



合興集團控股有限公司

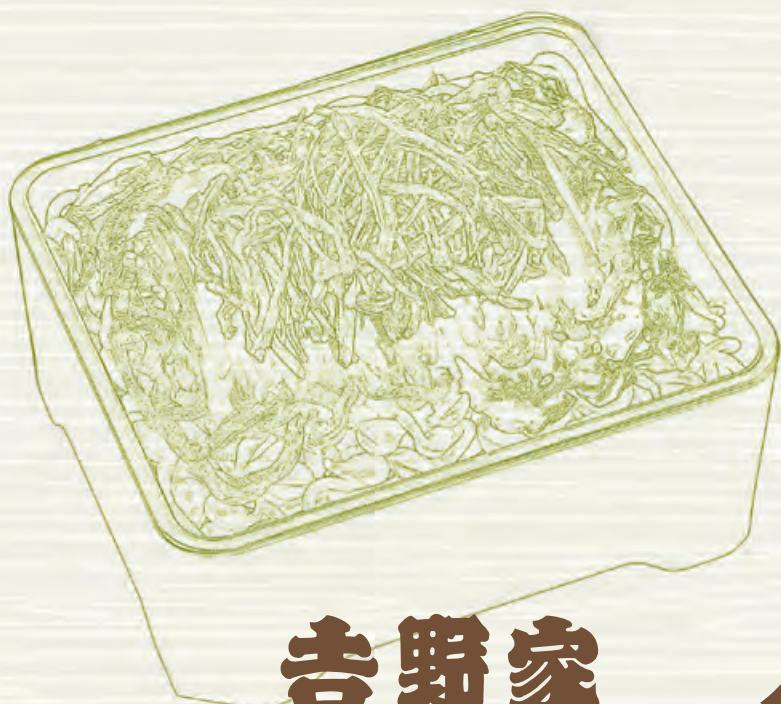
HOP HING GROUP HOLDINGS LIMITED

(於開曼群島註冊成立之有限公司) 股份代號: 47

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 47





吉野家
YOSHINOYA

DQ Dairy
Queen



芳叔

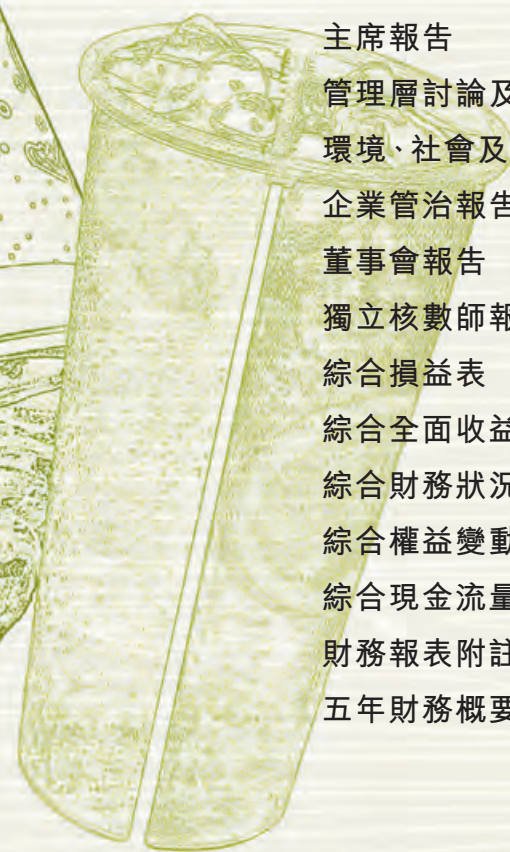
野叶子

茶+可可
Chatting



目錄 Contents

公司資料	Corporate Information	2
財務摘要	Financial Highlights	4
主席報告	Chairman's Statement	8
管理層討論及分析	Management Discussion and Analysis	12
環境、社會及管治報告	Environmental, Social and Governance Report	31
企業管治報告	Corporate Governance Report	45
董事會報告	Report of the Directors	58
獨立核數師報告	Independent Auditor's Report	73
綜合損益表	Consolidated Income Statement	80
綜合全面收益表	Consolidated Statement of Comprehensive Income	81
綜合財務狀況表	Consolidated Statement of Financial Position	82
綜合權益變動表	Consolidated Statement of Changes in Equity	84
綜合現金流量表	Consolidated Statement of Cash Flows	86
財務報表附註	Notes to Financial Statements	88
五年財務概要	Five Year Financial Summary	175



公司資料

Corporate Information



董事

獨立非執行董事

司徒振中 (主席)
史習陶
石禮謙
溫世昌

非執行董事

林鳳明

執行董事

洪明基 (行政總裁)
黃國英

審核委員會

溫世昌 (主席)
司徒振中
史習陶

薪酬委員會

史習陶 (主席)
司徒振中
石禮謙

提名委員會

司徒振中 (主席)
石禮謙
洪明基

榮譽主席

洪克協

公司秘書

黃國英

核數師

安永會計師事務所
執業會計師

律師

何韋律師行
高露雲律師行

主要往來銀行

香港上海滙豐銀行有限公司
滙豐銀行 (中國) 有限公司
中國銀行 (香港) 有限公司

DIRECTORS

Independent Non-Executive Directors

Seto Gin Chung, John (Chairman)
Sze Tsai To, Robert
Shek Lai Him, Abraham
Wan Sai Cheong, Joseph

Non-Executive Director

Lam Fung Ming, Tammy

Executive Directors

Hung Ming Kei, Marvin (Chief Executive Officer)
Wong Kwok Ying

AUDIT COMMITTEE

Wan Sai Cheong, Joseph (Chairman)
Seto Gin Chung, John
Sze Tsai To, Robert

REMUNERATION COMMITTEE

Sze Tsai To, Robert (Chairman)
Seto Gin Chung, John
Shek Lai Him, Abraham

NOMINATION COMMITTEE

Seto Gin Chung, John (Chairman)
Shek Lai Him, Abraham
Hung Ming Kei, Marvin

HONORARY CHAIRMAN

Hung Hak Hip, Peter

COMPANY SECRETARY

Wong Kwok Ying

AUDITOR

Ernst & Young
Certified Public Accountants

SOLICITORS

Howse Williams
Wilkinson & Grist

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
HSBC Bank (China) Company Limited
Bank of China (Hong Kong) Limited

主要股份登記及過戶處

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street
P. O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港股份登記及過戶分處

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17M樓

註冊辦事處

Clifton House
75 Fort Street
P. O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

主要營業地點

香港
新界
元朗
唐人新村
屏唐東街9號
合興大廈
2樓E及F室

網站

<http://www.hophing.com>

股份代號

47

PRINCIPAL REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Limited
Clifton House
75 Fort Street
P. O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

REGISTERED OFFICE

Clifton House
75 Fort Street
P. O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS

Flats E & F, 2/F
Hop Hing Building
9 Ping Tong Street East
Tong Yan San Tsuen
Yuen Long
New Territories
Hong Kong

WEBSITE

<http://www.hophing.com>

STOCK CODE

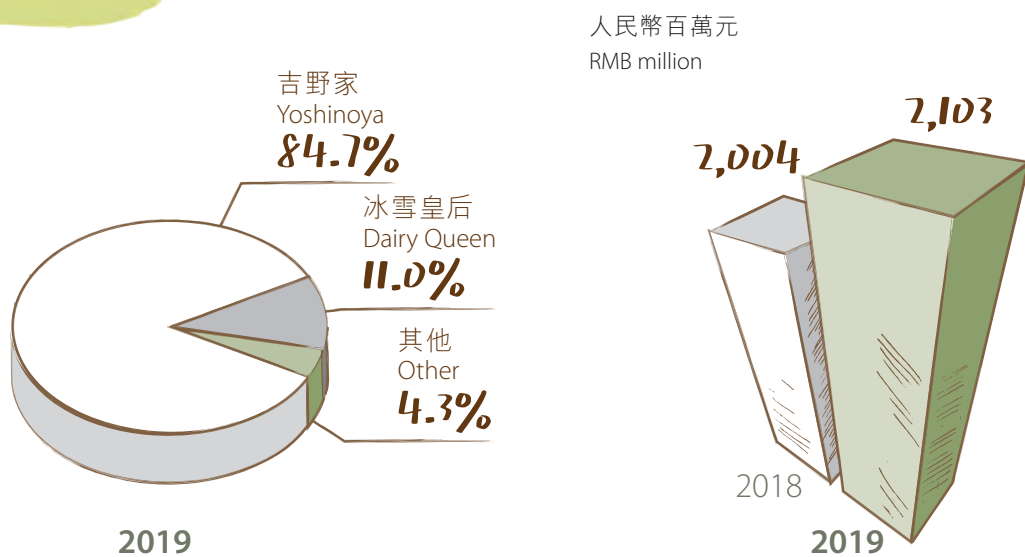
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財務摘要 Financial Highlights

截至二零一九年十二月三十一日止年度的營業額為人民幣2,103,000,000元，較去年的人民幣2,004,000,000元增加5%。

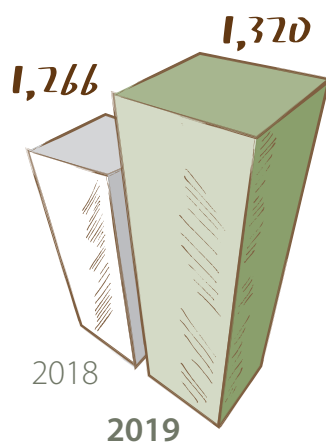
Turnover for the year ended 31 December 2019 was RMB2,103 million, increased by 5% compared to RMB2,004 million for the last year.

營業額 TURNOVER



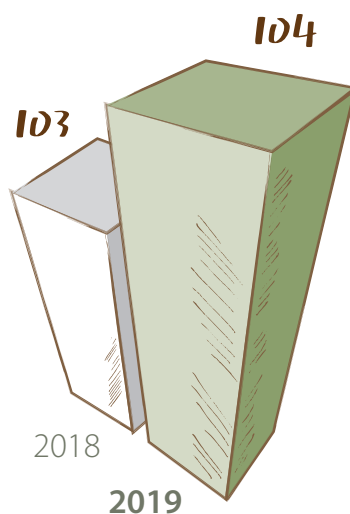
毛利 GROSS PROFIT

人民幣百萬元
RMB million

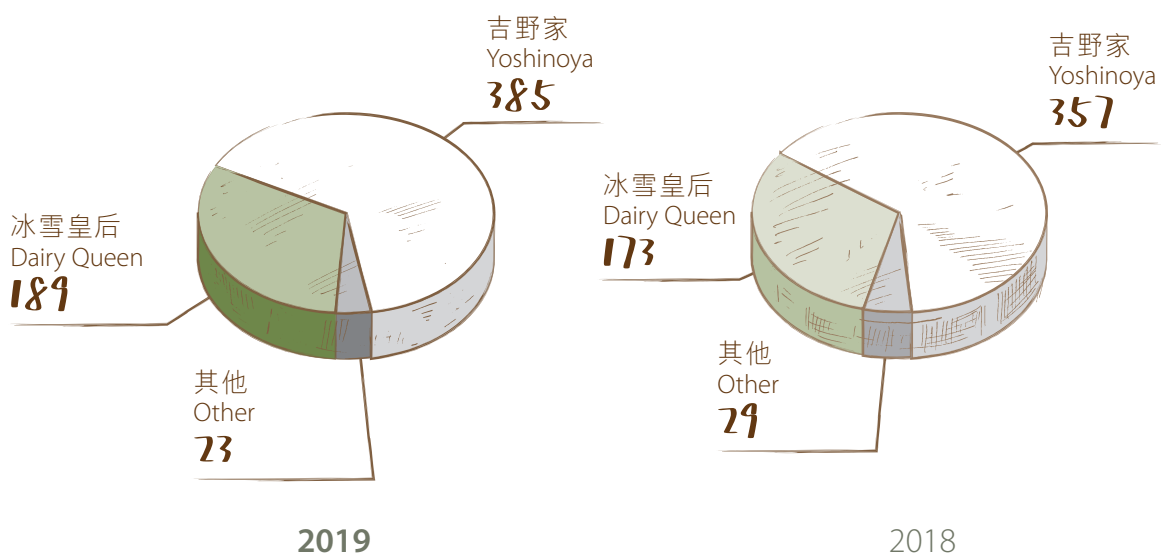


年度溢利
PROFIT FOR THE YEAR

人民幣百萬元
RMB million



店舖數目
NUMBER OF STORES





合興擁有在中國北部地區經營包括吉野家、冰雪皇后、芳叔及自主品牌野葉子及茶叮叮在內的快餐連鎖店之權利。營運範圍遍及中國北京市及天津市、河北省、遼寧省、黑龍江省、吉林省、河南省、山西省及陝西省及內蒙古自治區。

Hop Hing owns the rights to operate QSR chains, including Yoshinoya, Dairy Queen, Uncle Fong and self-developed brands “野葉子” and Chatting, in the northern part in the PRC. Operating areas span across Beijing and Tianjin municipalities, Hebei, Liaoning, Heilongjiang, Jilin, Henan, Shanxi and Shaanxi Provinces, and the Inner Mongolia Autonomous Region in the PRC.

385 吉野家店鋪 Yoshinoya Stores

吉野家

為著名的牛肉飯類品牌擁有超過一百年歷史

Yoshinoya is
A WELL-KNOWN
BEEF RICE BOWL
BRAND with over
100 years' history



189 冰雪皇后店鋪 Dairy Queen Stores

冰雪皇后

為受歡迎的冰淇淋品牌擁有超過七十年歷史

Dairy Queen
is A POPULAR
ICE-CREAM BRAND
with over 70 years'
history



23 其他店鋪 Other Stores



主席報告 Chairman's Statement



於回顧年內，中華人民共和國（「中國」）的內外部形勢日益複雜嚴峻。中美經貿衝突對經濟造成不利影響。豬肉價格連續上漲已對餐飲業（「餐飲業」）形成衝擊，而非洲豬瘟所引發的國內豬肉供應急劇減少則令形勢進一步惡化。儘管如此，承蒙管理團隊積極創新，合興得以克服不同障礙。

於二零一九年度，餐飲業規模持續擴大，外賣行業發展迅猛。餐飲行業的增長速度，吸引了更多跨界投資者參與競爭，進而改變了悠久的餐飲商業模式及刺激科技發展。但餐飲行業的長期問題依然存在，尤其是原材料、人工、租金及第三方外送平台收費持續上漲，繼續削減餐飲行業利潤空間。與此同時，餐飲業營運呈現日益數碼化、互聯網化、零售化的趨勢。如此發展形勢不利於一部分傳統餐飲經營者，促進行業整合。

During the year under review, the People's Republic of China (the "PRC") faced increasingly complex challenges, both at home and abroad. The Sino-US trade conflict affected negatively on the economy. The food and beverage (the "F&B") sector was hit by escalating prices on meats, and was further aggravated by the African swine fever which drastically reduced domestic pork supply. Nonetheless, our management team proactively embarked on measures that enabled Hop Hing to overcome various obstacles.

In 2019, the F&B sector continued to expand and the takeaway segment developed rapidly. Such growth attracted competitors from other industries, brought changes to the long-established catering enterprise business model and spurred technological development. However, long-standing issues remained, most notably the increasing cost of raw materials, labour, rent and third-party delivery platforms, all of which continued to erode profit margin. At the same time, operations became increasingly digitalised and internet-focused, as well as more retail-oriented. The combination of such developments placed certain traditional operators at a disadvantage, facilitating industry consolidation.

雖說「生命中唯一永恆不變的是變化本身」，然而在餐飲業還有另一條恆古不變的真理，那就是「美食和服務」乃成功的基礎。合興餐飲繼續秉承「不斷提升顧客滿意度」的宗旨。於二零一九年，本集團的銷售額和新開店舖仍然持續增長。合興財務共享中心及供應鏈公司的獨立運作推動了組織的凝聚力，使營運效率更高效。本集團一直將提升顧客滿意度作為首要優先事項，以分析顧客的反饋，積極改善產品、服務和業務流程。此外，我們已深化激勵計劃以激發店長的積極性。加大科技力量的投入，如自助點餐機、微信點餐小程序等，提升了我們的營運效率，繁忙時段尤其如此。升級顧客關係管理（CRM）系統令我們可針對顧客不同的喜好和需求開展精準的營銷。利用自有外送團隊的優勢，我們持續改善線上營銷和銷售，提升了外送收入。

While “change is the only constant in life”, another constant that remains true, particularly for the F&B industry, is that good food and services underpin success. At Hop Hing, we have continued to adhere to our principle of dedication to improving customer satisfaction. In 2019, both sales and number of new stores continued to grow. The independent operation of the Hop Hing financial shared service centre and supply chain subsidiary resulted in more cohesive operations throughout the organisational structure, resulting in greater efficiencies. As customer satisfaction has always been our top priority, the Group has actively improved its products, services and workflow by analyzing customer feedback. Furthermore, we have bolstered our incentive scheme to motivate our store managers. With increasing technological support, such as self-service ordering machines and WeChat ordering program, operational efficiency has improved, particularly during peak business hours. Our upgraded customer relationship management (CRM) system has allowed us to conduct targeted marketing and sales to different customers according to their preference and needs. Capitalising on our own delivery service team, we have improved online marketing and sales activities, consequently increasing related income.





在二零二零年，中國經濟仍將面臨諸多挑戰，其中最大的挑戰或將來自二零一九年底首度通報事例的新型冠狀病毒疫情。餐飲、娛樂等服務行業看似將受到致命打擊。中國政府已推出一系列包括放寬流動性、貸款扶持、稅務政策調整和社保延遲支付等政策，幫助企業緩解現金流的壓力，令更多企業能恢復活力，儘快復工復產。我們相信中國政府近期會陸續推出更多的減稅降費政策，促進消費，提升經濟增長。

與國內其他餐飲企業一樣，本集團在這次疫情中損失重大，若干店舖暫時停業。然而我們一直確保有一定數量的店舖正常營業，同時密切關注疫情動向，時刻將僱員與顧客的健康安全放在重要位置。在目前這個嚴峻的經營環境下，儘管已於二零二零年三月二十日刊發盈利預警，合興集團既有挑戰也有市場機遇。集團在二零二零年上半年會放慢開店的步伐，把資金集中在保障營運上。我們亦將與供應商一起共度時艱，通過各種努力抵抗疫情給集團帶來的資金壓力。同時根據政府的指引，我們會在安全可行情況下儘快重開受影響的店舖，且仍將以「顧客滿意度提升」作為本集團經營的基本準則，努力為消費者提供美味、安全、健康的產品以及讓顧客滿意的優質服務。隨著消費者對美味便利的家常菜的需求日益熱切，本集團已推出全新的「家庭廚房」產品線，其涵蓋定型包裝食品 and 「無接觸」外送服務。本集團還將繼續拓展產品線，提供更多樣化的選擇，並將依託裝備齊全的店舖網絡支持外送服務。在重點改善核心產品品質的同時，我們亦會增加供應「物超所值」的新產品種類，以可負擔的價格滿足顧客多樣化和極致化的需求，實踐我們以顧客需求為中心的經營戰略和指導方針。此外，我們將增加科技的投資，建設數據分析平台，高效精確分析顧客需求，根據市場需求及時調整企業的經營策略。我們亦將繼續推進激勵計劃，做好業務流程精簡，提升整體營運效率。

In 2020, the PRC economy is expected to face various continuing challenges, but perhaps most significant will be the COVID-19, the first cases of which were reported at the end of 2019. Service industries including F&B and entertainment look set to suffer major hits. The PRC government has already launched a series of policies, including injecting liquidity, offering financing support, adjusting tax policies and postponing social security payments to assist companies experiencing dwindling cash flows – helping them regain momentum and resume normal operations as soon as possible. We believe further tax and expense relief measures will be initiated by the PRC government to boost spending and economic expansion in the near future.

The Group, like other catering enterprises in the country, has been suffering from the outbreak, with certain stores temporarily suspending operation. Nonetheless, we have been ensuring that a number of stores continue to open, while closely monitoring the situation as part of our strong commitment to protecting the health and safety of our employees and customers. Under such hostile operating environment and despite having issued a profit warning on 20 March 2020, the Hop Hing Group is concurrently facing both challenges and opportunities. In the first half of 2020, we will moderate new store openings and our cashflows will be focused on safeguarding our current operations. We will also stand together with suppliers, while seeking to relieve financial pressure on the Group brought about by the pandemic. Based on the government guidelines, we will reopen certain affected stores as soon as safely possible. We will also adhere to our best practices, guided by our basic principle of “Dedication to Customer Satisfaction”, to provide consumers with delightful, safe and healthy products, complemented by quality services. In response to growing demand for delicious and convenient home meals, the Group has launched a new “Family Kitchen” product line, which includes pre-packaged food products and “non-contact” delivery services. The Group will continue to develop this product line, which will feature an even wider ranges of choices, and will leverage our well-equipped stores which are able to support delivery services. While improving the quality of our core products, we will also increase the variety of keenly priced products, so as to meet customer demand for diversity, refined taste and affordability, which is in alignment with our customer-oriented operational strategy and guiding principles. In addition, we will increase investments in technology, in order to build a data analysis platform that is capable of analyzing customer demand more speedily and accurately, leading to the prompt adjustment of operational strategies according to what the market dictates. We will also continue the incentive schemes, streamline our business workflow, and improve overall operational efficiency.

二零二零年面對新型冠狀病毒大流行和中國經濟下行壓力，本集團會盡最大的努力去跨越所有障礙，銳意爭取實現合興二零二零年度的業務目標。謹藉此機會感謝各董事會成員、管理層及各位員工的辛勤工作及鼎力支持。同時，本人亦謹此向客戶、股東及各業務夥伴對本集團的信任及支持致以衷心謝意！

As we brace for the COVID-19 pandemic and downward pressure on the PRC economy in 2020, we will place utmost importance on leveraging all of the Group's attributes to overcome whatever obstacles that may arise, so as to achieve the business goals of Hop Hing for 2020. I would like to take this opportunity to extend by appreciation to our Board members, management and staff for their diligence and staunch support. I wish to also express my gratitude to our customers, shareholders and business partners for their trust and loyalty to the Group.

主席
司徒振中
香港
二零二零年三月三十日

SETO GIN CHUNG, JOHN
Chairman
Hong Kong
30 March 2020



整體表現 OVERALL PERFORMANCE

本集團考慮到大部分交易均以人民幣計值及結算及更改呈列貨幣將可減少港幣兌人民幣匯率波動對本集團綜合財務報表造成之影響，同時可讓本公司股東更清晰地瞭解本集團之實際財務表現，本公司董事會（「董事會」）相信本集團從二零一九年的財務報表開始，改用人民幣作為其呈列貨幣更為適合，同時二零一八年同期比較數字也以人民幣重列。

截至二零一九年十二月三十一日止年度，本集團業務之營業額由二零一八年之人民幣2,003,600,000元增加5%至人民幣2,102,800,000元。儘管本集團透過增設38間新店舖（淨額）擴充店舖網絡並將吉野家及冰雪皇后產品之外送營業額分別提高8%及49%，促銷活動增加以及主要經營成本及第三方平台收費上漲均令本集團盈利能力承壓。於回顧年內，本公司股權持有人應佔溢利為人民幣104,100,000元，較截至二零一八年十二月三十一日止年度人民幣103,500,000元增加0.6%或人民幣600,000元。

本期每股基本及攤薄盈利分別為人民幣1.07分及人民幣1.06分（二零一八年：分別為人民幣1.05分及人民幣1.04分）。

Having considered that most of the Group's transactions are denominated and settled in RMB and the change of presentation currency will also reduce the impact of any fluctuations in the exchange rate of the HKD against the RMB, the board of directors of the Company (the "Board") believes that it is more appropriate to use RMB as the presentation currency for the Group's financial statements starting from 2019, so that the shareholders of the Company will be presented with a clearer picture of the Group's actual financial performance. The comparative figures for the same period of 2018 have also been restated in RMB.

For the year ended 31 December 2019, turnover of the Group's business increased by 5% from RMB2,003.6 million in 2018 to RMB2,102.8 million. While the Group expanded its store network by 38 new stores (net) and increased the delivery business of Yoshinoya products and Dairy Queen products by 8% and 49% respectively, the increase in the promotion activities and the rise in the major operating costs and the third party platform charges put pressure on the profitability of the Group. Profit attributable to equity holders of the Company for the year under review was RMB104.1 million, representing an increase of RMB0.6 million or 0.6% when compared with RMB103.5 million for the year ended 31 December 2018.

Basic and diluted earnings per share for the period were RMB1.07 cents and RMB1.06 cents respectively (2018: RMB1.05 cents and RMB1.04 cents, respectively).

股息 DIVIDENDS

於二零一九年六月二十八日，本公司派付截至二零一八年十二月三十一日止年度之末期股息為每股0.61港仙。董事建議就截至二零一九年十二月三十一日止年度派發末期股息每股0.248港仙（二零一八年：每股0.61港仙）。待股東於本公司應屆股東週年大會批准後，末期股息將於二零二零年六月二十九日或前後派發予於二零二零年六月九日名列本公司股東登記冊之股東。

建議派發之末期股息金額是根據綜合財務報表獲通過當日已發行普通股數目計算。財務報表並無反映應付末期股息。

On 28 June 2019, the Company made a final dividend payment of HK0.61 cent per share for the year ended 31 December 2018. The Directors recommended payment of a final dividend of HK0.248 cent per share for the year ended 31 December 2019 (2018: HK0.61 cent per share). Subject to approval by shareholders at the forthcoming Annual General Meeting of the Company, the final dividend will be distributed on or about 29 June 2020 to shareholders whose names appear on the register of members of the Company as at 9 June 2020.

The amount of final dividend recommended was calculated based on the number of ordinary shares in issue at the date of approval of the consolidated financial statements. These financial statements do not reflect the final dividend payable.





業務回顧 BUSINESS REVIEW

行業回顧

二零一九年，中國經濟面臨諸多挑戰，反映出週期性因素及長期結構性趨勢。中美貿易摩擦一波三折，這些不穩定因素給中國經濟帶來了不良影響，GDP增長率由年初的6.6%下滑至年末的6.1%。雖然持續受到中國整體經濟放緩的影響，但餐飲業仍面臨激烈競爭。由於互聯網、零售及房地產等各行業巨頭繼續跨界搶佔餐飲市場，各餐飲企業之間的競爭日趨激烈。競爭內容由產品及服務的簡單競爭擴大至品牌、技術、營銷及供應鏈等餐飲企業整體營運能力的競爭。

二零一九年度，受非洲豬瘟疫情影響，中國豬肉價格大幅上漲，並因此帶動其他禽肉及雞蛋等食品價格總體走強。因此，食品成本較往年錄得較大漲幅。此外，人工及租金成本持續上漲，壓縮餐飲企業的利潤空間。食品外送在餐飲營業額中所佔比重持續走高，為餐飲業帶來更多收入的同時，也由於食品外送平台所收取的高額服務費，給餐飲業者，尤其是中小型企業帶來更為嚴峻的挑戰。中國共產黨中央委員會及國務院首次以其名義公佈食品安全標準的新指引。隨著國家政策法規的不斷完善，預期國內食品安全監管及處罰措施將更為嚴格，各餐飲企業的經營成本將隨之增加。

過去一年，以雲計算、5G、物聯網、人工智能、大數據及無線網絡等現代資訊科技為代表的科技手段在餐飲業中發揮著越來越重要的作用。自助點餐機、在線點餐、刷臉支付、智慧廚房及自動設備等技術的應用，除節省人工成本，提高營運效率之外，還提升了客戶體驗。客戶關係管理（「CRM」）及餐飲雲服務平台等信息處理系統，既提高了餐飲企業的數字化及管理水平，又促進了與顧客之間的直接互動，使餐飲企業能夠真正滿足客戶需求，從而進行改革創新。

Industry review

In 2019, China's economy faced a number of challenges reflecting both cyclical factors and long-term structural trends. The Sino-US trade frictions were full of twists and turns. Due to the adverse effects brought by these unstable factors to the Chinese economy, its GDP growth rate declined from the beginning of 6.6% to 6.1% by the end of the year. Despite the hit sustained from the overall economic slowdown in China, the catering market there still faced fierce competition. As the giants from the internet, retail and property industries continued their cross-sectoral expansion into the catering sector, the competition among catering enterprises became more intense. The scope of competition extended from simply products and services to the catering enterprises' overall operational capabilities including brands, technology, marketing and the supply chain.

In 2019, affected by the outbreak of the African swine fever, pork prices in China rose substantially and pushed up the overall prices of food such as other poultry meat and eggs. As a result, the costs of food recorded a greater increase over previous years. Moreover, the rising labour and rental costs continued to squeeze the profitability of catering enterprises. Food delivery remained at a high proportion in the turnover of the catering business and contributed greater income to catering enterprises. However, at the same time, the high service fees charged by food delivery platforms presented more serious challenges to the survival of catering players, particularly small and medium enterprises. New guidelines on food safety standards were published by the Central Committee of the Communist Party of China and the State Council under their names for the first time. As the state policy and regulations constantly improve, a more stringent supervision and penalty scheme on food safety in the country is expected and will increase the operating costs of catering enterprises.

In the past year, technologies, particularly modern information technologies, such as cloud computing, 5G, the Internet-of-Things, artificial intelligence, big data and the wireless internet, played an increasingly important role in the catering industry. The application of technologies such as self-ordering machines, online food ordering, face recognition payment, smart kitchens and automated facilities not only saved labour costs and improved operational efficiency, but also enhanced the customer experience. The information processing systems such as customer relationship management (the "CRM") and cloud service platforms for catering have boosted the digitalisation and management standards of catering enterprises, which also facilitated more direct interaction with customers, enabling catering enterprises to truly fulfill customers' needs so as to pursue reforms and innovation.

業務回顧 (續) BUSINESS REVIEW (Continued)

行業回顧 (續)

但是，隨著消費者收入的增加及消費觀念的成熟，消費者第一追求的目標仍然是「美味」，並對產品口味及呈現形式的豐富度、體驗感更加關注。隨著消費的升級，顧客不斷青睞更加豐富、個性化及質量更好的產品。此外，競爭帶來的壓力增加及提高效率的需求促使餐飲業借鑒快速發展的零售行業所採用的高效經營模式。透過將零售業元素整合至餐飲經營中並充分發揮技術優勢，餐飲企業在採購、配售、產品、營運、財務與支付及營銷方面，從「傳統勞動力密集型服務產業」發展為「現代工業化零售業」。同時，為了應對日益加劇的競爭，餐飲企業亦需要精細化管理、優化內在發展結構、降低成本、提高效率。

儘管面臨挑戰，但在回顧年內中國經濟整體發展平穩的大背景下，餐飲業作為實體經濟的重要組成部分及消費升級的主戰場，在二零一九年度仍然取得了一定成績。回顧年內，餐飲業持續領跑消費品零售市場，成為中國消費市場第一大行業。餐飲業已逐漸成為我國拉動內需的新動力，在擴內需、促消費、穩增長、惠民生方面發揮市場主體的重要作用。同時，政府也推出一系列政策，減稅降費，在降低餐飲企業負擔的同時，提升了餐飲企業的信心。政府亦在主要一線城市推動「夜經濟」措施，促進消費，對餐飲企業的發展有一定的積極作用。

Industry review (Continued)

While consumers' income was increasing and their consumption behaviours became increasingly mature, "delicious taste" continued to be consumers' top goal and they paid greater attention to the variety and experience of food taste and presentation style. Alongside an upgrade in consumption, customers continued to show trends of a preference for diverse, personalised and quality-oriented offerings. Furthermore, the increased pressure brought by the competition and the need for improving efficiency has spurred the catering industry to take reference to the highly efficient operating model adopted by the fast-moving retail industry. Through the integration of retail business elements into catering operations and leveraging the technologies, the catering enterprises were evolving from a "traditional labour-intensive services industry" into something more resembling a "modern industrialised retail profession" in terms of procurement, distribution, products, operations, finance and payment and marketing. At the same time, the catering enterprises also needed to convert to delicacy management, with the aim of optimising internal development structure, cutting costs and boosting efficiency in order to cope with the increasingly intensified competition.

Despite encountering challenges, against the backdrop of stable overall economic development in China during the year under review, the catering industry, as a key constituent of the real economy and the key arena of the consumption upgrade, still achieved some progress in 2019. During the year under review, the catering industry continued to lead the consumer goods retail market, becoming the largest segment in China's consumer sector. The catering industry gradually became a new driving force to drive domestic consumption in China and played an important role as a key market in the aspects of expanding domestic consumption, stimulating spending, stabilising growth and benefitting livelihood. Besides, the government launched a series of policies such as taxation and tariff reduction, with the aim of reducing the burden of, and bolstering confidence in, catering enterprises. The government also introduced the "night-time economy" policy in first-tier cities to spur consumers to spend, which yielded some positive effects in the development of catering enterprises.



業務回顧 (續) BUSINESS REVIEW (Continued)

業務回顧

為應對各種挑戰，合興集團於二零一九年年初開始切實執行四大經營策略，即顧客滿意度提升、深化激勵計劃共享制、物超所值的新產品研發及科技賦能。作為服務業參與者，客戶滿意度及消費模式的轉變是直接影響我們生意的風向標。合興集團將二零一九年定義為顧客滿意度提升年，營運團隊針對來自第三方在線平台的顧客評分做每日追蹤，特別針對顧客最多差評的三個部分做了切實的改善行動。截至年底，本集團欣然見證其核心品牌的顧客滿意度評分與去年相比均有所提高。

二零一九年，中國大陸經濟增速放緩，餐飲行業的食材成本、人工、租金及第三方外送平台服務費持續升高，特別是一線城市的餐飲競爭更加白熱化。在激勵店長管理服務及維持顧客滿意度的同時提升服務水平，本集團在激勵計劃第二階段政策上，站在店長的角度換位思考，對政策做了合理調整，讓政策更公平更能激發店長的積極性去做好營運與服務，並與顧客建立更緊密關係，更有效地互動，最終增加交易次數和頻率。

二零一九年本集團組織結構體現了職能共享制及專業化運作的兩個關鍵特點。本集團財務共享中心在沈陽成立，負責本集團內所有附屬公司會計業務的集中處理，在整合提效、人員共享方面體現了管理優勢。同時，本集團獨立供應鏈公司亦於年內開始運作，通過社會資源共享、擴大採購規模來拉低採購成本，為新品研發提供更多質優價廉的原材料，為顧客提供「物超所值」的新產品。非洲豬瘟疫情的爆發，導致禽、畜、肉、蛋及豬肉價格飛漲，為應對這種情況，本集團供應鏈預先加大了凍庫的面積，在較低價時，可囤積大量的雞肉及牛肉等原材料，最大限度降低了成本上漲的影響，食品成本同比增長僅為0.4%左右。

Business review

To respond to various challenges, the Hop Hing Group had implemented its four business strategies; namely, boosting customer satisfaction, deepening the sharing system under the incentive scheme, newly developing more value-for-money products and technology empowerment, starting from the beginning of 2019. As a service industry player, the satisfaction of customers, and shifts in consumption patterns are indicators which directly affect our businesses. The Hop Hing Group defined the year 2019 as a year of enhancing customers' satisfaction. Its operational team conducted daily tracking based on the customers' scores provided by the third-party internet platforms and took concrete actions to improve the three areas which received the lowest scores from the customers. As at the end of the year, the Group was delighted to see that its core brands earned higher scores for customer satisfaction when compared to last year.

In 2019, economic growth in Mainland China has slowed down and the costs of food ingredients, salaries, rentals and service fees of third-party delivery platforms continued to rise, exacerbating already fierce competition within the catering industry especially in first-tier cities. To provide incentives to store managers in managing their business and maintaining customer satisfaction as well as improving the service standard, the Group has made reasonable adjustments to its second phase incentive scheme by considering from the perspective of the store managers. These adjustments have enhanced the generosity of the scheme and motivated the managers to proactively improve the operation and service of their stores, as well as build closer relations and interact more effectively with their customers. Both the number and frequency of transactions have risen as a result of these efforts.

Sharing of functions and professional operation were the two key features reflected in the Group's organisational structure in 2019. The Group set up a shared financial centre in Shenyang which provides centralised accounting procedures for the business of all of the subsidiary companies within the Group, creating a management advantage in terms of consolidation, improved efficiency and sharing of manpower. Meanwhile, the Group's independent supply chain company has also begun operation during the year, which helped lower procurement costs through sharing of resources and bulk purchase, thus securing more quality raw materials at reasonable prices for its new product research and development and offering value-for-money new products to the customers. The outbreak of the African swine fever pushed up prices of poultry, livestock, meat and eggs as well as pork. In response to this, the Group enlarged the space of its cold storage facilities along the supply chain in anticipation so that it could stock up a greater quantity of raw materials such as chicken and beef when prices of those commodities were low, allowing it to effectively minimise the impact from cost increases and maintain a mild year-on-year increase in food costs at only around 0.4%.

業務回顧 (續) BUSINESS REVIEW (Continued)

業務回顧 (續)

二零一九年亦為合興集團科技賦能的關鍵年度。為提升其營運及顧客滿意度，本集團於年內升級了CRM系統，包括建立跨品牌會員資格及標籤體系、建立更為精確的客戶數據庫、更好地應對顧客消費行為的變化，在時間、空間上擴大與顧客的觸點，進行精準營銷。二零一九年度，合興集團忠實會員總數已超過八百五十萬人。

此外，本集團為提升銷售，針對各個時段銷售的不同「痛點」做了針對性的改善。增加自助點餐機和微信點餐小程序，不僅緩解了高峰時段在餐廳點餐壓力，提升服務效率，從而提升翻台率，增加堂食交易，還降低了人工成本上漲的影響。在非繁忙時段，本集團上線了自助與半自助早餐及下午茶，研發了物超所值的飲料及市場活動組合。此外，為滿足顧客的火鍋晚餐需求，增加了更多帶有內置感應爐的桌位，為顧客提供包括面類等更為豐富的非飯類產品，吸引不同飲食偏好的顧客，積極增加各個消費時段的銷售。另外，本集團抓住外送市場不斷擴大的市場機遇，豐富外送產品組合，推出讓顧客可自由「拼餐」、與顧客互動等促銷活動。加上優化自有騎手等其他有效措施，持續增加了外送收入。

截至二零一九年十二月三十一日止年度，本集團之人民幣銷售收入增長5.0%至人民幣2,102,800,000元（二零一八年：人民幣2,003,600,000元），此乃歸因於新開店舖帶來的額外銷售及產品外送業務的增長。透過自己的外送團隊提供高效優質的外送服務，吉野家的外送銷售額增加至佔二零一九年本集團吉野家銷售總額的40%。此外，根據本集團CRM系統，年內會員回購率有所增加。

Business review (Continued)

2019 was also a key year for the Group's technology empowerment. To improve its operation and customer satisfaction, the Group upgraded its CRM system during the year which included setting up cross-brand membership and labelling systems, building a more accurate customer database, better responding to changes in consumer behaviour and extending its reach to customers in terms of time and space, all to facilitate more targeted marketing. The total number of Hop Hing loyalty members had exceeded 8.5 million in 2019.

In addition, the Group has made improvements targeting the "pain points" during different sales periods to boost sales. The introduction of self-ordering machines and a WeChat ordering mini program ordering function have not only alleviated the pressure of taking orders at restaurants during peak hours and improved service efficiency, hence increase table turnover and drive service efficiency and dine-in transactions, but have also reduced the impact of a surge in labour cost. As for non-peak hours, the Group has not only launched buffet and semi-buffet meals for breakfast and tea time, but also innovative value-for-money combinations bundling drinks and promotional offers. Besides, it has added more tables with built-in induction stove catering for customers who wish to have hotpot for dinner and offered a wide array of non-rice meal choices including noodles series to attract customers with different cuisine preferences and drive sales at different consumption slots. Moreover, the Group has seized the opportunities emerging from the expanding delivery service market to diversify its delivery product mix. At the same time, it has launched promotion activities that enhance interactions with customers, including allowing customers to freely "mix and match" their meal boxes. That together with other effective measures such as optimising its own motorcycle fleet has supported a rise in delivery service revenue.

For the year ended 31 December 2019, the Group's sales revenue in Renminbi increased by 5.0% to RMB2,102.8 million (2018: RMB2,003.6 million), which was attributable to the additional sales brought by new stores, as well as growth of the food delivery business. Through the efficient and quality delivery services provided by the self-owned delivery team, the delivery sales of Yoshinoya products rose up to 40% of the total Yoshinoya's sales of the Group in 2019. Furthermore, the repurchase rate of our members under the Group's CRM system increased during the year.



業務回顧 (續) BUSINESS REVIEW (Continued)

業務回顧 (續)

於回顧年內，本集團整體同店銷售增長1.3%（二零一八年：0.8%），其中吉野家錄得同店銷售增長1.3%（二零一八年：1.0%）。冰雪皇后二零一九年同店銷售增長1.9%（二零一八年：下跌1.2%），此乃主要由於外送銷售增加。

Business review (Continued)

During the year under review, the Group's overall same-store sales increased by 1.3% (2018: 0.8%) and Yoshinoya recorded a 1.3% same-store sales growth (2018: 1.0%). The increase in the same-store sales of DQ of 1.9% in 2019 (2018: decrease of 1.2%) was mainly due to the increase in the delivery sales.

		同店銷售增長百分比 (以人民幣計算) Percentage Increase in Same Stores Sales (in Renminbi)	
		二零一九年 2019	二零一八年 2018
整體	Overall	1.3%	0.8%
按主要業務	By Main Brands		
吉野家	Yoshinoya	1.3%	1.0%
冰雪皇后	Dairy Queen	1.9%	-1.2%

於二零一九年，按收入計算，北京—天津—河北省都會地區繼續為本集團的最大市場，而吉野家產品之銷售收入佔本集團銷售總額約85%。

In 2019, in terms of revenue, the Beijing-Tianjin-Hebei Province Metropolitan Region remained the largest market of the Group and sales revenue from Yoshinoya products accounted for approximately 85% of the Group's total sales.

		二零一九年 2019		二零一八年 2018	
		人民幣千元 RMB'000	佔銷售額% % of sales	人民幣千元 RMB'000	佔銷售額% % of sales
a.	按地區分佈	By Region			
	北京—天津—河北省 都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region		1,485,118	74.1%
	其他中國北方地區 ⁽¹⁾	Other northern areas of China ⁽¹⁾		518,499	25.9%
		1,568,417	74.6%		
		534,397	25.4%		
b.	按主要業務分佈	By Main Brands			
	吉野家	Yoshinoya		1,703,757	85.0%
	冰雪皇后	Dairy Queen		210,802	10.5%
		1,782,062	84.7%		
		230,809	11.0%		

⁽¹⁾ 包括遼寧、吉林及黑龍江省及內蒙古

⁽¹⁾ Including Liaoning, Jilin and Heilongjiang provinces and Inner Mongolia

業務回顧 (續) BUSINESS REVIEW (Continued)

業務回顧 (續)

於二零一九年，本集團開張的新店淨增長共38間（二零一八年：43間）。於二零一九年十二月三十一日，本集團共經營597間店舖。

Business review (Continued)

In 2019, a net total of 38 new stores (2018: 43 net new stores) were opened. As at 31 December 2019, the Group had 597 stores in operation.

		於十二月三十一日 As at 31 December	
		二零一九年 2019	二零一八年 2018
吉野家	Yoshinoya		
北京－天津－河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	250	230
其他中國北方地區 ⁽¹⁾	Other northern areas of China ⁽¹⁾	130	125
河南 ⁽²⁾	Henan ⁽²⁾	5	2
		385	357
冰雪皇后	Dairy Queen		
北京－天津－河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	138	124
其他中國北方地區 ⁽¹⁾	Other northern areas of China ⁽¹⁾	51	49
		189	173
其他	Others		
北京－天津－河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	21	27
其他中國北方地區 ⁽¹⁾	Other northern areas of China ⁽¹⁾	2	2
		23	29
總計	Total	597	559

⁽¹⁾ 包括遼寧、吉林及黑龍江省及內蒙古

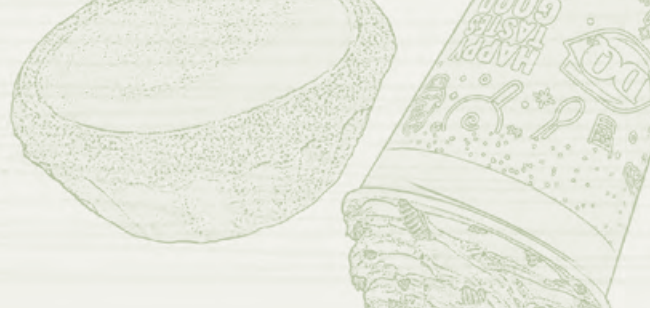
⁽¹⁾ Including Liaoning, Jilin and Heilongjiang provinces and Inner Mongolia

⁽²⁾ 由合資公司經營

⁽²⁾ Operated by Joint Venture

為應對若干主要食品原材料價格持續上漲的影響，本集團開始密切監察原材料市場價格並調整核心食品的庫存水平，以穩定我們產品的總體成本。我們亦提供不同的食品組合，更改若干產品的售價，以降低原材料成本增加帶來的影響。因此，毛利率淨額由二零一八年的63.2%僅下降0.4個百分點至二零一九年的62.8%。

To counter the effect of the continuously increase in the price of certain major food materials, the Group started to monitor more closely the market prices of raw materials and adjust the stock level of core food items so as to stabilize the overall cost of our products. We also offered different food combinations and revised the selling prices of certain products to reduce the impact of the increase in the material costs. As a result, the net gross profit margin was down by only 0.4 percentage point from 63.2% in 2018 to 62.8% in 2019.



