



東瀛遊控股有限公司

EGL Holdings Company Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

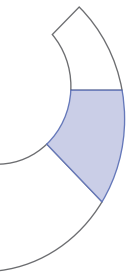
股份代號 Stock Code : 6882

2021年報

Annual Report



ENJOY GOOD LIFE



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公司資料 Corporate Information

董事會

執行董事：

袁文英 (主席)
禰國全
梁成釗
李寶芬
袁灝頤
鄭存漢

獨立非執行董事：

陳儉輝
鄧冠雄
黃麗明

審核委員會

陳儉輝 (主席)
鄧冠雄
黃麗明

提名委員會

袁文英 (主席)
李寶芬
陳儉輝
鄧冠雄
黃麗明

薪酬委員會

鄧冠雄 (主席)
袁文英
李寶芬
陳儉輝
黃麗明

風險管理委員會

陳儉輝 (主席)
梁成釗
鄧冠雄
黃麗明

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS:

Yuen Man Ying (*Chairman*)
Huen Kwok Chuen
Leung Shing Chiu
Lee Po Fun
Yuen Ho Yee
Cheang Chuen Hon

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Chan Kim Fai
Tang Koon Hung Eric
Wong Lai Ming

AUDIT COMMITTEE

Chan Kim Fai (*Chairman*)
Tang Koon Hung Eric
Wong Lai Ming

NOMINATION COMMITTEE

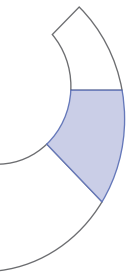
Yuen Man Ying (*Chairman*)
Lee Po Fun
Chan Kim Fai
Tang Koon Hung Eric
Wong Lai Ming

REMUNERATION COMMITTEE

Tang Koon Hung Eric (*Chairman*)
Yuen Man Ying
Lee Po Fun
Chan Kim Fai
Wong Lai Ming

RISK MANAGEMENT COMMITTEE

Chan Kim Fai (*Chairman*)
Leung Shing Chiu
Tang Koon Hung Eric
Wong Lai Ming



公司資料 Corporate Information

授權代表

袁文英
黃卓儀

公司秘書

黃卓儀

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心25樓

法律顧問

的近律師行
香港中環
遮打道18號
歷山大廈5樓

主要往來銀行

中國銀行(香港)有限公司
恒生銀行有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

主要股份過戶登記處

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

股份過戶登記處香港分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

AUTHORISED REPRESENTATIVES

Yuen Man Ying
Wong Cheuk Yee Kathy

COMPANY SECRETARY

Wong Cheuk Yee Kathy

AUDITOR

BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER

Deacons
5th Floor, Alexandra House
18 Chater Road
Central, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
The Bank of East Asia, Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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



公司資料
Corporate Information

註冊辦事處

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

香港總辦事處及主要營業地點

香港
九龍觀塘
鴻圖道83號
東瀛遊廣場15樓

股份代號

6882

公司網站

http://www.egltours.com/travel/pages/investor_relations/#chi

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

15th Floor, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

STOCK CODE

6882

COMPANY WEBSITE

http://www.egltours.com/travel/pages/investor_relations/#eng

主席報告 CHAIRMAN'S STATEMENT

ENJOY GOOD LIFE



EGL TOWER
東瀛遊廣場

主席報告 Chairman's Statement

袁文英
YUEN MAN YING
主席 Chairman



各位股東：

本人謹代表東瀛遊控股有限公司及其附屬公司向各位股東提呈本集團截至2021年12月31日止年度之全年業績。

在2019冠狀病毒病疫情及其變種病毒反覆的影響下，本集團自2020年3月中旬起，大部份旅遊業務處於近乎零收入的狀態，酒店、本地遊及零售業務貢獻有限，業績無可避免出現重大虧損。於本年度，本集團錄得總收益約44,600,000港元（2020年：249,800,000港元），較去年大幅下降82.2%，以及毛虧約29,200,000港元（2020年：12,800,000港元），較去年增加128.0%。於本年度，本公司擁有人應佔虧損約155,600,000港元（2020年：108,800,000港元）。有關業務表現之詳情可參閱下文「管理層討論與分析」一節。

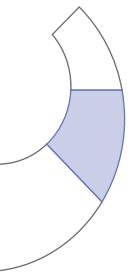
董事會不建議就本年度派付末期股息（2020年：零港元）。

Dear Shareholders,

On behalf of EGL Holdings Company Limited and its subsidiaries, I hereby present to you the annual results of the Group for the year ended 31 December 2021.

With the continuing impact of the coronavirus disease 2019 pandemic and its variants, most of the Group's travel business has had almost zero revenue since mid-March 2020, although there has been some contribution from hotels, local tours and retail business, the Group inevitably recorded significant losses. During the Year, the Group recorded total revenue of approximately HK\$44.6 million (2020: HK\$249.8 million), representing a significant decrease of 82.2% compared with last year, and the gross loss amounted to approximately HK\$29.2 million (2020: HK\$12.8 million), representing an increase of 128.0% compared with last year. During the Year, loss attributable to owners of the Company was approximately HK\$155.6 million (2020: HK\$108.8 million). For the details of our business performance, please refer to the section headed "Management Discussion and Analysis" below.

The Board does not recommend the payment of final dividend for the Year (2020: HK\$Nil).



主席報告 Chairman's Statement

業務回顧

旅遊相關業務方面，雖然境外旅遊處於停頓狀態，但是顧客的旅遊意欲不減。本集團於本年度不斷拓展新的旅遊產品，推出不同主題特色的本地一天遊，深受顧客歡迎。其中西貢萬宜水庫東壩一天遊及大嶼山大澳一天遊，因能安排旅遊專車由市區直達景點，並享用米芝蓮酒家海鮮宴及寶蓮禪寺齋宴，大獲好評。同時，Staycation住宿產品也有與香港不同級數及特色主題的酒店緊密合作，按不同季節及主題推陳出新，務求產品多元化以迎合不同顧客的需要。此外，本集團與日本旅遊局及旗下觀光部合作，於上半年推出不同主題的專機空中Skycation旅遊外，亦與星夢郵輪及皇家加勒比國際遊輪兩家公司合作無間，推出郵輪公海Seacation旅遊。為了讓顧客了解船上服務及收費計算，同時釋除對船上衛生情況的疑慮，本集團與合作公司舉辦郵輪開放日及講座，講解郵輪各項玩樂設施、特色膳食及最新防疫安排，好讓顧客盡情玩得安心放心。

商品銷售業務方面，本集團網購平台「EGL Market」雖然面對坊間有很多同類型競爭者，但因定期評估市場變化，引入新產品、精選代理產品及搜羅更多迎合客人需求的產品外，也會檢視產品的受歡迎程度作應變促銷或加大宣傳力度，所以保持一定競爭優勢。同時，為進一步擴展業務而發展實體店，於第二季在荃灣綠楊坊首間門市開始營業後，也於第四季分別在旺角MOKO新世紀廣場及葵芳新都會廣場各開設了一間期間限定門市，既可直接了解客戶需求，增加互動之餘，亦可互補線上線下服務，鼓勵客戶網上購物後，到店鋪取貨節省集團運輸成本及引導店內的顧客再次上網搜購貨品。

BUSINESS REVIEW

For our travel related business, customer desires to travel persist although outbound travel has been at a standstill. During the Year, the Group continued to develop new tourism products and introduced local one-day package tours with different thematic elements, all of which were very popular with our customers. Among them, the one-day tour to the East Dam of the High Island Reservoir in Sai Kung and the one-day tour to Tai O on Lantau Island were well-received with direct coach bus rides from the city to the tour scenic spots, seafood banquet at Michelin restaurant and vegetarian banquet at Po Lin Monastery. At the same time, the development of our Staycation products is under close co-operation with hotels of different ratings and theme features in Hong Kong, to innovate for different seasonal and theme settings, in order to diversify our products to appeal to the needs of different customers. In addition, the Group has collaborated with the Japan National Tourism Organization and its Tourism Department to launch a series of Themed Skycation in the first half of the Year, and also worked continuously with two cruise lines, Dream Cruises and Royal Caribbean International, to launch Seacation tours. In order to provide cruise customers with an understanding of onboard services and fare basis, as well as to allay concerns about hygiene conditions on board vessels, the Group and our partner companies organized open days and seminars on the various fun facilities, special meals and the latest epidemic prevention arrangements on board, so that customers can enjoy the cruise free of worries.

For our sale of merchandises business, although the Group's online shopping platform "EGL Market" has multiple competitors in the same market, the online platform maintains a competitive edge as it regularly assesses market changes, introduces new products, selects agent products and searches for more products to meet customer needs, and also reviews the popularity of products to make special promotions or to enhance marketing. At the same time, in order to further expand our business with the brick-and-mortar stores, we opened our first store in Luk Yeung Galleria in Tsuen Wan in the second quarter, and opened a pop-up store in MOKO in Mongkok and another one in Metroplaza in Kwai Fong in the fourth quarter. These stores bring face to face contact with our customers for their needs with increased interaction, mutually complementing between online and offline services, encouraging customers after shopping online to pick up their purchases at the physical stores to save the Group's transportation costs and to induce in-store customers to shop online again.

主席報告 Chairman's Statement

十二月下旬，本集團更首次參與「第19屆香港冬日美食節」。為期五天的美食節，除了以會場限定優惠價，銷售日本零食凍肉水果、馬來西亞特色手信及台灣、澳門等地的一系列人氣產品外，更打破美食節常規，在現場推介香港一天本地遊、Staycation住宿及郵輪公海Seacation旅遊等項目。同事們主動又積極投入的服務配合色彩繽紛的攤位設計，本集團的展位輕易地成為全場焦點，不論是其他展位的工作人員或是顧客均熱烈讚本集團充滿熱誠和活力，給予肯定的支持和鼓勵！

酒店業務方面，雖然疫情嚴峻令世界各地酒店業由2020年初開始大受影響，但無阻本集團的發展步伐，本集團於沖繩的「沖繩逸の彩溫泉度假酒店」已於2020年10月竣工並於同年12月正式投入營運。憑藉酒店優越的地點及有口皆碑的服務，在日本網絡搜索沖繩酒店時，該酒店之排名已於短期內升上十名以內。此外，該酒店的設計獨特，巧妙糅合沖繩的天然素材料、文化和歷史與現代的元素，充分呈現嶄新的城市度假勝地風格。負責酒店設計的公司更憑此項目，榮獲DNA Paris Design Awards 2021頒發之「Honorable Mention」榮譽獎項，又得到韓國國際設計比賽K-Design Award 2021頒發之「Grand Prize」榮譽獎項，更榮獲Hotel.com頒發9.2分之Superb的認定。

社會責任與可持續發展

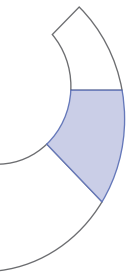
疫苗接種對香港早日回復正常社交活動及出入境旅遊是一項重要措施，本集團積極鼓勵僱員接種新冠病毒疫苗，包括發放交通費津貼及提供有薪假期。而本人更早於2021年11月初已完成三劑疫苗接種，以保護自己、家人及社區。另外，本集團亦推出「EGL東瀛遊打完針開心去旅行大抽獎」，期望鼓勵香港市民盡早接種新冠病毒疫苗，此項活動已於2021年9月中抽獎及公布結果。

In late December, the Group participated in the “19th Hong Kong Food Festival” for the first time. During the 5-day festival, in addition to selling Japanese snacks, frozen meat and fruits, Malaysian specialty souvenirs and a series of popular products from regions including Taiwan and Macau at venue discount price, the Group also unconventionally promoted our one-day local tours, Staycation accommodation and Seacation tours. With the proactive and active efforts of our staff and the colorful booth design, the Group's booth naturally became the center of attention. Other booth staff and customers have praised the Group's enthusiasm and vitality, and gave us immense support and encouragement.

For our hotel business, although hotels around the world have been affected by the severe pandemic since the beginning of 2020, the Group still witnessed progress. The construction of Okinawa Hinode Resort & Hot Spring Hotel located in Okinawa was completed in October 2020, and the hotel officially commenced operation in December of the same year. With superior location and overall acclaimed services, the ranking of the hotel ascended into the top 10 within a short period in the chart of Okinawa hotels on Japanese internet searches. Furthermore, the hotel has a unique design, in which local natural materials, culture, history and modern elements delicately blend together and perfectly showcase a new style of urban resort. For this hotel design project, the designing company has won the honors of “Honorable Mention” presented by DNA Paris Design Awards 2021 and “Grand Prize” presented by K-Design Award 2021, the international design competition sponsored by Korea and Superb score of 9.2 by Hotel.com.

SOCIAL RESPONSIBILITY AND SUSTAINABLE DEVELOPMENT

Vaccination is an important measure for Hong Kong to return to normal social activities, and for inbound and outbound tourism. The Group actively encouraged employees to inoculate with the COVID-19 vaccines, by offering transportation allowances and paid leaves. I myself have completed the three-dose vaccination in early November 2021, for the protection of myself, my family and the community. In addition, the Group launched “EGL Tours COVID-19 Vaccination Incentive Scheme Lucky Draw” to encourage Hong Kong residents to inoculate with COVID-19 vaccines as soon as possible. The lucky draw was held and the result was announced in mid-September 2021.



主席報告 Chairman's Statement

本集團亦把握政府派發「電子消費券」的機遇，提供不同的電子付款方式，支持大眾優先使用消費券，以助本集團擴展業務，帶動「EGL Market」網店及實體店銷情，鞏固大眾對集團品牌的形象。在疫情受控及將來中港兩地通關後，相信亦將有助加強公眾外遊意欲，帶動旅遊業復甦。

為尋求環境和經營所在社區的可持續性，本集團努力發掘多種創新領域，以建立綠色辦公室管理機制，並在其業務營運中加快實施節能措施。本集團於疫情期間加大力度實施可減少能源消耗的節能措施，如於維持足夠光度下減少辦公室內光管數量、縮短辦公室公眾地方照明時間、回收文具加以重用等，此等措施既可節省成本，亦可減少自然資源的耗用。同時推行了一系列的防疫措施以保障僱員及顧客，包括定時清潔消毒各分行及辦公室處所、在各辦公地點提供疫情防控物資及經常發放防疫相關資訊給予僱員。另外，本集團亦參加了由香港品質保證局舉辦的「衛生抗疫措施認證計劃」，承諾執行該認證計劃所要求的防疫措施，並且透過該局持續審核，藉以提高防疫意識，實施標準化的衛生措施以確保我們僱員和顧客的安全及社區的健康。

雖然在疫情下無法舉行大型的僱員康樂活動，但為了僱員的身心健康，本集團在遵從政府的防疫指引下，以小組形式，繼續舉辦培訓及康樂活動，讓僱員自我增值，取得他們在工作與生活間的平衡，及在疫情的緊張氣氛下得到情緒上的舒展。

In order to seize the opportunity under the “Consumption Voucher Scheme” launched by the Government, the Group has offered different ways of electronic payment in support of the public’s preferential use of the consumption vouchers, thus promoting the Group’s business expansion, stimulating sales at “EGL Market” online platform and brick-and-mortar stores, and strengthening the image of the Group’s brand with the public. It is expected that under the effective control of the COVID-19 pandemic and the future reopening of Hong Kong’s border with Mainland China, the “Consumption Voucher Scheme” would enhance the public’s desire to travel and give impetus to the recovery of tourism industry.

For the sustainability of the environment and the community in which our businesses are operated, the Group works hard towards uncovering various innovations for green office management measures, and accelerates the implementation of energy-saving measures in our business operation. During the pandemic, the Group strengthened the implementation of its energy-saving measures that could reduce energy consumption, such as reducing fluorescent lighting in the office that are beyond adequate lighting purposes, shortening the length of lighting in public areas of offices and recycling stationery. These measures could save costs and also help reduce the consumption of natural resources. At the same time, a series of epidemic prevention measures were implemented to protect employees and customers, including regular cleaning and disinfection of branches and office premises, provision of supplies for epidemic prevention and control in all office locations and regular issuance of epidemic prevention information to employees. Furthermore, the Group participates in the “Anti-Epidemic Hygiene Measures Certification Scheme” organised by the Hong Kong Quality Assurance Agency (HKQAA), and is committed to the epidemic prevention measures required by the certification scheme. Under the scheme with continuous review by HKQAA, the Group has raised the awareness of epidemic prevention and implemented standardized hygiene measures to assure the safety of our employees and customers and the health of our community.

