements were entered into by the Company, or existed during the year under review.

### PERMITTED INDEMNITY PROVISION

Pursuant to Code Provision A.1.8 of the Corporate Governance Code set out under Appendix 14 to the Listing Rules and subject to the provisions of the Companies Ordinance, the Company has arranged for appropriate insurance cover for directors' and officers' liabilities in respect of any losses or liabilities incurred, or any legal actions brought against the directors and senior management of the Group which may arise out of corporate activities. The permitted indemnity provision is in force for the benefit of the directors as required by section 470 of the Companies Ordinance.

### MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole and any substantial part of the business of the Company was entered into or in existence during the year.

### 董事於交易、安排或合約之權益

除本年報所披露者外，概無本公司任何附屬公司及同系附屬公司有份訂約並與本集團業務有關，而董事或與董事有關連之實體直接或間接擁有重大利益之重大交易、安排或合約，於本年度任何時間或本年度末仍然存續。

### 股權掛鈎協議

除於本年報其他地方所披露的購股權計劃、包銷協議、收購協議及配售協議可換股債券以外，於回顧年度，本公司並無訂立任何股權掛鈎協議，亦無現存之該類協議。

### 經准許彌償準備金

根據上市規則附錄14所載企業管治守則守則條文第A.1.8條及根據公司條例規定，本公司已就本集團董事及高級管理層於經營業務過程中可能招致之一切損失或責任或任何法律行動投購合適董事及高級職員責任保險。基於董事利益的獲准許彌償條文乃根據公司條例第470條之規定生效。

### 管理合同

年內概無訂立任何有關本公司整體業務及任何重大部分的治理及行政管理的合同，或現存此類合同。

## Directors' Report 董事會報告書

### CONNECTED TRANSACTIONS

As disclosed in the circular of the Company dated 9 May 2018, the acquisition of a new business which is primarily engaged in the operation of a hotpot restaurant business in the PRC constituted connected transaction as Mr. Hung Shui Chak, one of the vendors to the Acquisition, would become a controlling shareholder and an executive director of the Company. As such, the transactions contemplated under the Acquisition were subject to the reporting, announcement and independent shareholders' approval under the Listing Rules. The Acquisition Completion took place on 4 July 2018.

Save as disclosed above and elsewhere in this annual report, the Company did not have any other connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules for the year ended 31 December 2018.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

#### Non-Compliance of Appendix 16 "Disclosure of Financial Information" to The Listing Rules

Given the circumstances that substantial portion of the books and records of Global Milk and the PRC Subsidiaries either could not be located or could not be accessed, no sufficient data available to compile the annual report and the interim report of the Company for the year ended 31 December 2017 and the six months ended 30 June 2018 respectively published in 2018 so as to comply with the Appendix 16 "Disclosure of Financial Information" to the Listing Rules. The following information was omitted:

1. Details of commitments and contingent liabilities; and
2. Information in respect of major customers and major suppliers.

Save as disclosed above and elsewhere in this annual report, there was no other material breach of or non-compliance with applicable laws and regulations by the Group during 2018 that has a significant impact on the business and operations of the Group.

### 關連交易

誠如本公司日期為二零一八年五月九日之通函所披露，收購主要在中國從事火鍋餐廳業務的新業務構成關連交易，因洪瑞澤先生(收購事項的賣方之一)將成為一名控股股東及本公司的執行董事。因此，收購事項下擬進行的交易須遵守上市規則的申報、公佈及經獨立股東批准的規定。收購完成於二零一八年七月四日發生。

除上文及本年報其他部分所披露者外，於截至二零一八年十二月三十一日止年度，本公司概無其他須根據上市規則第14A章規定呈報之關連交易。

### 遵守相關法律及法規

#### 違反上市規則附錄十六「財務資料披露」

由於無法找到或查閱Global Milk及中國附屬公司大部分賬冊及記錄，並無充份可使用之數據，編製分別於二零一八年刊發的本公司截至二零一七年十二月三十一日止年度的年報及截至二零一八年六月三十日止六個月的中期報告，使其符合上市規則附錄十六「財務資料披露」。以下資料已省略：

1. 承擔及或然負債之詳情；及
2. 有關主要客戶及主要供應商的資料。

除上文及本年報其他地方披露者外，本集團於二零一八年概無對適用法律及法規的其他重大違反或不合情況，而對本集團業務及營運有重大影響。

## EMOLUMENT POLICY AND RETIREMENT BENEFITS

The emolument policy of the senior employees of the Company is set and recommended by the Remuneration Committee to the Board on the basis of the employees' merit, qualifications and competence.

The emoluments of the Directors are formulated and recommended by the Remuneration Committee to the Board, having regards to the Company's operating results, individual performance of the Directors and comparable market statistics.

The Company has adopted the Share Option Scheme as an incentive to the Directors and eligible employees of the Company, details of which are set out in the section headed "Share Option Scheme" above.

Details of the Company's retirement benefit plans are set out in note 9 to the consolidated financial statements.

## ENVIRONMENTAL POLICY

The Company encourages environmental protection and promotes awareness towards environmental protection. The Company has adhered to the concepts of recycling and reducing by implementing green office practices such as double-sided printing and copying, using recycle papers and reducing energy by switching off those idle lighting. The Board will review the Company's environmental saving practices and identify other energy efficiency opportunities from time to time. In accordance with Rule 13.91 of and Appendix 27 to the Listing Rules, the Company's Environmental, Social and Governance Report will be available on its website within three months from the publication of this annual report.

## RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus the Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

## 薪酬政策及退休福利

本公司高級僱員的薪酬政策由薪酬委員會按僱員價值、資質及能力釐定，並向董事會作出建議。

董事的薪酬乃由薪酬委員會按本公司經營業績、董事個人表現及可資比較市場數據制定，並向董事會作出建議。

本公司已採納購股權計劃，作為對本公司董事及合資格僱員的獎勵，詳情載於上文「購股權計劃」一節。

本公司退休福利計劃詳情載於綜合財務報表附註9。

## 環境政策

本公司提倡環境保護並推廣保護環境意識。本公司持守循環再造和節約減廢的理念，實施綠色辦公室常規實務，例如實行雙面列印和影印及使用再造紙，關掉無人使用的照明以減少耗用能源。董事會將檢討本公司的環保節約常規實務並不時發掘其他有利能源效益的機會。根據上市規則第13.91條及附錄27，本公司的環境、社會及管治報告將於本年報刊發後三個月內在其網站內可供查閱。

## 與利益相關人士的關係

本公司認同，僱員乃其寶貴資產。因此，本集團提供具競爭力之薪酬待遇，以吸引並激勵僱員。本集團定期檢討僱員之薪酬待遇，並會因應市場標準而作出必要調整。

## Directors' Report 董事會報告書

The Group also understands that it is important to maintain good relationship with business partners to achieve its long-term goals. Accordingly, our management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year, there was no material and significant dispute between the Group and its business partners.

### KEY RISKS AND UNCERTAINTIES

The Company has reviewed the possible risks and uncertainties which may affect its operations, financial position and prospects. The following are the key risks and uncertainties identified by the Company that may materially and adversely affect the Group: (i) future growth of the Group depends on its ability to open and profitably operate new restaurants; (ii) historical financial and operating results of the Group are not indicative of future performance and the Group may not be able to achieve and sustain the historical level of growth for revenue and profitability; and (iii) results of operations of the Group may fluctuate significantly due to various factors that are beyond the control of the Group.

There may be other risks and uncertainties in addition to those shown below which are not known to the Company or which may not be material now but could turn out to be material in the future.

### TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders of the Company by reason of their holding of the Company's securities.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

本集團亦明白，與商業夥伴保持良好商業關係對達成其長遠目標而言屬至關重要。因此，管理層會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務資料。年內，本集團與其商業夥伴並無重大而明顯之糾紛。

### 主要風險及不確定因素

本公司已審閱可能對其營運、財務狀況及前景構成影響之可能風險及不確定因素。以下為本公司已識別之主要風險及不確定因素，可能對本集團造成重大不利影響(i)本集團的未來增長視乎其開辦新食店並從經營中獲利的能力；(ii)本集團的過往財務及經營業績並非未來表現的指標，而本集團或許無法達致及維持收入及盈利能力的歷史增長水平；及(iii)本集團的經營業績或會受本集團無法控制的各種因素影響而大幅波動。

除下文所示外，本公司或尚未知悉，或現時並不重大但未來可能變得重大之其他風險及不確定性。

### 稅務寬免及豁免

本公司並不知悉本公司股東因持有本公司證券可獲任何稅務寬免及豁免。

### 優先購股權

本公司章程細則及開曼群島(即本公司註冊成立的司法權區)法例概無優先購股權條文。

## Directors' Report 董事會報告書

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

### CORPORATE GOVERNANCE

Full details on the Company's corporate governance practices are set out on pages 46 to 64.

### AUDIT COMMITTEE

The Audit Committee was established with written terms of reference which are in line with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules and the Audit Committee comprises three independent non-executive Directors.

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2018.

### 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 date of this report, the Company had maintained the public float as required under the Listing Rules.

### AUDITORS

The consolidated financial statements for the year ended 31 December 2018 have been audited by HLB Hodgson Impey Cheng Limited ("HLB") who will retire and, being eligible, offer themselves for re-appointment in the forthcoming annual general meeting.

By order of the Board  
**Hung Shui Chak**  
Chairman  
Hong Kong, 29 March 2019

### 購買、贖回或出售本公司上市證券

於財政年度，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

### 企業管治

本公司企業管治常規之全部細節載於第46至64頁。

### 審核委員會

本公司已成立審核委員會並制定符合上市規則附錄十四所載企業管治常規之書面職權範圍，審核委員會由三名獨立非執行董事組成。

審核委員會已審閱本集團截至二零一八年十二月三十一日止年度的綜合財務報表。

### 充足公眾持股量

根據本公司所獲資料及就董事所知，截至本報告日期，本公司已維持上市規則規定的公眾持股量。

### 核數師

截至二零一八年十二月三十一日止年度之綜合財務報表已由國衛會計師事務所有限公司(「國衛」)審核，其將於應屆股東週年大會退任及符合資格提呈膺選連任。

承董事會命  
主席  
**洪瑞澤**  
香港，二零一九年三月二十九日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE

The Directors recognise the importance of incorporating the elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability to the shareholders of the Company as a whole. Thus, the Company adopted the principles and the code provisions of the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Listing Rules.

During the year under review, the Company complied with the CG Code except for the deviation from the code provisions which are explained below.

#### Code Provision A.1.8

No insurance cover was arranged for the Directors because of the suspension in trading of the Company's shares during the year ended 31 December 2018 before the Resumption. Following the Resumption, directors' insurance has been arranged for each Director.

#### Code Provision A.2.1

Dr. Choi Chiu Fai Stanley was the chairman and the chief executive officer of the Company during the year ended 31 December 2018 before the Resumption. The then Board believed that vesting the roles of both chairman and chief executive officer in the same person provided the Company with strong and consistent leadership and allowed for effective and efficient planning and implementation of business decisions and strategies. The then Board considered that the structure of vesting the roles of chairman and chief executive officer in the same person would not impair the balance of power and authority between the Board and the management of the Company.

Following the Resumption, the role of the chairman of the Board is performed by Mr. Hung who possesses essential leadership skills and has extensive knowledge in the business of the Group. The Board believes that vesting the role of the chairman in Mr. Hung provides the Company with strong and consistent leadership, facilitates effective and efficient planning, implementation of business decisions and strategies, and ensures the generation of benefits to the shareholders of the Company.

### 企業管治

董事認同為達致向本公司整體股東有效的問責性，在本集團管理架構及內部控制程序引進良好企業管治元素非常重要。因此，本公司採用上市規則附錄十四所載的企業管治守則（「企業管治守則」）的原則及守則條文。

於回顧年度，本公司已遵守企業管治守則，惟下文闡述偏離守則條文的情況除外：

#### 守則條文第A.1.8條

由於復牌前，截至二零一八年十二月三十一日止年度，本公司股份暫停買賣，故並未為董事安排投購保險。復牌後，本公司已為每名董事安排董事保險。

#### 守則條文第A.2.1條

復牌前，截至二零一八年十二月三十一日止年度，蔡朝暉博士為本公司主席兼行政總裁。當屆董事會認為由同一人士兼任主席及行政總裁之職責令本公司之領導強勢且貫徹一致，可有效及快速計劃及實行業務決策及策略。當屆董事會認為，架構由同一人士兼任主席及行政總裁之職責，不會影響董事會與本公司管理層間之權力及授權平衡。

恢復買賣後，由洪先生擔任董事會主席，彼具備必要的領導技能，並對本集團業務擁有深入的了解。董事會認為，主席一職由洪先生擔任，令本公司之領導強勢及貫徹一致，可促進有效及快速計劃及實行業務決策及策略，確保本公司股東的整體利益。

## Corporate Governance Report 企業管治報告

Although the appointment of the chief executive officer of the Company remains outstanding, the overall management of the Company is performed by the executive Directors and the senior management of the Group whom have extensive experience in the business of the Group. Their respective areas of profession spearhead the Group's overall development and business strategies.

### Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Mr. Ha Kee Choy Eugene, an independent non-executive Director, is not appointed for a specific term as required under code provision A.4.1 but is subject to retirement by rotation and re-election at annual general meeting in accordance with the Company's articles of association. Besides, Mr. Szeto Tat Kwan Brandon and Mr. Fok Wai Ming Eddie, the former independent non-executive Directors who resigned on 6 July 2018, were not appointed for a specific term as required under code provision A.4.1 but were subject to retirement by rotation and re-election at annual general meeting in accordance with the Company's articles of association. As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

### Code Provision A.6.7

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Ha Kee Choy Eugene, an independent non-executive Director, was unable to attend the extraordinary general meeting of the Company held on 4 July 2018 as he had another business engagement at the time of such meeting.

儘管尚未委任本公司行政總裁，本公司的整體管理由對本集團業務具備豐富經驗的執行董事及本集團高級管理層實施。彼等各自的專業範圍引導了本集團整體發展及業務策略。

### 守則條文第A.4.1條

根據企業管治守則守則條文第A.4.1條，非執行董事須按固定任期獲委任，並須重選連任。現任獨立非執行董事夏其才先生並無根據守則條文第A.4.1條之規定按固定任期獲委任，惟彼等須根據本公司章程細則於股東週年大會輪值退任及重選連任。此外，司徒達坤先生及霍偉明先生（於二零一八年七月六日辭任的前獨立非執行董事）並無根據守則條文第A.4.1條之規定按固定任期獲委任，惟彼等須根據本公司章程細則於股東週年大會輪值退任及重選連任。因此，本公司認為已採取足夠措施以確保本公司奉行良好企業管治慣例。

### 守則條文第A.6.7條

根據企業管治守則守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。彼等亦應出席股東大會，對公司股東的意見有公正的了解。獨立非執行董事夏其才先生未能出席本公司於二零一八年七月四日舉行的股東特別大會，因彼於大會當日另有公務在身。



## Corporate Governance Report 企業管治報告

### MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the required standard for securities transactions by directors. The prohibitions on securities dealing and disclosure requirements in the Model Code apply to specified individuals including the Group's senior management and also persons who are privy to price sensitive information of the Group. The Company has made specific enquiries of all Directors held offices during the year under review. All of them have confirmed that they complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the year ended 31 December 2018.

### BOARD OF DIRECTORS

#### Composition of the Board of Directors

As at 1 January 2018, the Board comprised two executive Directors, namely Dr. Choi Chiu Fai Stanley (the then chairman and chief executive officer) and Mr. Choi Ka Wai; and three independent non-executive Directors, namely Mr. Ha Kee Choy Eugene, Mr. Szeto Tat Kwan Brandon and Mr. Fok Wai Ming Eddie.

Immediately after the Resumption, the Board comprised four executive Directors, namely Mr. Hung Shui Chak (being the chairman), Mr. So Kam Chuen, Mr. Yuan Mingjie and Mr. Chen Jun; and three independent non-executive Directors, namely Mr. Ha Kee Choy Eugene, Mr. Chan Chun Yiu Thomas and Mr. Mai Guangfan. Mr. Su Guicai, who was appointed in August 2018, has resigned as an executive Director with effect from 1 March 2019. With effect from 1 March 2019, Mr. Mai Guangfan resigned as an independent non-executive Director and Mr. Tam Bing Chung Benson was appointed as an independent non-executive Director. The Board now comprises four executive Directors, namely Mr. Hung Shui Chak (being the chairman), Mr. So Kam Chuen, Mr. Yuan Mingjie and Mr. Chen Jun; and three independent non-executive Directors, namely Mr. Ha Kee Choy Eugene, Mr. Chan Chun Yiu Thomas and Mr. Tam Bing Chung Benson. This constitutes a deviation from code provision A.2.1 of the CG Code but the Board believes that vesting the role of the chairman in Mr. Hung provides the Company with strong and consistent leadership, facilitates effective and efficient planning, implementation of business decisions and strategies, and ensures the generation of benefits to the Shareholders.

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為董事進行證券交易的規定標準。標準守則就證券買賣之限制及披露規定適用於特定個別人士，包括本集團之高級管理人員及其他知悉可影響股價之本集團資料之人士。本公司已向年內在任的全體董事作出具體查詢。全體董事確認，於截至二零一八年十二月三十一日止年度，彼等已遵守標準守則及董事進行證券交易的操守守則的規定標準。

### 董事會

#### 董事會的組成

於二零一八年一月一日，董事會由兩名執行董事蔡朝暉博士(時任主席兼行政總裁)及蔡嘉偉先生；以及三名獨立非執行董事夏其才先生、司徒達坤先生及霍偉明先生組成。

緊接恢復買賣後，董事會現由四名執行董事，即洪瑞澤先生(主席)、蘇錦存先生、袁明捷先生及陳軍先生；以及三名獨立非執行董事，即夏其才先生、陳浚曜先生及麥廣帆先生組成。於二零一八年八月獲委任的蘇貴才先生已辭任執行董事，由二零一九年三月一日起生效。自二零一九年三月一日起，麥廣帆先生已辭任獨立非執行董事職務；而譚秉忠先生已獲委任為獨立非執行董事。董事會現由四名執行董事，即洪瑞澤先生(主席)、蘇錦存先生、袁明捷先生及陳軍先生；以及三名獨立非執行董事，即夏其才先生、陳浚曜先生及譚秉忠先生組成。此舉有違企業管治守則之守則條文第A.2.1條，惟董事會認為主席一職由洪先生擔任，令本公司之領導強勢及貫徹一致，可促進有效及快速計劃及實行業務決策及策略，確保股東的整體利益。

## Corporate Governance Report 企業管治報告

Although the appointment of the chief executive officer of the Company remains outstanding, the overall management of the Company is performed by the executive Directors and the senior management of the Group whom have extensive experience in the business of the Group. Their respective areas of profession spearhead the Group's overall development and business strategies. Biographical information of the Directors and the senior management of the Group is set out in the section headed "Board of Directors and Senior Management" of this annual report.

Appropriate liability insurance for the Directors has been arranged for indemnifying their liabilities arising out of corporate activities.

### Functions of the Board

The principal function of the Board is to consider and approve strategies, financial objectives, annual budget, investment proposals of the Group and to assume the responsibilities of corporate governance of the Group. The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the executive Directors, management of the Company and certain specific responsibilities to the Board committees.

### Board Meetings and Board Practices

During the year ended 31 December 2018, the Board held sixteen board meetings. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association. All Directors may access the advice and services of the company secretary who regularly updates the Board on governance and regulatory matters. All Directors will also be provided with sufficient resources to discharge their duties, and upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expense. All minutes of board meetings were recorded in sufficient detail of the matters considered by the Board and the decisions reached.

儘管尚未委任本公司行政總裁，本公司的整體管理由對本集團業務具備豐富經驗的執行董事及本集團高級管理層實施。彼等各自的專業範圍引導了本集團整體發展及業務策略。董事及本集團高級管理層實施之履歷詳情載於本年報「董事會及高級管理層」一節。

本公司已為董事安排適當之責任保險，就彼等因企業活動須承擔之責任給予彌償。

### 董事會的職能

董事會的主要職能為考慮及批核本集團的策略、財務目標、年度預算及投資建議，以及承擔本集團企業管治的責任。董事會將執行日常運作、業務策略及本集團業務管理的權力及責任授予執行董事及本公司管理層，並將若干具體責任授予董事會屬下委員會。

### 董事會會議及董事會常規

於截至二零一八年十二月三十一日止年度內，董事會召開了十六次董事會會議。根據本公司章程細則，董事可親身或透過其他電子通訊方式出席會議。公司秘書向全體董事提供意見及服務，並定期向董事會提供管治及規管事宜的最新資料。所有董事亦將獲得充分的資源以履行其職責，並在合理的要求下，可按合適的情況尋求獨立專業意見，費用由本公司承擔。董事會會議的所有會議記錄需足夠詳細地記錄董事會已考慮的事項及作出的決定。

## Corporate Governance Report 企業管治報告

For the year ended 31 December 2018, sixteen board meetings, one annual general meeting and two extraordinary general meetings were held. Details of the attendance of Directors are as follows:

截至二零一八年十二月三十一日止年度，已舉行十六次董事會會議及一次股東週年大會及兩次股東特別大會。董事之出席詳情如下：

Name of the Director 董事姓名	Board Meetings 董事會會議	Annual General Meeting 股東週年大會	Extraordinary General Meetings 股東特別大會
<b>Executive Directors</b> 執行董事			
Mr. Hung Shui Chak (appointed on 6 July 2018) 洪瑞澤先生(於二零一八年七月六日獲委任)	6/6	0/0	0/0
Mr. So Kam Chuen (appointed on 6 July 2018) 蘇錦存先生(於二零一八年七月六日獲委任)	6/6	0/0	0/0
Mr. Yuan Mingjie (appointed on 6 July 2018) 袁明捷先生(於二零一八年七月六日獲委任)	6/6	0/0	0/0
Mr. Chen Jun (appointed on 6 July 2018) 陳軍先生(於二零一八年七月六日獲委任)	6/6	0/0	0/0
Mr. Su Guicai (appointed on 10 August 2018 and resigned on 1 March 2019) 蘇貴才先生(於二零一八年八月十日獲委任並於二零一九年三月一日辭任)	1/1	0/0	0/0
Dr. Choi Chiu Fai Stanley (resigned on 6 July 2018) 蔡朝暉博士(於二零一八年七月六日辭任)	10/10	1/1	2/2
Mr. Choi Ka Wai (resigned on 6 July 2018) 蔡嘉偉先生(於二零一八年七月六日辭任)	10/10	1/1	2/2
<b>Independent Non-executive Directors</b> 獨立非執行董事			
Mr. Ha Kee Choy Eugene 夏其才先生	8/9	1/1	1/2
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018) 陳浚曜先生(於二零一八年七月六日獲委任)	2/2	0/0	0/0
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018) 司徒達坤先生(於二零一八年七月六日辭任)	7/7	1/1	2/2
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018) 霍偉明先生(於二零一八年七月六日辭任)	6/7	1/1	2/2
Mr. Mai Guangfan (appointed on 6 July 2018 and resigned on 1 March 2019) 麥廣帆先生(於二零一八年七月六日獲委任並於二零一九年三月一日辭任)	1/2	0/0	0/0

## Corporate Governance Report 企業管治報告

### CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS 董事之持續專業發展

For the year ended 31 December 2018, the Directors have participated in the following continuous professional development to develop and refresh their knowledge and skills:

於截至二零一八年十二月三十一日止年度，董事已參與以下持續專業發展，以發展及改進彼等之知識及技能：

Name of the Director 董事姓名	Attending seminars conducted by professional parties 出席專業人士主講之講座	Reading materials relating to directors' development and duties 閱讀有關董事發展及職務之材料	Attending in-house briefings 參加公司內部簡報
Mr. Hung Shui Chak (appointed on 6 July 2018) 洪瑞澤先生(於二零一八年七月六日獲委任)		√	
Mr. So Kam Chuen (appointed on 6 July 2018) 蘇錦存先生(於二零一八年七月六日獲委任)		√	
Mr. Yuan Mingjie (appointed on 6 July 2018) 袁明捷先生(於二零一八年七月六日獲委任)		√	
Mr. Chen Jun (appointed on 6 July 2018) 陳軍先生(於二零一八年七月六日獲委任)		√	
Mr. Su Guicai (appointed on 10 August 2018 and resigned on 1 March 2019) 蘇貴才先生(於二零一八年八月十日獲委任及於二零一九年三月一日辭任)		√	
Dr. Choi Chiu Fai Stanley (resigned on 6 July 2018) 蔡朝暉博士(於二零一八年七月六日辭任)		√	
Mr. Choi Ka Wai (resigned on 6 July 2018) 蔡嘉偉先生(於二零一八年七月六日辭任)	√		
Mr. Ha Kee Choy Eugene 夏其才先生	√	√	√
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018) 陳浚曜先生(於二零一八年七月六日獲委任)	√	√	√
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018) 司徒達坤先生(於二零一八年七月六日辭任)		√	
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018) 霍偉明先生(於二零一八年七月六日辭任)		√	
Mr. Mai Guangfan (appointed on 6 July 2018 and resigned on 1 March 2019) 麥廣帆先生(於二零一八年七月六日獲委任及於二零一九年三月一日辭任)		√	√

## Corporate Governance Report 企業管治報告

### Directors' Appointment, Re-election and Removal

By virtue of article 83(3) of the articles of association of the Company, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In compliance with the code provision in A.4.2 of the CG Code all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to the article 84(1) of the articles of association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

A letter of appointment has been entered into between Mr. Ha Kee Choy Eugene, an independent non-executive Director, and the Company, which does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. In addition, each of Mr. Hung Shui Chak, Mr. So Kam Chuen, Mr. Chen Jun and Mr. Yuan Mingjie, the executive Directors, has entered into a service contract with the Company for an initial term of 3 years and shall continue thereafter until terminated by either party by giving three (3) months' notice in writing at any time after such initial term to the other. Moreover, each of Mr. Chan Chun Yiu Thomas and Mr. Tam Bing Chung Benson, the other independent non-executive Directors, has entered into an appointment letter with the Company for an initial term of 3 years which may be terminated by either party by giving three (3) months' notice in writing at any time after such initial term to the other.

### 委任、重選及罷免董事

根據本公司的章程細則第83(3)條，董事有權不時及隨時委任任何人士為董事以填補臨時董事空缺或增添董事。獲委任填補臨時空缺的任何董事須一直擔任該職務，直至本公司舉行其獲委任後的首屆股東大會為止，並於該大會上膺選連任，而獲委任新加入現行董事會的任何董事，則須擔任該職務直至本公司舉行下屆股東週年大會為止，並於該大會上合資格膺選連任。

遵照企業管治守則的守則條文第A.4.2條的規定，全體董事必須最少每三年輪流退任一次。此外，根據本公司章程細則第84(1)條，在每屆股東週年大會上，當時三分之一的董事（若其人數並非三(3)的倍數，則以最接近但不超過三分之一的人數）將輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。

獨立非執行董事夏其才先生已與本公司訂立委任函，當中並無列明任何固定任期，且可由任何一方向另一方發出不少於一個月事先書面通知予以終止。此外，執行董事洪瑞澤先生、蘇錦存先生、陳軍先生及袁明捷先生與本公司訂立服務合約，初步為期三年，其後將持續有效，直至任一方於有關初始期間後任何時間向另一方發出三(3)個月書面通知終止為止。此外，餘下的獨立非執行董事，即陳浚曜先生及譚秉忠先生各自與本公司訂立委任函，初步為期三年，可由任一方於有關初始期間後任何時間向另一方發出三(3)個月書面通知終止。

## Corporate Governance Report 企業管治報告

### Independent Non-executive Directors

Throughout the year and up to the date of this report, the Company complied and fulfilled with Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules relating to the number of independent non-executive directors representing at least one-third of the board and that at least one of the independent non-executive directors has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the current independent non-executive Directors an annual confirmation of their independence to Rules 3.13 of Listing Rules and the Board considers them to be independent during the year under review.

### Delegation of Powers

The Board delegates day-to-day operations of the Group to executive Directors and management of the Company responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management need to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

### 獨立非執行董事

於年內及直至本報告日期，本公司已遵守及履行上市規則第3.10(1)、3.10(2)及3.10A條，規則內容有關獨立非執行董事人數佔董事會成員人數至少三分之一，其中最少一名獨立非執行董事須具備合適專業資格或會計或相關財務管理專業知識。

本公司已收到現任獨立非執行董事各自根據上市規則第3.13條發出的年度獨立確認書，董事會認為彼等於回顧年度為獨立人士。

### 授權

董事會授權執行董事及本公司管理層負責本集團的日常營運，負責不同的業務職責，惟若干重大事項的策略決定仍須經董事會批准。董事會授權管理層負責管理及行政職務時會對管理層的權力作出明確指示，特別是代表本公司作出決定或訂立任何承擔前須向董事會報告並獲董事會事先批准。

## Corporate Governance Report 企業管治報告

### BOARD COMMITTEES

#### Audit Committee

The Audit Committee was established on 10 October 2010 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and code provision C.3.3 of the CG Code as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Audit Committee comprises all three independent non-executive Directors, namely Mr. Ha Kee Choy Eugene (Chairman of the Audit Committee), Mr. Chan Chun Yiu Thomas and Mr. Tam Bing Chung Benson, with written terms of reference which are available on the website of the Stock Exchange and the website of the Company. At least one of the members of the Audit Committee possesses appropriate professional accounting qualification as defined under the Listing Rules. The primary duties of the Audit Committee are, inter alia, to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

### 董事委員會

#### 審核委員會

本公司於二零一零年十月十日成立審核委員會，並遵照上市規則第3.21條及上市規則附錄十四企業管治守則之守則條文第C.3.3條制定書面職權範圍。於本年報日期，審核委員會由全部三名獨立非執行董事組成，即夏其才先生(審核委員會主席)、陳浚曜先生及譚秉忠先生，並訂立書面職權，可於聯交所及本公司網站查閱。審核委員會至少一名成員擁有上市規則界定的合適專業會計資質。審核委員會的主要職責是(其中包括)就本集團財務報告程序、內部控制及風險管理制度的有效程度向董事會提供獨立檢討，監管審計程序及履行董事會所委派的其他職務及責任。

## Corporate Governance Report 企業管治報告

During the year ended 31 December 2018, the Audit Committee held two meetings to review, among other things, the financial reporting process, internal controls and risk management systems of the Group, the effectiveness of the internal audit function of the Group, the Company's reports and accounts including the interim and annual results of the Group and provide advice and recommendations to the Board. The Audit Committee also met with the external auditors twice to discuss the financial reporting process and internal controls of the Group during the year and reviewed the interim report of the Company for the six months ended 30 June 2018 and the annual report of the Company for the year ended 31 December 2018. The attendance records of the members of the Audit Committee are set out below:

截至二零一八年十二月三十一日止年度，審核委員會舉行了兩次會議，以審閱(其中包括)本集團的財務申報程序、內部監控及風險管理系統、本集團內部審核職能的成效、本公司報告及賬目，包括本集團中期及年度業績，以及向董事會提供意見及建議。審核委員會亦與外部核數師會面，以討論本集團年內的財務申報程序及內部監控，並已審閱本公司截至二零一八年六月三十日止六個月的中期報告及本公司截至二零一八年十二月三十一日止年度的年報。審核委員會成員的出席記錄載列如下：

<b>Name of Director</b> 董事姓名	<b>Audit Committee Meeting</b> 審核委員會
Mr. Ha Kee Choy Eugene 夏其才先生	2/2
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018) 陳浚曜先生(於二零一八年七月六日獲委任)	1/1
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018) 司徒達坤先生(於二零一八年七月六日辭任)	1/1
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018) 霍偉明先生(於二零一八年七月六日辭任)	1/1
Mr. Mai Guangfan (appointed on 6 July 2018 and resigned on 1 March 2019) 麥廣帆先生(於二零一八年七月六日獲委任及於二零一九年三月一日辭任)	0/1



## Corporate Governance Report 企業管治報告

The Audit Committee has reviewed the Group's consolidated financial statements for the year ended 31 December 2018.

### Remuneration Committee

The Remuneration Committee was established on 10 October 2010 with written terms of reference in compliance with code provision B.1.2 of the CG Code as set out in Appendix 14 to the Listing Rules. As at the date to this annual report, the Remuneration Committee comprises three independent non-executive Directors, namely Mr. Tam Bing Chung Benson (Chairman of the Remuneration Committee), Mr. Ha Kee Choy Eugene and Mr. Chan Chun Yiu Thomas, with written terms of reference which are available on the website of the Stock Exchange and the website of the Company. The primary duties of the Remuneration Committee include (but without limitation): (a) making recommendations to the Directors on the policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (b) determining the terms of the specific remuneration package of the Directors and senior management; (c) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time; and (d) considering and approving the grant of share options to eligible Participants under the Share Option Scheme.