業務回顧 (續) BUSINESS REVIEW (Continued)

業務回顧 (續)

本集團實施激勵計劃，提升員工積極性並提高店舖營運效率。因此，回顧年內本集團人工成本佔銷售額的百分比保持相對穩定。本集團開設規模較小店舖以配合不斷增長的外送業務的策略，也降低了租金成本佔銷售額的比率。

Business review (Continued)

The incentive scheme implemented by the Group has increased the motivation of our staff and hence the operational efficiency of our stores. As a result, the Group's labour cost as a percentage to sales remained relatively stable in the year under review. The Group's strategy of opening stores with smaller size to cater for more delivery businesses also reduced its rental cost to sales ratio.

		二零一九年 2019		二零一八年 2018	
		人民幣千元 RMB'000	佔銷售額% % of sales	人民幣千元 RMB'000	佔銷售額% % of sales
銷售及分銷開支	Selling and distribution expenses				
人工成本	Labour costs	310,512	14.8%	290,555	14.5%
租金成本、使用權資產 折舊及融資成本*	Rental expenses, depreciation of right-of-use assets and finance costs*	256,709	12.2%	252,379	12.6%
物業、廠房及設備折舊*	Depreciation of property, plant and equipment*	86,595	4.1%	77,824	3.9%
其他經營開支	Other operating expenses	340,468	16.2%	328,209	16.4%

* 二零一九年，與租賃相關的折舊及融資成本已與租金支出歸為一類，以更好地與去年業績比較。

* The leases related depreciation and finance costs in 2019 have been grouped with rental expenses for better comparison with the last year's performance.

本公司旗下兩間中國附屬公司於二零一八年一月及八月接獲地方稅務部門通知，其中表示地方稅務部門會就過往稅務期間對該等公司進行稅務查核。截至本年報日期，有關稅務查核未有任何結果。董事會將繼續密切監察該事宜進展，並在適當及有需要時知會股東及有意投資者最新情況。

Two PRC subsidiaries of the Company received notices from the local tax authorities in January and August 2018 stating that the local tax authorities would carry out tax inspections on the subsidiaries in relation to previous tax periods. As at the date hereof, no finding has been made in respect of the tax inspections. The Board will continue to closely monitor the progress of this matter and will update shareholders and potential investors as and when appropriate and necessary.

財務回顧 FINANCIAL REVIEW

權益

於二零一九年十二月三十一日，本公司每股面值港幣0.10元之已發行股份數目為10,070,431,786股（二零一八年十二月三十一日：10,070,431,786股）。

於二零一九年一月一日，本公司尚有902,180,320份未行使購股權。年內，72,500,000份購股權授予本集團一名僱員及26,167,320份購股權失效。年內，概無購股權獲行使。

流動資金及負債比率

於二零一九年十二月三十一日，本集團之負債比率（即計息銀行貸款相對於本公司股權持有人應佔權益之百分比率）為零（二零一八年十二月三十一日：零）。

於二零一九年十二月三十一日，本集團錄得淨現金水平人民幣252,900,000元（二零一八年：人民幣352,700,000元）（即現金及現金等值物減計息銀行貸款）、大額存單人民幣60,000,000元（二零一八年：零）及其他金融資產人民幣243,000,000元（二零一八年：人民幣207,000,000元）。

本年度本集團的融資成本為人民幣41,500,000元（二零一八年：人民幣600,000元），包括於二零一九年一月一日採用香港財務報告準則第16號後的租賃負債利息人民幣41,000,000元（二零一八年：零）及其他融資成本人民幣500,000元（二零一八年：人民幣600,000元）。

本集團之融資政策為以內部產生之現金及銀行信貸作為其業務營運資金。本集團繼續實施以外幣資產對沖外幣負債之政策。

Equity

The number of issued shares of HK\$0.10 each of the Company as at 31 December 2019 was 10,070,431,786 (31 December 2018: 10,070,431,786).

As at 1 January 2019, the Company had 902,180,320 outstanding share options. During the year, 72,500,000 share options were granted to an employee of the Group and 26,167,320 share options lapsed. No share options were exercised during the year.

Liquidity and gearing

The Group's gearing ratio (expressed as a percentage of interest-bearing bank loan over equity attributable to equity holders of the Company) as at 31 December 2019 was nil (31 December 2018: Nil).

As at 31 December 2019, the Group recorded a net cash position of RMB252.9 million (2018: RMB352.7 million) (being cash and cash equivalents less interest-bearing bank loan), deposit certificates of RMB60.0 million (2018: Nil) and other financial assets of RMB243.0 million (2018: RMB207.0 million).

The Group's finance costs for the year was RMB41.5 million (2018: RMB0.6 million), which comprised interest on lease liabilities of RMB41.0 million (2018: Nil), after the adoption of the HKFRS 16 on 1 January 2019, and other finance costs RMB0.5 million (2018: RMB0.6 million).

The Group's funding policy is to finance the business operations with internally generated cash and bank facilities. The Group continues to adopt a policy of hedging foreign currency liabilities with foreign currency assets.



薪酬政策 REMUNERATION POLICIES

員工之薪酬組合包括按照市況、本集團及個人表現釐定之薪金及酌情花紅。本集團亦向符合資格員工提供其他員工福利，包括醫療保險、持續進修津貼、公積金及激勵計劃。本集團僱員於回顧年內獲支付酬金總額（包括退休金成本、股份支付及董事酬金）為人民幣487,600,000元（二零一八年：人民幣460,900,000元）。於二零一九年十二月三十一日，本集團共僱用約8,600名（二零一八年：約8,500名）全職及臨時僱員。

於截至二零一九年十二月三十一日止年度內，董事會議決向若干指定參與者授予有關62,914,000股股份之股份獎勵，彼等並非本公司董事、最高行政人員或主要股東或彼等中任何人的聯繫人（按上市規則之定義）。

所有董事的薪酬乃由董事會參考本公司薪酬委員會所提出的建議後釐定。

Staff remuneration packages comprise salary and discretionary bonuses and are determined with reference to the market conditions and the performance of the Group and the individuals concerned. The Group also provides other staff benefits including medical insurance, continuing education allowances, provident funds and incentive schemes to eligible staff. The total remuneration paid to the employees (including pension costs, share-based payments and the directors' remunerations) of the Group in the year under review was RMB487.6 million (2018: RMB460.9 million). As at 31 December 2019, the Group had approximately 8,600 full-time and temporary employees (2018: approximately 8,500).

During the year ended 31 December 2019, the Board resolved to grant share awards in respect of 62,914,000 shares to certain selected participants who are not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them.

All directors' remunerations were determined by the Board after considering the recommendations of the remuneration committee of the Company.

經營分部資料 OPERATING SEGMENT INFORMATION

有關經營分部資料之詳情載於附註4。

Details of the operating segment information are set out in note 4.

或然負債 CONTINGENT LIABILITIES

於二零一九年十二月三十一日，本集團並無未償還之重大或然負債。

The Group had no material contingent liability outstanding as at 31 December 2019.

資產抵押 PLEDGE OF ASSETS

於二零一九年十二月三十一日，本集團並無資產抵押。

The Group had no pledge of assets as at 31 December 2019.

重大收購及出售附屬公司及聯屬公司 MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

於回顧年內，本集團並無作出任何有關附屬公司或聯屬公司的重大收購或出售。

The Group did not make any material acquisition or disposal of subsidiaries or affiliated companies during the year under review.

重大事件詳情 PARTICULARS OF IMPORTANT EVENTS

除本年報及本年報第72頁董事會報告「其後事項」所披露事件外，於結算日後及直至本年報日期，概無發生對本集團有重大影響的其他重大事件。

Save for the events disclosed in this Annual Report and under the heading of the "Subsequent Event" of the Report of the Directors on page 72 of this Annual Report, there were no other important events that occurred after the end of the reporting period and and up to the date of this Annual Report had material effects on the Group.

主要關係 KEY RELATIONSHIPS

僱員

管理層深明人力資源對本集團持續成功非常關鍵。本集團已向員工提供各種不同福利，包括年假及其他有薪假、醫療保險、持續進修津貼及公積金等。為了使僱員得到個人發展機會，僱員獲提供內部培訓並獲鼓勵參與外間相關課程。本集團亦已制定各項激勵計劃，包括績效相關花紅、股份獎勵計劃及購股權計劃，以激勵及獎勵表現良好的僱員。此外，本集團已設立激勵計劃，使有關員工擁有自主意識，並讓他們得以分享努力後所得到的成績。

我們薪酬政策之詳情載於本「管理層討論及分析」內「薪酬政策」一節。

Employees

The management is fully aware that human resources are crucial to the continued success of the Group. The Group has provided staff with different kinds of benefit, including annual and other paid leaves, medical insurance, continuing education allowances and provident funds. For the personal development of our employees, they have been provided with in-house training and are encouraged to attend external relevant courses. The Group has also set up various incentive schemes, including performance related bonuses, share award scheme and share option scheme, to motivate and reward well-performed employees. In addition, the incentive schemes of the Group have been designed to give the relevant staff a sense of ownership and let them share the results of the efforts that they have contributed.

Details of our remuneration policies have been set out in the "Remuneration Policies" section in this Management Discussion and Analysis.



主要關係 (續) KEY RELATIONSHIPS (Continued)

顧客

作為快餐服務提供者，本集團的顧客來自不同社會階層、領域及地區。我們需要不斷地去了解顧客的需求及口味。我們產品開發團隊之首要目標，是推出美味的新產品來滿足顧客的口味。為了方便顧客，我們已設立電話服務中心、與平台服務商進行合作，並推出網上訂餐系統，讓顧客可隨時隨地訂餐。除優質食品外，本集團亦不斷提升店舖的裝修，使顧客有置身家中的感覺。顧客亦可透過微信、電話熱線及我們的CRM系統等各種渠道，讓我們知悉哪方面應要加強服務及了解顧客的消費習慣。令顧客感到滿意，一直是我們其中一個重要的表現指標。

供應商

食品安全一直是本集團非常重視的重要範疇之一。本集團在甄選供應商方面設定了嚴格的內部監控系統。該系統要求我們的採購團隊從不同角度評估潛在供應商，包括它們的往績記錄、經驗、生產能力、財政實力及聲譽。在本集團對新入選的供應商發出正常規模的訂單之前，會先對該等供應商發出規模較小的訂單作為測試。本集團的採購團隊及生產團隊定期及不定期與供應商會面和進行探訪，以持續對供應的食品及材料的質素進行監察。我們的團隊或會就改善生產效率及標準（如適用）的方法向供應商提供意見。此舉有助供應商與本集團之間建立互信，達致雙贏局面。

Customers

Being a QSR service provider, we have customers coming from different social classes, regions and districts. It is an on-going exercise for us to understand the needs and appetite of our customers. The primary objective of our product development team is to launch new and tasty products to satisfy the taste buds of our customers. For the convenience of our customers, we have set up call centres, cooperated with platform service providers and launched website ordering system for our customers to place their orders wherever they are. Apart from quality food, the Group has been continuously upgrading the renovation of its stores so as to give our customers a feeling of being home. Our customers also have various channels, including WeChat, telephone hotline and our CRM system, to let us know which areas of services we could further strengthen and understand our customers' consuming habit. The satisfaction of our customers is always one of our key performance indicators.

Suppliers

Food safety is one of the most important areas that the Group has always put emphasis on. The Group has built a stringent internal control system in the selection of suppliers. The system requires our procurement team to assess the potential suppliers from different perspectives, including their track records, experience, production ability, financial strength and reputation. Newly selected suppliers will be tested with orders of smaller size before they are placed with regular size orders. As an on-going exercise to monitor the quality of food and material supplies, the procurement team and production team of the Group would meet and visit our suppliers on regular and irregular basis. Our teams may give advices to our suppliers on ways to further improve their production efficiency and standard, where appropriate. This helps to establish a mutual trust and create a win-win situation for both our suppliers and the Group.

環保政策及執行情況 ENVIRONMENTAL POLICIES AND PERFORMANCE

本集團承諾密切關注環境保護，成為一家著重環保的企業。我們致力透過節省電力及鼓勵材料的循環再用，盡量減低對環境的影響。我們亦要求供應商在嚴格遵守有關環境規例下營運，並擁有由相關規管機構發出的一切所需許可及批准。我們對環保的承諾由我們獲得的ISO14001環境管理體系認證得到證明。

有關本集團於本財政年度內的環境及社會績效的更多資料，請參閱本年報第31至44頁所載的環境、社會及管治報告。

The Group is committed to building an environmentally-friendly corporation that pays close attention to conserving the environment. We strive to minimise our environmental impact by saving electricity and encouraging recycle of materials. We also require our suppliers to operate in strict compliance with the relevant environmental regulations and rules and possess all necessary permission and approval from the relevant regulators. Our commitment in environmental protection can be demonstrated by the ISO14001 Environmental Management System certification obtained.

For further information about the environmental and social performance of the Group for this financial year, please refer to the Environmental, Social, and Governance Report set out on pages 31 to 44 of this Annual Report.

遵守法律法規 COMPLIANCE WITH LAWS AND REGULATIONS

本公司在開曼群島註冊成立，而其證券在香港聯交所上市。因此，本公司須遵守開曼群島及香港之適用法律法規。本集團業務主要由本公司在中國之附屬公司進行，因此須符合相關中國法律法規。截至二零一九年十二月三十一日止年度及直至本報告日期，管理層並沒察覺在本集團有任何有關上述相關法律法規之任何違規事件而對本集團有重大影響。

The Company is incorporated in the Cayman Islands and its securities are listed on the Stock Exchange of Hong Kong. Hence, the Company is subject to the applicable laws and regulations of the Cayman Islands and Hong Kong. The Group's operations are mainly carried out by the Company's subsidiaries in the PRC and therefore have to comply with the relevant PRC laws and regulations. The management is not aware of any non-compliance of any of the above relevant laws and regulations by the Group that would have a significant impact on the Group during the year ended 31 December 2019 and up to the date of this report.

主要風險及不明朗因素 PRINCIPAL RISKS AND UNCERTAINTIES

本集團管理層不時檢討本集團企業策略的所有環節，包括有關市場、營運及財務方面的策略。以下為本集團面對之主要風險及不明朗因素，以及管理層為了管理該等風險及不明朗因素所採取之措施。

The management of the Group reviewed all aspects of the Group's corporate strategies, including those relating to the market, operation and finance, from time to time. Below are the principal risks and uncertainties that the Group faces and the measures that the management has taken to manage such risks and uncertainties.



主要風險及不明朗因素（續） PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

專營權相關風險

風險

本集團在中國之專營業務受到與相關專營權授予者所訂立專營權協議條款之規限。若任何或所有專營權協議終止或不獲續期，本集團之營運及業務將會受到重大不利影響。

管理風險之措施

本集團在現有主要專營地區之專營權協議之整體餘下年期（包括根據有關專營權協議可自動重續的年期）不短於約十一年。本集團已指派員工遵守有關專營權協議項下的規定。此外，本集團一直與相關專營權授予者保持對話和維持良好業務關係。

爆發食物中毒的風險

風險

作為餐飲服務提供者，本集團依賴供應商供應食材。若爆發任何食物中毒，本集團的食材供應或會受到影響。

管理風險之措施

根據本集團政策，本集團應有多於一家來自不同區域或地區的供應商，以供應所有主要及重要食材。此外，本集團保持足夠的食材存貨，以防一旦某特定地區的供應商受到任何食物中毒爆發的影響時有足夠時間讓本集團物色新供應商。

食物污染風險

風險

本集團的業務容易受到食物污染風險的影響。一旦本集團內出現食物污染事件，而有關事件在傳媒報導，則本集團業務或會受到不利影響。

Franchise-related Risks

Risks

The Group's franchise business in the PRC is subject to the terms of the franchise agreements with the related franchisors. The Group's operation and business will be materially and adversely affected in the event that any or all of the franchise agreements are terminated or could not be renewed.

Measures to manage the risks

The Group's major franchise agreements for its existing franchise regions have remaining terms (including automatically renewable terms under the relevant franchise agreements) of no less than approximately 11 years in general. The Group has assigned staff to observe the requirements under the relevant franchise agreements. In addition, the Group has constant dialogues and maintained good business relationships with the relevant franchisors.

Risk of Outbreak of Food-borne Diseases

Risks

As a catering service provider, the Group has to rely on its suppliers for food ingredients. In the event that there is any outbreak of food-borne diseases, the supply of food ingredients of the Group may be affected.

Measures to manage the risks

It is the Group's policy that there should be more than one supplier, preferably from different districts or regions, for all the major and key food ingredients. In addition, the Group maintains adequate stock for its food ingredients so as to allow time to source new suppliers in case suppliers from one specific region are affected by any outbreak of food-borne diseases.

Food Contamination Risk

Risks

The Group's business is susceptible to the risk of food contamination. In the event that there is food contamination in the Group and the instance is reported in the media, the business of the Group would be negatively affected.

主要風險及不明朗因素 (續) PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

管理風險之措施

食品安全對於餐飲服務提供者至關重要。本集團設有嚴格內部監控措施，以不斷物色及監察食材供應商。內部亦制定食品安全及衛生政策和標準以讓食品處理人員遵守。本集團亦設有品質控制團隊，定期及輪流檢查各間店舖及分銷中心。如發現有任何缺失，將會盡快匯報和作出改正。

外匯管制風險

風險

由於本集團的業務及營運基本上位於中國，因此收入及開支主要以人民幣計值。在香港支付的開支及股息，須依賴本集團在中國營運的公司支付的股息及其他收入及資金匯款。若日後有關中國政府當局對於資金匯款實施任何限制，則本集團在香港清償其香港債務及應付款項及宣派股息之能力將會受到不利影響。

管理風險之措施

本集團在香港保留資金，以在合理時間內滿足在香港的付款需要。此外，本集團與香港的銀行機構維持良好關係，它們在有需要時會向本集團提供銀行信貸以滿足本集團的香港總部之現金需求。

中國經濟、政治及法律風險

風險

本集團在中國進行業務營運，而其所有銷售均在中國進行。因此，本集團之業務、財務狀況、經營業績及前景受到中國經濟、政治及法律發展狀況之重大影響。中國經濟在眾多方面與大部份發達國家的經濟有所不同，包括政府參與程度、發展程度、增長率及資源分配。中國政府或會實行各種措施以鼓勵經濟增長和指導資源的分配。部份該等措施或會對整體中國經濟有利，但亦可能對本集團造成負面影響。

Measures to manage the risks

Food safety is of utmost importance to a catering service provider. The Group has stringent internal control in place in identifying and monitoring food ingredient suppliers on a continual basis. There are also internal food safety and hygiene policies and standard for the food handling staff to follow. The Group also has quality control teams to inspect its stores and distribution centres on a regular and rotational basis. Identified weaknesses will be reported and corrected as soon as possible.

Exchange Control Risks

Risks

As the Group's business and operation are basically in the PRC, the revenue and expenses are principally denominated in Renminbi. Payments of expenses and dividends in Hong Kong have to depend on dividends and other income and fund remittances from the Group's PRC operating companies. In case there are any restrictions of fund remittance by the relevant PRC government authorities in future, the ability of the Group to settle its Hong Kong debts and payables and declare dividends in Hong Kong will be adversely affected.

Measures to manage the risks

The Group has retained funds in Hong Kong to meet the payment needs in Hong Kong within a reasonable period of time. In addition, the Group has maintained good relationship with banking institutions in Hong Kong which have provided the Group with banking facilities to meet the cash needs of the Group's Hong Kong head office, where necessary.

PRC Economic, Political and Legal Risks

Risks

The Group's business operations are conducted in the PRC and all of its sales are made in the PRC. The Group's business, financial condition, results of operations and prospects are therefore significantly affected by economic, political and legal developments in the PRC. The PRC economy differs from the economies of most developed countries in many respects, including the degree of government involvement, the level of development, the growth rate and the allocation of resources. The PRC government may implement various measures to encourage economic growth and guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but may also have a negative effect on the Group.



主要風險及不明朗因素 (續) PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

管理風險之措施

業務營運一直受到所在地點的法律法規及經濟起伏的影響。從事本集團中國業務營運之員工差不多全部是熟悉中國經濟及政治環境之中國公民。此外，本集團設有專責團隊，負責監察中國的經濟、社會及政治發展，務求使本集團可預先作好準備，盡快對業務策略作出所需調整。此外，管理層不會排除考慮投資於非中國業務並會為本集團帶來長遠穩定增長的機遇之任何可能性，以分散集中度風險。

Measures to manage the risks

Business operations are always subject to the laws and regulations and the ups and downs of the economy of the places where they are in. Almost all of the Group's staff engaged in the Group's PRC business operations are PRC nationals who are familiar with the economic and political environment in the PRC. In addition, the Group has a designated team of staff responsible for monitoring the economic, social and political development in the PRC with an aim to enable the Group to prepare itself and make necessary adjustments to its business strategies ahead as far as possible. Furthermore, the management would not rule out any possibility of considering opportunities to invest in non-PRC businesses that would bring steady long-term growth to the Group to diversify the concentration risks.

業務未來發展計劃 FUTURE BUSINESS DEVELOPMENT PLAN

二零二零年餐飲行業發展趨勢

中國經濟當前處於增速下行及艱難轉型的關鍵時期，展望未來，其將繼續面臨諸多挑戰。預期新型冠狀病毒疫情的爆發將導致消費承壓、投資不振、財政收入雪上加霜。餐飲及旅遊等行業幾乎受到致命打擊。今年上半年將成為諸多國有及私人企業的「保命年」，很多企業都表示如果疫情持續，彼等將避免不了結業的命運。在目前的經營環境下，現金流對企業來講變得異常重要，甚至可能決定企業的生死存亡。

Catering Industry Development Trends in 2020

Looking ahead, China's economy, which is currently at a critical juncture of growth slowdown and difficult transformation, will continue to face challenges. The COVID-19 outbreak is expected to weigh on consumption, investment and financial revenue; industries such as the catering and tourism sectors will be amongst the hardest hit. The first half of the year could be a "period of survival" for many enterprises, both state-owned and private. Many of them have stated that if the pandemic lasts, they will have no choice but to close down their businesses. Under this operating environment, cash flow has become particularly important for enterprises and might even be the difference between the survival and closure of a company.

目前，新型冠狀病毒的傳播過程仍不明朗。中國政府和公眾都在盡最大努力抗疫，希望短期內能有效控制疫情。儘管國家政府已推出放寬流動性、貸款扶持、稅務和社保緩繳等一系列刺激和推動經濟發展的政策，使市場經濟回歸常態，但若疫情持續，病毒爆發對中國經濟發展的負面影響仍難以預測。因此，本集團需做好長期應對困難的準備。

The course of the spread of the COVID-19 remains uncertain at the moment. The Chinese Government and the public are trying their best to fight against the disease and hope to effectively keep it under control in the near term. While the national government has launched a series of stimulus measures such as improving liquidity, granting loan subsidies, allowing deferral of tax and social insurance payments and other policies to drive economic development and revive the market economy back to a normal business mode, the negative impact of the virus outbreak on China's economic development is hard to predict particularly should the pandemic persist. Therefore, the Group needs to prepare for a long term battle against adversity.

業務未來發展計劃 (續) FUTURE BUSINESS DEVELOPMENT PLAN (Continued)

未來發展戰略

與其他餐飲企業一樣，合興亦因若干店舖暫停營業而蒙受損失，銷售額因新型冠狀病毒疫情爆發而銳減。為解決這突如其來的危機，本集團快速於店舖加強衛生措施，以保障僱員及客戶的安全。我們自己的外送團隊仍然致力履行社會責任，堅持為顧客提供「無接觸」送餐服務，以配合政府的疫情防控工作。暫停營業的門店將專注提升現有產品的品質及產品研發、流程優化以及員工培訓等，積極在危機當中尋找機會。同時，本集團亦已採取措施（如與業主及供應商協商，以分別獲得減租及更長的信貸期）以統籌管理現金使用情況及緩解病毒傳播帶來的資金壓力。倘新型冠狀病毒疫情持續，其爆發將不可避免地對本集團於二零二零年的財務表現產生不利影響。儘管如此，本集團仍將密切關注疫情動向，嚴格遵循政府發佈的指引，希望能在最短時間內重開受影響店舖並恢復銷售額。

二零二零年在管理層面，本集團將首先專注提高客戶滿意度。本集團預計將在二零二零年全面落實經升級的CRM系統，以期大幅減少顧客的差評率及快速回應顧客的每一條意見，尤其是投訴意見，以爭取獲得三大主要平台的5星級好評及零差評。其次，本集團將進一步深化共享制。激勵計劃實施三年來，對店長的激勵作用比較明顯。於二零二零年的新的一年內，本集團將在原來的基礎上進一步優化該激勵計劃，讓其在新的發展形勢下產生更好的效果。再次，本集團將實施流程變革，精簡流程，用科技提升效能，用系統解決問題，對支援中心的組織架構進一步優化，使其更加互聯網化及最終更有效率。其四，本集團將增強產品競爭力。本集團的最大競爭優勢是牛肉飯，因此，我們會將更多的精力投入到提升這一招牌產品的出品質量及營運程序，為顧客做出最好吃的牛肉飯；新產品開發方面，本集團將重點研發品類豐富的燉煮類產品及飲品，以推動新的銷售額。最後，本集團將繼續加大科技投入，建設數據分析平台、CRM後台管理系統並升級商業智能(BI)系統，以加快數據處理分析速度、維度，以為本集團制定決策及提升效率提供更強大的支持。

Future Development Strategy

Similar to other catering enterprises, Hop Hing has also suffered from the temporary suspension of operation of certain stores which has led to a slump in sales as a result of the COVID-19 outbreak. To address this unexpected crisis, the Group has promptly launched enhanced hygiene measures at its stores to protect its employees as well as its customers. Its own delivery service team remains committed to fulfilling its social responsibility and providing “non-contact” delivery service to customers to complement the Government’s virus prevention efforts. For stores that are temporarily suspended, they will focus on enhancing the quality of existing products and product research and development, optimising processes and staff training so as to actively identify opportunities amid the crisis situation. Meanwhile, the Group has adopted measures to coordinate and manage cash utilisation and relieve the capital pressure generated from the spread of the virus, such as negotiating with landlords and suppliers for rental reductions and longer credit period respectively. The COVID-19 outbreak will inevitably pose an adverse effect to the Group’s financial performance in 2020 if the pandemic lasts. Nonetheless, the Group will pay close attention to the development of the pandemic and strictly follow the guidelines issued by the Government, hoping to reopen affected stores and regain sales in the shortest possible time.

As for its management during 2020, the Group will first concentrate on improving customer satisfaction. The Group expects to completely roll out an upgraded CRM system in 2020, with an aim to substantially reduce the number of negative ratings by customers and achieve prompt response to every single comment left by customers, in particular complaints, in order to strive for five-star positive ratings and zero negative rating across the three major ordering platforms. Secondly, the Group will further develop its sharing system. The incentive scheme has provided notable incentives to store managers since its launch three years ago. In the new year of 2020, the Group will build on the existing foundation to further optimise the incentive scheme, thereby achieving better performance under the new development trend. Thirdly, the Group will implement reform of its processes to perfect and streamline procedures. It will leverage technologies and systems to enhance efficiency and resolve issues, as well as refine the organisational structure of its supporting office to make it more Internet-based and, ultimately, more effective and efficient. Fourthly, the Group will strengthen its product competitiveness. The Group’s greatest competitive advantage lies in its beef rice bowl. Hence, we will step up efforts in raising the standard of this signature product, both the food quality and its operational procedures, in a bid to produce the best beef rice bowl for its customers. In terms of the development of new products, the Group will concentrate on the research and development of diversified stewed products and drinks to drive new sales. Finally, the Group will continue to step up technological investment and build up a data analysis platform, a back-end CRM management system and upgrade the business intelligence (BI) system in order to speed up the pace and optimise data processing and analysis, providing stronger support to the Group in its decision making and improving its efficiency.



業務未來發展計劃 (續) FUTURE BUSINESS DEVELOPMENT PLAN (Continued)

未來發展戰略 (續)

在擴張層面，考慮到二零二零年年初爆發的新型冠狀病毒疫情，本集團將在今年上半年擱置開店計劃，並於新型冠狀病毒疫情得到控制後繼續探索於一二線城市的開店機會。之後，本集團亦會考慮於其店舖內加入自助點餐機、微信點餐小程序功能等科技元素，以推廣「無接觸」自助服務，有關服務亦受到本集團年輕一代目標顧客的歡迎。於發生新型冠狀病毒事件後，本集團相信，美味又方便的家庭餐將變得越來越流行，並為餐飲行業帶來另一次轉型。為滿足顧客的家庭餐需求，本集團已推出新的「家庭廚房」產品線，包括各類定型包裝冷凍食品，以使顧客能在家中輕鬆享用本集團的美味產品。

隨著中央政府將讓「美好生活」成為人們的「基本需求」作為執政的主要目標之一，消費升級已成為發展動力。為此，本集團將繼續堅持「良心品質」的經營宗旨，向顧客提供美味、健康及安全的食品，以令其滿意及放心。

致謝 VOTE OF THANKS

本人謹代表本集團對所有客戶、供應商、業務聯繫人士與往來銀行給予我們的堅定不移的支持，致以衷心謝意。本人亦對管理團隊成員及員工於過去一年的勤奮與毅力表示感激。

代表董事會

行政總裁

洪明基

香港

二零二零年三月三十日

Future Development Strategy (Continued)

In terms of expansion, concerning the outbreak of COVID-19 which became pandemic in the beginning of 2020, the Group will set aside its store opening plan in the first half of the year and resume exploring store opening opportunities within first- and second-tier cities after COVID-19 is well under control. It will also consider adding more technological elements into its stores moving onward, including the provision of self-ordering machines and a WeChat Mini Program ordering function, in order to promote “non-contact” self-services which are also welcome by the Group’s targeted young generation customers. After the COVID-19 incident, it is believed that delicious and convenient home meals will become more popular and bring another transformation to the catering industry. To satisfy customers’ home meals need, the Group has launched a new “Family Kitchen” product line including a wide variety of pre-packaged frozen food so as to allow customers to enjoy the Group’s tasty products at home with ease.

With a “better life” turning into a “basic need” of citizens as one of the key goals of the Central Government in setting policies, consumption upgrade has become a driver for development. Towards that end, the Group will continue to uphold the “Conscientious about Quality” operating philosophy and provide delicious, healthy, and safe food products to our customers to their satisfaction and enjoyment with peace of mind.

On behalf of the Group, I would like to thank all of our customers, suppliers, business associates and bankers for their unwavering support. I wish to also express my gratitude to members of our management team and staff for their diligence and perseverance during the past year.

On Behalf of the Board

Hung Ming Kei, Marvin

Chief Executive Officer

Hong Kong

30 March 2020

本環境、社會及管治報告（「環境、社會及管治報告」）按照香港聯合交易所有限公司（「聯交所」）證券上市規則附錄二十七《環境、社會及管治報告指引》（「指引」）編製，內容涵蓋本集團於二零一九年一月一日至十二月三十一日期間在持份者參與、環境保護、員工關愛、營運慣例及社區等範疇的工作表現。

本集團按照指引要求的重要性、可量化、平衡及一致性這四大原則編製本報告。本集團每年發佈其環境、社會及管治報告，披露其在環境、社會及管治方面的表現，並將據此致力持續改善環境、社會及管治方面的管理。

持份者識別和溝通

本集團的持份者所涉及的層面甚廣，尤以顧客及員工為多。我們識別了本集團最關鍵的持份者，包括顧客、員工、政府、股東與投資者、供應商、公益組織、行業協會及媒體，並透過不同渠道（如政策文件、問卷調查及服務熱線）收集彼等的意見。

於編製本環境、社會及管治報告時，為了解不同持份者對本報告內容的期望，並且就本集團環境、社會及管治表現提供意見，本集團已與持份者展開不同形式的溝通，包括面對面溝通、電話訪談、問卷調查、實地走訪等。此舉確保雙方在公平公正的情況下溝通，繼而使是次報告的主要內容反映本集團當前的表現，並可作為將來本集團制定有關政策及指引的參考。

環境、社會及管治報告涉及廣泛議題。當中，本集團需要識別與自身相關的議題，作為可持續發展管理及信息披露的基礎。本集團透過與持份者的溝通，識別了較為重要的議題。本集團亦已確定本環境、社會及管治報告的披露範圍及來年編製環境、社會及管治報告的方向。截至二零一九年十二月三十一日止年度，本集團的業務及經營環境與以前年度類似。

This environmental, social and governance report (“ESG Report”) has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Guide”) set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), covering the Group’s performance in terms of stakeholder engagement, environmental protection, care for employees, operating practices and community from 1 January to 31 December 2019.

The Group prepared the report according to the four major principles: materiality, quantitative, balance and consistency as required by the Guide. The Group publishes its ESG Report annually to disclose its performance on Environmental, Social and Governance, on the basis of which the Group will make continued improvement to the management of environmental, social and governance aspects.

Identification and Communication With Stakeholders

The Group has a diverse mix of stakeholders of which many of them are customers and employees. We have identified stakeholders crucial to the Group, including customers, employees, governments, shareholders and investors, suppliers, community organisations, business associations and media, and collected their comments through different channels, like documents of policy, questionnaires, and service hotlines.

In preparing this ESG Report and to understand the expectation of different stakeholders on the report contents and allow them to comment on the Group’s ESG performance, the Group has communicated with stakeholders in different forms including face-to-face communication, telephone interviews, questionnaires and on-site visits. This can make sure we have fair communication with our stakeholders, so that the main contents of the report could reflect the Group’s current performance, and the Group’s future policies and guidelines could be developed therefrom.

The ESG Report covers a wide range of aspects. The Group needs to identify aspects of relevance to form its base for disclosing its management of sustainable development and information. The Group communicated with stakeholders and identified the more important aspects. The Group has also defined the scope of disclosures in this ESG Report and the coming year’s direction of preparing the ESG Report. In the year ended 31 December 2019, the Group’s business and operating environment was similar to that of the previous years.



環境保護

本集團一直秉持以「良心品質」的經營態度，除了考慮食物品質外，我們亦關注到日常營運對環境的影響。為此，本集團已訂立環境管理系統，並在國內飲食業同業中最先取得ISO14001環境管理體系認證，確保符合當地環境法規，亦釐清各呈報部門環境保護方面的職責。

排放物

廢氣排放

我們作為快餐連鎖食店無可避免需要使用大量燃料烹調食物，並隨之產生油煙。在中國，本集團須遵守並已遵守與廢氣排放相關的法律及法規。為減少油煙對食店周邊環境的影響，本集團嚴格監控店鋪的油煙裝置的效能。北京吉野家分店安裝的三種達到國家要求標準的油煙淨化裝置（顆粒物、飲食油煙、非甲烷總烴）已完成升級。為了使有關裝置能長遠發揮效能，營運部已制定一系列維修保養計劃，包括定期清潔油煙淨化裝置，定期為裝置進行保養，以及編製清潔報告。店鋪員工已接受相關培訓，以不時對上述設備進行保養。如此一來，可確保店鋪經營符合當地法規，亦使店鋪附近空氣保持清新。

廢棄物管理

所有連鎖食店、食品加工中心及辦公室在日常營運期間會產生不同類型的廢棄物，可大致分為危險廢棄物、可回收的廢棄物、不可回收的廢棄物及肉類加工廢棄物。各項物料在生產、運送及棄置過程中均可能造成不同程度的環境影響。在中國，本集團須遵守並已遵守對危險廢棄物及無害廢棄物的產生有重大影響的相關法律及法規。為此，本集團致力在不同的營運區域妥善處置不同類型的廢棄物。如此一來，我們不僅讓回收率上升，還可以最大限度地減少廢棄物帶來的衛生問題。

Environmental Protection

The Group has been persistent in carrying out its business with strict adherence to its motto – “Conscientious about Quality”. In addition to food quality, we also pay attention to the impact of our daily operational activities on the environment. The Group has formulated an environmental management system and the Group is the first ISO14001 certified entity among all peers in the food and beverage industry in the PRC, for the purpose of complying with local environmental laws and defining the environmental protection responsibility of each reporting unit.

Emissions

Air Emissions

As a QSR chain operator, we inevitably use fuels in cooking which results in giving out smoke. In the PRC, the Group is required to comply and has complied with relevant laws and regulations relating to air emissions. To minimize the impact of smoke on the surrounding environment, the Group strictly monitors the efficiency of the smoke exhaust equipment installed at our restaurants. The three kinds of smoke purification devices (particulate matter, cooking fume, non-methane hydrocarbon (NMHC)) with national standards installed at the Yoshinoya stores in Beijing have been upgraded. To maximize the service life of these devices, our Operation Department has devised a set of servicing and maintenance plans, including cleaning the smoke purification devices regularly, arranging regular maintenance of the devices and conducting cleaning reports. Staff at stores have been trained to carry out maintenance of these devices from time to time. In this way, compliance with local regulations by our stores and freshness of the air around the stores can be assured.

Waste Management

All chain stores, food processing centres and offices generate different kinds of wastes during their daily operations, which can be broadly classified into hazardous waste, recyclable waste, non-recyclable waste and processed meat waste. The production, transit and disposal process of different materials may have various degrees of impact on the environment. In the PRC, the Group is required to comply and has complied with relevant laws and regulations that have a significant impact relating to generation of hazardous and non-hazardous waste. For this reason, the Group tries its best to dispose of different types of wastes at different operating areas properly. In this way, we not only increase the recycling rate, but also minimize the hygienic problem brought by our wastes.

環境保護 (續)

排放物 (續)

廢棄物管理 (續)

本集團小心處理其他廢棄物，讓任何尚可加以運用的物料能回收再用。本集團食品加工中心每天處理大量食材，整理肉類時，會嚴格控制成品質量，減少肉頭及碎肉產生，以免造成浪費。除了食材外，本集團亦收集統計數據及監控店舖內廢棄物的產生。我們已將廢棄物收集及分類為可回收的廢棄物及不可回收的廢棄物，並將其交予專業的第三方廢棄物處理人處理。本集團亦收集並集中處理公司可作二次利用的零件、廢塑料容器、包裝紙箱、包裝紙及廢紙等，盡量減少廢棄物產生。

回收營運商每日到訪店舖，確保回收程序符合環境保護及衛生監控規定。包裝紙箱及廢油初步由店舖的指定員工收集以提升回收率。根據國家食品藥品監督管理局的規定，店舖須張貼「節儉惜福」、「杜絕浪費」等海報標語，提示消費者切勿吃剩食物，從而減少廢棄物產生及環境污染。本集團定期對店舖的食品加工程序進行評審，以減少食品加工過程中的食材報損量。

儘管本集團的營運毋需使用危險化學用品，但仍然會產生有限數量的廢燈管、廢電瓶等被當地政府納入危險廢棄物名錄的廢棄物。所有危險廢棄物均由特定人士於特定地點收集處理，以免其他人員處理不當，處理不當可能造成環境污染，危害健康。

碳審核

作為負責任的企業公民，本集團致力減低業務營運對環境的影響，在減少碳排放方面的工作更是不遺餘力。為降低碳排放，本集團已經了解碳排放規律，並作出針對性的改善措施。

在中國，本集團須遵守並已遵守對溫室氣體排放有重大影響的相關的法律及法規。

Environmental Protection (Continued)

Emissions (Continued)

Waste Management (Continued)

The Group handles other wastes carefully, and recycles any useful materials wherever possible. The food processing centre of the Group handles a lot of food each day. When it comes to meat, the Group controls finished products rigorously so as to minimise the generation of debris and wastage. In addition to food, the Group also collects statistical data and monitors the production of wastes in the stores. We have collected and classified the wastes into recyclable waste and non-recyclable waste, and passed them to the professional third parties waste handlers to handle. The Group also collects and centralizes reusable parts, plastic containers, cartons, packaging paper and waste paper to minimize the production of wastes.

Recycling operators visit the stores daily to ensure that the recycling process complies with the environmental protection and hygiene control requirements. Carton and waste oil are initially collected by the designated staff in stores to increase the recycling rate. According to the requirements of the State Food and Drug Administration, a store has to post posters with slogans like "Saving is honor", "Do not waste", to prompt consumers not to leave food to reduce waste production and environmental pollution. The food processing systems in stores are reviewed regularly with the aim to reduce the wastage during the food processing.

During the operations, while the Group uses no hazardous chemical, it produces limited amount of fluorescent lamp and accumulator wastes that have been categorised as hazardous wastes by the local government. All hazardous wastes are collected by designated persons at designated places so as to avoid mishandling by other staff, which may cause environmental pollution and endanger the health.

Carbon Audit

As a responsible corporate citizen, the Group tries its best to minimize the environmental impact of its operations and in particular spares no effort in reducing its carbon footprint. For this purpose, the Group has understood its carbon emission patterns and mapped out pertinent improvement measures.

In the PRC, the Group is required to comply and has complied with relevant laws and regulations that have a significant impact relating to greenhouse gas emissions.



環境保護 (續)

排放物 (續)

碳審核 (續)

本集團聘請第三方專業機構為本集團進行碳審核，核查本報告年度各單位的排放強度。在店舖營運期間，碳排放主要源於灶具的天然氣消耗以及其他灶具及燈具的電力消耗。經過詳細的碳排放數據分析，本集團進行不同針對性的減排措施，包括加強營運高低峰時期的能源使用監管。在未來，本集團亦會持續監測排放點的碳排放數據，按年制定不同的減排策略。

溫室氣體排放	58,585噸二氧化碳
溫室氣體排放強度	28噸二氧化碳／收入 (人民幣百萬元)
食物殘渣產量	2,780噸
廢油產量 (附註)	776噸
廢紙產量	412公斤
廢紙回收量	610公斤
金屬廢料產量	93公斤

附註：廢油產量相較二零一八年有所增加，最主要是因年內店舖數量增加而引致營運規模增大，及為了提升顧客滿意度而改變烹調食材程序所致。

資源消耗

能源消耗

能源消耗與碳排放息息相關。本集團每年按期審查店舖的排放數據，並設定能源消耗目標，以監控用電量。本集團已制訂一系列節能措施並於各店舖推行，以達到目標。為有效地使用能源，本公司已為各店舖制訂各個用能設備，如電燈、空調系統等開關的時間表，各店舖將遵循有關時間表。當發現實際用電量與制訂的使用量有較大出入，本公司的營運部會調查差異原因並在有需要時作調節。除時間表外，現時各店舖均採用分區照明系統，可令店舖按需要開關不同分區的電源。另外，各種煮食設備會按照顧客流量安排設備開啟的時間。本集團亦嘗試使用能源效益較高的設備以節省能源。本集團已把各店舖的照明系統更換為LED。經過各種節能措施的施行，我們各店舖已能夠將能源用得其所及把碳排放減至最低。

Environmental Protection (Continued)

Emissions (Continued)

Carbon Audit (Continued)

The Group engages a third-party professional organization to carry out a carbon audit and measure the emission intensity of each unit during the reporting year. For its stores operation, carbon emissions mainly come from natural gas consumption by stove and electricity consumption by other cookers and lights. After detailed analysis of the carbon emission data, the Group put in place different emission reduction measures, including strengthening the monitoring of energy consumption during peak and off-peak hours of business. In the future, the Group will maintain on-going detection of carbon emission data at all carbon-emitting places and develop different emission reduction policies from year to year.

Greenhouse gas emissions	58,585 tCO ₂
Greenhouse gas emission intensity	28 tCO ₂ /Revenue (Million RMB)
Food Residue production volume	2,780 Tonnes
Waste cooking oil production volume (Note)	776 Tonnes
Paper waste production volume	412 Kg
Paper waste recycling volume	610 Kg
Metal waste production volume	93 Kg

Note: The increase in the waste cooking oil production volume compared with year 2018 was mainly due to the increase in operating scale resulting from the increase in number of stores and the modification of our cooking processes to enhance our customer satisfaction.

Resources Consumption

Energy consumption

Energy consumption is closely related to carbon emissions. The Group reviews the emission data of its stores by periods every year and sets targets for the energy consumption to monitor the power consumption. A set of energy-saving measures has been put into effect at all stores to meet their targets. To consume energy efficiently, the Company has worked out start and shut-down time schedule for different kinds of energy-consuming equipment of the stores, such as lights and air-conditioners, which will be followed by the stores. When actual consumption deviates from our planned consumptions significantly, the Operation Department of the Company would investigate into the causes of such deviation and make adjustment, where necessary. Besides the schedule, our stores use zoned lighting systems which allow the stores to power on or off in different zones as needed. In addition, cooking devices will also be switched on by reference to customer traffic. The Group also tries to use equipment with higher energy efficiency, to save energy. The Group has replaced the lighting systems at stores by LED. By carrying out a series of energy-saving measures, our stores have been able to maximise energy efficiency and minimize carbon footprint.