Amid the pandemic, it is impossible to organise large-scale recreational activities for employees. However, for the sake of physical and mental health of employees, the Group continued to organise trainings and recreational activities in small groups in compliance with the government’s epidemic prevention guidelines. These activities have helped employees towards self-enrichment, achieving their work-life balance and relieving emotional pressure under tension of the pandemic.

業務展望

「EGL Market」的商品銷售業務表現理想，即使旅遊業復甦後仍會重點發展，並計劃開拓為本集團除旅遊及酒店業務以外的第三大業務，為本集團業務加添動力。此外，因應旅遊業務尚未好轉，本集團繼續落實成本控制措施以改善本集團的經營現金流量，包括人力資源重整、安排無薪假、部份僱員及董事減薪以及爭取分店處所的租金寬減等。另外，本集團會繼續接洽銀行及關連公司的財務支持，確保營運資金充足。

本人由衷感謝股東、客戶、業務夥伴、管理層及全體僱員於疫情下並肩同行，對本集團予以信心和支持。儘管疫情對本集團仍然造成嚴重衝擊，但對旅遊業復甦持審慎樂觀態度，並密切觀察疫情的發展情況，繼續堅守社會崗位，本集團已預備好在疫情改善後發揮最大潛力，為顧客帶來開心旅程。

主席兼執行董事
袁文英

香港，2022年3月25日

BUSINESS PROSPECT

The sale of merchandises business of “EGL Market” has shown satisfactory performance, and will remain as a focus of the Group even after recovery of the tourism segment. It will be developed into the third major business of the Group in addition to our tourism and hotel businesses, to add surging power to the Group's businesses. Besides, as the tourism business has yet to recover, the Group continues to implement cost control initiatives to improve operating cash flows, including human resource restructuring, arrangements of unpaid leaves, salary reductions for some employees and Directors, and seeking rent concessions for branch premises. Furthermore, the Group will continue to engage the financial support of banks and related companies, to ensure adequate working capital.

I would like to extend my sincere gratitude to shareholders, customers, business partners, the management and all employees for moving forward together amidst the pandemic, upholding confidence and offering support to the Group. Even though the pandemic has had a significant impact on the Group, we are cautiously optimistic about recovery of the tourism industry, observant in closely monitoring development of the pandemic and holding tight to our roles in the society. We are ready to provide our customers with pleasant tours to the fullest potentials immediately after the pandemic.

Yuen Man Ying
Chairman and Executive Director

Hong Kong, 25 March 2022

管理層討論與分析
MANAGEMENT
DISCUSSION AND
ANALYSIS



ENJOY GOOD LIFE

管理層討論與分析 Management Discussion and Analysis



集團概覽

COVID-19疫情籠罩的陰霾下，本集團的大部分主要業務自2020年3月中旬起煞停至今。於本年度，本集團的收益減少至約44,600,000港元（2020年：249,800,000港元），跌幅為82.2%。毛虧約29,200,000港元（2020年：12,800,000港元），增幅為128.0%。本公司擁有人應佔虧損約155,600,000港元（2020年：108,800,000港元）。

於2021年，本公司擁有人應佔虧損的每股基本虧損為30.98港仙（2020年：21.65港仙）。

GROUP OVERVIEW

Under the adverse impact of the COVID-19 pandemic, most of the Group's main businesses have been halted since mid-March 2020. During the Year, revenue of the Group decreased to approximately HK\$44.6 million (2020: HK\$249.8 million), representing a decrease of 82.2%. Gross loss was approximately HK\$29.2 million (2020: HK\$12.8 million), representing an increase of 128.0%. Loss attributable to owners of the Company was approximately HK\$155.6 million (2020: HK\$108.8 million).

Basic loss per share for loss attributable to owners of the Company for 2021 was HK30.98 cents (2020: HK21.65 cents).

管理層討論與分析 Management Discussion and Analysis

業務概覽

本集團主要業務包括提供旅行團、自由行產品、輔助性旅行相關產品及服務與商品銷售，以及擁有、開發及經營酒店業務。

年度各業務分類的收益及毛(虧)/利載列如下：

BUSINESS OVERVIEW

The principal activities of the Group comprise provision of package tours, FIT Products, ancillary travel related products and services and sale of merchandises as well as the ownership, development and management of hotel business.

Revenue and gross (loss)/profit from various business categories for the years are set out as follows:

		2021			2020 (經重列) (Restated)		
		收益	毛(虧) /利	毛利率	收益	毛(虧) /利	毛利率
		Gross (loss)/ profit	Gross profit	Gross margin	Gross (loss)/ profit	Gross profit	Gross margin
		Revenue 千港元 HK\$'000	profit 千港元 HK\$'000	margin 百分比 %	Revenue 千港元 HK\$'000	profit 千港元 HK\$'000	margin 百分比 %
旅行團	Package tours	7,734	1,549	20.0	216,246	13,583	6.3
自由行產品及輔助性旅行 相關產品及服務 ⁽¹⁾	FIT Products and ancillary travel related products and services ⁽¹⁾	5,234	3,386	64.7	16,701	10,341	61.9
商品銷售 ⁽¹⁾	Sale of merchandises ⁽¹⁾	17,504	3,973	22.7	7,418	1,541	20.8
酒店營運 ⁽²⁾	Hotel operation ⁽²⁾	14,106	(38,085)	-270.0	9,406	(38,260)	-406.8
總計⁽²⁾	Total⁽²⁾	44,578	(29,177)	-65.5	249,771	(12,795)	-5.1

⁽¹⁾ 比較數字已重新分類以符合本年度之呈列方式，相應比率也因而重新計算。

⁽²⁾ 計算毛利/毛虧時，銷售成本已重新定義以包括酒店營運產生之物業、廠房及設備折舊之適當部分。

⁽¹⁾ Comparative figures have been reclassified to conform to the presentation of the current year and the corresponding ratios were re-calculated accordingly.

⁽²⁾ In calculating gross profit/loss, cost of sales is re-defined to include an appropriate portion of depreciation of property, plant and equipment derived from hotel operation.

管理層討論與分析 Management Discussion and Analysis

旅行團

COVID-19疫情籠罩的陰霾下，大部分旅行團自2020年3月中旬起停業至今。於本年度，旅行團涵蓋香港本地團及自澳門出發至中國內地的出境團。收益約7,700,000港元（2020年：216,200,000港元），跌幅為96.4%及貢獻本集團收益總額17.3%（2020年：86.6%）。毛利約1,500,000港元（2020年：13,600,000港元），跌幅為88.6%。

自由行產品及輔助性旅行相關產品及服務

自由行產品及輔助性旅行相關產品及服務收益主要為銷售機票、酒店住宿、公共交通票、主題公園門票收入、旅行保險售賣服務的佣金收入，以及就向日本的紀念品及商品供應商提供的匯款服務收取的手續費。

商品銷售業務（包括「EGL Market」網上購物平台）乃於2020年年報內歸為此分類。於本年度，該業務線被分離，並分類為獨立類別，即「商品銷售」。由於本年度內重新分類，比較數字因而相應地進行調整。

於本年度，因應許多國家實施的旅遊限制及邊境措施，大部分自由行產品及輔助性旅行相關產品及服務的銷售亦隨之而暫停。收益約5,200,000港元（2020年：16,700,000港元），跌幅為68.7%及貢獻本集團收益總額11.7%（2020年：6.7%）。毛利約3,400,000港元（2020年：10,300,000港元），跌幅為67.3%。

PACKAGE TOURS

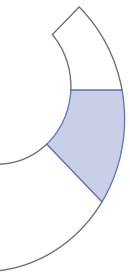
Under the adverse impact of the COVID-19 pandemic, most package tours have been suspended since mid-March 2020. During the Year, package tours consisted of local tours in Hong Kong and outbound tours departing from Macau to Mainland China. Revenue amounted to approximately HK\$7.7 million (2020: HK\$216.2 million), representing a decrease of 96.4% and contributing 17.3% to the Group's total revenue (2020: 86.6%). Gross profit amounted to approximately HK\$1.5 million (2020: HK\$13.6 million), representing a decrease of 88.6%.

FIT PRODUCTS AND ANCILLARY TRAVEL RELATED PRODUCTS AND SERVICES

Revenue from FIT Products and ancillary travel related products and services mainly represents income from sale of air tickets, hotel accommodation, public transportation tickets, theme park admission tickets, commission income from travel insurance services and handling fees from remittance services provided to souvenir and merchandise suppliers in Japan.

The sale of merchandises business, composed of the online shopping platform "EGL Market", was grouped into this category in the 2020 annual report. During the Year, this business line was detached and classified as a separate category, namely "sale of merchandises". As a result of re-classification during the Year, comparative figures were therefore adjusted accordingly.

During the Year, most sales of FIT Products and ancillary travel related products and services were brought to a stop because of travel restrictions and border measures imposed by many countries. Revenue amounted to approximately HK\$5.2 million (2020: HK\$16.7 million), representing a decrease of 68.7% and contributing to 11.7% to the Group's total revenue (2020: 6.7%). Gross profit amounted to approximately HK\$3.4 million (2020: HK\$10.3 million), representing a decrease of 67.3%.



管理層討論與分析 Management Discussion and Analysis

商品銷售

為應對不利境況，本集團於2020年全新推出「EGL Market」網上購物平台，蒐羅環球手信，提供自取及送貨服務。於本年度，在荃灣開設一家實體零售門店及分別在旺角及葵芳各開設一家期間限定門店。由於商品銷售業務於本年度內被分離及分類為獨立類別，比較數字因而相應地進行調整。

於本年度，收益約17,500,000港元（2020年：7,400,000港元），增幅為136.0%及貢獻本集團收益總額39.3%（2020年：3.0%）。毛利約4,000,000港元（2020年：1,500,000港元），增幅為157.8%。

酒店營運

本集團首家酒店「大阪逸の彩酒店」為全球客戶提供優質的酒店服務。酒店內有354間客房可容納691名客戶，並毗連溫泉浴大樓。因受COVID-19疫情爆發的影響，酒店營運自2020年3月中旬起幾近暫停。本年度酒店入住率進一步下跌至1.0%（2020年：8.0%）。

本集團第二家酒店「沖繩逸の彩溫泉度假酒店」已於2020年12月開始營運，為全球客戶提供優質的酒店服務。酒店內有201間客房可容納480名客戶，並帶有戶外溫泉及泳池等設施。同樣受COVID-19疫情爆發的影響，本年度酒店客房入住率為23.2%。

酒店營運的收益主要為租賃酒店客房所產生的收入。於本年度，收益約14,100,000港元（2020年：9,400,000港元），增幅為50.0%及貢獻本集團收益總額的31.6%（2020年：3.8%）。毛虧約38,100,000港元（2020年：38,300,000港元），減少0.5%。

SALE OF MERCHANDISES

To cope with adverse circumstances, the Group launched a brand-new online shopping platform, "EGL Market", in 2020 where souvenir product items around the world are available for customer self-pickup and delivery services. During the Year, a brick-and-mortar retail shop in Tsuen Wan and a pop-up store in Mongkok and another in Kwai Fong respectively were opened. As sale of merchandises business was detached and classified as a separate segment during the Year, comparative figures were therefore adjusted accordingly.

During the Year, revenue amounted to approximately HK\$17.5 million (2020: HK\$7.4 million), representing an increase of 136.0% and contributing 39.3% to the Group's total revenue (2020: 3.0%). Gross profit amounted to approximately HK\$4.0 million (2020: HK\$1.5 million), representing an increase of 157.8%.

HOTEL OPERATION

Osaka Hinode Hotel, the Group's first hotel, provides quality hospitality services for guests from all over the world. The hotel has a capacity of 354 rooms for 691 guests with a hot spring bath building adjacent to it. Impacted by outbreak of the COVID-19 pandemic, its operation has almost been suspended since mid-March 2020. The hotel's occupancy rate for the Year further dropped to 1.0% (2020: 8.0%).

Okinawa Hinode Resort & Hot Spring Hotel, the Group's second hotel, started its operation in December 2020. It provides quality hospitality services for guests from all over the world and has a capacity of 201 rooms for 480 guests with the facilities ranging from outdoor hot spring to swimming pool. Also impacted by outbreak of the COVID-19 pandemic, the hotel room occupancy rate for the Year was 23.2%.

Revenue from hotel operation mainly represents income generated from letting the hotel rooms. During the Year, the revenue amounted to approximately HK\$14.1 million (2020: HK\$9.4 million), representing an increase of 50.0% and contributing to 31.6% to the Group's total revenue (2020: 3.8%). Gross loss amounted to approximately HK\$38.1 million (2020: HK\$38.3 million), representing a decrease of 0.5%.

管理層討論與分析 Management Discussion and Analysis

酒店營運的毛利／毛虧已重新定義以包括酒店營運產生之物業、廠房及設備折舊之適當部分。比較數字及比較毛利率因而相應地進行調整。

Gross profit/loss of hotel operation is re-defined to include an appropriate portion of depreciation of property, plant and equipment derived from hotel operation. Comparative figure and comparative gross profit margin were therefore adjusted accordingly.

財務回顧

主要財務比率

FINANCIAL REVIEW

KEY FINANCIAL RATIOS

		2021	2020
毛利率 ⁽¹⁾	Gross profit margin ⁽¹⁾	-65.5%	-5.1%
經營利潤率	Operating profit margin	-413.8%	-57.1%
淨利率 ⁽²⁾	Net profit margin ⁽²⁾	-349.1%	-43.5%
利息覆蓋率	Interest coverage ratio	-12.4 倍times	-20.4 倍times
總資產回報率 ⁽²⁾	Return on total assets ⁽²⁾	-17.2%	-10.3%
本公司擁有人 應佔權益回報率 ⁽²⁾	Return on equity attributable to owners of the Company ⁽²⁾	-125.6%	-43.1%
流動比率	Current ratio	0.6 倍time	0.7 倍time
槓桿比率	Gearing ratio		
總借款除以總資產	Total borrowings over total assets	76.6%	64.2%
淨債務除以股東權益	Net debts over equity	493.0%	252.3%

⁽¹⁾ 若干比較數字已重新分類以符合本年度之呈列方式，相應比率也因而重新計算。

⁽¹⁾ Certain comparative figure has been reclassified to conform to the presentation of the current year and the corresponding ratio was re-calculated accordingly.

⁽²⁾ 溢利／虧損於計算上指本公司擁有人應佔溢利／虧損。

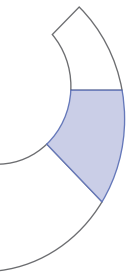
⁽²⁾ Profit/loss in calculation refers to the profit/loss attributable to owners of the Company.

收益及毛利

請參閱上文「管理層討論與分析－業務概覽」分節有關本集團收益及毛利的討論。

REVENUE AND GROSS PROFIT

Please refer to the discussion on the Group's revenue and gross profit in the sub-section headed "Management Discussion and Analysis – Business Overview" above.



管理層討論與分析 Management Discussion and Analysis

銷售開支

前線僱員成本構成本集團銷售開支的主要部分。銷售開支約29,100,000港元（2020年：38,600,000港元），減幅為24.7%。儘管位於沖繩的酒店於2020年12月開始營運，但有關開支減少是由於本集團的節約成本措施，包括無薪假期、減薪及人力資源重組。

行政開支

僱員成本、董事薪酬、租金、差餉及管理費以及物業、廠房及設備的折舊構成本集團行政開支的主要部分。於本年度，行政開支已重新定義以排除酒店營運產生之物業、廠房及設備折舊之適當部分。比較數字因而相應地進行調整。此外，綜合財務報表附註8所披露2020年約1,300,000港元的行政開支已重新定義為其他經營開支，以與本年度呈列一致。

行政開支約103,600,000港元（2020年：103,300,000港元），增幅為0.3%。儘管本集團已採取多項節約成本措施，但由於沖繩的酒店於2020年12月開始營運，有關開支輕微增加。

其他經營開支

其他經營開支約33,500,000港元（2020年：1,300,000港元）。其增加約32,200,000港元主要是由於本年度撇銷向一家航空公司預訂飛機座位的預付款約33,500,000港元。

SELLING EXPENSES

Frontline employee costs contributed the majority of selling expenses of the Group. Selling expenses amounted to approximately HK\$29.1 million (2020: HK\$38.6 million), representing a decrease of 24.7%. Although the hotel in Okinawa started its operation in December 2020, such expenses decreased because of our Group's cost-saving actions, including no-pay leaves, salary reductions and manpower re-structuring.