審核委員會已審閱本集團截至二零一八年十二月三十一日止年度的綜合財務報表。

### 薪酬委員會

本公司於二零一零年十月十日成立薪酬委員會，並遵照上市規則附錄十四企業管治守則之守則條文第B.1.2條制定書面職權範圍。於本年報日期，薪酬委員會由三名獨立非執行董事組成，即譚秉忠先生（薪酬委員會主席）、夏其才先生及陳浚曜先生，其書面職權範圍可於聯交所網站及本公司網站查閱。薪酬委員會的主要職責包括（但不限於）：(a)就全體董事及高級管理層的薪酬政策及結構，以及就制訂該等薪酬政策設立正式而具透明度的程序，向董事作出建議；(b)釐定董事及高級管理層的具體薪酬福利條款；(c)參照董事不時議決的公司目標及宗旨，檢討及批准按表現為基準的薪酬；及(d)審議及批准向購股權計劃的合資格參與者授予購股權。

## Corporate Governance Report 企業管治報告

The remuneration of the Directors is based on the performance and experience of individuals and is determined with reference to the Group's performance, the remuneration benchmark in the industry and the prevailing market conditions. During the year ended 31 December 2018, the Remuneration Committee held three meetings to review, among other things, the remuneration policy of the Company and make recommendations to the Board on the remuneration of the Directors. The attendance records of the members of the Remuneration Committee are set out below:

董事的薪酬乃根據個人表現及經驗，以及參考本集團的表現、行內薪酬基準及當前市況釐定。截至二零一八年十二月三十一日止年度，薪酬委員會舉行了三次會議以審閱(其中包括)本公司的薪酬政策及就董事的薪酬向董事會提出推薦建議。薪酬委員會成員的出席記錄載列如下：

Name of Director 董事姓名	Remuneration Committee Meeting 薪酬委員會會議
Mr. Ha Kee Choy Eugene 夏其才先生	3/3
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018) 陳浚曜先生(於二零一八年七月六日獲委任)	1/1
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018) 司徒達坤先生(於二零一八年七月六日辭任)	2/2
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018) 霍偉明先生(於二零一八年七月六日辭任)	2/2
Mr. Mai Guangfan (appointed on 6 July 2018 and resigned on 1 March 2019) 麥廣帆先生(於二零一八年七月六日獲委任及於二零一九年三月一日辭任)	1/1

### Remuneration Policy for Directors and Senior Management

### 董事及高級管理層的薪酬政策

The emolument policy of the employees of the Group is determined on the basis of their merit, qualifications and competence.

本集團僱員的薪酬政策按彼等的價值、資質及能力而釐定。

The emoluments of the Directors are recommended and determined by the Remuneration Committee, having regard to the corporate goals and objectives resolved by Directors from time to time. Directors are entitled to an aggregate annual basic salary. In addition, each of the Directors is also entitled to a discretionary bonus as determined by the Remuneration Committee by reference to the performance of the Group.

董事酬金乃經考慮董事不時議決的公司目標，由薪酬委員會建議及釐定。董事有權享有基本年薪總額。此外，各董事亦可有權享有薪酬委員會經參考本集團業績而釐定的酌情花紅。

## Corporate Governance Report 企業管治報告

The Company adopted the Share Option Scheme on 10 October 2010. The purpose of the Share Option Scheme is to reward eligible Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

### Nomination Committee

The Nomination Committee was established on 10 October 2010 with written terms of reference of the Company in compliance with code provision A.5.2 of the CG Code as set out in Appendix 14 to the Listing Rules. As at the date of this annual report, the Nomination Committee comprises one executive Director and two independent non-executive Directors, namely Mr. Chan Chun Yiu Thomas (Chairman of the Nomination Committee), Mr. Ha Kee Choy Eugene and Mr. Hung Shui Chak, with written terms of reference which are available on the website of the Stock Exchange and the website of the Company. The primary duties of the Nomination Committee are, inter alia, to formulate the nomination procedures and standards for candidates for Directors and senior management, to conduct preliminary review of the qualifications and other credentials of the candidates for Directors and senior management and to recommend suitable candidates for Directors and senior management to the Board.

本公司於二零一零年十月十日採納購股權計劃。購股權計劃旨在獎勵對本集團有貢獻之合資格參與者，並鼓勵參與者致力為本公司及其股東之整體利益提升本公司及其股份的價值。

### 提名委員會

本公司於二零一零年十月十日成立提名委員會，並遵照上市規則附錄十四企業管治守則之守則條文第A.5.2條制定書面職權範圍。於本年報日期，提名委員會由一名執行董事及兩名獨立非執行董事組成，即陳浚曜先生（提名委員會主席）、夏其才先生及洪瑞澤先生，其書面職權範圍可於聯交所網站及本公司網站查閱。提名委員會的主要職責為（其中包括）就董事及高級管理層人選制定提名程序及標準，以初步審閱董事及高級管理層人選的資格及其他重要證明，並向董事會推薦合適的董事及高級管理層人選。

## Corporate Governance Report 企業管治報告

During the year ended 31 December 2018, the Nomination Committee held three meetings to review, among other things, the structure, size and composition of the Board; to assess the appropriate mix of skills, experience, knowledge, expertise and diversity on the Board; to review the Board Diversity Policy (as defined below) and monitor its implementation; to review the independence of the independent non-executive Directors; to recommend the appointment of new Directors; and to consider the qualifications of the retiring Directors standing for election at the annual general meeting of the Company. The attendance records of the members of the Nomination Committee are set out below:

截至二零一八年十二月三十一日止年度，提名委員會舉行了三次會議，以審閱（其中包括）董事會的架構、規模及組成；評估董事會的技能、經驗、知識、專長及多元化組合的適當性；審閱董事會成員多元化政策（定義見下文）及監察其實施；審閱獨立非執行董事的獨立性；推薦新董事的任命；以及考慮於本公司股東週年大會選舉的退任董事的資格。提名委員會成員的出席記錄載列如下：

Name of Director 董事姓名	Nomination Committee Meeting 提名委員會會議
Mr. Chan Chun Yiu Thomas (appointed on 6 July 2018) 陳浚曜先生(於二零一八年七月六日獲委任)	1/1
Mr. Ha Kee Choy Eugene 夏其才先生	3/3
Mr. Hung Shui Chak (appointed on 6 July 2018) 洪瑞澤先生(於二零一八年七月六日獲委任)	1/1
Mr. Fok Wai Ming Eddie (resigned on 6 July 2018) 霍偉明先生(於二零一八年七月六日辭任)	2/2
Mr. Szeto Tat Kwan Brandon (resigned on 6 July 2018) 司徒達坤先生(於二零一八年七月六日辭任)	2/2

Since 31 March 2016, the Board has adopted a board diversity policy (the “Board Diversity Policy”) setting out the approach to achieve diversity on the Board.

自二零一六年三月三十一日起，董事會已採納董事會成員多元化政策（「董事會成員多元化政策」），列載為達致成員多元化之方針。

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects including, but not limited to, 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.

為達致持續及平衡之發展，本公司視提升董事會層面之成員多元化方針為達到其策略目標及持續發展為之主要元素。在策劃董事會之組成架構方面，董事會成員多元化會考慮眾多因素，包括但不限於教育背景、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，並參照客觀標準及審慎考慮董事會成員多元化的裨益下，以甄別各候選人。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT

#### Directors' and Auditors' Responsibilities for the Financial Statements

The Board acknowledges its responsibility to prepare the Group's financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the financial statements for the year ended 31 December 2018, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

#### Auditors' Remuneration

The remuneration in respect of audit and non-audit services for the year ended 31 December 2018 provided by the auditors of the Company, HLB, are as follows:

#### Type of Services 服務類別

Audit services  
Non-audit services

Total

核數服務  
非核數服務

總計

RMB'000  
人民幣千元

1,000

—

1,000

### 問責及審核

#### 董事及核數師對財務報表的責任

董事會知悉有責任編製本集團各財政期間的財務報表，以真實而公允地呈列本集團該期間的財務狀況及業績與現金流量。編製截至二零一八年十二月三十一日止年度的財務報表時，董事會已選取適用會計政策並貫徹使用，並審慎、公允而合理地作出判斷及估計，以及按持續經營基準編製財務報表。董事有責任作出一切合理而必須的步驟，保護本集團的資產，並且防止及偵查欺詐及其他不正常情況。

#### 核數師酬金

有關本公司核數師國衛於截至二零一八年十二月三十一日止年度提供核數服務及非核數服務之酬金如下：

## Corporate Governance Report 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Board has the following responsibilities:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations from time to time;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to the Directors and the employees of the Group; and
- (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is their responsibility to maintain effectiveness of the Group's internal control and risk management systems. Internal control designs are implemented to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss. Such controls cover major areas such as corporate governance, revenue and receipt cycle, expenses and payment cycle, financial reporting and compliance management. The Audit Committee evaluates the effectiveness of the internal control and risk management systems of the Group on behalf of the Board.

The Group's risk management process includes identification, evaluation, implementation of mitigation measures and review. In order to further ensure compliance with relevant statutory requirements, the Group engages external professional advisers, such as consultancy firms, auditors and external legal advisers to render professional advice so as to comply with statutory requirements (including PRC rules and regulations and the Listing Rules) as applicable to the Group from time to time. The Group had provided

### 企業管治職能

董事會職責如下：

- (a) 制定及檢討本公司之企業管治政策及常規，並不時提出建議；
- (b) 檢討及監察本集團董事及高級管理人員之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制定、檢討及監察董事及本集團僱員之操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守守則之情況及在企業管治報告內之披露。

### 風險管理及內部監控

董事會認同其有責任維持本集團內部監控與風險管理系統行之有效。實行內部監控設計，旨在管理而非杜絕未能達致業務目標的風險，並僅可就重大失實或損失提供合理而非絕對的保證。有關監管涵蓋主如業管治、收益及收款周期、開支及付款周期、財務報告及合規管理等重要範疇。審核委員會會代表董事會，評估本集團的內部監控風險管理系統的效能。

本集團的風險管理程序包括辨別、評估、實行緩解程序及審議。為了進一步確保遵從相關法定規例，本集團委聘外部專業顧問如授權人士、公司秘書的公司、顧問公司、核數師及外部法律顧問提供專業意見，讓本集團不時遵從適用的法定規例(包括中國法例及

## Corporate Governance Report 企業管治報告

Directors with training, development programs and/or updates regarding the legal and regulatory requirements applicable to the business operations of the Group.

During the year, the Group engaged a professional internal control consultant to conduct a review of the Group's internal control design effectiveness, including controls and procedures over risk management, revenue and receipt cycle, financial reporting and compliance management.

The internal control consultant reported directly and primarily to the Audit Committee and assist the Board in monitoring and managing the risks and internal controls of the Group. Internal control design weaknesses and recommendations for areas of improvements have been reported to the Audit Committee. The Group has established management action plan to implement the internal control enhancement measures recommended by the internal control consultant.

The Audit Committee concluded that there were no significant internal control failings, weaknesses or significant areas of concern identified during the year which might affect our shareholders. It opined that an adequate and effective internal control system is maintained to safeguard the shareholders' investment and the Group's assets.

### COMPANY SECRETARY

Mr. Wong Chun Kit ("Mr. Wong"), is engaged and appointed by the Company from an external secretarial services provider as its Company Secretary. The primary corporate contact person of the Company is Mr. Hung Shui Chak, an executive Director. Mr. Wong confirmed that he has received 15 hours professional training under the requirement of Rule 3.29 of the Listing Rules during the year under review.

法規和上市規則)。本集團亦為董事提供培訓、發展課程及／或適用於本集團業務營運的法律及監管規定的最新進展。

年內，本集團已委聘一名專業內部監管顧問，檢討本集團的內部監管設計效能，包括風險管理的監操和程序、收益及收款周期、財務呈報及合規管理。

內部監控顧問直接及主要向審核委員會匯報，並協助董事會監察和管理本集團的風險及內部監控。有關內部監控設計的缺陷和改善範圍的建議，已向審核委員會匯報。本集團已設立管理層行動方案，執行內部監控顧問所建議的提高內部監控措施。

審核委員會的得出的結論為於本年度，內部監控並無重大缺點、弱點或察覺到可能影響股東的重大關注所在範圍。審核委員會認為，本集團維持充足及有效的內部監控系統，保障股東投資及本集團資產。

### 公司秘書

王震傑先生(「王先生」)乃本公司自外間秘書服務提供商聘請及委任為其公司秘書。本公司之主要公司聯繫人為執行董事洪瑞澤先生。王先生確認彼於回顧年度已根據上市規則第3.29條接受十五小時之專業培訓。

## INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognises the importance of maintaining clear, timely and effective communication with the Shareholders and investors. The Board also recognises that effective communication with investors is the key to establish investor confidence and to attract new investors. Therefore, the Group is committed to maintaining a high degree of transparency to ensure that the investors and the Shareholders receive accurate, clear, comprehensive and timely information of the Group by the publication of annual reports, interim reports, announcements and circulars. The Company also publishes all documents on the Company's website at <http://www.cre8ir.com/longhui/>. The Board continues to maintain regular dialogues with institutional investors and analysts to keep them informed of the Group's strategy, operations, management and plans. The Directors and the committee members are available to answer questions at annual general meetings of the Company. Separate resolutions would be proposed at general meetings of the Company on each substantially separate issue.

### Shareholders' Right

Pursuant to the Company's memorandum and articles of association, the Board may whenever it thinks fit call extraordinary general meetings. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may put forward their proposals or inquiries to the Board by sending their written request to the Company's correspondence address in Hong Kong.

## 投資者及股東關係

董事會認同與股東及投資者保持清晰、及時而有效的溝通的重要性。董事會亦認同與投資者進行有效溝通是建立投資者信心及吸引新投資者的關鍵所在。因此，本集團致力保持高透明度，確保投資者及股東通過刊登年報、中期報告、公佈及通函得到準確、清晰、完整而及時的本公司資料，而本公司亦在公司網站<http://www.cre8ir.com/longhui/>刊登全部文件。董事會與機構投資者及分析員保持定期溝通，讓彼等得悉本集團的策略、營運、管理及計劃。董事及委員會成員均出席本公司股東週年大會解答問題。各區別分明的議題須以獨立決議案方式於本公司股東大會上提呈。

### 股東權利

根據本公司之組織章程大綱及章程細則，董事會可於其認為適當的任何時候召開股東特別大會。任何一位或以上於遞呈要求當日持有本公司有權於股東大會上投票之繳足股本不少於十分之一的股東，有權隨時透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；上述會議應於相關要求遞呈後兩(2)個月內舉行。倘遞呈後二十一日內董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人作出償付。

股東可將書面要求發送至本公司在香港的通訊地址，藉此向董事會提交建議或諮詢。



## Corporate Governance Report 企業管治報告

### AMENDMENT OF THE COMPANY'S CONSTITUTIONAL DOCUMENTS

There have been no changes in the Company's constitutional documents during the year ended 31 December 2018. The consolidated version of the memorandum of association of the Company and the articles of association of the Company is available on the website of the Stock Exchange and the website of the Company.

### DIVIDEND POLICY

Under the dividend policy adopted by the Company with effect from 1 January 2019, dividends may be declared and paid to the Shareholders by way of cash or by other means that the Board considers appropriate. It is the policy of the Board, in recommending dividends, to allow the Shareholders to participate in the Company's profits, and at the same time, to ensure the Company to retain adequate reserves for future growth. The Company's decision to declare or to pay any dividends in the future, and the amount of such dividends will depend upon, among other things, the current and future operations, financial condition, liquidity position and capital requirements of the Group, as well as dividends received from the Company's subsidiaries and associates, which in turn will depend on the ability of those subsidiaries and associates to pay a dividend. In addition, any final dividends for a financial year will be subject to the approval of the Shareholders. The declaration and payment of dividends by the Company is also subject to any restrictions under the laws of the Cayman Islands, the laws of Hong Kong, the Company's articles of association and any applicable laws, rules and regulations. The Board will continue to review the dividend policy from time to time and the Board may exercise its sole and absolute discretion to update, amend and/or modify the dividend policy at any time as it deems fit and necessary.

### 本公司憲章文件之修訂

截至二零一八年十二月三十一日止年度，本公司之憲章文件並無任何變動。本公司組織章程大綱及本公司組織章程細則之綜合版本可於聯交所網站及本公司網站瀏覽。

### 股息政策

根據本公司採納的股息政策，自二零一九年一月一日起，股息可以現金方式或董事會認為適當的其他方式宣派及派付予股東。董事會於推薦派付股息方面的政策乃為允許股東分享本公司溢利，並同時確保本公司留存充足儲備作未來發展。本公司宣派或派付任何未來股息的決定及有關股息的數額將取決於（其中包括）本集團的現時及未來營運業務、財務狀況、流動資金狀況及資本需求，以及收取自本公司附屬公司及聯營公司的股息（這反而將取決於該等附屬公司及聯營公司派付股息的能力）。此外，財政年度的任何末期股息將須遵守股東批准規定。本公司的股息宣派及派付亦須受開曼群島法例、香港法律、公司細則及任何適用法律、規則及法規項下的任何限制規限。董事會將繼續不時審閱股息政策，且董事會可行使其全權絕對酌情權於其認為適當且必須的任何時間更新、修訂及／或修改股息政策。

## Independent Auditors' Report 獨立核數師報告書



國衛會計師事務所有限公司  
Hodgson Impey Cheng Limited

31/F Gloucester Tower The Landmark  
11 Pedder Street Central  
Hong Kong  
香港中環畢打街11號  
置地廣場告羅士打大廈31樓

### TO THE SHAREHOLDERS OF LONGHUI INTERNATIONAL HOLDINGS LIMITED

(Formerly known as Daqing Dairy Holdings Limited)

(Incorporated in Cayman Islands with limited liability)

致龍輝國際控股有限公司(前稱大慶乳業控股有限公司)股東

(於開曼群島註冊成立之有限公司)

### DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Longhui International Holdings Limited ("the Company") and its subsidiaries (together, the "Group") set out on pages 71 to 219, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements and as to whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 不發表意見

本行獲委聘以審核龍輝國際控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)載於第71至219頁的綜合財務報表，其中包括於二零一八年十二月三十一日的綜合財務狀況表，與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等並未對貴集團綜合財務報表表述意見。由於在吾等的報告中不發表意見之基礎一節所描述事項之重要性，吾等未能獲得足夠恰當的審核憑證以為該等綜合財務報表之審核意見及是否按照香港公司條件之披露規定妥為編製提供之基礎。

# Independent Auditors' Report

## 獨立核數師報告書

### BASIS FOR DISCLAIMER OF OPINION

#### a) Comparative information

Our auditors' report on the consolidated financial statements of the Group for the financial year ended 31 December 2017 as contained in the annual report of the Company for that financial year (the "Prior Year's Consolidated Financial Statements") contained disclaimer of opinion as we were unable to obtain sufficient appropriate audit evidence in respect of: (a) opening balances and the comparative information; (b) departure from International Financial Reporting Standard ("IFRS") 10 "Consolidated Financial Statements"; (c) amount due to a deconsolidated subsidiary; (d) accrued expenses and other payables; (e) contingent liabilities and commitments; and (f) going concern basis of accounting. Details of these matters that led to us disclaiming opinion on the Prior Year's Consolidated Financial Statements are set out in our auditors' report dated 15 March 2018 contained in the annual report of the Company for the financial year ended 31 December 2017. Due to the fact that the Company's acquisition of the entire equity interest of Longhui International Catering Management Holdings Limited (the "Accounting Acquirer") on 4 July 2018 (see Notes 2.1 and 30 to the consolidated financial statements) was accounted for in the consolidated financial statements as reverse acquisition of the Company by the Accounting Acquirer (the "Reverse Acquisition") and that the Company had disposed of equity interests in Global Milk (as defined in Note 2.1) and its wholly-owned subsidiaries incorporated in the People's Republic of China (the "PRC") immediately prior to the completion date of the Reverse Acquisition, the matters that gave rise to our disclaimer of opinion on the Prior Year's Consolidated Financial Statements did not give rise to modification of our opinion on the accompanying consolidated financial statements for the current financial year ended 31 December 2018 except for the matters related to amount due to a deconsolidated subsidiary and accrued expenses and other payables, details of which are described in sub-paragraph (b) below. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the balances of amount due to the deconsolidated subsidiary and accrued expenses and other payables of the Company as at the completion date of the Reverse Acquisition and as at 31 December 2018 were free from material misstatement and any adjustments to these balances as at these dates that would be required may have consequential significant effects on the Company's (and hence the Group's) assets and liabilities as at these dates and hence the results and cash flows of the Group for the year ended 31 December 2018, and the presentation and disclosure thereof in the accompanying consolidated financial statements.

### 不發表意見之基準

#### a) 比較資料

核數師就 貴集團截至二零一七年十二月三十一日止財政年度綜合財務報表的報告載於 貴公司截至該財政年度(「去年綜合財務報表」)之年報，載有不發表意見，原因在於我們無法取得足夠的審核憑證，包括：(a)年初結餘及比較資料；(b)偏離國際財務報告準則(「國際財務報告準則」)第10號「綜合財務報表」；(c)應付取消綜合入賬附屬公司款項；(d)應計開支及其他應付款項；(e)或然負債及承擔；及(f)會計之持續經營基準。導致我們就去年綜合財務報表作出不發表意見的事宜詳情載於日期為二零一八年三月十五日之核數師報告(載於 貴公司截至二零一七年十二月三十一日止財政年度之年報)。鑑於 貴公司於二零一八年七月四日之 Longhui International Catering Management Holdings Limited 的全部股權收購事項(「會計上的收購方」)(見綜合財務報表附註2.1及30)作為會計上的收購方反收購 貴公司(「反收購」)而列賬至綜合財務報表，且 貴公司於反收購完成日期前已出售於 Global Milk (定義見附註21)及其於中華人民共和國(「中國」)註冊成立的全資附屬公司的股權，造成去年綜合財務報表的不發表意見的該等事宜並無導致當前截至二零一八年十二月三十一日止財政年度之綜合財務報表隨附意見需要作出修改，惟有關應付一間取消綜合入賬附屬公司的款項及應計開支以及其他應付款項除外，有關詳情於下文分段(b)詳述。我們無法執行另一種審核程序以令自身信納，於二零一八年十二月三十一日， 貴公司應付一間取消綜合入賬附屬公司的款項及應計開支以及其他應付款項的餘額不存在重大錯誤陳述，而於該等日期有關餘額的任何必要調整或會對 貴公司(甚或 貴集團)於該等日期的資產及負債產生重大的後續影響，繼而對 貴集團截至二零一八年十二月三十一日止年度的業績及現金流量以及隨附綜合財務報表的呈列及披露內容產生重大的後續影響。

## Independent Auditors' Report 獨立核數師報告書

### (b) Accrued expenses and other payables

As disclosed in note 30 to the consolidated financial statements, the Company acquired the entire equity interest in the Accounting Acquirer on 4 July 2018 (the "Acquisition Date") by issuing consideration shares and convertible bonds of the Company to the vendor, which resulted in the vendor owning substantial equity stake in the Company. The substance of the acquisition of the Accounting Acquirer was a reverse acquisition of the Company by the Accounting Acquirer. The Group recognised deemed listing expenses of approximately RMB399,670,000 upon the application of the Reverse Acquisition on the Acquisition Date. The deemed listing expenses were recognised in the consolidated statement of profit or loss of the Group for the year ended 31 December 2018.

Due to the lack of complete books and records of the Company for the reasons explained in Note 2.1 to the consolidated financial statements and the inability of the Group to reconstruct the books and records of the Company, the directors of the Company considered that the Company did not have the necessary information about the transactions and account balances of the Company for inclusion in the accounts of the Company as at the Acquisition Date and as at 31 December 2018. On the Acquisition Date, the Group applied the Reverse Acquisition method of accounting and recognized the identifiable assets and liabilities of the Company as at that date, including the recorded accrued expenses and other payables of approximately RMB37,578,000 as disclosed in Note 30 to the consolidated financial statements. These recorded accrued expenses and other payables do not include any of the unknown liabilities of the Company brought forward from 1 January 2018, which as explained in our auditors' report on the Prior Year's Consolidated Financial Statements related to the amount due to a deconsolidated subsidiary of approximately RMB882,000 (equivalent to approximately HK\$1,028,000) and unknown other payables of approximately RMB15,182,000 (equivalent to approximately HK\$17,694,000) (collectively, the "Unknown Liabilities").

### (b) 應計開支及其他應付款項

誠如綜合財務報表附註30所披露，貴公司透過發行貴公司代價股份及可換股債券予賣方於二零一八年七月四日（「收購日期」）收購會計上的收購方全部股權，其導致賣方擁有貴公司重大股權。收購會計上的收購方的實質為會計上的收購方反收購貴公司。貴集團於在（「收購日期」）應用反收購後確認視作上市開支約人民幣399,670,000元。視作上市開支於貴集團截至二零一八年十二月三十一日止年度綜合損益表確認。

由於欠缺貴公司完整賬簿及記錄（理由於綜合財務報表附註2.1闡述）及貴集團無能力重建貴公司賬簿及記錄，貴公司董事認為，貴公司並無有關貴公司交易及賬目結餘的所需資料以供載入收購日期及二零一八年十二月三十一日的貴公司賬目內。於收購日期，貴集團應用反收購會計法並於該日確認貴公司可資識別資產及負債，包括綜合財務報表附註30所披露之已入賬累計開支及其他應付款項約人民幣37,578,000元。此等已入賬累計開支及其他應付款項並不包括二零一八年一月一日結轉之貴公司未知負債，詳情闡述於有關應付取消綜合入賬附屬公司款項約人民幣882,000元（相當於約1,028,000港元）及未知的其他應付款項約人民幣15,182,000元（相當於約17,694,000港元）（統稱為「未知負債」）之去年綜合財務報表的核數師報告內。

## Independent Auditors' Report

### 獨立核數師報告書

The unknown other payables of the Company of approximately RMB15,182,000 as at 1 January 2018 comprised (i) RMB11,276,000 (equivalent to approximately HK\$13,142,000) related to liabilities recognised by the Company in respect of the aggregate amounts of the debit balances of bank transactions of the Company as the directors of the Company were unable to locate complete books and records of bank accounts and whereabouts of these bank balances and cash; and (ii) RMB3,906,000 (equivalent to approximately HK\$4,552,000) related to other payables that the directors of the Company have been unable to locate the relevant books and records. Due to the lack of complete books and records of the Company, the board of directors of the Company was unable to ascertain the completeness and recording accuracy of the Unknown Liabilities as at 1 January 2018 and the Acquisition Date. The nil balances of the Unknown Liabilities recognised by the Group on the Acquisition Date entered into the determination of the financial performance of the Group for the year ended 31 December 2018 and have carryforward effects on the closing balances of the assets and liabilities of the Group as at 31 December 2018. We have been unable to carry out alternative audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to (i) the validity and accuracy of not recognising any amount of the Unknown Liabilities upon application of the Reverse Acquisition and as at 31 December 2018; (ii) the validity, accuracy and completeness of the nil carrying amounts of the Unknown Liabilities at the Acquisition Date which were recognised by the Group in the consolidated financial statements as disclosed in note 30 to the consolidated financial statements and the carryforward effects on the closing balances of the assets and liabilities of the Group as at 31 December 2018; and (iii) the accuracy of the deemed listing expenses and hence as to whether the amount of the deemed listing expenses recognised as expense in the consolidated profit or loss was appropriate. There were no alternative audit procedures that we could perform to satisfy ourselves as to whether the nil Unknown Liabilities and the deemed listing expenses included in the consolidated financial statements as at the Acquisition Date and as at 31 December 2018 were free from material misstatements. Any adjustment found to be required may also have a consequential significant effect on the related expenses recognised in consolidated profit or loss and other elements presented in the consolidated financial statements and hence on the Group's loss, changes in equity and cash flows for the year ended 31 December 2018.

貴公司於二零一八年一月一日的其他未知應付款項約人民幣15,182,000元包括(i) 人民幣11,276,000元(相當於約13,142,000港元)與 貴公司就其銀行交易借方結餘總額所確認之負債有關，因為 貴公司董事未能找到銀行賬戶之完整賬冊及記錄及該等銀行結餘及現金之下落；及(ii) 人民幣3,906,000元(相當於約4,552,000港元)與 貴公司董事未能找到相關賬冊及記錄之其他應付款項有關。由於 貴公司之賬冊及記錄不完整， 貴公司董事會未能確定未知負債於二零一八年一月一日及收購日期的完整性及記錄準確性。 貴集團於收購日期確認的未知負債的零結餘已計入 貴集團截至二零一八年十二月三十一日止年度財務表現的釐定中，並對 貴集團於二零一八年十二月三十一日的年末資產及負債結餘產生結轉影響。吾等並無其他可進行的審核程序以取得充足合適的審計佐證，以令吾等信納(i)申請反收購時及於二零一八年十二月三十一日不確認任何未知負債金額的有效性、準確性；(ii)綜合財務報表附註30所披露，於收購日期 貴集團確認的未知負債的零賬面值的、準確性及完整性，以及 貴集團於二零一八年十二月三十一日資產與負債的年末結餘造成的結轉影響的有效性、準確性及完整性；及(iii)視作上市開支之準確性，以至於綜合損益表確認為開支之視作上市開支金額是否合適。概無吾等可履行之替代審核程序以讓吾等信納於收購日期及二零一八年十二月三十一日的綜合財務報表所載的零未知負債及視作上市開支為概無錯誤陳述。如發現任何所需調整，亦可能對於綜合損益確認的相關開支及於綜合財務報表呈列的其他組成部分，以至截至二零一八年十二月三十一日止年度 貴集團的虧損、權益變動及現金流量造成後續重大影響。

## Independent Auditors' Report 獨立核數師報告書

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

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the International Accounting Standards Board 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 misstatements, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and to issue an auditors' report. 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.

However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. 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.

### 董事及審核委員會就綜合財務報 表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際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。

審核委員會須負責監察 貴集團之財務報告程序。

### 核數師就審核綜合財務報表須承 擔的責任

吾等負責根據香港會計師公會（「香港會計師公會」）頒佈之香港審計準則對 貴集團之綜合財務報表進行審計及出具核數師報告。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。

然而，由於本報告「不發表意見之基準」一節所述事宜，吾等未能取得充足之合適審核證據，以為該等綜合財務報表之審計意見提供基準。根據香港會計師公會頒佈的專業會計師道德守則（「道德守則」），我們獨立於 貴集團，並已履行道德守則中的其他專業道德責任。

## Independent Auditors' Report 獨立核數師報告書

### REPORT ON OTHER MATTERS UNDER SECTIONS 407(2) AND 407(3) OF THE HONG KONG COMPANIES ORDINANCE

In respect alone of the inability to obtain sufficient appropriate audit evidence described in the Basis for Disclaimer of Opinion section of our report above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether proper books of account had been kept for the year ended 31 December 2018.

### OTHER MATTERS

As explained in Note 2.1 to the consolidated financial statements, due to the application of the Reverse Acquisition method of accounting, the consolidated financial statements have been prepared as a continuation of the consolidated financial statements of the Accounting Acquirer and its subsidiaries, rather than of the Company and its subsidiaries. The comparative information presented in these consolidated financial statements is restated to be that of the Accounting Acquirer and its subsidiaries. The consolidated financial statements of the Accounting Acquirer and its subsidiaries for the year ended 31 December 2017 were audited by another auditors who expressed an unmodified opinion.