環境保護 (續)

資源消耗 (續)

水資源消耗

本集團謹慎使用珍貴的水資源。在店舖的日常營運期間，無論清洗食材、煮食、店舖清潔等各環節均需使用食水。本集團關注店舖的用水情況，營運部於每年年初會根據去年用水情況制訂年度計劃，於每月月底會檢視用水的實際情況，並為用水量較預期多的環節進行針對性分析及提出改善措施。機件耗損通常是浪費食水的原因之一。故此，公司將會定期按照保養計劃為用水設備進行日常保養與及時維修。為了減少用水量，節水是我們購買新設備時的重要考慮因素之一。

於報告期間，本集團在採購合適用途的水資源方面並未遇到任何問題。

能源消耗總量	68,479兆瓦時
能源消耗總量密度	33兆瓦時／收入 (人民幣百萬元)
用電量	66,691兆瓦時
用電量密度	32兆瓦時／收入 (人民幣百萬元)
天然氣消耗	144,461立方米
煤氣消耗	45,933立方米
汽油消耗	2.7噸
柴油消耗	無
用水量	459,822立方米
用水量密度	219立方米／收入 (人民幣百萬元)
瓶裝水消耗	426立方米
包裝材料消耗	2,219噸

員工關愛

基於餐飲業務的行業特性，員工與顧客有密切交流。員工肩負著促進公司發展與樹立公司形象的重任，因此，本集團珍惜每一位行業人才，渴望為員工締造一個優質工作環境，並為每位員工創造更廣闊發展空間，讓員工與公司共同成長。

Environmental Protection (Continued)

Resources Consumption (Continued)

Water Resource Consumption

The Group uses our precious water resource with great care. During the daily operations, stores use water for washing raw materials, preparation of food, and cleaning the stores. The Group keeps a close eye on water consumption by stores. Based on water consumption in previous year, Operation Department develops an annual plan at the beginning of each year. They check the water consumption at the end of each month, analyse the process which have high unexpected usage of water, and come up with improvement measures. Malfunction equipment is usually one of the causes for wastage of water. Hence, the Company will carry out regular check and timely repair to water-consuming equipment according to the maintenance plan. In order to reduce the water consumption, water saving is one of our important considerations when we purchase new equipment.

During the reporting period, the Group did not encounter any issue in sourcing water that is fit for its purpose.

Total Energy consumption	68,479 MWh
Total Energy consumption intensity	33 MWh/Revenue (Million RMB)
Electricity consumption	66,691 MWh
Electricity consumption intensity	32 MWh/Revenue (Million RMB)
Natural gas consumption	144,461 m ³
Towngas consumption	45,933 m ³
Gasoline consumption	2.7 Tonnes
Diesel consumption	nil
Water consumption	459,822 m ³
Water consumption intensity	219 m ³ /Revenue (Million RMB)
Bottled water consumption	426 m ³
Packaging material consumption	2,219 Tonnes

Care for Employees

Due to the nature of the food and beverage industry, employees closely interact with our customers. Our employees play an important role in driving our business growth and shaping our company image. Hence, the Group treasures every talent and is eager to provide the best working environment and create the opportunities for self-development to every employee and grow with them.



員工關愛 (續)

僱傭

員工條件及福利

本集團明白員工是本公司業務和未來發展的基石，並為此制定以人為本的福利及政策以吸引和挽留優秀人才。

在中國，本集團須遵守有重大影響的與薪酬及解僱、招聘及晉陞、工作時間、休息時間、平等機會、多元化、反歧視以及其他利益及福利相關的法律及法規。

本集團已按照各營運所在地政府的有關規定為員工購買各項社會保險，員工享有各類型法定假期，包括哺乳假及男士侍產假。另外，本集團也為員工提供其他福利，如用餐優惠、為夏季高溫場所工作人員及低溫冷庫工作人員提供特殊津貼等，藉以挽留人才。為避免員工進行身體未可負荷的工作及保護未成年人士，禁止旗下店舖僱用未滿18歲的人士。

本集團相信，豐富的工餘活動能讓員工紓解工作壓力，同時加強團隊凝聚力。本集團為員工關愛計劃設計連串活動。本集團已經開展的活動包括給員工提供免費用餐，舉辦戶外旅遊及放映電影、為員工子女發放六一國際兒童節禮品等活動。

平等機會、多元化與反歧視

本集團致力締造公平的工作環境。為使每位店舖員工有平等的晉陞機會，已訂立一系列評核程序。我們備有一系列關鍵績效指標（「指標」），以便更全面及客觀地評核員工表現。在績效評核制度之下，負責經理可按照指標審視員工表現，繼而決定升任人選。

Care for Employees (Continued)

Employment

Employee Conditions and Benefits

The Group is aware that employees are the cornerstone of the Company's business and future development and therefore attract and retain top-notch talents by providing them with people-oriented employee benefits and policies.

In the PRC, the Group is subject to relevant laws and regulations that have a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

The Group purchases social insurance for our employees as required by the local government where we operate. Our employees also enjoy statutory holidays, including breastfeeding leave and paternity leave for male employees. Moreover, the Group also provides a wide range of other benefits to retain the employees, such as discounted meals, special allowances for those who work in high-temperature area in summer or in low temperature freezers. To ensure employees are not assigned with workload that is intolerable to them and to protect juveniles, the Group prohibits the hiring of any person aged below 18.

The Group believes that interesting pastimes can help relieve the stress of employees and unite the team together. The Group designs a wide range of activities for employees care plan. The activities carried out by the Group included, providing free meals, holding nature tours and film shows for staff and preparing gifts to the children of its employees on the International Children's Day on 1st of June.

Equal Opportunity, Diversity and Anti-Discrimination

The Group is committed to creating an equal working environment. A set of assessment procedures have been formulated, which allows all store employees to have equal promotion opportunity. A set of key performance indicators (the "KPIs") have been designed to assess the performance of every employee comprehensively and fairly. Under the performance assessment framework, managers-in-charge can measure employee performance against the KPIs and determine who should be promoted.

員工關愛 (續)

僱傭 (續)

平等機會、多元化與反歧視 (續)

我們反對任何形式的歧視，亦不會因申請人殘疾而影響聘用機會。本集團以行動履行反歧視的承諾，已在一部份分店聘用傷健員工。另外，向員工發放《殘疾人士受僱注意事項》，使員工知悉如何在日常工作中與同事們做好配合。主管在分配工作時會配合傷健人士的能力，在日常的工作中多關注傷健人士的工作情況，適時地提供幫助，另外為傷健人士安排固定師傅，並根據情況配合其工作時間表。人力資源部從傷健人士入職本公司當月起收集其個人相關資料，由公司為其繳納社會保險，維護合法權益，讓傷健人士也獲得正常工作及自力更生的機會。

員工溝通

為照顧所有員工的需求，有效的溝通渠道尤為重要。本集團透過不同渠道與員工交流。定期舉行各種員工會議，支援中心各部門及餐廳每月均組織不同形式的員工會議，期間會傳遞公司新政策、程序及人事信息，讓團隊成員藉此機會互相學習及交流。另外，餐廳及支援中心已設置公告欄，讓員工更了解公司的最新資訊，增加員工對公司的歸屬感。同時通過企業微信使培訓內容與公司文化快速傳達到每一位員工。本集團也定期出版供內部參閱的刊物「良心雜誌」，刊物由本集團各部門合作完成，充分反映員工意見。本集團也希望直接聽取員工的意見，已開設員工意見信箱，讓員工藉此平台向人力資源部提出創新建議。本集團也要求各餐廳經理與下屬積極溝通，了解前線員工對本集團營運的各種意見，以便本集團制定更以人為本的人力資源政策。

Care for Employees (Continued)

Employment (Continued)

Equal Opportunity, Diversity and Anti-Discrimination (Continued)

We oppose any form of discrimination. Employment opportunities should not be affected by the applicant's disability. The Group has fulfilled its anti-discrimination commitments by deeds and has hired employees with disabilities in certain branches. In addition, employees have been issued with the "Notes on Employment of Persons with Disabilities" so that they know how to cooperate with their colleagues in their daily work. Supervisors will assign jobs that match the abilities of persons with disabilities. The supervisors will also pay more attention to the work condition of persons with disabilities and provide them with timely help. Apart from these, a regular teacher will be arranged for them and will accommodate their work schedule. The Human Resources Department will collect personal information of persons with disabilities from the month they join the Company, and the Company will pay social insurance for them, protect their legitimate rights and interests and allow them to obtain opportunities for normal work and self-reliance.

Employee Communication

Effective communication is of vital importance to cater for the needs of employees. The Group maintains various means of communications with employees. Employee meetings are held regularly. The departments under Supporting Office and the stores have different forms of employee meetings every month to update them with the Company's new policies, procedures and news from human resources and allow team members to learn from and exchange ideas amongst themselves. Also, there are bulletin boards at the stores and Supporting Office from where employees can get the latest information from the Company and staff loyalty can be enhanced. In addition, the Group has made use of WeChat Work to disseminate information relating to training programs and corporate culture to its staff. The Group also publishes an internal magazine, "Magazine of Conscience" regularly. It is the joint effort of different departments of the Group and reflects the comments from the employees. The Group also wishes to hear from employees directly. An "employee suggestion mailbox" has been made available for employees to raise their innovative ideas to the Human Resources Department. The Group also requires all store managers to talk with their staff proactively and understand the front-line employees' comments on the Group's business. These comments would be taken into account in the formulation of our people-oriented human resources policies.



員工關愛 (續)

健康與安全

要保持良好的食品及服務質素，員工的健康狀況是其中一項關鍵，確保職業安全是本集團重中之重的。本集團已按照相關當地政府的適用法律法規的要求，貫徹執行當地政府頒佈的《職業健康安全管理體系要求》。人力資源部已為員工提供各項基本保障，除了購買員工意外保險外，亦每年為員工進行身體檢查，讓員工能了解自己的健康狀況。

工作環境與員工安全水平息息相關。為確保遵守有重大影響的與提供安全工作環境及保護員工免受職業危害相關的法律及法規，本集團定期制定並實踐勞動保護裝備（「裝備」）的購進計劃，確保僱員在工作環境內有充足及合適的裝備。此外，本集團也小心看待工作場所中的安全黑點，為此特地成立危害分析重要管制點小組，小組對生產環境進行定期監察，處理各項安全隱患，並減少任何玻璃爆裂、外界污水滲漏及其他危險情形。

本公司明白預防勝於治療。公司已安排全面的職業安全培訓，內容包含職業健康安全管理要求、職業病預防、危害分析重要管制點計劃等，在職的員工必須在完成培訓後通過相關考核，確保所有員工具備所需的職業健康安全知識。

Care for Employees (Continued)

Health and Safety

Employee health is a key in upkeeping the superior food and service quality. Occupational safety is a top priority to the Group. The Group has put into action Occupational Health and Safety Management System Requirements promulgated by the local governments and required by applicable laws and regulations of the relevant local governments. The Human Resources Department provides a basic security package to employees. In addition to providing accident insurance coverage, employees will have body check each year so as to let them know their health conditions.

Work environment is vital to employees' safety. In order to ensure compliance with relevant laws and regulations that have a significant impact relating to providing a safe working environment and protecting employees from occupational hazards, the Group develops and implements regularly plans for purchasing work safety protective equipment (WSPE), to assure that sufficient and proper WSPE are available to employees in the workplace. Moreover, the Group pays particular attention to safety black-spots in the workplace. A Hazard Analysis Critical Control Point (HACCP) group has been formed to monitor the production environment and address any safety hazard on a regular basis, and to minimise the incidence of glass burst, external effluent seepage and any other hazards.

The Company understands that prevention is better than cure. The Company has designed a whole set of occupational safety training programs, including occupational health and safety management requirements, occupational disease prevention, HACCP program. Every employee must pass the exams after completing the required trainings so as to ensure that they have the required knowledge of occupational health and safety.

員工關愛 (續)

員工發展

本公司以多元化的形式為不同級別的員工提供相應的各類在職教育及訓練，以提升員工的業務操作技能。為了確保訓練項目的成效以及為客戶提供具有質素的服務，受訓員工需在指定時限內達到指定培訓標準。

本集團組織各種形式的培訓和競賽，包括新員工入職進行的食品安全意識和基礎知識培訓、店舖經理在職培訓內部監控以及食品安全競賽等，以提升員工對食品安全的意識。我們的品質監控部亦於每季度開展活動以提升其員工對食品安全的意識。

營運慣例

市民的健康與飲食有密切關係，要持續增長地經營快餐業務，建立值得信賴的商業品牌，產品質素最為關鍵。除了講求速度及相宜的價格外，我們更注重食品的安全及營養。我們由選材、運輸以至製作食品的程序均有嚴格規定，使顧客能安心享用我們的產品。

供應鏈管理

採購政策

供應商是本集團管理食品品質及安全的第一道關口。除了味道外，我們需要保證食材百分百安全。本集團對供應商有著嚴格的篩選機制，會從供應時間、信譽、能力、資本、產地、公司安全體系及實地考察報告等多方面考量來甄選供應商，行業龍頭企業為最優選擇合作夥伴。各種材料均由指定地方供應，並以該行業的龍頭企業作為合作夥伴（如合適）。我們以環境表現作為其中一個篩選指標，僅考慮獲ISO14001認證的公司，並選擇經已建立環境管理體系的供應商。在供應商正式被選用後，本集團會安排向供應商進行針對食物安全的現場審查。對供應商的評估每年進行一次，以審查其產品的質素，確保達到本集團的標準。購得的食材樣品也會送往第三方檢驗機構進行品質檢驗，確保食材成份符合安全標準，從源頭監控食品安全及質素。

Care for Employees (Continued)

Employee Development

The Company provides trainings in diversified forms for employees at different levels to receive a wide range of tailored on the job education and trainings to strengthen their business operating skill. To ensure the effectiveness of the training programs so that our customers are provided with quality services, trainees are required to meet the standards within a specified period of time.

The Group organizes different kinds of trainings and competitions, including food safety awareness and fundamental skill trainings for newly joined staff, on-job training of internal control for store managers, and food safety competitions to raise the employees' awareness of food safety. Our quality control department also conducts quarterly activities to improve food safety awareness of its staff.

Operating Practices

Food is closely related to citizens' health. Quality is the most important factor to achieve sustainable growth of a QSR business and build a trustworthy commercial brand. We attach greater importance to food safety and nutrition than to speed and low price. With stringent rules on our purchase of raw materials, transportation and food preparation process, our customers can feel at ease when enjoying our food.

Supply Chain Management

Procurement Policy

Supplier is the first control point on food quality and safety management of the Group. Apart from taste, we need to ensure all the raw materials are safe. The Group maintains a strict supplier selection mechanism, with indicators such as supply time, reputation, capacities, capital, origin, safety system and reports after carrying out on-site visits. We prefer to partner with leaders of the relevant market sectors. All materials are supplied from designated places and we would choose the leading companies of each sector as our partners, where appropriate. Environmental performance is one of our selection criteria. We select only ISO14001 certified companies and choose suppliers with established environmental management system. After a supplier is selected, the Group arranges on-site inspection for reviewing their food safety. Suppliers' evaluation would be done once a year to review the quality of their products to ensure fulfillment of the Group's standard. To monitor the food safety and quality from the source and ensure ingredients are up to safety standard, samples of raw materials purchased would be sent to third-party inspection organization for quality test.



營運慣例 (續)

供應鏈管理 (續)

物流管理

供應商的篩選程序是保障食材質素的第一防線，運送食材的物流過程也是保質的關鍵。二零一九年，我們位於北京的物流中心經升級後已開始投入運營，食品安全水準進一步提高。我們制定了一系列在物流過程中檢測食材質素的指標，如運送及儲存點的衛生情況及溫度。我們要求員工輕拿輕放以避免造成破損。此外，我們的物流中心設有實驗室，為食材質素作詳細檢驗。配送車輛每天須在進行消毒後，方可裝車。我們的物流中心均加裝有高清攝像頭，以全天候監控食材加工過程。經過妥善的物流管理，確保運送到各店面的食材能保持質量，由食材變質引起的食品安全問題風險因而得以減低。

產品及服務質素

食品安全

食物能提供營養，但古語有云「病從口入」，進食不衛生、處理不當的食物能引致嚴重健康問題。我們以零重大食品安全事故為目標，建立值得顧客信賴的餐飲品牌。本集團有專業的管理團隊和嚴格的內部及外部控制程序及齊全的管理手冊，食品安全體系健全。本集團須遵守並已遵守國內有重大影響的與顧客的健康和安全相關的法律及法規。

我們各店舖根據內部食品安全檢查清單，每日檢查兩次食材質素，確保食材在有效日期前食用。我們亦有訓練有素的食品安全員工負責進行食品安全檢查，避免爆發任何安全事故。在衛生管理方面，我們各店舖均有嚴格的流程並會定期進行清潔。品質監控部會進行突擊檢查，以確保規定的流程被完全執行。加工中心加裝有臭氧發生器，加工間全區域實現消毒程序覆蓋，有效確保了加工中心食品安全。

Operating Practices (Continued)

Supply Chain Management (Continued)

Logistics Management

While the process of choosing suppliers is the first line of defence on safeguarding food quality, the transportation of raw materials is also critical to quality assurance. In 2019, our upgraded logistic centre in Beijing started to operate with higher standard of food safety. We have designed a set of indicators for the measurement of quality of raw materials in transit, for example, hygiene and temperature of trucks and storages. We require all staff to handle the goods with great care to avoid any damages. In addition, we have an in-house laboratory within our logistic centres to test the quality of our raw materials. Trucks are sterilized daily before loading of goods. High resolution CCTV have been installed in our logistic centres to monitor the material handling process all the time. Following proper logistics management, all food materials delivered to stores are of good quality and the risk of food safety incidents caused by food material spoilage is reduced.

Quality of Products and Services

Food Safety

Food can provide nutrients, but as an old saying goes, a closed mouth catches no flies. Eating insanitary or improperly treated food may give rise to serious health problems. We aim at zero incidence of critical food safety accident and building a brand of food and beverage which can be trusted by our customers. The Group has a professional management team, sound food safety system with rigorous internal and external control procedures and management manual. The Group is subject to and has complied with relevant laws and regulations that have a significant impact relating to customer health and safety in the PRC.

Our stores perform checking on the quality of food materials in accordance with the checklist of our internal food safety twice a day to ensure that food materials are consumed before its expiry dates. Also, we have well-trained food safety staff responsible for the food safety inspection to avoid any outbreak of safety incidents. For hygiene management, our stores adopt strict procedures and carry out regular cleaning. Quality control department will carry out random checking to ensure the required processes have been properly carried out. Ozone generators have been installed in the processing centre and sterilization process covers the whole processing area to ensure food safety in the processing centre.

營運慣例 (續)

產品及服務質素 (續)

食品安全 (續)

我們的食品安全管理體系和環境管理體系已獲ISO 22000及ISO14001認證。食物安全管理涉及多方面的工作，在保證原材料質量的同時，我們要求所有設備清潔且正常運作，妥善處理廢棄物及污水，定期進行店舖消毒及滅蟲等。此外，烹調過程決定食物的味道及安全，我們已就所有菜品編訂詳細的標準製作程序，員工需要按程序製作食品，與此同時，他們亦需符合公司對員工的衛生要求，讓顧客在不同分店也能品嚐品質一致的產品和服務。為使以上食品安全策略確實推行，我們亦已成立食品安全審核小組，對食品製作的安全情況作詳細檢查和檢驗。除了供應鏈外，食品安全審核小組對食材、工序、廚房設備及周邊環境均會進行評核，並抽樣進行實驗室檢驗，以科學方法確保食品安全。

顧客滿意度

本集團經營競爭激烈的快餐業務，要成為顧客喜愛的快餐品牌，不單只追求迅捷的製作速度，我們強調服務態度、用餐環境、食品質素，全面照顧顧客的用餐感受。我們不時挑選顧客進行顧客滿意度調查，我們的調查涵蓋數個範疇，如食品品質、服務體驗、食品份量、環境清潔等等。分析顧客在各方面的不同評分後，我們會按結果找出重點提升的範疇，在未來的季度作出改善，持續完善我們的食品及服務品質。二零一九年，本集團開始啟用捷薈、支付後、博恩等線上數據分析系統收集顧客滿意度數據。顧客滿意度分現為我們員工的績效指標之一，此舉令本集團更加快速準確地瞭解顧客的需求。

為提升食品及服務質素，我們已啟動監察程序收集每名客戶在各平台（包括美團外賣、餓了麼、大眾點評網、團購等）的客戶滿意水平，包括對食品質素、用餐環境、服務態度的意見留言、用餐、外賣及會員消費等方面，從而就提高客戶滿意度作出更有效回應。

Operating Practices (Continued)

Quality of Products and Services (Continued)

Food Safety (Continued)

We have obtained certifications of ISO22000 and ISO14001 for our food safety management system and environment management system. Food safety management involves many aspects. While we have ensured the quality of raw materials, we also require all our equipment to be clean and functioning properly, waste and effluent are properly disposed of, and disinfection and pests control are done regularly in the stores. Cooking procedures determine food safety and taste. We have prepared detailed standard operating procedures on all items. Employees are required to follow our good processing practices in food preparation. In addition, they must also meet our hygienic requirements, so that our customers can enjoy products and services with consistent quality in our stores. To facilitate enforcement of the above mentioned food safety policies, we have also formed a food safety audit committee to carry out detailed examinations and inspections on the safety of food preparation. Apart from the controls exercised by the supply chain, the food safety audit committee also assesses raw materials, processes, kitchen equipment and the surrounding environment, and carries out laboratory tests on randomly picked samples, to ensure food safety with a scientific approach.

Customer Satisfaction

Competition in the QSR sector in which the Group operates is intensive. To become a favourite QSR brand of customers, we need to put emphasis on our service attitude, dining environment and food quality, to assure the best dining experience for our customers in every aspects, rather than care solely about the speed of preparation. We carry out customer satisfaction survey from time to time, which covers a number of areas, such as food quality, service experience, food portion and environment cleanliness. After analyzing scores given by customers from different aspects, we identify key areas that have rooms for improvement and take the improvement actions in the following quarter and we continuously improve our food and service quality. In 2019, the Group started using the online data analysis systems such as, MegaMeta, AFTEE, and Boen (博恩) to collect customer satisfaction data. Customer satisfaction scores are now one of the KPI of our employees, which provide the Group with prompt and accurate information on the customers' needs.

Aiming at improving our food and service quality, we have implemented procedures to monitor the comments of each customer collected from various platforms (including Meituan Waimai, Ele.Me, Dianping, Group purchase) on food quality, dining environment, service attitude through the comment board, aspects of dine-in, take-out and member spending so as to allow a more efficient response on improving customer satisfaction.



營運慣例 (續)

產品及服務質素 (續)

顧客投訴及私隱

本集團致力為客戶提供優質的產品及服務，認真看待每一個客戶的投訴。我們制定了《顧客投訴處理流程》，載明瞭員工處理客戶投訴的指引，確保每一個投訴有詳細的記錄及跟進。顧客如有任何關於堂食、外賣、外送及訂餐的投訴，可以透過電話、電郵、書面或親身到門市提出意見。我們的客服人員會在收到投訴後盡心理解及處理每一個意見反饋，並詳細記錄投訴事件。所有投訴處理過程的記錄會用作年度分析及反饋，以持續優化我們的產品及服務。

與此同時，我們嚴格保障顧客個人私隱，禁止員工向外洩露顧客資料及會員資料等。我們根據相關法律、法規之規定，制定了《信息安全管理制度》。我們在員工手冊詳述了紀律處分範圍，禁止任何員工未經公司書面同意而洩露客戶個人資料。任何員工未經本公司同意而私自將保密文件複印、保存或帶離公司將會受到紀律處分。

反貪污及道德規範

本集團貫徹「良心品質」，產品及服務質量固然是我們的努力目標，本集團同時恪守商業道德，遵守有重大影響的與賄賂、勒索、欺詐及洗黑錢相關的法律及法規。每位員工均須謹守本集團所訂的行為準則及道德規範。本集團已清楚要求全體員工遵守中國法規，嚴禁員工借本公司名義以任何方式向供應商、客戶收取任何形式的饋贈。本集團的反貪政策獲得正面成效，去年本集團未有任何有關貪污的法律訴訟出現。本集團已成立舉報機制，若員工發現任何非法、違反道德及公司守則的行為時，可直接與其主管聯絡，亦可聯繫內審部。本公司會保護舉報人，並會作出查證及跟進，努力締造公平的營商環境。

Operating Practices (Continued)

Quality of Products and Services (Continued)

Customer Complaint and Privacy

The Group is committed to providing customers with quality products and services and taking every customer complaint seriously. We have formulated the "Procedures for Handling Customers' Complaints", which set out the guidelines for employees to handle customers' complaints and ensure that each complaint is documented and followed up. If customers have any complaints about dine-in, take-out, delivery and meal ordering, they can voice out their comments by phone, e-mail, in writing or in person at the stores. Our customer service staff will do their best to understand and manage the feedback after receiving the complaint and record the complaint in detail. The complaint processing records will be used for annual analysis and feedback to continuously optimize our products and services.

At the same time, we vigorously protect customers' personal privacy and prohibit employees from disclosing customer data and membership data. We have formulated the "Regulations on the Management of Information Security" according to the provisions of relevant laws and regulations. We have disciplinary measures detailed in our employee handbook prohibiting employees from disclosing customers' personal data without the written consent of the Company. Any employee who copies, keeps, or removes confidential documents without the Company's consent will be subject to disciplinary actions.

Anti-Corruption and Code of Conduct

The Group pursues "Conscientious about Quality". While product and service quality is indeed something we work hard for, the Group also cares about business ethics by complying with relevant laws and regulations that have a significant impact relating to bribery, extortion, fraud and money laundering. Every employee is required to abide by the Code of Conduct and good practices set forth by the Group. The Group explicitly requires every employee to abide by the laws of the PRC. Accepting any gift from any supplier or customer in any form or by any means by any employees in the name of the Company is forbidden. The anti-corruption policy of the Group has proven to be of positive effect. No legal case regarding corrupt practices happened within the Group last year. The Group has put in place whistle-blowing procedures. An employee may report any illegal, immoral practice or any act in breach of the Code of Conduct to his or her immediate head or the Internal Audit Department. The whistleblower will be protected. Investigation will be made and the case will be followed up. In this way, we could create a fair business environment.

社區

社區活動

我們的業務扎根社區，在營運地區建立起龐大的業務網絡，以優質食品融入當地居民的生活當中。二零一九年榮獲遼寧省連鎖經營協會頒發的《行業龍頭企業》牌匾。除了拓展餐飲業務外，我們也關心經營地區的民眾利益。本集團關注營運地區的弱勢社群生活所需，招攬傷健人士加入服務團隊。另外，本集團也協助籌辦公益活動，對教育及文化交流方面的活動尤其重視，並鼓勵我們的員工參與其中。

經營餐飲業務需要大量員工，協助烹調食物及服務客人。我們能夠在地區創造就業機會，讓當地居民能夠在居住地附近工作。與此同時，我們亦有聘請傷健人士。縱使傷健人士往往在職場上處於弱勢，但其實他們具備與普羅大眾一樣的工作能力。我們以行動對傷健人士投以信任一票，讓他們踏足社會。

Community

Community Activities

Our business is based on the community and we have established a large business network in areas where we operate to integrate into the lives of local residents with quality food. In 2019, we were awarded the plaque of "Industry Leading Enterprise" by the Chain-Like Management Association in Liaoning Province (遼寧省連鎖經營協會). Apart from the expansion of our catering business, we are also concerned about the interests of the people in the areas where we operate. The Group pays attention to the needs of the disadvantaged communities living in the areas where we operate and recruits persons with disabilities to join our service team. In addition, the Group also assists in holding public welfare activities and pays special attention to education and cultural exchange activities. We also encourage employees to participate in them.

Catering business requires a large number of employees who cook food and serve guests. We can create jobs in the area and enable local residents to work near their place of residence. Furthermore, we also employ persons with disabilities. Even though persons with disabilities are often at a weak position in the workplace, they have the same ability to work as the general public. We take a vote of confidence in the persons with disabilities, allowing them entry to the community.



社區 (續)

社區活動 (續)

本集團關注社區未來發展，亦深瞭教育事業對培育社區下一代具有決定性影響，特意協助組織與教育相關的社區活動，包括協助為北京及香港兩地的學生安排文化交流活動。本集團繼續參與「京港傑出好學生」活動。二零一九年本集團為十五位香港在京學生發放獎學金，並組織他們參觀上市企業，為他們安排實習工作。在公司實習時了解內地的辦公室文化之餘，一眾實習生亦與部分北京學生一同遊覽名勝古跡，兩地學生能藉此彼此認識。另一方面，北京一群被挑選的傑出學生遠赴香港參觀學習，本集團相信各項文化交流能為兩地學生築起友誼的橋樑，也為參加者在日趨頻密的中港商貿活動下掌握發展機遇。

除了促進兩地文化交流外，本集團也關懷在北京學習的香港學生的需要。本集團支持香港在京企業開辦香港專業人士運動會及開展交流考察活動。此外，我們在北京為香港學生組織連串活動，例如觀影、學習冰壺、探訪北京胡同、「798藝術區」等。多元化的活動除了讓出席學生接觸新事物，也為他們建立一個交流平台，對他們日後在京發展、創業有所助益。我們協助舉辦「培養青年領袖」及「延續香港傑生精神」的訓練項目。項目讓年青人參與一系列團體活動，從中培養學生的團隊精神及領導能力。另外，本集團預見將來香港與內地的交流日漸頻繁，讓香港學生到華北地區交流能促進兩地文化交流，也可作為有志於中國內地發展的年青人的起步點。藉著不同的青年訓練計劃及交流活動，本集團給予年青人不同文化衝擊，挖掘年青人潛力，協助社會培養人才。

Community (Continued)

Community Activities (Continued)

The Group is concerned about the future development of the community and fully understand that education has a decisive influence on the development of the next generation of the community. The Group specifically assists in organizing community activities related to education, including cultural exchange activities for students in Beijing and Hong Kong. We continued to participate in the “Beijing-Hong Kong Outstanding Students” activity. The Group offered scholarships to 15 Hong Kong students studying in Beijing and organized them to visit listed companies, and arrange internship for them. In addition to understanding the office culture in the Mainland during their internship, all interns visited places of interest accompanied by students from Beijing. Students from both places could take this opportunity to get to know each other. On the other hand, a group of selected outstanding students from Beijing also went to Hong Kong to visit and study. The Group believes that cultural exchange can build a bridge of friendship between the students of the two places and provide participants with development opportunities under the increasingly frequent business activities in Hong Kong and the PRC.

Apart from promoting cultural exchange between the two places, the Group also cares about the needs of Hong Kong students studying in Beijing. The Group supported Hong Kong companies in Beijing to organize athletic games for the Hong Kong professionals and exchange programs. In addition, we organized a series of activities for the Hong Kong students, including film shows, curling lessons, and visiting alleys and “798 Art Zone” in Beijing. Diversified activities not only allow participants to experience new things, but also provide a communication platform for them, which will help them in developing and starting businesses in Beijing in the future. We assisted in organizing training programs including “Training Young Leaders” and “Continuing the Spirit of Outstanding Students in Hong Kong”. The project allows young people to participate in a series of group activities to develop their team spirit and leadership capacity. In addition, the Group anticipates that exchange between Hong Kong and the Mainland will become increasingly frequent in the future. Bringing Hong Kong students to North China for exchange can promote cultural exchange between the two places. It can also serve as a starting point for young people interested in the development in the Mainland China. Through different youth training programs and exchange activities, the Group brings different cultural stimulus to young people, develops their potential and helps the society cultivate talents.

企業管治常規

本公司致力維持高水平之企業管治常規及程序。於截至二零一九年十二月三十一日止財政年度內，本公司遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則（「企業管治守則」）之守則條文（「守則條文」）。

企業管治守則所載的原則已納入本集團的企業管治常規之內。為確保嚴格遵守最新的企業管治守則，董事會將(a)審閱及定期更新本公司的企業管治政策及常規；(b)檢討及監察董事及高級管理層之持續培訓；(c)審查及監察法律及監管規定之遵守及披露；(d)發展、檢討及監督適用於員工及董事的行為守則及合規手冊（如有）；及(e)檢討本公司是否遵守「企業管治報告」之守則及披露要求。

業務模式及策略

董事會指導本集團制訂業務模式及策略，而本公司管理層則負責落實策略及業務、跟進其落實情況及不時向董事會報告。本集團二零一九年業務回顧及財務回顧之詳情刊載於本年報「管理層討論及分析」一節。

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上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事買賣本公司證券之操守守則。標準守則亦適用於企業管治守則所界定之「相關僱員」。

經向本公司董事作出具體查詢後，董事已確認，彼等於截至二零一九年十二月三十一日止整個財政年度內，均已一直遵守本公司採納的標準守則內所規定之準則。

Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance practices and procedures. The Company complied with the code provisions ("CP") of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the financial year ended 31 December 2019.

The principles as set out in the CG Code have been adopted into our corporate governance practices. To ensure strict compliance with the latest CG Code, the Board will (a) review and regularly update the corporate governance policies and practices of the Company; (b) review and oversee the continuous training of the directors and the senior management; (c) examine and monitor the compliance of and disclosure under legal and regulatory requirements; (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and (e) review the Company's compliance with the code and disclosure in the "Corporate Governance Report".

Business Model and Strategy

The Board directs the Group's development of business model and strategy, and the management of the Company manages the implementation of strategy and business, follow up on the implementation status and report back to the Board from time to time. Details of the Group's business and financial review for the year 2019 are set out in the "Management Discussion and Analysis" section of this Annual Report.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct of dealings in securities of the Company by the directors. The Model Code also applies to "relevant employees" as defined in the CG Code.

Based on specific enquiry of the Company's directors, the directors confirmed that they complied with the required standards in the Model Code adopted by the Company throughout the financial year ended 31 December 2019.



董事會

截至本年報刊發日期，董事會由七名董事組成，包括四名獨立非執行董事，即司徒振中先生（主席）、史習陶先生、石禮謙議員*GBS太平紳士*及溫世昌先生；一名非執行董事，即林鳳明女士；以及兩名執行董事，即洪明基先生（行政總裁）及黃國英先生。該等董事之履歷詳情（包括彼此之關係）載於本年報第61至65頁「董事之履歷」內。

董事會已於二零一三年八月三十日採納董事會成員多元化政策，該政策於二零一九年一月十七日作出修訂（「董事會成員多元化政策」）。本公司明白擁有配合其本身之業務模式及特定需求的多元化董事會的重要性及好處，從而達成其公司目標及策略目標。本公司亦認為董事會層面的多元化是維持競爭優勢之必需元素。

本公司致力確保董事會乃根據一系列多元化因素進行委任，包括但不限於性別、年齡、國籍、語言、文化及教育背景、專業經驗、技能、行業知識及服務時間長度，並計及與其本身業務模式及不時特定需求有關的因素。挑選人選加入董事會時部分須視乎可供委任人選群組中是否有具備所需技能、知識及經驗的人選。經考慮多元化對董事會帶來的裨益及非僅著重單一的多元化方面後，最終決定將以所選人選的可取之處及其將為董事會作出的貢獻為基礎。

董事會已遵照於二零一九年一月一日生效的上市規則及企業管治守則修訂採納股息政策（「股息政策」）。股息政策旨在向股東分派若干百分比溢利，同時為未來業務擴展保留充裕儲備。

本公司認為，為本公司股東提供穩定及可持續回報乃我們的目標。於決定是否建議派付股息及於釐定股息金額時，董事會須考慮以下因素（其中包括）：

- (a) 本集團實際及預期財務表現；
- (b) 本集團營運資金需求及業務策略和未來資本開支所需盈餘及業務發展需求；

Board of Directors

Up to the date of publication of this Annual Report, the Board comprised of seven directors, including four independent non-executive directors, being Mr. Seto Gin Chung, John (Chairman), Mr. Sze Tsai To, Robert, Hon. Shek Lai Him, Abraham, *GBS, JP* and Mr. Wan Sai Cheong, Joseph; one non-executive director, being Ms. Lam Fung Ming, Tammy and two executive directors, being Mr. Hung Ming Kei, Marvin (Chief Executive Officer) and Mr. Wong Kwok Ying. Biographical details of these directors which include relationship among themselves are set out under "Directors' Biographies" on pages 61 to 65 of this Annual Report.

The Board adopted a board diversity policy on 30 August 2013 which was revised on 17 January 2019 (the "Board Diversity Policy"). The Company recognises the importance and benefit of having a diverse board that fits its own business model and specific needs in order to achieve its corporate goals and strategic objectives. The Company also sees diversity at the board level as an essential element in maintaining a competitive advantage.

The Company aims to ensure that board appointments will be made on the basis of a range of diversity factors including but not limited to gender, age, nationality, language, cultural and educational background, professional experience, skills, industrial knowledge and length of service as well as taking into account factors based on its own business model and specific needs from time to time. Selection of candidates to join the Board will be in part dependent on the pool of available candidates with the necessary skills, knowledge and experience. The ultimate decision will be based on merit and the contribution the chosen candidate will bring to the Board, having regard to the benefits of diversity on the Board and without focusing on a single diversity aspect.

The Board has adopted a dividend policy (the "Dividend Policy") in compliance with the amendments of the Listing Rules and the CG Code which took effect on 1 January 2019. The Dividend Policy aims to distribute a certain percentage of its profits to shareholders, whilst retaining adequate reserves for future business expansion.

The Company considers stable and sustainable returns to the shareholders of the Company to be our goal. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:-

- (a) the Group's actual and expected financial performance;
- (b) the Group's working capital requirement and surplus needed for business strategies and future capital expenditure and business development needs;

董事會 (續)

- (c) 本集團的實際及未來營運及流動資金狀況；
- (d) 稅務考量；
- (e) 整體財務及經濟狀況；及
- (f) 董事會視為適當的任何其他因素。

董事會將全權酌情決定宣派股息，且並不暗示本公司會於未來宣派股息。

董事會將於適當時候審閱股息政策，並不時更新、修訂及／或修改股息政策。概不保證會於任何指定期間建議或宣派股息。

董事會就本公司之表現及事務負最終責任。儘管董事會承擔本公司之整體責任，本公司管理層（包括執行董事）乃本公司日常運作之託管人及管理人。

本公司已收到各獨立非執行董事之年度獨立性書面確認函件，並視彼等為根據上市規則第3.13條所指的獨立人士。

董事會每年將最少舉行四次會議，並於需要董事會就重大問題作出決定之其他時間舉行會議。董事可透過電話或視像會議參加會議。董事會通過舉行會議進行投票表決及輔以於董事會會議期間傳閱書面決議，從而取得董事會批准。

於年內，本公司舉行了六次全體董事會會議（包括透過通訊投票方式舉行之會議）及三次全體董事會傳閱書面決議。各董事出席本公司全體董事會會議之出席率記錄載於本年報第57頁。

Board of Directors (Continued)

- (c) the Group's actual and future operations and liquidity position;
- (d) taxation consideration;
- (e) the general financial and economic conditions; and
- (f) any other factors that the Board deems appropriate.

Any declaration of dividends will be at the absolute discretion of the Board and may not have any implication on the Company's declarations of dividends in future.

The Board will review the Dividend Policy when appropriate and to update, amend and/or modify the Dividend Policy from time to time and there can be no assurance that a dividend will be proposed or declared in any given period.

The Board accepts that it is ultimately accountable and responsible for the performance and affairs of the Company. Although the Board bears overall responsibility for the Company, the management of the Company (including the executive directors) is the custodian and administrator of the day-to-day operations of the Company.

The Company has received a written annual confirmation of independence from each of its independent non-executive directors and considers them to be independent under Rule 3.13 of the Listing Rules.

The Board will meet at least four times a year and on other occasions when a board decision is required on a major issue. Directors may participate in meeting via telephone or video-conferencing. Board consents are given by vote at board meetings and supplemented via circulation of written resolutions between board meetings.

During the year, there were six full board meetings (including those with voting by communication) and three full board circulations. Individual attendance records for full board meetings of the Company are set out on page 57 of this Annual Report.



董事會 (續)

董事明白彼等各自作為董事對於操守及本公司業務活動之責任。就此，本公司有責任於有需要時出資為全體董事安排合適之培訓及活動。所有董事已提交彼等於回顧年內出席培訓之記錄予本公司之公司秘書。根據我們董事所提交之記錄，董事於年內接受之培訓概列如下：

二零一九年董事培訓記錄概要

Board of Directors (Continued)

Directors understand their respective responsibilities as a director towards the conduct and business activities of the Company. To this end, the Company is responsible for arranging and funding appropriate training and activities to all directors as and when necessary. All directors have provided their training records for the year under review to the company secretary of the Company. A summary of the training received by the directors during the year according to the records provided by our directors is as follows:

Summary of Directors' Training Records in 2019

董事姓名	Name of Director	培訓活動 (包括會議、專業組織/ 機構舉辦之研討會/ 講座及/或閱讀 相關課題之材料) Training activities including meetings, seminars/talks held by professions/organizations and/or reading materials on relevant topics
獨立非執行董事	<i>Independent Non-Executive Directors</i>	
司徒振中	Seto Gin Chung, John	✓
史習陶	Sze Tsai To, Robert	✓
石禮謙	Shek Lai Him, Abraham	✓
溫世昌	Wan Sai Cheong, Joseph	✓
非執行董事	<i>Non-Executive Director</i>	
林鳳明	Lam Fung Ming, Tammy	✓
執行董事	<i>Executive Directors</i>	
洪明基	Hung Ming Kei, Marvin	✓
黃國英	Wong Kwok Ying	✓

主席及行政總裁

主席及行政總裁角色有所區分，並非由同一人兼任。

主席之主要職責為確保董事會有效運作，使董事會作為一個整體於發展及釐定本集團的業務模式、策略及整體商業目標時發揮充分和建設性作用。行政總裁負責本集團業務之整體日常管理，並實踐董事會同意之業務模式、策略及商業目標。

本公司主席為司徒振中先生（本公司獨立非執行董事），行政總裁為洪明基先生。

非執行董事之任期

本公司非執行董事乃按固定任期委任，並須根據本公司修訂及重編之組織章程大綱及組織章程細則之規定而退任及接受重選。

董事薪酬

有關董事薪酬之詳情具名載列於財務報表附註8內。

薪酬委員會

本公司已設立薪酬委員會，專責檢討本公司董事及高級管理層成員之薪酬政策。有關委員會角色及功能之詳情可參閱其職權範圍，其與企業管治守則之守則條文一致，而職權範圍已同時登載於香港交易及結算所有限公司（「港交所」）及本公司之網站。

薪酬委員會由史習陶先生（委員會主席）、司徒振中先生（本公司主席）及石禮謙議員*GBS*太平紳士組成，彼等均為本公司獨立非執行董事。薪酬委員會各成員之會議出席率記錄載於本年報第57頁。

Chairman and Chief Executive Officer

The roles of the Chairman and Chief Executive Officer are separated and not performed by the same individual.

The Chairman's principal responsibility is to ensure effective running of the Board, enabling the Board as a whole to play a full and constructive part in the development and determination of the Group's business model, strategies and overall commercial objectives. The Chief Executive Officer is responsible for the overall day-to-day management of the Group's businesses and achieving the business model, strategies and commercial objectives agreed by the Board.

The Chairman of the Company is Mr. Seto Gin Chung, John, an independent non-executive director of the Company, and the Chief Executive Officer is Mr. Hung Ming Kei, Marvin.

Non-Executive Directors' Term of Office

The non-executive directors of the Company are appointed for specific terms, subject to retirement and re-election in accordance with the provisions of the amended and restated memorandum and articles of association of the Company.

Directors' Emoluments

Details of the emoluments of the directors on a named basis are set out in note 8 to the financial statements.

Remuneration Committee

The remuneration committee of the Company was established with a particular responsibility to review the Company's remuneration policy for directors and members of the senior management. For details of the role and function of the committee, please refer to its terms of reference which align with the CP of the CG Code and have been posted on the websites of both the Hong Kong Exchange and Clearing Limited (the "HKEx") and the Company.

The remuneration committee is comprised of Mr. Sze Tsai To, Robert (chairman of the committee), Mr. Seto Gin Chung, John (chairman of the Company), and Hon. Shek Lai Him, Abraham, *GBS, JP*, all of them are independent non-executive directors of the Company. Individual attendance records for the remuneration committee meetings are set out on page 57 of this Annual Report.



薪酬委員會 (續)

年內及截至本年報日期為止，委員會就以下方面向董事會提供推薦意見(i)建議授出購股權；及(ii)本集團獨立非執行董事、非執行董事及行政總裁之董事袍金。

董事袍金須於股東大會上獲股東批准。其他酬金由薪酬委員會參考董事職責、責任以及本集團表現及業績而審閱。有關二零一九年每位董事酬金之資料載於財務報表附註8。

提名委員會

本公司已設立提名委員會，專責於充分考慮董事會成員多元化政策後，審閱董事會架構、規模及組成，以及就本公司董事之挑選、任命及重新委任向董事會提供推薦意見。有關委員會角色及功能之詳情可參閱其書面職權範圍，其與企業管治守則之守則條文一致，而書面職權範圍已登載於港交所及本公司之網站。

提名委員會由本公司獨立非執行董事司徒振中先生（委員會主席及本公司主席）及石禮謙議員 *GBS太平紳士*，以及本公司執行董事兼行政總裁洪明基先生組成。提名委員會各成員之會議出席率記錄載於本年報第57頁。

於年內，委員會已(i)審閱董事會之架構、規模及組成；(ii)評估獨立非執行董事之獨立性；及(iii)就重新委任董事向董事會提供推薦意見。

董事會已遵照於二零一九年一月一日生效的上市規則修訂及企業管治守則採納提名政策（「提名政策」）。本公司已制定提名政策以於提名委員會作出任何有關推薦建議時提供主要挑選準則及原則。

Remuneration Committee (Continued)

During the year and up to the date of this Annual Report, the committee made recommendations to the Board on (i) a proposal to grant share options; and (ii) the director's fee for the independent non-executive directors, the non-executive director and the chief executive officer of the Group.

The director's fees are subject to the approval of the shareholders at general meetings. Other emoluments are reviewed by the remuneration committee with reference to the duties, responsibilities of the directors and the performance and results of the Group. Information relating to the remuneration of each director for 2019 is set out in note 8 to the financial statements.