ADMINISTRATIVE EXPENSES

Employee costs, directors' remuneration, rent, rates and management fee and depreciation on property, plant and equipment contributed the majority of administrative expenses of the Group. During the Year, administrative expenses are re-defined to exclude an appropriate portion of depreciation of property, plant and equipment derived from hotel operation. Comparative figure was therefore adjusted accordingly. Also, administrative expenses of approximately HK\$1.3 million in year 2020 as disclosed in note 8 in the consolidated financial statements are re-defined to be other operating expenses in order to confirm with current year presentation.

Administrative expenses amounted to approximately HK\$103.6 million (2020: HK\$103.3 million), representing an increase of 0.3%. Although our Group has implemented various cost-saving actions, such expenses slightly increased because the hotel in Okinawa started its operation in December 2020.

OTHER OPERATING EXPENSES

Other operating expenses amounted to approximately HK\$33.5 million (2020: HK\$1.3 million). The increase of approximately HK\$32.2 million was mainly due to the written off of prepayments for booking aircraft seats with an airline in the amount of approximately HK\$33.5 million in the Year.

管理層討論與分析 Management Discussion and Analysis

融資成本

截至2020年12月31日止年度，用於興建「沖繩逸の彩溫泉度假酒店」之銀行借款產生估算利息約1,000,000港元（相當於約13,300,000日圓），均於在建工程中予以資本化。酒店樓宇於2020年10月落成後，該等估算利息隨後轉至物業、廠房及設備。本年度內並無錄得估算利息。

用於撥付建設及裝修酒店樓宇及溫泉浴大樓、購買旅遊巴士及旅遊相關業務日常營運之銀行借款產生融資成本約4,700,000港元（2020年：於資本化上述估算利息後為4,000,000港元）。

於2020年12月31日，來自一家關連公司大寶行的總計200,000,000港元的三筆貸款（均為無抵押、免息並須按要求償還）分類為流動負債。於2021年3月18日，大寶行就該等貸款協議各自的按要求償還條款發出三份豁免書。因此，該等貸款變更為須於2026年1月1日償還並重新分類為非流動負債。於2021年4月1日，該等貸款中的第三筆貸款根據補充協議變更為計息。此外，分別於2021年4月及2021年11月自大寶行獲得另兩筆無抵押及計息貸款40,000,000港元及80,000,000港元。該兩筆貸款亦須於2026年1月1日償還。基於貼現現金流量，本年度該五筆貸款產生融資成本約7,800,000港元（2020年：無）。

本集團於2019年1月1日採納香港財務報告準則第16號「租賃」後，本年度租賃負債所產生的融資成本約1,900,000港元（2020年：2,600,000港元）。

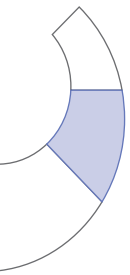
FINANCE COSTS

For the year ended 31 December 2020, imputed interests of approximately HK\$1.0 million (equivalent to approximately JPY13.3 million), incurred on the bank borrowings for construction of Okinawa Hinode Resort and Hot Spring Hotel, were capitalised into construction in progress. Upon the completion of the hotel building in October 2020, these imputed interests were transferred thereupon to property, plant and equipment. No imputed interests were recorded during the Year.

Finance costs of approximately HK\$4.7 million (2020: HK\$4.0 million after capitalisation of the above-mentioned imputed interests) was incurred on the bank borrowings which were used to finance the construction and decoration of hotel buildings and hot spring bath building, acquisition of travel buses and daily operations of travel related business.

As at 31 December 2020, three loans of HK\$200.0 million in total from a related company, Great Port, which were unsecured, interest-free and repayable on demand, were classified as current liabilities. On 18 March 2021, Great Port issued three waiver letters with respect to the demand clause in each of the loan agreement. As such these loans became payable on 1 January 2026 and were reclassified as non-current liabilities. The third loan of the three loans was changed to interest bearing in accordance with a supplemental agreement on 1 April 2021. Furthermore, two additional unsecured and interest-bearing loans of HK\$40.0 million and HK\$80.0 million were obtained from Great Port in April 2021 and in November 2021 respectively. These two loans are also repayable on 1 January 2026. Based on discounted cash flows, finance costs of approximately HK\$7.8 million (2020: Nil) were incurred by these five loans during the Year.

Following the adoption of HKFRS 16 “Leases” by the Group on 1 January 2019, finance costs incurred on lease liabilities during the Year amounted to approximately HK\$1.9 million (2020: HK\$2.6 million).



管理層討論與分析 Management Discussion and Analysis

所得稅抵免

本集團於本年度的所得稅抵免約42,900,000港元（2020年：39,900,000港元）。其增加約3,000,000港元主要是由於遞延稅項抵免增加。

利息覆蓋率

本集團於本年度錄得的利息覆蓋率為-12.4倍（2020年：-20.4倍）。負利息覆蓋率降低乃主要由於融資成本及稅項前經營虧損的增長高於融資成本增長。

利息覆蓋率定義為融資成本及稅項前溢利／虧損除以融資成本。

毛利率、經營利潤率及淨利率

有關毛利率、經營利潤率及淨利率的變動，請參閱上文「管理層討論與分析－業務概覽」分節已討論之因素。

計算毛利／毛虧時，銷售成本已重新定義以包括酒店營運產生之物業、廠房及設備折舊之適當部分。毛利率的比較數字因而相應地重新計算。

為計算經營利潤率，經營溢利／虧損定義為融資成本及稅項前溢利／虧損。

流動比率

於2021年12月31日，本集團的流動比率為0.6倍（於2020年12月31日：0.7倍）。儘管關連公司貸款減少200,000,000港元（因為該等貸款已於本年度重新分類至非流動負債），但有關影響被銀行貸款的短期部份增加及訂金、預付款及其他應收賬的減少所抵銷。

INCOME TAX CREDIT

The income tax credit of the Group during the Year amounted to approximately HK\$42.9 million (2020: HK\$39.9 million). Its increase of approximately HK\$3.0 million was mainly resulted from the increase in deferred tax credit.

INTEREST COVERAGE RATIO

Interest coverage ratio of the Group for the Year was recorded at -12.4 times (2020: -20.4 times). The decrease in negative interest coverage ratio was mainly resulted from the increase in operating loss before finance costs and taxation being greater than the increase in finance costs.

Interest coverage ratio is defined to be dividing profit/loss before finance costs and taxation by finance costs.

GROSS PROFIT MARGIN, OPERATING PROFIT MARGIN AND NET PROFIT MARGIN

For the changes in gross profit margin, operating profit margin and net profit margin, please refer to the factors already discussed in the sub-section headed “Management Discussion and Analysis – Business Overview” above.

In calculating gross profit/loss, cost of sales is re-defined to include an appropriate portion of depreciation of property, plant and equipment derived from hotel operation. Comparative figure of gross profit margin was therefore re-calculated accordingly.

Operating profit/loss is defined to be profit/loss before finance costs and taxation for calculating operating profit margin.

CURRENT RATIO

As at 31 December 2021, the Group's current ratio was 0.6 time (as at 31 December 2020: 0.7 time). Although there was a decrease in loans from a related company of HK\$200.0 million because such loans have been re-classified to non-current liabilities in the Year, the effect was offset by an increase in short term portion of bank borrowings and a decrease in deposit, prepayments and other receivables.

管理層討論與分析
Management Discussion and Analysis

槓桿比率

GEARING RATIO

		2021 千港元 HK\$'000	2020 千港元 HK\$'000	增加/ (減少) Increase/ (Decrease) 千港元 HK\$'000
槓桿比率—總借款 除以總資產	Gearing ratio – Total borrowings over total assets			
銀行借款	Bank borrowings	420,118	476,796	(56,678)
關連公司貸款	Loans from a related company	272,874	200,000	72,874
總借款 (附註a)	Total borrowings (note a)	692,992	676,796	16,196
總資產	Total assets	905,115	1,053,511	(148,396)
槓桿比率	Gearing ratio	76.6%	64.2%	12.4 個百分點 percentage points
槓桿比率—淨債務除以股東權益	Gearing ratio – Net debts over equity			
總借款 (附註a)	Total borrowings (note a)	692,992	676,796	16,196
租賃負債	Lease liabilities	47,902	59,288	(11,386)
總債務 (附註b)	Total debts (note b)	740,894	736,084	4,810
減：銀行存款及庫存現金	Less: Cash at banks and on hand	(130,133)	(98,787)	(31,346)
		610,761	637,297	(26,536)
股東權益 (附註c)	Equity (note c)	123,897	252,583	(128,686)
槓桿比率	Gearing ratio	493.0%	252.3%	240.7 個百分點 percentage points

附註：

Notes:

(a) 總借款包括銀行借款及關連公司貸款。

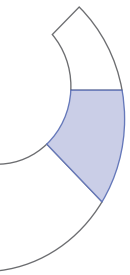
(a) Total borrowings comprise bank borrowings and loans from a related company.

(b) 總債務包括銀行借款、關連公司貸款及租賃負債。

(b) Total debts comprise bank borrowings, loans from a related company and lease liabilities.

(c) 股東權益包括所有本公司擁有人應佔資本及儲備。

(c) Equity comprises all capital and reserves attributable to owners of the Company.



管理層討論與分析 Management Discussion and Analysis

槓桿比率－總借款除以總資產的增加主要是由於訂金、預付款及其他應收賬減少約78,800,000港元以及因折舊及本年度末換算匯率較低而導致物業、廠房及設備減少約123,900,000港元所致。

The increase in gearing ratio – total borrowings over total assets was mainly attributable to the decrease in deposits, prepayments and other receivables of approximately HK\$78.8 million and the decrease in property, plant and equipment of approximately HK\$123.9 million because of depreciation and lower exchange rate for conversion as at current year end.

槓桿比率－淨債務除以股東權益的增加主要是由於股東權益減少約128,700,000港元所致。

The increase in gearing ratio – net debts over equity was mainly attributable to the decrease in equity of approximately HK\$128.7 million.

總資產回報率及本公司擁有人應佔權益回報率

RETURN ON TOTAL ASSETS AND RETURN ON EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY

於本年度，總資產回報率及本公司擁有人應佔權益回報率分別為-17.2%（2020年：-10.3%）及-125.6%（2020年：-43.1%）。負總資產回報率及負權益回報率增加主要是由於本集團於本年度產生較大虧損及總資產及權益相應減少所致。

Return on total assets and return on equity attributable to owners of the Company during the Year were -17.2% (2020: -10.3%) and -125.6% (2020: -43.1%) respectively. The increase in negative return on total assets and negative return on equity were mainly due to the fact that the Group suffered from a greater loss for the Year and the total assets and equity decreased accordingly.

資本結構、流動資金與財務資源

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

就2017年10月竣工的「大阪逸の彩酒店」而言，於2021年12月31日銀行借款之賬面值約2,837,200,000日圓（相當於約190,500,000港元）（於2020年12月31日：2,836,500,000日圓（相當於約211,900,000港元））。

Regarding the construction of Osaka Hinode Hotel completed in October 2017, the carrying amount of the bank borrowings as at 31 December 2021 amounted to approximately JPY2,837.2 million (equivalent to approximately HK\$190.5 million) (as at 31 December 2020: JPY2,836.5 million (equivalent to approximately HK\$211.9 million)).

就2019年3月竣工的大阪溫泉浴大樓而言，於2021年12月31日銀行借款之賬面值為446,800,000日圓（相當於約30,000,000港元）（於2020年12月31日：446,700,000日圓（相當於約33,300,000港元））。

For the construction of hot spring bath building in Osaka completed in March 2019, the carrying amount of the bank borrowings as at 31 December 2021 amounted to JPY446.8 million (equivalent to approximately HK\$30.0 million) (as at 31 December 2020: JPY446.7 million (equivalent to approximately HK\$33.3 million)).

就2020年10月竣工的「沖繩逸の彩溫泉度假酒店」而言，於2021年12月31日銀行借款之賬面值約2,800,400,000日圓（相當於約188,100,000港元）（於2020年12月31日：2,913,900,000日圓（相當於約217,700,000港元））。

With respect to the construction of Okinawa Hinode Resort & Hot Spring Hotel completed in October 2020, the carrying amount of the bank borrowings as at 31 December 2021 amounted to approximately JPY2,800.4 million (equivalent to approximately HK\$188.1 million) (as at 31 December 2020: JPY2,913.9 million (equivalent to approximately HK\$217.7 million)).

管理層討論與分析 Management Discussion and Analysis

就2017年購買的五輛旅遊巴士而言，於2021年12月31日銀行借款之賬面值約51,900,000日圓（相當於約3,500,000港元）（於2020年12月31日：51,800,000日圓（相當於約3,900,000港元））。

就為滿足旅遊相關業務營運所需的營運資金需求而提取的銀行借款而言，於2021年12月31日之賬面值為8,000,000港元（於2020年12月31日：10,000,000港元）。

於2020年已從關連公司大寶行獲取三筆無抵押及免息貸款合共200,000,000港元。貸款協議中載有按求償還條款，故該等貸款於2020年12月31日被分類為流動負債。於2021年3月18日，大寶行就按求償還條款發出三份豁免書。因此，該等貸款其後重新分類為非流動負債。在該三筆貸款之中，第一及第二筆貸款仍為無抵押及免息，於2021年12月31日之賬面值約132,100,000港元（於2020年12月31日：160,000,000港元）。於2021年4月1日簽署補充協議的第三筆貸款成為無抵押及計息。於2021年12月31日之賬面值約35,100,000港元（於2020年12月31日：40,000,000港元）。

此外，於2021年4月1日及2021年11月29日，第四筆貸款40,000,000港元及第五筆貸款80,000,000港元均由大寶行借出並已被提取。兩筆貸款均為無抵押、計息及須於2026年1月1日償還。該兩筆貸款於2021年12月31日之賬面值總計約105,700,000港元（於2020年12月31日：無）。

除上述項目外，本集團以其本身資本為其營運提供資金，於2021年12月31日本公司擁有人應佔權益總額約123,900,000港元（於2020年12月31日：252,600,000港元）。於2021年12月31日，本集團銀行存款及庫存現金約130,100,000港元（於2020年12月31日：98,800,000港元）。銀行存款及庫存現金主要以港元計值，約佔77.8%（於2020年12月31日：55.8%）、日圓約佔15.6%（於2020年12月31日：31.0%）、美元約佔0.5%（於2020年12月31日：3.8%）、歐元約佔1.1%（於2020年12月31日：1.5%）及人民幣約佔0.6%（於2020年12月31日：2.1%）。

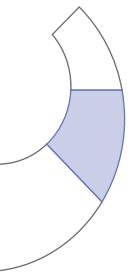
With regard to the acquisition of five travel buses in 2017, the carrying amount of the bank borrowing as at 31 December 2021 amounted to approximately JPY51.9 million (equivalent to approximately HK\$3.5 million) (as at 31 December 2020: JPY51.8 million (equivalent to approximately HK\$3.9 million)).

In respect of the bank borrowing withdrawn to meet the needs of working capital for travel related business operation, the carrying amount as at 31 December 2021 amounted to HK\$8.0 million (as at 31 December 2020: HK\$10.0 million).

Three unsecured and interest-free loans of HK\$200.0 million in total were obtained from the related company, Great Port, in 2020. With the repayment on demand clause in the loan agreements, these loans were classified as current liabilities as at 31 December 2020. On 18 March 2021, Great Port issued three waiver letters in respect of demand clauses and thus those loans have been reclassified as non-current liabilities thereafter. Among these three loans, the first and second loans remained as unsecured and interest-free and the carrying amount was approximately HK\$132.1 million as at 31 December 2021 (as at 31 December 2020: HK\$160.0 million). The third loan with supplemental agreement signed on 1 April 2021 became unsecured and interest-bearing. The carrying amount was approximately HK\$35.1 million as at 31 December 2021 (as at 31 December 2020: HK\$40.0 million).