**HLB Hodgson Impey Cheng Limited**  
*Certified Public Accountants*  
**Hon Koon Fai, Alex**  
Practising Certificate Number: P05029

Hong Kong, 29 March 2019

### 對香港公司條例第407(2)及407(3) 條規定下其他事項之報告

僅就吾等之報告上文「不發表意見之基準」一節所述吾等未能取得足夠合適之核數證據之事宜而言：

- 吾等尚未獲得吾等認為審計所需之所有資料及解釋；及
- 吾等無法釐定賬冊是否於截至二零一八年十二月三十一日止年度妥為保存。

### 其他事項

誠如綜合財務報表附註2.1所釋，由於反收購會計法的應用，綜合財務報表乃作為會計上的收購方及其附屬公司而非本公司及其附屬公司之綜合財務報表之延續而編製。該等綜合財務報表所載之比較資料經重述為會計上的收購方及其附屬公司之比較資料。截至二零一七年十二月三十一日止年度，會計上的收購方及其附屬公司之綜合財務報表由另一名核數師審計，該核數師發表未經修訂之意見。

**國衛會計師事務所有限公司**  
香港執業會計師  
**韓冠輝**  
執業證書編號：P05029

香港，二零一九年三月二十九日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (重列)
Revenue	收益	7	624,707	700,432
Foods and beverage and other materials consumables used	食品及飲料以及已用其他耗材		(253,798)	(248,959)
Employee benefit and related expenses	僱員福利及相關開支	9	(166,008)	(183,190)
Property rentals and related expenses	物業租金及相關開支		(144,098)	(131,496)
Utilities expenses	公共設施開支		(20,841)	(20,613)
Depreciation, amortisation and impairment of property, plant and equipment and intangible asset	物業、廠房及設備以及無形資產的折舊、攤銷及減值	15, 16	(54,017)	(49,412)
Other expenses	其他開支		(50,837)	(35,519)
Other gains, net	其他收益淨額	8	2,977	4,803
<b>(Loss)/profit from operating activities</b>	來自經營活動的(虧損)/溢利	10	(61,915)	36,046
Deemed listing expenses	視作上市開支	30	(399,670)	—
Finance (expense)/income, net	融資(開支)/收入淨額	11	(668)	1,753
<b>(Loss)/profit before tax</b>	除稅前(虧損)/溢利		(462,253)	37,799
Income tax credit/(expense)	所得稅抵免/(開支)	12	10,625	(12,147)
<b>(Loss)/profit for the year</b>	年內(虧損)/溢利		(451,628)	25,652
<b>(Loss)/profit attributable to:</b>	以下各方應佔(虧損)/溢利:			
Owners of the Company	本公司擁有人		(451,095)	25,675
Non-controlling interest	非控股權益		(533)	(23)
			(451,628)	25,652



## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (重列)
<b>(Loss)/profit for the year</b>		<b>(451,628)</b>	25,652
Other comprehensive income, net of income tax			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Currency translation differences		<b>2,283</b>	—
<b>Total comprehensive (expense)/income for the year</b>		<b>(449,345)</b>	25,652
<b>Attributable to:</b>			
Owners of the Company		<b>(448,812)</b>	25,675
Non-controlling interest		<b>(533)</b>	(23)
		<b>(449,345)</b>	25,652
<b>Basic and diluted (loss)/earnings per share</b>			
	13	<b>(0.10)</b>	0.01

## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		Notes	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元 (Restated) (重列)	As at 1 January 2017 於二零一七年 一月一日 RMB'000 人民幣千元 (Restated) (重列)
<b>Assets</b>	<b>資產</b>				
<b>Non-current assets</b>	<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	15	69,270	99,240	121,737
Intangible asset	無形資產	16	309	468	—
Prepayment and other receivables	預付款項及其他應收款項	18	22,717	32,955	31,659
Deferred tax assets	遞延稅項資產	26	26,349	12,891	9,714
			<b>118,645</b>	145,554	163,110
<b>Current assets</b>	<b>流動資產</b>				
Inventories	存貨	19	31,387	27,955	28,334
Trade receivables	貿易應收款項	17	16,988	15,136	4,444
Prepayments and other receivables	預付款項及其他應收款項	18	78,513	139,797	119,956
Restricted cash	受限制現金	20	26,286	—	—
Cash and cash equivalents	現金及現金等價物	20	51,631	60,431	71,717
			<b>204,805</b>	243,319	224,451
<b>Total assets</b>	<b>資產總值</b>		<b>323,450</b>	388,873	387,561
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Share capital	股本	21	87	—	—
Reserves	儲備		(36,764)	49,787	59,492
			<b>(36,677)</b>	49,787	59,492
<b>Non-controlling interest</b>	<b>非控股權益</b>		<b>44</b>	577	—
<b>Total equity</b>	<b>總權益</b>		<b>(36,633)</b>	50,364	59,492

## Consolidated Statement of Financial Position

### 綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

			As at 31 December 2018 於二零一八年 十二月三十一日	As at 31 December 2017 於二零一七年 十二月三十一日	As at 1 January 2017 於二零一七年 一月一日
	Notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
				(Restated) (重列)	(Restated) (重列)
<b>Liabilities</b>					
<b>Non-current liabilities</b>					
Borrowings	25	—	41,795	44,725	
Convertible bonds	32	<b>72,892</b>	—	—	
Other non-current liabilities	27	<b>22,369</b>	26,930	35,403	
Deferred tax liabilities	26	<b>6,535</b>	1,300	4,000	
			<b>101,796</b>	70,025	84,128
<b>Current liabilities</b>					
Trade payables	22	<b>63,933</b>	74,439	105,669	
Other payables and accruals	23	<b>131,784</b>	141,708	89,195	
Deferred revenue	24	—	41,593	38,729	
Contract liabilities	24	<b>39,343</b>	—	—	
Income tax payables		<b>797</b>	10,744	10,348	
Borrowings	25	<b>22,430</b>	—	—	
			<b>258,287</b>	268,484	243,941
Total liabilities			<b>360,083</b>	338,509	328,069
Total equity and liabilities			<b>323,450</b>	388,873	387,561
Net current liabilities			<b>(53,482)</b>	(25,165)	(19,490)

The consolidated financial statements on pages 71 to 219 were approved and authorised for issue by the board of directors on 29 March 2019 and are signed on its behalf by:

第71至219頁之綜合財務報表乃於二零一九年三月二十九日經董事會批准及授權刊發，並由以下董事代表簽署：

**Hung Shui Chak**  
洪瑞澤  
Director  
董事

**Yuan Mingjie**  
袁明捷  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Share capital	Share premium	Convertible bond reserve	Statutory reserve	Capital reserve	Exchange reserve	(Accumulated loss)/retained earnings	Non-controlling interest	Total
		股本	股份溢價	可換股債券儲備	法定儲備	資本儲備	匯兌儲備	(累計虧損) / 保留盈利	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2017 (restated)	於二零一七年一月一日 (經重列)	—	—	—	10,491	—	—	49,001	—	59,492
Profit for the year	年內溢利	—	—	—	—	—	—	25,675	(23)	25,652
Other comprehensive income:	其他全面收益:									
Currency translation difference	貨幣匯兌差異	—	—	—	—	—	—	—	—	—
Total comprehensive income for the year (restated)	年內全面收益總額 (經重列)	—	—	—	—	—	—	25,675	(23)	25,652
Dividends approved in respect of the current year	本年度已批准股息	—	—	—	—	—	—	(35,380)	—	(35,380)
Capital injection from non-controlling interest	非控股權益注資	—	—	—	—	—	—	—	600	600
At 31 December 2017 and 1 January 2018 as originally presented (restated)	於二零一七年十二月三十一日及二零一八年一月一日原列 (經重列)	—	—	—	10,491	—	—	39,296	577	50,364
Initial application of IFRS 9	首次應用國際財務報告準則第9號	—	—	—	—	—	—	(3,509)	—	(3,509)
At 1 January 2018 as restated	於二零一八年一月一日 (經重列)	—	—	—	10,491	—	—	35,787	577	46,855
Loss for the year	年內虧損	—	—	—	—	—	—	(451,095)	(533)	(451,628)
Other comprehensive income:	其他全面收益:									
Currency translation difference	貨幣匯兌差異	—	—	—	—	—	2,283	—	—	2,283
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	—	2,283	(451,095)	(533)	(449,345)
Recognition of share capital and share premium of the Company immediately before the Acquisition (as defined in Note 2)	緊接收購事項(定義見附註2)前確認本公司股本及股份溢價	23	118,893	—	—	(118,137)	—	—	—	779
Deemed consideration for the acquisition and recognition of equity component of convertible bond issued in the acquisition	視作收購代價及確認收購發行之可換股債券的權益部分	64	334,182	37,539	—	—	—	—	—	371,785
Deferred tax arising on convertible bonds	可換股債券產生的遞延稅項	—	—	(6,707)	—	—	—	—	—	(6,707)
As at 31 December 2018	於二零一八年十二月三十一日	87	453,075	30,832	10,491	(118,137)	2,283	(415,308)	44	(36,633)

### Notes:

#### (i) Statutory reserve

In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China ("PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operation or convert into additional capital of the subsidiaries.

#### (ii) Capital reserve

It represents the difference between the issued share capital and share premium of the Company and the share capital of Longhui International Catering Management Holdings Limited (the accounting acquirer) immediately before the Acquisition (as defined in note 2).

### 附註:

#### (i) 法定儲備

根據所有在中華人民共和國(「中國」)成立的附屬公司之組織章程細則，該等附屬公司須將10%除稅後溢利撥至法定儲備，直接該儲備達到註冊資本的50%為止。撥入該儲備必須在向權益持有人派發股息前進行。法定儲備可用於彌補以往年度的虧損、擴充現有營運或轉換為附屬公司額外資本。

#### (ii) 資本儲備

其指本公司已發行股本及股份溢價與龍輝國際餐飲管理控股有限公司(會計收購人)於緊接收購事項(定義見附註2)前的股本之差額。

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

	Notes 附註	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	<b>(462,253)</b>	37,799
Adjustments for:	已就以下項目調整:		
Finance expense/(income), net	財務開支/(收入)淨額	11 <b>668</b>	(1,753)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15 <b>44,857</b>	49,299
Impairment of property, plant and equipment	物業、廠房及設備減值	15 <b>8,955</b>	—
Losses on disposal of property, plant and equipment	出售物業及設備之虧損	8 <b>2,065</b>	5
Amortisation of intangible asset	無形資產攤銷	16 <b>205</b>	113
Impairment of trade receivable	貿易應收款項減值	17 <b>57</b>	—
Deemed listing expense	視作上市開支	30 <b>399,670</b>	—
Operating cash flows before movements in working capital	扣除營運資金變動前之經營現金流	<b>(5,776)</b>	85,463
(Increase)/decrease in inventories	存貨(增加)/減少	<b>(3,432)</b>	379
Increase in trade receivables	貿易應收款項增加	<b>(3,565)</b>	(10,692)
Increase in prepayments and other receivables	預付款項及其他應收款項增加	<b>(46,414)</b>	(31,735)
Decrease in trade payables	貿易應收款項減少	<b>(10,506)</b>	(31,230)
Increase in other payables and accruals	其他應收款項及應計費用增加	<b>23,302</b>	12,377
Increase in contract liabilities	合約負債增加	<b>(2,250)</b>	—
Decrease in deferred revenue	遞延收益減少	—	2,864
Decrease in other non-current liabilities	其他非流動負債減少	<b>(4,561)</b>	(8,473)
Cash (used in)/generated from operating activities	經營活動(所用)/所得現金	<b>(53,202)</b>	18,953
Income tax paid	已付所得稅	<b>(13,110)</b>	(17,628)

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Net cash (used in)/generated from operating activities</b>	經營活動(所用)/所得現金淨額	<b>(66,312)</b>	1,325
<b>Cash flows from investing activities</b>	投資活動所得現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(27,323)</b>	(25,012)
Purchases of intangible asset	購買無形資產	<b>(46)</b>	(241)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	<b>1,416</b>	2,209
Loans granted to related parties	向關聯方授出貸款	<b>(14,609)</b>	(11,745)
Receipt of loan repayments by related parties	收取關聯方償還的貸款	<b>94,132</b>	25,682
Increase in restricted cash	受限制現金增加	<b>(26,286)</b>	—
Cash received from the reverse acquisition	反收購所得現金	<b>81,394</b>	—
<b>Net cash generated from/(used in) investing activities</b>	投資活動所得/(所用)現金淨額	<b>108,678</b>	(9,107)
<b>Cash flows from financing activities</b>	融資活動所得現金流量		
Capital injection of non-controlling interest	非控股權益注資	—	600
Dividend paid to former shareholders before the reverse acquisition	支付反收購前之前股東股息	<b>(33,226)</b>	—
Repayments of borrowings	償還借貸	<b>(41,795)</b>	—
Proceeds from borrowings	借貸所得款項	<b>22,430</b>	—
Interest expense on borrowings	借貸利息開支	<b>(1,637)</b>	(2,611)
<b>Net cash used in financing activities</b>	融資活動所用現金淨額	<b>(54,228)</b>	(2,011)

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Net decrease in cash and cash equivalents</b>	現金及現金等價物減少淨額	<b>(11,862)</b>	(9,793)
<b>Cash and cash equivalents at the beginning of the year</b>	年初現金及現金等價物	<b>60,431</b>	71,717
<b>Effects of exchange rate changes on cash and cash equivalents</b>	現金及現金等價物的匯率變動影響	<b>3,062</b>	(1,493)
<b>Cash and cash equivalents at the end of the year</b>	年末現金及現金等價物	<b>51,631</b>	60,431

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 1. GENERAL

Longhui International Holdings Limited (the “Company”), formerly known as Daqing Dairy Holdings Limited, is a limited company incorporated in the Cayman Islands on 15 October 2009. As announced by the Company on 30 July 2018, the English and Chinese names of the Company have been changed to “Longhui International Holdings Limited” and “龍輝國際控股有限公司” respectively. According to the register of substantial shareholders maintained by the Company as at 31 December 2018, Shui Chak Group Limited (“Shui Chak Group”) is the substantial corporate shareholders of the Company. The ultimate controlling party of Shui Chak Group Limited is Mr. Hung Shui Chak (“Mr. Hung”).

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is Room 703, 7/F, Lucky Building, 39 Wellington Street, Central, Hong Kong.

The Company acts as an investment holding company. Its subsidiaries are engaged in restaurants operation located in the People’s Republic of China (the “PRC”).

### 1. 一般資料

龍輝國際控股有限公司(「本公司」)(前稱大慶乳業控股有限公司)為於二零零九年十月十五日在開曼群島註冊成立之有限公司。誠如本公司於二零一八年七月三十日所公佈，本公司之英文名稱及中文名稱已分別更改為「Longhui International Holdings Limited」及「龍輝國際控股有限公司」。根據截至二零一八年十二月三十一日本公司所存置之主要股東名冊，瑞澤集團有限公司(「瑞澤集團」)為本公司之主要法團股東。瑞澤集團有限公司之最終控股方為洪瑞澤先生(「洪先生」)。

本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點為香港中環威靈頓街39號六基大廈7樓703室。

本公司作為投資控股公司行事，其附屬公司於中華人民共和國(「中國」)從事餐廳業務。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION

The consolidated financial statements as at and for the year ended 31 December 2018 comprise the Company and its subsidiaries (collectively referred to as the “Group”).

On 4 July 2018 (the “Acquisition Date”), the Company completed (I) acquisition of Longhui International Catering Management Holdings Limited (the “Acquisition”), (II) disposal of Global Milk Products Pte Ltd. (“Global Milk”, which was the Company’s wholly-owned subsidiary incorporated in the Republic of Singapore) and its subsidiaries incorporated in the PRC (the “Disposal”) (III) placing of consolidated shares and (IV) open offer. Details of these transactions are set out in the Company’s announcements dated 4 July 2018.

The Acquisition constituted a very substantial acquisition and reverse takeover of the Company and involved a new listing application. Under the Acquisition, the Company acquired the entire issued share capital of Longhui International Catering Management Holdings Limited (the “Legal Acquiree” or the “Accounting Acquirer”), a company incorporated in the PRC with limited liability, in consideration of the issue of 3,789,375,000 ordinary shares of the Company at the issue price of HK\$0.125 per share (the “Consideration Shares”) and convertible bonds (the “Consideration Convertible Bonds”) in the aggregate principal amount of approximately HK\$129,470,000 to the vendors. The details of the Acquisition are set out in the Company’s circular dated 9 May 2018.

#### 2.1 編製基準

於二零一八年十二月三十一日及截至該日止年度之綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)。

於二零一八年七月四日(「收購日期」), 本公司完成(I)收購龍輝國際餐飲管理控股有限公司(「收購事項」), (II)出售Global Milk Products Pte Ltd.(「Global Milk」, 為本公司於新加坡共和國註冊成立之全資附屬公司)及其於中國註冊成立之附屬公司(「出售事項」), (III)配售合併股份及(IV)公開發售。有關該等該交易之詳情載於本公司日期為二零一八年七月四日之公告內。

收購事項構成本公司之非常重大收購事項及反收購及涉及新的上市申請。根據收購事項, 本公司收購龍輝國際餐飲管理控股有限公司(「法定被收購方」或「會計上的收購方」, 為於中國註冊成立之有限公司)全部已發行股本, 作為代價, 本公司按發行價每股0.125港元向賣方發行3,789,375,000股普通股(「代價股份」)及本金總額為約129,470,000港元之可換股債券(「代價可換股債券」)。收購事項之詳情載於本公司日期為二零一八年五月九日之通函。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.1 BASIS OF PREPARATION (Continued)

For the purpose of preparation of the consolidated financial statements, the Company is deemed to have been acquired by the Accounting Acquirer. These consolidated financial statements have been prepared on the basis that the Accounting Acquirer has acquired the Company on the Acquisition Date (the "Reverse Acquisition"). Under the Reverse Acquisition basis of accounting, the consolidated financial statements have been prepared as a continuation of the consolidated financial statements of the Accounting Acquirer and its subsidiaries (the "Longhui Group") and accordingly:

- (i) The assets and liabilities of the Longhui Group are recognised in the consolidated financial statements of the Group and measured at their carrying amounts as presented in the consolidated financial statements of the Longhui Group;
- (ii) The identifiable assets and liabilities of the Company deemed to be acquired or assumed by the Accounting Acquirer are initially recognised on the Acquisition Date at their fair values as at that date. The fair value of the purchase consideration deemed to be transferred in exchange for the Company is determined based on the number of equity interests the Accounting Acquirer would have had to issue to give to the owners of the Company the same percentage equity interest in the combined Group that results from the Acquisition and measured at the fair value of the equity consideration deemed to be issued to the then shareholders of the Company (the "Deemed Consideration"). The Deemed Consideration is in excess of the fair values of the assets acquired and liabilities assumed by the Group and the difference is recognised as deemed listing expenses (see Note 30 to the consolidated financial statements);
- (iii) The comparative information presented in these consolidated financial statements is restated to be that of the Longhui Group;
- (iv) The results and cash flows of the Company and its original subsidiaries have been consolidated in the consolidated financial statements since the completion date of the Acquisition.

### 2.1 編製基準(續)

就編製綜合財務報表而言，本公司視作由會計上的收購方收購。該等綜合財務報表乃基於會計上的收購方已於收購日期收購本公司(「反收購」)之基準編製。根據反收購會計處理基準，綜合財務報表乃作為會計上的收購方及其附屬公司(「龍輝集團」)綜合財務報表之延續而編製，因此：

- (i) 龍輝集團之資產及負債於本集團之綜合財務報表確認及按龍輝集團綜合財務報表內呈列之賬面值計量；
- (ii) 視作由會計上的收購方收購或承擔之本公司可識別資產及負債初步於收購日期按其於當日之公平值確認。為交換本公司而視作轉讓之收購代價公平值乃根據會計上的收購方為了讓本公司擁有人持有與收購事項所產生相同比例的合併集團權益而須發行的股權數目釐定及按視作發行予本公司其時股東之股權代價(「視作代價」)公平值計量。視作代價超出本集團已收購資產及所承擔負債之公平值，差額作為視作上市開支確認(見附綜合財務報表附註30)；
- (iii) 於該等綜合財務報表呈列之比較資料已重新呈列，已符合龍輝集團之資料；
- (iv) 本公司及其原附屬公司之業績及現金流已於收購事項完成日期後在綜合財務報表內綜合入賬。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

Further details of the Acquisition and the Deemed Consideration and deemed listing expenses arising on the Acquisition are set out in note 30.

Upon the completion of the Acquisition on 4 July 2018, the Company determined that its functional currency has changed to Renminbi (“RMB”) because its subsidiaries, being the Legal Acquiree and its subsidiaries, principally operate in the PRC. Further, the directors of the Company (the “Directors”) have determined to change the presentation currency of the consolidated financial statements from Hong Kong Dollar (“HK\$”), used in previously issued financial statements of the Company, to RMB because, in the opinion of the Directors, this would better reflect the Group’s business and provide users with more comparable financial information with the peers operating in similar industry and economic environment.

The change in functional and presentation currencies was accounted for in accordance with International Accounting Standard (“IAS”) 21 “The Effects of Changes in Foreign Exchange Rates”.

The Group has also presented the consolidated statement of financial position as at 1 January 2017 without related notes.

#### Going concern basis

In the consolidated financial statements, the Directors have given careful consideration to the future liquidity of the Group in view of the fact that the Group incurred a loss of approximately RMB451,628,000 during the year ended 31 December 2018 and had net current liabilities of approximately RMB53,482,000 as at 31 December 2018. The substantial shareholders of the Company have given their consent to provide continuous financial support to the Group to enable the Group to meet its obligations when due.

#### 2.1 編製基準(續)

有關收購事項及視作代價以及收購事項所產生之視作上市開支的進一步詳情載於附註30。

於二零一八年七月四日完成收購事項後，本公司釐定其功能貨幣改為人民幣（「人民幣」），原因為其附屬公司（即法定被收購方及其附屬公司）主要於中國營運。此外，本公司董事（「董事」）決定將綜合財務報表之呈列貨幣由港元（「港元」），用於本公司先前刊發之財務報表）改為人民幣，原因為董事認為這將能更好反映本集團業務及為使用者提供與類似行業及經濟環境內經營的同業者更具比較性之財務資料。

功能及呈列貨幣之變動根據國際會計準則（「國際會計準則」）第21號「外幣匯率變動之影響」進行會計處理。

此外，本集團呈列二零一七年一月一日之綜合財務狀況表而未附帶相關附註。

#### 持續經營基準

於綜合財務報表中，董事已審慎考慮本集團之未來流動資金，此乃計及本集團於截至二零一八年十二月三十一日止年度產生虧損約人民幣451,628,000元及於二零一八年十二月三十一日錄得流動負債淨額約人民幣53,482,000元。本公司主要股東已同意為本集團提供持續財務支持，以讓本集團達成其到期責任。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.1 BASIS OF PREPARATION (Continued)

#### Prior year's consolidated financial statements

As disclosed in the consolidated financial statements included in the annual report of the Company for the financial year ended 31 December 2017 (the "Prior Year's Financial Statements"), the Directors were unable to locate complete books and records of the Company and Global Milk and to get access to the books and records of the wholly-owned subsidiaries of Global Milk incorporated in the PRC (the "PRC Subsidiaries") and in the absence of the Group's previous management to explain and validate the true state of the affairs of, inter alia, the Company for the then current and previous financial years, it was considered by the Directors that it would be extremely difficult and time consuming to ascertain the true and correct financial position and profit or loss of the then current and previous years for, inter alia, the Company or to obtain sufficient documentary information to satisfy themselves regarding the treatment of the transactions during the years and various balances of the Company, Global Milk and the PRC Subsidiaries for the then current and previous years. In the opinion of the Directors, any reconstruction of the correct accounting records would also be almost impossible as it would be necessary to verify the information with external and independent sources and such sources might not be available or might be unreliable. As of the date of approval of the Prior Year's Financial Statements, the Directors had used its best efforts, to the extent commercially practicable, to reconstruct the accounting records of the Company, Global Milk and the PRC Subsidiaries for the then current and previous years and applied the best estimates and judgement based on the information of these entities that were available to the Directors. However, given substantial portion of the books and records of these entities could not be located or accessed and the previous management of the Group did not respond to the management's request, the Directors believed that as at the date of approval of the consolidated financial statements, it was impossible and impractical to ascertain the transactions and balances of the Company, Global Milk and the PRC Subsidiaries for inclusion in the financial statements of the Company and its consolidated financial statements since the year ended 31 December 2011.

### 2.1 編製基準(續)

#### 過往年度之綜合財務報表

誠如本公司截至二零一七年十二月三十一日止財政年度之年報載列的綜合財務報表(「過往年度財務報表」)所披露，董事未能找到本公司及Global Milk之完整賬冊及記錄以及查閱Global Milk於中國註冊成立之全資附屬公司(「中國附屬公司」)之賬冊及記錄，加上本集團前任管理層不在場，不能解釋及核實(其中包括)本公司於其時本年度及過往財政年度之真實事務狀況，故董事認為，核實確定(其中包括)本公司於其時本年度及過往年度之真實及正確財務狀況及損益，或取得充足文檔資料令彼等信納有關年內交易處理及本公司、Global Milk及中國附屬公司於本年度及過往年度之各項結餘將極為困難及費時。董事認為，重構正確會計記錄亦將近不可能，因為此舉須與外部及獨立資料來源核實資料，而有關資料來源未必能取得。於批准過往年度財務報表之日期，董事已在商業上屬切實可行之情況下竭盡所能重構本公司、Global Milk及中國附屬公司於其時本年度及過往年度之會計記錄，根據董事可得之該等實體資料應用最佳估計及判斷。然而，由於無法找到或查閱該等實體之大部分賬冊及記錄，而本集團前任管理層並無回應管理層之要求，董事認為，於綜合財務報表批准日期，確定本公司、Global Milk及中國附屬公司之交易及結餘以載入本公司截至二零一一年十二月三十一日止年度起之財務報表及其綜合財務報表屬不可能及不可行。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.1 BASIS OF PREPARATION (Continued)

##### Prior year's consolidated financial statements (Continued)

During the current financial year ended 31 December 2018, the Company disposed of its entire equity interests in Global Milk and the PRC Subsidiaries upon the completion of the Disposal (Note 33). The Disposal was completed immediately prior to the completion of the Acquisition and hence the assets and liabilities of Global Milk and the PRC Subsidiaries were not part of the assets and liabilities deemed acquired or assumed by the Group in the Acquisition.

#### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

In the current year, the Company has applied, for the first time, the following new standard, amendments and interpretations ("new IFRSs") issued by the International Accounting Standard Board, (the "IASB") which are effective for the Group's financial year beginning 1 January 2018. A summary of the new IFRSs are set out as below:

IFRS 2 (Amendments)	Classification and Measurement of Share-Based Payment Transaction
IFRS 4 (Amendments)	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers and related Amendments
IAS 28 (Amendments)	As part of Annual Improvement to IFRSs 2014-2016 Cycle
IAS 40 (Amendments)	Transfers of Investment Property
IFRIC-Int 22	Foreign Currency Transactions and Advance Consideration

The above new IFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures.

#### 2.1 編製基準(續)

##### 過往年度之綜合財務報表(續)

於截至二零一八年十二月三十一日止本財政年度，完成出售事項後，本公司出售其於Global Milk及中國附屬公司全部股權(附註33)。出售事項於緊接收購事項完成後完成，因此Global Milk及中國附屬公司之資產及負債不是本集團於收購事項中視作收購或承擔之資產及負債的一部分。

#### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

於本年度，本公司首次應用下列由國際會計準則理事會(「國際會計準則理事會」)頒佈之新訂準則、修訂本及詮釋(「新訂國際財務報告準則」)，其於二零一八年一月一日開始之本集團財政年度生效。新訂國際財務報告準則之概要列載如下：

國際財務報告準則第2號的修訂	以股份為基礎付款交易的分類及計量
國際財務報告準則第4號的修訂	與國際財務報告準則第4號保險合約一併應用國際財務報告準則第9號金融工具
國際財務報告準則第9號	金融工具
國際財務報告準則第15號	客戶合約收益及相關修訂
國際會計準則第28號的修訂	作為國際財務報告準則二零一四年至二零一六年週期年度改進之一部分
國際會計準則第40號的修訂	轉讓投資物業
國際財務報告詮釋委員會—詮釋第22號	外幣交易及預付代價

上述新訂國際財務報告準則已根據相應準則及修訂本的有關過渡條文應用，其導致會計政策、呈報金額及／或披露變動。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

Except as described below, the application of the new IFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in the consolidated financial statements.

#### Impact on the consolidated financial statements

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are explained in more detail by standard below.

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

除了下文所述者外，於本年度應用新訂國際財務報告準則對本集團於本期間及過往期間之財務表現及狀況及／或對綜合財務報表所載披露資料並無重大影響。

#### 對綜合財務報表的影響

下表顯示就各個別項目確認之調整。概無載入並無受變動影響之項目。有關調整於下文按準則作更詳細解釋。

Consolidated statement of financial position (extract)	綜合財務狀況表 (摘錄)	31 December 2017 二零一七年十二月三十一日 RMB'000 人民幣千元	IFRS 9 國際財務報告準則第9號 RMB'000 人民幣千元	IFRS 15 國際財務報告準則第15號 RMB'000 人民幣千元	1 January 2018 二零一八年一月一日 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>				
Deferred tax assets	遞延稅項資產	12,891	1,169	—	14,060
<b>Current assets</b>	<b>流動資產</b>				
Trade receivables	貿易應收款項	15,136	(1,733)	—	13,403
Prepayments and other receivables	預付款項及其他應收款項	139,797	(2,945)	—	136,852
<b>Current liabilities</b>	<b>流動負債</b>				
Deferred revenue	遞延收益	41,593	—	(41,593)	—
Contract liabilities	合約負債	—	—	41,593	41,593
<b>Capital and reserves</b>	<b>資本及儲備</b>				
Reserves	儲備	49,787	(3,509)	—	46,278
Non-controlling interest	非控股權益	577	—	—	577

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### IFRS 9 Financial Instruments

IFRS 9 replaces the provisions of IAS 39 Financial Instruments: Recognition and Measurement that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of IFRS 9 from 1 January 2018 resulted in changes in accounting policies. In accordance with the transitional provisions in IFRS 9, comparative figures have not been restated.

Accounting policies resulting from application of IFRS 9 are disclosed in note to consolidated financial statements.

#### *Classification and measurement*

On 1 January 2018 (the date of initial application of IFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate IFRS 9 categories.

The financial assets currently held by the Group include trade and other receivables which continue to be measured at amortised cost under IFRS 9. Accordingly, there is no impact on the classification and measurement of the Group's financial assets upon adoption of IFRS 9.

There is no impact on the Group's accounting for financial liabilities previously carried at amortised costs remained to be measured at amortised cost under IFRS9.

## 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 國際財務報告準則第9號金融工具

國際財務報告準則第9號取代國際會計準則第39號金融工具：確認及計量有關確認、分類及計量金融資產及金融負債、取消確認金融工具、金融資產減值及對沖會計處理之條文。

由二零一八年一月一日起採納國際財務報告準則第9號導致會計政策變動。根據國際財務報告準則第9號之過渡性條文，並無重列比較數字。

應用國際財務報告準則第9號產生的會計政策披露於綜合財務報表附註。

#### *分類及計量*

於二零一八年一月一日(首次應用國際財務報告準則第9號之日)，本集團管理層評估本集團所持金融資產適用之業務模式及將其金融工具劃分為合適的國際財務報告準則第9號類別。

本集團現時持有之金融資產包括貿易及其他應收款項，根據國際財務報告準則第9號繼續按攤銷成本計量。因此，採納國際財務報告準則第9號對本集團金融資產之分類及計量並無影響。

概不影響根據國際財務報告準則第9號本集團對先前按攤銷成本列賬／繼續按攤銷成本計量的金融負債的會計處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 9 Financial Instruments (Continued)

##### *Impairment of financial assets*

The Group has five types of financial assets that are subject to IFRS 9's expected credit loss ("ECL") model, including trade receivables, other receivables, receivables from related parties, restricted cash and cash and cash equivalents.

##### *Impairment under ECL model*

The Group applies the IFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables from restaurant operation. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

ECL for other financial assets at amortised cost, including receivables from related parties, deposits and other receivables, restricted cash and bank balances, are assessed on 12-month ECL basis as there had been no significant increase in credit risk since initial recognition.

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第9號金融工具(續)

##### *金融資產減值*

本集團有五類金融資產乃根據國際財務報告準則第9號之預期信貸虧損(「預期信貸虧損」)模式計量，包括貿易應收款項、其他應收款項、應收關聯方款項、受限制現金以及現金及現金等價物。

##### *預期信貸虧損模式下的減值*

本集團應用國際財務報告準則第9號簡化法以計量預期信貸虧損，其就餐廳業務的貿易應收款項使用全期預期信貸虧損。該等資產的預期信貸虧損就具重大結餘的債務人進行個別評估及／或使用具有合適分組的撥備矩陣進行共同評估。

按攤銷成本列賬的其他金融資產(包括應收關聯方款項、按金及其他應收款項、受限制現金及銀行結餘)的預期信貸虧損按12個月預期信貸虧損基準評估，因為自初始確認以來信貸風險並無大幅增加。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### IFRS 9 Financial Instruments (Continued)

#### Summary of effects arising from initial application of IFRS 9

##### Other financial assets measured at amortised cost

Other financial assets at amortised cost, including cash and bank balances are assessed on 12-month ECL ("12m ECL") basis as there had been no significant increase in credit risk since initial recognition.

The following tables summarised the impact, net of tax, of transition IFRS 9 on the opening balance of reserve at 1 January 2018 as follow:

## 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 國際財務報告準則第9號金融工具(續)

#### 首次應用國際財務報告準則第9號產生的影響概要

##### 按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產，包括現金及銀行結餘，均按12個月預期信貸虧損(「12個月預期信貸虧損」)基準評估，因為初始確認後信貸風險並無大幅增加。

下表概述過渡至國際財務報告準則第9號對二零一八年一月一日的年初儲備的影響(已扣稅)如下：

		<b>Retained earnings</b> 保留盈利 RMB'000 人民幣千元
<b>Reserves</b>	<b>儲備</b>	
As at 31 December 2017	於二零一七年十二月三十一日	39,296
Increase in ECL in	以下各項的預期信貸虧損增加：	
— Trade receivables	— 貿易應收款項	(1,733)
— Other receivables	— 其他應收款項	(2,945)
— Deferred tax assets	— 遞延稅項資產	1,169
		<hr/>
As at 1 January 2018, as restated	於二零一八年一月一日，經重列	35,787

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 9 Financial Instruments (Continued)

#### Summary of effects arising from initial application of IFRS 9 (Continued)

#### Other financial assets measured at amortised cost (Continued)

All loss allowances, including trade receivables and other receivables as at 31 December 2017 reconciled to the opening loss allowances as at 1 January 2018 are as follows:

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第9號金融工具(續)

#### 首次應用國際財務報告準則第9號產生的影響概要(續)

#### 按攤銷成本計量的其他金融資產(續)

於二零一七年十二月三十一日的所有虧損撥備，包括貿易應收款項及其他應收款項，與二零一八年一月一日的年初虧損撥備如下：

		Trade receivables (current portion) 貿易應收款項 (即期部分)	Other receivables (current portion) 其他應收款項 (即期部分)
		RMB'000 人民幣千元	RMB'000 人民幣千元
Closing balance at 31 December 2017 under IAS 39	根據國際會計準則第39號於二零一七年十二月三十一日的年終結餘	—	—
Initial application of IFRS 9:	初始應用國際財務報告準則第9號：		
Amounts re-measured through opening — accumulated loss	透過年初重新計量的金額 — 累計虧損	(1,733)	(2,945)
Opening balance at 1 January 2018, as restated	於二零一八年一月一日的年初結餘，經重列	(1,733)	(2,945)

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

##### IFRS 15 Revenue from Contracts with Customers

###### *Impacts and changes in accounting policies of application on IFRS 15 Revenue from Contracts with Customers*

The Group has applied IFRS 15 for the first time in the current year. IFRS 15 superseded IAS 18 "Revenue" and the related interpretations.

The Group has applied IFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognised in the opening accumulated losses and comparative information has not been restated. Furthermore, in accordance with the transition provisions in IFRS 15, the Group has elected to apply the standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under IAS 18 and the related interpretations.

#### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

##### 國際財務報告準則第15號客戶合約收益

###### *應用國際財務報告準則第15號來自客戶合約收益導致的會計政策影響及變動*

本集團於本年度首次應用國際財務報告準則第15號。國際財務報告準則第15號取代國際會計準則第18號「收益」及相關詮釋。

本集團已追溯應用國際財務報告準則第15號，而首次應用該準則的累計影響則於首次應用日期(二零一八年一月一日)確認。於首次應用日期的任何差異乃於期初累計虧損確認，且並無重列可資比較資料。另外，根據國際財務報告準則第15號的過渡條文，本集團已選擇僅對於二零一八年一月一日尚未完成的合約追溯應用該準則。因此，由於可資比較資料乃根據國際會計準則第18號以及相關詮釋編製，若干可資比較資料可能無法比較。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 15 Revenue from Contracts with Customers (Continued)

##### Key changes in accounting policies resulting from application of IFRS 15

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

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

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

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

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第15號客戶合約收益(續)

##### 應用國際財務報告準則第15號產生的會計政策主要變動

根據國際財務報告準則第15號，當本集團完成履約責任，即與特定履約責任相關的貨品或服務的「控制權」轉移至顧客時確認收益。

履約責任指一項明確的貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下條件之一，控制權按時間轉移，而收益經參考完全達成相關履約責任的進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約未創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

##### IFRS 15 Revenue from Contracts with Customers (Continued)

###### Key changes in accounting policies resulting from application of IFRS 15 (Continued)

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

A contract cost represents the incremental costs of obtaining a contract with a customer if the Group expects to recover these costs.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

There is no material difference on the timing and amounts of IFRS 15 and IAS 18.