Nomination Committee

The Company has established a nomination committee with a particular responsibility to review the Board's structure, size and composition and to make recommendation to the Board on the selection, appointment and re-appointment of directors of the Company having given adequate consideration to the Board Diversity Policy. For details of the role and function of the committee, please refer to its terms of reference which align with the CP of the CG Code and have been posted on the websites of the HKEx and the Company.

The nomination committee is comprised of Mr. Seto Gin Chung, John (chairman of the committee and chairman of the Company) and Hon. Shek Lai Him, Abraham, *GBS, JP*, both of them are independent non-executive directors of the Company and Mr. Hung Ming Kei, Marvin, an executive director and the chief executive officer of the Company. Individual attendance records for the nomination committee meetings are set out on page 57 of this Annual Report.

During the year, the committee had (i) reviewed the Board structure, size and composition; (ii) assessed the independence of independent non-executive directors; and (iii) made recommendation to the Board on re-appointment of directors.

The Board has adopted a nomination policy (the "Nomination Policy") in compliance with the amendments of the Listing Rules and the CG Code which took effect on 1 January 2019. The Nomination Policy has been formulated to provide the key selection criteria and principles of the nomination committee in making any such recommendation.

提名委員會 (續)

挑選準則

提名委員會負責(其中包括)物色及評核符合資格之合適董事候選人,於評核及挑選董事候選人時提名委員會須考慮以下準則:—

- (a) 品格及誠信;
- (b) 資歷,包括與本公司業務及企業策略有關之專業資格、技能、知識及經驗;
- (c) 候選人在資歷、技能、經驗及獨立性方面可為董事會作出之潛在貢獻;
- (d) 對提升股東價值而言,承諾所付出之時間及關注;
- (e) 本公司董事會多元化政策及董事會為達致董事會多元化而採納之任何其他可計量目標;
- (f) 出任其他上市公司之董事職務數目;
- (g) 就委任獨立非執行董事遵守上市規則所規定之獨立性準則,包括但不限於獨立非執行董事服務時間長度;及
- (h) 提名委員會或董事會可能不時釐定之任何其他相關因素,包括任何潛在及/或實際利益衝突及承繼計劃。

提名程序

提名委員會秘書須召開會議及邀請來自董事會成員之候選人提名,以供提名委員會考慮。提名委員會亦可考慮提名來自本公司股東之候選人,以供董事會考慮。

為填補臨時空缺,提名委員會須作出推薦建議供董事會考慮及批准。就建議於股東大會上參選之候選人而言,提名委員會須向董事會作出提名,以供其考慮及作出推薦建議。

Nomination Committee (Continued)

Selection Criteria

The nomination committee is responsible for, among other things, identifying and evaluating suitably qualified candidates to become directors and in doing so, it shall consider the following criteria in evaluating and selecting candidates for directorships:—

- (a) character and integrity;
- (b) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (c) potential contributions that the candidate can bring to the Board in terms of qualifications, skills, experience and independence;
- (d) commitment in respect of available time and relevant interest in order to enhance shareholder value;
- (e) the Company's Board Diversity Policy and any other measurable objectives adopted by the Board for achieving diversity on the Board;
- (f) the number of directorships in other listed companies;
- (g) compliance with the criteria of independence as prescribed under the Listing Rules for the appointment of an independent non-executive director including but not limited to the length of services of the independent non-executive director; and
- (h) any other relevant factors, including any potential and/or real conflict of interests and succession planning, as may be determined by the nomination committee or the Board from time to time.

Nomination Procedures

The secretary of the nomination committee shall convene a meeting and invite nomination of candidates from Board members, for consideration by the nomination committee. The nomination committee may also consider nomination of candidates from the Company's shareholders for the Board's consideration.

For filling a casual vacancy, the nomination committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the nomination committee shall make nominations to the Board for its consideration and recommendation.



提名委員會 (續)

提名程序 (續)

就參選及獲委任為董事而言，會要求建議候選人提交所需資料，連同獲委任為董事之書面同意書。

對於推薦候選人在任何股東大會上參選所涉及之一切事宜，董事會擁有最終決定權。

為提供董事會推薦於股東大會上參選之候選人之資料，本公司將根據上市規則之規定向股東寄發通函（「通函」）。通函將載有上市規則以及適用法例、法規及規例所規定建議候選人之姓名、簡歷（包括資格及相關經驗）、獨立性、薪酬及任何其他資料。倘董事會提呈決議案選出或重選個別人士為獨立非執行董事，則通函亦會載列以下資料：—

- (a) 物色個別人士之程序（如適用）及董事會認為該人士應獲選之理由及該人士被認為具備獨立性之原因；
- (b) 倘建議獨立非執行董事將出任七間（或上市規則不時規定之數目）或以上上市公司董事職務，則董事會認為該人士仍能投入足夠時間到董事會之原因；
- (c) 該人士可為董事會帶來之識見、技能及經驗；
- (d) 該人士如何為董事會多元化作出貢獻；及
- (e) 上市規則（可能經不時修訂）規定之任何特定資料。

Nomination Committee (Continued)

Nomination Procedures (Continued)

For the purpose of or in relation to their standing for selection and appointment as a director, the proposed candidates will be asked to submit the necessary information, together with their written consents to be appointed as a director.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

In order to provide information of the candidates recommended by the Board to stand for election at the general meeting, a circular (the "Circular") will be sent to shareholders as required under the Listing Rules. The names, brief biographical information (including qualifications and relevant experience), independence, remuneration and any other information of the proposed candidates as required pursuant to the Listing Rules and applicable laws, rules and regulations will be included in the Circular. Where the Board proposes a resolution to elect or re-elect an individual as an independent non-executive director, the Circular will also set out the following information:—

- (a) the process for identifying the individual (if applicable) and why the Board believes the individual shall be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed independent non-executive director will be holding seven (or such number as stipulated in the Listing Rules from time to time) or more listed company directorships, the reasons for the Board to believe that the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board;
- (d) how the individual contributes to diversity of the Board; and
- (e) any specific information required by the Listing Rules, which may be amended from time to time.

審核委員會

本公司已設立審核委員會，其職權範圍與企業管治守則之守則條文一致，負責檢討及監察本集團之財務報告程序及風險管理及內部監控系統。有關委員會角色及功能之詳情可參閱其職權範圍，其職權範圍與企業管治守則之守則條文一致，並亦已登載於港交所及本公司之網站。

審核委員會包括溫世昌先生（委員會主席）、司徒振中先生（本公司主席）與史習陶先生。彼等均為本公司獨立非執行董事。審核委員會主席須具備合適的專業財務資格及經驗。審核委員會各成員之會議出席率記錄載於本年報第57頁。

二零一九年度，審核委員會已：(i)審閱本集團採用的會計準則及慣例，並就審核、風險管理及內部監控系統以及財務報告事項（包括審閱本集團截至二零一八年十二月三十一日止年度的經審核財務報表）與管理層進行討論；(ii)審閱本集團二零一九年的審核計劃；(iii)就重新委任外部核數師向董事會作出推薦意見；及(iv)審閱截至二零一九年六月三十日止六個月的中期報告。截至年底，本公司審核委員會審閱了本集團截至二零一九年十二月三十一日止年度的財務報表。

核數師酬金

於二零一九年，就本集團核數服務應付本公司外聘核數師安永會計師事務所之費用為人民幣2,628,000元。安永會計師事務所亦向本集團提供非核數服務，費用為人民幣997,000元。本年度之非核數服務主要包括中期審閱。

Audit Committee

The Company has established an audit committee with terms of reference aligned with the CP of the CG Code for the purpose of reviewing and providing supervision over the Group's financial reporting process and risk management and internal control systems. For details of the role and function of the committee, please refer to its terms of reference which align with the CP of the CG Code and have also been posted on the websites of both the HKEx and the Company.

The audit committee is comprised of Mr. Wan Sai Cheong, Joseph (chairman of the committee), Mr. Seto Gin Chung, John (chairman of the Company) and Mr. Sze Tsai To, Robert, all of them are independent non-executive directors of the Company. The chairman of the audit committee has the required appropriate professional financial qualifications and experience. Individual attendance records for audit committee meetings are set out on page 57 of this Annual Report.

In 2019, the audit committee had (i) reviewed the accounting principles and practices adopted by the Group and discussed with the management auditing, risk management and internal control systems and financial reporting matters including review of the Group's audited financial statements for the year ended 31 December 2018; (ii) reviewed the audit plan of the Group for 2019; (iii) made recommendation to the Board on the re-appointment of external auditors; and (iv) reviewed the interim report for the six months ended 30 June 2019. Subsequent to the year end, the audit committee of the Company reviewed the Group's financial statements for the year ended 31 December 2019.

Auditor's Remuneration

During 2019, the fees payable to Ernst & Young, the Company's external auditor, for the Group's audit services amounted to RMB2,628,000. Ernst & Young also provided the Group with non-audit services which amounted to RMB997,000. The non-audit services during the year mainly included interim review.



財務報告

董事知悉彼等根據香港財務報告準則編製每個財政年度真實而公平之財務報表之責任。於二零一九年十二月三十一日，董事並不知悉任何與可對本公司繼續以持續基準經營之能力產生重大疑問之重大不明朗事件或情況。因此，本公司截至二零一九年十二月三十一日止年度之財務報表已按持續經營之基準編製。

外聘核數師就審計綜合財務報表承擔之責任載於本年報之獨立核數師報告內。

風險管理及內部監控

董事會履行風險委員會之職能，並負責監督本集團的風險管理及內部監控系統，該系統乃為促進有效及具效益營運、確保內外申報質素及遵守適用法例及法規而設。構思該系統時，本集團已評估風險性質及程度、其變成事實之可能性及控制的成本。該系統乃為管理但並非除去未能達成業務目標之風險而設，能合理但非絕對保證不會出現重大錯誤陳述、欺詐或損失之風險。

在年度審核過程中，董事會對本集團會計、內部審核與財務報告職能的資源充足性、員工質素及經驗、培訓計劃及預算進行了評估。此外，董事會已考慮本集團財務報告及上市規則合規程序的有效性。

本集團的風險管理及內部監控系統甄別重大風險、根據風險可能產生的影響和產生之可能性評估風險，並開展有效控制以管理或減輕任何風險。系統的定期審查結果將向審核委員會報告。

本公司內幕消息政策為本集團董事、高級職員及所有相關僱員訂立指引，確保本集團內幕消息（定義見上市規則）（「內幕消息」）將按照適用的法律法規公平且及時地向公眾公開。本公司亦設有集團內部通知政策與程序，規定內幕消息及須予披露交易（定義見上市規則）的識別指引及通知指引。

Financial Reporting

The directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view in accordance with Hong Kong Financial Reporting Standards. As at 31 December 2019, the directors were not aware of any material uncertainties relating to events or conditions which might cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the financial statements of the Company for the year ended 31 December 2019 have been prepared on a going concern basis.

The responsibilities of the external auditor for the audit of the consolidated financial statements are set out in the Independent Auditor's Report included in this Annual Report.

Risk Management & Internal Control

The Board performs the role of a risk committee and is responsible for overseeing the Group's risk management and internal control systems that are designed to facilitate effective and efficient operations and to ensure the quality of internal and external reporting and its compliance with the applicable laws and regulations. In devising the systems, the Group has evaluated the nature and the extent of the risk, the likelihood of it crystallizing and the cost of controls. The systems are designed to manage, but not eliminate, the risk of failure to achieve business objectives and provide reasonable but not absolute assurance against the risk of material misstatement, fraud or losses.

In the course of the annual review, the Board had evaluated the adequacy of resources, staff qualifications and experience, training programmes and the budget of the Group's accounting, internal audit and financial reporting functions. In addition, the Board has considered the effectiveness of the Group's processes for financial reporting and Listing Rules compliance.

The Group's risk management and internal control systems identify any significant risks, evaluate the risk according to its likely impact and the likelihood of occurrence and develop effective controls to manage or mitigate any risks. Findings of the regular reviews of the systems are reported to the audit committee.

The inside information policy of the Company has set out guidelines to the directors, officers and all relevant employees of the Group to ensure inside information (as defined in the Listing Rules) (the "Inside Information") of the Group would be disseminated to the public in equal and timely manner in accordance with applicable laws and regulations. The Company also has group internal notification policies and procedures for setting out guidelines for identification and notification of Inside Information and notifiable transactions (as defined in the Listing Rules).

風險管理及內部監控 (續)

如上文所述，董事會在內部審核部門與審核委員會之協助下，根據企業管治守則第C.2.1條對本集團風險管理及內部監控系統的有效性進行年度審閱。基於管理層進行並確認的審閱以及獨立註冊會計師事務所編製的風險管理與內部監控審閱報告，彼等認為相關審閱有效且充足。本集團截至二零一九年十二月三十一日止財政年度內之審閱並無披露任何重大缺失。

上述均為持續進行之過程，以識別、評估及管理本集團於重大業務、財務、合規及營運之特定風險。本集團將盡早考慮及實施（如適用）審核委員會及獨立註冊會計師事務所（彼等最少每年進行一次檢討並向董事會報告）所作出之有關建議，以進一步強化風險管理及內部監控政策、程序及常規的有效性。

此外，董事會已考慮上次年度審查以來本集團所面臨重大風險的性質及程度的變更，以及本集團對此類變更作出回應的能力。請參見「管理層討論及分析」第12至30頁，當中載列本集團風險管理及內部監控系統甄別的主要風險及不明朗因素。

股東權利

召開股東特別大會及於股東大會上提出建議

根據本公司組織章程大綱及組織章程細則第64條，一名或多名持有不少於本公司已繳足股本十分之一之股東可向董事會或董事會秘書提交書面要求，當中需指明要求處理之事宜，而倘董事會認為合適，董事會將就有關要求內指明之事宜召開股東特別大會（「股東特別大會」）。倘董事會未能於有關書面要求提交後21日內召開有關股東特別大會，提出要求之股東可自行以相同方式召開股東特別大會，而有關股東因董事會未能召開股東特別大會所產生之一切合理開支，將由本公司償還請求人。

Risk Management & Internal Control (Continued)

The Board, with the assistance of its internal audit department and audit committee, has conducted an annual review of the effectiveness of the Group's risk management and internal control systems, as set out above, in accordance with C.2.1 of the CG Code and considered them effective and adequate based on the reviews performed and confirmed by the management and the risk management and internal control review reports produced by an independent firm of certified public accountants. Reviews for the financial year ended 31 December 2019 did not reveal any significant defects.

The aforesaid is an ongoing process for identifying, evaluating and managing of significant business, financial, compliance and operational risks specific to the Group. Relevant recommendations made by the audit committee and the independent firm of certified public accountants who performed reviews and report to the Board at least annually would be considered and implemented, if appropriate, as soon as possible by the Group to further enhance the effectiveness of its risk management and internal control policies, procedures and practices.

Further, the Board considered the changes, since the last annual review, in the nature and extent of significant risks to the Group and the Group's ability to respond to such changes. Please refer to pages 12 to 30 of the "Management Discussion and Analysis" which set out the principal risks and uncertainties identified by the Group's risk management and internal control systems.

Shareholders' Rights

Convening an extraordinary general meeting and putting forward proposals at general meetings

Pursuant to Article 64 of the Company's Memorandum and Articles of Association, one or more shareholders holding not less than one-tenth of the paid up capital of the Company shall have the right to deposit a written requisition to the Board, or the secretary of the Board, specifying the requested business to be considered and, if the Board thinks fit, the Board will proceed to convene an extraordinary general meeting ("EGM") for the business specified in such requisition. If within 21 days of such deposit of a written requisition, the Board fails to proceed to convene such an EGM, the requesting shareholder(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by him (them) as a result of the failure of the Board shall be reimbursed to him (them) by the Company.



股東權利 (續)

股東提名一名人士競選董事之程序

根據本公司組織章程大綱及組織章程細則第113條，股東有意提名一名人士競選董事職位之書面通知，以及該名人士表明有意參選之書面通知可遞交至本公司之總辦事處或本公司之註冊辦事處，惟規定遞交通知之通知期將不早於指定舉行選舉之股東大會之通告寄發後翌日開始，及不遲於該股東大會舉行日期前七日結束，惟該期間須至少為七日。

股東務請注意，參選本公司董事須遵守本公司之組織章程大綱及組織章程細則之其他相關部分、上市規則、以及開曼群島及香港之適用法律。

總辦事處：香港新界元朗唐人新村屏唐東街9號
合興大廈2樓E及F室

註冊辦事處：Clifton House, 75 Fort Street, P.O.
Box 1350, Grand Cayman, KY1-1108,
Cayman Islands

向董事會作出查詢

股東可於本公司股東大會向董事會提出查詢，亦可於任何時間以書面形式向董事會作出查詢，有關書面查詢須交予本公司之公司秘書，其聯絡資料如下：

合興集團控股有限公司
香港
新界
元朗
唐人新村
屏唐東街9號
合興大廈
2樓E及F室

電話：852-2785 2681
傳真：852-2786 2155
電郵：ir@hopping.com

Shareholders' Rights (Continued)

Procedures for shareholders to propose a person for election as a director

Pursuant to Article 113 of the Company's Memorandum and Articles of Association, shareholders may lodge a notice in writing of the intention to propose a person for election as a director and a notice in writing by that person of his willingness to be elected at the Company's Head Office or at the Company's Registered Office provided that the period for lodgment of the notices required will commence no earlier than the day after the despatch of the notice of general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and where such period shall be at least 7 days.

Shareholders should note that election of a director of the Company is subject to other relevant parts of the Company's Memorandum and Articles of Association, the Listing Rules, and applicable laws in Cayman Islands and Hong Kong.

Head Office：Flats E&F, 2/F, Hop Hing Building,
9 Ping Tong Street East,
Tong Yan San Tsuen, Yuen Long,
New Territories, Hong Kong

Registered Office：Clifton House, 75 Fort Street, P.O. Box 1350,
Grand Cayman, KY1-1108, Cayman Islands

Sending enquiries to the Board

Shareholders may raise their enquiries to the Board at the general meetings of the Company or may at any time send their written enquiries to the Board by delivering it to the company secretary of the Company whose contact details are as follows:

Hop Hing Group Holdings Limited
Flats E&F, 2/F,
Hop Hing Building,
9 Ping Tong Street East,
Tong Yan San Tsuen,
Yuen Long,
New Territories,
Hong Kong

Tel: 852-2785 2681
Fax: 852-2786 2155
Email: ir@hopping.com

憲章文件

本公司之組織章程大綱及組織章程細則於二零一九年內並無變動。組織章程大綱及組織章程細則綜合版已同時刊載於港交所及本公司網站。

與股東之溝通

董事會不斷維持與全體股東之間具透明度之通訊，特別是在股東大會上與股東溝通及鼓勵彼等參與。本公司亦將透過各種其他方式與股東溝通，包括刊登年報及中期報告、公佈、通函及登載於本公司網站：<http://www.hopping.com>有關本集團業務活動及發展之其他資料。本公司已制訂股東溝通政策，並已刊載於本公司網站。

二零一九年董事／委員會成員出席記錄

Constitutional Documents

There was no change to the Company's Memorandum and Articles of Association during the year 2019. A copy of the consolidated version of the Memorandum and Articles of Association has been posted on the websites of both the HKEx and the Company.

Communication With Shareholders

The Board maintains an ongoing and transparent communication with all shareholders and, in particular, will communicate with shareholders in general meetings and encourage their participation. The Company will also communicate with its shareholders by various other means, such as publication of annual and interim reports, announcements, circulars and additional information on the Group's business activities and development on the Company's website: <http://www.hopping.com>. A shareholders' communication policy of the Company has been established and posted on the Company's website.

Directors'/Committee Members' Attendance Records in 2019

董事姓名	Name of Director	已出席／可出席之會議				
		全體董事會	審核委員會	薪酬委員會	提名委員會	股東週年大會 [#]
		Meeting attended/eligible to attend	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting [#]
		Full Board				
<i>獨立非執行董事</i>						
<i>Independent Non-Executive Directors</i>						
司徒振中 (董事會主席及提名委員會主席)	Seto Gin Chung, John (Chairman of the Board and of the nomination committee)	6/6	2/2	2/2	1/1	1/1
史習陶 (薪酬委員會主席)	Sze Tsai To, Robert (Chairman of the remuneration committee)	6/6	2/2	2/2	不適用N/A	1/1
石禮謙	Shek Lai Him, Abraham	5/6	不適用N/A	1/2	1/1	1/1
溫世昌 (審核委員會主席)	Wan Sai Cheong, Joseph (Chairman of the audit committee)	6/6	2/2	不適用N/A	不適用N/A	1/1
<i>非執行董事</i>						
<i>Non-Executive Director</i>						
林鳳明	Lam Fung Ming, Tammy	6/6	不適用N/A	不適用N/A	不適用N/A	1/1
<i>執行董事</i>						
<i>Executive Directors</i>						
洪明基 (行政總裁)	Hung Ming Kei, Marvin (Chief Executive Officer)	6/6	不適用N/A	不適用N/A	1/1	1/1
黃國英	Wong Kwok Ying	6/6	不適用N/A	不適用N/A	不適用N/A	1/1

[#] 本公司於二零一九年六月十三日舉行二零一九年股東週年大會。

[#] 2019 annual general meeting of the Company was held on 13 June 2019.

董事會報告

Report of the Directors



本公司董事（「董事」）欣然提呈本公司及本集團截至二零一九年十二月三十一日止年度之報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股。本集團之附屬公司主要從事快餐連鎖業務（「快餐業務」），主要在中國北部地區以「吉野家」品牌銷售牛肉飯類產品及以「冰雪皇后」品牌銷售冰淇淋。本集團主要附屬公司之詳情載於財務報表附註36。

業務回顧

本集團業務回顧、本集團主要風險及不明朗因素之說明、本集團於回顧期內參考主要財務績效指標之表現、重大事件之詳情、主要關係、環保政策及執行情況、遵守法律法規以及對本集團業務可能未來發展之提示，已載列於本年報「管理層討論及分析」一節，並構成本報告的一部份。

業績及股息

本集團截至二零一九年十二月三十一日止年度之溢利及本集團於該日之財政狀況載於財務報表第80至174頁。

於報告期終後，董事於二零二零年三月三十日就截至二零一九年十二月三十一日止年度建議派發末期股息每股0.248港仙（二零一八年：每股0.61港仙）。建議派發之末期股息須待本公司股東於即將在二零二零年六月二日舉行的應屆股東週年大會（「股東週年大會」）批准後，方告作實，並將派付予於二零二零年六月九日營業時間結束時名列本公司股東名冊之股東。該等財務報表並無反映建議之應付末期股息。

財務資料概要

本集團於過去五個財政年度之業績及資產與負債概要載於第175及176頁。此概要並非經審核財務報表之組成部份。

股本

於截至二零一九年十二月三十一日止年度之股本及已發行股份詳情載於財務報表附註24。

The directors of the Company (the "Directors") are pleased to present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2019.

Principal Activities

The principal activity of the Company is investment holding. The subsidiaries of the Group are mainly engaged in the operation of quick service restaurant chain business ("QSR Business"), principally selling beef rice bowl under the brand name of Yoshinoya (吉野家) and ice-cream under the brand name of Dairy Queen (冰雪皇后), in northern part of China. Details of the principal subsidiaries of the Group are set out in note 36 to the financial statements.

Business Review

A review of the Group's business, a description of the principal risks and uncertainties of the Group, the performance of the Group in the period under review with reference to key financial performance indicators, the particulars of important events, key relationships, the environmental policies and performance, the compliance with laws and regulations and indications of likely future development in the Group's business have been included in the "Management Discussion and Analysis" section of this Annual Report which forms part of this report.

Results and Dividends

The Group's profits for the year ended 31 December 2019 and the Group's financial position at that date are set out in the financial statements on pages 80 to 174.

Subsequent to the end of the reporting period, on 30 March 2020, the directors recommended the payment of a final dividend of HK0.248 cent per share for the year ended 31 December 2019 (2018: HK0.61 cent per share). The recommended final dividend which is subject to the approval of the Company's shareholders at the forthcoming annual general meeting ("AGM") to be held on 2 June 2020 will be payable to shareholders whose names appear on the register of members of the Company at the close of business on 9 June 2020. These financial statements do not reflect the recommended final dividend payable.

Summary Financial Information

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 175 and 176. This summary does not form part of the audited financial statements.

Share Capital

Details of the share capital and shares issued during the year ended 31 December 2019 are set out in note 24 to the financial statements.

可供分派儲備

本公司可供分派儲備之詳情載於財務報表附註35。

購買、出售或贖回本身上市證券

截至二零一九年十二月三十一日止年度，本公司於二零一五年三月二十日所採納股份獎勵計劃（「股份獎勵計劃」）之受託人以總代價約人民幣8,918,000元（港幣10,310,000元）在聯交所購買本公司合共67,376,600股股份。由於受託人乃根據股份獎勵計劃及信託契據獲得股份獎勵而持有該等股份，因此，該等股份並無註銷。除上述者外，截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

董事

本公司於年內及截至本報告日期之董事如下：

司徒振中**（主席）
洪明基#（行政總裁）
史習陶**
石禮謙**
溫世昌**
林鳳明*
黃國英#

* 非執行董事
** 獨立非執行董事
執行董事

Distributable Reserves

Details of the distributable reserves of the Company are set out in note 35 to the financial statements.

Purchase, Sale or Redemption of Own Listed Securities

During the year ended 31 December 2019, the trustee of the Company's share award scheme (the "Share Award Scheme") adopted on 20 March 2015, purchased a total of 67,376,600 shares of the Company on the Stock Exchange at a total consideration of approximately RMB8,918,000 (HK\$10,310,000). As the shares are held by the trustee for the award of shares pursuant to the Share Award Scheme and the trust deed, the shares have therefore not cancelled. Apart from the above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed the Company's listed securities during the year ended 31 December 2019.

Directors

The directors of the Company during the year and up to the date of this report were:

Seto Gin Chung, John** (Chairman)
Hung Ming Kei, Marvin# (Chief Executive Officer)
Sze Tsai To, Robert**
Shek Lai Him, Abraham**
Wan Sai Cheong, Joseph**
Lam Fung Ming, Tammy*
Wong Kwok Ying#

* Non-executive director
** Independent non-executive director
Executive director



董事 (續)

所有董事須根據本公司修訂及重編之組織章程大綱及組織章程細則之條文，於本公司之股東週年大會上輪值退任及接受重選。於股東週年大會上，史習陶先生及林鳳明女士將退任，惟符合資格並願重選連任，石禮謙議員*GBS太平紳士*將於股東週年大會退任且不再膺選連任。

於年內及截至本報告日期，除石先生由於希望投放更多時間於其個人興趣上而不再膺選連任外，本公司並無其他董事提出辭呈或拒絕接受重選，而本公司亦無收到任何董事之任何書面通知，表示其因有關本公司事務而提出辭呈。

根據上市規則第3.13條，本公司已收到各獨立非執行董事之年度獨立性書面確認函件，確認彼等於截至二零一九年十二月三十一日止年度內已符合上市規則第3.13條所載獨立性指引，因此，本公司視彼等為獨立人士。

Directors (Continued)

All directors are subject to retirement by rotation and re-election at the AGM of the Company in accordance with the provisions of the Company's amended and restated memorandum and articles of association. At the AGM, Mr. Sze Tsai To, Robert and Ms. Lam Fung Ming, Tammy will retire and, being eligible, offer themselves for re-election and Hon. Shek Lai Him, Abraham, *GBS, JP* will retire at the AGM and not offer himself for re-election.

During the year and up to the date of this report, save for Mr. Shek not offering himself for re-election due to his wish to devote more time in pursuing his personal interests, there was no other director of the Company tendering resignation, refusing to stand for re-election to office, nor has the Company received any notice in writing from any director specifying that his resignation is due to reasons relating to the affairs of the Company.

Pursuant to Rule 3.13 of the Listing Rules, the Company has received a written annual confirmation of independence from each of its independent non-executive directors confirming that they had met the independence guidelines set out in Rule 3.13 of the Listing Rules during the year ended 31 December 2019, and as such the Company considered them to be independent.

董事之履歷 Directors' Biographies

(a) 獨立非執行董事 Independent Non-Executive Directors



司徒振中先生，現年71歲，二零一六年三月二十五日獲委任為董事會主席。司徒先生於二零零六年四月二十五日獲委任為本集團董事，亦為本公司提名委員會主席、審核委員會及薪酬委員會成員。彼為博富臨置業有限公司、萬成集團股份有限公司及九龍建業有限公司之獨立非執行董事。彼於一九八二年至二零零一年為滙豐金融服務（亞洲）有限公司之行政總裁。彼於二零零零年至二零零三年出任香港交易及結算所有限公司之非執行董事，於一九九四年至二零零零年擔任聯交所理事會理事，並於一九九七年至二零零零年出任聯交所第一副主席。彼於二零一零年十月二十八日至二零一三年五月二十一日股東週年大會結束時曾經為賽得利控股有限公司之非執行董事（該公司於二零一零年十二月八日成為聯交所上市公司）。彼於二零一八年五月十七日退任中國光大控股有限公司之獨立非執行董事。彼於二零一九年十二月三十一日退任翔鷹資產管理有限公司之董事。彼持有美國紐約大學工商管理碩士學位，在證券及期貨業累積逾三十年經驗。

Mr. Seto Gin Chung, John, aged 71, was appointed as the Chairman of the Board on 25 March 2016. Mr. Seto has been appointed as a director of the Group since 25 April 2006 and is the chairman of the nomination committee and a member of each of the audit committee and remuneration committee of the Company. He is an independent non-executive director of Pokfulam Development Company Limited, MS Group Holdings Limited and Kowloon Development Company Limited. He was the Chief Executive Officer of HSBC Broking Services (Asia) Limited from 1982 to 2001. He was a non-executive director of Hong Kong Exchanges and Clearing Limited from 2000 to 2003, a council member of the Stock Exchange from 1994 to 2000 and was the first vice chairman of the Stock Exchange from 1997 to 2000. He had been a non-executive director of Sateri Holdings Limited, which became a listed company on the Stock Exchange on 8 December 2010, for the period from 28 October 2010 until the conclusion of the annual general meeting on 21 May 2013. He retired as an independent non-executive director of China Everbright Limited on 17 May 2018. He retired as a director of Pacific Eagle Asset Management Limited on 31 December 2019. He holds a Master of Business Administration degree from New York University, USA and has over 30 years of experience in the securities and futures industry.



史習陶先生，現年79歲，於二零零零年六月一日獲委任為本集團董事，亦為本公司薪酬委員會主席及審核委員會成員。史先生為英格蘭及威爾士特許會計師公會及香港會計師公會之資深會員。彼曾為一間國際會計師行之合夥人，執業逾二十年之久。彼亦為香港多間上市公司之獨立非執行董事，包括大新銀行集團有限公司、大新金融集團有限公司、南洋集團有限公司及新華滙富金融控股有限公司。彼於二零一八年四月一日辭任閩信集團有限公司之獨立非執行董事，並於二零一八年十月二十四日辭任香港中旅國際投資有限公司之獨立非執行董事。

Mr. Sze Tsai To, Robert, aged 79, was appointed as a director of the Group on 1 June 2000 and is the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Sze is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and was a partner in an international firm of accountants with which he practiced for over 20 years. He is also an independent non-executive director of a number of Hong Kong listed companies including Dah Sing Banking Group Limited, Dah Sing Financial Holdings Limited, Nanyang Holdings Limited and Sunwah Kingsway Capital Holdings Limited. He resigned as an independent non-executive director of Min Xin Holdings Limited on 1 April 2018 and of China Travel International Investment Hong Kong Limited on 24 October 2018.



董事之履歷 (續) Directors' Biographies (Continued)

(a) 獨立非執行董事 (續) Independent Non-Executive Directors (Continued)



石禮謙議員，*GBS*太平紳士，現年74歲，於二零零七年一月一日獲委任為本集團獨立非執行董事，亦為本公司薪酬委員會及提名委員會成員。石先生畢業於澳洲雪梨大學，持有文學學士學位。彼自二零零零年起為香港特區立法會代表地產及建築功能界別之議員。現時，石先生為香港科技大學校董會成員及香港大學校董會及校務委員會成員。彼於二零一七年一月一日獲委任為廉政公署貪污問題諮詢委員會委員。石先生於一九九五年獲委任為太平紳士，並於二零零七年獲頒授銀紫荊星章，亦於二零一三年七月獲授金紫荊星章。石先生於二零一五年三月十七日起獲委任為強制性公積金計劃管理局之非執行董事。彼為多間香港上市公司之獨立非執行董事，包括新創建集團有限公司、百利保控股有限公司、利福國際集團有限公司、莊士機構國際有限公司、碧桂園控股有限公司、澳門博彩控股有限公司、華潤水泥控股有限公司、麗豐控股有限公司、四海國際集團有限公司、光大永年有限公司、資本策略地產有限公司及遠東發展有限公司。彼於二零一九年五月二十二日股東周年大會結束時退任香港鐵路有限公司之獨立非執行董事。彼由二零一八年一月二十六日下午四時起辭任勤達集團國際有限公司之獨立非執行董事。彼亦曾分別截至二零一七年三月二十八日下午四時正與二零一七年一月五日，擔任德祥企業集團有限公司（現稱保德國際發展企業有限公司）及啟迪國際有限公司之獨立非執行董事。石先生為莊士中國投資有限公司之獨立非執行董事，並於二零一九年四月二十九日獲委任為榮譽主席，石先生於同日退任莊士中國投資有限公司之主席。石先生自二零一七年一月九日起擔任高銀金融（集團）有限公司之獨立非執行董事。其亦為德祥地產集團有限公司之副主席及獨立非執行董事。石先生現亦為鷹君資產管理（冠君）有限公司（冠君產業信託之管理人）及富豪資產管理有限公司（富豪產業信託之管理人）之獨立非執行董事。

Hon. Shek Lai Him, Abraham, *GBS, JP*, aged 74, was appointed as an independent non-executive director of the Group on 1 January 2007 and is a member of each of the remuneration committee and the nomination committee of the Company. Mr. Shek graduated from the University of Sydney, Australia with a Bachelor of Arts degree. He has been a member of the Legislative Council of the HKSAR representing real estate and construction functional constituency since 2000. Currently, Mr. Shek is a member of the Court of The Hong Kong University of Science & Technology, a member of the Court and Council of The University of Hong Kong, and has been appointed as a member of the Advisory Committee on Corruption of the Independent Commission Against Corruption (ICAC) as from 1 January 2017. Mr. Shek was appointed as Justice of the Peace in 1995 and awarded Silver Bauhinia Star in 2007 and received Gold Bauhinia Star Award in July 2013. Mr. Shek was appointed as a non-executive director of Mandatory Provident Fund Schemes Authority with effect from 17 March 2015. He is an independent non-executive director of a number of Hong Kong listed companies including NWS Holdings Limited, Paliburg Holdings Limited, Lifestyle International Holdings Limited, Chuang's Consortium International Limited, Country Garden Holdings Company Limited, SJM Holdings Limited, China Resources Cement Holdings Limited, Lai Fung Holdings Limited, Cosmopolitan International Holdings Limited, Everbright Grand China Assets Limited, CSI Properties Limited and Far East Consortium International Limited. He retired as an independent non-executive director of MTR Corporation Limited as from the conclusion of the annual general meeting on 22 May 2019. He resigned as an independent non-executive director of Midas International Holdings Limited as from 4 p.m. on 26 January 2018. He was an independent non-executive director of ITC Corporation Limited (now known as PT International Development Corporation Limited) until 4 p.m. on 28 March 2017 and of TUS International Limited until 5 January 2017. Mr. Shek is an independent non-executive director and has been appointed the honorary chairman of Chuang's China Investments Limited since 29 April 2019, on which date, he retired as the chairman of Chuang's China Investments Limited. Mr. Shek is an independent non-executive director of Goldin Financial Holdings Limited as from 9 January 2017. He is also the vice chairman and an independent non-executive director of ITC Properties Group Limited. Mr. Shek is also an independent non-executive director of Eagle Asset Management (CP) Limited, the manager of Champion Real Estate Investment Trust and an independent non-executive director of Regal Portfolio Management Limited, the manager of Regal Real Estate Investment Trust.

董事之履歷 (續) Directors' Biographies (Continued)

(a) 獨立非執行董事 (續) Independent Non-Executive Directors (Continued)



溫世昌先生，66歲，於二零一六年二月二日獲委任為本公司董事會獨立非執行董事，亦為本公司審核委員會主席。溫先生為英格蘭及威爾士特許會計師公會、英國特許仲裁學會、董事學會、皇家藝術學會及香港會計師公會資深會員。溫先生現為香港國際仲裁中心副主席及其財務與行政委員會之主席。溫先生之前曾分別於二零一二年二月至二零一四年九月期間擔任倫敦國際仲裁院(London Court of International Arbitration)董事及於二零零九年六月至二零一四年九月期間擔任英國國際爭議解決中心(International Dispute Resolution Centre)董事。在一九七八年合資格成為特許會計師後，溫先生於一九七八年至一九八七年期間在香港畢馬威會計師事務所就職，期間於其倫敦辦事處效力一年。於一九八七年，溫先生加盟迪生創建(國際)有限公司(一間於香港聯交所上市之公司，在東南亞分銷名貴產品)，擔任其集團財務總監，分別於一九八七年及一九九一年負責收購巴黎S.T. Dupont及倫敦Harvey Nichols。於一九九二年至二零一四年期間，溫先生擔任英國Harvey Nichols集團之行政總裁，該集團於一九九六年至二零零三年期間在倫敦證券交易所上市。溫先生於一九九九年五月獲委任為S.T. Dupont S.A. (一間於巴黎證券交易所上市之公司)監事會成員，並於二零零八年一月獲選為監事會主席，直至二零一四年九月退任。溫先生自二零一八年二月九日起擔任雅居樂雅生活服務股份有限公司之獨立非執行董事。溫先生在國際稅務規劃、交易盡職審查及法務會計方面擁有專業特長。此外，彼亦在業務週轉、併購、公司財務、百貨零售、食肆營運及全球名貴產品市場方面擁有專長。

Mr. Wan Sai Cheong, Joseph, aged 66, was appointed as an independent non-executive director of the Board on 2 February 2016 and is the chairman of the audit committee of the Company. Mr. Wan is a Fellow member of the Institute of Chartered Accountants in England and Wales, the Chartered Institute of Arbitrators, the Institute of Directors, the Royal Society of Arts and the Hong Kong Institute of Certified Public Accountants. Mr. Wan currently serves as a vice chairperson of the Hong Kong International Arbitration Centre and chairperson of its finance and administration committee. Formerly, Mr. Wan was a director of the London Court of International Arbitration and of the International Dispute Resolution Centre in the UK for the periods from February 2012 to September 2014 and from June 2009 to September 2014, respectively. After qualifying as a Chartered Accountant in 1978, Mr. Wan worked for KPMG in Hong Kong from 1978 to 1987, spending a year at their London Office. In 1987, Mr. Wan joined Dickson Concepts International Limited, a company listed on the Hong Kong Stock Exchange and distributes luxury goods in South East Asia, as their Group Finance Director and was responsible for the acquisitions of S.T. Dupont, Paris in 1987 and Harvey Nichols, London in 1991. Mr. Wan was the Chief Executive of the Harvey Nichols Group in the United Kingdom from 1992 to 2014, which was listed on the London Stock Exchange from 1996 to 2003. Mr. Wan was appointed as a board member of the Supervisory Board of S.T. Dupont S.A. (a company listed on the Paris Bourse) in May 1999 and he was elected the Chairman of the Supervisory Board in January 2008 until retirement in September 2014. Mr. Wan is an independent non-executive director of A-Living Services Co., Ltd as from 9 February 2018. Mr. Wan's professional expertise is in the areas of international tax planning, transaction due diligence and forensic accounting. He also has gained expertise in business turnarounds, mergers and acquisitions, corporate finance, department store retailing, restaurant operations and the global luxury markets.



董事之履歷 (續) Directors' Biographies (Continued)

(b) 非執行董事 Non-Executive Director



林鳳明女士，現年56歲，於一九九零年加入本集團，於二零零四年十一月一日獲委任為本集團執行董事，並於二零一三年六月二十八日調任為非執行董事。於調任前，林女士為本集團首席營運總監，負責有關本集團食用油業務之銷售業務、製造、品質保證及產品開發。林女士持有香港理工大學食品科技理學學士學位及化學科技高級文憑，具有逾二十五年食油及食品業經驗。目前，彼為食用油集團之董事及僱員，而食用油集團是由本公司之控股股東間接控制。

Ms. Lam Fung Ming, Tammy, aged 56, joined the Group in 1990 and was appointed as an executive director of the Group on 1 November 2004, and re-designated as a non-executive director on 28 June 2013. Prior to the re-designation, Ms. Lam was the Chief Operating Officer of the Group responsible for the sales activities, manufacturing, quality assurance and product development of the Group's edible oils business. Ms. Lam holds a Bachelor of Science degree in Food Science and Technology and a Higher Diploma in Chemical Technology from the Hong Kong Polytechnic University. She has over 25 years' experience in the oil and food industry. Currently, she is a director and an employee of the edible oils group which is indirectly controlled by the controlling shareholders of the Company.

董事之履歷 (續) Directors' Biographies (Continued)

(c) 執行董事 Executive Directors



洪明基先生，現年49歲，為本集團行政總裁，負責本集團之業務。彼於二零一二年三月十二日獲委任為本集團之執行董事兼行政總裁。洪先生為本公司提名委員會成員。洪先生於一九九二年畢業於美國南加州大學，獲得理學士學位，主修會計，其後取得中歐國際工商學院的工商管理碩士學位。洪先生擁有超過二十年商業管理及快餐業務經驗。如「主要股東及其他人士於股份及相關股份中之權益及淡倉」所披露，根據證券及期貨條例，洪先生為本公司之主要股東。

Mr. Hung Ming Kei, Marvin, aged 49, is the Chief Executive Officer of the Group with overall responsibility for the business of the Group. He was appointed an executive director and the Chief Executive Officer of the Group on 12 March 2012. Mr. Hung is a member of the nomination committee of the Company. Mr. Hung holds a Bachelor's degree in Science majoring in Accounting from the University of Southern California in the United States of America in 1992 and a Master's degree in Business Administration from China Europe International Business School. Mr. Hung has over 20 years of experience in business management and quick service restaurant operations. By virtue of the Securities and Futures Ordinance, Mr. Hung is a substantial shareholder of the Company as disclosed in the section under "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares".



黃國英先生，現年60歲，集團公司秘書及集團合規總監，於二零零零年一月十日獲委任為本集團董事。黃先生為香港會計師公會資深會員。彼擁有逾三十五年財務、會計及核數經驗。彼於一九九零年加入本集團前，曾任職於一間香港國際會計師行。

Mr. Wong Kwok Ying, aged 60, is the Company Secretary and the Group Comptroller of the Group and was appointed as a director of the Group on 10 January 2000. Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 35 years' finance, accounting and audit experience. Prior to joining the Group in 1990, he worked with one of the international accounting firms in Hong Kong.



董事薪酬

有關董事薪酬之詳情具名載列於財務報表附註8內。

董事於交易、安排及合約之重大權益

於年末時或於年內任何時間，本公司或其任何附屬公司概無訂立與本公司業務有重大關係而本公司任何董事及董事的關連人士在其中直接或間接擁有重大利益之交易、安排及合約。

於競爭業務之權益

概無本公司董事在與本集團的業務直接或間接構成競爭或可能構成競爭之其他業務中擁有權益。

董事之服務合約

所有擬在股東週年大會上重選連任之董事概無與本公司訂立任何本公司不可於一年內免付賠償（法定賠償除外）而終止之服務合約。

管理合約

截至二零一九年十二月三十一日止年度，概無訂立或存在有關本集團全部或任何重要部份業務的管理及行政之合約。

股本相連協議

向董事及獲選合資格僱員授予購股權

本公司所採納的購股權計劃，目的是為對本集團經營成功作出貢獻之董事及合資格僱員給予獎勵及酬謝。本公司購股權計劃詳情載於財務報表附註25。於回顧年內，72,500,000份購股權獲授出、40,280,000份購股權獲歸屬及26,167,320份購股權已失效。年內並無行使購股權，亦無發行任何股份。

向合資格僱員授出獎勵股份

採納股份獎勵計劃是為肯定合資格僱員作出之貢獻並向彼等提供獎勵。股份獎勵計劃詳情及授出獎勵股份之詳情載於財務報表附註26。截至二零一九年十二月三十一日止年度授出62,914,000股獎勵股份。該等獎勵股份受到董事會全權酌情釐定之條件及歸屬時間表所規限。

Directors' Emoluments

Details of the emoluments of the directors on a named basis are set out in note 8 to the financial statements.

Directors' Material Interests in Transactions, Arrangements and Contracts

No transactions, arrangements and contracts that were significant in relation to the Company's business to which the Company or any of its subsidiaries was a party and in which any director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Interests in Competing Business

None of the directors of the Company had interests in other business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

Directors' Service Contracts

None of the directors proposed for re-election at the AGM is a party to any service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the year ended 31 December 2019.

Equity-Linked Agreements

Share options granted to directors and selected eligible employees

The share option scheme of the Company was adopted for the purpose of incentivizing and rewarding our directors and eligible employees who contribute to the success of the operations of the Group. Details of the share option scheme of the Company are set out in note 25 to the financial statements. During the year under review, there were 72,500,000 share options granted, 40,280,000 share options vested and 26,167,320 share options lapsed. No share options were exercised and no shares were issued during the year.

Award shares granted to eligible employees

The Share Award Scheme was adopted as a means to recognise the contribution of and to provide incentives for the eligible employees. Details of the Share Award Scheme and details of the award shares granted are set out in note 26 to the financial statements. 62,914,000 award shares were granted during the year ended 31 December 2019. The award shares are subject to conditions and vesting schedules as determined by the Board in its sole discretion.