Moreover, both the fourth loan of HK\$40.0 million and the fifth loan of HK\$80.0 million were granted by Great Port and withdrawn on 1 April 2021 and 29 November 2021 respectively. Both loans are unsecured, interest-bearing and repayable on 1 January 2026. The carrying amount of these two loans amounted to approximately HK\$105.7 million in total as at 31 December 2021 (as at 31 December 2020: Nil).

Other than the above, the Group financed its operation with its own capital, with the total equity attributable to owners of the Company as at 31 December 2021 amounted to approximately HK\$123.9 million (as at 31 December 2020: HK\$252.6 million). As at 31 December 2021, the Group's cash at banks and on hand amounted to approximately HK\$130.1 million (as at 31 December 2020: HK\$98.8 million). Cash at banks and on hand were mainly denominated in Hong Kong dollar accounting for approximately 77.8% (as at 31 December 2020: 55.8%), JPY accounting for approximately 15.6% (as at 31 December 2020: 31.0%), United States dollar accounting for approximately 0.5% (as at 31 December 2020: 3.8%), Euro accounting for approximately 1.1% (as at 31 December 2020: 1.5%), and Renminbi accounting for approximately 0.6% (as at 31 December 2020: 2.1%).



管理層討論與分析 Management Discussion and Analysis

資產抵押

於2021年12月31日，「沖繩逸の彩溫泉度假酒店」、「大阪逸の彩酒店」及溫泉浴大樓的物業、廠房及設備、及旅遊巴士、及於日本之若干抵押銀行結餘共約500,300,000港元(於2020年12月31日：565,900,000港元)已就「管理層討論與分析－財務回顧－資本結構、流動資金與財務資源」分節內所述於日本之銀行借款作出抵押。

此外，於2021年12月31日，本集團已抵押銀行存款約8,300,000港元(於2020年12月31日：8,600,000港元)。除上文所述於日本之該等抵押銀行結餘外，大部分抵押銀行存款乃抵押予香港及澳門的若干持牌銀行以取得代表本集團向若干第三方出具的擔保函。連同本公司提供之企業擔保及若干執行董事為維持對本集團管理及業務的控制權而提供之承諾，本集團總擔保額約14,000,000港元(於2020年12月31日：16,900,000港元)，主要向本集團供應商(如航空運輸協會、航空公司及酒店)出具，以向應付供應商的本集團貿易應付賬餘額提供擔保。

除上文所披露者外，於2021年12月31日本集團概無其他資產抵押(於2020年12月31日：無)。

資本承擔及未來資本開支

於2021年12月31日，本集團的資本承擔約800,000港元(於2020年12月31日：1,000,000港元)用於購置其旅遊相關業務的物業、廠房及設備。

至於上文所述以外的未來資本開支，本集團目前計劃透過現存內部資源撥付有關開支。

或有負債

董事認為於2021年12月31日並無任何重大或有負債(於2020年12月31日：無)。

PLEDGE OF ASSETS

As at 31 December 2021, property, plant and equipment of Okinawa Hinode Resort & Hot Spring Hotel, Osaka Hinode Hotel together with the hot spring bath building, and travel buses, and certain pledged bank balances in Japan of approximately HK\$500.3 million in total (as at 31 December 2020: HK\$565.9 million) were pledged for the bank borrowings in Japan as mentioned in the sub-section headed “Management Discussion and Analysis – Financial Review – Capital Structure, Liquidity and Finance Resources”.

Also, as at 31 December 2021, the Group had pledged bank deposits of approximately HK\$8.3 million (as at 31 December 2020: HK\$8.6 million). Excluding those pledged bank balances in Japan mentioned above, majority of the pledged bank deposits were pledged to certain licensed banks in Hong Kong and Macau to secure letters of guarantees issued to certain third parties on behalf of the Group. Together with corporate guarantee provided by the Company and undertakings provided by the certain executive Directors to maintain the control over the management and business of the Group, the Group’s total guarantees amounted to approximately HK\$14.0 million (as at 31 December 2020: HK\$16.9 million), which were mainly issued to the Group’s suppliers, such as air transport association, airlines and hotels in order to guarantee the Group’s trade payable balances due to the suppliers.

Save as disclosed above, the Group had no other pledge of assets as at 31 December 2021 (as at 31 December 2020: Nil).

CAPITAL COMMITMENTS AND FUTURE CAPITAL EXPENDITURES

As at 31 December 2021, the Group had capital commitments of approximately HK\$0.8 million (as at 31 December 2020: HK\$1.0 million) to acquire property, plant and equipment for its travel related business.

For future capital expenditures other than above-mentioned, the Group currently intends to finance such expenses by existing internal resources.

CONTINGENT LIABILITIES

The Directors considered that there were no material contingent liabilities as at 31 December 2021 (as at 31 December 2020: Nil).

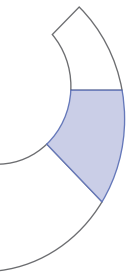
管理層討論與分析 Management Discussion and Analysis

外匯風險及財政政策

外匯風險乃指由本集團所承擔向客戶收取款項與向供應商付款可能因當時外匯波動而無法對賬的風險。於2021年12月31日，本集團與一家日本銀行訂有一份浮動至固定利率掉期合約以對沖利率風險及浮息銀行借款之現金流量變動風險。除前述掉期合約外，本集團並無倚賴對沖安排，而已實施外匯風險管理程序密切監控風險承擔。該等程序防止持有過多外幣現金餘額，其中購買外幣金額已限定為估計一週銷售額所需旅遊元素相應成本，以減低有關外匯風險承擔。外匯風險管理程序的目標為限定與一週產生的外幣計值旅遊元素成本相關的外匯風險承擔。該等程序讓本集團不需對日後外匯波動進行判斷，而本集團營運人員須嚴格遵守相關操作步驟。本集團將不時檢討該等程序，並於需要時作出適當變動。除交易外匯風險外，集團實體的資產及負債主要以各自的功能貨幣計值。本集團的財政管理政策乃將盈餘現金主要存入香港、澳門及日本的持牌銀行作為銀行存款，營運資金亦集中管理以確保資金的妥善及有效收集與調度，並確保資金充足可償還到期債務。於本年度，錄得外匯虧損淨額約2,700,000港元（2020年：外匯收益淨額5,200,000港元）。

FOREIGN CURRENCY EXCHANGE RISK AND TREASURY POLICIES

Foreign currency exchange risk exposure is encountered by the Group to the extent that receipt from customers and payments to suppliers may not be reconciled, subject to prevailing foreign currency fluctuations. As at 31 December 2021, the Group had one floating to fixed interest rate swap contract with a bank in Japan to hedge its exposure to interest rate risk and cash flow changes of its floating-rate bank borrowings. Other than the aforesaid swap contract, the Group did not rely on hedging arrangements. The Group had implemented foreign exchange risk management procedures to closely monitor the risk exposure. The procedures were established to prevent carrying excessive cash balance in foreign currencies, of which the purchase amounts were limited to the corresponding costs of travel elements based on estimated sales amount for one week, to cover the foreign exchange risk exposure in connection. The objective of our foreign exchange risk management procedures is to cover the foreign exchange risk exposure in connection with those costs of travel elements denominated in foreign currencies to be incurred for one week. The procedures do not allow us to exercise any judgement over the future direction of foreign exchange fluctuation and are strict procedural steps for our operational staff to follow. The Group will review the procedures from time to time and make appropriate changes when necessary. Other than the transactional foreign currency exchange risk, assets and liabilities of the group entities are mainly denominated in its respective functional currency. The Group's treasury management policy is to place surplus cash into bank deposits with licensed banks mainly in Hong Kong, Macau and Japan. Also, working capital are centrally managed to ensure proper and efficient collection and deployment of funds, and sufficient funds to settle liabilities when they fall due. Net exchange loss of approximately HK\$2.7 million was recorded during the Year (2020: net exchange gain HK\$5.2 million).



管理層討論與分析 Management Discussion and Analysis

人力資源及僱員薪酬

於2021年12月31日，本集團僱員總數254名（於2020年12月31日：482名），其中22名（於2020年12月31日：182名）為全職導遊。僱員薪酬待遇乃參考市場資料及個人表現釐定並定期檢討。薪酬政策將由董事會不時審閱。董事酬金由董事會轄下薪酬委員會於考慮本集團的經營業績、個人表現及與市況比較後釐定。除基本薪酬外，本集團亦為僱員提供醫療保險、公積金及其他實物福利。為加強人員培訓及發展，本集團提供一系列僱員培訓計劃，旨在加速專業發展並物色勝任人士及多元化團隊的人才。具潛能的員工將根據晉升計劃加以培育及發展，並最終出任管理職位。為吸引及挽留對本集團發展有利的適合人士，本集團自2014年11月起已採納購股權計劃。根據購股權計劃，購股權可授予本集團合資格僱員作為長期獎勵。本年度，概無任何購股權授出、註銷、失效或行使（2020年：無）。於2020年及本年度，由於COVID-19疫情的不利影響，本集團已為僱員安排無薪假期及調減薪金，並對人力資源進行重組。除此之外，本集團的薪酬政策、花紅、購股權計劃及培訓計劃並無重大變動（2020年：無）。

HUMAN RESOURCES AND EMPLOYEE'S REMUNERATION

As at 31 December 2021, the Group had a total workforce of 254 employees (as at 31 December 2020: 482), of which 22 (as at 31 December 2020: 182) were full-time escort guides. Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the Board from time to time. Emoluments of Directors are determined by the remuneration committee of the Board after considering the Group's operating results, individual performance and comparing with market conditions. In addition to basic remuneration, the Group also provides medical insurance, provident funds and other benefits in kind to the employees. To intensify personnel training and development, the Group provides a series of employee training programmes, which aims to accelerate professional growth and identify competences and talents of diversified teams. High potential staff will be groomed and developed intensively according to the promotion plan towards the management level. To attract and retain the suitable personnel for the development of the Group, the Group has adopted a share option scheme since November 2014. Pursuant to the share option scheme, share options may be granted to eligible employees of the Group as a long-term incentive. No share options were granted, cancelled, lapsed or exercised during the Year (2020: Nil). During 2020 and the Year, due to the adverse impact of the COVID-19 pandemic, no-pay leaves and salary reductions have been arranged for employees. Manpower has been re-structured. Other than that, there was no significant change in the remuneration policies, bonus, share option scheme and training scheme of the Group (2020: Nil).

管理層討論與分析 Management Discussion and Analysis

展望

本集團管理層將持續監察旅遊限制及旅客隔離安排，並將繼續探索額外的收入來源，實施各種成本控制措施，包括人力資源重組、加強僱員成本節約措施，以及向業主徵求租金寬減。此外，於2020年及2021年，本集團已自關連公司大寶行提取貸款總額320,000,000港元，而大寶行同意按本集團的要求安排不少於100,000,000港元的進一步信貸融資，直至2023年6月30日。董事會認為，本集團於2022年及2023年上半年將擁有足夠營運資金為其營運提供資金。

視乎COVID-19疫情持續的時間及對經濟活動的持續負面影響，本集團或會面臨更負面的業績及資金流動限制，並可能於2022年產生額外資產減值。然而，COVID-19疫情對2022年及往後財政期間的實際影響尚無法預測。

我們具備優越條件於市場上提供優質服務及產品，且我們對香港的經濟復甦抱持信心，並強化自身實力以逐步重新獲得前進的動力，以準備於艱難時期過後再重燃港人在旅遊業重上軌道後的興趣。

OUTLOOK

The management of the Group will continuously monitor the travel restrictions and traveller quarantine arrangements. It will continue to explore additional sources of income and to implement various cost control measures, including restructuring the workforce, enhancing staff cost saving measures and seeking rent concessions from landlords. Also, during 2020 and 2021, loans in total of HK\$320.0 million have been withdrawn from the related company, Great Port. And Great Port agreed to arrange further credit facilities of not less than HK\$100.0 million upon request by the Group until 30 June 2023. The Board is of the view that the Group will have sufficient working capital to finance its operations in 2022 and first half of 2023.

Depending on the duration of the COVID-19 pandemic and continuing negative impact on economic activities, the Group might experience further negative result and liquidity restraints and incur additional impairments on its assets in 2022. Nevertheless, the exact impact of the COVID-19 pandemic in 2022 and subsequent financial periods cannot be predicted.

We are well-positioned in the market on providing quality services and products. We are confident in Hong Kong's economic recovery and strengthen ourselves to regain our momentum step by step and to rekindle Hong Kong people's interest for the return of tourism after getting through this hard time.

五年財務概要

Five Year Financial Summary

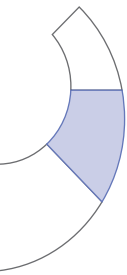
截至12月31日止年度

For the year ended 31 December

業績	Results	2021	For the year ended 31 December			
		千港元 HK\$'000	2020 千港元 HK\$'000	2019 千港元 HK\$'000	2018 千港元 HK\$'000	2017 千港元 HK\$'000
收益	Revenue					
旅行團	Package tours	7,734	216,246	1,467,725	1,496,863	1,457,902
自由行產品及輔助性 旅行相關產品及服務 ⁽¹⁾	FIT Products and ancillary travel related products and services ⁽¹⁾	5,234	16,701	188,828	212,527	164,102
商品銷售 ⁽¹⁾	Sale of merchandises ⁽¹⁾	17,504	7,418	–	–	–
酒店營運	Hotel operation	14,106	9,406	71,775	67,224	2,580
		44,578	249,771	1,728,328	1,776,614	1,624,584
毛(虧)/利 ⁽²⁾	Gross (loss)/profit ⁽²⁾					
旅行團	Package tours	1,549	13,583	191,656	189,908	209,661
自由行產品及輔助性 旅行相關產品及服務 ⁽¹⁾	FIT Products and ancillary travel related products and services ⁽¹⁾	3,386	10,341	68,770	75,461	79,160
商品銷售 ⁽¹⁾	Sale of merchandises ⁽¹⁾	3,973	1,541	–	–	–
酒店營運 ⁽²⁾	Hotel operation ⁽²⁾	(38,085)	(38,260)	15,959	21,009	(1,694)
		(29,177)	(12,795)	276,385	286,378	287,127
其他收入、收益及虧損淨額	Other income, gains and losses, net	11,313	14,452	4,479	9,590	14,096
應佔聯營公司業績	Share of results of associates	(513)	(1,053)	2,198	3,081	2,148
於聯營公司權益之減值	Impairment on interest in an associate	–	–	–	–	(3,839)
其他經營開支	Other operating expenses	(33,452)	(1,277)	–	–	–
融資成本及所得稅前 (虧損)/溢利	(Loss)/Profit before finance costs and income tax	(184,479)	(142,607)	18,790	36,857	38,188
融資成本	Finance costs	(14,854)	(6,992)	(7,042)	(3,913)	(370)
所得稅抵免/(開支)	Income tax credit/(expense)	42,908	39,925	2,877	2,120	(9,314)
年度(虧損)/溢利	(Loss)/Profit for the year	(156,425)	(109,674)	14,625	35,064	28,504
非控股權益 應佔虧損/(溢利)	Loss/(Profit) attributable to non-controlling interests	790	914	(624)	(247)	55
本公司擁有人 應佔(虧損)/溢利	(Loss)/Profit attributable to owners of the Company	(155,635)	(108,760)	14,001	34,817	28,559
每股數據	Per share data					
每股(虧損)/盈利 —基本及攤薄(港仙) ⁽³⁾	(Loss)/Earnings per share – Basic and diluted (HK cents) ⁽³⁾	(30.98)	(21.65)	2.79	6.93	5.68
財務比率	Financial ratios					
毛利率 ⁽²⁾	Gross profit margin ⁽²⁾	–65.5%	–5.1%	16.0%	16.1%	17.7%
經營利潤率 ⁽³⁾	Operating profit margin ⁽³⁾	–413.8%	–57.1%	1.1%	2.1%	2.4%
淨利率 ⁽⁴⁾	Net profit margin ⁽⁴⁾	–349.1%	–43.5%	0.8%	2.0%	1.8%
利息覆蓋率 ⁽⁵⁾	Interest coverage ratio ⁽⁵⁾	–12.4倍times	–20.4倍times	2.7倍times	9.4倍times	103.2倍times
總資產回報率 ⁽⁴⁾	Return on total assets ⁽⁴⁾	–17.2%	–10.3%	1.3%	3.8%	3.4%
權益回報率 ⁽⁴⁾	Return on equity ⁽⁴⁾	–125.6%	–43.1%	4.0%	9.8%	8.5%
流動比率	Current ratio	0.6倍time	0.7倍time	1.1倍times	1.3倍times	1.6倍times
槓桿比率	Gearing ratio					
—總借款除以總資產 ⁽⁶⁾	– Total borrowings over total assets ⁽⁶⁾	76.6%	64.2%	34.1%	29.6%	29.7%
—淨債務除以股東權益 ⁽⁶⁾	– Net debts over equity ⁽⁶⁾	493.0%	252.3%	66.9%	不適用N/A	不適用N/A