###### Summary of effects arising from initial application of IFRS 15

The adoption of IFRS 15 did not have an impact on the timing of revenue recognition. Proceeds from customers of the prepaid card, advance received from online group from online group purchasing websites and coupons which previously presented as deferred revenue from customers, are recorded as "contract liabilities" before relevant sale revenue is recognised.

#### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

國際財務報告準則第15號客戶合約收益(續)

應用國際財務報告準則第15號產生的會計政策主要變動(續)

否則，於客戶獲得明確貨品或服務控制權的時間點確認收益。

合約成本指當本集團預期收回此等成本時取得與客戶合約的增量成本。

合約資產指本集團對本集團交換已轉移至客戶的貨品或服務而尚未成為無條件的代價的權利，其乃根據國際財務報告準則第9號進行減值評估。相對而言，應收款項指本集團對代價的無條件權利，即於該代價到期支付前僅須待時間流逝。

合約負債指本集團就本集團經已自客戶收取的代價(或到期的代價金額)而向該客戶轉移貨品或服務的責任。

國際財務報告準則第15號及國際會計準則第18號的時間及金額並無重大差異。

###### 首次應用國際財務報告準則第15號產生的影響概要

採納國際財務報告準則第15號對收益確認時間並無影響。來自預付卡、已收在線團購網站的墊款及優惠券客戶所得款項(先前被呈列為遞延客戶收益)於相關銷售收益獲確認前當作「合約負債」記錄。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 15 Revenue from Contracts with Customers (Continued)

The tables below illustrate the impacts of applying IFRS 15 on the Group's consolidated financial statements.

#### Impact on the consolidated statement of financial position

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第15號客戶合約收益(續)

下表列示應用國際財務報告準則第15號對本集團綜合財務報表的影響。

#### 對綜合財務狀況表之影響

		Carrying amounts previously reported as at 31 December 2017	Reclassification	Carrying amounts under IFRS 15 as at 1 January 2018
		於二零一七年十二月三十一日 先前呈報賬面值 RMB'000 人民幣千元 (Restated) (重列)	重新分類 RMB'000 人民幣千元	於二零一八年一月一日根據 國際財務報告準則第15號 之賬面值 RMB'000 人民幣千元 (Restated) (重列)
<b>Current liabilities</b>	<b>流動負債</b>			
Deferred revenue	遞延收益	41,593	(41,593)	—
Contract liabilities	合約負債	—	41,593	41,593

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

##### IFRS 15 Revenue from Contracts with Customers (Continued)

##### Impact on the consolidated statement of cash flows

#### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

##### 國際財務報告準則第15號客戶合約收益(續)

##### 對綜合現金流量表之影響

		As reported	Adjustments	Amounts without application of IFRS 15
		所呈報 RMB'000 人民幣千元 (Restated) (重列)	調整 RMB'000 人民幣千元	未應用國際財務報告準則第15號之金額 RMB'000 人民幣千元 (Restated) (重列)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>			
Decrease in deferred revenue	遞延收益減少	—	(41,593)	41,593
Increase in contract liabilities	合約負債增加	41,593	41,593	—

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 15 Revenue from Contracts with Customers (Continued)

#### New and revised IFRSs that have been issued but are not yet effective

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective:

IAS 1 and IAS 8 (Amendments)	Definition of Material <sup>3</sup>
IAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement <sup>1</sup>
IAS 28 (Amendments)	Long-term interests in Associates and Joint Ventures <sup>1</sup>
IFRS (Amendments)	Annual Improvements to IFRSs 2015–2017 Cycle <sup>1</sup>
IFRS 3 (Amendments)	Definition of a business <sup>2</sup>
IFRS 9 (Amendments)	Prepayment Features with Negative Compensation <sup>1</sup>
IFRS 10 and IAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>5</sup>
IFRS 16	Leases <sup>1</sup>
IFRS 17	Insurance Contracts <sup>4</sup>
IFRIC-Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>2</sup> Effective for business combination and assets acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2020.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021.

<sup>5</sup> Effective for annual periods beginning on or after a date to be determined.

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第15號客戶合約收益(續)

#### 已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際會計準則第1號及國際會計準則第8號(修訂本)	重大的定義 <sup>3</sup>
國際會計準則第19號(修訂本)	計劃修正、縮減或清償 <sup>1</sup>
國際會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益 <sup>1</sup>
國際財務報告準則(修訂本)	國際財務報告準則二零一五年至二零一七年週期之年度改進 <sup>1</sup>
國際財務報告準則第3號(修訂本)	業務的定義 <sup>2</sup>
國際財務報告準則第9號(修訂本)	具有負面補償特性之提前還款 <sup>1</sup>
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 <sup>5</sup>
國際財務報告準則第16號	租賃 <sup>1</sup>
國際財務報告準則第17號	保險合約 <sup>4</sup>
國際財務報告詮釋委員會詮釋第23號	所得稅處理的不確定性 <sup>1</sup>

<sup>1</sup> 於二零一九年一月一日或之後開始的年度期間生效。

<sup>2</sup> 於二零二零年一月一日或之後開始的首個年度期間開始或之後的收購日期的業務合併與資產收購生效。

<sup>3</sup> 於二零二零年一月一日或之後開始的年度期間生效。

<sup>4</sup> 於二零二一年一月一日或之後開始的年度期間生效。

<sup>5</sup> 於待釐定日期或之後開始的年度期間生效。



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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

## 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### IFRS 16 Leases

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 *Leases* and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, IFRS 16 requires sales and leaseback transactions to be determined based on the requirements of IFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. IFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

## 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 國際財務報告準則第16號租賃

國際財務報告準則第16號就識別租賃安排以及出租人及承租人之會計處理引進一個綜合模式。國際財務報告準則第16號生效後將取代國際會計準則第17號租賃及相關詮釋。

國際財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，國際財務報告準則第16號規定售後租回交易根據國際財務報告準則第15號有關轉讓相關資產是否應作為銷售入賬的規定而釐定。國際財務報告準則第16號亦包括有關分租及租賃修改的規定。

除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債初步按租賃付款(非當日支付)之現值計量。隨後，租賃負債就(其中包括)利息及租賃付款以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前將前期預付租賃款項列作與自用租賃土地有關的投資現金流量，其他經營租賃付款則列作經營現金流量。於應用國際財務報告準則第16號時，有關租賃負債的租賃付款將分配至本金及利息部分，將呈列為本集團融資現金流量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 2.2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### IFRS 16 Leases (Continued)

Furthermore, extensive disclosures are required by IFRS 16.

At 31 December 2018, the Group has non-cancellable operating lease commitments of approximately RMB255,614,000 as disclosed in Note 28(b). A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of IFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained earnings without restating comparative information.

Except disclosed above, the Directors do not anticipate that the application of other new and revised IFRSs will have a material impact on the Group's financial performance and financial positions.

### 2.2 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第16號租賃(續)

此外，國際財務報告準則第16號亦要求較廣泛的披露。

於二零一八年十二月三十一日，如附註28(b)披露，本集團擁有不可撤銷經營租賃承擔約人民幣255,614,000元。初步評估顯示，該等安排將符合租賃定義。於應用國際財務報告準則第16號時，本集團將就所有該等租賃確認使用權資產及相應負債，除非有關租賃符合低值或短期租賃之資格。

應用新規定可能導致計量、呈列及披露會出現如上所述的變動。本集團作為承租人，擬選擇經修訂追溯法來應用國際財務報告準則第16號，並將在不重列比較資料的情況下確認在期初保留盈利首次採用的累計影響。

除上文所披露者外，本公司董事預期應用其他新訂及經修訂國際財務報告準則將不會對本集團的財務表現及財務狀況造成重大影響。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Listing Rules and the Hong Kong Companies Ordinance.

#### (a) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

### 3. 重要會計政策概要

綜合財務報表根據國際會計準則理事會所頒佈的國際財務報告準則編製。此外，綜合財務報表包括上市規則及香港公司條例所規定的適用披露。

#### (a) 編製基準

綜合財務報表已按照歷史成本基準編製，惟若干財務工具如下文所載會計政策解釋按公平值計量。歷史成本一般基於為換取資產而支付代價的公平值釐定。

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格，不論該價格是否直接觀察可得或使用另一種估值技術估計。就估計資產或負債的公平值而言，本集團考慮市場參與者於計量日期為該資產或負債進行定價時所考慮有關資產或負債的特徵。在綜合財務報表中計量及／或披露的公平值均在此基礎上予以釐定，惟屬於國際財務報告準則第2號範圍內的以股份為基礎付款交易、國際會計準則第17號範圍內的租賃交易，以及與公平值部分類似但並非公平值的計量（例如國際會計準則第2號內的可變現淨值或國際會計準則第36號的使用價值）除外。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Basis of preparation (Continued)

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

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

#### (b) Basis of consolidation

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

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

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

### 3. 重要會計政策概要(續)

#### (a) 編製基準(續)

此外，就財務呈報而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

#### (b) 合併基準

綜合財務報表包括本公司及本公司附屬公司所控制的實體（包括結構性實體）的財務報表。倘屬以下情況，則本公司取得控制權：

- 於被投資方擁有權力；
- 因參與被投資方的業務而獲得或有權獲得可變回報；及
- 有能力行使其權力影響其回報。

倘有事實及情況顯示上文所述的三項控制元素中的一項或以上出現變動，本公司將重新評估其是否控制被投資方。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

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

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

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

### 3. 重要會計政策概要(續)

#### (b) 合併基準(續)

倘本集團於投資對象之投票權未能佔大多數，則當投票權足以賦予本公司實際能力以單方面指揮投資對象的相關活動時即對投資對象擁有權力。本公司於評估本公司於投資對象的投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相較其他投票權持有人所持投票權的數量及分散情況，本集團持有投票權的數量；
- 本集團、其他投票權持有人或其他人士持有之投票權；
- 其他合約安排產生的權利；及
- 需要作出決定時，本集團目前能夠或不能指揮相關活動的任何額外事實及情況(包括於過往股東會議上的投票模式)。

本公司於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於報告期內購入或出售之附屬公司的收入及開支，按自本公司獲得控制權當日起至本公司失去附屬公司控制權當日止，計入合併損益及其他綜合收益表內。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

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

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

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

#### *Subsidiaries*

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

### 3. 重要會計政策概要(續)

#### (b) 合併基準(續)

損益及其他全面收益各部分乃歸屬於本公司擁有人及非控股權益。附屬公司全面收益總額歸屬於本公司擁有人及非控股權益，即使這導致非控股權益發生虧絀結餘。

附屬公司的財務報表於有需要時作出調整，以使其會計政策與本集團的會計政策一致。

集團內公司間的所有資產及負債、權益、收入、開支以及本集團成員公司間交易的相關現金流量於合併時悉數對銷。

#### *附屬公司*

附屬公司指受本公司直接或間接控制的實體(包括結構性實體)。倘本集團透過參與被投資方業務而享有或有權取得被投資方的可變回報，且有能力行使在被投資方的權力影響有關回報，則本集團擁有該實體的控制權(即現時賦予本集團指導被投資方相關活動的能力)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of consolidation (Continued)

##### *Subsidiaries (Continued)*

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) The contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivables. The Group's investments in subsidiaries are stated at cost less any impairment.

#### (c) Business combinations

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

### 3. 重要會計政策概要(續)

#### (b) 合併基準(續)

##### *附屬公司(續)*

倘本公司直接或間接擁有的被投資方投票權或類似權利不及大半，則評估本公司對被投資方是否擁有權力時，本集團會考慮所有相關事實及情況，包括：

- (a) 與該被投資方其他投票權擁有人的合約安排；
- (b) 根據其他合約安排所享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的業績計入本公司損益，以已收及應收股息為限。本集團對附屬公司的投資按成本減任何減值列賬。

#### (c) 業務合併

業務收購乃採用收購法入賬。於業務合併轉撥的代價按公平值計量，而計算方法為本公司所轉撥資產、本集團對被收購方原擁有人產生的負債及本集團就交換被收購方的控制權發行的股權於收購日期的公平值總和。與收購事項有關的成本於產生時在損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Business combinations (Continued)

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

- (i) deferred tax assets or liabilities, and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- (ii) liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with IFRS 2 Share-based Payment at the acquisition date; and
- (iii) assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

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

### 3. 重要會計政策概要(續)

#### (c) 業務合併(續)

於收購日期，已收購的可識別資產及已承擔負債按其公平價值予以確認，惟下列各項除外：

- (i) 遞延稅項資產或負債及與僱員福利安排有關的負債或資產分別根據國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- (ii) 與被收購方以股份為基礎付款交易有關的負債或股本工具或以股份為基礎付款交易重置被收購方以股份為基礎付款交易乃根據國際財務報告準則第2號「以股份為基礎付款」計量；及
- (iii) 根據國際財務報告準則第5號「持作出售的非流動資產及已終止經營業務」劃分為持作出售的資產(或出售組合)根據該項準則計量。

所轉撥代價、與被收購方的任何非控股權益及收購方先前持有被收購方股權(如有)的公平值合計，倘超出所收購可識別資產及所承擔負債於收購日期的淨額，超出的部分確認為商譽。倘(經重新評估後)已收購的可識別資產及承擔的負債於收購日期的淨額超出所轉撥代價、於被收購方任何非控股權益的金額及收購方先前持有被收購方權益(如有)的公平值總和，超出部分即時於損益中確認為議價收購收益。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (c) Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or another measurement basis required by another standard.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date.

#### 3. 重要會計政策概要(續)

##### (c) 業務合併(續)

屬現時擁有之權益且於清盤時賦予其持有人權利按比例分佔實體淨資產之非控股權益，可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類的非控股權益乃按其公平值或另一項準則指定之計量基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債，則或然代價按其於收購日期之公平值計量，並計入於業務合併所轉讓之代價之一部分。符合資格為計量期間調整之或然代價公平值變動將予追溯調整，相應調整於商譽調整或議價收購收益。計量期間調整為於「計量期間」取得有關於收購日期已存在之事實及情況之額外資料產生之調整。計量期間不可超過自收購日期起計一年。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Business combinations (Continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

### 3. 重要會計政策概要(續)

#### (c) 業務合併(續)

不合資格為計量期間調整之或然代價公平值變動之後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價將根據國際會計準則第39號或國際會計準則第37號撥備、或然負債及或然資產(如適用)於後續報告日期重新計量，相應之盈虧於損益內確認。

倘業務合併分階段完成，本集團以往持有的被收購方股權按收購日期(即本集團取得控制權當日)的公平值重新計量，產生的收益或虧損(如有)於損益確認。過往於收購日期前於其他全面收益確認之被收購方權益所產生款額於損益重新分類(倘有關處理方法適用於出售權益)。

先前持有並於收購日期前在其他全面收益確認及於權益累計的股權的價值變動在本集團取得被收購方的控制權時重新分類至損益。

倘業務合併的初步會計處理於合併產生的報告期末仍未完成，則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間內作出調整(見上文)，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2)

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to customers.

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

#### 3. 重要會計政策概要(續)

##### (d) 客戶合約收益(根據附註2的過渡應用國際會計準則第15號)

我們確認收益以體現向客戶轉移承諾貨品或服務，其金額反映本集團預期就交換該等貨品或服務有權獲得的代價。具體而言，本集團就收益確認使用五步驟方法：

第一步： 識別與客戶訂立之合約

第二步： 識別合約中之履約責任

第三步： 釐定交易價

第四步： 將交易價分配至合約中之履約責任

第五步： 於(或隨著)實體完成履約責任時確認收益

本集團於(或隨著)履約責任完成時(即當某履約責任的相關貨品或服務的控制權轉移至客戶時)確認收益。

履約責任指不同的商品及服務(或一組商品或服務)或不同的商品及大致相同的服務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2) (Continued)

Control of the asset may be transferred over time or at a point in time. Control of the asset is transferred over time if:

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

If the control of the asset transfers over time, revenue is recognised over the period to the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the asset.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

### 3. 重要會計政策概要(續)

#### (d) 客戶合約收益(根據附註2的過渡應用國際會計準則第15號)(續)

資產的控制權可能隨著時間或於某個時間點轉移。倘滿足以下其中一項標準，資產的控制權隨時間轉移：

- 隨實體履約，客戶同時取得並耗用實體履約所提供的利益；或
- 本集團之履約創建或強化一資產，該資產於創建或強化之時即由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

倘資產的控制權隨時間轉移，收益參考該履約責任的完成進度於合約期內確認。否則，收入於客戶獲得資產控制權的時間點確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取對價(或已可自客戶收取對價)，而須轉讓商品或勞務予客戶之義務。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (d) Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2) (Continued)

The Group recognised a refund liability if the Group receives consideration from a customer and expects to refund some or all of that consideration to the customer. A refund liability is measured at the amount of consideration received (or receivable) for which the Group does not expect to be entitled (i.e. amounts not included in the transaction price). The refund liability (and corresponding change in the transaction price and, therefore, the contract liability) is updated at the end of each reporting period for changes in circumstances.

The Group generates revenues from restaurant operation.

Revenue is measured at the fair value of consideration received or receivable. Revenue is reduced for discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measure; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

For restaurant operation for which the control of services is transferred at a point in time, revenue is recognised when the related services have been rendered to customers.

Advance from customers for which the services have not been rendered are recognised as liabilities until the relevant services are performed and was classified as contract liabilities.

#### 3. 重要會計政策概要(續)

##### (d) 客戶合約收益(根據附註2的過渡應用國際會計準則第15號)(續)

倘本集團自客戶收取代價及預期將該代價的部分或全部退回予客戶，則本集團確認退款負債。退款負債按已收(或應收)金額計量，本集團預期無權收取該款額(即並非計入交易價格的金額)。退款負債(及交易價格的相應變動以及進而合約負債)於各報告期末進行更新，以反映有關情況的變化。

本集團自餐廳業務產生收益。

收益按已收或應收代價的公平值計量。收益就扣除及銷售相關稅項予以扣減。

當收益金額能夠可靠計量、未來經濟利益很可能流入本集團及達成本集團各項活動的具體標準時，即按下文所述確認收益。

就服務控制權於某時間點轉移的餐廳業務而言，收益於向客戶提供相關服務時確認。

尚未提供服務的客戶墊款於履行相關服務時才確認為負債及分類為合約負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Revenue from contracts with customers (upon application of IFRS 15 in accordance with transitions in note 2) (Continued)

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognised using the original effective interest rate.

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the consolidated statements of profit or loss and other comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated statements of profit or loss and other comprehensive income on a straight-line basis over the expected lives of the related assets.

### 3. 重要會計政策概要(續)

#### (d) 客戶合約收益(根據附註2的過渡應用國際會計準則第15號)(續)

利息收入採取實際利率法確認。倘應收款項減值，本集團將賬面值減少至可回收金額(為按工具原實際利率貼現的估計未來現金流量)及繼續將折扣回撥為利息收入。已減值應收款項的利息收入採取原實際利率法確認。

政府補貼在可合理保證將可收取該補貼及本集團將遵守所有附帶條件時按其公平值確認。與成本有關的政府補貼予以遞延及於使其配對擬定補償的成本所必需的期內在綜合損益及其他全面收益表內確認。

與物業及設備有關的政府補貼作為遞延政府補貼列入非流動負債，並按直線基準於相關資產的預期年期內計入綜合損益及其他全面收益表。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (e) Revenue recognition (prior to 1 January 2018)

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from sale of goods is recognised when goods are delivered and legal title is passed.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

##### (f) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownerships to the lessee. All other leases are classified as operating leases.

#### 3. 重要會計政策概要(續)

##### (e) 收益確認(於二零一八年一月一日前)

收益按已收或應收代價的公平值計算，即就於一般營業過程中所售貨品及所提供服務應收取的金額(扣除折讓及銷售相關稅項)。

銷售貨品於貨品運送及所有權轉移時予以確認。

金融資產的利息收入乃於經濟利益可能流入本公司及收益金額能可靠計量時予以確認。金融資產的利息收入乃按未清還本金，以適用的實際利率按時間比例計算。有關利率指將金融資產的估計未來所收現金在估計可使用期內於初步確認時折現至資產賬面淨值的利率。

##### (f) 租賃

如租賃的條款訂明向承租人轉讓擁有權的絕大部分風險及回報，則該租賃分類為融資租賃。所有其他租賃分類為經營租賃。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Leasing (Continued)

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

#### (g) Foreign currencies

Items included in the financial statements of each of the Company'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 RMB, which is the functional and presentation currency of the Group.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges or qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'.

### 3. 重要會計政策概要(續)

#### (f) 租賃(續)

##### *本集團作為承租人*

經營租賃的應付租金在有關租賃期內按直線法確認為開支，惟另一系統基準為更具代表性之時間段除外，據此，租賃資產產生之經濟利益於該時間段內消耗。經營租賃項下產生之或有租金於其產生期內確認為開支。

#### (g) 外幣

本公司每個實體的財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣計量(「功能貨幣」)。綜合財務報表以人民幣呈列，港元為本集團的功能及列賬貨幣。

外幣交易採用交易日的匯率換算為功能貨幣。除了符合在權益中遞延入賬的現金流量對沖或淨投資對沖外，結算此等交易產生的匯兌盈虧以及將外幣計值的貨幣資產和負債以年終匯率換算產生的匯兌盈虧在收益表確認。

與借款以及現金及現金等價物有關的匯兌收益及虧損，會在收益表內「財務收入或費用」一項呈列。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Foreign currencies (Continued)

The results of operations outside the PRC are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation with a financial currency other than RMB, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

#### (h) Current and deferred tax

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

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 jurisdictions where the Company and its subsidiaries, associates and jointly controlled entities 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 and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### 3. 重要會計政策概要(續)

#### (g) 外幣(續)

中國境外的經營業績按與交易當日匯率相若的匯率換算為人民幣。財務狀況表項目按報告期末的收市匯率換算為人民幣。所得的匯兌差異於其他全面收益確認及於權益的匯兌儲備內分開累計。

當出售財務貨幣為人民幣以外的海外業務時，與該海外業務有關的匯兌差異的累計金額於確認出售盈虧時由權益重新分類至損益。

#### (h) 即期及遞延稅項

稅項費用包括即期和遞延所得稅。除了直接與權益相關的項目的稅項於其他全面收益或直接在權益中確認外，其餘均在損益表中確認。就此而言，稅項亦分別於其他全面收益或直接於權益確認。

即期所得稅開支乃按本公司及其附屬公司、聯營公司及共同控制實體經營及產生應課稅收入之司法權區於結算日實行或大致已實行之稅務法律計算。管理層就需作詮釋適用稅項法規下所作稅務申報定期評估，並按預期將支付稅務機關的款項基準計提適當撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Current and deferred tax (Continued)

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, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill and 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 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 to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets arising from deductible temporary differences associated with such investments are recognised only to the extent that it is probable the temporary difference will reverse in the foreseeable future and there is sufficient taxable profit available against which the temporary difference can be utilised.

### 3. 重要會計政策概要(續)

#### (h) 即期及遞延稅項(續)

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在綜合財務報表的賬面價值之差產生的暫時差異確認。然而，倘若遞延稅項負債乃因初次確認商譽而產生則不予確認，而倘若遞延所得稅來自在交易(不包括企業合併)中對資產或負債的初步確認，而又卻在交易時不影響會計損益或應課稅盈虧，則不作確認。遞延稅項採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

遞延所得稅負債就附屬公司、聯營公司及共同控制實體投資產生之暫時差異而撥備，但假若本公司可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回之情況則除外。

與該等投資相關之可抵扣暫時差異所產生之遞延所得稅資產僅於預計暫時差異於可見將來可以撥回及有足夠應課稅盈利以使用暫時差異時確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Current and deferred tax (Continued)

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.

##### (i) 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 combined statements of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the 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 Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### 3. 重要會計政策概要(續)

##### (h) 即期及遞延稅項(續)

當有法定可執行權利可將本期稅務資產與本期稅務負債抵銷，而遞延所得稅資產及負債涉及同一稅務機關向應課稅實體或不同應課稅實體徵收之所得稅，並有意按淨額結算餘款，則可將遞延所得稅資產與負債抵銷。

##### (i) 借貸

借貸初步按公平值扣除所產生的交易成本予以確認。借貸其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值間的任何差額使用實際利息法於借貸期間在合併全面收益表內確認。

在貸款很有可能部分或全部提取的情況下，就設立貸款融資支付的費用乃確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款，並於其相關融資期間內予以攤銷。

除非本公司有無條件權利將債務結算遞延至報告期末後至少12個月，否則借貸將被劃分為流動負債。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3. 重要會計政策概要(續)

#### (j) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

#### (k) Retirement benefit costs

##### *Pension obligations*

##### (i) Hong Kong

The Group participates in a mandatory provident fund scheme (the "MPF scheme"), which is a defined contribution scheme, for its employees in Hong Kong. The assets of the MPF scheme are held separately from those of the Group in an independent administered fund.

#### (j) 借款成本

對於需要長時間為擬定用途或出售作準備的資產，由收購、建設或生產符合規定的資產所直接產生的借款成本，將計入該資產的成本，直到資產大體上達到擬定用途或出售時為止。

特定借款於用作合格資產開支前的臨時投資所得投資收入從合資格資本化的借款成本中扣除。

所有其他借款成本會於產生期間於損益賬確認。

#### (k) 退休福利成本

##### *退休金責任*

##### (i) 香港

本集團為其於香港之僱員參與一項界定供款計劃，強制性公積金計劃(「強積金計劃」)。強積金計劃之資產由獨立於本集團資產之獨立管理基金持有。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Retirement benefit costs (Continued)

##### *Pension obligations (Continued)*

##### (i) Hong Kong (Continued)

Both the Group and the employees are required to contribute 5% of the employee's relevant income, subject to a maximum of HK\$1,500 per employee per month. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due and prepaid contributions are recognised as an asset to the extent that a cash refund is available.

##### (ii) The PRC

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. Payments to defined contribution retirement plans are charged as an expense when employees have rendered service entitling them to the contributions.

### 3. 重要會計政策概要(續)

#### (k) 退休福利成本(續)

##### 退休金責任(續)

##### (i) 香港(續)

本集團及僱員均須就僱員之有關收入作出5%供款，每名僱員之每月供款上限為1,500港元。本集團於作出供款後並無任何其他付款責任。供款於須繳付時確認為僱員福利開支，而預付供款於可取得現金退款時確認為資產。

##### (ii) 中國

本集團於中國經營的附屬公司的僱員須參與由地方市政府營運的中央退休金計劃。該等附屬公司須將其工資成本的某一百分比向中央退休金計劃供款。該等供款在其根據中央退休金計劃規則應付時於損益扣除。界定供款退休計劃的付款在僱員提供服務並賦予彼等享有供款的權利時作為開支扣除。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (I) Property, plant and equipment

Property, plant and equipment are 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 combined statements of comprehensive income during the financial period in which they are incurred. 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:

- Vehicles: 5 years
- Machinery: 5 years
- Furniture: 5 years
- Equipment and computers: 3 years
- Leasehold improvements: 5 years to 8 years (shorter of remaining term of the lease and the estimated useful lives of assets)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

### 3. 重要會計政策概要(續)

#### (I) 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購該等項目直接應佔的開支。後續成本僅在與該項目有關的未來經濟利益很可能流入本集團且該項目的成本能可靠計量時，方會計入資產的賬面值或確認為一項獨立資產(如適當)。被取代部分的賬面值終止確認。所有其他維修及保養費用於其產生的財政期間自匯總綜合收入表中支銷。物業、廠房及設備折舊採用以下的估計可使用年期將其成本按直線法分攤其剩餘價值計算：

- 車輛：五年
- 機器：五年
- 傢具：五年
- 設備及電腦：三年
- 租賃改善裝修：五年至八年(資產餘下租賃期及估計可使用年期的較短者)

資產的剩餘價值及可使用年期在各報告期末進行審核，並在適當時予以調整。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Property, plant and equipment (Continued)

Construction in progress represents machinery and leasehold improvements under construction. It is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and acquisition, and capitalised costs attributable to the construction during the period of construction. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are available for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in above.

The cost of property, plant and equipment also includes the estimated costs of dismantling and removing the asset and restoring the site on which it is located ("decommissioning costs").

Decommissioning costs such as dilapidation expenditure arose in connection with leasehold improvements are capitalised when the leases start and will be recognised in the combined statements of comprehensive income over the useful life of the asset (generally the expected lease term) as part of the depreciation charge. 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.

#### (m) Prepaid lease payments

Prepaid lease payments represent payments for leasehold land and are released over the lease terms on a straight-line basis. Prepaid lease payments which are to be released in the next twelve months or less are classified as current assets.

### 3. 重要會計政策概要(續)

#### (l) 物業、廠房及設備(續)

在建工程指興建中的機器及租賃改善裝修。在建工程按成本減累計減值虧損(如有)入賬。成本包括建築及收購成本，及於興建期間應佔工程之資本化成本。在建工程於有關資產完成及可供使用前不會作出折舊撥備。當有關資產可投入使用时，成本將轉撥至物業、廠房及設備，並且根據上文所載的政策折舊。

物業、廠房及設備的成本包括拆卸及搬遷資產與恢復資產所在地原貌的估計成本(「清拆費用」)。

清拆費用如租賃改善裝修產生的失修開支於租賃開始時被資本化，及將於匯總綜合收入表就資產使用年期(一般而言為預期租賃年期)獲確認作部分折舊收費。資產的賬面值高於其估計可收回金額，則其賬面值即時撇減至可收回金額。

#### (m) 預付租賃款

預計租賃款指租賃土地付款，乃於租賃期間按直線法攤銷。於未來十二個月或少於十二個月將予攤銷的預付租金歸類為流動資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Intangible asset

##### *Intangible asset acquired separately*

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

Intangible asset include computer software, and is measured at cost. Computer software is amortised on a straight-line basis over the period of 3 years.

##### *Research and development expenditure*

Expenditure on research activities are recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;

### 3. 重要會計政策概要(續)

#### (n) 無形資產

##### *獨立收購的無形資產*

獨立收購並有明確可用年期的無形資產按成本扣除累計攤銷及累計減值虧損列賬。該等無形資產乃以直線法按其估計可使用年期進行攤銷。估計可使用年期及攤銷方法乃於本報告期末檢討，任何估計變動的影響按預先計提的基準入賬。

無形資產包括電腦軟件，並以成本計量。電腦軟件以直線法按3年期間攤銷。

##### *研發支出*

研究工作之費用於產生之期間確認為開支。

因內部開發活動(或內部項目之開發階段)而產生之無形資產，僅於顯示下列各項後才確認：

- 完成無形資產之技術可行性報告致使該無形資產可供使用或銷售；
- 有意完成、使用或銷售該無形資產；
- 可使用或銷售該無形資產；
- 該無形資產如何產生日後經濟利益；



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Intangible asset (Continued)

###### Research and development expenditure (Continued)

- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible asset that is acquired separately.

#### 3. 重要會計政策概要(續)

##### (n) 無形資產(續)

###### 研發支出(續)

- 具備充裕之技術、財務及其他資源，以完成開發工作及使用或銷售該無形資產；及
- 能夠可靠衡量該無形資產於開發時之開支。

內部產生之無形資產初步確認金額為自無形資產首次符合上述確認標準日期所產生之開支。倘並無可確認之內部產生無形資產，則開發成本於產生的期間於損益內確認。

於初步確認後，內部產生之無形資產按與分別收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Impairment of tangible and intangible asset other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible asset to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

### 3. 重要會計政策概要(續)

#### (o) 有形資產及無形資產(商譽除外)

減值在各個報告期期末，本集團檢討其有形和無形資產的賬面值，以釐定是否有任何跡象顯示該等資產已發生減值損失。倘存在任何該等跡象，則會對資產的可收回金額作出估計，以釐定減值虧損的程度(如有)。倘無法估計一項資產的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。倘可識別合理及一致的分配基準，則公司資產亦分配至個別現金產生單位，或以可識別合理及一致的分配基準將其分配至最小組別的現金產生單位。

可收回金額為減除銷售成本後的公平值與使用價值的較高者。於評估使用價值時，估計未來現金流量乃使用除稅前折現率折減至其現值，以反映現時市場對貨幣時間值的評估及該資產(其估計未來現金流量尚未予以調整)特有的風險。

倘一項資產(或現金產生單位)的可收回數額估計為少於其賬面值，該項資產(或現金產生單位)的賬面值削減至其可收回數額。減值虧損即時於損益內確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (o) Impairment of tangible and intangible asset other than goodwill (Continued)

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

##### (p) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

##### (q) Related parties transactions

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

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Company;
  - (ii) has significant influence over the Company; or
  - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

#### 3. 重要會計政策概要(續)

##### (o) 有形資產及無形資產(商譽除外)(續)

當減值虧損其後撥回時，該項資產(或現金產生單位)的賬面值增至其可收回數額的經修訂估計數額，但所增加的賬面值不得超過該項資產(或現金產生單位)於以往年度原未確認減值虧損所釐定的賬面值。一項減值虧損撥回即時於損益內確認。

##### (p) 存貨

存貨按成本及可變現淨值中較低者列賬，而成本乃按加權平均法計算。

##### (q) 關連方交易

在下列情況下，有關人士被視為本公司之關連方：

- (a) 該人士或該人士之近親被視為本集團之關連方，倘該人士：
  - (i) 控制或共同控制本公司；
  - (ii) 對本公司有重大影響；或
  - (iii) 為本公司或本公司母公司的主要管理層成員。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 3. 重要會計政策概要(續)

#### (q) Related parties transactions (Continued)

#### (q) 關連方交易(續)

(b) An entity is related to the Group if any of the following conditions applies:

(b) 該實體被視為本集團之關連方，倘符合下列任何條件：

(i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiaries is related to the others);

(i) 該實體與本公司屬同一集團之成員公司(代表母公司、附屬公司及同系附屬公司各自互相關連)；

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group which the other entity is a member);

(ii) 一間實體為另一實體的聯營公司或合營企業(或為一集團之聯營公司或合營公司，而另一實體為該集團之成員)；

(iii) both entities are joint ventures of the same third party;

(iii) 兩個實體均為同一第三方的合營企業；

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

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

(v) 該實體為本集團或與本公司有關連之實體就僱員利益設立的離職福利計劃。倘若本公司本身屬此類計劃，供款僱員亦與本公司有關連；

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

(vi) 該實體被附註(a)內所指一名人士控制或共同控制；

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (q) Related parties transactions (Continued)

- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealing with the entity.