允許之彌償保證條文

除了本集團董事及高級職員受到董事及高級職員責任保險之保障外，並無其他以本公司或其附屬公司的任何董事或前任董事（如適用）為受益人之允許彌償保證條文生效。

董事及行政總裁於股份及相關股份中之權益及淡倉

於二零一九年十二月三十一日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊所記錄，或根據上市規則附錄十標準守則向本公司及聯交所知會者，董事及行政總裁於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中擁有之權益或淡倉如下：

於本公司普通股之權益

Permitted Indemnity Provision

Save for the directors' and officers' liability insurance coverage for the directors and officers of the Group, no other permitted indemnity provision for the benefit of any director or who had been a director of the Company, or of its subsidiaries, where applicable, is in force.

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2019, the interests or short positions of the directors and chief executive in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

Interests in Ordinary Shares of the Company

所持股份數目、身份及權益性質
Number of shares held, capacity and nature of interest

董事姓名	Name of director	直接及 實益擁有	透過 受控制法團	信託之 受益人	總計	佔本公司 已發行股本之 百分比 Percentage of the Company's issued share capital
		Directly and beneficially owned	Through controlled corporation	Beneficiary of a trust	Total	
司徒振中	Seto Gin Chung, John	500,847	-	-	500,847	0.005%
洪明基	Hung Ming Kei, Marvin	72,652,163	3,412,399,373	73,332,815	3,558,384,351	35.335%
			附註(i) Note (i)	附註(ii) Note (ii)		
史習陶	Sze Tsai To, Robert	2,454,678	-	-	2,454,678	0.024%

附註：

- (i) 3,412,399,373股股份由一項全權信託實益擁有，而洪明基先生實益擁有該項全權信託之受託人。
- (ii) 73,332,815股股份由一項全權信託實益擁有，而該全權信託之全權受益人包括洪明基先生擁有之一間公司。

Notes:

- (i) 3,412,399,373 shares were beneficially owned by a discretionary trust, the trustee of which is beneficially owned by Mr. Hung Ming Kei, Marvin.
- (ii) 73,332,815 shares were beneficially owned by a discretionary trust whose discretionary beneficiaries included a company owned by Mr. Hung Ming Kei, Marvin.

除上文所披露者及財務報表附註25所披露授予董事之購股權外，於二零一九年十二月三十一日，概無董事於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有須根據證券及期貨條例第352條記錄之權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

Save as disclosed above and the share options granted to the directors as disclosed in note 25 to the financial statements, as at 31 December 2019, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.



主要股東及其他人士於股份及相關股份中之權益及淡倉

於二零一九年十二月三十一日，按本公司所獲知會及本公司根據證券及期貨條例第336條所存置之登記冊所記錄，主要股東／其他人士於本公司股份及相關股份中之權益或淡倉如下：

於本公司普通股之權益

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2019, the interests or short positions of substantial shareholders/other persons in the shares and underlying shares of the Company, as notified to the Company and recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

Interests in Ordinary Shares of the Company

股東名稱	Name of shareholder	附註 Notes	所持 普通股數目 Number of ordinary shares held	佔本公司 已發行股本之 百分比 Percentage of the Company's issued share capital
True Force Ventures Limited	True Force Ventures Limited	(i)	1,408,783,784	13.99%
Earn Field International (PHT) Limited	Earn Field International (PHT) Limited	(ii)	1,408,783,784	13.99%
H H Hung Foundation Limited	H H Hung Foundation Limited	(iii)	3,579,187,103	35.54%
洪克協	Hung Hak Hip, Peter	(iv)	3,929,297,734	39.02%
洪鄧蘊玲	Hung Diana Wan Ling	(v)	3,929,297,734	39.02%
Winner Planet Limited	Winner Planet Limited	(vi)	1,625,526,805	16.14%
Creative Mount Limited	Creative Mount Limited	(vii)	1,587,229,730	15.76%
North China Fast Food (2008) Limited	North China Fast Food (2008) Limited	(viii)	3,412,399,373	33.89%
Ample Great Ventures Limited	Ample Great Ventures Limited	(ix)	3,412,399,373	33.89%
洪明基	Hung Ming Kei, Marvin	(x)	3,558,384,351	35.34%
Arisaig Asia Consumer Fund Limited	Arisaig Asia Consumer Fund Limited	(xi)	801,620,000	7.96%
Arisaig Partners (Mauritius) Limited	Arisaig Partners (Mauritius) Limited	(xii)	801,620,000	7.96%
Cooper Lindsay William Ernest	Cooper Lindsay William Ernest	(xiii)	801,620,000	7.96%

附註：

(i) 上述所披露之股份之登記持有人。

(ii) 上述所披露之股份之登記持有人。

(iii) H H Hung Foundation Limited間接控制Predominance (PHT) Limited及Action Success (PHT) Limited在股東大會上超過三分之一的投票權。Predominance (PHT) Limited被視為於上文附註(i)及(ii)所述之股份及本公司若干股東持有之594,831,805股股份中擁有權益。Action Success (PHT) Limited持有166,787,730股本公司股份。

Notes:

(i) The registered holder of the shares disclosed above.

(ii) The registered holder of the shares disclosed above.

(iii) H H Hung Foundation Limited indirectly controls more than one-third of the voting power at general meetings of Predominance (PHT) Limited and Action Success (PHT) Limited. Predominance (PHT) Limited is deemed to be interested in the shares mentioned in Notes (i) and (ii) above, and 594,831,805 shares held by certain shareholders of the Company. Action Success (PHT) Limited held 166,787,730 shares of the Company.

主要股東及其他人士於股份及相關股份中之權益及淡倉 (續)

於本公司普通股之權益 (續)

附註：(續)

- (iv) 洪克協先生被視為擁有下列權益：
- (a) 上文附註(iii)所述透過H H Hung Foundation Limited持有之3,579,187,103股股份；
- (b) 透過Fortune Blessing (PH) Limited持有之73,332,815股股份；
- (c) 透過受控制法團持有之274,766,648股股份；及
- (d) 透過洪克協先生之配偶洪鄧蘊玲女士被視為擁有權益之受控法團持有之2,011,168股股份。
- (v) 洪鄧蘊玲女士被視為透過一間受控制法團於2,011,168股股份中擁有權益。洪鄧蘊玲女士為洪克協先生之配偶，彼被視為於上文附註(iv)(a)至(c)所述之股份中擁有權益。
- (vi) 上述所披露之股份之登記持有人。
- (vii) 上述所披露之股份之登記持有人。
- (viii) North China Fast Food (2008) Limited間接控制若干登記股東在股東大會上超過三分之一的投票權，包括Winner Planet Limited、Creative Mount Limited及Predominance Fortune Limited。該公司被視為於上文附註(vi)及(vii)所述股份及Predominance Fortune Limited持有之199,642,838股股份擁有權益。
- (ix) Ample Great Ventures Limited為North China Fast Food (2008) Limited之唯一股東，而North China Fast Food (2008) Limited被視為於上文附註(viii)內所述之股份中擁有權益。
- (x) 洪明基先生持有Ample Great Ventures Limited之全部已發行股本，而彼被視為於上文附註(viii)所述之股份中擁有權益。彼亦直接實益擁有72,652,163股股份。此外，73,332,815股股份由一個全權信託實益擁有，其全權受益人包括一家由洪明基先生擁有之公司，而洪明基先生被視為於該等股份中擁有權益。
- (xi) 上述所披露之股份之登記持有人。
- (xii) Arisaig Partners (Mauritius) Limited為Arisaig Asia Consumer Fund Limited之投資經理，該公司被視為於上文附註(xi)所述之股份中擁有權益。
- (xiii) Cooper Lindsay William Ernest先生間接持有Arisaig Partners (Mauritius) Limited在股東大會上三分之一的投票權，彼被視為於上文附註(xi)所述之股份中擁有權益。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

Interests in Ordinary Shares of the Company (Continued)

Notes: (Continued)

- (iv) Mr. Hung Hak Hip, Peter is deemed to be interested in:
- (a) 3,579,187,103 shares held through H H Hung Foundation Limited mentioned in Note (iii) above;
- (b) 73,332,815 shares held through Fortune Blessing (PH) Limited;
- (c) 274,766,648 shares held through controlled corporations; and
- (d) 2,011,168 shares held through a controlled corporation which Mrs. Hung Diana Wan Ling, Mr. Hung Hak Hip, Peter's spouse is deemed to be interested in.
- (v) Mrs. Hung Diana Wan Ling is deemed to be interested in 2,011,168 shares held through a controlled corporation. Mrs. Hung Diana Wan Ling, Mr. Hung Hak Hip, Peter's spouse is deemed to be interested in the shares mentioned in (a) to (c) of Note (iv) above.
- (vi) The registered holder of the shares disclosed above.
- (vii) The registered holder of the shares disclosed above.
- (viii) North China Fast Food (2008) Limited indirectly controls more than one-third of the voting power at general meetings of certain registered shareholders including Winner Planet Limited, Creative Mount Limited and Predominance Fortune Limited. The company is deemed to be interested in the shares mentioned in Notes (vi) and (vii) above and 199,642,838 shares held by Predominance Fortune Limited.
- (ix) Ample Great Ventures Limited is the sole shareholder of North China Fast Food (2008) Limited which is deemed to be interested in shares mentioned in Note (viii) above.
- (x) Mr. Hung Ming Kei, Marvin holds the entire issued share capital of Ample Great Ventures Limited and is deemed to be interested in the shares mentioned in Note (viii) above. He also directly and beneficially owns 72,652,163 shares. In addition, Mr. Hung Ming Kei, Marvin is deemed to be interested in 73,332,815 shares beneficially owned by a discretionary trust whose discretionary beneficiaries included a company owned by him.
- (xi) The registered holder of the shares disclosed above.
- (xii) Arisaig Partners (Mauritius) Limited is the investment manager of Arisaig Asia Consumer Fund Limited and is deemed to be interested in the shares mentioned in Note (xi) above.
- (xiii) Mr. Cooper Lindsay William Ernest indirectly holds one-third of the voting power at general meetings of Arisaig Partners (Mauritius) Limited and is deemed to be interested in the shares mentioned in Note (xi) above.



主要股東及其他人士於股份及相關股份中之權益及淡倉 (續)

於本公司普通股之權益 (續)

除上文所披露者外，於二零一九年十二月三十一日，本公司並無獲悉有任何其他人士（其權益及購股權已分別載於「董事及行政總裁於股份及相關股份中之權益及淡倉」一節及財務報表附註25之本公司董事除外）於本公司股份或相關股份中擁有須記錄於本公司根據證券及期貨條例第336條存置之登記冊中之權益或淡倉。

關連交易及有關連人士交易

除根據上市規則獲豁免遵守有關申報、年度審核、公佈及獨立股東批准之規定的關連交易外，董事認為年內概無其他交易構成須遵守上市規則申報規定之關連交易或持續關連交易。

年內進行的有關連人士交易之詳情已於財務報表附註31呈報。該等有關連人士交易概不構成上市規則所界定之須予披露關連交易。

主要客戶及供應商

於回顧年度，本集團五大客戶之銷售佔年度總銷售少於30%。最大供應商及五大供應商之應佔購買額百分比分別為8.2%及30.9%。

據董事所知，概無董事及其聯繫人及擁有本公司已發行股本超過5%之任何股東，於本年度內擁有本集團五大客戶及五大供應商之任何實益權益。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares (Continued)

Interests in Ordinary Shares of the Company (Continued)

Save as disclosed above, as at 31 December 2019, the Company had not been notified of any persons other than the directors of the Company whose interests and share options are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" and in note 25 to the financial statements, respectively, who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Connected Transactions and Related Party Transactions

Save for connected transactions which are exempted from the reporting, annual review, announcement and independent shareholders' approval requirements under the Listing Rules, during the year, there were no other transactions which, in the opinion of the directors, constituted connected transactions or continuing connected transactions that were subject to the reporting requirements under the Listing Rules.

Details of related party transactions undertaken during the year have been reported under note 31 to the financial statements. None of these related party transactions constitutes a discloseable connected transaction as defined under the Listing Rules.

Major Customers and Suppliers

In the year under review, sales attributable to the Group's five largest customers accounted for less than 30% of the total sales for the year. The percentage of purchases attributable to the largest supplier and the five largest suppliers were 8.2% and 30.9%, respectively.

To the best knowledge of the directors, neither the directors, their associates, nor any shareholders who own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's five largest customers and five largest suppliers during the year.

退休福利計劃

本集團設有定額供款退休福利計劃，即本集團之香港附屬公司合資格參與之僱員適用之強制性公積金計劃（「強積金計劃」）。所作出之供款乃按僱員薪金之百分比計算，並於依照該計劃之規則繳納供款時在損益表中扣除。該計劃之資產乃與本集團之資產分開並由獨立管理基金持有。根據強積金計劃規則，本集團就此計劃作出之僱主供款於供款時全數歸僱員所有。

本集團在中國內地營運之附屬公司之僱員須參與當地政府管理之中央退休金計劃。該等附屬公司須向中央退休金計劃支付薪金成本之指定百分比作為供款。

截至二零一九年十二月三十一日止年度，本集團作出之計劃供款總額約為人民幣90,621,000元，並無可用以扣減僱主供款之已沒收供款。

優先認股權

本公司修訂及重編之組織章程細則或開曼群島法例均無任何有關優先認股權之規定，故本公司毋須按比例向現有股東發售新股份。

公眾持股量充足

根據本公司可公開取得之資料及就董事所知，於本報告日期，本公司已發行股本總額中至少25%由公眾人士持有。

Retirement Benefit Schemes

The Group operates a defined contribution retirement benefits scheme, namely the Mandatory Provident Fund Scheme (the "MPF Scheme"), for the employees of the Group's subsidiaries in Hong Kong who are eligible to participate. Contributions are made based on a percentage of the employees' salaries and charged to the income statement as they become payable in accordance with the rules of the scheme. The assets of the scheme are held separately from those of the Group in independently administered funds. In accordance with the rules of the MPF Scheme, the employer's contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local government. These subsidiaries are required to contribute a specified percentage of its payroll costs to the central pension scheme.

For the year ended 31 December 2019, the total scheme contributions made by the Group amounted to approximately RMB90,621,000 and no forfeited contributions were applied to reduce employer's contributions.

Pre-Emptive Rights

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

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.



其後事項

二零二零年年初爆發的新型冠狀病毒疫情已對中華人民共和國的商業環境造成影響，從而影響了本集團的銷售表現。此後，隨著人流量的減少，本集團的若干店舖暫停營業。根據本集團截至二零二零年二月二十九日止兩個月（「回顧期」）的未經審核綜合管理賬目，於回顧期內，本集團的同店銷售增長較二零一九年首兩個月同期有所下跌，並產生本公司股東應佔綜合虧損。本集團已實施各項措施以盡量降低新型冠狀病毒對本集團業務以及客戶及員工的健康與安全的不利影響。本公司已於二零二零年二月二十八日及二零二零年三月二十日就上述情況作出公佈。

核數師

安永會計師事務所任滿告退，而續聘其為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

主席
司徒振中
香港
二零二零年三月三十日

Subsequent Event

The outbreak of COVID-19 pneumonia which became a pandemic at the beginning of 2020 has impacted the business environment in the People's Republic of China, and hence the sales performance of the Group. With reduced traffic, the operation of certain stores of the Group has been temporarily suspended since then. Based on the unaudited consolidated management accounts of the Group for the two months ended 29 February 2020 (the "Review Period"), the Group recorded a decrease in the same store sales growth and incurred a consolidated loss attributable to shareholders of the Company in the Review Period, as compared to the corresponding period in the first two months of 2019. The Group has implemented various measures to minimize the adverse impact of the COVID-19 on the business and the health and safety of the customers and staff of the Group. Announcements on the above were made by the Company on 28 February 2020 and 20 March 2020.

Auditor

Ernst & Young retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On Behalf of the Board

SETO GIN CHUNG, JOHN
Chairman
Hong Kong
30 March 2020



致合興集團控股有限公司全體股東
(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第80至174頁的合興集團控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表。此財務報表包括於二零一九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表、綜合全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照《香港公司條例》的披露規定妥為擬備。

To the shareholders of Hop Hing Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hop Hing Group Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 80 to 174, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.



意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（「守則」），我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。就下列各事項而言，我們是在該背景下提供我們在審計中處理該事項的方式。

我們已經履行本報告「核數師就審計綜合財務報表承擔的責任」部分所述的責任，包括與該等事項的責任。因此，我們的審計包括執行程序，以應對我們對綜合財務報表重大錯誤陳述風險的評估。我們的審計程序（包括處理以下事項而採取的程序）的結果，為我們對隨附的綜合財務報表所發表的審計意見提供基礎。

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項 (續)

Key Audit Matters (Continued)

關鍵審計事項

Key audit matter

遞延稅項資產

Deferred tax assets

於二零一九年十二月三十一日，貴集團之遞延稅項資產為人民幣87,100,000元，佔非流動資產之9%。管理層於釐定可予以確認之遞延稅項資產金額時，須根據日後應課稅溢利可能出現的時間及水平以及未來稅項規劃策略作出重大判斷。

有關的披露已載於財務報表附註3及19。

As at 31 December 2019, the Group had deferred tax assets of RMB87.1 million, representing 9% of non-current assets. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

Related disclosures are included in notes 3 and 19 to the financial statements.

存貨

Stocks

於二零一九年十二月三十一日，貴集團之存貨為人民幣146,500,000元，佔流動資產之18%。由於貴集團存貨主要包括有到期日之食材，存貨撥備是基於預測存貨使用率作出估算，管理層在釐定滯銷存貨時須作出重大判斷。

有關的披露已載於財務報表附註3及16。

As at 31 December 2019, the Group had stocks of RMB146.5 million, representing 18% of current assets. As the stocks of the Group were mainly composed of food ingredients, which were subject to expiry, the estimation of the stock provision required management's significant judgement in determining slow-moving stocks as these were based on forecast stock usage.

Related disclosures are included in notes 3 and 16 to the financial statements.

我們的審計如何處理關鍵審計事項

How our audit addressed the key audit matter

我們的審計程序包括審閱管理層分析及假設以支持於綜合財務狀況表確認之遞延稅項資產可於日後透過應課稅收入或稅務規劃策略收回之可能性。我們評估有關預期未來應課稅收入之關鍵管理層假設，方法為將彼等與內部財務預算資料及外部可獲得行業資料進行比較。我們內部的稅務專家亦參與審閱貴集團之稅務狀況。

Our audit procedures included, amongst others, a review of management's analysis and assumptions supporting the probability that deferred tax assets recognised in the consolidated statement of financial position would be recovered through taxable income or tax planning strategies in the future. We assessed the key management assumptions over expected future taxable income by comparing them with both internal financial budget information and external available industry information. We also involved our tax specialists to review the tax positions of the Group.

我們透過將存貨水平與歷史存貨週轉天數進行考慮以評估超額存貨及報廢撥備，並查核過往及後續選定存貨樣品之銷售及使用數據。我們亦與管理層就潛在存貨報廢進行討論。我們參加倉庫及門店之實體存貨盤點及進行彙總測試。

We assessed stock excess and obsolescence provisions by considering the stock level against historical stock turnover days and substantively checked to both past and subsequent sales and usage information on selected stock samples. We also discussed any stocks with potential obsolescence with management. We attended physical stock counts at warehouses and stores and performed compilation test.

年報所載的其他資訊

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

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該等事實。在這方面，我們沒有任何報告。

董事就綜合財務報表所承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及《香港公司條例》的披露規定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，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司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。

貴公司董事在審核委員會協助下，須負責監督貴集團的財務報告過程。

Other Information Included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Consolidated Financial Statements

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告僅向全體股東編製，除此之外，我們的報告不可用作其他用途，我們概不就本報告的內容，向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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



核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映有關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

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

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

核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是鍾育文。

安永會計師事務所

執業會計師

香港

中環

添美道1號

中信大廈22樓

二零二零年三月三十日

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chung Yuk Man.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower

1 Tim Mei Avenue

Central

Hong Kong

30 March 2020

綜合損益表

Consolidated Income Statement

截至二零一九年十二月三十一日止年度 Year ended 31 December 2019

		附註 Notes	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
營業額	TURNOVER	5	2,102,814	2,003,617
銷售成本	Cost of sales		(782,446)	(737,978)
其他收入及收益淨額	Other income and gains, net	5	17,698	13,895
銷售及分銷費用	Selling and distribution expenses		(955,892)	(948,967)
一般及行政費用	General and administrative expenses		(187,640)	(177,499)
分佔合營企業之溢利及虧損	Share of profits and losses of joint venture	15	(1,264)	(380)
經營溢利	PROFIT FROM OPERATING ACTIVITIES	6	193,270	152,688
融資成本	Finance costs	7	(41,523)	(621)
除稅前溢利	PROFIT BEFORE TAX		151,747	152,067
所得稅開支	Income tax expense	10	(47,637)	(48,587)
本公司股權持有人 應佔本年溢利	PROFIT FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		104,110	103,480
本公司股權持有人 應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	12		
基本	Basic		人民幣RMB1.07分cents	人民幣RMB1.05分cents
攤薄	Diluted		人民幣RMB1.06分cents	人民幣RMB1.04分cents

Consolidated Statement of Comprehensive Income

截至二零一九年十二月三十一日止年度 Year ended 31 December 2019

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
本年溢利	PROFIT FOR THE YEAR	104,110	103,480
其他全面收益	OTHER COMPREHENSIVE INCOME		
於往後期間將可能重新分類至損益表之其他全面收益：	Other comprehensive income that may be reclassified to income statement in subsequent periods:		
換算於中國大陸以外業務之財務報表之匯兌差額	Exchange differences on translation of financial statements of operations outside Mainland China	2,330	7,720
本年其他全面收益	OTHER COMPREHENSIVE INCOME FOR THE YEAR	2,330	7,720
本公司股權持有人應佔本年全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	106,440	111,200

綜合財務狀況表

Consolidated Statement of Financial Position

二零一九年十二月三十一日 31 December 2019

			二零一九年 十二月 三十一日 31 December 2019 人民幣千元 RMB'000	二零一八年 十二月 三十一日 31 December 2018 人民幣千元 RMB'000 (經重列) (Restated)	二零一八年 一月 一日 1 January 2018 人民幣千元 RMB'000 (經重列) (Restated)
		附註 Notes			
非流動資產	NON-CURRENT ASSETS				
物業、廠房及設備	Property, plant and equipment	13	206,203	183,018	177,826
使用權資產	Right-of-use assets	14	626,080	–	–
於合營企業之投資	Investment in a joint venture	15	8,556	9,820	–
遞延稅項資產	Deferred tax assets	19	87,128	43,788	37,092
預付款項及租賃按金	Prepayments and rental deposits	20	42,526	45,968	42,998
非流動資產總額	Total non-current assets		970,493	282,594	257,916
流動資產	CURRENT ASSETS				
存貨	Stocks	16	146,536	95,483	92,835
應收賬項	Accounts receivable	17	18,473	17,512	14,802
預付款項、按金及其他 應收賬項	Prepayments, deposits and other receivables	20	110,082	122,226	81,601
可收回稅項	Tax recoverable		4,128	1,173	163
大額存單	Deposit certificates	21	60,000	–	–
其他金融資產	Other financial assets	21	242,988	207,023	40,000
現金及現金等值物	Cash and cash equivalents	22	252,900	352,660	534,530
流動資產總額	Total current assets		835,107	796,077	763,931
流動負債	CURRENT LIABILITIES				
應付賬項	Accounts payable	18	129,166	112,608	127,969
其他應付賬項及 應計費用	Other payables and accrued charges	23	328,696	355,101	312,097
租賃負債	Lease liabilities	14	185,977	–	–
計息銀行貸款	Interest-bearing bank loan		–	–	8,330
應付稅項	Tax payable		12,859	5,971	8,211
流動負債總額	Total current liabilities		656,698	473,680	456,607
流動資產淨額	NET CURRENT ASSETS		178,409	322,397	307,324

綜合財務狀況表
Consolidated Statement of Financial Position

二零一九年十二月三十一日 31 December 2019

			二零一九年 十二月 三十一日 31 December 2019 人民幣千元 RMB'000	二零一八年 十二月 三十一日 31 December 2018 人民幣千元 RMB'000 (經重列) (Restated)	二零一八年 一月 一日 1 January 2018 人民幣千元 RMB'000 (經重列) (Restated)
資產總額減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		1,148,902	604,991	565,240
非流動負債	NON-CURRENT LIABILITIES				
租賃負債	Lease liabilities	14	603,075	-	-
遞延稅項負債	Deferred tax liabilities	19	22,666	21,108	20,618
非流動負債總額	Total non-current liabilities		625,741	21,108	20,618
淨資產	NET ASSETS		523,161	583,883	544,622
權益	EQUITY				
本公司股權持有人 應佔權益	Equity attributable to equity holders of the Company				
已發行股本	Issued share capital	24	820,284	820,284	820,284
儲備	Reserves	27	(297,123)	(236,401)	(275,662)
總權益	TOTAL EQUITY		523,161	583,883	544,622

司徒振中
主席
SETO GIN CHUNG, JOHN
CHAIRMAN

洪明基
行政總裁
HUNG MING KEI, MARVIN
CHIEF EXECUTIVE OFFICER

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一九年十二月三十一日止年度 Year ended 31 December 2019

		本公司股權持有人應佔 Attributable to equity holders of the Company								
已發行股本	股份溢價賬*	根據股份 獎勵計劃 持有的股份*	合併儲備**	以股份 支付儲備*	匯兌波動 儲備*	法定儲備**	資本及 其他儲備***	保留溢利*	總權益	
Issued share capital	Share premium account*	Share held under share award scheme*	Merger reserve**	Share-based payment reserve*	Exchange fluctuation reserve*	Statutory reserve**	Capital and other reserves***	Retained profits*	Total equity	
人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000 (附註24) (note 24)	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 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)									
820,284	3,097,863	(33,191)	(3,961,251)	25,215	(16,986)	13,406	110,150	528,393	583,883	
採納香港財務報告準則 第16號的影響(附註2.3)	Effect of adoption of HKFRS 16 (note 2.3)	-	-	-	-	-	-	(113,319)	(113,319)	
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)									
820,284	3,097,863	(33,191)	(3,961,251)	25,215	(16,986)	13,406	110,150	415,074	470,564	
本年溢利	Profit for the year	-	-	-	-	-	-	104,110	104,110	
本年其他全面收益:	Other comprehensive income for the year:									
換算於中國大陸以外業務之 財務報表之匯兌差額	Exchange differences on translation of financial statements of operations outside Mainland China	-	-	-	-	2,330	-	-	2,330	
本年全面收益總額	Total comprehensive income for the year	-	-	-	-	2,330	-	104,110	106,440	
股份獎勵計劃歸屬之股份	Vesting of shares of share award scheme	-	4,510	(3,929)	-	-	-	(581)	-	
根據股份獎勵計劃購入股份	Shares purchased under share award scheme	-	(8,918)	-	-	-	-	-	(8,918)	
購股權失效	Share options lapsed	-	-	(4,212)	-	-	-	4,212	-	
以股權結算之以股份支付	Equity-settled share-based payments	-	-	6,431	-	-	-	-	6,431	
釋放法定儲備	Release of statutory reserve	-	-	-	-	(1,000)	-	1,000	-	
二零一八年末期股息 (附註11)	Final dividend for 2018 (note 11)	-	(51,356)	-	-	-	-	-	(51,356)	
二零一九年十二月三十一日	At 31 December 2019									
820,284	3,046,507	(37,599)	(3,961,251)	23,505	(14,656)	12,406	110,150	523,815	523,161	

綜合權益變動表 Consolidated Statement of Changes in Equity

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

本公司股權持有人應佔
Attributable to equity holders of the Company

已發行股本	股份溢價賬*	根據股份獎勵計劃持有的股份* Share held under share award scheme*	合併儲備*	以股份支付儲備*	匯兌波動儲備*	法定儲備**	資本及其他儲備***	保留溢利*	總權益		
Issued share capital	Share premium account*	Share held under share award scheme*	Merger reserve**	Share-based payment reserve*	Exchange fluctuation reserve*	Statutory reserve***	Capital and other reserves***	Retained profits*	Total equity		
人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated) (附註24) (note 24)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)	人民幣千元 RMB'000 (經重列) (Restated)		
於二零一八年一月一日	At 1 January 2018	820,284	3,166,899	(25,307)	(3,961,251)	19,979	(24,706)	13,406	110,150	425,168	544,622
本年溢利	Profit for the year	-	-	-	-	-	-	-	103,480	103,480	
本年其他全面收益：	Other comprehensive income for the year:										
換算於中國大陸以外業務之財務報表之匯兌差額	Exchange differences on translation of financial statements of operations outside Mainland China	-	-	-	-	7,720	-	-	-	-	7,720
本年全面收益總額	Total comprehensive income for the year	-	-	-	-	7,720	-	-	103,480	111,200	
股份獎勵計劃歸屬之股份	Vesting of shares of share award scheme	-	-	1,902	-	(1,647)	-	-	(255)	-	
根據股份獎勵計劃購入股份	Shares purchased under share award scheme	-	-	(9,786)	-	-	-	-	-	(9,786)	
以股權結算之股份支付	Equity-settled share-based payments	-	-	-	6,883	-	-	-	-	6,883	
二零一七年末期股息(附註11)	Final dividend for 2017 (note 11)	-	(69,036)	-	-	-	-	-	-	(69,036)	
於二零一八年十二月三十一日	At 31 December 2018	820,284	3,097,863	(33,191)	(3,961,251)	25,215	(16,986)	13,406	110,150	528,393	583,883

* 該等儲備賬項包括綜合財務狀況表內儲備之借方餘額人民幣297,123,000元(二零一八年:人民幣236,401,000元)。

合併儲備指於二零一二年收購後所出現附屬公司合興餐飲集團控股有限公司(「合興快餐」)的投資成本人民幣4,012,240,000元(即代價總額為人民幣4,048,440,000元扣減合興快餐欠Queen Board Limited及其聯繫人的貸款人民幣36,200,000元)超出合興快餐的股本人民幣296,000元及股份溢價人民幣50,693,000元之部分。

** 根據中華人民共和國(「中國」)公司法,於中國註冊成立的本公司的附屬公司需要將年度法定除稅後淨溢利(經抵銷任何過往年度虧損)之10%轉撥至法定儲備基金。當法定儲備基金之結餘達到各實體註冊資本之50%,則可選擇是否繼續撥款。法定儲備基金可用於抵銷過往年度虧損或增加註冊資本。然而,於動用法定儲備基金後,其結餘最少必須為實體註冊資本之50%。

*** 資本及其他儲備主要是過往年度從集團重組產生之資本儲備。

* These reserve accounts comprise the reserves in debit balance of RMB297,123,000 (2018: RMB236,401,000) in the consolidated statement of financial position.

Merger reserve represents the excess of investment cost in a subsidiary, Hop Hing Fast Food Group Holdings Limited ("Hop Hing Fast Food"), of RMB4,012,240,000 (being the total consideration of RMB4,048,440,000 reduced by the loans of RMB36,200,000 owed by Hop Hing Fast Food to Queen Board Limited and its associates) over the share capital and share premium of Hop Hing Fast Food of RMB296,000 and RMB50,693,000, respectively, arising from the acquisition in 2012.

** In accordance with the Company Law of the People's Republic of China (the "PRC"), the Company's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory net profit after tax (after offsetting any losses of prior years) to the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% of each entity's registered capital, any further appropriation is optional. The statutory reserve fund can be utilised to offset losses of prior years or to increase the registered capital. However, such balance of the statutory reserve fund must be maintained at a minimum of 50% of the registered capital after such usage.

*** Capital and other reserves mainly represent the capital reserve arising from group reorganisation in prior years.

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一九年十二月三十一日止年度 Year ended 31 December 2019

	附註 Notes	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
經營業務之現金流量	CASH FLOWS FROM OPERATING ACTIVITIES		
除稅前溢利	Profit before tax	151,747	152,067
就以下項目作出調整：	Adjustments for:		
利息收入	Interest income	5	(7,181)
融資成本	Finance costs	7	621
物業、廠房及設備折舊	Depreciation of property, plant and equipment	6	83,683
使用權資產折舊	Depreciation of right-of-use assets	6	–
物業、廠房及設備項目 減值／(減值撥回)	Impairment/(write-back of impairment) of items of property, plant and equipment	6	4,985
使用權資產減值	Impairment of right-of-use assets	6	–
終止租賃之收益	Gain on termination of leases	6	–
出售／撤銷物業、廠房及 設備項目之虧損淨額	Loss on disposal/write-off of items of property, plant and equipment, net	6	8,005
其他金融資產之 公平值收益	Fair value gain on other financial assets	6	(5,633)
分佔合營企業之 溢利及虧損	Share of profits and losses of joint venture		380
以股權結算之 以股份支付	Equity-settled shared-based payment	6	6,883
		492,248	243,810
存貨增加	Increase in stocks	(51,053)	(2,648)
應收賬項增加	Increase in accounts receivable	(961)	(2,710)
預付款項、按金及 其他應收賬項增加	Increase in prepayments, deposits and other receivables	(25,276)	(43,595)
應付賬項增加／(減少)	Increase/(decrease) in accounts payable	16,558	(15,361)
其他應付賬項及 應計費用增加	Increase in other payables and accrued charges	35,072	43,004
經營業務所得之現金	Cash generated from operations	466,588	222,500
已收利息	Interest received	5,960	7,181
退回／(已付)香港利得稅	Hong Kong profits tax refunded/(paid)	(2,722)	726
已繳中國內地稅項	Mainland China tax paid	(44,454)	(59,510)
經營業務所得之 現金流量淨額	Net cash flows from operating activities	425,372	170,897

綜合現金流量表
Consolidated Statement of Cash Flows

截至二零一九年十二月三十一日止年度 Year ended 31 December 2019

	附註 Notes	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
投資活動之現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
購買物業、廠房及設備項目	Purchases of items of property, plant and equipment	(124,437)	(101,888)
於購入時原訂於三個月以上到期之定期存款減少／(增加)	Decrease/(increase) in time deposits with original maturity of more than three months when acquired	(11,000)	135,500
其他金融資產增加	Increase in other financial assets	(27,114)	(161,390)
大額存單增加	Increase in deposit certificates	(60,000)	-
向合營企業注資	Capital contribution to a joint venture	-	(10,200)
投資活動所耗之現金流量淨額	Net cash flows used in investing activities	(222,551)	(137,978)
融資活動之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
已付融資成本	Finance costs paid	(41,523)	(621)
已付股息	Dividends paid	(51,356)	(69,036)
根據股份獎勵計劃購入股份	Shares purchased under share award scheme	(8,918)	(9,786)
償還銀行貸款	Repayment of a bank loan	-	(8,330)
租賃付款的本金部分	Principal portion of lease payments	(213,575)	-
融資活動所耗之現金流量淨額	Net cash flows used in financing activities	(315,372)	(87,773)
現金及現金等值物減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS	(112,551)	(54,854)
於年初之現金及現金等值物	Cash and cash equivalents at beginning of year	271,160	317,530
匯率變動影響淨額	Effect of foreign exchange rates changes, net	1,791	8,484
於年結之現金及現金等值物	CASH AND CASH EQUIVALENTS AT END OF YEAR	160,400	271,160
現金及現金等值物結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
綜合財務狀況表所列之現金及現金等值物	Cash and cash equivalents as stated in the consolidated statement of financial position	252,900	352,660
減：於購入時原訂於三個月以上到期之定期存款	Less: Time deposits with original maturity of more than three months when acquired	(92,500)	(81,500)
綜合現金流量表所列之現金及現金等值物	Cash and cash equivalents as stated in the consolidated statement of cash flows	160,400	271,160



1. 公司及集團資料

本公司為一間於二零零七年八月一日在開曼群島註冊成立之有限公司。本公司註冊辦事處之地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands，而主要營業地點為香港新界元朗唐人新村屏唐東街9號合興大廈2樓E及F室。

本公司之主要業務為投資控股。於本年度內，本公司附屬公司的主要業務並無任何重大變動，即主要在中國北部地區以「吉野家」及「冰雪皇后」品牌營運快餐（「快餐」）業務。

主要附屬公司之詳情載於財務報表附註36。

2.1 編製基準

該等財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）（當中包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認之會計原則，以及香港公司條例之披露要求編製。該等財務報表乃採用歷史成本常規法編製，惟按公平值計量之其他金融資產及大額存單除外。該等財務報表以人民幣（「人民幣」）呈報，除另有說明外，所有金額均調整至最接近之千元。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至二零一九年十二月三十一日止年度之財務報表。附屬公司指本公司直接或間接控制的實體（包括結構化實體）。當本集團通過參與被投資方的相關活動而承擔可變回報的風險或享有可變回報，並且有能力運用對被投資方的權力（即是使本集團目前有能力主導被投資方的相關活動的現時權利）影響該等回報時，即取得控制權。

1. Corporate and Group Information

The Company is a limited liability company incorporated in the Cayman Islands on 1 August 2007. The registered office address of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business of the Company is located at Flats E & F, 2/F., Hop Hing Building, 9 Ping Tong Street East, Tong Yan San Tsuen, Yuen Long, New Territories, Hong Kong.

The principal activity of the Company is investment holding. There was no significant change in the principal activities of the subsidiaries of the Company during the year, which mainly consisted of the operation of quick service restaurants ("QSR") business under the brand names of Yoshinoya and Dairy Queen in Northern China.

Details of the principal subsidiaries are set out in note 36 to the financial statements.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for other financial assets and deposit certificates which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2019. 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).

2.1 編製基準 (續)

綜合基準 (續)

當本公司直接或間接擁有少於被投資方大多數的表決或類似權利，在評估其是否擁有對被投資方的權力時，本集團會考慮所有相關事實和情況，包括：

- (a) 與被投資方其他表決權持有人的合同安排；
- (b) 其他合同安排產生的權利；及
- (c) 本集團的表決權及潛在表決權。

附屬公司之財務報表乃按與本公司一致之報告期及會計政策編製。附屬公司之業績自本集團取得控制權當日起被綜合，並繼續綜合直至失去有關控制權之日期為止。

損益表及其他全面收益之各部份會被分配至本公司擁有人及非控股權益，即使該等分配會導致非控股權益產生虧損結餘。所有與集團內公司間之交易相關的資產、負債、權益、收入、開支以及現金流量已在綜合賬目全數抵銷。

倘事實和情況顯示上述的三項控制因素之一項或多項出現變動，本集團會重新評估其是否仍然控制被投資方。倘並無失去控制權，則附屬公司的所有權權益變動會按權益交易入賬。

倘本集團失去對附屬公司的控制權，則其終止確認(i)該附屬公司的資產(包括商譽)和負債、(ii)任何非控股權益的賬面值及(iii)在權益內記錄的累計匯兌差額；並在損益表中確認(i)所收代價的公平值、(ii)任何保留的投資的公平值和(iii)任何因此產生的盈餘或虧絀。以前在其他全面收益內確認的本集團應佔部份按倘若本集團直接出售相關資產或負債時要求的相同基準適當地重新分類至損益表或保留溢利。

2.1 Basis of Preparation (Continued)

Basis of consolidation (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 financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in the income statement. The Group's share of components previously recognised in other comprehensive income is reclassified to the income statement or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.



2.2 更改呈列貨幣

綜合財務報表於過往財政期間的呈列貨幣為港幣（「港幣」）。

經考慮(i)本集團的大部分交易以人民幣計值及結算；及(ii)更改呈列貨幣亦可減少港幣兌人民幣的任何匯率波動（與本集團的營運表現並無直接關係且超出本集團的控制範圍）對本集團的綜合財務報表造成的影響，為使本公司股東更準確地了解本集團的實際財務表現，本公司董事認為，使用人民幣作為本集團綜合財務報表的呈列貨幣更為適當。因此，本集團已將綜合財務報表的呈列貨幣由港幣更改為人民幣，自二零一九年一月一日起生效。比較數字已予重列，以符合本年度的人民幣呈列方式及二零一八年一月一日的第三份綜合財務狀況表已予呈列。

就以人民幣呈列本集團的綜合財務報表而言，綜合財務狀況表內的資產及負債按報告期末的收市匯率換算為人民幣。綜合損益表及綜合全面收益表內的收入及開支按財政期間的平均匯率換算。股本、股份溢價及儲備按交易日的匯率換算。

2.2 Change of Presentation Currency

The presentation currency of the consolidated financial statements in the prior financial period was Hong Kong dollars ("HK\$").

Having considered that (i) most of the Group's transactions are denominated and settled in RMB; and (ii) the change of presentation currency will also reduce the impact of any fluctuations in the exchange rate of HK\$ against RMB, which is not related directly to the Group's operational performance and is beyond its control, on the consolidated financial statements of the Group, the directors of the Company consider that it is more appropriate to use RMB as the presentation currency of the consolidated financial statements of the Group so that the shareholders of the Company will be presented with a clearer picture of the Group's actual financial performance. Accordingly, the Group has changed its presentation currency in the consolidated financial statements from HK\$ to RMB starting from 1 January 2019. The comparative figures have been restated to conform with the current year's presentation in RMB and a third consolidated statement of financial position as at 1 January 2018 has been presented.

For the purpose of presenting the consolidated financial statements of the Group in RMB, the assets and liabilities for the consolidated statement of financial position are translated into RMB at the closing rate at the end of the reporting periods. Income and expenses in the consolidated income statement and consolidated statement of comprehensive income are translated at the average exchange rates for the financial periods. The share capital, the share premium and reserves are translated at the exchange rates at the dates of transaction.

2.3 會計政策及披露之變動

本集團於本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港財務報告準則 第9號修訂本	具有負補償特點之 預付款項
香港財務報告準則 第16號	租賃
香港會計準則 第19號修訂本	計劃修訂、縮減或 結算
香港會計準則 第28號修訂本	於聯營公司及合營 企業之長期權益
香港（國際財務報告 詮釋委員會） — 詮釋第23號	所得稅處理方法的 不明朗因素
二零一五年至 二零一七年週期 之年度改進	香港財務報告準則 第3號、香港財務 報告準則第11號、 香港會計準則第12 號和香港會計準則 第23號修訂本

除下文所述有關香港財務報告準則第16號的影響外，採納上述新訂及經修訂準則並無對財務報表產生任何重大影響。

採納香港財務報告準則第16號

香港財務報告準則第16號取代香港會計準則第17號租賃、香港（國際財務報告詮釋委員會）— 詮釋第4號釐定安排是否包括租賃、香港（常務詮釋委員會）— 詮釋第15號經營租賃— 優惠及香港（常務詮釋委員會）— 詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人按照單一資產負債表模式對所有租賃進行會計處理以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。

2.3 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements 2015-2017 Cycle</i>	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Other than as explained below regarding the impact of HKFRS 16, the adoption of the above new and revised standards has had no significant effect on the financial statements.

Adoption of HKFRS 16

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17.



2.3 會計政策及披露之變動 (續)

採納香港財務報告準則第16號 (續)

本集團以修訂追溯方式採納香港財務報告準則第16號，且首次應用日期為二零一九年一月一日。根據該方法，該準則已獲追溯應用，並將首次採納的累計影響確認為對二零一九年一月一日保留溢利期初結餘的調整，且二零一八年的比較資料並未重列，而是繼續根據香港會計準則第17號及相關詮釋予以呈報。

租賃的新定義

根據香港財務報告準則第16號，倘合約為換取代價而授予在一段期間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。當客戶有權從使用可識別資產獲得絕大部分經濟利益以及有權主導可識別資產的使用時，即擁有控制權。本集團選擇使用過渡性的可行權宜方法，僅在首次應用日期對先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）一詮釋第4號確定為租賃的合約應用該準則。根據香港會計準則第17號及香港（國際財務報告詮釋委員會）一詮釋第4號未確定為租賃的合約不會進行重新評估。因此，香港財務報告準則第16號項下的租賃定義僅適用於在二零一九年一月一日或之後訂立或變更的合約。

作為承租人—先前分類為經營租賃的租賃

採納香港財務報告準則第16號的影響性質

本集團就若干辦公室、倉庫及門店項目訂立租賃合約。作為承租人，本集團先前根據對租賃是否將資產所有權的絕大部分回報及風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產租賃（按個別租賃基準選擇）及租期為十二個月或以下的租賃（「短期租賃」）（按相關資產類別選擇）的兩項選擇性豁免除外。本集團確認使用權資產折舊（及減值，如有）及尚未償還租賃負債之應計利息（為融資成本），而非於自二零一九年一月一日開始之租期內按直線法於經營租賃項下確認租金成本。

2.3 Changes in Accounting Policies and Disclosures (Continued)

Adoption of HKFRS 16 (Continued)

The Group has adopted HKFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under HKAS 17 and related interpretations.

New definition of a lease

Under HKFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of HKFRS 16

The Group has lease contracts for various items of offices, warehouses and stores. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.3 會計政策及披露之變動 (續)

採納香港財務報告準則第16號 (續)

作為承租人—先前分類為經營租賃的租賃 (續)

過渡的影響

於二零一九年一月一日的租賃負債按剩餘租賃付款的現值，經使用於二零一九年一月一日的增量借款利率貼現後予以確認。

使用權資產乃按賬面值確認，猶如該準則一直應用（惟本集團於二零一九年一月一日採用的增量借款利率除外）。所有該等資產已於該日根據香港會計準則第36號就任何減值作出評估。本集團選擇於財務狀況表中單獨呈列租賃負債及使用權資產。

於二零一九年一月一日應用香港財務報告準則第16號時，本集團使用以下選擇性實際權宜辦法：

- 對租期於首次應用日期起計十二個月內結束的租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選擇權，則於事後釐定租賃期限
- 於二零一九年一月一日計量租賃負債時，對具有合理類似特徵的租賃組合使用單一貼現率
- 根據其緊接二零一九年一月一日前應用香港會計準則第37號實體對租賃是否有虧損性之評估，作為進行減值審閱替代方案
- 應用香港財務報告準則第16號時，不包括於首次應用日期計量所有權資產的初始直接成本

2.3 Changes in Accounting Policies and Disclosures (Continued)

Adoption of HKFRS 16 (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impacts on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rates as at 1 January 2019.