五年財務概要
Five Year Financial Summary

- | | |
|---|---|
| <p>(1) 由於商品銷售業務於本年度內分類為獨立類別，比較數字因而相應地進行調整。</p> <p>(2) 酒店營運的毛利／毛虧已重新定義以包括酒店營運產生之物業、廠房及設備折舊之適當部分。比較毛利／毛虧及比較毛利率因而相應地進行調整。</p> <p>(3) 經營溢利／虧損於計算上定義為融資成本及稅項前溢利／虧損。</p> <p>(4) 溢利／虧損於計算上定義為本公司擁有人應佔溢利／虧損。</p> <p>(5) 利息覆蓋率定義為融資成本及稅項前溢利／虧損除以融資成本。</p> <p>(6) 槓桿比率：</p> <ul style="list-style-type: none">— 總借款包括銀行借款及關連公司貸款— 淨債務包括銀行借款、關連公司貸款及租賃負債減銀行存款及庫存現金— 股東權益包括所有本公司擁有人應佔資本及儲備 <p>(7) 董事會不建議就截至2021年12月31日止年度派付任何股息（2020年：零港元）。</p> | <p>(1) As the sale of merchandises business was classified as a separate segment in current year, comparative figures were therefore adjusted accordingly.</p> <p>(2) Gross profit/loss of hotel operation is re-defined to include an appropriate portion of depreciation of property, plant and equipment derived from hotel operation. Comparative gross profit/loss and comparative gross profit margin were therefore adjusted accordingly.</p> <p>(3) Operating profit/loss in calculation is defined to be profit/loss before finance costs and taxation.</p> <p>(4) Profit/loss in calculation is defined to be profit/loss attributable to owners of the Company.</p> <p>(5) Interest coverage ratio is defined to be dividing profit/loss before finance costs and taxation by finance costs.</p> <p>(6) Gearing ratio:</p> <ul style="list-style-type: none">— Total borrowings comprise bank borrowings and loans from a related company— Net debts comprise bank borrowings, loans from a related company and lease liabilities less cash at banks and on hand— Equity comprises all capital and reserves attributable to owners of the Company <p>(7) The Board does not recommend the payment of any dividend for the year ended 31 December 2021 (2020: HK\$Nil).</p> |
|---|---|



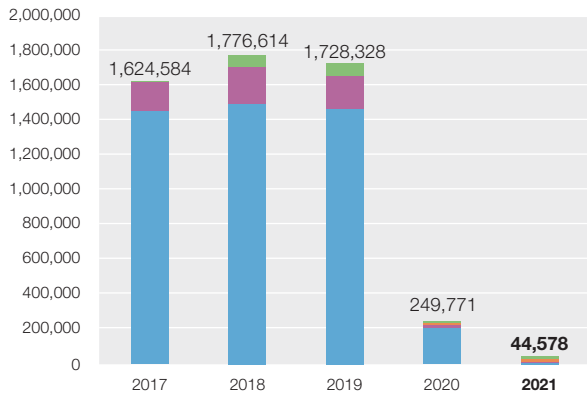
五年財務概要
Five Year Financial Summary

		於12月31日 As at 31 December				
		2021	2020	2019	2018	2017
		千港元	千港元	千港元	千港元	千港元
資產及負債	Assets and Liabilities	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
總資產	Total assets	905,115	1,053,511	1,091,880	912,476	845,660
總負債	Total liabilities	(782,821)	(801,878)	(738,859)	(554,325)	(506,699)
權益總額	Total equity	122,294	251,633	353,021	358,151	338,961
計入總負債的 銀行借款	Bank borrowings included in total liabilities	(420,118)	(476,796)	(372,875)	(269,638)	(250,931)
關連公司貸款	Loans from a related company	(272,874)	(200,000)	-	-	-
權益總額	Total equity					
本公司擁有人 應佔權益	Equity attributable to owners of the Company	123,897	252,583	350,577	355,015	336,154
非控股權益	Non-controlling interests	(1,603)	(950)	2,444	3,136	2,807
		122,294	251,633	353,021	358,151	338,961

五年財務概要
Five Year Financial Summary

收益 (千港元)

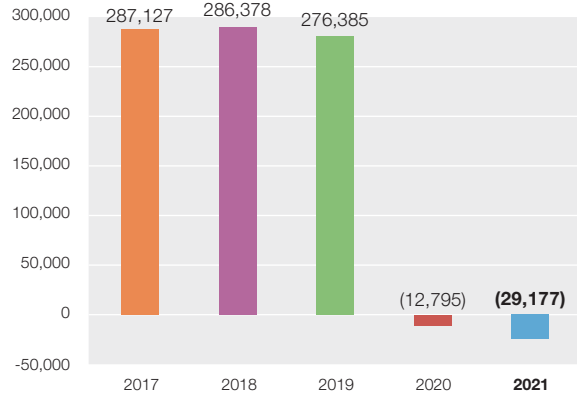
Revenue (HK\$'000)



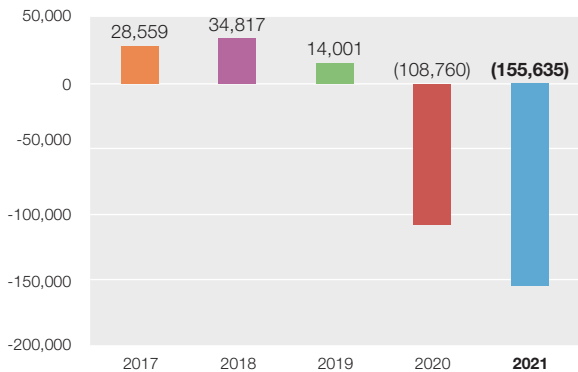
- 旅行團 Package tours
- 自由行產品及輔助性旅行相關產品及服務
FIT Products and ancillary travel related products and services
- 商品銷售 Sale of merchandises
- 酒店營運 Hotel operation

毛(虧)／利 (千港元)

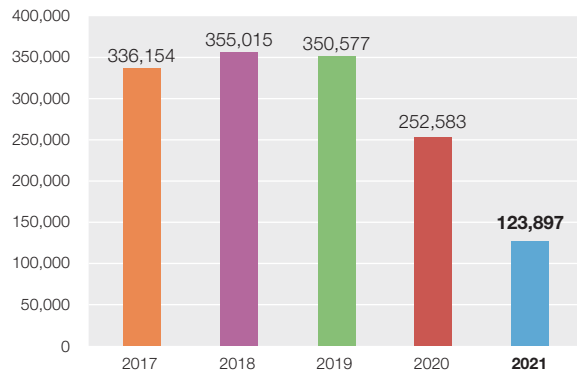
Gross (Loss)/Profit (HK\$'000)



本公司擁有人應佔(虧損)／溢利 (千港元)
(Loss)/Profit attributable to owners
of the Company (HK\$'000)

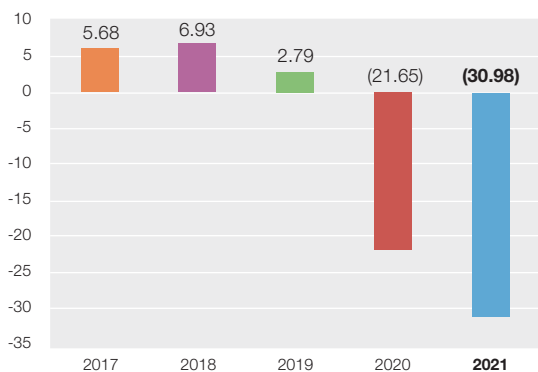


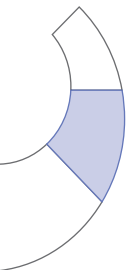
本公司擁有人應佔權益 (千港元)
Equity attributable to owners
of the Company (HK\$'000)



每股(虧損)／盈利 (港仙)

(Loss)/Earnings per share (HK cents)





董事會報告 Report of the Directors

董事謹此提呈本年度之董事會報告及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務載於綜合財務報表附註34。

可供分派儲備

於2021年12月31日，本公司之可供分派儲備為零港元（2020年：約44,000,000港元）。

The Directors submit herewith their report together with the audited consolidated financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in note 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2021, distributable reserves of the Company amounted to HK\$Nil (2020: approximately HK\$44.0 million).





業績及分配

本集團截至本年度之業績以及本公司及本集團於2021年12月31日之事務狀況載於本年報第86至213頁之綜合財務報表。董事於本年度未宣派任何股息，且董事不建議就本年度派付末期股息（2020年：零港元）。

業務回顧

本集團於本年度之業務回顧及本集團未來業務發展之論述分別載於本年報第6至10頁的「主席報告」，以及第13至16頁的「管理層討論與分析－業務概覽」及第26頁的「管理層討論與分析－展望」分節。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year and the state of affairs of the Company and the Group as at 31 December 2021 are set out in the consolidated financial statements on pages 86 to 213 of this annual report. The Directors did not declare any dividend during the Year and the Directors do not recommend the payment of final dividend for the Year (2020: HK\$Nil).

BUSINESS REVIEW

A review of the business of the Group during the Year and a discussion of the Group's future business development are set out in the "Chairman's Statement" on pages 6 to 10 and the sub-sections headed "Management Discussion and Analysis – Business Overview" on pages 13 to 16 and "Management Discussion and Analysis – Outlook" on page 26 of this annual report respectively.

主要風險及不明朗因素

本集團面對之若干主要風險及不明朗因素可能會影響其業務、經營業績及財務狀況，包括：

(i) *天災、恐怖活動或威脅、戰爭、與旅遊相關的事務、傳染性疾病的爆發或其他災難性事件之發生*

客戶對本集團的旅行相關產品、服務及酒店住宿的需求或會受到天災、恐怖活動或威脅、戰爭、與旅行相關的事務、傳染性疾病（包括 COVID-19）的爆發或其他災難性事件的重大不利影響。該等事件可能會對客戶情緒及其對受影響目的地的旅行相關產品、服務及酒店住宿或對一般旅遊活動的需求造成重大不利影響。本集團無法預測或控制該等事件的發生及發生時間，因此可能會對本集團的資產、業務營運及經營業績造成重大不利影響，尤其倘本集團未能或被認為未於任何此類事件發生時以恰當方式應對。有關 COVID-19 對本集團營運影響的進一步描述分別載列於本年報綜合財務報表附註2(b)及附註41以及第6至10頁的「主席報告」及第12至26頁的「管理層討論與分析」。

(ii) *主要市場的經濟狀況改變*

本集團主要於香港及澳門開展相關業務，及其收益主要來自於香港及澳門銷售旅行相關產品及服務。倘香港或澳門的經濟出現任何衰退或低迷，均可能導致對本集團產品或服務的需求下降，從而對本集團的整體業務及經營業績造成重大不利影響。

PRINCIPAL RISKS AND UNCERTAINTIES

Certain principal risks and uncertainties facing by the Group may affect its business, operating results and financial conditions, including:

(i) *OCCURRENCE OF NATURAL DISASTERS, ACTS OR THREATS OF TERRORISM, WARS, TRAVEL RELATED ACCIDENTS, OUTBREAK OF CONTAGIOUS DISEASES OR OTHER CATASTROPHIC EVENTS*

The demand for the Group's travel related products, services and hotel accommodations may be materially and adversely affected by natural disasters, acts or threats of terrorism, wars, travel related accidents, outbreak of contagious diseases (including COVID-19) or other catastrophic events. Such events may significantly and adversely affect customer sentiments and demand for travel related products, services and hotel accommodations to the affected destinations or for travel activities in general. The occurrence and timing of such events cannot be predicted or controlled by the Group and may have significant and adverse impact on its assets, business operations and operating results, particularly if the Group is, or is perceived to be, not reacting appropriately in the wake of any such event. Further description of the impact of the COVID-19 on the Group's operations are set out in note 2(b) and note 41 to the consolidated financial statements and the "Chairman's Statement" on pages 6 to 10 and the "Management Discussion and Analysis" on pages 12 to 26 of this annual report respectively.

(ii) *CHANGE IN ECONOMIC CONDITIONS OF MAJOR MARKETS*

The Group's business is based in Hong Kong and Macau and its revenue is mainly derived from the sale of travel related products and services in Hong Kong and Macau. Any economic downturn or recession in Hong Kong or Macau could lead to decline in demand for the Group's products or services and its overall business and operating results may be materially and adversely affected.

(iii) 與日本相關的經濟、社會或政治條件及法律法規改變

倘與日本有關的經濟、社會或政治環境（包括其與亞洲其他國家的外交關係）、或法律法規（包括建築規定及健康與安全法規）出現任何重大不利變動，或若在日本發生任何重大天災或災難性事故，而其對本集團與日本相關的旅行相關產品及服務的客戶需求以及於日本的酒店住宿造成不利影響，本集團的業務及經營業績或會受到不利影響。

(iv) 日本酒店行業競爭激烈

我們分別位於大阪及沖繩的「大阪逸の彩酒店」及「沖繩逸の彩溫泉度假酒店」可能面臨的競爭來自日本現有或未來可能投入經營的其他住宿選擇。本集團的酒店業務經營能否成功取決於我們在客房價格、住宿質量、服務水平及位置便利等方面的競爭力。

有關本集團可能面臨之資金風險及財務風險之進一步說明載列於本年報之綜合財務報表附註38及附註39以及第24頁之「管理層討論與分析－外匯風險及財政政策」分節。

使用主要財務表現指標對本集團於本年度的表現所作分析分別載於本年報第27至30頁的「五年財務概要」及第16至25頁的「管理層討論與分析－財務回顧」分節。自本年度末起已發生並影響本集團之重要事件（如有），詳情亦可見於本年報上述章節及綜合財務報表附註。

(iii) CHANGE IN ECONOMIC, SOCIAL OR POLITICAL CONDITIONS AND LAWS AND REGULATIONS RELATED TO JAPAN

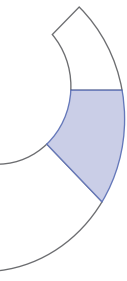
The business and operating results of the Group might be adversely affected if there is any material adverse change in the economic, social or political situations relating to Japan, including its foreign relationship with other Asian countries, or laws and regulations, including building regulations and health and safety regulations or if there are any serious natural disasters or disastrous accidents occurring in Japan, which may adversely impact customer demand for travel related products and services of the Group related to Japan and as well as the hotel accommodations in Japan.

(iv) HIGHLY COMPETITIVE HOSPITALITY INDUSTRY IN JAPAN

Osaka Hinode Hotel and Okinawa Hinode Resort & Hot Spring Hotel, which are located in Osaka and Okinawa respectively, might face competition from other accommodation options in Japan currently existing or which may come into operation in the future. The success of the Group's hotels operation will depend on its ability to compete in aspects such as room rates, quality of accommodation, service level and convenience of location.

Further description of possible capital risks and financial risks facing by the Group are set out in note 38 and note 39 to the consolidated financial statements and the sub-section headed "Management Discussion and Analysis – Foreign Currency Exchange Risk and Treasury Policies" on page 24 of this annual report.