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Company and a related party, regardless of whether a price is charged.

#### 3. 重要會計政策概要(續)

##### (q) 關連方交易(續)

- (vii) (a)(i)中的一名人士對該實體有重大影響或為該實體的主要管理層成員(或為該實體母公司的);或
- (viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團之母公司提供主要管理人員服務。

某一人士之密切家族成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家族成員。

倘本公司與關連人士之間存在資源或責任轉讓(不論是否收取價格),則被視為關連人士交易。

## Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018)

##### Financial assets

*Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2.2)*

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

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

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

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

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)

##### 金融資產

*金融資產的分類及期後計量(根據附註2.2的過渡條文應用國際財務報告準則第9號)*

滿足以下條件其後按攤銷成本計量的金融資產：

- 以收取合約現金流量為目的而持有資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

滿足以下條件其後按以公平值計入其他全面收益(「按公平值計入其他全面收益」)計量的金融資產：

- 以收取合約現金流量及出售為目的而持有資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

所有其他金融資產其後按公平值計入損益(「按公平值計入損益」)計量，惟在首次應用／初始確認金融資產之日，倘該股本投資並非持作買賣，亦非收購方在國際財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他綜合收益呈列股本投資公平值的其後變動。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### *Financial assets (Continued)*

*Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2.2) (Continued)*

A financial asset is classified as held for trading if:

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

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

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### *金融資產(續)*

*金融資產的分類及期後計量(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

倘符合下列條件，則金融資產乃分類為持作買賣：

- 其乃主要獲收購以於短期內出售；或
- 於初步確認時，其為本集團共同管理之可識別金融工具組合的一部分，並具有短期套利的近期實際模式；或
- 其屬並非指定及作為對沖工具生效的衍生工具。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地指定符合按攤銷成本或按公平值計入其他全面收益計量的金融資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### *Financial assets (Continued)*

*Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2.2) (Continued)*

#### (1) Amortised cost and interest income

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### *金融資產(續)*

*金融資產的分類及期後計量(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

#### (1) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產及其後按公平值計入其他全面收益計量的債務工具／應收款項乃使用實際利息法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### Financial assets (Continued)

*Classification and subsequent measurement of financial assets (upon application of IFRS 9 in accordance with transitions in note 2.2) (Continued)*

#### (2) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any interest earned on the financial asset.

*Classification and subsequent measurement of financial assets (before application of IFRS 9 on 1 January 2018)*

The Group's financial assets are classified into loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each reporting period subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, amount due from related parties and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

*金融資產的分類及期後計量(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

#### (2) 按公平值計入損益的金融資產

未能滿足按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量條件的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益中確認。於損益確認的收益或虧損淨額不包括任何金融資產所賺的利息。

*金融資產的分類及期後計量(於二零一八年一月一日應用國際財務報告準則第9號前)*

本集團的金融資產分類為貸款及應收款項。貸款及應收款項為並未於交投活躍的市場內報價而附帶固定或可議定付款的非衍生金融資產。於初步確認後的本報告期末，貸款及應收款項(包括貿易應收款項、其它應收款項、應收關聯方款項與銀行結餘及現金)使用實際利率法按攤銷成本減任何可識別減值虧損列賬(見下文有關金融資產減值虧損的會計政策)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### *Financial assets (Continued)*

##### *Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments.

##### *Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2)*

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade and other receivables, pledged bank deposits, and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### *金融資產(續)*

##### *實際利率法*

實際利率法乃計算金融資產的攤銷成本及按有關期間攤分利息收入的方法。實際利率乃按金融資產預計可使用年期(或按較短期間(倘適用))完全折讓估計未來現金收入(包括構成實際利率整體部份的所有已付或已收費用、交易成本及其他溢價或折讓)的比率計入初步確認的賬面淨值。

就債務工具而言，利息收入按實際利率基準確認。

##### *金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)*

本集團根據國際財務報告準則第9號就發生減值之金融資產(包括貿易及其他應收款項、已抵押銀行按金及銀行結餘及現金)及合約資產確認預期信貸虧損的虧損準備。預期信貸虧損的金額於各報告日期更新，以反映自初始確認後信貸風險的變化。

存續期預期信貸虧損指將相關工具的預期使用期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損將預期於報告日期後12個月內可能發生的違約事件導致之存續期預期信貸虧損部分。評估乃根據本集團的歷史信用虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### *Financial assets (Continued)*

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

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

##### (1) Significant increase in credit risk

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

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### *金融資產(續)*

*金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

本集團始終就貿易應收款項確認存續期預期信貸虧損。預期信貸虧損將對擁有重大結餘的上述債務人單獨進行評估及／或使用適宜組別的撥備矩陣進行集體評估。

對於所有其他工具，本集團計量的虧損準備等於12個月預期信貸虧損，除非自初始確認後信貸風險顯著增加，本集團確認存續期預期信貸虧損。是否應確認存續期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

##### (1) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### Financial assets (Continued)

Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)

##### (1) Significant increase in credit risk (Continued)

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

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)

##### (1) 信貸風險顯著增加(續)

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化，如信貸利差大幅增加；
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；及
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### Financial assets (Continued)

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

###### (1) Significant increase in credit risk (Continued)

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

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

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### 金融資產(續)

*金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

###### (1) 信貸風險顯著增加(續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過三十天，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明。

儘管上文所述，倘一項債務工具於報告日期被釐定為低信貸風險，則本集團假設該項債務工具之信貸風險自初始確認以來並無顯著增加。在下列情況下，一項債務工具被釐定為具有低信貸風險：(i)其違約風險低；(ii)借款人近期具充分之能力以履行合約現金流量責任；及(iii)長遠經濟及業務狀況之不利變動或會(但非必然)降低借款人之能力以履行其合約現金流量責任。倘一項債務工具之內部或外部信貸評級為國際通用之「投資評級」，則本集團認為該債務工具擁有低信貸風險。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險顯著增加。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### Financial assets (Continued)

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

#### (2) Definition of default

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

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

#### (3) Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

*金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

#### (2) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

不論上文為何，本集團都認為，已於金融資產逾期超過一個月後發生違約，惟本集團有合理及具理據資料來顯示更加滯後的違約標準更為恰當。

#### (3) 信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時維持信貸減值。金融資產維持信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人的重大財困；
- 違反合約(如違約或逾期事件)；

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### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### Financial assets (Continued)

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

#### (3) Credit-impaired financial assets (Continued)

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

#### (4) Write-off policy

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

*金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

#### (3) 信貸減值金融資產(續)

- 借款人的貸款人因有關借款人財困的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- 借款人將可能陷入破產或其他財務重組；或
- 因財政困難令金融資產活躍市場消失。

#### (4) 撇銷政策

資料顯示對手方處於嚴重財困及無實際收回可能時(例如對手方被清盤或已進入破產程序時)或倘為金額已逾期超過一年的貿易應收款項(以較早者為準)，本集團則撇銷金融資產。經考慮法律意見後(倘合適)，遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成取消確認事項。任何其後收回在損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### *Financial assets (Continued)*

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

#### (5) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped into past-due status and nature, size and industry of debtors.

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

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)

#### (5) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作調整。預期信貸虧損的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之間的差額(按初始確認時釐定之有效利率貼現)。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按債務人逾期情況及性質、規模及行業分類。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### Financial assets (Continued)

*Impairment of financial assets (upon application of IFRS 9 with transitions in accordance with note 2.2) (Continued)*

##### (5) Measurement and recognition of ECL (Continued)

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

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

*Impairment of financial assets (before application of IFRS 9 on 1 January 2018)*

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment for financial assets could include:

- significant financial difficulty of the issuer or counterparty; or

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### 金融資產(續)

*金融資產減值(根據附註2.2的過渡條文應用國際財務報告準則第9號)(續)*

##### (5) 預期信貸虧損之計量及確認(續)

利息收入乃按金融資產的賬面總值計量，惟出現信貸減值的金融資產則按金融資產的攤銷成本計量利息收入。

本集團透過虧損撥備賬調整所有面臨預期信用虧損之金融資產的賬面值，以於損益確認彼等之減值收益或虧損。

*金融資產減值(於二零一八年一月一日應用國際財務報告準則第9號前)*

在各報告期末會評估金融資產是否出現減值跡象。倘有客觀證據證明金融資產的估計未來現金流量因初次確認該金融資產後發生的一項或多項事件而受到影響，則會對金融資產的估計未來現金流量進行減值。

金融資產減值的客觀證據可能包括：

- 發行人或交易對手出現重大財務困難；或

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### Financial assets (Continued)

Impairment of financial assets (before application of IFRS 9 on 1 January 2018) (Continued)

- breach of contract, such as a default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable, other receivables or amount due from related parties is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### 金融資產(續)

金融資產減值(於二零一八年一月一日應用國際財務報告準則第9號前)(續)

- 違約，例如未能繳付或拖欠利息及本金；或
- 借款人有可能面臨破產或財務重組；或
- 因財政困難令金融資產活躍市場消失。

倘若干類型的金融資產(如貿易應收款項)被評估為不會個別地減值，則於其後按集體基準進行減值評估。應收款項組合出現減值的客觀證據可包括本集團過往收集付款的經驗、組合內拖欠款項的數目增加以及拖欠應收款項相關的國家或本地經濟狀況出現可觀察的變動。

就按攤銷成本計算的金融資產而言，已確認減值虧損金額為資產賬面值與以金融資產原本實際利率折讓的估計未來現金流量與現值之間的差額計量。

所有金融資產的賬面值直接按減值虧損扣減，惟貿易應收款項的賬面值則通過使用撥備賬目扣減。當某項貿易應收款項、其他應收款項或應收關聯方款項視為不能收回，該款項會在撥備賬目撇銷。其後收回早前撇銷的數額會記入損益賬。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### *Financial assets (Continued)*

###### *Impairment of financial assets (before application of IFRS 9 on 1 January 2018) (Continued)*

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

###### *Financial liabilities and equity instruments*

###### *Classification as debt or equity*

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

###### *Equity instruments*

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

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### *金融資產(續)*

###### *金融資產減值(於二零一八年一月一日應用國際財務報告準則第9號前)(續)*

就按攤銷成本計算的金融資產而言，減值虧損的數額減少，而該減少在客觀上可與減值虧損獲確認後發生的事件有關，則之前確認的減值虧損會通過損益撥回至當日資產的賬面值，惟不超過倘減值未獲確認時的攤銷成本。

###### *金融負債及權益工具*

###### *分類為債項或權益*

由一集團實體發行的債項及權益工具乃根據已訂立的合約安排內容以及金融負債及權益工具的定義分類為金融負債或權益。

###### *權益工具*

股本權益工具為證明於本集團資產經扣除其所有負債後所剩餘權益之任何合約。本公司發行的權益工具以已收所得款項減直接發行成本列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### *Financial liabilities and equity instruments (Continued)*

###### *Convertible bonds*

The component parts of compound instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instrument is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until conversion option is exercised, in with case, the balance recognized in equity will be transferred to share premium. When the conversion option remains unexercised at the maturity date of the convertible notes, the balance recognized in equity will be transferred to retained profits. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### *金融負債及權益工具(續)*

###### *可換股債券*

根據合約安排內容以及金融負債與權益工具的定義，本公司發行的複合工具(可換股票據)的構成要件單獨分類為金融負債及權益。將以就本公司本身固定數目權益工具交換固定數額現金或其他金融資產方式結算的兌換選擇權為權益工具。

於發行日期，負債部分的公平值採用類似不可轉換工具的現行市場利率估計。該數額採用實際利息法按已攤餘成本入賬為負債，直至因兌換而償清或工具到期日為止。

分類為權益的兌換選擇權以從複合工具整體公平值中扣除負債部分金額的方式釐定，並於權益確認且計入權益(扣除所得稅影響)，其後概不重新計量。此外，分類為權益的兌換選擇權將始終計為權益，直至兌換選擇權獲行使，在此情況下，於權益確認的餘額將轉撥至股份溢價。倘兌換選擇權於可換股票據到期日仍未獲行使，於權益確認的餘額將轉撥至保留溢利。概不會因兌換選擇權獲兌換或到期而於損益內確認任何收益或虧損。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

###### *Financial liabilities and equity instruments (Continued)*

###### *Convertible bonds (Continued)*

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

###### *Financial liabilities*

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

###### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis and is included in finance costs.

###### *Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets.

#### 3. 重要會計政策概要(續)

##### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

###### *金融負債及權益工具(續)*

###### *可換股債券(續)*

發行可換股票據有關的交易費用按負債及權益部分在所得款項總額的比例，相應分配至負債及權益部分。與權益部分有關的交易費用直接於權益確認。與負債部分有關的交易費用計入負債部分的賬面值，並使用實際利息法於可換股票據的年期內攤銷。

###### *金融負債*

金融負債(包括應計費用及其他應付款項及借款)其後以實際利率法按攤銷成本計量。

###### *實際利率法*

實際利率法乃計算金融負債的攤銷成本及按有關期間攤分利息支出的方法。實際利率乃按金融負債預計可使用年期(或按較短期間(倘適用))完全折讓估計未來現金付款的比率計入初步確認的賬面淨值。

利息開支按實際利率確認，並計入財務費用。

###### *終止確認*

當從資產收取現金流量的權利屆滿，或金融資產被轉讓以及本公司已轉讓所持的金融資產的絕大部分風險及回報時，則會終止確認金融資產。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Financial instruments (under the adoption of IFRS 9 as at 1 January 2018) (Continued)

##### *Derecognition (Continued)*

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset or retains a residual interest that does not result in the retention of substantially all the risks and rewards of ownership and the Company retains control), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 重要會計政策概要(續)

#### (r) 金融工具(於二零一八年一月一日應用國際財務報告準則第9號後)(續)

##### *終止確認(續)*

於終止確認全部金融資產時，該資產的賬面值與已收及應收代價總和的差額及於其他全面收益表確認的累計虧損以及累計股本在損益賬中確認。

除全面取消確認外(即當本公司保留購回部分已轉讓資產之選擇權或保留不會導致保留擁有權絕大部分風險及回報之餘下權益，及本公司保留控制權)，於取消確認金融資產時，本公司會將金融資產之過往賬面值，根據於其確認為繼續參與之部分及不再確認之部分於轉讓日期之相對公平值在兩者間作出分配，而不再確認部分已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和，乃於損益內確認。已於其他全面收益確認之累計收益或虧損，將按繼續確認之部分及不再確認之部分之相對公平值間作出分配。

當有關合約所指明的債項已清償、取消或到期時，則會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額在損益賬中確認。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Financial instruments (before 1 January 2018)

##### Financial assets

##### (i) Classification

The Group's financial assets mainly include 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 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade receivable", "prepayments and other receivables" and "cash and cash equivalents" in the consolidated statement of financial positions.

##### (ii) 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.

### 3. 重要會計政策概要(續)

#### (s) 金融工具(於2018年1月1日前)

##### 金融資產

##### (i) 分類

集團之金融資產主要包括貸款及應收款項。分類乃按金融資產的購入目的而劃分。管理層於初步確認其金融資產時決定有關分類。

貸款及應收款項為具有固定或可釐定付款且並無在活躍市場上報價的非衍生金融資產。此等款項包括於流動資產內，但於或預期於報告期末起計12個月後結算的金額則除外。該等金額分類為非流動資產。集團的貸款及應收款項包括「貿易應收款項」、「預付款項及其他應收款項」及綜合財務狀況表內「現金及現金等價物」。

##### (ii) 確認及計量

金融資產的常規買賣於交易日(集團承諾買賣資產當日)確認。對於所有並非按公平值透過損益列賬的金融資產，投資初步按公平值加交易成本確認。當從投資收取有關現金流量的權利已到期或已轉讓，且集團已將所有權的絕大部份風險及回報轉讓，則終止確認金融資產。貸款及應收款項其後則使用實際利率法按攤銷成本列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Financial instruments (before 1 January 2018) (Continued)

##### Financial assets (Continued)

##### (iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial positions 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.

##### (iv) Impairment of financial assets

Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a 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 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.

### 3. 重要會計政策概要(續)

#### (s) 金融工具(於2018年1月1日前)(續)

##### 金融資產(續)

##### (iii) 抵銷金融工具

當有法定可執行權力可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在綜合財務狀況表呈報其淨額。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及集團或對手方一旦出現違約、無償債能力或破產時，這也必須具有約束力。

##### (iv) 金融資產減值

按攤銷成本列值的資產

集團於各報告期末評估是否存在客觀證據顯示某一金融資產或一組金融資產出現減值。僅當一項資產於初始確認後一宗或多宗導致出現減值的客觀證據的事件(「虧損事件」)發生時且該宗(或該等)虧損事件對該金融資產或該組金融資產的估計未來現金流量已構成的影響可以可靠估計，該金融資產或該組金融資產才視為出現減值及產生減值虧損。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (s) Financial instruments (before 1 January 2018) (Continued)

###### Financial assets (Continued)

###### (iv) Impairment of financial assets (Continued)

###### Assets carried at amortised cost (Continued)

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 reorganization, 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.

For loans and receivables category, 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 the consolidated statements of profit or loss. 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.

#### 3. 重要會計政策概要(續)

##### (s) 金融工具(於2018年1月1日前)(續)

###### 金融資產(續)

###### (iv) 金融資產減值(續)

###### 按攤銷成本列值的資產(續)

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困境，違約或拖欠利息或本金，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，估計未來現金流量出現可計量的減少，例如欠款變動或與違約相關的經濟狀況。

就貸款及應收款項這一類別而言，虧損金額以相關資產的賬面值與估計未來現金流量(不包括尚未產生的未來信貸虧損)的現值之間的差額按金融資產的原有實際利率貼現計量。相關資產的賬面值被削減，而相關虧損金額則於綜合損益表確認。倘貸款按浮動利率計息，計量任何減值虧損的貼現率為根據合約釐定的即期實際利率。在實際應用上，集團可採用可觀察的市場價格基於工具的公平值計量減值。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Financial instruments (before 1 January 2018) (Continued)

##### *Financial assets (Continued)*

##### (iv) *Impairment of financial assets (Continued)*

Assets carried at amortised cost (Continued)

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 the consolidated statements of profit or loss.

##### *Financial liabilities*

The Group did not have any financial instruments that are measured at fair value on a recurring basis. The carrying amounts of the Group's financial liabilities, including borrowings, trade payables, other payables, accruals and other non-current liabilities, approximate their fair values.

### 3. 重要會計政策概要(續)

#### (s) 金融工具(於2018年1月1日前)(續)

##### 金融資產(續)

##### (iv) 金融資產減值(續)

按攤銷成本列值的資產(續)

倘於後續期間，減值虧損的金額減少，而於減值後發生與減少客觀相關的事件(例如債務人信貸評級改善)，則撥回過往確認的減值虧損並於綜合損益表中確認。

##### 金融負債

集團未有任何按公平值計量的經常性金融工具。集團金融負債(包括借貸、貿易應付款項、其他應付款項、應計費用及其他非流動負債)之賬面值接近其公平值。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (t) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

##### (u) Trade and other receivables

Trade receivables are amounts due from customers for 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 allowance for impairment.

##### (v) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks and time deposits with original maturities of three months or less.

##### (w) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

#### 3. 重要會計政策概要(續)

##### (t) 合約負債

本集團確認相關收益前，合約負債在客戶支代價時確認。如本集團有無條件權利在本集團確認相關收益前收取代價，則合約負債亦會獲確認。在相關情況下，相應應收款項亦會獲確認。

##### (u) 貿易及其他應收款項

貿易應收款項指就於日常業務過程中提供服務而應收客戶的款項。倘貿易及其他應收款項預期可於一年或以內收回(或在業務正常週期內的更長時間)，則分類為流動資產，否則作為非流動資產呈列。

貿易及其他應收款項初步按公平值確認，其後採用實際利率法按攤銷成本減去減值撥備計量。

##### (v) 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、銀行活期存款、原訂期限三個月或以下的定期存款。

##### (w) 股本

普通股分類為權益。發行新股的直接應佔新增成本於權益中列為除稅後所得款項的減項。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

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

#### (y) Employee benefits

##### (i) Pension Obligations

The entities within the Group registered in the PRC make employee benefit contributions based on certain percentage of the salaries of the employees to a defined contribution retirement benefit plan organized by relevant government authorities in the PRC on a monthly basis. The government authorities undertake to assume the retirement benefit obligations payable to the existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

### 3. 重要會計政策概要(續)

#### (x) 貿易應付款項

貿易應付款項指就於日常業務過程中向供應商取得的商品或服務付款的責任。

倘貿易應付款項於一年或以內(或如屬較長者,在正常的業務周期內)到期,則分類為流動負債,否則作為非流動負債呈列。

貿易應付款項初步按公平值確認,其後則以實際利率法按攤銷成本計量。

#### (y) 僱員福利

##### (i) 退休金責任

本集團旗下於中國註冊的實體按僱員薪資的特定比例,每月向中國相關政府機關組織的定額供款退休福利計劃繳納僱員福利供款。政府機關承諾承擔根據該等計劃應付現有及日後退休僱員的退休福利責任。除上述供款外,本集團並無其他責任支付退休後福利。該等計劃的供款於產生時支銷。該等計劃的資產由政府機關持有及管理,獨立於本集團的資產。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (y) Employee benefits (Continued)

##### (ii) Housing Funds, Medical Insurances and Other Social Insurances

Employees of the Group in the PRC are entitled to participate in various government supervised housing funds, medical insurances and other employee social insurances plans. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group has no further payment obligation once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

##### (iii) Employee Leave Entitlements

Employees entitlement 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 end of the reporting period. Employee entitlements to sick leave and maternity leave is not recognised until the time of leave.

#### (z) 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. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

### 3. 重要會計政策概要(續)

#### (y) 僱員福利(續)

##### (ii) 住房基金、醫療保險及其他社會保險

本集團中國僱員有權參與多項政府監管的住房公積金、醫療保險及其他僱員社會保險計劃。本集團每月根據員工工資的特定百分比向該等基金供款(設有若干上限)。本集團於供款後再無其他付款責任。該等供款於到期時確認為僱員福利支出。

##### (iii) 僱員休假

僱員年假於對僱員累計時確認。就截至報告期末止僱員已提供服務所產生的年假計提估計負債撥備。僱員病假及產假於休假前不予確認。

#### (z) 撥備

當本集團因過往事件須承擔現有的法律或推定責任，而在解除責任時可能需流出資源，同時責任金額能夠可靠作出估計時，則會確認撥備。重組撥備包括租賃終止罰款及僱員離職付款。並無為未來經營虧損確認撥備。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (aa) Operating leases

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 combined statements of comprehensive income on a straight-line basis over the period of the lease.

#### (ab) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

### 4. KEY SOURCE OF ESTIMATION

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.

### 3. 重要會計政策概要(續)

#### (aa) 經營租賃

如租賃所有權的大部分風險及回報由出租人保留，分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何激勵措施後)於租賃期內以直線法在合併全面收益表支銷。

#### (ab) 股息分派

向本公司股東所作的股息分派於本公司股東或董事(視情況而定)批准股息的期間在本公司的財務報表內確認為負債。

### 4. 估計的主要來源

本集團就未來作出多項估計及假設。按其定義，就此產生的會計估計甚少相等於相關實際結果。很有可能導致下一個財政年度的資產及負債賬面值產生重大調整的主要風險的估計及假設於下文概述。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 4. KEY SOURCE OF ESTIMATION (Continued)

##### (a) Income taxes

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes in various jurisdictions. 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 and deferred income tax assets and liabilities in the period in which such determination is made. Deferred tax assets are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

##### (b) Impairment of property, plant and equipment and intangible asset

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains, net'.

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

#### 4. 估計的主要來源(續)

##### (a) 所得稅

本集團須繳納多個司法管轄權區的所得稅。於釐定各個司法管轄權區的所得稅撥備時須作出重大判斷。許多交易及計算方法難以確定最終稅項。本集團按照會否出現額外應繳稅項的估計確認預期稅務審計事宜所產生的負債。倘該等事宜的最終稅務結果與最初記賬的金額不同，該等差額將會影響作出有關決定期間的即期及遞延所得稅資產及負債。在管理層認為有可能獲得可供動用暫時性差額或稅項虧損的未來應課稅利潤時確認遞延稅項資產。其實際使用情況的結果可能不同。

##### (b) 物業、廠房及設備及無形資產減值

出售的收益及虧損通過比較所得款項與賬面值釐定及於其他收益淨額內確認。

當發生事件或情況轉變，顯示賬面值可能無法收回時，則對已攤銷資產進行減值檢討。當資產賬面值超逾其可收回金額，則超出的數額將確認為減值虧損。可收回金額為資產公平值減出售成本與使用價值兩者中的較高者。就評估減值而言，資產按可獨立識別現金流(現金產生單位)的最低層次分類。出現減值的非金融資產(商譽除外)將於各報告日期檢討是否有可能作出減值撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 4. KEY SOURCE OF ESTIMATION (Continued)

#### (c) Accounting for the Reverse Acquisition

The Reverse Acquisition involved a number of interlocking transactions, which required significant judgement in determining the appropriate accounting treatment to reflect the substance of the transactions as a whole. The Group has accounted for the Reverse Acquisition with Longhui International Catering Management Holdings Limited identified as the accounting acquirer which is deemed to have issued shares to acquire the identifiable net liabilities and the listing status of the Company. As such, the Group's consolidated financial statements have been presented as a continuation of the financial statements of Longhui International Catering Management Holdings Limited and a listing expense was recognised in profit or loss for the year.

#### (d) Loss allowances of trade and other receivables

The Group estimates the loss allowances for trade and other receivables by assessing the expected credit loss. This requires the use of estimates and judgements. The management has established a loss allowance for trade and other receivables based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current conditions and forecasts of future economic conditions at the reporting date. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade and other receivables and thus the loss allowance in the period in which such estimate is changed. The Group keeps assessing the expected credit loss of trade and other receivables during their expected lives.

### 4. 估計的主要來源(續)

#### (c) 反收購之會計處理

反收購涉及到一些聯鎖交易需要進行重大管理層判斷，以此確定適當的會計處理，以反映整體交易的實質。本集團遵照類似反收購的原則對這項反收購交易進行會計處理，龍輝國際餐飲管理控股有限公司被認為會計上的收購人，被視為已通過發行股份以獲得本公司的可辨認淨負債和上市地位。因此，本集團的綜合財務報表已作為龍輝國際餐飲管理控股有限公司財務報表的延續呈列，上市開支則於年內損益確認。

#### (d) 貿易及其他應收款項的虧損撥備

本集團評估預期信貸虧損以估計貿易及其他應收款項的虧損撥備。這需要使用估計及判斷。管理層已根據本集團的過往信貸虧損經驗確定貿易及其他應收款項的虧損撥備，並就對債務人特定的因素及於報告日期對現時狀況及未來經濟狀況預測的評估作調整。倘發生事件或情況出現轉變顯示餘款未能收回，則會就貿易應收款項及其他應收款項計提撥備。倘預期貿易應收款項及其他應收款項的可收回水平與原先估計不同，有關差額將會影響貿易應收款項及其他應收款項的賬面金額，從而影響估計變更期間的虧損撥備。本集團持續評估預期年期的貿易及其他應收款項預期信貸虧損。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 5. FINANCIAL INSTRUMENTS BY CATEGORY

### 5. 按種類劃分的金融工具

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Financial assets	金融資產		
At amortised cost	按攤銷成本		
Loans and receivables:	貸款及應收款項：		
— Trade receivables	— 貿易應收款項	16,988	15,136
— Other receivables (excluding prepayments, rental deposits and value added tax inputs)	— 其他應收款項(不包括預付款項、租金按金及增值稅進項稅)	1,668	84,411
— Cash and cash equivalents (including restricted cash)	— 現金及現金等價物(包括受限制現金)	77,917	60,431
		<b>96,573</b>	159,978
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本入賬之金融負債		
— Borrowings	— 借貸	22,430	41,795
— Trade payables	— 貿易應付款項	63,933	74,439
— Other payables and accruals (excluding accrued payroll and other tax liabilities)	— 其他應付款項及應計款項(不包括應計工資及其他稅項負債)	78,351	77,278
— Other non-current liabilities	— 其他非流動負債	22,369	26,930
— Convertible bonds	— 可換股債券	72,892	—
		<b>259,975</b>	220,442

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 5. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

Except as detailed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements are approximate to their fair values:

### 5. 按種類劃分的金融工具(續)

除下表所詳述者外，本董事認為綜合財務報表中已確認金融資產及金融負債之賬面值均與其公平值相若：

		2018 二零一八年		2017 二零一七年 (Restated) (經重列)	
		Carrying Amount 賬面值 RMB'000 人民幣千元	Fair Value 公平值 RMB'000 人民幣千元	Carrying Amount 賬面值 RMB'000 人民幣千元	Fair Value 公平值 RMB'000 人民幣千元
<b>Financial liabilities</b>	<b>金融負債</b>				
Convertible bond	可換股債券	72,892	74,393	—	—

### 6. FINANCIAL RISK MANAGEMENT

#### (a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including 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 currently does not use any derivative financial instruments to hedge certain risk exposures during the years.

### 6. 財務風險管理

#### (a) 財務風險因素

本集團的業務面臨多項財務風險：市場風險(包括利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並尋求盡量降低對本集團財務表現可能構成的不利影響。於年內，本集團現時並無使用任何衍生金融工具以對沖若干面對之風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (i) Market risk

###### *Cash flow and fair value interest rate risk*

The Group has no significant interest-bearing assets except for cash and cash equivalents and certain interest bearing loans temporarily lent to related parties. The maturity terms of these assets, together with the Group's current borrowings are within 12 months so that there would not be significant interest rate risk for these financial assets and liabilities.

The Group's interest-rate risk mainly arises from current borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest-rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk.

As at 31 December 2018, all of the borrowings bore interests at fixed rates. The fair value of the Group's borrowings are disclosed in Note 25.

##### (ii) Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, trade receivables, deposit and other receivables. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

#### (a) 財務風險因素(續)

##### (i) 市場風險

###### *現金流量及公平值利率風險*

本集團並無重大計息資產(現金及現金等價物及若干暫時借予關聯方的計息貸款除外)。該等資產的到期年期連同本集團的流動借貸為十二個月內，因此該等金融資產及負債並無重大利率風險。

本集團的利率風險主要來自非流動借貸。按浮動利率取得的借貸使本集團承受現金流量利率風險。按固定利率取得的借貸使本集團承受公平值利率風險。

於二零一八年十二月三十一日，所有借貸均按固定利率計息。本集團借貸的公平值於附註25披露。

##### (ii) 信貸風險

本集團信貸風險主要來自現金及現金等價物、貿易應收款項、按金以及其他應收款項。該等結餘的賬面值為本集團所面臨有關金融資產的最大程度信貸風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (ii) Credit risk (Continued)

The credit quality of trade receivables, deposit and other receivables have been assessed by reference to historical information about the counterparty default rates. The existing counterparties do not have defaults in the past.

The Group is exposed to credit risk in relation to its trade and other receivables and cash deposits at banks. The carrying amounts of trade and other receivables, cash and cash equivalents and restricted cash represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

The Group has large number of customers and there was no concentration of credit risk. No single customer accounted for more than 1% of the Group's total revenues during the year. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

#### (a) 財務風險因素(續)

##### (ii) 信貸風險(續)

貿易應收款項、按金及其他應收款項的信貸額度是參考對手方拖欠還款率過往資料而作出評估。現有對手方過往並無拖欠還款。

本集團因其貿易及其他應收款項及銀行現金存款承受信貸風險。貿易及其他應收款項、現金及現金等價物及受限制現金的賬面值為本集團有關金融資產的最大信貸風險。

本集團預計銀行現金存款並無重大信貸風險，因為其主要存放於國有銀行及其他大中型上市銀行。管理層預計不會因該等對手方不履約而蒙受任何重大虧損。

本集團的客戶數量眾多，並無信貸風險集中情況。年內，並無單一客戶佔本集團總收入超過1%。本集團已監控有關程序，確保採取跟進措施以收回逾期債務。此外，本集團於各報告期末審閱該等應收款項的可收回情況，確保已就不可收回金額計提足夠的減值虧損。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (ii) Credit risk (Continued)

The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected credit loss provision for all trade receivables. To measure the expected credit losses trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and expected credit loss. It considers available reasonable and supportive forwarding-looking information.

As at 31 December 2018, trade receivables that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

Credit sales are made to selected customers with good credit history. The Group has policies in place to ensure that outstanding trade receivables are collected on a timely basis.

Upon the application of IFRS 9, an allowance of expected credit loss of RMB1,733,000 was recognised as at 1 January 2018 and a further loss of RMB57,000 was recognised during the year ended 31 December 2018.