The right-of-use assets were recognised based on the carrying amount as if the standard had always been applied, except for the incremental borrowing rates where the Group applied the incremental borrowing rates at 1 January 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the lease liabilities and the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applied the short-term lease exemption to lease with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics when measuring the lease liabilities at 1 January 2019
- Relied on the entity's assessment of whether leases were onerous by applying HKAS 37 immediately before 1 January 2019 as an alternative to performing an impairment review
- Excluded initial direct costs from the measurement of the right-of-use assets at the date of initial application when applying HKFRS 16



2.3 會計政策及披露之變動 (續)

採納香港財務報告準則第16號 (續)

作為承租人 – 先前分類為經營租賃的租賃 (續)

過渡的影響 (續)

於二零一九年一月一日採納香港財務報告準則第16號產生的影響如下：

2.3 Changes in Accounting Policies and Disclosures (Continued)

Adoption of HKFRS 16 (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impacts on transition (Continued)

The impacts arising from the adoption of HKFRS 16 as at 1 January 2019 are as follows:

	增加/ (減少) Increase/ (decrease) 人民幣千元 RMB'000
資產	
使用權資產增加	628,662
遞延稅項資產增加	37,773
預付款項、按金及其他應收賬項減少	(40,862)
總資產增加	625,573
負債	
租賃負債增加	800,369
其他應付賬項及應計費用減少	(61,477)
總負債增加	738,892
儲備	
保留溢利減少	(113,319)

於二零一九年一月一日的租賃負債與於二零一八年十二月三十一日的經營租賃承擔之對賬如下：

A reconciliation between the lease liabilities as at 1 January 2019 and the operating lease commitments as at 31 December 2018 is as follows:

	人民幣千元 RMB'000
於二零一八年十二月三十一日的經營租賃承擔	907,756
於二零一九年一月一日的加權平均增量借款利率	4.10%
於二零一九年一月一日的貼現經營租賃承擔	800,507
減：與短期租賃及剩餘租期於二零一九年十二月三十一日或之前截止的該等租賃有關的承擔	(138)
於二零一九年一月一日的租賃負債	800,369

2.4 已頒佈但未生效之香港財務報告準則

本集團並無於該等財務報表應用以下已頒佈但未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號修訂本	業務之定義 ¹
香港財務報告準則第7號、香港財務報告準則第9號及香港會計準則第39號修訂本	利率基準改革 ¹
香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本	投資者與其聯營公司或合營企業之間的資產出售或投入 ³
香港財務報告準則第17號	保險合約 ²
香港會計準則第1號及香港會計準則第8號修訂本	重大之定義 ¹

- ¹ 於二零二零年一月一日或之後開始的年度期間生效
- ² 於二零二一年一月一日或之後開始的年度期間生效
- ³ 並未釐定強制性生效日期，但可供採納

預期將適用於本集團之香港財務報告準則之其他資料載於下文。

2.4 Issued But Not Yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	<i>Definition of a Business</i> ¹
Amendments to HKFRS 7, HKFRS 9, and HKAS 39	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
HKFRS 17	<i>Insurance Contracts</i> ²
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> ¹

- ¹ Effective for annual periods beginning on or after 1 January 2020
- ² Effective for annual periods beginning on or after 1 January 2021
- ³ No mandatory effective date yet determined but available for adoption

Further information about those HKFRSs that are expected to be applicable to the Group is described below.



2.4 已頒佈但未生效之香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)之間有關投資者與其聯營公司或合營企業之間的資產出售或投入兩者規定的不一致性。該等修訂本規定，當投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂本即將應用。香港會計師公會已於二零一六年一月剔除香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本之以往強制生效日期，而新的強制生效日期將於完成對聯營公司及合營企業之會計處理作更廣泛審查後釐定。然而，該等修訂本可於現時採用。

香港會計準則第1號及香港會計準則第8號之修訂為「重大」一詞提供新定義。有關新定義列明，倘重大資料遭遺漏、錯誤陳述或模糊不清，則按合理預期將可能會影響一般用途財務報表主要使用者根據有關財務報表所作決定。有關修訂本澄清，重大與否取決於資料之性質及重要性。如果按合理預期錯誤陳述之資料可能會影響其主要使用者所作決定，則有關錯誤陳述資料將被視作重大。本集團預期自二零二零年一月一日起按未來適用基準採納有關修訂本。預期有關修訂本不會對本集團之財務報表構成任何重大影響。

2.4 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (Continued)

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.5 主要會計政策概要 於合營企業之投資

合營企業為一項合營安排，對安排擁有共同控制權之訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於合營企業之投資根據權益會計法按本集團應佔資產淨值減任何減值虧損，於綜合財務狀況表列賬。凡存在任何會計政策相異之處，均會作出調整以使其一致。

本集團應佔合營企業收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益內。此外，倘於合營企業的權益直接確認變動，則本集團會於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其合營企業交易產生之未變現收益及虧損與本集團於合營企業之投資對銷，惟未變現虧損提供證據證明已轉讓資產減值則作別論。收購合營企業產生之商譽計入本集團於合營企業之投資部分。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司之重大影響力或對合營企業之共同控制權後，本集團按其公平值計量及確認任何剩餘投資。聯營公司或合營企業於失去重大影響力或共同控制權時的賬面值與剩餘投資及出售所得款項的公平值之間的任何差額乃於損益中確認。

2.5 Summary of Significant Accounting Policies Investments in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investment in a joint venture is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that any exists.

The Group's share of the post-acquisition results and other comprehensive income of a joint venture is included in the consolidated income statement and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint venture is eliminated to the extent of the Group's investments in the joint venture, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint venture is included as part of the Group's investment in a joint venture.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.



2.5 主要會計政策概要 (續)

業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期公平值計量，該公平值為本集團所轉讓資產於收購日期之公平值、本集團向被收購方前擁有人承擔的負債及本集團發行以換取被收購方控制權之股本權益總和。於各業務合併中，本集團選擇按公平值或被收購方可識別資產淨值應佔比例計量於被收購方之非控股權益（該等非控股權益代表目前之擁有權權益以及在清盤時賦予持有人可按比例享有資產淨值）。非控股權益之所有其他組成部份按公平值計量。收購相關成本於產生時列為開支。

當本集團收購業務時，須根據合約條款、收購日期之經濟環境及相關條件對所承擔金融資產及負債進行評估，以適當分類及確認，包括將嵌入式衍生工具與被收購方主合約分開。

倘業務合併分階段進行，先前持有之股本權益應按收購日期公平值重新計量，而任何因此產生的收益或虧損將於損益表中確認。

收購方將轉讓之任何或然代價於收購日期按公平值確認。分類為資產或負債的或然代價以公平值計量，而公平值變動於損益表中確認。分類為權益的或然代價將不會重新計量，且其後結清時於權益中入賬。

商譽按成本進行初步計量，即已轉讓代價、非控股權益之確認金額及本集團先前所持於被收購方之股本權益公平值總額超出所收購可識別資產淨值及所承擔負債之差額。倘代價及其他項目之總和低於所收購資產淨值之公平值，則於重新評估後之差額會於損益表中確認為廉價購買時之收益。

2.5 Summary of Significant Accounting Policies (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the events of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in the income statement.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in the income statement. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in the income statement as a gain on bargain purchase.

2.5 主要會計政策概要 (續)

業務合併及商譽 (續)

初步確認後，商譽按成本減累計減值虧損計量。商譽每年就減值進行檢討，倘有事件或情況變化顯示賬面值可能出現減值跡象，則進行更為頻密之檢討。就減值測試而言，業務合併中購入之商譽由收購日期起，被分配到預期將從合併之協同效應中受益之本集團各現金產生單位，不論本集團之其他資產或負債是否被分配至該等單位或單位組別。

減值按對與商譽有關之現金產生單位可收回金額進行之評估釐定。倘現金產生單位之可收回金額少於其賬面值，則確認減值虧損。就商譽確認之減值虧損不會於隨後期間撥回。

公平值計量

公平值是指市場參與者在計量日的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。公平值計量乃基於出售資產或者轉移負債的交易在相關資產或負債的主要市場進行，或在不存在主要市場的情況下，則在相關資產或負債的最有利市場進行的假定。主要市場（或最有利市場）應當是本集團能夠進入的市場。資產或負債的公平值乃基於市場參與者在對該資產或負債定價時（假設市場參與者以實現其經濟利益最大化的方式行事）所採用的假設計量。

非金融資產的公平值計量會考慮市場參與者透過以最大限度使用該資產達致最佳用途，或透過將該資產出售給能夠以最大限度使用該資產達致最佳用途的其他市場參與者產生經濟利益的能力。

2.5 Summary of Significant Accounting Policies (Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



2.5 主要會計政策概要 (續)

公平值計量 (續)

本集團採用在當前情況下適用並且有足夠可利用數據支持的估值技術去計量公平值，盡量使用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

在財務報表內計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言具有重要意義的最低層次輸入值在下述公平值層次內進行分類：

- 第一層次 – 基於相同資產或負債在活躍市場上（未經調整）的報價
- 第二層次 – 基於對公平值計量而言具有重要意義的最低層次輸入值乃直接或間接可觀察的估值技術
- 第三層次 – 基於對公平值計量而言具有重要意義的最低層次輸入值乃不可觀察的估值技術

就持續於財務報表確認的資產及負債而言，本集團於每個報告期終透過（按對公平值計量整體而言具有重要意義的最低層次輸入值）重新評估分類，以決定公平值層次中各個層次之間是否有轉換。

2.5 Summary of Significant Accounting Policies (Continued)

Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.5 主要會計政策概要 (續)

非金融資產減值

倘若出現任何減值跡象，或當有需要為資產進行每年減值測試（存貨、遞延稅項資產及金融資產除外），則會估計資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值與其公平值減出售成本之較高者計算，並按個別資產釐定，惟倘有關資產產生之現金流量不能獨立於其他資產或組別資產，則可收回金額按資產所屬之現金產生單位釐定。

當資產之賬面值超過可收回金額時，減值虧損方予確認。評估使用價值時會以稅前貼現率計算預計未來之現金流量之現值，而該貼現率反映市場現時對貨幣時間價值之評估及該項資產之特有風險。減值虧損於所產生期間在損益表內，列入與減值資產的功能相符的開支的項目內。

於各報告期終會評定是否有任何跡象顯示之前已確認之減值虧損可能不再存在或已減少。倘出現該等跡象，則會估計可收回金額。當用以釐定資產可收回金額之估計出現變動，之前確認之資產減值虧損方可撥回，而撥回金額不得超過假設過往年度並無就資產確認減值虧損而釐定之賬面值（已扣除任何折舊／攤銷）。撥回之減值虧損計入所產生期間之損益表。

2.5 Summary of Significant Accounting Policies (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than stocks, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises.



2.5 主要會計政策概要 (續)

有關連人士

倘任何人士符合以下條件，則視為本集團的有關連人士：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；

或

- (b) 該人士為實體，而符合下列任何一項條件：
 - (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 該實體為另一實體之聯營公司或合營企業（或該另一實體之母公司、附屬公司或同系附屬公司）；
 - (iii) 該實體與本集團屬同一第三方之合營企業；
 - (iv) 該實體為一第三方實體之合營企業而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為本集團或一家與本集團有關連之實體就僱員的福利而設的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受共同控制；
 - (vii) 於(a)(i)所識別人士對實體有重大影響或屬該實體主要管理人員的其中一名成員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

2.5 Summary of Significant Accounting Policies (Continued)

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity; and
 - (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.

2.5 主要會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價格及令該項資產達至其運作狀況及運送至其預期使用位置之任何直接成本。

物業、廠房及設備項目投入運作後產生之支出，如修理及保養費用，一般會計入該等支出產生期間之損益表內。倘物業、廠房及設備重要部份須於中期進行重置，本集團會將該等部分確認為具有特定使用年期之獨立資產並隨之計提折舊。

折舊乃按每項物業、廠房及設備之估計可使用年期，採用直線法撇銷成本至其剩餘價值計算。所使用之主要折舊年率如下：

汽車及其他設備	20%至33.33%
傢具及固定裝置	20%至33.33%
租約物業裝修	按租約年期或33.33% (以較短者為準)

倘物業、廠房及設備項目各部份之可使用年期並不相同，該項目之成本將按合理基礎分配至各個部份，而每個部份將分開進行折舊。剩餘價值、可使用年期及折舊方法最少須於各財政年度結算日進行檢討，並在適當情況下作出調整。

物業、廠房及設備項目以及初始已予以確認之任何重大部分，於出售時或預計其使用或出售不再產生日後經濟利益時取消確認。於取消確認資產之年度之損益表中確認之出售或報廢之收益或虧損，乃相關資產之出售所得款項淨額與賬面值之差額。

2.5 Summary of Significant Accounting Policies (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Motor vehicles and other equipment	20% to 33.33%
Furniture and fixtures	20% to 33.33%
Leasehold improvements	Over the shorter of the lease terms and 33.33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.



2.5 主要會計政策概要 (續)

租賃 (自二零一九年一月一日起適用)

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而授予在一段時間內控制已識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

本集團採用單一方法確認及計量所有租賃，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用當日) 確認。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的金額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收租賃獎勵。使用權資產按租約年期及資產預計可使用年期 (以較短者為準) 以直線法折舊，如下：

樓宇	兩至十八年
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(b) 租賃負債

租賃負債於租賃開始日期按租賃期內將作出的租賃付款現值予以確認。租賃付款包括定額付款 (含實質定額款項) 減任何租賃獎勵應收賬項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止租賃選擇權時，有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。

2.5 Summary of Significant Accounting Policies (Continued)

Leases (applicable from 1 January 2019)

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	2 to 18 years
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(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.5 主要會計政策概要 (續)

租賃 (自二零一九年一月一日起適用) (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

於計算租賃付款的現值時，由於租賃內含利率無法確定，則本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，其減少則關乎所作出的租賃付款。此外，倘存在租期的修改、租賃付款變動（例如由指數或利率變動引致的未來租賃付款變動）或購買相關資產的選擇權評估變動，則重新計量租賃負債的賬面值。

(c) 短期租賃及低價值資產租賃

對於租期自開始日期起計為十二個月或以內且不包含購買選擇權的短期租賃應用短期租賃確認豁免。

當本集團就低價值資產訂立租賃時，本集團按個別租賃基準決定是否將租賃資本化。

短期租賃及低價值資產租賃之租賃付款在租期內按直線法基準確認為開支。

2.5 Summary of Significant Accounting Policies (Continued)

Leases (applicable from 1 January 2019) (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.5 主要會計政策概要 (續)

經營租賃 (二零一九年一月一日前適用)

凡有關資產業權之絕大部份回報及風險仍屬出租人所有之租約，均列作經營租賃。倘本集團為出租人，由本集團根據經營租賃出租之資產乃列作非流動資產，而經營租賃之應收租金則按租約年期以直線法計入損益表內。倘本集團為承租人，經營租賃之應付租金（扣除來自出租人的任何優惠）按租約年期以直線法於損益表扣除。

投資及其他金融資產

首次確認及計量

金融資產在初始確認時分類為其後按攤銷成本計量、透過其他全面收益按公平值入賬及透過損益按公平值入賬。

初始確認時金融資產之分類取決於金融資產的合約現金流特徵及本集團管理金融資產的業務模式。除並未包含重大融資組成部分的應收賬項或本集團已實行權宜措施不調整重大融資組成部分影響的應收賬項外，本集團最初按公平值計量金融資產，倘金融資產並非透過損益按公平值入賬，則加上交易成本。並未包含重大融資組成部分的應收賬項或本集團已實行權宜措施的應收賬項按依照下文「收益確認」所載政策根據香港財務報告準則第15號釐定的交易價計量。

金融資產需要令現金流量僅為償還本金及未償還本金利息，方可分類為按攤銷成本計量或透過其他全面收益按公平值入賬之金融資產。現金流量並非僅為償還本金及利息之金融資產，不論其業務模式如何，均透過損益按公平值分類及計量。

2.5 Summary of Significant Accounting Policies (Continued)

Operating leases (applicable before 1 January 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.5 主要會計政策概要 (續)

投資及其他金融資產 (續)

首次確認及計量 (續)

本集團管理金融資產的業務模式指本集團如何管理其金融資產以產生現金流量。業務模式釐定現金流量是否因收取合約現金流量、出售金融資產或因前述兩者而引起。按攤銷成本分類及計量的金融資產按以收取合約現金流為目的持有金融資產之業務模式持有，而透過其他全面收益按公平值分類及計量的金融資產按以收取合約現金流及出售為目的之業務模式持有。並非按上述兩種業務模式持有之金融資產透過損益按公平值分類及計量。

所有一般買賣之金融資產皆於交易日（即本集團承諾買賣該資產之日期）予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

其後計量

金融資產的其後計量取決於其分類如下：

按攤銷成本列賬之金融資產 (債務工具)

按攤銷成本列賬之金融資產其後使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損會於損益表確認。

2.5 Summary of Significant Accounting Policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.



2.5 主要會計政策概要 (續)

投資及其他金融資產 (續)

透過其他全面收益按公平值列賬之金融資產 (債務工具)

就透過其他全面收益按公平值計量之債務工具而言，利息收入、外匯重估及減值虧損或撥回於損益表內確認，計算方式與按攤銷成本計量的金融資產者相同。餘下公平值變動於其他全面收益中確認。於終止確認後，於其他全面收益中確認的累計公平值變動回流至損益表。

透過損益按公平值列賬之金融資產

透過損益按公平值計量之金融資產在財務狀況表中按公平值列賬，公平值淨變動在損益表中確認。

此類別包括本集團並無不可撤回地選擇透過其他全面收益按公平值分類之衍生工具及權益投資。當確立付款權利，與股息相關之經濟利益很可能會流向本集團，股息金額亦能夠可靠計量，分類為透過損益按公平值計量之金融資產之權益投資股息亦於損益表中確認為其他收入。

取消確認金融資產

金融資產（或一項金融資產的一部份或一組同類金融資產的一部份（如適用））主要在下列情況將取消確認（即從本集團的綜合財務狀況表移除）：

- 收取該項資產所得現金流量的權利經已屆滿；或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已承擔一項責任，在未有嚴重拖延之情況下，根據一項「通過」安排向第三者全數支付已收取之現金流量；以及(a)本集團已轉讓該項資產之絕大部份風險及回報；或(b)並無轉讓或保留該項資產絕大部份風險及回報，但已轉讓該項資產之控制權。

2.5 Summary of Significant Accounting Policies (Continued)

Investments and other financial assets (Continued)

Financial assets at fair value through other comprehensive income (debt instruments)

For debt instruments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the income statement and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the income statement.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the income statement when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.5 主要會計政策概要 (續)

取消確認金融資產 (續)

倘若本集團已轉讓其收取資產所得現金流量之權利，或已訂立通過安排，則評估本身是否保留資產擁有權之風險及回報以及所涉及之程度如何。若其並無轉讓或保留該項資產之絕大部份風險及回報，亦無轉讓該項資產的控制權，則本集團會視乎持續參與的程度繼續確認已轉讓資產。在此情況下，本集團同時確認相關負債。轉讓資產及相關負債按反映本集團所保留權利及責任之基準計量。

持續涉及指本集團就已轉讓資產作出之保證，已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限（以較低者為準）計算。

金融資產減值

本集團就並非透過損益按公平值持有之所有債務工具之預期信貸虧損（「預期信貸虧損」）確認撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸提升措施。

一般模式

預期信貸虧損分兩個階段進行確認。就自初始確認以來未有顯著增加的信貸風險而言，就未來十二個月內可能發生違約事件而導致之信貸虧損計提預期信貸虧損（十二個月預期信貸虧損）。就自初始確認以來曾顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

2.5 Summary of Significant Accounting Policies (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).



2.5 主要會計政策概要 (續)

金融資產減值 (續)

一般模式 (續)

於各報告日期，本集團評估自初始確認後金融工具的信貸風險是否顯著增加。本集團作出評估時會對於報告日期金融工具發生的違約風險與於初始確認日期金融工具發生的違約風險進行比較，並考慮毋須付出不必要成本或努力而可得到的合理及可支持資料，包括歷史及前瞻性資料。

就透過其他全面收益按公平值計量之債務投資而言，本集團應用低信貸風險簡化方式。於各報告日期，本集團使用所有無需付出不必要成本或努力而可得到的合理及可支持資料，以評估債務投資是否被視為具低信貸風險。於作出評估時，本集團重新評估債務投資的外部信貸評級。此外，本集團認為當合約付款逾期超過30日時，則信貸風險已顯著增加。

本集團將合約付款逾期90日的金融資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不可能在本集團採取任何信貸提升措施前悉數收回未償還合約金額時，本集團亦可能認為該金融資產違約。金融資產於不能合理預期收回合約現金流量時撇銷。

2.5 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

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

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.5 主要會計政策概要 (續)

金融資產減值 (續)

一般模式 (續)

透過其他全面收益按公平值計量之債務投資及按攤銷成本計量之金融資產在一般模式下可能會出現減值，並分類到以下階段之預期信貸虧損計量，惟採用下文詳述的簡化模式的應收賬項除外。

- | | | |
|------|---|--|
| 第一階段 | — | 金融工具自初始確認以來並無顯著增加信貸風險，且其虧損撥備按相等於十二個月預期信貸虧損的金額計量 |
| 第二階段 | — | 金融工具自初始確認以來顯著增加信貸風險，但並不屬信貸減值金融資產，且其虧損撥備按相等於全期預期信貸虧損的金額計量 |
| 第三階段 | — | 於報告日期出現信貸減值的金融資產（但並非購買或原始信貸減值），其虧損撥備按相等於全期預期信貸虧損的金額計量 |

簡化模式

對於不包括重大融資成分的應收賬項，或本集團採用實際權宜措施不就重大融資成分的影響作出調整時，本集團採用簡化模式進行預期信貸虧損計量。根據簡化模式，本集團不會追蹤信貸風險的變化，而是於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

2.5 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- | | | |
|---------|---|--|
| Stage 1 | — | Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs |
| Stage 2 | — | Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs |
| Stage 3 | — | Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs |

Simplified approach

For accounts receivable that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



2.5 主要會計政策概要 (續)

金融資產減值 (續)

簡化模式 (續)

就包含重大融資成分及租賃應收賬項之應收賬項而言，本集團選擇採納簡化模式作為其會計政策，於計量預期信貸虧損時應用上述政策。

金融負債

首次確認及計量

金融負債於初始確認時分類為貸款及借款及應付賬項。

金融負債均於首次確認時按公平值計量，如屬貸款及借款及應付賬項，則扣除直接應佔之交易成本。

本集團之金融負債包括應付賬項、其他應付賬項、應計費用，以及計息銀行貸款。

其後計量

按攤銷成本計量之金融負債

於首次確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟貼現之影響甚微則除外，在此情況下，則按成本列賬。有關收益及虧損於負債取消確認時，透過實際利率之攤銷過程中在損益表確認。

攤銷成本已經計及收購之任何折讓或溢價，以及屬於實際利率組成部份之費用或成本後計算。實際利率攤銷已計入損益表之融資成本內。

取消確認金融負債

金融負債於該負債之責任解除或撤銷或屆滿時取消確認。

2.5 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets (Continued)

Simplified approach (Continued)

For accounts receivable that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, other payables, accrued charges and interest-bearing bank loans.

Subsequent measurement

Financial liabilities at amortised costs

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

2.5 主要會計政策概要 (續)

取消確認金融負債 (續)

當現有金融負債被另一項來自同一借貸人惟條款截然不同之金融負債所取代，或現有負債之條款被重大修訂，該等交換或修訂以取消確認原來負債及確認新負債處理，相關賬面值之差異於損益表內確認。

對銷金融工具

倘有現行可強制執行之法律權利對銷已確認金額，並且擬以淨額基準進行結算或同時將資產變現及清償負債，方可將金融資產及金融負債對銷，淨額於財務狀況表呈報。

根據股份獎勵計劃持有股份

由本公司的股份獎勵計劃的受託人購回或向其發行並由本集團持有的本身的股權工具（庫存股份），按成本直接在權益中確認。購買、出售、發行或註銷本集團本身的股權工具時，有關盈虧不會在損益表中確認。

存貨

存貨以成本與可變現淨值兩者之較低者入賬。成本乃按加權平均基準釐定。可變現淨值乃根據估計售價減去任何估計在完成及出售時產生之成本計算。

2.5 Summary of Significant Accounting Policies (Continued)

Derecognition of financial liabilities (Continued)

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Shares held under share award scheme

Own equity instruments which are reacquired or issued to the trustee of the Company's share award scheme and held by the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.



2.5 主要會計政策概要 (續)

所得稅

所得稅包括即期及遞延稅項。有關於損益表以外確認之項目的所得稅，於損益表以外（其他全面收益或直接於權益）確認。

即期稅項資產及負債根據於報告期終前已頒佈或大致頒佈之稅率（及稅法），按預期從稅務機關收回或支付予稅務機關之金額計量，當中已考慮本集團業務所在國家之現行稅務詮釋及慣例。

遞延稅項使用負債法就報告期終之資產及負債稅基與其作財務呈報之賬面值之間的一切暫時差額作出撥備。

所有應課稅暫時性差額，均被確認為遞延稅項負債，惟下述情況除外：

- 因初次確認一項交易（非為業務合併）中之資產或負債所產生之遞延稅項負債，而有關交易進行時不會影響會計溢利或應課稅溢利或虧損；及
- 就有關附屬公司投資所產生之應課稅暫時性差額而言，撥回暫時性差額之時間可受控制，而暫時性差額於可預見之將來可能不會撥回。

2.5 Summary of Significant Accounting Policies (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside the income statement is recognised outside the income statement, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.5 主要會計政策概要 (續)

所得稅 (續)

所有可扣減暫時性差額、未動用稅項抵免與任何未動用稅務虧損結轉，均確認為遞延稅項資產。可能具有應課稅溢利抵銷可扣減暫時性差額，以及可動用結轉之未動用稅項抵免及未動用稅務虧損，均確認為遞延稅項資產，惟下述情況除外：

- 因初次確認一項交易（非為業務合併）中之資產或負債所產生有關可扣減暫時性差額之遞延稅項資產，而有關交易進行時不會影響會計溢利或應課稅溢利或虧損；及
- 就有關附屬公司投資所產生之可扣減暫時性差額而言，遞延稅項資產僅於暫時性差額於可預見之將來可能撥回，而且具有應課稅溢利用以抵銷暫時性差額時，方會予以確認。

遞延稅項資產之賬面值於每個報告期終檢討，並扣減至不再可能有足夠應課稅溢利用以扣減所有或部份將予動用之遞延稅項資產為止。未確認遞延稅項資產於每個報告期終重估，並於可能有足夠應課稅溢利用以扣減所有或部份將予收回之遞延稅項資產時予以確認。

遞延稅項資產及負債以預期適用於資產變現或負債清還期間之稅率計量，並以其於各報告期終已頒佈或大致頒佈之稅率（及稅法）為基準。

2.5 Summary of Significant Accounting Policies (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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



2.5 主要會計政策概要 (續)

所得稅 (續)

當本集團享有法律上可強制執行之權利，可將同一稅務機關就同一課稅實體或不同課稅實體所徵收所得稅之相關即期稅項資產及即期稅項負債以及遞延稅項資產及遞延稅項負債抵銷，且彼擬以淨額基準對即期稅項負債和資產進行結算，或同時將資產變現及清償負債，方可對銷遞延稅項資產與遞延稅項負債，且未來期間預計有大量遞延稅項負債或資產被結算或收回。

政府補助金

政府補助金乃當可以合理地保證將可收取及將會符合所有附帶條件的情況下，按公平值予以確認。當補助金與開支項目有關，以有系統的方式按擬作為補償之成本確認為開支之年期確認為收益。

收益確認

客戶合約收益

客戶合約收益於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權進行交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累計收益金額極有可能不會發生重大收益撥回。

2.5 Summary of Significant Accounting Policies (Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.5 主要會計政策概要 (續)

收益確認 (續)

客戶合約收益 (續)

當合約包括向客戶轉讓貨品或服務為客戶帶來超過一年重大融資利益的融資組成部分時，收益乃按應收賬項金額的現時價值計量，並採用將於自合約開始起本集團與客戶間的個別融資交易中反映的貼現率貼現。當合約包括為本集團帶來超過一年重大融資利益的融資組成部分時，根據合約確認的收益包括合約負債根據實際利息法計算的利息開支。就客戶付款至轉讓所承諾的貨品或服務的期限為一年或以下的合約而言，交易價格並無就重大融資組成部分的影響採用香港財務報告準則第15號中的可行權宜方式進行調整。

快餐業務之銷售

來自快餐業務營運之收益於產品交付客戶時確認。

其他收入

利息收入按應計基準使用實際利息法，採用能將金融工具預計可使用年期或較短期間（如適用）內所產生的估計未來現金收入準確貼現至該金融資產賬面淨值的貼現率確認。

股息收入於股東收取款項的權利被確立時確認，與股息相關的經濟利益可能將流向本集團且股息金額能可靠計量。

2.5 Summary of Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sale from QSR business

Revenue from the operation of QSR business is recognised at the point in time when the products are delivered to the customers.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholder's right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.



2.5 主要會計政策概要 (續)

合約負債

合約負債於作出付款時或付款到期時(以較早者為準)確認。當本集團根據合約履行責任時(例如,向客戶轉讓相關貨品或服務控制權),合約負債確認為收益。

僱員福利

以股份支付

本公司實施購股權計劃及股份獎勵計劃,為對本集團業務成功作出貢獻之合資格參與者提供鼓勵與獎勵。本集團僱員(包括董事)以股份支付之方式收取報酬。據此,僱員提供服務作為收取股權工具之代價(「以股權結算之交易」)。

與僱員進行之以股權結算之交易之成本乃參照授出日期之公平值計量。公平值由外部估值師使用合適的定價模型釐定,進一步詳情載於財務報表附註25及26。

在滿足績效及/或服務條件的期間,在僱員福利開支內確認以股權結算交易的成本,並同時相應增加權益。在歸屬日期前,於各報告期終確認之以股權結算之交易之累計開支,反映歸屬期已屆滿部份及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益表作出之扣減或進賬,乃反映累計開支於期初與期終確認時之變動。

當釐定有關獎勵於授出日期之公平值時,不會考慮服務及非市場績效條件,但達到有關條件的可能性被評定為本集團對將最終歸屬的股權工具數目的最佳估計之一部份。市場績效條件在授出日期公平值中反映。獎勵所附帶但無相關服務要求的任何其他條件被視為非歸屬條件。非歸屬條件在獎勵的公平值中反映,而除非亦存在服務及/或績效條件,否則會導致獎勵即時支銷。

2.5 Summary of Significant Accounting Policies (Continued)

Contract liabilities

A contract liability is recognised when a payment is made or a payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Share-based payments

The Company operates a share option scheme and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in notes 25 and 26 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

2.5 主要會計政策概要 (續)

僱員福利 (續)

以股份支付 (續)

對於因未有達到非市場績效及／或服務條件而最終未有歸屬之獎勵而言，不會確認任何開支。倘獎勵包含市場或非歸屬條件，只要所有其他績效及／或服務條件已經達成，則不論市場或非歸屬條件是否達成，有關交易均會被視為已歸屬。

倘若以股權結算之獎勵之條款有所變更，而獎勵之原有條款已經達成，則確認假設條款並無變動之最低開支。此外，倘若作出任何變更會導致於變更日期時計量以股份支付之總公平值有所增加，或對僱員有利，則應就該等變更確認開支。

倘若以股權結算之獎勵被註銷，則視作已於註銷日期歸屬處理，而獎勵之任何尚未確認之開支均應立刻確認。此舉包括尚未達成在本集團或僱員控制範圍內之非歸屬條件之任何獎勵。然而，若授予新獎勵代替已註銷之獎勵，並於授出日期指定為替代之獎勵，則已註銷之獎勵及新獎勵，均視作前段所述之原有獎勵之變更處理。

計算每股盈利時，未行使購股權及股份獎勵之攤薄效應反映為額外股份攤薄。

2.5 Summary of Significant Accounting Policies (Continued)

Employee benefits (Continued)

Share-based payments (Continued)

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options and share awards is reflected as additional share dilution in the computation of earnings per share.



2.5 主要會計政策概要 (續)

僱員福利 (續)

結轉有薪假期

本集團根據僱傭合約以每個曆年為基準向僱員提供有薪年假。於若干情況下，於報告期終各僱員尚未提取之有薪假期可予結轉，讓僱員於下一年度使用。於報告期終，本集團已就本年度僱員享有及結轉之有薪假期之預期未來開支計算應計款項。

退休福利計劃

本集團為合資格參與之僱員設有定額供款退休福利計劃，即強制性公積金計劃（「強積金計劃」）。所作出之供款乃按僱員薪金之百分比計算，並於依照強積金計劃之規則繳納供款時在損益表中扣除。強積金計劃之資產乃與本集團之資產分開並由獨立管理基金持有。本集團就強積金計劃作出之僱主供款於供款時全數歸僱員所有。

本集團於中國內地營運之附屬公司僱員須參加由當地市政府營辦之養老金計劃。該等附屬公司須按支付薪金之若干百分比向養老金計劃作出供款。有關供款於根據養老金計劃規則作出供款時於損益表中扣除。

2.5 Summary of Significant Accounting Policies (Continued)

Employee benefits (Continued)

Paid leave carried forward

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

Retirement benefit schemes

The Group operates a defined contribution retirement benefit scheme, namely, the Mandatory Provident Fund Scheme (the "MPF Scheme"), for those employees who are eligible to participate. Contributions are made based on a percentage of the employees' salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF scheme. The assets of the MPF scheme are held separately from those of the Group in independently administered funds. The employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the pension scheme.

2.5 主要會計政策概要 (續)

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金及活期存款，以及可即時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期之短期高流動性投資，減須於要求償還之銀行透支，並構成本集團現金管理主要部份。

就綜合財務狀況表而言，現金及現金等值物包括手頭現金及銀行存款，包括用途不受限制之定期存款。

撥備

倘因過往事件導致現時承擔責任（法定或推定責任），且日後可能須流失資源以履行責任，並能可靠估計責任之數額，則確認撥備。

倘若貼現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支於報告期終之現值。隨時間流逝使貼現現值增加之款項計入損益表列為融資成本。

外幣

該等財務報表以人民幣呈報，而本公司之功能貨幣為港幣。本集團內之實體各自決定其功能貨幣，各實體之財務報表項目均以所定功能貨幣計量。本集團各實體入賬之外幣交易初步按交易日之有關功能貨幣之現行匯率換算入賬。以外幣為計價單位之貨幣資產及負債按有關功能貨幣於報告期終之匯率換算。結算或換算貨幣項目產生之差額於損益表中確認。

2.5 Summary of Significant Accounting Policies (Continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Foreign currencies

These financial statements are presented in RMB, while the Company's functional currency is HK\$. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the income statement.

2.5 主要會計政策概要 (續)

外幣 (續)

按歷史成本列賬、以外幣計量之非貨幣項目按首次交易日期之匯率換算。按公平值列賬、以外幣計量之非貨幣項目按計量公平值當日之匯率換算。換算按公平值計量之非貨幣項目產生之收益或虧損的處理方式，與確認該項目公平值變動產生之收益或虧損的方式相符（即倘若項目之公平值收益或虧損於其他全面收益或損益表中確認，其匯兌差額亦分別於其他全面收益或損益表中確認）。

於釐定就有關資產、開支或收入初步確認的匯率或終止確認有關預付代價的非貨幣性資產或非貨幣性負債的收入時，初步交易日期為本集團初步確認預付代價所產生的非貨幣性資產或非貨幣性負債的日期。倘存在多項預先付款或收款，本集團釐定有關各預先支付或收取代價的交易日期。

本公司及若干於中國內地境外營運的附屬公司之功能貨幣並非人民幣。於報告期終，有關實體之資產與負債按報告期終之匯率換算為人民幣，其損益表則按本年度之加權平均匯率換算為人民幣。

因此而產生之匯兌差額於其他全面收益確認，並於匯兌波動儲備累計。出售於中國內地境外的業務時，有關該項業務之其他全面收益組成部分會在損益表中確認。

就綜合現金流量表而言，本公司及其於中國內地境外營運的附屬公司之現金流量按現金流量日期之匯率換算為人民幣。本公司及其於中國內地境外營運的附屬公司整年經常產生之現金流量則按本年度之加權平均匯率換算為人民幣。

2.5 Summary of Significant Accounting Policies (Continued)

Foreign currencies (Continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or the income statement is also recognised in other comprehensive income or the income statement, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and certain subsidiaries operating outside Mainland China are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their income statements are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of an operation outside Mainland China, the component of other comprehensive income relating to that particular operation is recognised in the income statement.

For the purpose of the consolidated statement of cash flows, the cash flows of the Company and its subsidiaries operating outside Mainland China are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Company and its subsidiaries operating outside Mainland China which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. 主要會計判斷及估計

編製本集團之財務報表時，需要管理層作出影響收益、開支、資產及負債呈報金額及相應披露以及或然負債披露之判斷、估計及假設。有關該等假設及估計之不明朗因素可能導致須對未來受影響資產或負債之賬面值作出重大調整。

判斷

於應用本集團會計政策之過程中，除涉及估計者外，管理層已作出以下對財務報表所確認之款額有最重大影響之判斷：

資產減值

於釐定資產是否出現減值或過往導致減值之事件是否已不存在時，本集團須對有關資產減值之事宜作出判斷，尤其在評估：(1)有否發生可能影響資產價值之事件或影響資產價值之事件是否不再存在；(2)按持續使用資產估計之未來現金流量之淨現值能否支持資產之賬面值；及(3)編製現金流量預測所使用之適當主要假設，是否使用適當貼現率貼現。更改管理層就確定減值水平而選定之假設，包括現金流量預測中之貼現率或增長率假設，會對減值測試所用之淨現值產生重大影響。

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosure, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Impairment of assets

In determining whether an asset is impaired or whether the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value, or such an event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows, which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in preparing cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in cash flow projections, could have a material effect on the net present value used in the impairment test.



3. 主要會計判斷及估計 (續)

估計之不確定性

於每個報告期終存在重大風險導致於下一個財政年度對資產及負債的賬面值作重大調整的主要未來假設及其他主要估計不確定因素來源在下文論述。

物業、廠房及設備項目的可使用年期及剩餘價值

於釐定物業、廠房及設備項目之可使用年期及剩餘價值時，本集團須考慮多項因素，例如因生產及所提供服務變動或改進以致過時，或資產所生產之產品或提供之服務之市場需求之變動、資產之預期使用量、資產之預期實際耗損、資產之維修及保養以及使用資產之法律或類似限制。資產之估計可使用年期乃根據本集團就用作近似用途之類似資產之經驗而定。倘物業、廠房及設備項目之估計可使用年期及／或餘值較過往估計為短，則須作出額外折舊。可使用年期及剩餘價值乃於每個報告期終根據情況變動而進行審閱。

遞延稅項資產

倘可能有應課稅溢利可用以抵銷可扣減暫時性差額及未動用稅務虧損，則會就可扣減暫時性差額及未動用稅務虧損確認遞延稅項資產。管理層於釐定可予以確認之遞延稅項資產數額時，須根據可能出現未來應課稅溢利之時間及數額，以及未來稅務規劃策略作出重大判斷。遞延稅項資產之詳情載於財務報表附註19。

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty

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

Useful lives and residual values of items of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as obsolescence arising from changes or improvements in the production and provision of services, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or residual values of items of property, plant and equipment are shorter than previous estimation. Useful lives and residual values are reviewed at the end of each reporting period based on changes in circumstances.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Details of the deferred tax assets are contained in note 19 to the financial statements.

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

滯銷存貨撥備及存貨之可變現淨值

管理層於各報告期終審閱本集團存貨之賬齡分析，並對滯銷庫存項目作出撥備（倘需要）。存貨之可變現淨值為日常業務過程之估計售價減估計銷售開支。該等估計乃基於當前市況及同類銷售產品之過往情況而定。管理層於各報告日期重新評估該等估計。於二零一九年十二月三十一日之存貨賬面值為人民幣146,536,000元（二零一八年：人民幣95,483,000元）。進一步詳情載於財務報表附註16。

購股權估值

購股權計劃項下購股權之公平值使用二項式模式釐定。釐定公平值之重大輸入值包括授出日期加權平均股價、行使價格、無風險利率、股息率、預期波幅、購股權預期年期，董事與員工之離職率。進一步詳情載於財務報表附註25。

租賃—估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品於類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易之附屬公司而言）或當須對利率進行調整以反映租賃之條款及條件時（如當租賃並非以附屬公司之功能貨幣訂立時），則須作出利率估計。當可觀察輸入值可用時，本集團使用可觀察輸入值（如市場利率）估算增量借款利率並須作出若干實體特定的估計（如附屬公司之獨立信用等級）。

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

Provision for slow-moving stocks and net realisable value of stocks

Management reviews the ageing analysis of stocks of the Group at the end of each reporting period, and make provisions for slow-moving stock items if needed. Net realisable value of stocks is the estimated selling price in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. Management reassesses these estimates at each reporting date. The carrying amount of stocks at 31 December 2019 was RMB146,536,000 (2018: RMB95,483,000). Further details are contained in note 16 to the financial statements.

Valuation of share options

The fair value of options granted under the share option scheme is determined using the binomial model. The significant inputs in determining the fair values include the weighted average share price at the grant date, exercise price, risk-free interest rate, dividend yield, expected volatility, expected life of options, and exit rate of directors and staff. Further details are given in note 25 to the financial statements.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).



4. 經營分部資料

本集團之主要經營分部為快餐（「快餐」）業務。此外，快餐業務的收入及非流動資產（不包括遞延稅項資產）主要歸屬於單一地區，即中國。因此並無列報地區分析。

5. 營業額

營業額之分析如下：

4. Operating Segment Information

The Group's primary operating segment is quick service restaurants ("QSR") business. In addition, the QSR business' revenue and non-current assets, other than deferred tax assets, are predominantly attributable to a single geographical region, which is PRC. Therefore, no analysis by geographical region is presented.

5. TURNOVER

An analysis of turnover is as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
營業額－客戶合約 收益	Turnover – revenue from contracts with customers		
於某一時點銷售產品	Sale of products, at a point in time	2,102,814	2,003,617

客戶合約收益

(i) 分拆收益資料

Revenue from contracts with customers

(i) Disaggregated revenue information

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
品牌	Brands		
吉野家	Yoshinoya	1,782,062	1,703,757
冰雪皇后	Dairy Queen	230,809	210,802
其他	Others	89,943	89,058
		2,102,814	2,003,617
地區市場	Geographical markets		
北京－天津－河北省都會地區	Beijing-Tianjin-Hebei Province Metropolitan Region	1,568,417	1,485,118
其他華北地區（附註）	Other northern areas of China (note)	534,397	518,499
		2,102,814	2,003,617

附註：包括遼寧、吉林及黑龍江省及內蒙古

Note: Including Liaoning, Jilin and Heilongjiang provinces and Inner Mongolia

5. 營業額 (續)
客戶合約收益 (續)

(ii) 履約責任

銷售貨品

本集團透過店舖及網上食品下單平台直接向顧客銷售貨品。履約責任於產品交付顧客時達成。交易價於顧客購買貨品時立即到期支付。付款通常以現金或利用網上付款平台結算。

5. TURNOVER (Continued)

Revenue from contracts with customers
(Continued)

(ii) Performance obligations

Sale of goods

The Group sells goods directly to customers via stores and online food ordering platforms. The performance obligation is satisfied when the products are delivered to the customers. Payment of a transaction price is due immediately when a customer purchases the goods. The payment is usually settled in cash or using online payment platforms.

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
其他收入及收益淨額	Other income and gains, net		
利息收入	Interest income	5,960	7,181
其他金融資產公平值收益	Fair value gain on other financial assets	8,851	5,633
匯兌差額淨額	Foreign exchange differences, net	(5,020)	(7,650)
補償	Compensation	212	2,328
政府補助金*	Government grants*	3,358	4,585
其他	Others	4,337	1,818
		17,698	13,895

* 政府補助金指就本集團在當地進行的業務活動從地方政府收取的補貼。於確認政府補助金的年度內並無未達成的條件。

* Government grants represent the subsidies received from the local government for the Group's business activities carried out locally. There were no unfulfilled conditions during the year in which they were recognised.