An analysis of the Group's performance during the Year using financial key performance indicators is set out in the "Five Year Financial Summary" on pages 27 to 30 and the sub-section headed "Management Discussion and Analysis – Financial Review" on pages 16 to 25 of this annual report respectively. Particulars of important events affecting the Group that have occurred since the end of the Year, if any, can also be found in the above sections of this annual report and notes to the consolidated financial statements.



環保及遵守法律及規例

本集團致力為環境之可持續性作出貢獻，並已實施若干政策以最大程度減低業務活動對環境帶來之影響。本集團就炭粉盒、墨盒及紙張等消耗品持續推行內部回收計劃，以盡量減少營運對環境及天然資源的影響。本集團使用回收紙作印刷材料。本集團亦在辦公室及分行辦事處（倘適用）實行節能措施。此外，本集團完成電力系統升級，以在可行情況下達到工作場所節能目的。於本年度，董事會認為本集團已在所有重大方面遵守對本集團具有重大影響之相關法律及規例。本集團致力改進方法以應對其環境、社會及道德責任，同時改善企業管治，並應為股東、僱員、客戶及供應商等所有持份者以及社區創造更大價值。

環境、社會及管治報告

本公司根據上市規則附錄27編製的「2021年環境、社會及管治報告」將與本年報同時刊發。

ENVIRONMENTAL PROTECTION AND COMPLIANCE WITH LAWS AND REGULATIONS

The Group is committed to contributing to the sustainability of the environment and has implemented certain policies to minimise the impact on the environment caused by its business activities. The Group has implemented internal recycling program on a continuous basis for consumables such as toner, cartridges and paper to minimise the operation impact on the environment and natural resources. Recycled papers have also been used as printing materials. The Group also implemented energy saving practices in offices and branch premises, where applicable. To the extent practicable, the Group completed the upgrade of electricity systems to achieve the energy saving to workplace. The Board is of the opinion that the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects during the Year. The Group endeavours to refine the approach to addressing its environmental, social and ethical responsibilities along with improving its corporate governance and should generate greater value for all of its stakeholders including its shareholders, employees, customers, and suppliers as well as the communities.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The “Environmental, Social and Governance Report 2021” of the Company prepared in accordance with Appendix 27 to the Listing Rules to be published at the same time as this annual report.

與主要持份者的關係

本集團認識到僱員、客戶及供應商均為其持續發展之關鍵因素。本集團致力建立與僱員之緊密密切關係、為客戶提供優質服務，並加強與業務夥伴合作。本集團提供公平而安全之工作環境、提倡員工多元化、根據彼等之長處及表現提供具競爭力的薪金及福利以及職業發展機會。本集團亦竭力為僱員提供充足培訓及發展資源，以使彼等可緊貼市場及行業的最新發展，與此同時改善於其職位上的表現及實現自我價值。

本集團明白到與客戶保持良好關係及提供能滿足客戶需要及要求之產品及服務十分重要。本集團透過與客戶持續互動促進客戶關係，以了解各種產品及服務不斷變化之市場需求，本集團因而可主動作出回應。本集團亦已設立程序處理客戶反饋及投訴，確保客戶意見可妥為及時處理。

本集團保持與全球供應商及服務供應商（包括地接營運商、航空公司及酒店營運商）之穩健業務關係。為了更有效及密切監察供應商表現，本集團管理層定期就本集團主要供應商及服務供應商之表現進行檢討，並與彼等溝通以期作出糾正及改善。

財務概要

本集團過去五個財政年度之已刊發業績以及資產及負債概要載於本年報第27至30頁。

RELATIONSHIP WITH KEY STAKEHOLDERS

The Group recognises that employees, customers and suppliers are keys to its sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality services to its customers and enhancing cooperation with its business partners. The Group provides a fair and safe workplace, promotes diversity to its staff, provides competitive remuneration and benefits and career development opportunities based on their merits and performance. The Group also puts ongoing efforts to provide adequate trainings and development resources to the employees so that they can keep abreast of the latest development of the market and the industry and, at the same time, improve their performance and self fulfillment in their positions.

The Group understands that it is important to maintain good relationship with customers and provide products and services which satisfy the needs and requirements of the customers. The Group enhances its customer relationship by continuous interaction with customers to gain insight on the changing market demand for different products and services so that the Group can respond proactively. The Group has also established procedures in handling customers' feedbacks and complaints to ensure customers' opinions are dealt with in a prompt and timely manner.

The Group maintains sound business relationship with its suppliers and service providers, including land, airlines and hotel operators, globally. In order to have a better and close monitoring of suppliers' performance, the Group's management conducts performance review regularly targeting the Group's major suppliers and service providers, and communicates with them for rectification and improvements.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five financial years are set out on pages 27 to 30 of this annual report.

物業、廠房及設備

本集團於本年度的物業、廠房及設備之變動詳情載於綜合財務報表附註14。

物業列表

於2021年12月31日，本集團擁有物業詳情如下：

名稱	位置	於物業所佔 權益百分比	可供應房間	概約地盤 總面積 (平方米)	概約樓面 面積 (平方米)	現有用途
Name	Location	Percentage Interest in the Property	Available Rooms	Approximate Aggregate Site Area (sq.m.)	Approximate Gross Floor Area (sq.m.)	Existing Use
大阪逸の彩酒店	日本大阪府大阪市 浪速區惠美須西一丁目 2番13及2番33	100%	354	1,602.07	9,883.83	酒店
Osaka Hinode Hotel	2-13 and 2-33, Ebisunishi, 1-Chome, Naniwa-Ku, Osaka-Shi, Osaka-Fu, Japan					Hotel
逸の彩深層水溫泉	日本大阪府大阪市 浪速區惠美須西一丁目 2番31及2番32	100%	16	266.01	1,008.33	溫泉浴
Hinode Deep-water Hot Spring	2-31 and 2-32, Ebisunishi, 1-Chome, Naniwa-Ku, Osaka-Shi, Osaka-Fu, Japan					Hot spring bath
沖繩逸の彩溫泉度假酒店	日本沖繩那霸市 牧志三丁目 348-1、346、350及353-6	100%	201	2,327.89	6,296.21	酒店
Okinawa Hinode Resort & Hot Spring Hotel	348-1, 346, 350 and 353-6, 3-Chome, Makishi, Naha City, Okinawa, Japan					Hotel

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

LIST OF PROPERTIES

As at 31 December 2021, details of the properties owned by the Group are as follows:

股本

本公司之股本於本年度概無任何變動。

購買、出售或贖回本公司之上市證券

於本年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

組織章程細則或開曼群島法律概無訂明有關優先購買權之條文，規定本公司須按比例向現有股東發售新股份。

慈善捐款

本集團於本年度作出慈善捐款為零港元（2020年：20,000港元）。

主要客戶及供應商

於本年度，本集團五大客戶之總營業額佔本集團總營業額少於30%。

本集團主要供應商於本年度所佔採購額百分比如下：

SHARE CAPITAL

There was no movement in the share capital of the Company during the Year.

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

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There is no provisions for pre-emptive rights under the 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.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$Nil (2020: HK\$20,000).

MAJOR CUSTOMERS AND SUPPLIERS

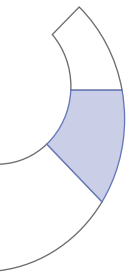
For the Year, the aggregate amount of turnover attributable to the Group's five largest customers represent less than 30% of the Group's total turnover.

The percentages of purchases for the Year attributable to the Group's major suppliers are as follows:

		佔本集團 總採購額 概約百分比 Approximate Percentage of the Group's Total Purchases
最大供應商	The largest supplier	3.2%
五大供應商合共	Five largest suppliers in aggregate	10.1%

就董事所知，概無董事、其緊密聯繫人或任何據董事所知擁有本公司已發行股本5%以上之股東，於本年度擁有本集團任何五大客戶或供應商的任何權益。

As far as the Directors are aware, none of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) has any interest during the Year in any of the Group's five largest customers or suppliers.



董事會報告 Report of the Directors

董事

於本年度及截至本報告日期止任職的董事為：

執行董事

袁文英先生 (主席)
禰國全先生
梁成釗先生
李寶芬女士
袁灝頤女士 (於2021年5月28日獲委任)
鄭存漢先生 (於2021年5月28日獲委任)

獨立非執行董事

陳儉輝先生
鄧冠雄先生
黃麗明女士

根據組織章程細則第108條，在每屆股東週年大會上，當時的三分之一董事或如其人數並非三或三的倍數，則最接近但不少於三分之一的董事人數的董事應輪值退任，但每名董事須至少每三年輪值退任一次。其餘退任之其他董事應為自上次重選連任或獲委任以來任期最長之董事，惟如有超過一名董事上次乃於同一日重選連任，則會以抽籤方式釐定退任者 (除非彼等另行達成協議)。退任董事有資格重選連任。因此，梁成釗先生、李寶芬女士及鄧冠雄先生將於2022年股東週年大會上退任，並符合資格膺選連任。

董事及高級管理層之履歷簡介

於本報告日期，董事及本集團高級管理層之履歷簡介載於本年報第73至76頁。

DIRECTORS

The Directors in office during the Year and up to the date of this report were:

EXECUTIVE DIRECTORS

Mr. Yuen Man Ying (*Chairman*)
Mr. Huen Kwok Chuen
Mr. Leung Shing Chiu
Ms. Lee Po Fun
Ms. Yuen Ho Yee (appointed on 28 May 2021)
Mr. Cheang Chuen Hon (appointed on 28 May 2021)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kim Fai
Mr. Tang Koon Hung Eric
Ms. Wong Lai Ming

Pursuant to Article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every 3 years. Any Directors to retire shall be those who have been the longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Accordingly, Mr. Leung Shing Chiu, Ms. Lee Po Fun and Mr. Tang Koon Hung Eric will retire from office and, being eligible, will offer themselves for re-election at the 2022 AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group as at the date of this report are set out on pages 73 to 76 of this annual report.

獲准許彌償條文

於本年度內及截至本報告日期為止，本公司按有關法規的允許，備有以本公司董事（包括前董事）為受益人的彌償條文。獲准許彌償條文於組織章程細則，以及於本集團就可能針對該等董事提出的法律程序的相關潛在責任及成本而投購的董事及高級職員責任保險中有所規定。

管理層合約

於本年度內，概無訂立或存續有關本公司全部或任何重大部分業務之管理及行政事宜的合約（僱傭合約或委任函件除外）。

股票掛鈎協議

除本報告「購股權計劃」一節所載的購股權計劃外，本公司本年度內並無訂立或於本年度末存在將導致或可能導致本公司發行股份之股票掛鈎協議，或規定本公司須訂立將導致或可能導致本公司發行股份之任何協議。

董事之服務合約

概無擬於2022年股東週年大會上被膺選連任的董事與本公司訂立在一年內本公司不可在不予賠償（法定賠償除外）的情況下終止的服務合約。

PERMITTED INDEMNITY PROVISIONS

During the Year and up to the date of this report, the Company has in force indemnity provisions as permitted under the relevant statutes for the benefit of the Directors (including former Directors) of the Company. The permitted indemnity provisions are provided for in the Articles of Association and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against such Directors.

MANAGEMENT CONTRACTS

No contract, other than employment contracts or appointment letters, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the Year.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out under the section headed “Share Option Scheme” of this report, no equity-linked agreements were entered into by the Company that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares during the Year or subsisted at the end of the Year.

DIRECTORS’ SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the 2022 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事於股份、相關股份及債權證中之權益及淡倉

於2021年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中擁有本公司根據證券及期貨條例第352條須予備存的登記冊所記錄，或根據標準守則須知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份之好倉

董事姓名	身份	持有本公司 股份總數	佔本公司 已發行股本 概約百分比
Name of Director	Capacity	Total Number of Shares Held in the Company	Approximate % of the Issued Share Capital of the Company
袁文英先生（「袁先生」） Mr. Yuen Man Ying (“Mr. Yuen”)	實益擁有人 Beneficial owner	840,000	0.17%
禰國全先生（「禰先生」） Mr. Huen Kwok Chuen (“Mr. Huen”)	實益擁有人 Beneficial owner	500,000	0.10%
李寶芬女士（「李女士」） Ms. Lee Po Fun (“Ms. Lee”)	配偶的權益 Interest of spouse	840,000 (附註)(Note)	0.17%
鄭存漢先生 Mr. Cheang Chuen Hon	實益擁有人 Beneficial owner	6,000	0.00%

附註：

李女士為袁先生之配偶，故根據證券及期貨條例第XV部，其被視為於袁先生所實益擁有之840,000股股份中擁有權益。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of 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 were as follows:

(i) LONG POSITIONS IN SHARES OF THE COMPANY

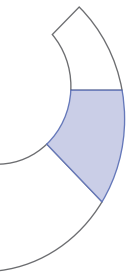
Note:

Ms. Lee was deemed to be interested in 840,000 Shares beneficially owned by Mr. Yuen by virtue of her being the spouse of Mr. Yuen for the purpose of Part XV of the SFO.

(II) 於本公司相聯法團股份之好倉

(II) LONG POSITIONS IN SHARES OF THE ASSOCIATED CORPORATION OF THE COMPANY

董事姓名	相聯法團名稱	身份	持有相聯法團 股份總數	佔相聯法團權益 概約百分比
Name of Director	Name of Associated Corporation	Capacity	Total Number of Shares Held in the Associated Corporation	Approximate % of Interest in the Associated Corporation
袁先生 Mr. Yuen	耀騰管理 Evergloss	酌情信託的成立人 Founder of a discretionary trust	8,850 (附註1)(Note 1)	26.70%
禰先生 Mr. Huen	耀騰管理 Evergloss	於受控制法團的權益 Interest of a controlled corporation	7,650 (附註2)(Note 2)	23.08%
梁成釗先生(「梁先生」) Mr. Leung Shing Chiu ("Mr. Leung")	耀騰管理 Evergloss	實益擁有人 Beneficial owner	3,300	9.95%
李女士 Ms. Lee	耀騰管理 Evergloss	酌情信託之受益人及實益擁有人 Beneficiary of a discretionary trust & beneficial owner	9,150 (附註3)(Note 3)	27.60%
袁灝頤女士 Ms. Yuen Ho Yee	耀騰管理 Evergloss	酌情信託之受益人 Beneficiary of a discretionary trust	8,850 (附註4)(Note 4)	26.70%



董事會報告 Report of the Directors

附註：

1. 利康 (由Alpadis Trust (HK) Limited全資擁有) 持有8,850股耀騰管理股份，Alpadis Trust (HK) Limited為The Yuen Family 2014 Trust的受託人，而The Yuen Family 2014 Trust為袁先生以其妻子李女士及女兒袁灝頤女士 (均為袁先生的聯繫人) 為酌情受益人設立的酌情信託。
2. 國麗 (由禰先生直接全資擁有) 持有7,650股耀騰管理股份。
3. 9,150股耀騰管理股份中，利康 (Alpadis Trust (HK) Limited之全資附屬公司) 持有8,850股股份，Alpadis Trust (HK) Limited為The Yuen Family 2014 Trust的受託人。李女士為該信託受益人之一。餘下300股耀騰管理股份由李女士作為實益擁有人持有。
4. 利康 (Alpadis Trust (HK) Limited之全資附屬公司) 持有8,850股耀騰管理股份，Alpadis Trust (HK) Limited為The Yuen Family 2014 Trust的受託人。袁灝頤女士為該信託受益人之一。

除上文所披露者外，於2021年12月31日，概無董事或本公司最高行政人員於本公司或其任何相聯法團 (定義見證券及期貨條例第XV部) 之股份、相關股份或債權證中擁有本公司根據證券及期貨條例第352條須予備存之登記冊所記錄，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Notes:

1. The 8,850 shares in Evergloss were held by Likang, which is wholly owned by Alpadis Trust (HK) Limited being the trustee of The Yuen Family 2014 Trust, which is a discretionary trust set up by Mr. Yuen whose discretionary objects are Ms. Lee and Ms. Yuen Ho Yee, wife and daughter of Mr. Yuen respectively and both an associate of Mr. Yuen.
2. The 7,650 shares in Evergloss were held by Kwok Lai, which is wholly owned by Mr. Huen directly.
3. Out of the 9,150 shares in Evergloss, 8,850 shares were held by Likang, a wholly-owned subsidiary of Alpadis Trust (HK) Limited which is the trustee of The Yuen Family 2014 Trust. Ms. Lee is one of the beneficiaries of the trust. The remaining 300 shares in Evergloss were held by Ms. Lee as the beneficial owner.
4. The 8,850 shares in Evergloss were held by Likang, a wholly-owned subsidiary of Alpadis Trust (HK) Limited which is the trustee of The Yuen Family 2014 Trust. Ms. Yuen Ho Yee is one of the beneficiaries of the trust.