#### (a) 財務風險因素(續)

##### (ii) 信貸風險(續)

本集團應用國際財務報告準則第9號所指的簡化法就預期信貸虧損計提撥備，其允許就所有貿易應收款項使用全期預期信貸虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵分組。本集團已進行歷史分析及識別出影響信貸風險及預期信貸虧損的主要經濟變數。其考慮可得的合理及可支持前瞻性資料。

於二零一八年十二月三十一日，個別屬重大的貿易應收款項已單獨進行減值評估。本集團根據客戶的背景及聲譽、以往的結算記錄及過往經驗，定期評估應收款項的可收回性。

我們向信貸記錄良好的選定客戶作出信貸銷售。本集團已實施政策以確保未收回的貿易應收款項準時收回。

應用國際會計準則第9號後，於二零一八年一月一日已確認預期信貸虧損撥備人民幣1,733,000元，且於截至二零一八年十二月三十一日止年度已進一步確認虧損人民幣57,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (ii) Credit risk (Continued)

For other receivables, individual credit evaluations are preferred. These evaluations focus on the counterparties' past history of making payment when due and current ability to pay, and take into account information specific to the counterparties as well as pertaining to the economic environment in which the counterparties operates. The Group does not obtain collateral from the counterparties.

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. The Group has assessed that the expected credit loss rate for these receivables are immaterial under 12 months expected credit losses method. Thus, no loss allowance for deposit and other receivables was recognised during the year ended 31 December 2018.

Upon the application of IFRS 9, an allowance of expected credit loss of RMB2,945,000 was recognised as at 1 January 2018 and no further loss was recognised during the year ended 31 December 2018.

A write off of RMB1,431,000 was recognised due to forfeiture of deposit upon early termination of tenancy agreement.

#### (a) 財務風險因素(續)

##### (ii) 信貸風險(續)

對於其他應收款項，本集團選擇個別進行信貸評估。該等評估集中於對手方的過往逾期款項支付記錄及現時的償款能力，並計及對手方特定的資料及與對手方經營所在經濟環境相關的資料。本集團不會向對手方取得抵押品。

本集團透過及時為預期信貸虧損適當計提撥備來說明其信貸風險。本集團已根據12個月預期信貸虧損方法，就該等應收款項評估預期信貸虧損率為非重大。因此，截至二零一八年十二月三十一日止年度，概無確認按金及其他迎合搜款項的虧損撥備。

應用國際財務報告準則第9號後，於二零一八年一月一日確認人民幣2,945,000元的預期信貸虧損撥備，且於截至二零一八年十二月三十一日止年度並無確認額外虧損。

由於提前終止租賃協議後沒收按金而確認撇銷人民幣1,431,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (ii) Credit risk (Continued)

For amount due from related parties, The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. The Group has assessed that the expected credit loss rate for these receivables are immaterial under 12 months expected credit losses method. Thus, no loss allowance for amounts due from directors and related parties was recognised as at 31 December 2018 and 2017.

##### (iii) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by the Group finance department.

The Group finance department monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements — for example, currency restrictions.

At 31 December 2018, the Group held cash and cash equivalents of approximately RMB51,631,000 (Note 20) and trade receivables of approximately RMB16,988,000 (Note 17) that are expected to readily generate cash inflows for managing liquidity risk.

#### (a) 財務風險因素(續)

##### (ii) 信貸風險(續)

就應收關聯方款項而言，本集團透過適時為預期信貸虧損計提適當撥備，將其信貸風險入賬。本集團根據12個月預期信貸虧損法，評定該等應收款項的預期信貸虧損並不重大。因此，於二零一八年及二零一七年十二月三十一日概無就應收董事及關聯方款項確認虧損撥備。

##### (iii) 流動資金風險

現金流量預測乃由本集團各經營實體編製後由本集團財務部匯總而得。

本集團財務部對本集團之流動資金需求作出滾動預測，以確保隨時有足夠之現金滿足業務需要，致令本集團不會違反其任何借貸融資之借貸限額或契諾(如適用)。該預測計及本集團之債務融資計劃、契諾符合情況、是否符合內部資產負債表比率目標及(如適用)外部監管或法律規定(如貨幣限制)。

於二零一八年十二月三十一日，本集團持有約人民幣51,631,000元之現金及現金等價物(附註20)及約人民幣16,988,000元之貿易應收款項(附註17)，預計可為管理流動資金風險帶來現金流入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (iii) Liquidity Risk (Continued)

At 31 December 2018, the Group had net current liabilities of approximately RMB53,482,000. With the consideration of anticipated operation cash inflows and the ability of adjusting the pace of its operation expansion and expenditures, the Directors are of the opinion that the Group has sufficient cash flows in the near future to manage the liquidity risks resulted from net current liability situations.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date.

#### (a) 財務風險因素(續)

##### (iii) 流動資金風險(續)

於二零一八年十二月三十一日，本集團的流動負債淨額約人民幣53,482,000元。考慮到預期經營現金流入及調整經營擴展及開支步伐的能力，董事認為本集團不久將來有足夠的現金流量，以管理流動負債淨額情況產生的流動資金風險。

下表為將按相關到期組別將本集團的非衍生金融負債分類後作出的分析，分類方法基於報告期末至合約到期日的剩餘期間。

		Weighted average effective interest rate	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Total
							undiscounted cash flow	carrying amounts
		加權平均 實際利率	少於一年	一至兩年	兩至三年	三年以上	未貼現現金 流量總額	總賬面值
		%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018	於二零一八年 十二月三十一日							
Bank borrowings (principal plus interest)	銀行借貸(本金連利息)	4.66	23,326	—	—	—	23,326	22,430
Trade payables	貿易應付款項	—	63,933	—	—	—	63,933	63,933
Other payables and accruals (excluding staff costs and welfare accruals and tax liabilities)	其他應付款項及應計款項(不包括員工成本及應計福利及稅項負債)	—	78,351	—	—	—	78,351	78,351
Other non-current liabilities	其他非流動負債	—	—	7,398	3,516	11,455	22,369	22,369
Convertible bonds	可換股債券	9.84	—	—	—	109,387	109,387	72,892
			165,610	7,398	3,516	120,842	297,366	259,975



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (a) Financial risk factors (Continued)

##### (iii) Liquidity Risk (Continued)

#### (a) 財務風險因素(續)

##### (iii) 流動資金風險(續)

		Weighted average effective interest rate 加權平均 實際利率					Total	Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	undiscounted cash flow 未貼現現金 流量總額	carrying amounts 總賬面值
		%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		%	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 31 December 2017	於二零一七年 十二月三十一日							
Bank borrowings (principal plus interest)	銀行借貸(本金連利息)	6.17	2,508	44,303	—	—	46,811	41,795
Trade payables	貿易應付款項	—	74,439	—	—	—	74,439	74,439
Other payables and accruals (excluding staff costs and welfare accruals and tax liabilities)	其他應付款項及應計 款項(不包括員工 成本及應計福利 及稅項負債)	—	77,278	—	—	—	77,278	77,278
Other non-current liabilities	其他非流動負債	—	—	6,925	780	19,225	26,930	26,930
			154,225	51,228	780	19,225	225,458	220,442

As at 31 December 2018 and 2017, the Group did not have derivative financial liability.

於二零一八年及二零一七年十二月三十一日，本集團並無衍生金融負債。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 6. FINANCIAL RISK MANAGEMENT (Continued) 6. 財務風險管理(續)

#### (b) Capital management

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 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.

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 statements of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statements of financial position plus net debt.

As at 31 December 2018, the balances of total borrowings were less than the balances of cash and cash equivalents. The Directors consider that the Group's capital risk is minimal.

#### (b) 資本管理

本集團的資本管理主要旨在保障其按持續經營基準繼續營運的能力，以為股東提供回報及為其他持份者提供利益以及維持最佳的資本結構以降低資本成本。

為維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東退還資本、發行新股份或出售資產以減少債務。

本集團利用負債比率監察其資本。該比率乃以債務淨額除以總資本計算得出。債務淨額按總借貸(包括綜合財務狀況表所載的流動及非流借貸)減去現金及現金等價物計算。資本總額按綜合財務狀況表載列的權益加債務淨額計算。

於二零一八年十二月三十一日，總借貸結餘少於現金及現金等價物結餘。董事認為本集團的資本風險極低。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 7. REVENUE AND SEGMENT INFORMATION

Prior to completion of the Acquisition, no revenue and segment information were presented as the Company did not conduct business.

Subsequent to completion of the Acquisition, the Company's chief operating decision maker (the "CODM"). Management has determined the operating segments based on the information reviewed by CODM for the purposes of allocating resources and assessing performance.

The CODM considers the business from both brand and geographic perspective. The Group has a clear and distinct focus on the market segments that it appeals to and thus it creates the two brands of "Faigo" and "Xiao Faigo Hotpot". Faigo appeals to high-end market such as business clientele, high-end fashion conscious and young clientele. Restaurants operating under the brand Xiao Faigo Hotpot cater for the mid-end market where a wide spectrum of guests are targeted, principally families, friends and tourists. Geographically, all of the Group's operations are located in the PRC and the management separately considers the performance of Faigo in Shanghai and Beijing and Xiao Faigo Hotpot in Shanghai, Beijing, Wuxi, Nanjing and Hangzhou. Faigo and Xiao Faigo Hotpot in other cities have been aggregated into two separate reportable segments, respectively. The CODM assesses the performance of the operating segments based on the revenue and operating profits. The operating expenses of headquarters of Faigo and Xiao Faigo Hotpot are common costs incurred for the Faigo and Xiao Faigo Hotpot as a whole and therefore they are not included in the measure of the segments' performance, which is used by the CODM as a basis for the purpose of resource allocation, and assessment of segment performance. Finance income and expenses, other gains/losses including government grants and gain/loss of disposal of investment are not allocated to segments, as these types of activity are driven by the central treasury function of the Group.

There were no material inter-segment sales during the year. The revenue from external customers reported to the CODM are measured in a manner consistent with that applied in the consolidated statement of profit or loss and other comprehensive income.

#### 7. 收益及分部資料

完成收購事項前，由於本公司並無經營業務，故未呈列收益及分部資料。

完成收購事項後，本公司之主要營運決策人（「主要營運決策人」）。管理層基於由主要營運決策人審閱之資料釐定經營分部，以進行資源分配及表現評估。

主要營運決策人從品牌及地理兩個角度考慮業務。本集團在其所吸引的市場分部方面具有清晰及獨特的重心，因此設立兩個品牌，即「輝哥」及「小輝哥火鍋」。輝哥吸引高端市場，例如商業客戶、高端新潮及年輕客戶。而小輝哥火鍋品牌下經營的餐廳則服務於中端市場，目標顧客的範圍廣泛，主要為家庭、朋友及遊客。在地理方面，本集團所有業務位於中國及管理層單獨考慮上海及北京的輝哥業績以及上海、北京、無錫、南京及杭州的小輝哥火鍋業績。其他城市的輝哥及小輝哥火鍋業績總分別為兩個單獨可呈報分部。主要營運決策人基於收益及經營溢利評估經營分部之表現。輝哥及小輝哥火鍋總部之經營開支指就輝哥及小輝哥火鍋整體產生之一般成本，因此並無計入主要營運決策人在資源分配及分部表現評估時作為依據使用的分部表現計量。財務收入及開支、其他收益／虧損（包括政府補貼）及出售投資之收益／虧損並無分配至分部，因為此類活動由本集團中央庫務職能所引導。

年內並無重大分部間銷售。向主要營運決策人呈報之外部客戶所得收益按與綜合損益及其他全面收益表內使用的方式相一致的方式計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

### 7. 收益及分部資料(續)

#### (A) Segment revenue

#### (A) 分部收益

		Year ended 31 December 2018 截至二零一八年十二月三十一日止年度													
		Faigo 輝哥				Xiao Faigo Hotpot 小輝哥火鍋					Unallocated 未分配		Total 總計		
		Shanghai 上海	Beijing 北京	Others 其他	Subtotal 小計	Shanghai 上海	Beijing 北京	Wuxi 無錫	Nanjing 南京	Hangzhou 杭州	Others 其他	Subtotal 小計			
Revenue	收益	95,345	13,103	10,395	118,843	337,853	45,938	28,350	12,144	8,114	73,465	505,864	—	624,707	
Depreciation, amortization and impairment of property, plant and equipment and intangible asset	物業、廠房及設備以及無形資產的折舊、攤銷及減值	2,479	186	1,143	3,808	23,252	4,781	1,245	1,394	1,567	16,833	49,072	1,137	54,017	
Operating profit/(losses)	經營溢利/(虧損)	13,908	(2,774)	(2,119)	9,015	(29,390)	(3,996)	(2,466)	(1,056)	(706)	(6,391)	(44,005)	(26,925)	(61,915)	
Profit/(losses) before income tax	除所得稅前溢利/(虧損)	13,908	(2,774)	(2,119)	9,015	(29,390)	(3,996)	(2,466)	(1,056)	(706)	(6,391)	(44,005)	(427,263)	(462,253)	

		Year ended 31 December 2017 (Restated) 截至二零一七年十二月三十一日止年度(經重列)													
		Faigo 輝哥				Xiao Faigo Hotpot 小輝哥火鍋					Unallocated 未分配		Total 總計		
		Shanghai 上海	Beijing 北京	Others 其他	Subtotal 小計	Shanghai 上海	Beijing 北京	Wuxi 無錫	Nanjing 南京	Hangzhou 杭州	Others 其他	Subtotal 小計			
Revenue	收益	107,766	13,263	7,329	128,358	388,378	47,845	30,175	17,229	9,916	78,531	572,074	—	700,432	
Depreciation, amortization and impairment of property, plant and equipment and intangible asset	物業、廠房及設備以及無形資產的折舊、攤銷及減值	5,451	122	255	5,828	29,051	3,509	2,213	1,263	727	5,755	42,518	1,066	49,412	
Operating profit/(losses)	經營溢利/(虧損)	31,775	959	(134)	32,600	49,347	536	5,093	1,154	(756)	(4,290)	51,084	(47,638)	36,046	
Profit/(losses) before income tax	除所得稅前溢利/(虧損)	31,775	959	(134)	32,600	49,347	536	5,093	1,154	(756)	(4,290)	51,084	(45,885)	37,799	

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### (B) Geographical information

The Group's revenue from external customers by location of sales and information about its non-current assets by location of assets are detailed as below:

		Revenue from external customers 外部客戶收益		Non-current assets 非流動資產	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
The PRC	中國	624,707	700,432	118,645	145,554

#### (C) Information about major customers

The Group are primarily engaged in the operation of a hotpot restaurant chain.

The Group's customer base is diversified. No individual customer (2017: nil) had transactions which exceeded 10% of the Group's aggregate revenue for the year ended 31 December 2018.

### 7. 收益及分部資料(續)

#### (B) 地區資料

本集團按銷售地點劃分之外部客戶收益及按資產位置劃分之非流動資產詳列如下：

#### (C) 主要客戶資料

本集團主要從事經營連鎖火鍋餐廳。

本集團的客戶基礎很多元化。概無個人客戶(二零一七年：無)的交易超過本集團截至二零一八年十二月三十一日止年度總收益之10%。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

### 7. 收益及分部資料(續)

#### (D) Disaggregation of revenue

Revenue represents the sales value of goods supplied to customers (net of value-added tax, other sales tax and discounts). Disaggregation of revenue from contracts with customers by major product lines is as follows:

#### (D) 收益明細

收益指供應予客戶的貨品銷售價值(已扣除增值稅、其他銷售稅及折扣)。按主要產品劃分之客戶合約收益明細如下:

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
<b>Revenue from contracts with customers within the scope of IFRS 15</b>		
Disaggregated by major product lines		
— Hotpot business	<b>624,707</b>	700,432

The timing of revenue recognition of all revenue from contracts with customers is at a point in time.

所有客戶合約收益的收益確認時間為於某一時間點。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 8. OTHER GAINS — NET

### 8. 其他收益 — 淨額

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Government grants (Note (a))	政府補貼(附註(a))	1,768	4,391
Loss of disposal of property, plant and equipment	物業、廠房及設備出售虧損	(2,065)	(5)
Gains from default fine due to rental agreement early termination (Note (b))	租賃協議提早終止違約罰款的收益(附註(b))	2,895	—
Others	其他	379	417
		<b>2,977</b>	<b>4,803</b>

Notes:

- (a) The amounts represent the subsidies received from local governments for the Group's local business developments. There were no unfulfilled conditions in the years in which they were recognised.
- (b) The gains represent the default fine received from landlords due to the early termination of certain lease agreement.

附註：

- (a) 金額指就本集團在當地的業務發展而從地方政府收取的補貼。年內概無已確認的未實現條件。
- (b) 收益指若干租賃協議提早終止而向業主收取違約罰款。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 9. EMPLOYEE BENEFIT AND RELATED EXPENSES

### 9. 僱員福利開支

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Wages and salaries	工資及薪金	28,670	149,853
Defined contribution plan (Note i)	界定供款計劃(附註i)	8,812	14,194
Other social security costs and housing benefits	其他社會保障成本及住房福利	4,004	8,562
Other employee benefits	其他僱員福利	5,820	10,581
Labour outsourcing expenses (Note ii)	勞務外判開支(附註ii)	118,702	—
		<b>166,008</b>	<b>183,190</b>

Notes:

- (i) Employees of the Group established in the PRC are required to participate in a retirement benefit scheme administered and operated by the PRC government. The Group is required to contribute 14.0% to 22.5% of payroll costs as determined by respective local government authorities to the designated pension fund. The only obligation of the Group with respect to retirement benefit scheme is to make the specific contributions under the scheme.
- (ii) In October, 2017, the Group entered into an agreement with Ningbo Tianxin Catering Management Co., Ltd. ("Ningbo Tianxin"). Pursuant to this agreement, the Group outsourced a portion of its low level positions, such as waiter or waitress, kitchen assistants etc to Ningbo Tianxin. The Group pays annual service fee at 15% of revenue of each store that uses such kind of outsourcing services.

附註：

- (i) 在中國成立的本集團的僱員須參與由中國政府管轄及經營的退休福利計劃。本集團須作出工資成本14.0%至22.5%的供款，由相關地方政府機關就指定養老金釐定。本集團就退休福利計劃而言的唯一責任為根據計劃作出具體供款。
- (ii) 於二零一七年十月，本集團與Ningbo Tianxin Catering Management Co., Ltd. (「Ningbo Tianxin」)訂立協議。根據該協議，本集團外包其部分低級職位(如侍應、廚房助手等)予Ningbo Tianxin。本集團按使用該類外包服務的每間店舖的15%收益支付服務年費。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 9. EMPLOYEE BENEFIT AND RELATED EXPENSES (Continued)

##### Five highest paid individuals

The five individuals whose remunerations were the highest are set out as below:

#### 9. 僱員福利開支(續)

##### 五名最高薪人士

五名最高薪人士如下：

		2018 二零一八年 Number of individual 人數	2017 二零一七年 Number of individual 人數
Directors	董事	2	2
Senior management	高級管理層	2	1
Non-director and non-senior management	非董事及非高級管理層	1	2
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Wages and salaries	工資及薪金	1,378	1,855
Discretionary bonuses	酌情花紅	—	84
Defined contribution plan and other social security costs	界定供款計劃及其他社會保障成本	180	119
		1,558	2,058

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 9. EMPLOYEE BENEFIT AND RELATED EXPENSES (Continued)

### 9. 僱員福利開支(續)

#### Five highest paid individuals (Continued)

#### 五名最高薪人士(續)

The remunerations of the abovementioned individuals with the highest emoluments fall within the following band are as follows:

上述最高薪人士的薪酬介乎以下範圍：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Emolument band	薪酬範圍	5	5
Nil to HK\$1,000,000	零至1,000,000港元		

### 10. (LOSS)/PROFIT FROM OPERATING ACTIVITIES

### 10. 來自經營活動的(虧損)/溢利

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
(Loss)/profit from operating activities has been arrived at after charging:	經扣除下列各項後的經營(虧損)/溢利：		
Directors' emoluments	董事薪酬		
— Fees	— 袍金	1,225	—
— Retirement benefits scheme contributions	— 退休福利計劃供款	8	—
Auditors' remuneration	核數師薪酬	1,000	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	44,857	49,299
Amortisation of intangible asset	無形資產攤銷	205	113
Impairment of property, plant and equipment	物業、廠房及設備減值	8,955	—
Impairment of trade and other receivables	貿易及其他應收款項減值	57	—
Forfeiture of deposit upon early termination of tenancy agreement	因提早終止租賃協議沒收按金	1,431	—
Loss on disposal of property, plant and equipment <sup>1</sup>	出售物業、廠房及設備之虧損 <sup>1</sup>	2,065	5
Professional service expenses <sup>2</sup>	專業服務開支 <sup>2</sup>	20,420	8,741
Foreign exchange gains	外匯收益	534	2,357

<sup>1</sup> These items were grouped under other gains, net.

<sup>2</sup> These items were grouped under other operating expenses.

<sup>1</sup> 該等項目歸納在其他收益淨額下。

<sup>2</sup> 該等項目歸納在其他營運開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 11. FINANCE (EXPENSE)/INCOME, NET

### 11. 財務(開支)/收入淨額

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Finance income:	財務收入：		
— Interest income on financing provided to related parties (Note 29(b)(iv))	— 向關聯方提供融資的利息收入 (附註29(b)(iv))	1,824	4,290
— Interest income on cash and cash equivalents	— 現金及現金等價物的利息收入	189	79
		<b>2,013</b>	4,369
Finance expenses:	財務開支：		
— Imputed interest on convertible bonds (Note 32)	— 可換股債券的預計利息 (附註32)	(1,044)	—
— Interest expense on borrowings	— 借款的利息開支	(1,637)	(2,611)
— Bank charges	— 銀行支出	—	(5)
		<b>(2,681)</b>	(2,616)
<b>Finance (expense)/income, net</b>	<b>財務(開支)/收入淨額</b>	<b>(668)</b>	1,753

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 12. INCOME TAX (CREDIT)/EXPENSE

The income tax (credit)/expense of the Group for the years are analysed as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Current income tax:	即期所得稅：		
PRC Enterprise Income tax	中國企業即期所得稅	3,136	14,024
Deferred income tax (Note 26)	遞延所得稅(附註26)	(13,761)	(1,877)
Income tax (credit)/expense	所得稅(抵免)/開支	(10,625)	12,147

Taxation for the year is reconciled to (loss)/profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
<b>(Loss)/profit before tax</b>	除稅前(虧損)/溢利	<b>(462,253)</b>	37,799
Tax calculated at domestic tax rates applicable to (loss)/profits in the respective countries	按相關國家(虧損)/利潤適用的國內稅率計算的稅項	(115,563)	9,450
Tax effects of:	以下各項的稅務影響：		
— Expenses not deductible for tax purposes	— 無法扣稅的開支	104,980	1,348
— Utilisation of previously unrecognised deductible temporary differences	— 動用之前未確認的可抵扣暫時差異	—	(53)
— PRC withholding income tax on dividends	— 股息產生的中國預扣所得稅	(1,300)	1,300
— 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	1,258	102
Tax (credit)/charge	稅項(抵免)/開支	(10,625)	12,147

本集團年內所得稅(開支)/抵免的分析如下：

年內稅項與綜合損益及其他全面收益表所載除稅前(虧損)/溢利列載如下：

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 12. INCOME TAX (CREDIT)/EXPENSE (Continued) 12. 所得稅(抵免)/開支(續)

#### (a) Cayman Islands

Entities incorporated in the Cayman Islands as exempted companies with limited liability.

#### (b) British Virgin Islands income tax

Entities incorporated in the British Virgin Islands as an exempted company with limited liability under the Company Law of British Virgin Islands and, accordingly, are exempted from payment of British Virgin Islands income tax.

#### (c) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year ended 31 December 2017.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong Profits Tax has been made as the Group did not generate any assessable profits in Hong Kong for both years.

The two-tiered profits tax rates regime is applicable to the Group for the year ended 31 December 2018.

At the end of the reporting period, the Group had unused tax losses of approximately RMB19,017,000 (2017: RMB8,587,000) available for offset against the future assessable profits.

#### (a) 開曼群島

實體於開曼群島註冊成立為獲豁免有限公司。

#### (b) 英屬處女群島所得稅

實體於英屬處女群島根據英屬處女群島公司法註冊成立為獲豁免有限公司，因此獲豁免繳納英屬處女群島所得稅。

#### (c) 香港利得稅

截至二零一七年十二月三十一日止年度，香港利得稅按估計應課稅溢利16.5%計算。

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)引入利得稅兩級制。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊登憲報。

根據利得稅兩級制，合資格企業首筆2,000,000港元應課稅溢利將按8.25%的稅率繳稅，及超過2,000,000港元的應課稅溢利將按16.5%的稅率繳稅。不符合兩級制利得稅資格的企業的應課稅溢利將繼續按16.5%之劃一稅率徵收稅項。

由於本集團於該兩個年度在香港並無任何應課稅溢利，故並無作出香港利得稅撥備。

截至二零一八年十二月三十一日止年度，利得稅兩級制適用於本集團。

於報告期末，本集團有未動用稅項虧損約人民幣19,017,000元(二零一七年：人民幣8,587,000元)可供抵銷未來應課稅溢利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 12. INCOME TAX (CREDIT)/EXPENSE (Continued) 12. 所得稅(抵免)/開支(續)

#### (d) PRC Enterprise Income Tax

Entities incorporated in the PRC are generally subject to income tax rates of 25% (2017: 25%) throughout the years.

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits based on existing legislations, interpretations and practices.

#### (e) PRC withholding income tax

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on the dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower 5% withholding tax rate may be applied when the immediate holding companies established in Hong Kong satisfy the relevant conditions and requirements pursuant to the tax treaty arrangement between the PRC and Hong Kong and other applicable PRC laws. There is no provision of withholding tax made for the year ended 31 December 2018 as the directors have confirmed that the Group does not expect Shanghai Longhui Catering Management Company Limited ("Shanghai Longhui"), a subsidiary of the Group incorporated in the PRC, to distribute any retained earnings as at 31 December 2018 in the foreseeable future. During the year ended 31 December 2017, provision of withholding tax of approximately RMB1,300,000 was calculated at 10% for the planned profit distribution of Shanghai Longhui.

#### (d) 中國企業所得稅

於中國註冊成立的實體於年內一般按25%(二零一七年:25%)的稅率繳納所得稅。

根據現行法例、詮釋及慣例，本集團就中國營運計提之所得稅撥備乃按估計應課稅溢利之適用稅率計算。

#### (e) 中國預扣所得稅

根據中國企業所得稅法，須就在中國成立的外商投資企業向外國投資者宣派的股息徵收10%的預扣稅。規定自二零零八年一月一日起生效，並於二零零七年十二月三十一日後適用於盈利。根據中國與香港訂立的稅收協定安排及其他適用之中國法律，若成立於香港的直接控股公司符合相關條件及規定，可應用較低的5%預扣稅稅率。截至二零一八年十二月三十一日止年度概無計提預扣稅撥備，乃由於董事已確認本集團未有預期本集團於中國註冊成立的附屬公司上海龍輝餐飲管理有限公司(「上海龍輝」)於可見未來會分派於二零一八年十二月三十一日的保留盈利。截至二零一七年十二月三十一日止年度，預扣稅撥備約人民幣1,300,000元乃按本集團於中國註冊成立的附屬公司上海龍輝餐飲管理有限公司(「上海龍輝」)的預計溢利分派10%計算。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 13. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

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

(Loss)/earnings figures are calculated as follows:

#### 13. 本公司擁有人應佔每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃根據以下數據:

(虧損)/盈利數據按下文計算:

##### Year ended 31 December

截至十二月三十一日止年度

2018	2017
二零一八年	二零一七年
RMB'000	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(經重列)

(Loss)/earnings:

(Loss)/profit for the year attributable to owners of the Company for the purpose of basic and diluted (loss)/earnings per share

(虧損)/盈利:

用於計算每股基本及攤薄(虧損)/盈利之本公司擁有人應佔年內(虧損)/盈利

**(451,095)**

25,675

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 13. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

### 13. 本公司擁有人應佔每股 (虧損)/盈利(續)

Number of shares:

股份數目：

**Year ended 31 December**  
截至十二月三十一日止年度

<b>2018</b>	<b>2017</b>
二零一八年	二零一七年
	(Restated)
	(經重列)

Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用於計算每股基本及攤薄(虧損)/盈利之普通股加權平均數
-----------------------------------------------------------------------------------------------------------	-----------------------------

<b>4,476,238,151</b>	3,789,375,000
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For the year ended 31 December 2018, the computation of diluted loss per share does not assume the conversion of the Consideration Convertible Bonds since their exercise would result in an decrease in loss per share.

截至二零一八年十二月三十一日止年度，每股攤薄虧損的計算並無假設轉換代價可換股債券，因為彼等之行使將導致每股虧損減少。

There were no dilutive potential ordinary shares during the year ended 31 December 2017, and therefore, diluted earnings per share is the same as the basic (loss)/earnings per share.

截至二零一七年十二月三十一日止年度概無攤薄潛在普通股，因此，每股攤薄盈利與每股基本(虧損)/盈利相同。

The weighted average number of shares used for the purpose of calculating basic (loss)/earnings per share for the year ended 31 December 2018 is determined by reference to the number of ordinary shares issued for the Acquisition and the number of ordinary shares outstanding after completion of the Acquisition.

用作計算截至二零一八年十二月三十一日止年度的每股基本(虧損)/盈利的加權平均股數乃參考就收購事項而發行的普通股數目及完成收購事項後發行在外的普通股數目釐定。

The weighted average number of shares used for the purpose of calculating basic (loss)/earnings per share for the year ended 31 December 2017 is determined by reference to the number of ordinary shares issued for the Acquisition.

用作計算截至二零一七年十二月三十一日止年度的每股基本(虧損)/盈利的加權平均股數乃參考就收購事項而發行的普通股數目釐定。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 14. DIRECTORS' EMOLUMENTS

For the year ended 31 December 2018, the emoluments paid or payable to each of the twelve (2017: Nil) directors and the chief executive of the Group were as follows:

For the years ended 31 December 2018 and 2017:

### 14. 董事酬金

截至二零一八年十二月三十一日止年度，分別已付或應付本集團十二名(二零一七年：零)董事及行政人員的酬金如下：

截至二零一八年及二零一七年十二月三十一日止年度：

		Fees		Salaries, allowance and benefits in kind		Retirement benefits scheme contributions		Share-based payments		Total	
		袍金		薪金、津貼及實物福利		退休福利計劃供款		以股份為基礎付款		總計	
		2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
		二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年	二零一八年	二零一七年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>										
Mr. Hung Shui Chak <sup>1</sup>	洪瑞澤先生 <sup>1</sup>	—	—	—	—	—	—	—	—	—	—
Mr. So Kam Chuen <sup>2</sup>	蘇錦存先生 <sup>2</sup>	188	—	—	—	8	—	—	—	196	—
Mr. Yuen Mingjie <sup>3</sup>	袁明捷先生 <sup>3</sup>	150	—	—	—	—	—	—	—	150	—
Mr. Chen Jun <sup>4</sup>	陳軍先生 <sup>4</sup>	182	—	—	—	—	—	—	—	182	—
Mr. Su Guicai <sup>5</sup>	蘇貴才先生 <sup>5</sup>	403	—	—	—	—	—	—	—	403	—
Dr. Choi Chiu Fai Stanley <sup>6</sup>	蔡朝輝博士 <sup>6</sup>	—	—	—	—	—	—	—	—	—	—
Mr. Choi Ka Wai <sup>7</sup>	蔡嘉偉先生 <sup>7</sup>	—	—	—	—	—	—	—	—	—	—
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>										
Mr. Ha Kee Choy Eugene	夏其才先生	136	—	—	—	—	—	—	—	136	—
Mr. Chan Chun Yiu Thomas <sup>8</sup>	陳浚耀先生 <sup>8</sup>	83	—	—	—	—	—	—	—	83	—
Mr. Mai Guangfan <sup>9</sup>	麥廣帆先生 <sup>9</sup>	83	—	—	—	—	—	—	—	83	—
Mr. Szeto Tat Kwan Brandon <sup>10</sup>	司徒達坤先生 <sup>10</sup>	—	—	—	—	—	—	—	—	—	—
Mr. Fok Wai Ming Eddie <sup>11</sup>	霍偉明先生 <sup>11</sup>	—	—	—	—	—	—	—	—	—	—
		1,225	—	—	—	8	—	—	—	1,233	—

No emoluments have been paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Company, or as compensation for loss of office for the both years.

於兩個年度，本集團概無支付任何酬金予本公司董事或五名最高薪人士，作為加入本公司或加入本公司時之獎金，或作為失去職位的補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 14. DIRECTORS' EMOLUMENTS (Continued)

Notes:

1. Mr. Hung Shui Chak ("Mr. Hung") was appointed as an executive director on 6 July 2018.
2. Mr. So Kam Chuen was appointed as an executive director on 6 July 2018.
3. Mr. Yuen Mingjie was appointed as an executive director on 6 July 2018.
4. Mr. Chen Jun was appointed as an executive director on 6 July 2018.
5. Mr. Su Guicai was appointed as an executive director on 10 August 2018 and resigned as an executive director on 1 March 2019.
6. Dr. Choi Chiu Fai Stanley was appointed as an executive director of the Company with effect from 29 January 2016 and resigned as an executive director of the Company with effect from 6 July 2018.
7. Mr. Choi Ka Wai was appointed as an executive director of the Company with effect from 29 January 2016 and resigned as an executive director of the Company with effect from 6 July 2018.
8. Mr. Chan Chun Yiu Thomas was appointed as an independent non-executive director with effect from 6 July 2018.
9. Mr. Mai Guangfan was appointed as an independent non-executive director with effect from 6 July 2018 and resigned as an independent executive director with effect from 1 March 2019.
10. Mr. Szeto Tat Kwan Brandan was appointed as an independent non-executive director with effect from 29 January 2016 and resigned as independent executive director with effect from 6 July 2018.
11. Mr. Fok Wai Ming Eddie was appointed as an independent non-executive director with effect from 29 January 2016 and resigned as an independent executive director with effect from 6 July 2018.