6. 經營溢利

本集團之經營溢利已扣除／(計入)：

6. Profit From Operating Activities

The Group's profit from operating activities is arrived at after charging/(crediting):

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
匯兌差額淨額	Foreign exchange differences, net	5,020	7,650
已售存貨之直接成本*	Direct cost of stocks sold*	715,113	672,384
出售／撇銷物業、廠房及設備 項目之虧損淨額	Loss on disposal/write-off of items of property, plant and equipment, net	10,308	8,005
僱員福利開支 (包括董事酬金)：	Employee benefit expenses (including directors' emoluments):		
工資及薪酬	Wages and salaries	390,516	364,080
退休金計劃供款**	Pension scheme contributions**	90,621	89,908
以股權結算之以股份支付	Equity-settled share-based payments	6,431	6,883
		487,568	460,871
物業、廠房及設備折舊	Depreciation of property, plant and equipment	91,977	83,683
使用權資產折舊	Depreciation of right-of-use assets	196,061	–
物業、廠房及設備項目之 減值／(減值撥回)	Impairment/(write-back of impairment) of items of property, plant and equipment	(1,031)	4,985
使用權資產減值	Impairment of right-of-use assets	12,233	–
經營租賃項下租賃付款：	Lease payments under operating leases:		
– 最低租賃付款	– Minimum lease payments	–	234,205
– 或然租金	– Contingent rents	–	33,771
未計入租賃負債計量的 租賃付款	Lease payments not included in the measurement of lease liabilities	35,388	–
終止租賃收益	Gain on termination of leases	(3,454)	–
核數師酬金	Auditor's remuneration	2,628	2,237
公平值收益淨額	Fair value gain, net		
– 透過損益按公平值 入賬之投資	– investments at fair value through profit or loss	(8,851)	(5,633)

附註：

* 已售存貨之直接成本已計入綜合損益表內的「銷售成本」中。

** 於二零一九年十二月三十一日，本集團並無沒收供款可用以減低未來年度的未來退休金計劃供款(二零一八年：無)。

Notes:

* Direct cost of stocks sold is included in "Cost of sales" in the consolidated income statement.

** At 31 December 2019, the Group had no forfeited contributions available to reduce its future contributions to the pension schemes in future years (2018: Nil).

7. 融資成本

融資成本分析如下：

銀行貸款利息	Interest on bank loans
銀行融資費用及其他	Bank financing charges and others
租賃負債利息	Interest on lease liabilities

7. Finance Costs

An analysis of finance costs is as follows:

	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
	-	44
	526	577
	40,997	-
	41,523	621

8. 董事及行政總裁酬金

於本年度根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)條例第2部披露之董事及行政總裁酬金如下：

8. Directors' and Chief Executive's Emoluments

Directors' and chief executive's emoluments for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

		二零一九年 2019					
		薪金、津貼及 袍金 Salaries, allowances and benefits Fees 人民幣千元 RMB'000	實物利益 in kind 人民幣千元 RMB'000	酌情花紅/ 與表現 掛鈎花紅 Discretionary/ performance related bonuses 人民幣千元 RMB'000	以股權結算之 以股份支付 Equity-settled share-based payment 人民幣千元 RMB'000	退休金 計劃供款 Pension scheme contributions 人民幣千元 RMB'000	酬金總額 Total remuneration 人民幣千元 RMB'000
(a) 獨立非執行董事	(a) Independent non-executive directors						
司徒振中	Seto Gin Chung, John	291	-	-	(61)	-	230
史習陶	Sze Tsai To, Robert	243	-	-	(61)	-	182
石禮謙	Shek Lai Him, Abraham	194	-	-	(61)	-	133
溫世昌	Wan Sai Cheong, Joseph	243	-	-	(61)	-	182
		971	-	-	(244)	-	727
(b) 執行董事	(b) Executive directors						
洪明基	Hung Ming Kei, Marvin	1,764	2,656	-	-	-	4,420
黃國英	Wong Kwok Ying	-	1,507	-	(323)	121	1,305
		1,764	4,163	-	(323)	121	5,725
(c) 非執行董事	(c) Non-executive director						
林鳳明	Lam Fung Ming, Tammy	26	-	-	-	-	26

8. 董事及行政總裁酬金 (續)

8. Directors' and Chief Executive's Emoluments (Continued)

二零一八年 (經重列)
2018 (Restated)

		薪金、津貼及 袍金	實物利益	酌情花紅/ 與表現 掛鈎花紅	以股權結算之 以股份支付	退休金 計劃供款	酬金總額
		Salaries, allowances and benefits Fees	in kind	Discretionary/ performance bonuses	Equity-settled share-based payment	Pension scheme contributions	Total remuneration
		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 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
(a) 獨立非執行董事	(a) Independent non-executive directors						
司徒振中	Seto Gin Chung, John	279	-	-	261	-	540
史習陶	Sze Tsai To, Robert	232	-	-	261	-	493
石禮謙	Shek Lai Him, Abraham	186	-	-	261	-	447
溫世昌	Wan Sai Cheong, Joseph	232	-	-	261	-	493
		929	-	-	1,044	-	1,973
(b) 執行董事	(b) Executive directors						
洪明基	Hung Ming Kei, Marvin	1,688	2,713	-	-	-	4,401
黃國英	Wong Kwok Ying	-	1,602	-	(267)	128	1,463
		1,688	4,315	-	(267)	128	5,864
(c) 非執行董事	(c) Non-executive director						
林鳳明	Lam Fung Ming, Tammy	25	-	-	-	-	25

年內概無董事或行政總裁據此放棄或同意放棄任何酬金之安排。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

於二零一八年，若干董事獲授購股權，進一步詳情載於財務報表附註25。該等購股權之公平值乃於歸屬期內在損益表確認，並於授出日期釐定，而計入財務報表之金額亦已載入上文披露之董事及行政總裁酬金內。

In 2018, certain directors were granted share options, further details of which are set out in note 25 to the financial statements. The fair value of such options, which is being recognised in the income statement over the vesting period, was determined as at the date of grant and the amounts included in the financial statements are included in the above directors' and chief executive's remuneration disclosures.

9. 五名最高薪僱員

於本年度五名最高薪僱員（包括酬金已載於上文附註8之兩名董事（二零一八年：兩名））之酬金總額如下：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
薪金、津貼及其他酬金	Salaries, allowances and other emoluments	9,710	8,799
酌情花紅／與表現掛鈎花紅	Discretionary/performance related bonuses	1,319	2,647
以股權結算之以股份支付	Equity-settled share-based payments	(648)	(700)
退休金計劃供款	Pension scheme contributions	405	411
		10,786	11,157

上述酬金分析如下：

The above emoluments are analysed as follows:

		僱員數目 Number of employees	
		二零一九年 2019	二零一八年 2018
港幣1,000,001元至港幣1,500,000元	HK\$1,000,001 to HK\$1,500,000	1	–
港幣1,500,001元至港幣2,000,000元	HK\$1,500,001 to HK\$2,000,000	2	2
港幣2,000,001元至港幣2,500,000元	HK\$2,000,001 to HK\$2,500,000	1	2
港幣2,500,001元至港幣3,000,000元	HK\$2,500,001 to HK\$3,000,000	–	–
港幣3,000,001元至港幣3,500,000元	HK\$3,000,001 to HK\$3,500,000	–	–
港幣3,500,001元至港幣4,000,000元	HK\$3,500,001 to HK\$4,000,000	–	–
港幣4,000,001元至港幣4,500,000元	HK\$4,000,001 to HK\$4,500,000	–	–
港幣4,500,001元至港幣5,000,000元	HK\$4,500,001 to HK\$5,000,000	–	–
港幣5,000,001元至港幣5,500,000元	HK\$5,000,001 to HK\$5,500,000	1	1
		5	5

截至二零一八年十二月三十一日止年度，既非董事亦非行政總裁的五名最高薪的僱員當中的若干僱員就向本集團提供服務而獲授購股權，有關詳情載於財務報表附註25內的披露資料。該等購股權之公平值乃於授出日期釐定，已於歸屬期內在損益表中確認，而於本年度在財務報表載列之金額已計入上述五名最高薪僱員酬金的披露資料內。

During the year ended 31 December 2018, certain five highest paid employees who were neither directors nor chief executives were granted share options in respect of their services to the Group, further details of which are included in the disclosures in note 25 to the financial statements. The fair values of such options, which have been recognised in the income statement over the vesting period, were determined as at the date of grant and the amounts included in the financial statements for the current year have been included in the above disclosure of the five highest paid employees' remuneration.



10. 所得稅

香港利得稅乃根據年內在香港產生之估計應課稅溢利按稅率16.5%（二零一八年：16.5%）作出撥備。其他地區應課稅溢利之稅項乃按本集團於各營運司法權區之通用稅率計算。

本集團於中國內地經營之附屬公司年內按該等公司應課稅溢利的25%繳納中國企業所得稅。其中一家從事農業業務的附屬公司於二零一九年及二零一八年度獲豁免根據標準所得稅稅率納稅。

本年度所得稅支出的主要組成部分如下：

10. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

The PRC corporate income tax rate for the Group's subsidiaries operating in Mainland China during the year was 25% on their taxable profits. One of the subsidiaries engaged in agricultural business was entitled to exemption from the standard income tax rate in 2019 and 2018.

The major components of the income tax expense for the year are as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
即期－香港	Current – Hong Kong		
本年支出	Charge for the year	1,877	435
以往年度撥備不足／ （超額撥備）	Underprovision/(overprovision) in prior years	(546)	152
		1,331	587
即期－其他地區	Current – Elsewhere		
本年支出	Charge for the year	46,638	48,847
以往年度撥備不足／ （超額撥備）	Underprovision/(overprovision) in prior years	1,538	(678)
		48,176	48,169
遞延稅項（附註19）	Deferred (note 19)	(1,870)	(169)
本年所得稅支出總額	Total income tax charge for the year	47,637	48,587

10. 所得稅 (續)

按本公司及其大部份附屬公司所在國家／司法權區之法定稅率(由16.5%至25%)所計算適用於除稅前溢利之稅項支出與按實際稅率計算之稅項支出對賬如下：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
除稅前溢利	Profit before tax	151,747	152,067
按適用稅率計算之稅項	Tax at the applicable tax rate	25,038	25,091
其他司法權區不同稅率之影響	Effect of different tax rates in other jurisdiction	12,169	12,626
毋須課稅收入	Income not subject to tax	(203)	(701)
不予扣減稅項之開支	Expenses not deductible for tax	4,810	4,765
以往年度撥備不足／(超額撥備)	Underprovision/(overprovision) in respect of prior years	992	(526)
對本集團中國附屬公司 可分派溢利徵收預扣稅之影響	Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	3,643	6,224
未確認稅務虧損	Tax losses not recognised	1,188	1,296
已動用未確認稅項虧損	Unrecognised tax losses utilised	-	(188)
按本集團實際稅率計算之稅項支出	Tax charge at the Group's effective rate	47,637	48,587

10. Income Tax (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates, ranging from 16.5% to 25%, for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

11. 股息

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
於本年度內支付的股息：	Dividends paid during the year:		
二零一八年之末期股息	Final dividend for 2018		
—每股普通股0.61港仙	— HK0.61 cent (2017: HK0.83 cent)		
(二零一七年：0.83港仙)*	per ordinary share*	51,356	69,036
擬派末期股息：	Proposed final dividend:		
每股普通股0.248港仙	HK0.248 cent (2018: HK0.61 cent)		
(二零一八年：0.61港仙)	per ordinary share	22,327	51,847

本年度擬派末期股息尚待本公司股東於應屆股東週年大會的批准。該等財務報表並無反映擬派應付末期股息。

* 截至二零一九年及二零一八年十二月三十一日止年度派付之二零一八年及二零一七年末期股息指就已發行普通股派付之股息，不包括受託人根據股份獎勵計劃持有之庫存股份。

11. Dividends

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the proposed final dividend payable.

* Final dividend for 2018 and 2017 paid during the years ended 31 December 2019 and 2018 represented the dividends paid for the issued ordinary shares, excluding treasury shares held by the trustee under the share award scheme.



12. 本公司股權持有人應佔每股盈利

(a) 每股基本盈利

每股基本盈利乃根據年內本公司股權持有人應佔綜合溢利人民幣104,110,000元(二零一八年:人民幣103,480,000元)及年內已發行普通股之加權平均數9,749,007,486股(二零一八年:9,815,305,745股)計算,並經調整以反映根據本公司的股份獎勵計劃所持有的股份數目337,477,994股(二零一八年:313,186,867股)。

(b) 每股攤薄盈利

截至二零一九年十二月三十一日止年度,每股攤薄盈利乃根據年內本公司股權持有人應佔綜合溢利人民幣104,110,000元(二零一八年:人民幣103,480,000元)及已發行普通股之加權平均數9,853,728,801股(二零一八年:9,925,254,290股)計算,並就所有具潛在攤薄影響之普通股104,721,315股(二零一八年:109,948,545股)予以調整,計算方式如下:

12. Earnings Per Share Attributable to Equity Holders of the Company

(a) Basic earnings per share

The calculation of basic earnings per share is based on the consolidated profit for the year attributable to equity holders of the Company of RMB104,110,000 (2018: RMB103,480,000), and the weighted average number of 9,749,007,486 (2018: 9,815,305,745) ordinary shares in issue during the year, as adjusted to reflect the number of shares of 337,477,994 (2018: 313,186,867) held under the share award scheme of the Company.

(b) Diluted earnings per share

For the year ended 31 December 2019, the calculation of diluted earnings per share is based on the consolidated profit for the year attributable to equity holders of the Company of RMB104,110,000 (2018: RMB103,480,000) and the weighted average number of 9,853,728,801 (2018: 9,925,254,290) ordinary shares in issue after adjusting for the effect of all dilutive potential ordinary shares of 104,721,315 (2018: 109,948,545) calculated as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
本公司股權持有人 應佔本年綜合溢利	Consolidated profit for the year attributable to equity holders of the Company	104,110	103,480
		股份數目 Number of shares	
股份	Shares	二零一九年 2019	二零一八年 2018
用以計算每股基本盈利之 年內已發行普通股加權平均數	Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	9,749,007,486	9,815,305,745
攤薄之影響—普通股加權平均數:	Effect of dilution – weighted average number of ordinary shares:		
股份獎勵	Share awards	100,973,224	93,283,580
購股權	Share options	3,748,091	16,664,965
		9,853,728,801	9,925,254,290

13. 物業、廠房及設備

13. Property, Plant and Equipment

		汽車及 其他設備 Motor vehicles and other equipment 人民幣千元 RMB'000	傢俱、 固定裝置及 租賃物業裝修 Furniture, fixtures and leasehold improvements 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
二零一九年十二月三十一日		31 December 2019		
成本：	Cost:			
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)	333,322	517,747	851,069
添置	Additions	34,635	89,802	124,437
出售／撇銷	Disposals/write-off	(29,781)	(22,617)	(52,398)
匯兌調整	Exchange realignment	6	6	12
於二零一九年 十二月三十一日	At 31 December 2019	338,182	584,938	923,120
累計折舊及減值：	Accumulated depreciation and impairment:			
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)	237,239	430,812	668,051
年內撥備	Provided during the year	26,230	65,747	91,977
出售／撇銷	Disposals/write-off	(25,729)	(16,361)	(42,090)
減值撥回	Write-back of impairment	-	(1,031)	(1,031)
匯兌調整	Exchange realignment	5	5	10
於二零一九年 十二月三十一日	At 31 December 2019	237,745	479,172	716,917
賬面淨值：	Net book value:			
於二零一九年 十二月三十一日	At 31 December 2019	100,437	105,766	206,203



13. 物業、廠房及設備 (續)

13. Property, Plant and Equipment (Continued)

		汽車及 其他設備 Motor vehicles and other equipment 人民幣千元 RMB'000 (經重列) (Restated)	傢俱、 固定裝置及 租賃物業裝修 Furniture, fixtures and leasehold improvements 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
二零一八年十二月三十一日 31 December 2018				
成本：	Cost:			
於二零一八年一月一日	At 1 January 2018	320,979	499,673	820,652
添置	Additions	37,733	64,155	101,888
出售／撇銷	Disposals/write-off	(25,394)	(46,062)	(71,456)
匯兌調整	Exchange realignment	4	(19)	(15)
於二零一八年 十二月三十一日	At 31 December 2018	333,322	517,747	851,069
累計折舊及減值：	Accumulated depreciation and impairment:			
於二零一八年一月一日	At 1 January 2018	235,394	407,432	642,826
年內撥備	Provided during the year	22,841	60,842	83,683
出售／撇銷	Disposals/write-off	(20,995)	(42,456)	(63,451)
減值撥備	Provision for impairment	-	4,985	4,985
匯兌調整	Exchange realignment	(1)	9	8
於二零一八年 十二月三十一日	At 31 December 2018	237,239	430,812	668,051
賬面淨值：	Net book value:			
於二零一八年 十二月三十一日	At 31 December 2018	96,083	86,935	183,018

14. 租賃

本集團為承租人

本集團擁有供經營用途的多種辦公室物業、倉庫及店舖的租賃合約。租賃辦公室物業、倉庫及店舖的租期通常為2至18年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。若干租賃合約包括延長及終止選擇權的條款及浮動租賃付款。

(a) 使用權資產

本集團使用權資產之賬面值及其於年內變動如下：

		樓宇 Buildings 人民幣千元 RMB'000
於二零一九年一月一日	At 1 January 2019	628,662
添置	Additions	218,692
終止租賃	Termination of leases	(12,980)
折舊開支	Depreciation charge	(196,061)
減值	Impairment	(12,233)
		<hr/>
於二零一九年十二月三十一日	At 31 December 2019	626,080

於截至二零一九年十二月三十一日止年度，減值虧損人民幣12,233,000元指將若干表現欠佳的店舖的使用權資產賬面值撇減至其可收回金額。於二零一九年十二月三十一日的估計可收回金額乃根據使用11.5%的貼現率估計得出的使用價值釐定。

(b) 租賃負債

租賃負債賬面值及於年內的變動如下：

		樓宇 Buildings 人民幣千元 RMB'000
於二零一九年一月一日	At 1 January 2019	800,369
新租賃	New leases	218,692
終止租賃	Termination of leases	(16,434)
年內確認利息增加	Accretion of interest recognised during the year	40,997
付款	Payments	(254,572)
		<hr/>
於二零一九年十二月三十一日	At 31 December 2019	789,052

14. Leases

The Group as a lessee

The Group has lease contracts for various items of office premises, warehouses and stores used in its operations. Leases of office premises, warehouses and stores generally have lease terms between 2 and 18 years. Generally, the Group is restricted from assigning and subleasing the leased assets to persons outside the Group. Certain lease contracts have terms which include extension and termination options and variable lease payments.

(a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

		樓宇 Buildings 人民幣千元 RMB'000
於二零一九年一月一日	At 1 January 2019	628,662
添置	Additions	218,692
終止租賃	Termination of leases	(12,980)
折舊開支	Depreciation charge	(196,061)
減值	Impairment	(12,233)
		<hr/>
於二零一九年十二月三十一日	At 31 December 2019	626,080

During the year ended 31 December 2019, the impairment loss of RMB12,233,000 represented the write-down of the carrying amount of right-of-use assets for certain underperforming stores to their recoverable amounts. The estimated recoverable amounts as at 31 December 2019 were determined based on their value in use amounts estimated by using discount rate of 11.5%.

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

		樓宇 Buildings 人民幣千元 RMB'000
於二零一九年一月一日	At 1 January 2019	800,369
新租賃	New leases	218,692
終止租賃	Termination of leases	(16,434)
年內確認利息增加	Accretion of interest recognised during the year	40,997
付款	Payments	(254,572)
		<hr/>
於二零一九年十二月三十一日	At 31 December 2019	789,052



14. 租賃 (續)

本集團為承租人 (續)

(b) 租賃負債 (續)

租賃負債賬齡分析如下：

		二零一九年 2019 人民幣千元 RMB'000
分析為應付賬項：	Analysed into payable:	
一年內	Within one year	185,977
第二年	In the second year	152,190
第三至第五年 (包括首尾兩年)	In the third to fifth years, inclusive	270,803
超過五年	Beyond five years	180,082
於二零一九年十二月三十一日之賬面值	Carrying amount at 31 December 2019	789,052
減：流動部分	Less: current portion	(185,977)
非流動部分	Non-current portion	603,075

(c) 於收益表確認有關租賃之開支 / (收入) 如下：

14. Leases (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities (Continued)

The maturity analysis of lease liabilities is as follows:

		二零一九年 2019 人民幣千元 RMB'000
Analysed into payable:		
Within one year		185,977
In the second year		152,190
In the third to fifth years, inclusive		270,803
Beyond five years		180,082
Carrying amount at 31 December 2019		789,052
Less: current portion		(185,977)
Non-current portion		603,075

(c) The expense/(income) recognised in the income statement in relation to leases are as follows:

		二零一九年 2019 人民幣千元 RMB'000
租賃負債利息	Interest on lease liabilities	40,997
使用權資產折舊支出	Depreciation charge of right-of-use assets	196,061
有關短期租賃開支	Expense relating to short-term leases	1,246
未計入租賃負債計量的可變租賃付款	Variable lease payments not included in the measurement of lease liabilities	34,142
終止租賃收益	Gain on termination of leases	(3,454)
於收益表確認總額	Total amount recognised in the income statement	268,992

(d) 租賃之現金流出總額於財務報表附註30披露。

(d) The total cash outflow for leases are disclosed in note 30 to the financial statements.

15. 於合營企業之投資

15. Investment in a Joint Venture

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
分佔淨資產	Share of net assets	8,556	9,820

本集團合營企業之詳情如下：

Particulars of the Group's joint venture are as follows:

名稱 Name	所持資本詳情 Particulars of capital held	註冊及營業地點 Place of registration and business	擁有權百分比 Percentage of ownership interest	主要業務 Principal activities
天津合興吉野家快餐有限公司	人民幣10,200,000元 RMB10,200,000	中國／中國內地 PRC/Mainland China	51%	經營快餐店 Fast food restaurant operation

上述投資由本公司間接持有。

The above investment is indirectly held by the Company.

下表列示本集團合營企業之個別並不重大的財務資料：

The following table illustrates the financial information of the Group's joint venture that is not individually material:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
分佔合營企業本年虧損	Share of the joint venture's loss for the year	(1,264)	(380)
本年分佔合營企業全面虧損總額	Share of the joint venture's total comprehensive loss for the year	(1,264)	(380)
本集團於合營企業之投資賬面總值	Aggregate carrying amount of the Group's investment in the joint venture	8,556	9,820



16. 存貨

16. Stocks

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
原料	Raw materials	127,230	80,174
消耗品	Consumables	19,306	15,309
		146,536	95,483

17. 應收賬項

17. Accounts Receivable

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
應收賬項	Accounts receivable	18,473	17,512
減：減值	Less: impairment	-	-
		18,473	17,512

本集團之快餐產品主要以現金進行出售。本集團快餐業務之應收賬項主要是應收具有信貸期60日內之商場及網上平台服務供應商的款項。逾期欠款由高級管理層定期作出審閱。

The Group's QSR products are mainly sold on a cash basis. Accounts receivable of the Group's QSR business were mainly due from shopping malls and internet platform service providers with credit terms within 60 days. Overdue balances are reviewed regularly by senior management.

於報告期終，根據交易日期並扣除虧損撥備後之應收賬項之賬齡分析如下：

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the transaction date and net of loss allowance, is as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
1個月內	Within 1 month	17,769	17,257
1至2個月	1 to 2 months	704	255
		18,473	17,512

17. 應收賬項 (續)

本集團已應用香港財務報告準則第9號規定之簡化方法提供預期信貸虧損減值，該項準則允許就所有應收賬項使用全期預期虧損撥備。為計量預期信貸虧損，應收賬項乃按分擔信貸風險特徵及逾期日數分組。本集團在計算預期信貸虧損率時考慮歷史虧損率及就前瞻性資料作出調整。於二零一九年十二月三十一日，本集團估計應收賬項之預期虧損率極微，故不就有關結餘計提預期信貸虧損撥備（二零一八年：無）。

18. 應付賬項

於報告期終，根據到期日之應付賬項之賬齡分析如下：

即期及不足60日	Current and less than 60 days
超過60日	Over 60 days

應付賬項不計息，一般於介乎7日至90日之信貸期內清償。

17. Accounts Receivable (Continued)

The Group has applied the simplified approach to provide impairment of ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all accounts receivable. To measure the ECLs, accounts receivable have been grouped based on shared credit risk characteristics and the days past due. The Group considers the historical loss rate and adjusts for forward-looking information in calculating the expected credit loss rate. As at 31 December 2019, the Group estimated that the expected loss rate of accounts receivable was minimal and no ECL allowance (2018: Nil) in respect of these balances was made.

18. Accounts Payable

An ageing analysis of the accounts payable as at the end of the reporting period, based on the payment due date, is as follows:

二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
111,215	104,784
17,951	7,824
129,166	112,608

The accounts payable are non-interest-bearing and are normally settled within credit terms of 7 to 90 days.



19. 遞延稅項

年內之遞延稅項負債及資產變動如下：

遞延稅項負債

於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)			
年內扣除自損益表之稅項 (附註10) (經重列)	Charged to the income statement during the year (note 10) (restated)			
就中國內地附屬公司匯出之 盈利而支付之預扣稅 (經重列)	Withholding tax paid on repatriation of earnings from subsidiaries in Mainland China (restated)			
匯兌調整 (經重列)	Exchange realignment (restated)			
於二零一八年十二月三十一日 (經重列)	At 31 December 2018 (restated)			
採納香港財務報告準則 第16號之影響	Effect of adoption of HKFRS 16			
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)			
年內計入/(扣除自)損益表之 稅項 (附註10)	Charged/(credited) to the income statement during the year (note 10)			
就中國內地附屬公司匯出之 盈利而支付之預扣稅	Withholding tax paid on repatriation of earnings from subsidiaries in Mainland China			
匯兌調整	Exchange realignment			
於二零一九年十二月三十一日	At 31 December 2019			

19. Deferred Tax

The movements in deferred tax liabilities and assets during the year were as follows:

Deferred tax liabilities

使用權資產 Right-of-use assets 人民幣千元 RMB'000	預扣稅 Withholding taxes 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
–	20,618	20,618
–	6,224	6,224
–	(6,822)	(6,822)
–	1,088	1,088
–	21,108	21,108
157,166	–	157,166
157,166	21,108	178,274
(646)	3,643	2,997
–	(1,844)	(1,844)
–	(241)	(241)
156,520	22,666	179,186

19. 遞延稅項 (續)
遞延稅項資產

19. Deferred Tax (Continued)
Deferred tax assets

		尚未動用 稅項抵免	撥備、 應計費用及 折舊的 暫時性差額 Temporary difference of provisions, accruals and depreciation	租賃負債	總計
		Tax credit not utilised 人民幣千元 RMB'000	人民幣千元 RMB'000	Lease liabilities 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)	1,742	35,350	-	37,092
年內計入/(扣除自)損益表之 稅項 (附註10) (經重列)	Credited/(charged) to the income statement during the year (note 10) (restated)	(347)	6,740	-	6,393
匯兌調整 (經重列)	Exchange realignment (restated)	80	223	-	303
於二零一八年十二月三十一日 (經重列)	At 31 December 2018 (restated)	1,475	42,313	-	43,788
採納香港財務報告準則 第16號之影響	Effect of adoption of HKFRS 16	-	(5,153)	200,092	194,939
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)	1,475	37,160	200,092	238,727
年內計入/(扣除自)損益表之 稅項 (附註10)	Credited/(charged) to the income statement during the year (note 10)	1,994	5,702	(2,829)	4,867
匯兌調整	Exchange realignment	54	-	-	54
於二零一九年十二月三十一日	At 31 December 2019	3,523	42,862	197,263	243,648

就呈列而言，若干遞延稅項資產及負債已互相於綜合財務狀況表中抵銷。下列為本集團遞延稅項結餘之分析，以供財務報告之用：

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
於綜合財務狀況表中確認之 淨遞延稅項資產	Net deferred tax assets recognised in the consolidated statement of financial position	87,128	43,788
於綜合財務狀況表中確認之 淨遞延稅項負債	Net deferred tax liabilities recognised in the consolidated statement of financial position	(22,666)	(21,108)
淨遞延稅項資產	Net deferred tax assets	64,462	22,680



19. 遞延稅項 (續)

遞延稅項資產 (續)

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後之盈利。因此，本集團有責任就於中國內地成立之附屬公司由二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。倘中國內地與外國投資者之司法權區訂有稅務條約，則可運用較低之預扣稅率。就本集團而言，適用稅率為5%及10%。

於二零一九年十二月三十一日，本集團並無就一家附屬公司的未分派盈利人民幣34,722,000元（二零一八年：無）計提遞延稅項負債撥備，乃由於該附屬公司不太可能於不久將來分派該等盈利。

本公司向其股東派付股息並不附帶所得稅後果。

於二零一九年十二月三十一日，本集團有來源於香港的無限期可抵扣稅務虧損人民幣43,312,000元（二零一八年：人民幣36,113,000元），可用於抵銷有關公司的未來應稅利潤。由於認為不太可能產生應稅利潤，因此並未確認遞延稅項資產。

19. Deferred Tax (Continued)

Deferred tax assets (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%.

As at 31 December 2019, deferred tax liabilities have not been provided for the undistributed earnings of a subsidiary amounting to RMB34,722,000 (2018: Nil) as it is not probable that the subsidiary will distribute such earnings in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

At 31 December 2019, the Company had tax losses of RMB43,312,000 (2018: RMB36,113,000) arising in Hong Kong that were available indefinitely for offsetting against future taxable profits of the relevant company. Deferred tax assets have not been recognised as it is not considered probable that taxable profits will be available.

20. 預付款項、按金及其他應收賬項

20. Prepayments, Deposits and Other Receivables

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
預付款項	Prepayments	12,904	45,966
按金	Deposits	62,184	58,049
其他應收賬項	Other receivables	77,520	64,179
		152,608	168,194
減：計入預付款項、按金及 其他應收賬項之即期部份	Less: Current portion included in prepayments, deposits and other receivables	(110,082)	(122,226)
非即期部份：預付款項及 租賃按金	Non-current portion: prepayments and rental deposits	42,526	45,968

按金及其他應收賬項主要指租賃按金及供應商按金。在適用情況下，於各報日期透過考慮已有信貸評級之可資比較公司出現違約之可能性進行減值分析，在無法覓得具有信貸評級可資比較公司之情況下，則參考本集團之過往損失記錄以損失率估計預期信貸虧損。損失率就反映目前狀況及未來經濟狀況預測（指在適當情況下）作出調整。

包括於上述結餘內的金融資產，均與近期並無拖欠及逾期金額記錄的應收賬項有關。於二零一九年及二零一八年十二月三十一日，虧損撥備評估為極微。

Deposits and other receivables mainly represent rental deposits and deposits with suppliers. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. The assessed loss allowances as at 31 December 2019 and 2018 were considered minimal.



21. 大額存單及其他金融資產

(a) 大額存單

以公平值計量且其變動
計入其他綜合收益的債務工具

Debt instruments measured at fair value
through other comprehensive income

二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000
60,000	-

餘額指從中國內地信譽卓著的銀行購買的大額存單，固定年利率為3.81%，原訂期限為36個月。大額存單可予以轉讓。大額存單公平值計量分類為第二層次的公平值層級（即使用重大可觀察輸入值計量公平值）。

本集團已採用貼現現金流量估值模式按年期及風險相若之工具之市場利率估計大額存單之公平值。

21. Deposit Certificates and Other Financial Assets

(a) Deposit certificates

Balance represents deposit certificates purchased from a creditworthy bank in Mainland China earning interest at a fixed rate of 3.81% per annum with original maturity period of 36 months. The deposit certificates were transferrable. The fair value measurement of the deposit certificates are categorised in Level 2 of the fair value hierarchy (i.e. fair value measurement using significant observable inputs).

The Group estimated the fair value of the deposit certificates by using a discounted cash flow valuation model based on the market interest rate of instruments with similar terms and risk.

21. 大額存單及其他金融資產 (續)

(b) 其他金融資產

透過損益按公平值計量之 金融資產	Financial assets measured at fair value through profit or loss
– 非上市金融產品	– Unlisted financial products
– 大額存單	– Deposit certificate

其他金融資產指從多家位於中國內地的信譽卓著銀行所購買原訂期限介乎30至303天(二零一八年: 182至408天)的非上市本金保證金融產品及自中國內地信譽卓著的銀行購買的大額存單, 固定年利率為3.99%, 原訂期限為36個月。大額存單可予轉讓及贖回。其他金融資產的公平值計量分類為第二層次的公平值層級, 即使用重大可觀察輸入值計量公平值。

本集團已採用貼現現金流量估值模式按年期及風險相若之工具之市場利率估計該等非上市投資之公平值。

21. Deposit Certificates and Other Financial Assets (Continued)

(b) Other financial assets

二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
222,988	207,023
20,000	–
242,988	207,023

Other financial assets represent unlisted principal-guaranteed financial products purchased from creditworthy banks in Mainland China with original maturity periods ranging from 30 to 303 days (2018: 182 to 408 days) and a deposit certificate purchased from a creditworthy bank in Mainland China earning interest at a fixed rate of 3.99% per annum with original maturity period of 36 months. The deposit certificate was transferrable and redeemable. The fair value measurements of the other financial assets are categorised in Level 2 of the fair value hierarchy (i.e. fair value measurement using significant observable inputs).

The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.



22. 現金及現金等值物

22. Cash and Cash Equivalents

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
現金及銀行結餘	Cash and bank balances	111,506	155,300
於購入時原訂到期日不超過 三個月之無抵押定期存款	Non-pledged time deposits with original maturity of three months or less when acquired	48,894	115,860
於購入時原訂到期日 超過三個月之無抵押定期存款	Non-pledged time deposits with original maturity of more than three months when acquired	92,500	81,500
現金及現金等值物	Cash and cash equivalents	252,900	352,660

以下列貨幣計值之現金及現金等值物：

Cash and cash equivalents were denominated in:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
港幣	HK\$	31,855	113,559
人民幣	RMB	220,798	238,855
美元	United States dollar	247	246
		252,900	352,660

人民幣不得自由兌換為其他貨幣。然而，根據中國內地之《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為其他貨幣。

RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange businesses.

銀行現金按根據每日銀行存款利率計算之浮動利率計息。短期定期存款介乎一天至十二個月期間，視乎本集團的現金需求而定及按各項短期定期存款利率賺取利息。銀行結餘存放於信譽良好且近期並無違約記錄的銀行。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and twelve months depending on the cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. 其他應付賬項及應計費用

23. Other Payables and Accrued Charges

		附註	二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
		Notes		
合約負債	Contract liabilities	(a)	4,281	5,868
其他應付賬項	Other payables	(b)	66,324	63,276
應計費用	Accrued charges		258,091	285,957
總計	Total		328,696	355,101

附註：

- (a) 合約負債指於報告期終尚未履行之履約責任所獲分配之交易價總額。本集團預期尚未履行之履約責任所獲分配之交易價將在本集團向客戶移交貨品時於一年內確認為收益。合約負債包括本集團會員積分計劃產生之遞延收益及就銷售貨品向客戶收取之短期墊款。於二零一八年及二零一九年合約負債減少之主要原因為就銷售貨品向客戶收取之短期墊款減少。

於二零一八年一月一日，合約負債金額為人民幣6,247,000元。

於本報告期間確認的收入（已計入報告期初的合約負債）為人民幣5,868,000元（二零一八年：人民幣6,247,000元）。

- (b) 其他應付賬項為免息而平均付款期為一至三個月。

Notes:

- (a) The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. The Group expects that the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue within one year when the Group transfers goods to the customer. The contract liabilities included deferred revenue arising from the loyalty point programme of the Group and short-term advances received from customers for the sale of goods. The decrease in contract liabilities in 2018 and 2019 was mainly due to the decrease in short-term advances received from customers for the sale of goods.

At 1 January 2018, the contract liabilities amounted to RMB6,247,000.

Revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period amounted to RMB5,868,000 (2018: RMB6,247,000).

- (b) Other payables are non-interest-bearing and have average payment terms of one to three months.



24. 股本

24. Share Capital

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
法定：	Authorised:		
14,800,000,000股(二零一八年： 14,800,000,000股) 每股面值港幣0.10元之普通股	14,800,000,000 (2018: 14,800,000,000) ordinary shares of HK\$0.10 each	1,205,529	1,205,529
已發行及繳足：	Issued and fully paid:		
10,070,431,786股(二零一八年： 10,070,431,786股) 每股面值港幣0.10元之普通股	10,070,431,786 (2018: 10,070,431,786) ordinary shares of HK\$0.10 each	820,284	820,284

本公司之已發行普通股股本及根據股份獎勵計劃持有的股份於年內之變動概要載列如下：

A summary of the movements in the Company's issued ordinary share capital and shares held under share award scheme during the year is as follows:

已發行普通股股本

Issued ordinary share capital

附註	已發行股份數目 Number of shares in issue	已發行股本 Issued share capital 人民幣千元 RMB'000	股份溢價賬 Share premium account 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
已發行：	Issued:			
於二零一八年一月一日(經重列)	At 1 January 2018 (restated)	10,070,431,786	820,284	3,987,183
二零一七年末期股息(經重列)	Final 2017 dividend (restated)	11	-	(69,036)
於二零一八年十二月三十一日及 二零一九年一月一日(經重列)	At 31 December 2018 and 1 January 2019 (restated)	10,070,431,786	820,284	3,918,147
二零一八年末期股息	Final 2018 dividend	11	-	(51,356)
於二零一九年十二月三十一日	At 31 December 2019	10,070,431,786	820,284	3,866,791

24. 股本 (續)

根據股份獎勵計劃持有之股份

		附註	持有之 股份數目 Number of shares held	人民幣千元 RMB'000
		Note		
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)		259,487,400	(25,307)
根據股份獎勵計劃歸屬之股份 (經重列)	Vesting of shares under share award scheme (restated)		(19,436,533)	1,902
根據股份獎勵計劃購入之股份 (經重列)	Shares purchased under share award scheme (restated)	(a)	73,136,000	(9,786)
於二零一八年十二月三十一日及 二零一九年一月一日 (經重列)	At 31 December 2018 and 1 January 2019 (restated)		313,186,867	(33,191)
根據股份獎勵計劃歸屬之股份	Vesting of shares under share award scheme		(43,085,473)	4,510
根據股份獎勵計劃購入之股份	Shares purchased under share award scheme	(a)	67,376,600	(8,918)
於二零一九年十二月三十一日	At 31 December 2019		337,477,994	(37,599)

附註:

- (a) 於年內，受託人(定義見附註26)按每股由港幣0.145元至港幣0.160元(二零一八年：港幣0.147元至港幣0.170元)之價格，購入67,376,000股(二零一八年：73,136,000股)每股面值港幣0.1元之普通股，總代價約為人民幣8,918,000元(二零一八年：人民幣9,786,000元)。該等股份已分類為庫存股份。

購股權及股份獎勵

有關本公司購股權計劃及股份獎勵計劃，以及根據該等計劃已發行之購股權及股份獎勵之變動詳情分別載於財務報表附註25及26。

24. Share Capital (Continued)

Shares held under share award scheme

		附註	持有之 股份數目 Number of shares held	人民幣千元 RMB'000
		Note		
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)		259,487,400	(25,307)
根據股份獎勵計劃歸屬之股份 (經重列)	Vesting of shares under share award scheme (restated)		(19,436,533)	1,902
根據股份獎勵計劃購入之股份 (經重列)	Shares purchased under share award scheme (restated)	(a)	73,136,000	(9,786)
於二零一八年十二月三十一日及 二零一九年一月一日 (經重列)	At 31 December 2018 and 1 January 2019 (restated)		313,186,867	(33,191)
根據股份獎勵計劃歸屬之股份	Vesting of shares under share award scheme		(43,085,473)	4,510
根據股份獎勵計劃購入之股份	Shares purchased under share award scheme	(a)	67,376,600	(8,918)
於二零一九年十二月三十一日	At 31 December 2019		337,477,994	(37,599)

Note:

- (a) During the year, 67,376,000 (2018: 73,136,000) ordinary shares of HK\$0.1 each were purchased by the Trustee (as defined in note 26) at prices ranging from HK\$0.145 to HK\$0.160 per share (2018: HK\$0.147 to HK\$0.170 per share) at a total consideration of approximately RMB8,918,000 (2018: RMB9,786,000). The shares have been classified as treasury shares.

Share options and share awards

Details of the Company's share option scheme and the share award scheme and the movements of the share options and share awards under the schemes are included in notes 25 and 26 to the financial statements, respectively.



25. 購股權

本公司於二零零八年三月十二日採納購股權計劃（「二零零八年購股權計劃」）。二零零八年購股權計劃於二零零八年四月二十五日生效及於二零一八年四月二十四日屆滿。鑒於二零零八年購股權計劃屆滿，本公司於二零一八年六月八日採納一項新購股權計劃（「二零一八年購股權計劃」）。

由於二零零八年購股權計劃已屆滿，無法根據二零零八年購股權計劃進一步授出購股權。然而，就根據二零零八年購股權計劃已授出但未行使之購股權而言，承授人之現有權利不受影響。

二零一八年購股權計劃旨在鼓勵合資格人士提升日後對本集團作出之貢獻及／或報答彼等過往之貢獻，並吸引及挽留對本集團之表現、增長或成功關係重大及／或其貢獻目前或日後均有利於本集團之合資格人士或以其他方式與該等合資格人士維持恆常關係，而就僱員而言，則旨在繼續令本集團得以吸引及挽留具有經驗及能力之個別人士及／或報答彼等過往作出之貢獻，及向該等個別人士提供表現獎勵以便彼等繼續為本集團及其附屬公司提供及改善服務。二零一八年購股權計劃之參與者包括本集團之任何全職僱員及本集團任何非執行董事、本集團任何顧問、專家、代理或代表以及董事會或本公司股東批准之任何人士。

25. Share Options

The share option scheme adopted by the Company on 12 March 2008 became effective on 25 April 2008 and expired on 24 April 2018 (the "2008 Share Option Scheme"). In light of the expiry of the 2008 Share Option Scheme, a new share option scheme was adopted by the Company on 8 June 2018 (the "2018 Share Option Scheme").

As the 2008 Share Option Scheme has expired, no options can further be granted under the 2008 Share Option Scheme. However, for the outstanding options granted and yet to be exercised under the 2008 Share Option Scheme, the existing rights of the grantees are not affected.

The purpose of the 2018 Share Option Scheme is to motivate eligible persons to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of employees, to continue to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions and to provide such individuals with a performance incentive for continued and improved services with the Group and its subsidiaries. The participants of the 2018 Share Option Scheme include any full-time employee and any non-executive director of the Group, any consultant, expert, agent or representative of the Group, and any person approved by the Board or shareholders of the Company.

25. 購股權 (續)

二零一八年購股權計劃為期10年，於二零一八年六月八日開始，於二零二八年六月七日屆滿。於批准本財務報表日期，根據二零一八年購股權計劃可供發行之股份總數為431,030,178股，相當於該日之本公司已發行股本約4.28%。於任何12個月期間因行使每名參與者所獲授購股權（包括已行使、已註銷及未行使購股權）而已發行及將予發行之股份總數不得超過本公司之已發行股份1%。此外，倘於任何12個月期間內一名主要股東或一名獨立非執行董事或彼等各自之聯繫人獲授之任何購股權超逾任何時候之本公司已發行股份數目0.1%且總值（按本公司股份於授出日期之收市價計算）超逾港幣5,000,000元，必須事先經股東於股東大會上批准。

根據二零一八年購股權計劃之條款，可行使購股權之期間須：(i)由董事釐定；(ii)自授出購股權日期起12個月屆滿起（或董事可能釐定之較短期間）開始；及(iii)於任何情況下，由開始日期起計均不得長於十年。

建議授出之購股權必須於建議授出日期起計21日內按代價港幣1.00元接納。根據二零一八年購股權計劃所授出可認購股份之購股權之行使價不得低於：(i)股份於參與者獲提呈授出購股權當日（須為營業日）在聯交所日報表所列之收市價；及(ii)股份於緊接授出購股權當日前五個營業日在聯交所日報表所列之平均收市價中之較高者。

概無授權其持有人享有股息或於股東大會上投票的購股權。

25. Share Options (Continued)

The term of the 2018 Share Option Scheme is 10 years commencing on 8 June 2018 and expiring on 7 June 2028. As at the date of approval of these financial statement, the total number of shares available for issue under the 2018 Share Option Scheme was 431,030,178 shares, which represented approximately 4.28% of the issued share capital of the Company as at that date. The total number of shares issued and to be issued upon exercise of the options granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue. In addition, any share options granted to a substantial shareholder or an independent non-executive Director, or to any of their respective associates, in excess of 0.1% of the number of shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The period within which the options may be exercised in accordance with the terms of the 2018 Share Option Scheme, shall: (i) be determined by the Directors; (ii) commence on the expiration of 12 months (or such shorter period as may be determined by the Directors) from the date of grant of options; and (iii) in any event not more than 10 years from the date on which it commences.