Save as disclosed above, as at 31 December 2021, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its associated corporation (within the meaning of Part XV of the SFO), 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.

主要股東於股份及相關股份之權益及淡倉

於2021年12月31日，據任何董事或本公司最高行政人員所知，以下股東（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露，或已記錄於本公司根據證券及期貨條例第336條須予備存之登記冊，或已知會本公司之權益或淡倉：

於本公司股份之好倉

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, so far as is known to any Director or chief executive of the Company, the following shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or as otherwise notified to the Company:

LONG POSITIONS IN SHARES OF THE COMPANY

股東名稱	身份	持有本公司 股份總數	佔本公司 已發行股本 概約百分比
Name of Shareholder	Capacity	Total Number of Shares Held in the Company	Approximate % of the Issued Share Capital of the Company
耀騰管理 Evergloss	實益擁有人 Beneficial owner	374,130,000	74.46%
Alpadis Trust (HK) Limited	受託人 Trustee	374,130,000 (附註) (Note)	74.46%
Alpadis Group Holding AG	於受控制法團的權益 Interest of a controlled corporation	374,130,000 (附註) (Note)	74.46%
Alain ESSEIVA	於受控制法團的權益 Interest of a controlled corporation	374,130,000 (附註) (Note)	74.46%
Dominik Philipp HEER	於受控制法團的權益 Interest of a controlled corporation	374,130,000 (附註) (Note)	74.46%
Krinya HEER	配偶的權益 Interest of spouse	374,130,000 (附註) (Note)	74.46%



董事會報告 Report of the Directors

附註：該等374,130,000股股份由耀騰管理持有。耀騰管理由利康及Yohki Ryokoh Limited (「Yohki」) 分別擁有約26.70%及約26.24%。利康及Yohki均由Alpadis Trust (HK) Limited全資擁有，Alpadis Trust (HK) Limited為兩項酌情家族信託的受託人，即(i) The Yuen Family 2014 Trust，為袁先生分別以其妻子李女士及女兒袁灝頤女士(均為袁先生的聯繫人)為酌情受益人設立的酌情信託；(ii) The Happyau Family Trust，為邱淬鋒先生以其妻子及聯繫人李小姐女士及東華三院為酌情受益人設立的酌情信託。

於2021年12月31日，Alpadis Trust (HK) Limited為Alpadis Group Holding AG的全資附屬公司，而Alpadis Group Holding AG由Alain ESSEIVA先生及Dominik Philipp HEER先生分別擁有約56.78%及約43.22%。因此，根據證券及期貨條例第XV部，Alpadis Trust (HK) Limited、Alpadis Group Holding AG、Alain ESSEIVA先生及Dominik Philipp HEER先生被視為於耀騰管理持有之374,130,000股股份中擁有權益。Krinya HEER女士為Dominik Philipp HEER先生(被視為於374,130,000股股份中擁有權益)之配偶。

除上文所披露者外，於2021年12月31日，概無其他主要股東或人士(董事或本公司最高行政人員除外)於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司及聯交所披露，或已記錄於本公司根據證券及期貨條例第336條須予備存之登記冊，或已知會本公司之任何權益或淡倉。

董事收購股份或債權證之權利

除下文「購股權計劃」一節所披露之購股權外，本公司、其任何控股公司、其附屬公司及其同系附屬公司概無於本年度末或本年度任何時間訂立任何安排，使董事或任何彼等之配偶或18歲以下之子女得以透過收購本公司或任何其他法團之股份或債權證獲利。

Note: Such 374,130,000 Shares were held by Evergloss. Evergloss was owned as to approximately 26.70% by Likang and approximately 26.24% by Yohki Ryokoh Limited ("Yohki"). Both Likang and Yohki are wholly owned by Alpadis Trust (HK) Limited, which is the trustee of two discretionary family trusts, namely (i) The Yuen Family 2014 Trust, which is a discretionary trust set up by Mr. Yuen whose discretionary objects are Ms. Lee and Ms. Yuen Ho Yee, wife and daughter of Mr. Yuen respectively and both an associate of Mr. Yuen; (ii) The Happyau Family Trust, which is a discretionary trust set up by Mr. Yau Shui Fung whose discretionary objects are Ms. Li Siu King, wife and an associate of Mr. Yau Shui Fung, and Tung Wah Group of Hospitals.

As at 31 December 2021, Alpadis Trust (HK) Limited was a wholly-owned subsidiary of Alpadis Group Holding AG which in turn was owned as to approximately 56.78% by Mr. Alain ESSEIVA and approximately 43.22% by Mr. Dominik Philipp HEER. As such, Alpadis Trust (HK) Limited, Alpadis Group Holding AG, Mr. Alain ESSEIVA and Mr. Dominik Philipp HEER were deemed to be interested in 374,130,000 Shares which were held by Evergloss by virtue of Part XV of the SFO. Ms. Krinya HEER is a spouse of Mr. Dominik Philipp HEER who has a deemed interest of 374,130,000 Shares.

Save as disclosed above, as at 31 December 2021, there was no other substantial shareholders or persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the option as disclosed under the section headed "Share Option Scheme" below, none of the Company, any of its holding company, its subsidiaries and its fellow subsidiaries was a party to any arrangements which would enable the Directors or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate at the end of the Year or at any time during the Year.

董事於競爭業務之權益

於2021年12月31日，於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務（本集團業務除外）中擁有任何權益而須根據上市規則第8.10條作出披露的董事（獨立非執行董事除外）如下：

董事姓名 Name of Director	公司名稱 Name of Company	業務性質 Nature of Business	權益性質 Nature of Interest
禰先生 Mr. Huen	Next81 Limited	網店 Online shop	董事 Director
梁先生 Mr. Leung	Next81 Limited	網店 Online shop	禰先生之替任董事 Alternate director to Mr. Huen

由於董事會獨立於上述公司之董事會，因此本集團能夠以公平基準獨立於該公司之業務開展業務。

除上文所披露者外，本年度內概無董事於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務（本集團業務除外）中擁有任何權益。

薪酬政策

董事會按本集團僱員之表現、資格、能力及工作性質釐定其薪酬政策。薪酬委員會就董事薪酬提出建議，董事薪酬由董事會經考慮本集團的財務業績、個人表現及與市況比較後決定。本公司已採納購股權計劃，作為合資格僱員之獎勵安排。

退休計劃

本集團退休計劃之詳情載於綜合財務報表附註32。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2021, the Directors, other than independent non-executive Directors, had an interest in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business that need to be disclosed pursuant to Rule 8.10 of the Listing Rules were as follows:

As the Board is independent of the board of the above mentioned company, the Group is capable of carrying on its business independently of, and at arm's length, from the business of that company.

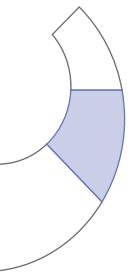
Save as disclosed above, none of the Directors was interested in any business (apart from the Group's business) which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Year.

REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Board on the basis of their performance, qualifications, competence and job nature. The remuneration of the Directors is recommended by the Remuneration Committee and is decided by the Board, having regard to the financial results of the Group, individual performance and comparing with market conditions. The Company has adopted the Share Option Scheme as an incentive arrangement for eligible employees.

RETIREMENT SCHEME

Details of the retirement scheme of the Group are set out in note 32 to the consolidated financial statements.



公眾持股量充足

根據本公司可獲取之公開資料及就董事所知悉，於本報告日期，本公司已符合上市規則訂明至少本公司總發行股本25%之公眾持股量之規定。

獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條載列之獨立性指引就其獨立性所發出之年度確認函，並認為所有獨立非執行董事確屬獨立人士。

根據上市規則第13.18及13.21條的一般披露

於2021年12月31日及直至本報告日期，本集團訂立下列融資函件，載有關於特定履行本公司控股股東責任的契諾，而須遵守上市規則第13.18條的公告披露規定及上市規則第13.21條於本年報披露的規定，詳情載於下文：

- (i) 於2021年7月12日，東瀛遊旅行社（作為借款人）、本公司、袁先生、禰先生、梁先生及李女士（各自作為擔保人或擔保提供者）接受銀行有關先前授予並由東瀛遊旅行社於2018年5月接受的一般銀行融資之進一步經重續及經修訂要約。根據經重續之融資函件（「2021年融資函件」），總金額為50,600,000港元之一般銀行融資（包括循環貸款融資（「2021年循環貸款融資」）及企業信用卡（「2021年企業信用卡」））（統稱「2021年融資」）已經重續。2021年循環貸款融資並無固定期限及須接受銀行定期審查，而2021年企業信用卡須受銀行發卡中心向東瀛遊旅行社發出的條款及條件所規限。

SUFFICIENCY OF PUBLIC FLOAT

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

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the Independent Non-executive Directors an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and considers all the Independent Non-executive Directors to be independent.

GENERAL DISCLOSURES PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES

As at 31 December 2021 and up to the date of this report, the Group entered the following facility letters containing covenants relating to specific performance obligations on the controlling shareholder of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this annual report under Rule 13.21 of the Listing Rules, the details of which are set out below:

- (i) On 12 July 2021, EGL Tours (as borrower), the Company, Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee, each as guarantor or security provider, accepted a further renewed and revised offer from a bank in respect of the general banking facilities previously granted to, and accepted by, EGL Tours in May 2018. Under the renewed facility letter (the "2021 Facility Letter"), the general banking facilities (including a revolving loan facility (the "2021 Revolving Loan Facility") and corporate credit card(s) (the "2021 CCD")) in the aggregate amount of HK\$50,600,000 (collectively, the "2021 Facilities") were renewed. The 2021 Revolving Loan Facility has no fixed term and is subject to periodic review of the bank and the 2021 CCD is subject to the terms and conditions issued by the bank's card centre to EGL Tours.

根據2021年融資函件，東瀛遊旅行社、本公司、袁先生、禰先生、梁先生及李女士各自已向銀行承諾（其中包括）以下事項：

- (a) 東瀛遊旅行社應確保袁先生、禰先生、梁先生或李女士任何一人繼續擔任東瀛遊旅行社及本公司之主席或董事，並保持對本集團管理及業務之控制；
- (b) 東瀛遊旅行社應確保袁先生、禰先生、梁先生或李女士於任何時候均直接或間接共同保持於本集團不少於45%實益股權；及
- (c) 於銀行存放的主要經營賬戶的公司（包括東瀛遊旅行社、大寶行（由袁先生、禰先生、梁先生及李女士共同控制約60.63%的公司）及本公司）新平均銀行結餘不少於50,000,000港元。

2021年融資須受銀行隨時要求還款的凌駕性權利及銀行要求取消或暫停的不受限制酌情權所規限，或決定是否允許就2021年融資進行提取。

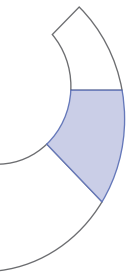
- (ii) 於2022年3月11日，東瀛遊旅行社（作為借款人）接受銀行有關先前授予並由東瀛遊旅行社於2018年10月接受的一般銀行融資之進一步經重續及經修訂要約。根據經重續之融資函件（「2022年融資函件」），總金額為46,500,000港元之一般銀行融資（即最多為45,000,000港元的發票融資貸款、銀行擔保及循環貸款，以及最多為1,500,000港元企業信用卡）（統稱「2022年融資」）已經重續。2022年融資函件由本公司（作為擔保人或擔保提供者）加簽。

Under the 2021 Facility Letter, each of EGL Tours, the Company, Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee has undertaken to the bank, among others, the following:

- (a) EGL Tours shall ensure that Mr. Yuen, Mr. Huen, Mr. Leung or Ms. Lee any one shall remain chairman or director(s) of EGL Tours and the Company and maintain control over the management and business of the Group;
- (b) EGL Tours shall ensure that Mr. Yuen, Mr. Huen, Mr. Leung or Ms. Lee, shall at all times collectively maintain, directly or indirectly, not less than 45% beneficial shareholding in the Group; and
- (c) the major operating account to be maintained in the bank with new average bank balance of the companies which includes EGL Tours, Great Port (being a company controlled as to approximately 60.63% by Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee collectively) and the Company of not less than HK\$50,000,000.

The 2021 Facilities are subject to the bank's overriding right of repayment on demand and the bank's unrestricted discretion to cancel or suspend, or determine whether or not to permit drawings in relation to the 2021 Facilities.

- (ii) On 11 March 2022, EGL Tours (as borrower) accepted the further renewed and revised offer from the bank in respect of the general banking facilities previously granted to, and accepted by, EGL Tours in October 2018. Under the renewed facility letter (the "2022 Facility Letter"), the general banking facilities (being an invoice financing loan, bank guarantee and a revolving loan of up to HK\$45,000,000 and corporate credit card of up to HK\$1,500,000) in the aggregate amount of HK\$46,500,000 (collectively, the "2022 Facilities") were renewed. The 2022 Facility Letter was countersigned by the Company as a guarantor or security provider.



董事會報告 Report of the Directors

根據2022年融資函件，東瀛遊旅行社已向銀行承諾（其中包括）以下事項：

- (a) 袁先生、禰先生、梁先生及李女士任何一人繼續擔任東瀛遊旅行社之主席或董事，並保持對集團管理及業務之控制；
- (b) 袁先生、禰先生、梁先生及李女士於任何時候均直接或間接共同保持於東瀛遊旅行社不少於45%實益股權；及
- (c) 耀騰管理於任何時候均直接或間接保持於本公司不少於51%實益股權。

根據2022年融資函件，銀行有凌駕性權利隨時要求東瀛遊旅行社就2022年融資項下實際或或然結欠銀行的全部或任何金額即時付款及／或作出現金抵押。

Under the 2022 Facility Letter, EGL Tours has undertaken to the bank, among others, the following:

- (a) any one of Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee shall remain chairman or directors of EGL Tours and maintain control over the management and business of the group;
- (b) Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee shall at all times collectively maintain, directly or indirectly, not less than 45% beneficial shareholding of EGL Tours; and
- (c) Evergloss shall at all times maintain, directly or indirectly, not less than 51% beneficial shareholding in the Company.

Pursuant to the 2022 Facility Letter, the bank has the overriding right at any time to require EGL Tours to immediately make payment and/or cash collateralisation of all or any sums actually or contingently owing to the bank under the 2022 Facilities.

購股權計劃

本公司根據股東通過的普通決議案於2014年11月13日採納購股權計劃，由股份之上市日期（即2014年11月28日）起計有效期為十年，並可由本公司於股東大會上或由董事會提早終止。購股權計劃旨在向合資格參與者（定義見下文）提供獎勵，以肯定及表揚合資格參與者對本集團已作出或可能作出之貢獻。董事會可根據購股權計劃向任何僱員、或本集團或任何聯屬公司之任何借調人員、諮詢人、代理、代表、顧問、客戶及承包商；或任何業務合作夥伴／盟友／聯盟、合資夥伴或向本集團提供貨品或服務的供應商或其任何聯屬公司或其任何僱員（「合資格參與者」）授出購股權。

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the shareholders on 13 November 2014 which shall be valid and effective for a period of 10 years from the date of listing of the Shares (i.e. 28 November 2014), subject to early termination by the Company in a general meeting or by the Board. The purpose of the Share Option Scheme is to provide incentives to Eligible Person (as defined below) and is established to recognise and acknowledge the contributions the Eligible Person have had or may have made to the Group. Under the Share Option Scheme, the Board may offer to grant an option to any employee, or any secondee, consultant, agent, representative, adviser, customer, contractor of the Group or any affiliates; or any business partner/ally/alliance, joint venture partner, supplier of goods or services to the Group or any affiliates or any employee thereof (the "Eligible Person").