### 14. 董事酬金(續)

附註：

1. 洪瑞澤先生(「洪先生」)於二零一八年七月六日獲委任為執行董事。
2. 蘇錦存先生於二零一八年七月六日獲委任為執行董事。
3. 袁明捷先生於二零一八年七月六日獲委任為執行董事。
4. 陳軍先生於二零一八年七月六日獲委任為執行董事。
5. 蘇貴才先生於二零一八年八月十日獲委任為執行董事及於二零一九年三月一日辭任執行董事。
6. 蔡朝暉博士於二零一六年一月二十九日起獲委任為本公司執行董事及於二零一八年七月六日起辭任本公司執行董事。
7. 蔡嘉偉先生於二零一六年一月二十九日起獲委任為本公司執行董事及於二零一八年七月六日起辭任本公司執行董事。
8. 陳浚曜先生於二零一八年七月六日起獲委任為獨立非執行董事。
9. 麥廣帆先生於二零一八年七月六日起獲委任為獨立非執行董事及於二零一九年三月一日起辭任獨立非執行董事。
10. 司徒達坤先生於二零一六年一月二十九日起獲委任為獨立非執行董事及於二零一八年七月六日起辭任獨立非執行董事。
11. 霍偉明先生於二零一六年一月二十九日起獲委任為獨立非執行董事及於二零一八年七月六日起辭任獨立非執行董事。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Vehicles 車輛 RMB'000 人民幣千元	Machineries 機器 RMB'000 人民幣千元	Furniture 傢具 RMB'000 人民幣千元	Equipment and computers 設備及電腦 RMB'000 人民幣千元	Leasehold improvements 租賃改善 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>							
At 1 January 2017 (restated)	於二零一七年一月一日 (經重列)	5,839	30,797	20,303	26,652	164,486	—	248,077
Additions	添置	1,261	4,187	2,371	2,317	13,997	4,883	29,016
Disposals	出售	(972)	(1,920)	(1,154)	(1,556)	—	—	(5,602)
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日 及二零一八年一月一日 (經重列)	6,128	33,064	21,520	27,413	178,483	4,883	271,491
Additions	添置	1,072	5,566	2,361	3,024	14,581	719	27,323
Disposals	出售	(396)	(3,643)	(2,300)	(2,043)	(24,341)	(84)	(32,807)
At 31 December 2018	於二零一八年 十二月三十一日	6,804	34,987	21,581	28,394	168,723	5,518	266,007
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>							
At 1 January 2017 (restated)	於二零一七年一月一日 (經重列)	3,511	12,688	8,762	16,262	85,117	—	126,340
Charge for the year	年內扣除	832	5,591	3,462	6,003	33,411	—	49,299
Disposals	出售	(792)	(999)	(571)	(1,026)	—	—	(3,388)
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日 及二零一八年一月一日 (經重列)	3,551	17,280	11,653	21,239	118,528	—	172,251
Charge for the year	年內扣除	935	5,798	3,525	4,276	30,323	—	44,857
Impairment	減值	—	1,942	902	495	5,616	—	8,955
Disposals	出售	(270)	(2,054)	(1,582)	(1,079)	(24,341)	—	(29,326)
At 31 December 2018	於二零一八年 十二月三十一日	4,216	22,966	14,498	24,931	130,126	—	196,737
<b>Carrying amounts</b>	<b>賬面值</b>							
At 31 December 2018	於二零一八年十二月三十一日	2,588	12,021	7,083	3,463	38,597	5,518	69,270
At 31 December 2017 (restated)	於二零一七年十二月三十一日 (經重列)	2,577	15,784	9,867	6,174	59,955	4,883	99,240

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

#### Impairment tests for property, plant and equipment

For the purposes of assessing impairment, assets are grouped at each store level for which there are separately identifiable cash flows (cash-generating units). An impairment loss was recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. These calculations used income approach-discounted pre-tax cash flow method based on financial budgets approved by management. The key assumptions used for impairment tests for property, plant and equipment as at 31 December 2018 and 2017 are the revenue growth rates which are based on the estimated growth rate of each restaurant store unit taking into account the industry growth rate, past experience and the medium term growth target of restaurant business.

During the year ended 31 December 2018, the property, plant and equipment of several stores were impaired due to the continuous loss-making situation. The management used "value in use" as the recoverable amount of each store.

The Group recognised impairment loss of approximately RMB8,955,000 (2017: Nil) for the year ended 31 December 2018 compared each store's recoverable amount with its carrying amounts.

### 15. 物業、廠房及設備(續)

#### 物業、廠房及設備減值測試

為評估減值，資產按可獨立產生可識別現金流量之各店舖水平(現金產生單位)組合。當資產賬面值超過可收回金額時則會確認減值虧損。可收回金額指資產公平值減出售成本與使用價值兩者之間的較高者。該等計算方法按根據管理層批准的財政預算使用收入法貼現稅前現金流量法作出。於二零一八年及二零一七年十二月三十一日用於物業、廠房及設備減值測試的關鍵假設為收益增長率，乃根據各店舖單位的估計增長率釐定，其中已計及餐廳業務的行業增長率、過往經驗及中期增長目標。

於截至二零一八年十二月三十一日止年度，由於不間斷的虧蝕情況或其他具體減值跡象的緣故，數間店舖的物業、廠房及設備減值。管理層用「使用價值」作為各店舖的可收回金額。

本集團於截至二零一八年十二月三十一日止年度按各間店舖的賬面值相比其可收回金額確認減值虧損約人民幣8,955,000元(二零一七年：無)。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 16. INTANGIBLE ASSET

#### 16. 無形資產

		Computer Software 電腦軟件 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>	
At 1 January 2017 (restated)	於二零一七年一月一日(經重列)	—
Additions	添置	581
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日 及二零一八年一月一日(經重列)	581
Additions	添置	46
At 31 December 2018	於二零一八年十二月三十一日	627
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>	
At 1 January 2017 (restated)	於二零一七年一月一日(經重列)	—
Amortisation for the year	年內攤銷	113
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日 及二零一八年一月一日(經重列)	113
Amortisation for the year	年內攤銷	205
At 31 December 2018	於二零一八年十二月三十一日	318
<b>Carrying amounts:</b>	<b>賬面值：</b>	
At 31 December 2018	於二零一八年十二月三十一日	309
At 31 December 2017 (restated)	於二零一七年十二月三十一日 (經重列)	468

The following useful lives are used in the calculation of amortisation:

Computer software 5 years

The above intangible asset is amortised on a straight-line basis.

計算攤銷時使用以下可用年期：

電腦軟件 五年

上述無形資產按直線基準攤銷。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 17. TRADE RECEIVABLES

### 17. 貿易應收款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Trade receivables	貿易應收款項	<b>18,721</b>	15,136
Less: Allowance for credit loss	減：信貸虧損撥備	<b>(1,733)</b>	—
		<b>16,988</b>	15,136

As at 31 December 2018 and 2017, the fair values of the trade receivables of the Group approximated their carrying amounts.

於二零一八年及二零一七年十二月三十一日，本集團貿易應收款項的公平值與其賬面值相若。

(a) The aging analysis of trade receivables based on the invoice date were as follows:

(a) 根據發票日期劃分的貿易應收款項賬齡分析如下：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Up to 6 months	六個月以下	<b>14,493</b>	14,048
6 months to 1 year	六個月至一年	<b>2,495</b>	800
1 to 2 years	一至兩年	—	43
2 to 3 years	兩至三年	—	8
Over 3 years	三年以上	—	237
		<b>16,988</b>	15,136

The Directors consider trade receivables mainly derived from sales through shopping malls or billed settled with credit cards, wechat or alipay, which are generally collectible within 1 month from sales date and no past due history.

董事認為貿易應收款項主要來自透過購物商場作出的銷售或以信用卡、微信或支付寶結算的發票，其一般可於自銷售日期起1個月內收回且並無逾期記錄。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 17. TRADE RECEIVABLES (Continued)

#### (a) (Continued)

No interest is charged on the trade receivables. The long aging balances are due from certain frequent customers and the management considers that these receivables are recoverable.

- (b) The aging analysis of past due but not impaired trade receivables were as follows:

Up to 6 months	六個月以下
6 months to 1 year	六個月至一年
1 to 2 years	一至兩年
2 to 3 years	兩至三年
Over 3 years	三年以上

Based on the past experience and customers' historical payment pattern, the Directors are of the view that past due but not impaired trade receivables, approximately RMB5,648,000 and RMB3,905,000 were not impaired as at 31 December 2018 and 2017, respectively. There has not been a significant change in their credit quality as they were related to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amount can be recovered.

### 17. 貿易應收款項 (續)

#### (a) (續)

概無就貿易應收款項徵收利息。賬齡長久的結餘乃由若干頻繁客戶結欠，管理層認為該等應收款項可以收回。

- (b) 已逾期但未減值貿易應收款項的賬齡分析如下：

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
3,153	2,817
2,495	800
—	43
—	8
—	237
<b>5,648</b>	<b>3,905</b>

根據過往經驗及客戶過往付款習慣，董事認為，於二零一八年及二零一七年十二月三十一日，金額分別約為人民幣5,648,000元及人民幣3,905,000元的已逾期但未減值之貿易應收款項並未減值。其信貸質素未有重大變動，因為其與並無面對重大財務困難的多名獨立客戶有關，而根據過往經驗，逾期款項可收回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 17. TRADE RECEIVABLES (Continued)

(c) Movement in the allowance for doubtful debts of trade receivables:

### 17. 貿易應收款項(續)

(c) 貿易應收款項之呆賬撥備變動：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Balance at beginning of the year	年初結餘	—	—
Initial application of IFRS 9	初次應用國際財務報告準則第9號	(1,733)	—
At 1 January 2018, as restated	於二零一八年一月一日， 經重列	(1,733)	—
Impairment losses recognised	已確認減值虧損	(57)	—
Amounts written off as uncollectible	撇銷為無法收回的金額	57	—
Balance at end of the year	年末結餘	(1,733)	—

The impairment losses recognised is the estimated amount of the trade receivables that will not be collected. Amounts of approximately RMB57,000 (2017: Nil) was directly written off due to uncollectibility. Approximately RMB1,733,000 was recognised at 1 January 2018 due to the initial application of IFRS 9 (2017: Nil).

已確認減值虧損為將不會收回的貿易應收款項估計金額。金額約人民幣57,000元(二零一七年：零)已因無法收回而直接撇銷。約人民幣1,733,000元已因初次應用國際財務報告準則第9號於二零一八年一月一日確認(二零一七年：零)。



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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. PREPAYMENTS AND OTHER RECEIVABLES

### 18. 預付款項及其他應收款項

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Included in non-current assets:	計入非流動資產		
Rental deposits — non-current portion	租賃按金 — 非流動部分	22,717	32,955
Included in current assets:	計入流動資產		
Rental and utilities prepayments	租金及公共設施預付款項	16,055	14,700
Raw materials procurement prepayments	原材料採購預付款項	15,096	18,843
Rental deposits — current portion	租賃按金 — 流動部分	12,511	2,747
Value added tax inputs	增值稅輸入值	32,038	19,096
Staff advances	員工墊款	998	1,787
Loan to related parties (Note 29(c)(ii))	向關聯方貸款(附註29(c)(ii))	—	78,049
Other receivables and prepayments due from related parties (Note 29(c)(ii))	應收關聯方的其他款項及預付款項(附註29(c)(ii))	2,813	1,991
Others	其他	1,947	2,584
Less: Allowance for credit loss	減：信貸虧損撥備	(2,945)	—
		<b>78,513</b>	<b>139,797</b>

As at 31 December 2018 and 2017, the carrying amounts of prepayments and other receivables were primarily denominated in RMB and approximated their fair value. The maximum exposure to credit risk at each of the reporting dates is the carrying value of each class of prepayments and other receivables mentioned above. The Group does not hold any collateral as security. The amount reported in the impairment losses recognised on other receivables is the estimated amount of the accounts receivable that will not be collected.

於二零一八年及二零一七年十二月三十一日，預付款項及其他應收款項賬面值主要以人民幣計值，並與其公平值相若。於各報告日期承受的最高信貸風險是上述各類預付款項及其他應收款項的賬面值。本集團並無持有任何抵押品作擔保。就其他應收款項確認的減值虧損的報告金額為不可收回應收賬款的估計金額。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 18. PREPAYMENTS AND OTHER RECEIVABLES (Continued)

Movement in the allowance for doubtful debts of other receivables:

### 18. 預付款項及其他應收款項 (續)

其他應收款項之呆賬撥備變動：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Balance at beginning of the year	年初結餘	—	—
Initial recognition of IFRS 9	初次應用國際財務報告 準則第9號	(2,945)	—
At 1 January 2018, as restated	於二零一八年一月一日， 經重列	(2,945)	—
Balance at the end of the year	年末結餘	(2,945)	—

Approximately RMB2,945,000 was recognised at 1 January 2018 due to the initial application of IFRS 9 (2017: Nil).

於二零一八年一月一日，約人民幣2,945,000元因初次應用國際財務報告準則第9號而確認(二零一七年：零)。

Details of assessment for expected credit loss was disclosed in Note 6(a).

預期信貸虧損的評估詳情於附註6(a)披露。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 19. INVENTORIES

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Foods and beverage	食品及飲品	29,909	22,898
Other materials consumables	其他材料耗材	1,478	5,057
		<b>31,387</b>	27,955

The cost of inventories recognised and included in "Raw materials and consumables used" in 2017 and 2018 amounted to approximately RMB248,959,000 and RMB253,798,000, respectively.

於二零一七年及二零一八年，於「所用原材料及耗材」中確認及計入的存貨成本分別為約人民幣248,959,000元及人民幣253,798,000元。

### 20. CASH AND CASH EQUIVALENTS

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Cash at banks	銀行現金	77,917	60,431
Less: Restricted cash (Note i)	減：受限制現金(附註i)	(26,286)	—
		<b>51,631</b>	60,431

Note i: As at 31 December 2018, a fixed deposit of HKD30,000,000 (equivalent to approximately RMB26,286,000) (2017: Nil) was pledged as collateral for the Group's short-term borrowings of approximately RMB22,430,000 (Note 25).

附註i：於二零一八年十二月三十一日，定期存款30,000,000港元(相當於約人民幣26,286,000元)(二零一七年：零)已抵押為本集團短期借貸約人民幣22,430,000元(附註25)的抵押品。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 20. CASH AND CASH EQUIVALENTS (Continued) 20. 現金及現金等價物(續)

Cash at banks are denominated in the following currencies:

銀行現金按下列貨幣計值：

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
RMB	人民幣	34,276	60,431
HKD	港元	17,316	—
USD	美元	39	—
		51,631	60,431

### 21. SHARE CAPITAL

### 21. 股本

Share capital of the Company

本公司股本

		Number of shares 股份數目	Share capital 股本
<b>Authorised</b>	<b>法定</b>		
As at 1 January 2017, 31 December 2017 (HK\$0.00001 each)	於二零一七年一月一日、 二零一七年 十二月三十一日 (每股0.00001港元)	38,000,000,000	380
Consolidated shares of HK\$0.00002 each (Note a)	合併股份每股0.00002港元 (附註a)	(19,000,000,000)	—
As at 31 December 2018	於二零一八年 十二月三十一日	19,000,000,000	380

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 21. SHARE CAPITAL (Continued)

### 21. 股本(續)

		Number of shares	Amount in HK\$'000	Amount in RMB'000
		股份數目	千港元金額	人民幣 千元金額
<b>Issued and fully paid</b>	<b>已發行及繳足</b>			
As at 1 January 2017,	於二零一七年一月一日、			
31 December 2017 and 1	二零一七年十二月三十一日			
January 2018	及二零一八年一月一日	1,010,500,000	10	9
Share consolidation	股份合併(附註a)	(505,250,000)	—	—
(Note a)				
Placing of shares (Note b)	配售股份(附註b)	757,875,000	15	12
Open offer (Note c)	公開發售(附註c)	101,050,000	2	2
Issue of Consideration Shares	發行代價股份(附註d)	3,789,375,000	76	64
(Note d)				
As at 31 December 2018	於二零一八年十二月三十一日	5,153,550,000	103	87

Notes:

附註：

- (a) On 4 July 2018, the Company consolidated every two (2) issued and unissued shares of HK\$0.00001 each into one (1) consolidated share of HK\$0.00002 each.
- (b) On 4 July 2018, the Company completed the share placing to qualifying shareholders on the record date at placing price of HK\$0.1025 and 757,875,000 ordinary shares have been issued and allotted with total proceeds received of approximately HK\$77,682,000 (equivalent to approximately RMB65,632,000).
- (c) On 4 July 2018, the Company completed the open offer on the basis of one (1) offer share for every five (5) consolidated shares at offer price of HK\$0.1025 and 101,050,000 ordinary shares have been issued and allotted with total proceeds received of approximately HK\$10,357,000 (equivalent to approximately RMB8,751,000).
- (d) On 4 July 2018, the Company allotted and issued 3,789,375,000 consideration shares to the vendors for acquiring the entire equity interest of Longhui International Catering Management Holdings Limited in accordance with the terms of the acquisition agreement.

- (a) 於二零一八年七月四日，本公司將每兩(2)股每股0.00001港元的已發行及未發行股份合併為一(1)股每股0.00002港元的合併股份。
- (b) 於二零一八年七月四日，本公司完成向於記錄日期的合資格股東按配售價0.1025港元配售股份及757,875,000股普通股已發行及配發，已收所得款項總額為約77,682,000港元(相當於約人民幣65,632,000元)。
- (c) 於二零一八年七月四日，本公司按發售價0.1025港元根據每持有五(5)股合併股份獲發一(1)股發售股份的基準完成公開發售及101,050,000股普通股已配發及發行，已收所得款項總額為約10,357,000港元(相當於約人民幣8,751,000元)。
- (d) 於二零一八年七月四日，本公司根據收購協議之條款配發及發行3,789,375,000股代價股份予賣方，以收購龍輝國際餐飲管理控股有限公司。

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For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 22. TRADE PAYABLES

### 22. 貿易應付款項

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
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Raw material payables	63,933	74,439
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As at 31 December 2018 and 2017, the aging analysis of the trade payables (including amounts due to related parties of trading in nature) based on invoice date were as follows:

於二零一八年及二零一七年十二月三十一日，根據發票日期劃分的貿易應付款項賬齡分析(包括屬貿易性質的應付關聯方款項)如下：

	2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
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Less than 1 year	61,144	71,374
1 to 2 years	1,842	2,375
2 to 3 years	853	507
Over 3 years	94	183
	63,933	74,439

As at 31 December 2018 and 2017, the carrying amount of the Group's trade payables were denominated in RMB.

於二零一八年及二零一七年十二月三十一日，本集團貿易應付款項的賬面值以人民幣計值。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 23. OTHER PAYABLES AND ACCRUALS

### 23. 其他應付款項及應計費用

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Staff costs and welfare accruals	員工成本及福利應計費用	53,431	64,037
Leasehold improvements payable	租賃裝修應付款項	11,197	15,545
Payable to Ningbo Tianxin for payroll related services (Note i)	就工資相關服務應付Ningbo Tianxin款項(附註i)	12,861	11,888
Rental deposits — current portion	租賃按金 — 流動部分	8,197	8,576
Professional service expenses	專業服務開支	8,803	3,596
Utility payable	公共設施應付款項	1,542	808
Reinstatement costs — current portion	復原成本 — 流動部分	2,932	707
Business tax and other tax liabilities	商業稅及其他稅項負債	2	393
Amount due to the Director	應付董事款項	1,118	—
Amount due to related parties (Note 29(c)(iii))	應付關聯方款項 (附註29(c)(iii))	1,248	—
Amount due to former shareholders (Note ii)	應付前股東款項(附註ii)	24,968	—
Amount due to former directors (Note ii)	應付前董事款項(附註ii)	86	—
Dividend payable to former shareholders before Reverse Acquisition	反收購前應付前股東股息	210	33,436
Others	其他	5,189	2,722
		<b>131,784</b>	<b>141,708</b>

Note:

- (i) The Group engaged Ningbo Tianxin, a third party company, for salary and wages distribution services for certain junior position staffs (such as waiters/waitress, kitchen assistants, etc.). On monthly basis, Ningbo Tianxin distributes salary and wages to relevant individuals after receiving payments from the Group. As of 31 December 2018, the payable balance represented the unpaid salary and wages for December 2018, which has been subsequently settled in January 2019.
- (ii) The amounts due to former shareholders and directors do not bear any interest and are repayable on demand.

附註：

- (i) 本集團委聘一間第三方公司Ningbo Tianxin向若干初級職位員工提供派發薪金及工資服務(例如男/女侍應生、廚房助理等)。Ningbo Tianxin每月在收到本集團的款項後會向相關人士派發薪金及工資。於二零一八年十二月三十一日，應付結餘指二零一八年十二月的未付薪金及工資，其已於其後在二零一九年一月結算。
- (ii) 應付前股東及董事的款項不計任何利息及應按需償還。

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## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 24. CONTRACT LIABILITIES/DEFERRED REVENUE 24. 合約負債／遞延收益

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Advance received from online group-purchasing websites (Note b)	自網上團購網站接獲的墊款(附註b)	38,332	150
Prepaid cards (Note c)	預付卡(附註c)	1,010	39,811
Cash coupons and others (Note c)	現金券及其他(附註c)	1	1,632
		<b>39,343</b>	<b>41,593</b>

Notes:

(a) Upon the adoption of IFRS 15, advance received from online group-purchasing websites, prepaid cards and cash coupons and others amounted to approximately RMB41,593,000 which previously included in deferred revenue was reclassified as contract liabilities at 1 January 2018 (note 2.2).

(b) The Group collaborated with online group-purchase websites in the PRC, which acted as the sales channels of the Group through which ultimate individual customers can purchase prepaid coupons to redeem goods and services at the Group's restaurants. The online group-purchasing websites make lump-sum payments to the Group in advance for the estimated value of electronic coupons that the websites would resell to end customers. The Group recognised such receipts as contract liabilities and when the relevant catering services are rendered to the customers who use the prepaid coupons in electronic form distributed online for settlement, the amount will be recognised as revenue and an equivalent amount will be deducted from the contract liabilities.

Revenue recognised in the current year that was included in the contract liabilities at the beginning of the year was approximately RMB41,593,000.

(c) The prepaid cards and cash coupons of the Group are refundable. However, no refund liabilities were recognised during the years since the Directors expect that amounts to be refunded in the future reporting periods is insignificant.

附註：

(a) 採納國際財務報告準則第15號時，先前計入遞延收益的已收在線團購網站的墊款、預付卡及現金優惠券及其他金額約人民幣41,593,000元，於二零一八年一月一日重新分類為合約負債(附註2.2)。

(b) 本集團與中國網上團購網站合作，其擔當本集團的銷售渠道，最終個人客戶可透過它購買預付券，並於本集團的餐廳兌現商品及服務。網上團購網站就有關網站將轉售予終端客戶的電子券的估計價值，預先向本集團作出一筆過付款。本集團將該等收款確認為合約負債，而當向使用預付券(以電子形式網上分發)結算的客戶提供相關餐飲服務時，有關金額將確認為收益，並自合約負債扣除相應金額。

於本年度確認並計入年初合同負債的收益約為人民幣41,593,000元。

(c) 本集團的預付卡及現金券為不可退回。然而，年內概無確認退回負債，因為董事預計於未來報告期間將予退回的金額並不重大。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 25. BORROWINGS

### 25. 借貸

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Unsecured Loan A (Note a)	無抵押貸款A(附註a)	—	41,795
Secured Loan B (Note b)	有抵押貸款B(附註b)	22,430	—
		<b>22,430</b>	<b>41,795</b>
The carrying amounts of the above borrowings are repayable	上述借貸的賬面值須於以下時間償還		
— Within one year	— 一年內	22,430	—
— Within a period of more than one year but not exceeding two years	— 超過一年但不超過兩年期間	—	41,795
		<b>22,430</b>	<b>41,795</b>
Less: Amounts due within one year shown under current liabilities	減：計入流動負債的一年內到期款項	(22,430)	—
Amounts shown under non-current liabilities	計入非流動負債的款項	—	41,795

Notes:

(a) On 28 December 2016, Billion Express International Limited (“Billion Express”) took out an unsecured loan from Smart Orient Investment Ltd. (a third party to the Company) with a principal of HKD50,000,000 (equivalent to approximately RMB44,725,000) (the “Loan A”). The term of the Loan A commenced from the disbursement date of 28 December 2016 and shall mature and be payable after 24 months. The Loan A bears interest at 6% per annum, which shall be payable in cash on a monthly basis. The carrying amount of long-term borrowings approximated the fair values because the interest rate approximates the market rate.

On 20 December 2017, Billion Express further entered into an extended agreement with Smart Orient Investment Ltd, pursuant to which, the Loan A would be extended for 12 months and be payable on 28 December 2019. The interest rate remained at 6% per annum.

During the year ended 31 December 2018, all outstanding amount was repaid.

附註：

(a) 於二零一六年十二月二十八日，億通國際有限公司(「億通」)提取本公司的第三方 Smart Orient Investment Ltd. 借出之無抵押，涉及本金額50,000,000港元(相當於約人民幣44,725,000元)的貸款(「貸款A」)。貸款A的年限自放貸日期二零一六年十二月二十八日起，並自該日起滿24個月到期及須予償還。貸款A年利率為6%，須每月以現金付息。長期借貸的賬面值與公平值相若，因為利率與市場費率相若。

於二零一七年十二月二十日，億通與 Smart Orient Investment Ltd 進一步訂立延伸協議，據此，貸款A將延期12個月，將於二零一九年十二月二十八日償還。年利率維持於6%。

於截至二零一八年十二月三十一日止年度，所有未付款項均已償付。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 25. BORROWINGS (Continued)

Notes: (Continued)

- (b) On 6 November 2018, Shanghai Longhui took out an secured loan from China Everbright Bank with a principal of RMB22,430,000 (the "Loan B"), which was secured by fixed deposits of HKD30,000,000, equivalent to approximately RMB26,286,000 (Note 20). The term of the Loan B commenced from the drawdown date of 6 November 2018 and shall mature and be payable after 12 months. The Loan B bears interest at 4.5675% per annum, which shall be payable in cash on a quarterly basis. The carrying amount of short-term borrowings approximated the fair values because the interest rate approximates the market rate.

### 25. 借貸(續)

附註：(續)

- (b) 於二零一八年十一月六日，上海龍輝向中國光大銀行取得本金額人民幣22,430,000元的有抵押貸款(「貸款B」)，以定期存款30,000,000港元(相當於約人民幣26,286,000元)作抵押(附註20)。貸款B的期限由提取日期二零一八年十一月六日及將於12個月後到期應付。貸款B按年利率4.5675%計息，須每季以現金支付。短期借貸的賬面值與其公平值相若，因為利率與市場比率相近。

### 26. DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

### 26. 遞延所得稅

遞延稅項資產及遞延稅項負債分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Deferred tax assets:			
— Deferred tax assets to be recovered after 12 months	遞延稅項資產： — 十二個月後收回的遞延稅項資產	25,943	11,593
— Deferred tax assets to be recovered within 12 months	— 十二個月內收回的遞延稅項資產	406	1,298
		<b>26,349</b>	<b>12,891</b>
Deferred tax liabilities:			
— Deferred tax liabilities to be settled after 12 months	遞延稅項負債： — 十二個月後結算的遞延稅項負債	(6,535)	(1,300)
— Deferred tax liabilities to be settled within 12 months	— 十二個月內結算的遞延稅項負債	—	—
		<b>(6,535)</b>	<b>(1,300)</b>
Deferred tax assets, net	遞延稅項資產(淨額)	<b>19,814</b>	<b>11,591</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 26. DEFERRED INCOME TAX (Continued)

#### 26. 遞延所得稅 (續)

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
At the beginning of the year	年初	11,591	5,714
Initial application of IFRS 9	初次應用國際財務報告 準則第9號	1,169	—
Issue of convertible bonds	發行可換股債券	(6,707)	—
Credit to the consolidated statements of profit or loss and other comprehensive income (Note 12)	於綜合全面收益表內綜合 損益及其他入賬 (附註12)	13,761	1,877
Transfer out to current tax due to dividend declaration	因宣派股息而轉出即期 稅項	—	4,000
At the end of the year	年末	19,814	11,591

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. DEFERRED INCOME TAX (Continued)

### 26. 遞延所得稅(續)

The movements in deferred income tax assets are as follows:

遞延所得稅資產變動如下：

		Accrual staff costs 應計 員工成本 RMB'000 人民幣千元	Rental fee accruals 應計 租金費用 RMB'000 人民幣千元	Tax loss 稅項虧損 RMB'000 人民幣千元	Provision for doubtful debt 呆賬撥備 RMB'000 人民幣千元	Accelerated tax depreciation 加速稅項折舊 RMB'000 人民幣千元	Rein- statement costs 復原成本 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017 (restated)	於二零一七年一月一日 (經重列)	11,503	7,285	—	—	(11,394)	1,823	497	9,714
Charge/(credit) to the consolidated statements of comprehensive income	於綜合全面收益表內 扣減/(入賬)	3,059	(1,198)	—	—	1,173	72	71	3,177
At 31 December 2017 (restated)	於二零一七年 十二月三十一日 (經重列)	14,562	6,087	—	—	(10,221)	1,895	568	12,891
Initial application of IFRS 9	初次應用國際財務 報告準則第9號	—	—	—	1,169	—	—	—	1,169
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	14,562	6,087	—	1,169	(10,221)	1,895	568	14,060
Charge/(credit) to the consolidated statements of comprehensive income	於綜合全面收益表內 扣減/(入賬)	(2,128)	(1,048)	10,076	14	4,594	38	743	12,289
At 31 December 2018	於二零一八年 十二月三十一日	12,434	5,039	10,076	1,183	(5,627)	1,933	1,311	26,349

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. DEFERRED INCOME TAX (Continued)

The movements in deferred income tax liabilities are as follows:

### 26. 遞延所得稅(續)

遞延所得稅負債變動如下：

		Convertible bonds 可換股債券 RMB'000 人民幣千元	PRC withholding income tax on dividends 股息產生的 中國預扣所得稅 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017 (restated)	於二零一七年一月一日(經重列)	—	(4,000)	(4,000)
Credit to the consolidated statements of profit or loss and other comprehensive income	於綜合損益及其他全面收益表內入賬	—	(1,300)	(1,300)
Transfer out due to dividend declaration	因宣派股息而轉出	—	4,000	4,000
At 31 December 2017 and 1 January 2018 (restated)	於二零一七年十二月三十一日及二零一八年一月一日(經重列)	—	(1,300)	(1,300)
Acquisition of the Company (Note 32)	收購公司(附註32)	(6,707)	—	(6,707)
Credit to the consolidated statements of profit or loss and other comprehensive income	於綜合損益及其他全面收益表內入賬	172	1,300	1,472
At 31 December 2018	於二零一八年十二月三十一日	(6,535)	—	(6,535)

Deferred income tax assets are recognised for tax loss carry-forwards 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 approximately RMB1,258,000 and RMB102,000 in respect of losses amounting to approximately RMB5,034,000 and RMB406,000 for the years ended 31 December 2018 and 2017, respectively.

倘有可能透過日後應課稅利潤變現為相關稅項優惠，則就結轉稅項虧損確認遞延所得稅資產。截至二零一八年及二零一七年十二月三十一日止年度，本集團並無就約人民幣5,034,000元及人民幣406,000元虧損確認遞延所得稅資產約人民幣1,258,000元及人民幣102,000元。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 26. DEFERRED INCOME TAX (Continued)

As at 31 December 2017, deferred tax liabilities of approximately RMB1,300,000 have been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding tax of Shanghai Longhui. In the opinion of the Directors, except for Shanghai Longhui, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. During the year ended 31 December 2018, Shanghai Longhui incurred loss and the Directors considered that no dividend will be declared in the foreseeable future, provision of deferred tax relating to PRC withholding income tax on dividend of approximately RMB1,300,000 were reversed during the year. The aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred tax liabilities have not been recognised totalled of approximately RMB17,107,000 and RMB18,376,000 at 31 December 2018 and 2017, respectively.

### 26. 遞延所得稅(續)

於二零一七年十二月三十一日，就應繳納預扣稅的上海龍輝的未匯付盈餘的應繳預扣稅確認遞延稅項負債約人民幣1,300,000元。董事認為，除上海龍輝外，該等附屬公司於可見未來不可能派付該盈餘。截至二零一八年十二月三十一日止年度，上海龍輝產生虧損及董事認為於可見未來將不會宣派股息，年內撥回有關中國股息預扣所得稅約人民幣1,300,000元的遞延稅項撥備。於二零一八年及二零一七年十二月三十一日，與中國附屬公司投資有關的暫時差異總額而未確認的遞延稅項負債分別合計為約人民幣17,107,000元及人民幣18,376,000元。

### 27. OTHER NON-CURRENT LIABILITIES

### 27. 其他非流動負債

		As at 31 December	
		於十二月三十一日	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Provision of rental payable	應付租金撥備	16,689	19,394
Reinstatement costs of the stores (Note i)	店舖復原成本(附註i)	5,680	7,536
		<b>22,369</b>	<b>26,930</b>

Notes:

- (i) According to the leasing contracts entered into by the Group and the landlords, the Group is required to restore the leased premises to its original status at the end of the lease period. The Group accrued for the related expenses based on its past experience of estimated reinstatement cost per square metre for stores.