The offer of a grant of options must be accepted within 21 days from the date of the grant at a consideration of HK\$1.00 for the grant. The exercise price of an option to subscribe for shares granted pursuant to the 2018 Share Option Scheme shall not be less than the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date on which the grant is made to a participant, which must be a business day; and (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date on which the grant is made.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

25. 購股權 (續)

於二零一九年十二月三十一日，下列根據二零零八年購股權計劃及二零一八年購股權計劃授出而尚未行使之購股權：

25. Share Options (Continued)

As at 31 December 2019, the following share options granted under the 2008 Share Option Scheme and 2018 Share Option Scheme were outstanding:

參與者姓名或類別 Name or category of participant	購股權數目 Number of share options				於 二零一九年 十二月三十一日 At 31 December 2019	授出日期 (附註3) Date of grant (Note 3)	行使期 Exercise period	本公司股份價格 Price of the Company's shares		
	於 二零一九年 一月一日 At 1 January 2019	年內授出 Granted during the year	年內行使 Exercised during the year	年內失效 Lapsed during the year				行使價 (附註4) Exercise price (Note 4)	於 授出日期 (附註5) At date of grant (Note 5)	緊接 授出日期前 Immediately before the grant date
	每股港幣 HK\$	每股港幣 HK\$	每股港幣 HK\$	每股港幣 HK\$				每股港幣 per share	每股港幣 per share	每股港幣 per share
董事 Directors										
司徒振中 Seto Gin Chung, John	10,070,000	-	-	-	10,070,000	二零一八年六月八日 (附註1) 8 June 2018	二零一九年六月八日至 二零二八年六月七日 8 June 2019 up to 7 June 2028	0.189	0.189	0.190
史習陶 Sze Tsai To, Robert	10,070,000	-	-	-	10,070,000	二零一八年六月八日 (附註1) 8 June 2018	二零一九年六月八日至 二零二八年六月七日 8 June 2019 up to 7 June 2028	0.189	0.189	0.190
石禮謙 Shek Lai Him, Abraham	10,070,000	-	-	-	10,070,000	二零一八年六月八日 (附註1) 8 June 2018	二零一九年六月八日至 二零二八年六月七日 8 June 2019 up to 7 June 2028	0.189	0.189	0.190
溫世昌 Wan Sai Cheong, Joseph	10,070,000	-	-	-	10,070,000	二零一八年六月八日 (附註1) 8 June 2018	二零一九年六月八日至 二零二八年六月七日 8 June 2019 up to 7 June 2028	0.189	0.189	0.190
黃國英 Wong Kwok Ying	72,500,000	-	-	-	72,500,000	二零一五年四月九日 (附註2) 9 April 2015	自達成以下附註6所述規定後開始， 直至二零二五年四月八日止 Commencement subject to Note 6 below and up to 8 April 2025	0.127	0.127	0.130
	112,780,000	-	-	-	112,780,000					

25. 購股權 (續)

25. Share Options (Continued)

參與者姓名或類別 Name or category of participant	購股權數目 Number of share options					授出日期 (附註3) Date of grant (Note 3)	行使期 Exercise period	本公司股份價格 Price of the Company's shares		
	於 二零一九年 一月一日	年內授出	年內行使	年內失效	於 二零一九年 十二月三十一日			行使價 (附註4) Exercise price (Note 4)	於 授出日期 (附註5) At date of grant (Note 5)	緊接 授出日期前 Immediately before the grant date
	At 1 January 2019	Granted during the year	Exercised during the year	Lapsed during the year	At 31 December 2019			每 股 港 幣 HK\$ per share	每 股 港 幣 HK\$ per share	每 股 港 幣 HK\$ per share
僱員總計 Employees in aggregate	227,500,000	-	-	-	227,500,000	二零一五年四月九日 (附註2) 9 April 2015 (Note 2)	自達成以下附註6所述規定後開始， 直至二零二五年四月八日止 Commencement subject to Note 6 below and up to 8 April 2025	0.127	0.127	0.130
	72,500,000	-	-	-	72,500,000	二零一七年 六月二十二日 (附註2) 22 June 2017 (Note 2)	自達成以下附註6所述規定後開始， 直至二零二七年六月二十一日止 Commencement subject to Note 6 below and up to 21 June 2027	0.1988	0.197	0.185
	463,233,000	-	-	-	463,233,000	二零一八年六月八日 (附註1) 8 June 2018 (Note 1)	自達成以下附註6所述規定後開始， 直至二零二八年六月七日止 Commencement subject to Note 6 below and up to 7 June 2028	0.189	0.189	0.190
	-	72,500,000	-	-	72,500,000	二零一九年 一月二十一日 (附註1) 21 January 2019 (Note 1)	自達成以下附註6所述規定後開始， 直至二零二九年一月二十日止 Commencement subject to Note 6 below and up to 20 January 2029	0.1628	0.162	0.162
	763,233,000	72,500,000	-	-	835,733,000					
董事及前董事(附註7) Directors and ex-directors (Note 7)	26,167,320	-	-	(26,167,320)	-	二零零九年 四月二十七日 (附註2) 27 April 2009 (Note 2)	二零一零年四月二十七日至 二零一九年四月二十六日 27 April 2010 up to 26 April 2019	0.35	0.35	0.340
	902,180,320	72,500,000	-	(26,167,320)	948,513,000					



25. 購股權 (續)

附註：

- (1) 有關購股權乃根據二零一八年購股權計劃授出。
- (2) 有關購股權乃根據二零零八年購股權計劃授出。
- (3) 購股權之歸屬期由授出日期起至行使期開始為止。
- (4) 購股權之行使價可予調整。
- (5) 本公司股份於授出日期的價格為於授出日期於聯交所日報表所列之股份收市價。
- (6) 購股權之歸屬期視乎參與者是否達到董事會不時設定之績效目標而定。董事會經考慮參與者對預設目標之績效及成果後，將通知參與者購股權歸屬之詳情，包括將予歸屬之購股權數目及根據購股權計劃已歸屬購股權之行使期開始日期。
- (7) 下列為於二零零九年按每股行使價港幣0.35元授出之購股權，且於二零一九年四月二十七日失效：

25. Share Options (Continued)

Notes:

- (1) The relevant share options were granted under the 2018 Share Option Scheme.
- (2) The relevant share options were granted under the 2008 Share Option Scheme.
- (3) The vesting periods of the share options run from the date of grant to the commencement of the exercise period.
- (4) The exercise price of the share options is subject to adjustments.
- (5) The price of the Company's shares at the date of grant is the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant.
- (6) The vesting of share options are subject to the participants' achievement of performance targets to be set by the Board from time to time. The Board will notify the participants, after considering the participants' performance and achievement of the pre-set targets, the details of the vesting of share options, including the number of share options to be vested and the date of commencement of the exercise period of the vested share options in accordance with the share option schemes.
- (7) The following share options were granted at an exercise price of HK\$0.35 per share in 2009 and lapsed on 27 April 2019:

	購股權數目 Number of share options
董事	Directors
司徒振中	2,464,000
史習陶	2,464,000
石禮謙	2,464,000
林鳳明	1,527,320
黃國英	4,928,000
前董事	Ex-Directors
洪克協	4,928,000
黃宜弘	2,464,000
張永銳	2,464,000
李栢榮	2,464,000
總計	26,167,320

25. 購股權 (續)

購股權之公平值為人民幣20,844,000元(二零一八年:人民幣37,268,000元),乃經考慮授出購股權所依據之條款及條件,使用二項式購股權定價模式估計。本公司於年內確認購股權扣除人民幣1,152,000元(二零一八年:開支人民幣1,835,000元)。

購股權之公平值乃使用以下假設而估計:

		二零一九年 2019	二零一八年 2018
股息率(%)	Dividend yield (%)	1.97-5.922	1.97-5.36
預期波幅(%)	Expected volatility (%)	34.17-51.66	34.17-51.29
歷史波幅(%)	Historical volatility (%)	34.17-51.66	34.17-51.29
無風險利率(%)	Risk-free interest rate (%)	1.43-2.43	1.43-2.43
行使倍數-董事	Exercise multiple – director	2.80	2.80
行使倍數-僱員	Exercise multiple – employee	2.20	2.20

購股權的預期年期未必代表可能發生的行使模式。

預期波幅反映歷史波動可反映未來趨勢的假設,而未必代表實際的結果。

計量公平值時概無列入其他購股權之特質。

25. Share Options (Continued)

The fair value of the share options was RMB20,844,000 (2018: RMB37,268,000) which was estimated using a binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The Company recognised a credit of RMB1,152,000 (2018: expense of RMB1,835,000) during the year.

The fair value of share options was estimated using the following assumptions:

The expected life of the share options is not necessarily indicative of the exercise patterns that may occur.

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options was incorporated into the measurement of fair value.



25. 購股權 (續)

於二零一九年十二月三十一日，本公司於購股權計劃下有948,513,000份未行使購股權。按本公司現時之資本架構，悉數行使尚未行使之購股權將導致發行948,513,000股本公司普通股以及產生額外股本人民幣84,797,000元及股份溢價人民幣57,778,000元（未計發行開支）。

除於二零一八年六月八日及二零一九年一月二十一日授出購股權外，本年及去年內概無購股權獲授出或行使。

於批准本財務報表日期，本公司有948,513,000份於購股權計劃項下之未行使購股權，相當於本公司於該日之已發行股份約9.4%。

26. 股份獎勵計劃

於二零一五年三月二十日，本公司董事會採納一項股份獎勵計劃（「股份獎勵計劃」），以肯定本集團主要管理人員、受僱專家及核心員工之貢獻，並向彼等提供獎勵。

股份獎勵計劃自二零一五年三月二十日（「採納日期」）起15年期間有效及具效力。根據股份獎勵計劃所獎勵的股份（「獎勵股份」）將由股份獎勵計劃的受託人（「受託人」）從公開市場獲取，或根據股東在本公司股東大會上批授的一般授權，不時從本集團所出資的現金中撥款向受託人發行及配發新股份。受託人將以信託形式代獲獎勵人士持有獎勵股份，直至該等股份根據股份獎勵計劃的條文歸屬予獲獎勵人士為止。受託人不得就根據信託所持有之任何股份行使投票權。

董事會不得進一步授予任何股份而導致董事會於該計劃的整個有效期內授予的股份總數超出本公司不時之已發行股份總數10%，而任何獲選參與者不時獲授之獎勵股份不得超出已發行股份總數1%。

25. Share Options (Continued)

As at 31 December 2019, the Company had 948,513,000 share options outstanding under the share option schemes. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 948,513,000 ordinary shares of the Company and additional share capital of RMB84,797,000 and share premium of RMB57,778,000 (before issue expenses).

Save for the grant of share options on 8 June 2018 and 21 January 2019, no options were granted or exercised during the current and last years.

At the date of approval of these financial statements, the Company had 948,513,000 share options outstanding under the share option schemes, which represented approximately 9.4% of the Company's shares in issue as at that date.

26. Share Award Scheme

On 20 March 2015, the Board of the Company adopted a share award scheme (the "Share Award Scheme") as a means to recognise the contribution of and provide incentives for the key management personnel, employed experts and core employees of the Group.

The Share Award Scheme is valid and effective for a period of 15 years from 20 March 2015 (the "Adoption Date"). The shares to be awarded under the Share Award Scheme (the "Award Shares") will either be acquired by the trustee of the Share Award Scheme (the "Trustee") from the open market or be new shares issued and allotted to the Trustee under general mandates granted by shareholders at the general meetings of the Company from time to time, both of which will be funded from cash contributed by the Group. The Trustee will hold the Award Shares in trust for the awardees until such shares are vested with the awardees in accordance with the provisions of the Share Award Scheme. The Trustee shall not exercise the voting rights in respect of any shares held under the trust.

The Board shall not make any further award of shares which will result in the aggregate number of shares awarded by the Board throughout the duration of the scheme to exceed 10% of the total number of issued shares of the Company from time to time and shall not award more than 1% of the total number of issued shares to any selected participant from time to time.

26. 股份獎勵計劃 (續)

獲獎勵人士所獲授股份須待達成董事會全權酌情釐定之條件後，按董事會全權酌情釐定之歸屬時間表歸屬。

於截至二零一九年十二月三十一日止年度，董事會議決向若干獲選參與者（並非本公司董事、主要行政人員或主要股東，亦非上述任何人士的聯繫人（定義見上市規則））授予有關62,914,000股（二零一八年：38,699,120股）股份之股份獎勵。

所授出之股份將按本公司所發出的有關授予獎勵函件內所指明的各自的比例於各有關日期歸屬。已歸屬股份將會不需任何費用轉讓予獲選參與者，惟相關交易費用及開支應由獲選參與者以承讓人身份支付。

股份獎勵數目及每股平均公平值如下：

		每股平均 公平值 Average fair value per share 港幣 HK\$	股份 獎勵數目 Number of shares awards
於二零一八年一月一日仍未行使	Outstanding at 1 January 2018	0.13	91,689,037
獲授予	Awarded	0.19	38,699,120
已歸屬	Vested	0.10	(19,436,533)
於二零一八年十二月三十一日及 二零一九年一月一日仍未行使	Outstanding at 31 December 2018 and 1 January 2019	0.16	110,951,624
獲授予	Awarded	0.14	62,914,000
已失效	Forfeited	0.13	(5,804,060)
已歸屬	Vested	0.12	(43,085,473)
於二零一九年十二月三十一日 仍未行使	Outstanding at 31 December 2019	0.14	124,976,091

截至二零一九年及二零一八年十二月三十一日止年度，所授出股份獎勵之公平值乃使用本公司股份於授出日期的收市價之公平值（即市價）估計。

26. Share Award Scheme (Continued)

The vesting of shares awarded to the awardees is subject to conditions and vesting schedules as determined by the Board in its sole discretion.

During the year ended 31 December 2019, the Board resolved to grant share awards in respect of 62,914,000 (2018: 38,699,120) shares to certain selected participants who are not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) of any of them.

The shares granted will be vested in the respective proportions and on the dates as set out in the relevant letters of grant issued by the Company. Vested shares will be transferred to the selected participants at no cost, save that transaction fees and expenses will be payable by the selected participants as transferees.

Movements in the number of share awards and their average fair value per share were as follows:

The fair value of the share awards granted during the years ended 31 December 2019 and 2018 was estimated by using the fair value (i.e. market value) of the Company's share closing price at the date of grant.



27. 儲備

本集團在本年度及過往年度之儲備金額及當中變動於綜合權益變動表內呈報。

28. 經營租賃安排

本集團根據經營租賃安排租賃若干店舖、辦公室物業及倉庫。於二零一八年，該等物業之租期商定為一至十五年不等。

於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃於未來須支付之租金最低總額如下：

27. Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

28. Operating Lease Commitments

The Group leased certain of its shops, office premises and warehouses under operating lease arrangements. In 2018, leases for properties were negotiated for terms ranging from one to fifteen years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		人民幣千元 RMB'000 (經重列) (Restated)
一年內	Within one year	228,023
第二年至第五年(包括首尾兩年)	In the second to fifth years, inclusive	489,001
超過五年	Beyond five years	190,732
		<u>907,756</u>

此外，若干店舖之經營租賃租金，乃按固定租金或根據各有關租約所載條款及條件按有關店舖銷售額釐定之或然租金兩者中之較高者作準。由於無法準確估計此等店舖之未來銷售額，故上表並無計入相關或然租金而僅計入最低租金承擔。

In addition, the operating lease rentals for certain shops are based on the higher of a fixed rental and contingent rent based on sales of these shops pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales of these shops could not be accurately determined, the relevant contingent rent had not been included above and only minimum lease commitments had been included in the above table.

29. 資本承擔

於報告期終，本集團之資本開支承擔如下：

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
已訂約但未計提： 物業、廠房及設備	Contracted, but not provided for: Property, plant and equipment	5,505	2,195

29. Capital Commitments

At the end of the reporting period, the Group had the following commitments for capital expenditure:

30. 綜合現金流量表附註

(a) 融資活動所產生之負債變動

		租賃負債 Lease liabilities 人民幣千元 RMB'000	銀行貸款 Bank loan 人民幣千元 RMB'000
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)	-	8,330
利息支出 (經重列)	Interest expense (restated)	-	44
已付利息支出 (經重列)	Interest expense paid (restated)	-	(44)
還款 (經重列)	Repayment (restated)	-	(8,330)
於二零一八年十二月三十一日 (經重列)	At 31 December 2018 (restated)	-	-
採納香港財務報告準則第16號之 影響	Effect of adoption of HKFRS 16	800,369	-
於二零一九年一月一日 (經重列)	At 1 January 2019 (restated)	800,369	-
新租賃	New leases	218,692	-
終止租賃	Termination of leases	(16,434)	-
利息支出	Interest expense	40,997	-
已付利息支出	Interest expense paid	(40,997)	-
租賃付款本金部分	Principal portion of lease payments	(213,575)	-
於二零一九年十二月三十一日	At 31 December 2019	789,052	-

30. Notes to the Consolidated Statement of Cash Flows

(a) Changes in liabilities arising from financing activities



30. 綜合現金流量表附註 (續)

(b) 重大非現金交易

年內，本集團就樓宇之租賃安排有非現金添置使用權資產及租賃負債，分別為人民幣218,692,000元及人民幣218,692,000元（二零一八年：零）。

(c) 租賃現金流量總額

計入現金流量表之租賃現金流出總額如下：

30. Notes to the Consolidated Statement of Cash Flows (Continued)

(b) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB218,692,000 and RMB218,692,000, respectively, in respect of lease arrangements for buildings (2018: Nil).

(c) Total cash flow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		二零一九年 2019 人民幣千元 RMB'000
經營業務內	Within operating activities	35,388
融資活動內	Within financing activities	254,572
於二零一九年十二月三十一日		289,960

31. 有關連人士交易

除於財務報表其他部份披露之有關連人士交易及結餘外，本集團於年內有下列向主要管理人員支付之酬金：

31. Related Party Transactions

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following compensation to key management personnel during the year:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
短期僱員福利	Short-term employee benefits	5,927	6,003
退職後福利	Post-employment benefits	121	128
以股權結算之以股份支付	Equity-settled share-based payments	(323)	(267)
向主要管理人員支付之酬金總額	Total compensation paid to key management personnel	5,725	5,864

有關董事酬金之進一步詳情載於財務報表附註8。

Further details of directors' emoluments are included in note 8 to the financial statements.

32. 按類別劃分的金融工具

於報告期終各類金融工具的賬面值如下：

二零一九年

金融資產

應收賬項	Accounts receivable	18,473	-	-	18,473
計入預付款項、按金及 其他應收賬項之金融資產	Financial assets included in prepayments, deposits and other receivables	84,009	-	-	84,009
大額存單	Deposit certificates	-	-	60,000	60,000
其他金融資產	Other financial assets	-	242,988	-	242,988
現金及現金等值物	Cash and cash equivalents	252,900	-	-	252,900
		355,382	242,988	60,000	658,370

金融負債

應付賬項	Accounts payable	129,166
計入其他應付賬項及 應計費用之金融負債	Financial liabilities included in other payables and accrued charges	110,040
租賃負債	Lease liabilities	789,052
		1,028,258

32. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

按攤銷 成本列賬之 金融資產	透過損益 按公平值 入賬之金融資	透過損益 按公平值計量 之金融資產	總計
Financial assets at amortised cost 人民幣千元 RMB'000	Financial assets at fair value through profit or loss 人民幣千元 RMB'000	Debt instruments measured at fair value through other comprehensive income 人民幣千元 RMB'000	Total 人民幣千元 RMB'000
18,473	-	-	18,473
84,009	-	-	84,009
-	-	60,000	60,000
-	242,988	-	242,988
252,900	-	-	252,900
355,382	242,988	60,000	658,370

Financial liabilities

按攤銷 成本列賬之 金融負債
Financial liabilities at amortised cost 人民幣千元 RMB'000
129,166
110,040
789,052
1,028,258



32. 按類別劃分的金融工具 (續)

32. Financial Instruments by Category (Continued)

二零一八年

2018

金融資產

Financial assets

		按攤銷成本 列賬之 金融資產 Financial assets at amortised cost 人民幣千元 RMB'000 (經重列) (Restated)	透過損益 按公平值入賬 之金融資產 Financial assets at fair value through profit or loss 人民幣千元 RMB'000 (經重列) (Restated)	總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
應收賬項	Accounts receivable	17,512	-	17,512
計入預付款項、按金及 其他應收賬項之金融資產	Financial assets included in prepayments, deposits and other receivables	78,403	-	78,403
其他金融資產	Other financial assets	-	207,023	207,023
現金及現金等值物	Cash and cash equivalents	352,660	-	352,660
		448,575	207,023	655,598

金融負債

Financial liabilities

		按攤銷成本 列賬之金融負債 Financial liabilities at amortised cost 人民幣千元 RMB'000 (經重列) (Restated)
應付賬項	Accounts payable	112,608
計入其他應付賬項及應計 費用之金融負債	Financial liabilities included in other payables and accrued charges	160,964
		273,572

33. 財務風險管理目標及政策

本集團之主要金融工具包括計息銀行貸款以及現金及短期存款。該等金融工具之主要目的是籌集資金應付本集團之營運。本集團有各類其他金融資產及負債，例如因其投資及營運而直接產生之應收賬項、其他應收賬項、其他金融資產、應付賬項、其他應付賬項及應計費用。

管理層已評估現金及現金等值物、應收賬項、應付賬項、計入預付款項、按金及其他應收賬項之金融資產以及計入其他應付賬項及應計費用之金融負債之公平值，認為其與賬面值相若。

因本集團金融工具而產生之風險主要為利率風險、外幣風險、信貸風險、流動資金風險及商品價格風險。董事會審閱和協定管理前述各項風險之政策，並簡述如下。

利率風險

本集團面對之市場利率變動風險主要是關於本集團按浮動利率計息之銀行貸款。本集團密切監察利率風險並會於需要時考慮採取措施以削減明顯的利率風險。

外幣風險

本集團主要於香港及中國內地營運，而其貨幣資產、負債及交易主要以港幣或人民幣計值。

管理層負責管理本集團之外匯風險，並將於有需要時考慮就重大外幣風險進行對沖。

本集團並無就此採納外幣對沖政策。由於港幣匯率波動所產生之匯兌差額反映於本集團權益及除稅後溢利（在適用情況下）。

33. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise an interest-bearing bank loan, and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable, other receivables, other financial assets, accounts payable, other payables and accrued charges, which arise directly from its investments and operations.

Management has assessed that the fair values of cash and cash equivalents, accounts receivable, accounts payable, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accrued charges approximate to their carrying amounts.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and commodity price risk. The board of directors reviews and agrees policies for managing each of these risks, which are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans carrying floating interest rates. The Group monitors its interest rate exposure closely and considers taking measures to reduce significant interest rate exposure, if necessary.

Foreign currency risk

The Group operates mainly in Hong Kong and Mainland China and its monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars or Renminbi.

The management monitors the Group's foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

The Group does not have a foreign currency hedging policy on it. The translation differences arising from fluctuation in the exchange rate of Hong Kong dollar are reflected in the Group's equity and profit after tax, where appropriate.



33. 財務風險管理目標及政策 (續)

外幣風險 (續)

下表列示在報告期終，在所有其他變數維持不變的情況下，本集團除稅後溢利對人民幣匯率可能出現的合理變動的敏感度。

33. Financial Risk Management Objectives and Policies (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to reasonably possible change in the Renminbi exchange rate, with all other variables held constant, of the Group's profit after tax.

		港幣匯率 上升／(下跌)	本集團除稅後 溢利增加／ (減少)
		Increase/ (decrease) in HK\$ rate	Increase/ (decrease) in the Group's profit after tax
		%	人民幣千元 RMB'000
二零一九年	2019		
倘港幣兌人民幣升值	If Hong Kong dollar strengthens against RMB	5	(6,286)
倘港幣兌人民幣貶值	If Hong Kong dollar weakens against RMB	(5)	6,286
二零一八年	2018		(經重列) (Restated)
倘港幣兌人民幣升值	If Hong Kong dollar strengthens against RMB	5	(4,054)
倘港幣兌人民幣貶值	If Hong Kong dollar weakens against RMB	(5)	4,054

信貸風險

根據本集團之政策，所有希望獲得信用期之客戶均需接受信貸審核。此外，本集團持續監察應收賬項結餘，由於實施有關政策，本集團能夠維持其壞賬在合理水平。

Credit risk

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis. With such policies in place, the Group has been able to maintain its bad debts at a reasonable level.

33. 財務風險管理目標及政策 (續)

信貸風險 (續)

下表顯示按本集團信貸政策分析信貸質素及最高信貸風險(主要以逾期資料為依據,除非可毋須付出不必要成本或努力而獲得其他資料)以及於十二月三十一日之年終階段分類。所呈報之金額為金融資產之賬面總值。

於二零一九年十二月三十一日

		12個月 預期信貸 虧損		全期預期信貸虧損		總計
		12-month ECLs		Lifetime ECLs		
		第1階段	第2階段	第3階段	簡化方法	
		Stage 1	Stage 2	Stage 3	Simplified	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
應收賬項*	Accounts receivable*	-	-	-	18,473	18,473
計入預付款項、其他應收賬項及 其他資產之金融資產	Financial assets included in prepayments, other receivables and other assets					
— 一般	— Normal	84,009	-	-	-	84,009
大額存單	Deposit certificates					
— 尚未逾期	— Not yet past due	6,000	-	-	-	6,000
現金及現金等值物	Cash and cash equivalents					
— 尚未逾期	— Not yet past due	252,900	-	-	-	252,900
		342,909	-	-	18,473	361,382

* 本集團應用簡化減值方法之應收賬項。

33. Financial Risk Management Objectives and Policies (Continued)

Credit risk (Continued)

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2019

		12個月 預期信貸 虧損		全期預期信貸虧損		總計
		12-month ECLs		Lifetime ECLs		
		第1階段	第2階段	第3階段	簡化方法	
		Stage 1	Stage 2	Stage 3	Simplified	Total
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
應收賬項*	Accounts receivable*	-	-	-	18,473	18,473
計入預付款項、其他應收賬項及 其他資產之金融資產	Financial assets included in prepayments, other receivables and other assets					
— 一般	— Normal	84,009	-	-	-	84,009
大額存單	Deposit certificates					
— 尚未逾期	— Not yet past due	6,000	-	-	-	6,000
現金及現金等值物	Cash and cash equivalents					
— 尚未逾期	— Not yet past due	252,900	-	-	-	252,900
		342,909	-	-	18,473	361,382

* For accounts receivable to which the Group applies the simplified approach for impairment.

33. 財務風險管理目標及政策 (續)

信貸風險 (續)

於二零一八年十二月三十一日

		12個月預期 信貸虧損 12-month ECLs		全期預期信貸虧損 Lifetime ECLs		總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
		第1階段 Stage 1 人民幣千元 RMB'000 (經重列) (Restated)	第2階段 Stage 2 人民幣千元 RMB'000 (經重列) (Restated)	第3階段 Stage 3 人民幣千元 RMB'000 (經重列) (Restated)	簡化方法 Simplified approach 人民幣千元 RMB'000 (經重列) (Restated)	
應收賬項*	Accounts receivable*	-	-	-	17,512	17,512
計入預付款項、其他應收賬項及 其他資產之金融資產	Financial assets included in prepayments, other receivables and other assets					
— 一般	- Normal	78,403	-	-	-	78,403
現金及現金等值物	Cash and cash equivalents					
— 尚未逾期	- Not yet past due	352,660	-	-	-	352,660
		431,063	-	-	17,512	448,575

* 本集團應用簡化減值方法之應收賬項。

有關本集團就應收賬項所承擔信貸風險之進一步定量數據，於財務報表附註17披露。

流動資金風險

本集團使用經常性流動資金規劃工具監察其資金短缺之風險。該工具考慮本集團金融工具及金融資產（例如應收賬項）及預測經營所得現金流量之到期狀況。

本集團之目標是透過運用銀行貸款應付其營運資金和資本開支需要，藉此保持資金連續性和靈活性兩者間之平衡。

於本報告期終，根據已訂約未貼現付款額釐定之本集團金融負債之到期狀況如下：

33. Financial Risk Management Objectives and Policies (Continued)

Credit risk (Continued)

As at 31 December 2018

		12個月預期 信貸虧損 12-month ECLs		全期預期信貸虧損 Lifetime ECLs		總計 Total 人民幣千元 RMB'000 (經重列) (Restated)
		第1階段 Stage 1 人民幣千元 RMB'000 (經重列) (Restated)	第2階段 Stage 2 人民幣千元 RMB'000 (經重列) (Restated)	第3階段 Stage 3 人民幣千元 RMB'000 (經重列) (Restated)	簡化方法 Simplified approach 人民幣千元 RMB'000 (經重列) (Restated)	
應收賬項*	Accounts receivable*	-	-	-	17,512	17,512
計入預付款項、其他應收賬項及 其他資產之金融資產	Financial assets included in prepayments, other receivables and other assets					
— 一般	- Normal	78,403	-	-	-	78,403
現金及現金等值物	Cash and cash equivalents					
— 尚未逾期	- Not yet past due	352,660	-	-	-	352,660
		431,063	-	-	17,512	448,575

* For accounts receivable to which the Group applies the simplified approach for impairment.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable are disclosed in note 17 to the financial statements.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g. accounts receivable) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans to meet its working capital and capital expenditure requirements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments is as follows:

33. 財務風險管理目標及政策 (續)

流動資金風險 (續)

二零一九年	2019
應付賬項	Amounts payable
計入其他應付賬項及 應計費用之金融負債	Financial liabilities included in other payables and accrued charges
租賃負債	Lease liabilities
二零一八年	2018
應付賬項	Amounts payable
計入其他應付賬項及 應計費用之金融負債	Financial liabilities included in other payables and accrued charges

33. Financial Risk Management Objectives and Policies (Continued)

Liquidity risk (Continued)

一年內 Within 1 year 人民幣千元 RMB'000	第二至五年 2 to 5 years 人民幣千元 RMB'000	超過五年 Over 5 years 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
129,166	-	-	129,166
110,040	-	-	110,040
224,177	505,614	214,058	943,849
463,383	505,614	214,058	1,183,055
112,608	-	-	112,608
160,964	-	-	160,964
273,572	-	-	273,572

商品價格風險

本集團生產產品時所使用之主要原材料包括牛肉、雞肉及豬肉。本集團須承受該等原材料價格波動之風險，而該等價格變化則受到全球以及地區供需和其他因素之影響。原料價格波動可能對本集團之財務表現造成不利影響。截至二零一九年及二零一八年十二月三十一日止年度內，本集團並無訂立任何商品衍生工具以對沖商品價格之潛在變動。

資本管理

本集團對資本管理之首要目標，便是保障本集團有能力持續經營及維持穩健之資本比率，以支持其業務運作及盡量提高股東價值。

本集團管理其資本架構並因應經濟環境變化加以調整。為維持或調整資本架構，本集團可能會調整向股東派付之股息、向股東退還資本或發行新股份。截至二零一九年及二零一八年十二月三十一日止年度內，管理資本之宗旨、政策或程序並無改變。

Commodity price risk

The major raw materials used in the production of the Group's products include beef, chicken meat and pork. The Group is exposed to fluctuations in the prices of these raw materials which are subject to global as well as regional supply and demand and other factors. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group did not enter into any commodity derivative instruments to hedge the potential commodity price changes during the years ended 31 December 2019 and 2018.

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2019 and 2018.



34. 報告期後事項

二零二零年年初爆發且成為流行病之新型冠狀病毒對中華人民共和國之商業環境造成影響，從而影響本集團之銷售表現。隨著人流量的減少，本集團的若干店舖已暫停營業。本集團已實施各項措施以盡量降低新型冠狀病毒對本集團業務以及客戶及員工的健康與安全的不利影響。本公司已於二零二零年二月二十八日及二零二零年三月二十日就上述事項作出公佈。

35. 本公司財務狀況表

有關本公司於報告期終之財務狀況表之資料載列如下：

34. Events After The Reporting Period

The outbreak of the COVID-19 pneumonia which became a pandemic at the beginning of 2020 has impacted the business environment in the People's Republic of China, and hence the sales performance of the Group. With reduced traffic, the operation of certain stores of the Group has been temporarily suspended since then. The Group has implemented various measures to minimise the adverse impact of COVID-19 on the business and the health and safety of the customers and staff of the Group. Announcements on the above were made by the Company on 28 February 2020 and 20 March 2020.

35. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		二零一九年 2019 人民幣千元 RMB'000	二零一八年 2018 人民幣千元 RMB'000 (經重列) (Restated)
非流動資產	NON-CURRENT ASSETS		
於附屬公司之投資	Investments in subsidiaries	2,844,151	2,844,151
流動資產	CURRENT ASSETS		
預付款項及其他應收賬項	Prepayments and other receivables	1,009	957
現金及現金等值物	Cash and cash equivalents	112	493
流動資產總額	Total current assets	1,121	1,450
流動負債	CURRENT LIABILITIES		
其他應付賬項及應計費用	Other payables and accrued charges	5,972	3,726
應付附屬公司款項	Amounts due to subsidiaries	118,679	53,947
流動負債總額	Total current liabilities	124,651	57,673
流動負債淨額	NET CURRENT LIABILITIES	(123,530)	(56,223)
淨資產	NET ASSETS	2,720,621	2,787,928
權益	EQUITY		
已發行股本	Issued share capital	820,284	820,284
儲備(附註)	Reserves (note)	1,900,337	1,967,644
總權益	Total equity	2,720,621	2,787,928

35. 本公司財務狀況表 (續)

附註：

本公司儲備之概要如下：

		股份溢價賬	以股份 付款儲備	繳入盈餘	匯兌儲備	累計虧損	總計
		Share premium account	Share- based payment reserve	Contributed surplus	Exchange reserve	Accumulated losses	Total
		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 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零一八年一月一日 (經重列)	At 1 January 2018 (restated)	3,166,899	19,979	13,006	21,877	(1,188,468)	2,033,293
本年溢利 (經重列)	Profit for the year (restated)	-	-	-	-	460	460
本年其他全面開支 - 匯兌差額 (經重列)	Other comprehensive expense for the year - exchange difference (restated)	-	-	-	(2,054)	-	(2,054)
本年全面收益 / (開支) 總額 (經重列)	Total comprehensive income / (expense) for the year (restated)	-	-	-	(2,054)	460	(1,594)
歸屬股份獎勵計劃之股份 (經重列)	Vesting of shares of share award scheme (restated)	-	(1,647)	-	-	(255)	(1,902)
以股權結算之以股份支付 (經重列)	Equity-settled share-based payments (restated)	-	6,883	-	-	-	6,883
二零一七年末期股息 (附註11) (經重列)	Final 2017 dividend (note 11) (restated)	(69,036)	-	-	-	-	(69,036)
於二零一八年十二月三十一日及 二零一九年一月一日 (經重列)	At 31 December 2018 and 1 January 2019 (restated)	3,097,863	25,215	13,006	19,823	(1,188,263)	1,967,644
本年虧損	Loss for the year	-	-	-	-	(14,861)	(14,861)
本年其他全面開支 - 匯兌差額	Other comprehensive expense for the year - exchange difference	-	-	-	(3,011)	-	(3,011)
本年全面開支總額	Total comprehensive expense for the year	-	-	-	(3,011)	(14,861)	(17,872)
歸屬股份獎勵計劃之股份	Vesting of shares of share award scheme	-	(3,929)	-	-	(581)	(4,510)
以股權結算之以股份支付	Equity-settled share-based payments	-	6,431	-	-	-	6,431
購股權失效	Share options lapsed	-	(4,212)	-	-	4,212	-
二零一八年末期股息 (附註11)	Final 2018 dividend (note 11)	(51,356)	-	-	-	-	(51,356)
於二零一九年十二月三十一日	At 31 December 2019	3,046,507	23,505	13,006	16,812	(1,199,493)	1,900,337

本公司之繳入盈餘乃指根據重組 (據此，本集團當時之最終控股公司合興集團有限公司 (「合興公司」) 成為本公司之全資附屬公司) 配發本公司每股面值港幣0.10元之股份之面值與於二零零八年四月二十五日 (即重組之生效日期) 合興公司及其附屬公司之綜合股東權益之差額。重組詳情載於合興公司日期為二零零八年三月十四日之計劃文件內。

35. Statement of Financial Position of the Company (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account	Share- based payment reserve	Contributed surplus	Exchange reserve	Accumulated losses	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018 (restated)		3,166,899	19,979	13,006	21,877	(1,188,468)	2,033,293
Profit for the year (restated)		-	-	-	-	460	460
Other comprehensive expense for the year - exchange difference (restated)		-	-	-	(2,054)	-	(2,054)
Total comprehensive income / (expense) for the year (restated)		-	-	-	(2,054)	460	(1,594)
Vesting of shares of share award scheme (restated)		-	(1,647)	-	-	(255)	(1,902)
Equity-settled share-based payments (restated)		-	6,883	-	-	-	6,883
Final 2017 dividend (note 11) (restated)		(69,036)	-	-	-	-	(69,036)
At 31 December 2018 and 1 January 2019 (restated)		3,097,863	25,215	13,006	19,823	(1,188,263)	1,967,644
Loss for the year		-	-	-	-	(14,861)	(14,861)
Other comprehensive expense for the year - exchange difference		-	-	-	(3,011)	-	(3,011)
Total comprehensive expense for the year		-	-	-	(3,011)	(14,861)	(17,872)
Vesting of shares of share award scheme		-	(3,929)	-	-	(581)	(4,510)
Equity-settled share-based payments		-	6,431	-	-	-	6,431
Share options lapsed		-	(4,212)	-	-	4,212	-
Final 2018 dividend (note 11)		(51,356)	-	-	-	-	(51,356)
At 31 December 2019		3,046,507	23,505	13,006	16,812	(1,199,493)	1,900,337

The Company's contributed surplus represents the difference between the nominal value of shares of HK\$0.10 each of the Company allotted under a reorganisation whereby Hop Hing Holdings Limited ("HHHL"), the then ultimate holding company of the Group, became a wholly-owned subsidiary of the Company, and the consolidated shareholders' equity of HHHL and its subsidiaries as at 25 April 2008, the date on which this reorganisation became effective. Details of this reorganisation were set out in HHHL's scheme document dated 14 March 2008.



35. 本公司財務狀況表 (續)

以股份付款儲備包括已授出但尚未行使之購股權及股份獎勵之公平值，說明見財務報表附註2.5有關以股份支付之交易之會計政策。有關金額將於相關購股權或股份獎勵獲行使時轉撥至股本，或於相關購股權或股份獎勵到期或被沒收時轉撥至保留溢利。

根據開曼群島公司法，於二零一九年十二月三十一日可分派予本公司股東之儲備淨額為人民幣1,860,020,000元（二零一八年（經重列）：人民幣1,922,606,000元），惟倘於緊隨擬分派股息日期後，本公司將可清償於日常業務過程中到期之債項時，方會進行分派。

36. 主要附屬公司詳情

本公司主要附屬公司之詳情如下：

名稱 Name	註冊成立／註冊及經營地點 Place of incorporation/ registration and operations	已發行股本／繳足股本面值 Nominal value of issued/and fully paid share capital	本公司所佔股權百分比 Percentage of equity attributable to the Company	主要業務 Principal activities
合興餐飲集團控股有限公司 Hop Hing Fast Food Group Holdings Limited	英屬維爾京群島 British Virgin Islands	46,509美元 US\$46,509	100 100	投資控股 Investment holding
北京吉野家快餐有限公司* Beijing Yoshinoya Fast Food Company Limited*	中國／中國內地 PRC/Mainland China	人民幣18,770,000元 RMB18,770,000	100 100	經營快餐店 Fast food restaurant operation
迅機投資有限公司 Champ Base Investments Limited	香港 Hong Kong	港幣1元 HK\$1	100 100	提供管理服務 Provision of management services
大連合興快餐有限公司* Dalian Hexing Fast Food Company Limited*	中國／中國內地 PRC/Mainland China	800,000美元 US\$800,000	100 100	經營快餐店 Fast food restaurant operation
哈爾濱合興餐飲管理有限公司* Harbin Hop Hing Catering Management Limited*	中國／中國內地 PRC/Mainland China	人民幣2,000,000元 RMB2,000,000	100 100	經營快餐店 Fast food restaurant operation

35. Statement of Financial Position of the Company (Continued)

The share-based payment reserve comprises the fair value of share options and share award granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.5 to the financial statements. The amount will either be transferred to share capital when the related options or share awards are exercised, or be transferred to retained profits should the related options or share awards expire or be forfeited.

Pursuant to the Companies Law of the Cayman Islands, the net amount of reserves distributable to shareholders of the Company as at 31 December 2019 was RMB1,860,020,000 (2018 (restated): RMB1,922,606,000), the distribution of which is subject to the condition that, immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

36. Particulars of Principal Subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

36. 主要附屬公司詳情 (續)

本公司主要附屬公司之詳情如下：(續)

名稱 Name	註冊成立／註冊及 經營地點 Place of incorporation/ registration and operations	已發行股本／ 繳足股本面值 Nominal value of issued/and fully paid share capital	本公司 所佔股權 百分比 Percentage of equity attributable to the Company	主要業務 Principal activities
夏域有限公司 Hawick Limited	香港 Hong Kong	港幣1,000,000元 HK\$1,000,000	100 100	投資控股 Investment holding
合興快餐中國北方投資有限公司 Hop Hing Fast Food China North Investment Company Limited	英屬維爾京群島 British Virgin Islands	1美元 US\$1	100 100	提供管理服務 Provision of management services
合興快餐有限公司 Hop Hing Fast Food Limited	香港 Hong Kong	港幣7,000,000元 HK\$7,000,000	100 100	提供管理服務 Provision of management services
合興特許有限公司 Hop Hing Franchise Limited	香港 Hong Kong	港幣1元 HK\$1	100 100	提供管理服務 Provision of management services
合興快餐投資有限公司 Hop Hing QSR Investments Limited	香港 Hong Kong	港幣1元 HK\$1	100 100	提供管理服務 Provision of management services
呼和浩特合興隆餐飲管理有限公司* HuHeHaoTe Hop Hing Catering Management Company Limited*	中國／中國內地 PRC/Mainland China	人民幣500,000元 RMB500,000	100 100	經營快餐店 Fast food restaurant operation
遼寧合興快餐有限公司* Liaoning Hop Hing Fast Food Company Limited*	中國／中國內地 PRC/Mainland China	港幣9,100,000元 HK\$9,100,000	100 100	經營快餐店 Fast food restaurant operation
天津合嘉興泰餐飲管理有限公司* Tianjin Hejia Xingtai Catering Management Company Limited*	中國／中國內地 PRC/Mainland China	人民幣500,000元 RMB500,000	100 100	投資控股及提供管理服務 Investment holding and provision of management services
天津吉食送信息科技有限公司* Tianjin Jishisong Information Technology Company Limited*	中國／中國內地 PRC/Mainland China	人民幣20,000,000元 RMB20,000,000	100 100	採購及提供管理服務 Procurement and provision of management services

* 根據中國法例註冊之外商獨資企業

* Registered as wholly-foreign-owned enterprises under PRC law

36. Particulars of Principal Subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:
(Continued)



36. 主要附屬公司詳情 (續)

本公司主要附屬公司之詳情如下：(續)

除合興餐飲集團控股有限公司外，上列所有主要附屬公司均由本公司間接持有。於截至二零一九年十二月三十一日止年度，本公司於上述附屬公司所佔股權百分比概無變動。

董事認為，上表所列之本公司附屬公司對本年度業績均有重大影響，或佔本集團淨資產之重要部份，而載列其他附屬公司之詳情將會使篇幅過於冗長。

37. 財務報表之核准

本財務報表經由董事會於二零二零年三月三十日核准及授權刊發。

36. Particulars of Principal Subsidiaries

(Continued)

Particulars of the Company's principal subsidiaries are as follows:

(Continued)

Except for Hop Hing Fast Food Group Holdings Limited, all the above principal subsidiaries are indirectly held by the Company. There was no change in the percentage of equity attributable to the Company for the above subsidiaries during the year ended 31 December 2019.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

37. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 30 March 2020.

五年財務概要 Five Year Financial Summary

過去五個財政年度之本集團已刊發的業績以及本集團資產及負債概要載列如下。

A summary of the published results and of the assets and liabilities of the Group for the last five financial years is set out below.

		截至十二月三十一日止年度 Year ended 31 December				
		二零一九年 2019	二零一八年 2018	二零一七年 2017	二零一六年 2016	二零一五年 2015
		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 RMB'000	人民幣千元 RMB'000
			(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)
業績	RESULTS					
營業額	Turnover	2,102,814	2,003,617	1,923,286	1,790,164	1,660,543
經營溢利	Profit from operating activities	193,270	152,688	209,415	151,895	76,221
融資成本	Finance costs	(41,523)	(621)	(817)	(716)	(1,221)
除稅前溢利	Profit before tax	151,747	152,067	208,598	151,179	75,000
所得稅開支	Income tax expense	(47,637)	(48,587)	(63,504)	(44,509)	(21,711)
本年溢利	Profit for the year	104,110	103,480	145,094	106,670	53,289
應佔：	Attributable to:					
本公司股權持有人	Equity holders of the Company	104,110	103,480	145,094	106,670	53,289

五年財務概要 Five Year Financial Summary



於十二月三十一日

As at 31 December

		二零一九年 2019	二零一八年 2018	二零一七年 2017	二零一六年 2016	二零一五年 2015
		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 RMB'000	人民幣千元 RMB'000
			(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)	(經重列) (Restated)
資產	ASSETS					
物業、廠房及設備	Property, plant and equipment	206,203	183,018	177,826	169,261	177,999
使用權資產	Right-of-use assets	626,080	-	-	-	-
於合營企業之投資	Investment in a joint venture	8,556	9,820	-	-	-
遞延稅項資產	Deferred tax assets	87,128	43,788	37,092	30,934	22,449
非流動預付款項及租賃按金	Non-current prepayment and rental deposits	42,526	45,968	42,998	42,126	38,502
流動資產	Current assets	835,107	796,077	763,931	636,844	459,310
資產總額	TOTAL ASSETS	1,805,600	1,078,671	1,021,847	879,165	698,260
負債	LIABILITIES					
流動負債	Current liabilities	656,698	473,680	456,607	407,004	309,121
遞延稅項負債	Deferred tax liabilities	22,666	21,108	20,618	20,759	13,771
非流動租賃負債	Non-current lease liabilities	603,075	-	-	-	-
負債總額	TOTAL LIABILITIES	1,282,439	494,788	477,225	427,763	322,892
淨資產	NET ASSETS	523,161	583,883	544,622	451,402	375,368



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合興集團控股有限公司
HOP HING GROUP HOLDINGS LIMITED





合興集團控股有限公司
HOP HING GROUP HOLDINGS LIMITED