附註：

- (i) 根據本集團與業主訂立的租賃合約，本集團須在租賃期完結時還原租賃物業至原本狀態。本集團根據其過往估計店舖每平方米復原成本的經驗計提有關開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 28. COMMITMENTS

#### (a) Capital commitments

Capital expenditure contracted for at the end of the years but not yet incurred are as follows:

### 28. 承擔

#### (a) 資本承擔

年末已訂約但未產生的資本開支如下：

		<b>As at 31 December</b>	
		於十二月三十一日	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
			(Restated)
			(經重列)
Property, plant and equipment	物業、廠房及設備	<b>2,085</b>	2,849

#### (b) Operating lease commitments

The Group leases certain of its restaurants, staff quarters, warehouses, and office premises under operating lease arrangements. Leases for restaurants are negotiated for terms ranging from five to eight years, while leases for warehouses, staff quarters and office premises are negotiated for terms ranging from one to three years.

#### (b) 經營租賃承擔

本集團根據經營租賃安排承租若干食店、員工宿舍、貨倉及辦公室物業。食店租約磋商為五至八年，而貨倉、員工宿舍及辦公室物業租約則磋商為一至三年。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 28. COMMITMENTS (Continued)

#### (b) Operating lease commitments (Continued)

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

No later than 1 year	不遲於一年
Later than 1 year and no later than 5 years	遲於一年但不遲於五年
Later than 5 years	遲於五年

The operating lease rentals of certain restaurants are determined at the higher of a fixed rental and contingent rental based on the sales revenue of those restaurants. As the future sales could not be reliably determined, the relevant contingent rent has not been included in the above table.

### 28. 承擔(續)

#### (b) 經營租賃承擔(續)

根據不可撤銷經營租賃之未來最低租賃付款總額如下：

As at 31 December 於十二月三十一日		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (經重列)
No later than 1 year	不遲於一年	103,101	100,545
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	149,423	203,590
Later than 5 years	遲於五年	3,090	928
		<b>255,614</b>	<b>305,063</b>

若干食店的經營租賃租金按固定租金及基於該等食店的銷售收入所釐定的或然租金兩者之間的較高者釐定。由於未能可靠釐定未來銷售收入，故相關或然租金未有計入上表。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, common significant influence or joint control.

Mr. Hung, members of key management and their close family members of the Group are also considered as related parties. In the opinion of the Directors, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and respective related parties.

#### 29. 重大關聯方交易

若一方有能力直接或間接控制另一方，或在作出財務及經營決策時能對另一方行使重大影響力，即被視為關聯方。倘若所涉各方均受制於同一控制、同一重大影響或共同控制，則亦被視為相互關聯。

洪先生、本集團的主要管理層成員及與其關係密切之家庭成員亦被認為關聯方。董事認為，關聯方交易於業務正常過程進行，並按本集團與各自關聯方磋商之條款進行。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

The following companies are related parties of the Group that had balances and/or transactions with the Group.

#### (a) Names and relationships with related parties

Name 名稱	Relationship 關係
Mr. Hung 洪先生	Controlling shareholder 控股股東
Shanghai Xiao Ducheng Food & Beverage Management Co., Ltd. ("Xiao Ducheng") 上海小都成餐飲管理有限公司(「小都成」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Zhaorong Investment Consulting Co., Ltd. ("Zhaorong") 上海兆榮投資諮詢有限公司(「兆榮」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Zhipeng Food & Beverage Management Co., Ltd. ("Zhipeng") 上海致鵬餐飲管理有限公司(「致鵬」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Tao Huayuan Food & Beverage Management Co., Ltd. ("Tao Huayuan") 上海桃花源餐飲管理有限公司(「桃花源」)	Controlled by Ms. Hung (Mr. Hung's elder sister) 由洪女士(洪先生之長姊)控制
Zhenwei (Shanghai) International Trading Co., Ltd. ("Zhenwei") 甄味(上海)國際貿易有限公司(「甄味」)	Controlled by Ms. Hung (Mr. Hung's elder sister) 由洪女士(洪先生之長姊)控制
Ma Shuaixiang 馬師翔	Shareholder of a non-wholly owned subsidiary 非全資附屬公司的股東
Shanghai Arabica Coffee Co Ltd ("Arabica") Shanghai Arabica Coffee Co Ltd (「Arabica」)	Controlled by the controlling shareholder 由控股股東控制

### 29. 重大關聯方交易(續)

下列公司為本集團之關聯方與本集團有結餘及／或交易。

#### (a) 名稱及與關聯方關係

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (b) Significant transactions with related parties

##### (i) Purchases of goods

Zhipeng  
Zhenwei

致鵬  
甄味

1,785  
21

1,806

##### (ii) Key management compensation

Key management includes the executive director, Mr. Hung, and certain executives of the Group who have important role in making operational and financial decisions. The compensation paid or payable to key management for employee services is shown below:

Wages and salaries  
Discretionary bonuses  
Defined contribution plan and  
other social security costs

工資及薪金  
酌情花紅  
界定供款計劃及其他  
社會保障成本

1,378  
—

180

1,558

1,563  
91

114

1,768

### 29. 重大關聯方交易(續)

#### (b) 與關聯方的重大交易

##### (i) 購買貨品

Year ended 31 December  
截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
1,785	—
21	—
1,806	—

##### (ii) 關鍵管理人員薪酬

關鍵管理人員包括本集團執行董事洪先生及若干行政人員，彼等在營運及財務決策上擔任要職。就僱員服務已付或應付關鍵管理人員的薪酬載列如下：

Year ended 31 December  
截至十二月三十一日止年度

2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
1,378	1,563
—	91
180	114
1,558	1,768

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (b) Significant transactions with related parties (Continued)

#### (iii) Loans granted to related parties during the years

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Mr. Hung	洪先生	13,572	7,540
Xiao Ducheng	小都成	1,037	2,357
Zhaorong	兆榮	—	1,048
Zhipeng	致鵬	—	800
		<b>14,609</b>	<b>11,745</b>

#### (iv) Interest income on financing provided for related parties (Note 11)

		Year ended 31 December 截至十二月三十一日止年度	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)
Mr. Hung	洪先生	1,724	4,034
Xiao Ducheng	小都成	100	256
		<b>1,824</b>	<b>4,290</b>

### 29. 重大關聯方交易(續)

#### (b) 與關聯方的重大交易(續)

#### (iii) 年內授予關聯方的貸款

#### (iv) 向關聯方提供融資所得 利息收入(附註11)

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (c) Balances with related parties

##### (i) Included in trade payables — (trade related)

Zhenwei

甄味

11

—

##### (ii) Included in prepayments and other receivables

Loans to related parties — (non-trade related)  
(Note 18)

Mr. Hung

洪先生

—

74,469

Xiao Ducheng

小都成

—

3,580

—

78,049

The balances of Mr. Hung and Xiao Ducheng represented the loans made by the Group to them. The loans have no fixed terms of repayment and are repayable on demand. The loans bear interest at 6% per annum for the year.

洪先生及小都成的結餘指本集團向彼等作出的貸款。貸款並無固定還款期，須應要求償還。貸款於本年度的年利率為6%。

### 29. 重大關聯方交易(續)

#### (c) 與關聯方的結餘

##### (i) 計入貿易應付款項 — (貿易相關)

Year ended 31 December

截至十二月三十一日止年度

2018

2017

二零一八年

二零一七年

RMB'000

RMB'000

人民幣千元

人民幣千元

(Restated)

(經重列)

##### (ii) 計入預付款項及其他應收款項

向關聯方提供貸款 — (非貿易相關)(附註18)

Year ended 31 December

截至十二月三十一日止年度

2018

2017

二零一八年

二零一七年

RMB'000

RMB'000

人民幣千元

人民幣千元

(Restated)

(經重列)

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (c) Balances with related parties (Continued)

##### (ii) Included in prepayments and other receivables (Continued)

Other receivables and prepayments due from  
related parties — other receivables (non-trade  
related) (Note 18)

Mr. Hung	洪先生
Arabica	Arabica
Tao Huayuan	桃花源
Zhenwei	甄味
Zhaorong	兆榮
Zhipeng	致鵬

Other receivables from related parties are  
unsecured, interest-free and have no fixed terms of  
repayment. No provisions were made against  
receivables from related parties.

### 29. 重大關聯方交易(續)

#### (c) 與關聯方的結餘(續)

##### (ii) 計入預付款項及其他應收 款項(續)

應收關聯方其他款項及  
預付款項 — 其他應收款  
項(非貿易相關)(附註18)

#### Year ended 31 December 截至十二月三十一日止年度

<b>2018</b>	2017
二零一八年	二零一七年
<b>RMB'000</b>	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(經重列)

	<b>722</b>	—
	<b>1,625</b>	—
	<b>24</b>	74
	<b>69</b>	69
	<b>226</b>	1,048
	<b>—</b>	800
	<b>2,666</b>	1,991

應收關聯方其他款項為無抵  
押、不計息及無固定還款  
期。並無就應收關聯方之款  
項作出撥備。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 29. SIGNIFICANT RELATED PARTY TRANSACTIONS (Continued)

#### (c) Balances with related parties (Continued)

##### (ii) Included in prepayments and other receivables (Continued)

Included in other receivables and prepayments  
due from related parties — prepayments  
(trade related) (Note 18)

Zhenwei 甄味

##### (iii) Included in other payables and accruals — (non trade related) (Note 23)

Ma Shuaixiang 馬師翔  
Zhipeng 致鵬

The payables due to related parties are unsecured,  
interest-free and are repayable on demand.

### 29. 重大關聯方交易(續)

#### (c) 與關聯方的結餘(續)

##### (ii) 計入預付款項及其他應收 款項(續)

計入應收關聯方的其他款  
項及預付款項 — 預付款  
項(貿易相關)(附註18)

#### Year ended 31 December 截至十二月三十一日止年度

2018	2017
二零一八年	二零一七年
RMB'000	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(經重列)

147

—

##### (iii) 計入其他應付款項及應計 費用 — (非貿易相關)(附 註23)

#### Year ended 31 December 截至十二月三十一日止年度

2018	2017
二零一八年	二零一七年
RMB'000	RMB'000
人民幣千元	人民幣千元
	(Restated)
	(經重列)

1,029

—

219

—

1,248

—

應付關聯方款項為無抵押、  
不計息及按要求償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 30. ACQUISITION OF THE COMPANY

As disclosed in note 2.1, the Company allotted and issued to the vendor 3,789,375,000 Consideration Shares and Consideration Convertible Bonds in the aggregate principal amount of approximately HK\$129,470,000 which entitled the holders to convert into 1,263,125,000 conversion shares in full based on the initial conversion price of HK\$0.1025 per conversion share as consideration for acquiring the entire equity interest of Longhui International Catering Management Holdings Limited on 4 July 2018. The substance of the Acquisition is a reverse acquisition of the Company and as a result, the Acquisition is accounted for as such under IFRS 3. The Consideration Shares and Consideration Convertible Bonds allotted and issued to effect the Acquisition are measured at their fair values at the date of completion of the Acquisition but are not accounted for as Deemed Consideration for the Acquisition as the Acquisition is accounted for as reverse acquisition of the Company rather than as acquisition of the Legal Acquiree.

The fair value of the consideration was determined based on the number of the Company's shares outstanding immediately prior to the Acquisition and the share price of the Company immediately upon the trading resumption of the Company's share on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), which was determined using the published share price available on 6 July 2018 amounted to HK\$0.29 per share and the number of the Company's shares outstanding immediately prior to the Acquisition of 1,364,175,000 shares. Accordingly, the Deemed Consideration for the Acquisition is approximately HK\$395,611,000 (equivalent to approximately RMB334,246,000). The fair value hierarchy of the input (i.e. share price of the Company) to determine fair value of the Deemed Consideration is categorised under Level 1 by reference to the quoted bid price of the Company in an active market.

### 30. 收購公司

如附註2.1披露，本公司向賣方配發及發行3,789,375,000股代價股份及代價可換股債券，本金總額約為129,470,000港元，賦予持有人權利可根據初步轉換價每股轉換股份0.1025港元悉數轉換為1,263,125,000股轉換股份，作為於二零一八年七月四日收購龍輝國際餐飲管理控股有限公司全部股權的代價。收購事項的性質屬於本公司的反收購，因此，收購事項根據國際財務報告準則第3號入賬作為反收購。為落實收購事項而配發及發行的代價股份及代價可換股債券按其於收購事項完成日期的公平值計量，但並無入賬作為收購事項的視作代價，因為收購事項入賬作為本公司的反收購，而非作為收購法定被收購方。

代價的公平值乃根據本公司緊接收購事項前發行在外的股份數目及本公司緊隨本公司股份於香港聯合交易所有限公司（「聯交所」）恢復買賣後的股價釐定，後者採用二零一八年七月六日的公佈股價每股0.29港元及本公司緊接收購事項前發行在外的股份數目1,364,175,000股釐定。因此，收購事項的視作代價約為395,611,000港元（相當於約人民幣334,246,000元）。釐定視作代價公平值的輸入數據（即本公司股價）的公平值層級參考本公司於活躍市場的報價歸入第1級。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 30. ACQUISITION OF THE COMPANY (Continued)

The fair values of the identifiable assets and liabilities of the Company deemed acquired or assumed upon the Acquisition are set out as follows:

#### 30. 收購公司(續)

於收購事項後視作獲得或承擔的本公司可識別資產及負債的公平值載列如下：

		RMB'000 人民幣千元
Net assets acquired	已收購資產淨值	
Bank and cash balances	銀行及現金結餘	81,394
Prepayments	預付款項	127
Trade receivables	貿易應收款項	20
Other payables	其他應付款項	(37,578)
		43,963
		RMB'000 人民幣千元
Deemed Consideration effectively transferred	已實際轉讓的視作代價	334,246
Add: Convertible bond liability component	加：可換股債券負債部分	71,848
Add: Convertible bond equity component	加：可換股債券權益部分	37,539
Less: Fair value of identifiable net assets of the Company	減：本公司可識別資產淨值的公平值	(43,963)
		65,424
Deemed listing expenses arising on the Acquisition	收購事項產生的視作上市開支	399,670
		RMB'000 人民幣千元
Net cash inflow in respect of the reverse acquisition	就反收購的現金流入淨額	
Bank and cash balances	銀行及現金結餘	81,394

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 31. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and noncash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 31. 融資活動產生負債的對賬

下表詳列本集團因融資活動而產生的負債變動，包括現金及非現金變動。融資活動產生的負債指於本集團合併現金流量表中過去已分類為或將來會分類為融資活動產生的現金流量的融資活動現金流量。

		Borrowings (current) 借貨 (流動) RMB'000 人民幣千元	Borrowings (non-current) 借貨 (非流動) RMB'000 人民幣千元	Interest payable 應付利息 RMB'000 人民幣千元	Convertible bonds liabilities 可換股 債券負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	—	44,725	—	—	44,725
Interest accrued	應計利息	—	(2,930)	2,610	—	(320)
Interest paid	已付利息	—	—	(2,610)	—	(2,610)
At 1 January 2018	於二零一八年一月一日	—	41,795	—	—	41,795
Proceeds from borrowings	借貨所得款項	22,430	—	—	—	22,430
Issue of Consideration Convertible Bonds	發行的代價 可換股債券	—	—	—	71,848	71,848
Imputed interest recognised	已確認應計利息	—	—	—	1,044	1,044
Repayment of borrowings	償還借貨	—	(41,795)	—	—	(41,795)
Interest accrued	應計利息	—	—	1,637	—	1,637
Interest paid	已付利息	—	—	(1,637)	—	(1,637)
<b>At 31 December 2018</b>	<b>於二零一八年 十二月三十一日</b>	<b>22,430</b>	<b>—</b>	<b>—</b>	<b>72,892</b>	<b>95,322</b>

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 32. CONVERTIBLE BONDS

The liability and equity components of the Consideration Convertible Bonds recognized in the consolidated statement of financial position were calculated as follows:

		Liability component 債務部分 RMB'000 人民幣千元	Equity component 權益部分 RMB'000 人民幣千元
At 1 January 2017, 31 December 2017 and 1 January 2018	於二零一七年一月一日、 二零一七年 十二月三十一日 及二零一八年一月一日	—	—
Issue of the Consideration Convertible Bonds	發行代價可換股債券	71,848	37,539
Deferred tax liabilities recognised (Note 26)	已確認遞延稅項負債 (附註26)	—	(6,707)
Imputed interest recognised (Note 11)	已確認應計利息(附註11)	1,044	—
At 31 December 2018	於二零一八年十二月 三十一日	72,892	30,832

On 4 July 2018, the Company issued the Consideration Convertible Bonds, which is 5-year, zero coupon and in the aggregate principal amount of approximately HK\$129,470,000 (equivalent to approximately RMB109,388,000) to the vendors, including Mr. Hung Shui Chak, Ms. Hung Ying, Mr. Ho, Roy Poon Kwong, Mr. So Kam Chuen and Ms. Sezto Yuen Man (collectively the "Vendors"), as part of the consideration of the Acquisition. Pursuant to the terms and conditions of the acquisition agreement, the Consideration Convertible bonds are convertible into the Company's shares at the initial conversion price of HK\$0.1025 per conversion share (subject to adjustments). The conversion period is 5 years from the date of issue of the Consideration Convertible Bonds.

The bondholder could convert the principal amount outstanding under the Consideration Convertible Bonds registered in its names into the Company's shares subject to the terms and conditions.

#### 32. 可換股債券

於綜合財務狀況表確認的代價可換股債券的負債及權益部分按下文計算：

於二零一八年七月四日，本公司向賣方（包括洪瑞澤先生、洪瑩女士、何磐光先生、蘇錦存先生及司徒婉雯女士）（統稱「賣方」）發行代價可換股債券，為五年、零票面息率及本金總額約129,470,000港元（相當於約人民幣109,388,000元），作為收購事項的代價。根據收購協議的條款及條件，代價可換股債券可初步轉換價每股轉換股份0.1025港元（可予調整）轉換為本公司股份。轉換期間為代價可換股債券發行日期起計五年。

債券持有人可將其名義登記的代價可換股債券的未轉換本金額轉換為本公司股份，惟受限於條款及條件。

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 32. CONVERTIBLE BONDS (Continued)

Any amount of the Consideration Convertible Bonds which is converted will forthwith be cancelled. Certificate in respect of the Consideration Convertible Bonds cancelled will be forwarded to or to the order of the Company and the Consideration Convertible Bonds may not be reissued or resold. Any amount of the bonds which remains outstanding on the maturity date shall be redeemed at its then outstanding principal amount. The Company shall not be entitled to redeem any part of the Consideration Convertible Bonds prior to the maturity date.

The Consideration Convertible Bonds contained two components, liability and equity component. The fair value of the liability component was calculated using an effective interest rate of 9.41% per annum for instruments of comparable credit status. The residual amount, representing the value of the equity component, has been included in the convertible bonds reserve under the consolidated statement of change in equity.

### 32. 可換股債券 (續)

代價可換股債券獲兌換的任何金額將隨即註銷。所有已註銷代價可換股債券之證書將送呈本公司或由本公司掌管，而該等代價可換股債券均不會重新發行或重售。於到期日仍未兌換的可換股債券之任何金額須按當時未兌換本金額予以贖回。於到期日前，本公司不得贖回代價可換股債券的任何部分。

代價可換股債券包含兩個部分，即債務部分及權益部分。債務部分的公平值乃按可資比較信貸狀況的工具的實際年利率9.41%計算。餘值(即權益部分的價值)已計入綜合權益變動表的可換股債券儲備。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 33. DISPOSAL OF SUBSIDIARIES

On 4 July 2018, the Group disposed of its 100% equity interest in Global Milk, together with its subsidiaries (collectively referred to as "Global Milk Group") to an independent third party at a cash consideration of HK\$1.

As disclosed in the financial statements of the Company in previous years, the directors of the Company at that material time have been unable to (i) locate complete books and records of Global Milk; and (ii) get access to the books and records of its subsidiaries incorporated in the PRC. The directors of the Company have used its best effort, to the extent commercially practicable, to reconstruct the accounting records of the Global Milk Group for the previous years applying the best estimates and judgement based on the information that are available to the directors of the Company. However, given substantial portion of the books and records could not be located or accessed and the previous management of the Company did not response to the new management's request, the directors of the Company at that material time concluded that it is impossible and impractical to ascertain the transactions and balances of the Company and the Global Milk Group for inclusion in the financial statements of the Company since the year ended 31 December 2011.

Given the above circumstances, the directors of the Company at that material time has not consolidated the financial statements of the Global Milk Group (collectively referred to as the "De-consolidated Subsidiaries") and no consolidated financial statements of the Company were prepared since the year ended 31 December 2011. As such, the results, assets and liabilities of the De-consolidated Subsidiaries have not been included into the financial statements of the Company since 1 January 2011. The resulting loss on de-consolidation of approximately RMB1,583,093,000, which is determined based on the net asset value of the De-consolidated Subsidiaries as at 1 January 2011 has been recognised in the statement of profit or loss and other comprehensive income of the Company during the year ended 31 December 2011.

#### 33. 出售附屬公司

於二零一八年七月四日，本集團出售其於 Global Milk 連同其附屬公司（統稱「Global Milk 集團」）的 100% 權益予獨立第三方，現金代價為 1 港元。

誠如過往年度的財務報表所披露，鑑於本公司於有關時間的董事未能 (i) 找到 Global Milk 之完整賬冊及記錄；及 (ii) 查閱於中國註冊成立的附屬公司之賬冊及記錄。本公司董事已在商業上屬切實可行之情況下竭盡所能重構 Global Milk 集團於過往年度之會計記錄，根據本公司董事可得之資料應用最佳估計及判斷。然而，由於無法找到或查閱大部分賬冊及記錄，而本公司前任管理層並無回應新管理層之要求，本公司於有關時間的董事斷定本公司及 Global Milk 集團之交易及結餘以載入本公司自截至二零一一年十二月三十一日止年度的財務報表屬不可能及不可行。

鑑於上述情況，本公司於相關時間的董事並無將 Global Milk 集團（統稱「取消綜合入賬附屬公司」）之財務報表簡明入賬及概無編製本公司自截至二零一一年十二月三十一日止年度起之綜合財務報表。因此，自二零一一年一月一日起，取消綜合入賬附屬公司之業績、資產及負債並無計入本公司之財務報表。取消綜合入賬產生的虧損約人民幣 1,583,093,000 元（根據取消綜合入賬附屬公司於二零一一年一月一日的資產淨值釐定）已於本公司截至二零一一年十二月三十一日止年度的損益及其他全面收益表確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 34. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY 34.有關本公司財務狀況表的資料

#### STATEMENT OF FINANCIAL POSITION

#### 財務狀況表

At 31 December 2018	於二零一八年十二月三十一日	Notes 附註	As at 31 December 2018 於二零一八年 十二月三十一日 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in subsidiaries	附屬公司投資		437,549
<b>Current assets</b>	<b>流動資產</b>		
Trade and other receivables	貿易及其他應收款項		55,996
Prepayment	預付款項		105
Bank balances and cash	銀行結餘及現金		17,355
			73,456
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible bonds	可換股債券		72,892
Deferred tax liabilities	遞延稅項負債		6,707
			79,599
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用		32,987
<b>Net current assets</b>	<b>流動資產淨值</b>		40,469
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		478,018
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	21	87
Reserves	儲備		398,332
<b>Total equity</b>	<b>總權益</b>		398,419

The Company's statement of financial position was approved and authorised for issue by the board of directors on 29 March 2019 and are signed on its behalf by:

本公司的財務狀況表乃於二零一九年三月二十九日經董事會批准及授權刊發，並由以下董事代表簽署：

**Hung Shui Chak**  
洪瑞澤  
Director  
董事

**Yuan Miangjie**  
袁明捷  
Director  
董事

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 34. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

### 34. 有關本公司財務狀況表的資料 (續)

#### Movement in the Company's reserves

#### 本公司儲備的變動

		Share premium	Convertible bond reserve	Other reserve	Exchange reserve	(Accumulated loss)/retained earnings	Total
		股份溢價	可換股債券儲備	其他儲備	匯兌儲備	(累計虧損)/保留盈利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 4 July 2018 (date of the Acquisition)	於二零一八年七月四日 (收購日期)	453,075	30,832	(118,137)	—	36,056	401,826
Loss for the year	年內虧損	—	—	—	—	(5,007)	(5,007)
Other comprehensive income for the year	年內其他全面收益	—	—	—	1,513	—	1,513
Total comprehensive expense for the year	年內全面開支總額	—	—	—	1,513	(5,007)	(3,494)
At 31 December 2018	於二零一八年十二月三十一日	453,075	30,832	(118,137)	1,513	31,049	398,332

The Directors are unable to obtain the pre-acquisition financial information of the Company upon the completion of the Acquisition and the Directors considered that excessive costs would be incurred with no additional value to recompile the pre-acquisition financial information of the Company and therefore, the statement of financial position of the Company as of 31 December 2017 and the movement in the Company's reserves for the period from 1 January 2017 to 4 July 2018 have not been disclosed in these consolidated financial statements.

收購完成時，董事未能取得本公司的收購前財務資料及董事認為重新編製本公司收購前財務資料會產生過高成本而不會增加價值，因此，本公司於二零一七年十二月三十一日的財務狀況及本公司於二零一七年一月一日至二零一八年七月四日期間的儲備並無於該等綜合財務報表披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2018 and 2017 are set out below:

### 35. 附屬公司詳情

本集團於二零一八年及二零一七年十二月三十一日的主要附屬公司詳情列載如下

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營運地點	Registered paid up capital 註冊繳足股本	Proportion of equity interest and voting power held by the Company				Principal activities 主要活動
			Directly 直接		Indirectly 間接		
			2018	2017	2018	2017	
			二零一八年 %	二零一七年 %	二零一八年 %	二零一七年 %	
Longhui International Catering Management Holdings Limited 龍輝國際餐飲管理控股有限公司	Cayman Islands 開曼群島美元	USD1 1美元	100.0	—	—	—	Investment holding 投資控股
Fuze Developments Limited 富澤發展有限公司	BVI 英屬處女群島	USD1 1美元	—	100.0	100.0	—	Investment holding 投資控股
Dragonfair International Limited 龍輝國際有限公司	BVI 英屬處女群島	USD1 1美元	—	100.0	100.0	—	Investment holding 投資控股
Max Composed Global Investments Limited 兆泰環球投資有限公司	BVI 英屬處女群島	USD1 1美元	—	—	100.0	100.0	Investment holding 投資控股
Billion Express International Limited 億通國際有限公司	Hong Kong 香港	HKD1,000 1,000港元	—	—	100.0	100.0	Investment holding 投資控股
Grand Rock International Limited 錦石國際有限公司	BVI 英屬處女群島	USD1 1美元	—	—	100.0	100.0	Investment holding 投資控股
Creative Corporate Development Limited 創盈企業發展有限公司	BVI 英屬處女群島	USD1 1美元	—	—	100.0	100.0	Investment holding 投資控股
Billion Great International Limited 億高國際有限公司	Hong Kong 香港	HKD10,000 10,000港元	—	—	100.0	100.0	Investment holding 投資控股
Shanghai Qiaowei Investment Consulting Company Limited 上海喬威投資諮詢有限公司	The PRC 中國	USD2,160,000 2,160,000美元	—	—	100.0	100.0	Investment holding 投資控股



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. PARTICULARS OF SUBSIDIARIES (Continued) 35. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operations 註冊成立/註冊及 營運地點	Registered paid up capital 註冊繳足股本	Proportion of equity interest and voting power held by the Company				Principal activities 主要活動
			Directly 直接		Indirectly 間接		
			2018 二零一八年 %	2017 二零一七年 %	2018 二零一八年 %	2017 二零一七年 %	
Shanghai Longhui Catering Management Company Limited 上海龍輝餐飲管理有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	—	—	100.0	100.0	Provision of food and beverage service 提供餐飲服務
Wuhun Huige Catering Management Company Limited 武漢輝哥火鍋餐飲有限公司	The PRC 中國	RMB993,471 人民幣993,471元	—	—	100.0	100.0	Provision of food and beverage services 提供餐飲服務
Beijing Huige Catering Management Company Limited 北京輝哥餐飲管理有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	—	—	100.0	100.0	Provision of food and beverage service 提供餐飲服務
Shanghai Huige Seafood Hotpot Catering Company Limited 上海輝哥海鮮火鍋餐飲有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	—	—	100.0	100.0	Provision of food and beverage service 提供餐飲服務
Hefei Huige Catering Management Company Limited 合肥輝哥餐飲管理有限公司	The PRC 中國	RMB2,000,000 人民幣2,000,000元	—	—	70.0	70.0	Provision of food and beverage service 提供餐飲服務

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 35. PARTICULARS OF SUBSIDIARIES (Continued) 35. 附屬公司詳情 (續)

The table below shows details of non-wholly owned subsidiary of the Group that have material non-controlling interest:

下表列載擁有重大非控股權益的本集團非全資附屬公司：

Name of subsidiary	附屬公司名稱	Proportion of ownership interests and voting rights held by non-controlling interest		Loss allocated to non-controlling interest		Accumulated non-controlling interest	
		非控股權益持有的擁有權益及投票權比例	2018 二零一八年	2017 二零一七年	分配至非控股權益的虧損	2018 二零一八年	2017 二零一七年
		%	%	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Hefei Huijie Catering Management Company Limited	合肥輝哥餐飲管理有限公司	30.0	30.0	533	23	44	577

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關擁有重大非控股權益的本集團附屬公司的財務資料概要列載如下。以下財務資料概要表示集團內公司間對銷前金額。

At 31 December 2018		Hefei Huijie Catering Management Company Limited 合肥輝哥餐飲管理有限公司
		RMB'000 人民幣千元
Current assets	流動資產	2,139
Non-current assets	非流動資產	4,424
Current liabilities	流動負債	(5,408)
Non-current liabilities	非流動負債	(1,009)
Equity attributable to owners of the Company	本公司擁有人應佔權益	102
Non-controlling interest	非控股權益	44

於二零一八年  
十二月三十一日

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

#### 35. PARTICULARS OF SUBSIDIARIES (Continued) 35. 附屬公司詳情 (續)

For the year ended 31 December 2018	截至二零一八年 十二月三十一日止年度	Hefei Huije Catering Management Company Limited 合肥輝哥餐飲 管理有限公司 RMB'000 人民幣千元
Revenue	收益	3,977
Expenses	開支	(3,953)
Loss for the year	年內虧損	1,777
Loss attributable to the owners of the Company	本公司擁有人應佔虧損	1,244
Loss attributable to non-controlling interest	非控股權益應佔虧損	533
Loss for the year	年內虧損	1,777
Other comprehensive income attributable to the owners of the Company	本公司擁有人應佔其他全面收益	—
Other comprehensive income attributable to non-controlling interest	非控股權益應佔其他全面收益	—
Other comprehensive income for the year	年內其他全面收益	—
Total comprehensive loss attributable to the owners of the Company	本公司擁有人應佔全面虧損總額	1,244
Total comprehensive loss attributable to the non-controlling interest	非控股權益應佔全面虧損總額	533
Total comprehensive loss	全面虧損總額	1,777
Net cash inflow from operating activities	經營活動現金流入淨額	717
Net cash outflow from investing activities	投資活動現金流出淨額	(290)
Net cash inflow from financing activities	融資活動現金流入淨額	2
Net cash inflow	現金流入淨額	429

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

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

### 36. COMPARATIVES

Certain comparative amounts have been reclassified to conform to the current year's presentation. In the opinion of the Directors, such reclassification provides a more appropriate presentation of the Group's business segments.

The Group has initially applied IFRS 15 and IFRS 9 at 1 January 2018. Under the transition method, comparative information is not restated. Further details of the changes in accounting policies as disclosed in Note 2.

### 36. 比較數字

若干比較賬目已經重新分類以與本年度之呈列一致。董事認為，該等重新分類可更恰當地呈列本集團之業務分部。

集團已於二零一八年一月一日首次應用國際財務報告準則第15號及國際財務報告準則第9號。根據過渡方法，並無重列比較資料。有關會計政策變動的進一步詳情於附註2披露。

## Financial Summary 財務概要

### RESULTS

### 業績

Year ended 31 December  
截至十二月三十一日止年度

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)	2016 二零一六年 RMB'000 人民幣千元 (Restated) (經重列)	2015 二零一五年 RMB'000 人民幣千元 (Restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Revenue	收益	624,707	700,432	707,311	716,199	516,111
(Loss)/profit before tax	除稅前(虧損)/溢利	(462,253)	37,799	54,822	52,858	9,845
Income tax credit/(expense)	所得稅抵免/(開支)	10,625	(12,147)	(16,319)	(16,315)	(4,435)
(Loss)/profit for the year	本公司擁有人應佔年內(虧損)/溢利	(451,628)	25,652	38,503	36,543	5,410
Attributable to:	以下各方應佔:					
Owners of the Company	本公司擁有人	(451,095)	25,675	38,503	36,543	5,410
Non-controlling interests	非控股權益	(533)	(23)	—	—	—
(Loss)/profit for the year	年內(虧損)/溢利	(451,628)	25,652	38,503	36,543	5,410

### ASSETS AND LIABILITIES

### 資產與負債

At 31 December  
於十二月三十一日

		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元 (Restated) (經重列)	2016 二零一六年 RMB'000 人民幣千元 (Restated) (經重列)	2015 二零一五年 RMB'000 人民幣千元 (Restated) (經重列)	2014 二零一四年 RMB'000 人民幣千元 (Restated) (經重列)
Total assets	資產總額	323,450	388,873	387,561	309,256	225,472
Total liabilities	負債總額	(360,083)	(338,509)	(328,069)	(288,266)	(241,027)
Non-controlling profits	非控股權益	(44)	(577)	—	—	—
Shareholder's funds	股東資金	(36,677)	49,787	59,492	20,990	(15,555)

The summary above does not form part of the audited consolidated financial statements.

上述概要並不構成經審核綜合財務報表的一部分。

Longhui International Holdings Limited  
龍輝國際控股有限公司