董事會報告
Report of the Directors

根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有未行使購股權獲行使時可予發行之股份數目，在任何時候不得超過不時已發行股份之30%。根據購股權計劃或本公司採納之其他購股權計劃可能授出之購股權而可供發行之股份總數最高不得超過緊隨本公司首次公開發售完成後已發行股份數目10%（惟不計及因超額配股權（定義見本公司日期為2014年11月18日的招股章程）獲行使而可能配發或發行之任何股份），即50,000,000股股份。除非獲本公司股東於股東大會上批准，否則於任何12個月期間，根據購股權計劃向各合資格參與者授出之購股權獲行使時已發行及可能發行之股份總數不得超過於授出日期已發行股份數目1%。

根據購股權計劃授出之任何特定購股權之股份認購價須由董事會釐定，惟不得少於下列最高者：(i)於授出日期（當日須為營業日），聯交所每日報價列表所報之股份收市價；(ii)緊接授出日期前五個營業日內聯交所每日報價列表所報之股份平均收市價；及(iii)股份之面值。

於接納購股權後，承授人須向本公司支付1港元作為獲授購股權之代價。購股權可按購股權計劃之條款於購股權視為已授出並獲接納當日起至該日起計十年屆滿前期間隨時行使。購股權之行使期由董事會全權酌情釐定，惟不得超過授出後十年。

於2021年1月1日及2021年12月31日，本公司概無根據購股權計劃授出購股權。於本年度，概無任何購股權根據購股權計劃授出、行使、註銷或失效。

截至本報告日期，根據購股權計劃可供發行之股份總數為50,000,000股，佔本公司已發行股本約9.95%。

The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. The maximum number of shares available for issue under options which may be granted under the Share Option Scheme or other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares in issue immediately following completion of the initial public offering of the Company (but taking no account of any shares which may be allotted or issued pursuant to the exercise of the over-allotment option (as defined in the prospectus of the Company dated 18 November 2014)), being 50,000,000 shares. The total number of shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to each Eligible Person in any 12-month period shall not exceed 1% of the number of shares in issue as at the date of grant unless approved by the shareholders of the Company in general meeting.

The subscription price of a share in respect of any particular option granted under the Share Option Scheme shall be determined by the Board provided that it shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

No option was granted by the Company under the Share Option Scheme as at 1 January 2021 and 31 December 2021. No share option has been granted, exercised, cancelled or lapsed during the Year under the Share Option Scheme.

As at the date of this report, the total number of shares available for issue under the Share Option Scheme was 50,000,000 shares representing approximately 9.95% of the issued share capital of the Company.

關連交易及董事之合約權益

有關本集團及本公司關連人士之間於本年度訂立及／或存續，且根據上市規則第14A.73條不獲豁免的關連交易的詳情載列如下：

(1) 2021年租賃協議

鑑於本集團與大寶行訂立日期均為2019年11月8日的租賃協議（內容有關大寶行（作為業主）租予本集團（作為承租人）以佔用或使用若干物業、停車位及廣告區）已於2020年12月31日屆滿，本集團與大寶行於2020年12月23日訂立下列六份租賃協議（統稱「2021年租賃協議」）以重續租賃先前租賃之若干物業，各自期限載列如下：

(A) 租期自2021年1月1日起至2021年12月31日止（包括首尾兩日）之租賃協議

編號 No.	相關2021年租賃協議的訂約方		物業 Premises	概約樓面面積 (平方米) Approximate Gross Floor Area (sq.ft.)	月租 Monthly Rental	用途 Use
	業主 Landlord	租戶 Tenant				
1.	大寶行	東瀛遊旅行社	香港九龍鴻圖道83號東瀛遊廣場10樓A及C室、12樓全層、15樓全層、16樓全層、2樓15、18至23號停車位及標識區	45,816 (不包括停車位及標識區)	563,000港元	總部、停車位及租賃廣告標識區
	Great Port	EGL Tours				
2.	大寶行	東瀛遊旅行社	香港九龍鴻圖道83號東瀛遊廣場10樓B室	2,300	27,000港元	總部
	Great Port	EGL Tours				
3.	大寶行	東瀛遊旅行社	香港九龍漆咸道南45-51號其士大廈5樓1、2、3、4、5及6室	5,531	87,000港元	分行辦事處及／或多功能室
	Great Port	EGL Tours				
4.	大寶行	東瀛遊旅行社	香港九龍漆咸道南45-51號其士大廈5樓6A室	835	13,000港元	分行辦事處
	Great Port	EGL Tours				
5.	大寶行	東瀛遊旅行社（澳門）有限公司	澳門約翰四世大馬路2-6B號南灣大馬路730-804號10樓M室	3,460	38,800澳門元	澳門辦事處及電話銷售中心
	Great Port	EGL Tours (Macau) Company Limited				

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS

Details of the connected transactions entered into by, and/or subsisted between, the Group and the connected persons of the Company during the Year and which are not exempted under Rule 14A.73 of the Listing Rules are set out below:

(1) 2021 Tenancy Agreements

Given that the leasing to the Group (as tenant) by Great Port (as landlord) for the occupation or use of certain premises, car parking spaces and advertising area under the lease agreements all dated 8 November 2019 entered into between the Group and Great Port, expired on 31 December 2020, the Group entered into the following six tenancy agreements (collectively, the "2021 Tenancy Agreements") with Great Port on 23 December 2020 to renew the rental of certain premises of the former tenancies for the respective period as set out below:

(A) Tenancy agreements for a term commencing from 1 January 2021 to 31 December 2021 (both days inclusive)

(B) 租期自2021年1月1日起至2021年1月31日止
(包括首尾兩日)之租賃協議

(B) Tenancy agreement for a term commencing from
1 January 2021 to 31 January 2021 (both days
inclusive)

編號 No.	相關2021年租賃協議的訂約方		物業 Premises	概約樓面面積 (平方呎) Approximate Gross Floor Area (sq.ft.)	月租 Monthly Rental	用途 Use
	業主 Landlord	租戶 Tenant				
6.	大寶行	東瀛遊旅行社(澳門) 有限公司	澳門約翰四世大馬路2-6B號 南灣大馬路730-804號地下B商舖	1,159	55,000澳門元	澳門分行辦事處
	Great Port	EGL Tours (Macau) Company Limited	Shop B, G/F, Nos.730-804 Avenida da Praia Grande, Nos.2-6B Avenida de D Joao IV, Macau		MOP55,000	Macau branch office

大寶行為一家由執行董事袁先生、禰先生、梁先生及李女士佔多數控制權的公司，各人分別擁有約26.70%、約23.08%、約9.95%及約0.90%的股權。上述執行董事共同控制大寶行約60.63%的投票權，因此，根據上市規則，大寶行為上述執行董事的聯繫人，因而為本公司的關連人士。因此，根據上市規則第14A章，2021年租賃協議項下擬進行之交易構成本公司的關連交易，並須遵守上市規則項下之申報及公告規定，惟獲豁免遵守獨立股東批准的規定。有關2021年租賃協議及其項下擬進行之交易詳情載於本公司日期為2020年12月23日之公告。

Great Port is a majority-controlled company owned by Mr. Yuen as to approximately 26.70%, Mr. Huen as to approximately 23.08%, Mr. Leung as to approximately 9.95% and Ms. Lee as to approximately 0.90%, all being the Executive Directors. The aforesaid Executive Directors together controlled approximately 60.63% voting power of Great Port, and therefore Great Port is an associate of the said Executive Directors and thus a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the 2021 Tenancy Agreements constituted connected transactions for the Company under Chapter 14A of the Listing Rules and are subject to the reporting and announcement requirements under the Listing Rules but exempt from the independent shareholders' approval requirements. Details of the 2021 Tenancy Agreements and the transactions contemplated thereunder were set out in the announcement of the Company dated 23 December 2020.

(2) 2022年租賃協議

鑑於本集團與大寶行訂立日期均為2020年12月23日的五份租賃協議(內容有關向本集團授予使用若干物業、停車位及廣告區的租賃)已於2021年12月31日屆滿，本集團與大寶行於2021年11月26日訂立下列五份租賃協議(統稱「2022年租賃協議」)以重續先前租賃，期限均由2022年1月1日起至2022年12月31日為止(包括首尾兩日)：

(2) 2022 Tenancy Agreements

Given that the five tenancy agreements all dated 23 December 2020 entered into between the Group and Great Port in relation to the granting of tenancies to the Group for the use of certain premises, car park spaces and advertising areas expired on 31 December 2021, on 26 November 2021, the Group entered into the following five tenancy agreements (collectively, the "2022 Tenancy Agreements") with Great Port to renew the former tenancies, each with a term commencing from 1 January 2022 to 31 December 2022 (both days inclusive):



董事會報告
Report of the Directors

編號 No.	相關2022年 租賃協議的訂約方		物業 Premises	概約樓面面積 (平方呎) Approximate Gross Floor Area (sq.ft.)	月租 Monthly Rental	用途 Use
	業主 Landlord	租戶 Tenant				
1.	大寶行	東瀛旅行社	香港九龍鴻圖道83號東瀛遊廣場10樓 A及C室、12樓全層、15樓全層、16樓 全層、2樓15、18至23號停車位及標識區	45,816 (不包括停車位及 標識區) (excluding car parking spaces and signage areas)	563,000港元	總部、停車位及租賃廣告 標識區
	Great Port	EGL Tours	Units A and C on 10/F, the whole of 12/F, the whole of 15/F, the whole of 16/F, Car Parking Spaces Nos. P15, P18 to P23 on 2/F and Signage Areas, EGL Tower, No.83 Hung To Road, Kowloon, Hong Kong		HK\$563,000	Head office, car park spaces and for rental of signage areas for advertising
2.	大寶行	東瀛旅行社	香港九龍鴻圖道83號 東瀛遊廣場10樓B室	2,300	27,000港元	總部
	Great Port	EGL Tours	Unit B on 10/F, EGL Tower, No.83 Hung To Road, Kowloon, Hong Kong		HK\$27,000	Head office
3.	大寶行	東瀛旅行社	香港九龍漆咸道南45-51號其士大廈5樓 1、2、3、4、5及6室	5,531	87,000港元	分行辦事處及/或多功 能室
	Great Port	EGL Tours	Unit Nos.1, 2, 3, 4, 5 and 6 on 5/F, Chevalier House, Nos.45-51 Chatham Road South, Kowloon, Hong Kong		HK\$87,000	Branch office and/or multi-function room
4.	大寶行	東瀛旅行社	香港九龍漆咸道南45-51號其士大廈5樓6A室	835	13,000港元	分行辦事處
	Great Port	EGL Tours	Unit No.6A on 5/F, Chevalier House, Nos.45-51 Chatham Road South, Kowloon, Hong Kong		HK\$13,000	Branch office
5.	大寶行	東瀛旅行社 (澳門)有限公司	澳門約翰四世大馬路2-6B號 南灣大馬路730-804號10樓M室	3,460	38,800澳門元	澳門辦事處及 電話銷售中心
	Great Port	EGL Tours (Macau) Company Limited	Unit M, 10/F, Nos.730-804 Avenida da Praia Grande, Nos.2-6B Avenida de D Joao IV, Macau		MOP38,800	Macau office and call centre

董事會報告
Report of the Directors

大實行為一家由執行董事袁先生、禰先生、梁先生及李女士佔多數控制權的公司，各人分別擁有約26.70%、約23.08%、約9.95%及約0.90%的股權。上述執行董事共同控制大實行約60.63%的投票權，因此，根據上市規則，大實行為上述執行董事的聯繫人，因而為本公司的關連人士。因此，根據上市規則第14A章，2022年租賃協議項下擬進行之交易構成本公司的關連交易，並須遵守上市規則項下之申報及公告規定，惟獲豁免遵守獨立股東批准的規定。有關2022年租賃協議及其項下擬進行之交易詳情載於本公司日期為2021年11月26日之公告。

Great Port is a majority-controlled company owned by Mr. Yuen as to approximately 26.70%, Mr. Huen as to approximately 23.08%, Mr. Leung as to approximately 9.95% and Ms. Lee as to approximately 0.90%, all being the Executive Directors. The above-mentioned Executive Directors together controlled approximately 60.63% voting power of Great Port, and therefore Great Port is an associate of the said Executive Directors and thus a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the 2022 Tenancy Agreements constituted connected transactions for the Company under Chapter 14A of the Listing Rules and are subject to the reporting and announcement requirements under the Listing Rules but exempt from the independent shareholders' approval requirements. Details of the 2022 Tenancy Agreements and the transactions contemplated thereunder were set out in the announcement of the Company dated 26 November 2021.

除上文所披露者外，概無其他於本年度進行的關連方交易（於綜合財務報表附註36披露）構成上市規則第14A章下須予披露的關連交易或持續關連交易。除上文所披露者外，本公司、其控股公司或彼等各自的任何附屬公司於本年度末或本年度內任何時間，均沒有就本集團業務存續董事或與董事有關連的任何實體直接或間接享有重大權益的重要交易、安排或合約。

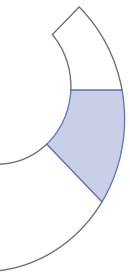
Save as disclosed above, no other related party transactions conducted in the Year as disclosed in note 36 to the consolidated financial statements constitute a connected transaction or continuing connected transaction which is required to be disclosed under Chapter 14A of the Listing Rules. Save as disclosed above, no transaction, arrangement or contracts of significance in relation to the Group's business to which the Company, its holding company or any of their respective subsidiaries was a party and in which a Director or an entity connected with the Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

除上文所披露者外，(i)本公司或其任何附屬公司與控股股東或其任何附屬公司之間於本年度均沒有簽訂及／或存續的重大合約；及(ii)控股股東或其任何附屬公司均沒有就向本集團提供服務而簽訂重大合約。

Save as disclosed above, (i) no contract of significance was entered into by, and/or subsisted between, the Company or any of its subsidiaries with the controlling shareholder or any of its subsidiaries during the Year; and (ii) there is no contract of significance in relation to the provision of services by the controlling shareholder or any of its subsidiaries to the Group.

除上文所披露者外，董事確認本公司於本年度已遵守上市規則第14A章的披露規定。

Save as disclosed above, the Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules during the Year.



董事會報告 Report of the Directors

企業管治

本公司致力於維持高標準的企業管治常規。本公司採納的企業管治常規之詳情，載於本年報第56至72頁的「企業管治報告」。

報告期後事項

報告期後本集團發生的重大事項之詳情，載於綜合財務報表附註41。

核數師

本年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核，該核數師將退任，並符合資格接受續聘。2022年股東週年大會上將提呈決議案，以續聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會

主席兼執行董事
袁文英
香港，2022年3月25日

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the “Corporate Governance Report” on pages 56 to 72 of this annual report.

EVENT AFTER THE REPORTING DATE

Details of significant event of the Group after the reporting date are set out in note 41 to the consolidated financial statements.

AUDITOR

The consolidated financial statements for the Year have been audited by BDO Limited who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as auditor of the Company is to be proposed at the 2022 AGM.

On behalf of the Board

Yuen Man Ying
Chairman and Executive Director
Hong Kong, 25 March 2022

企業管治報告

Corporate Governance Report

董事會欣然提呈本公司本年度的企業管治報告。

企業管治常規

本公司深明企業透明度及問責制度的重要性。本公司於致力達致高水平的企業管治同時，亦透過有效的企業管治程序帶領本集團取得更好的業績及提升企業形象。

於本年度，董事會認為本公司已應用上市規則附錄14所載於本年度生效之企業管治守則之原則並遵守所有適用守則條文。本企業管治報告乃參照於截至2021年12月31日止年度生效的上市規則及企業管治守則項下當時適用的規定編製，且未反映自2022年1月1日起生效的上市規則及企業管治守則修訂。

董事的證券交易

本公司已採納上市規則附錄10所載的標準守則作為其自身就董事進行證券交易的行為守則。經向董事作出具體查詢，全體董事確認彼等於本年度整個期間內均已遵守標準守則所載的規定標準。

董事會的職責及授權職責

董事會負責本集團業務的領導、指引及策略決策，並監督其財務表現。董事會授予管理層處理本集團日常管理及營運事宜的權力。

主席及行政總裁

根據企業管治守則的守則條文第A.2.1條（現已重新編排為C.2.1條），主席與行政總裁的職責應有所區分，並不應由一人同時兼任。於本年度，主席職責由袁文英先生履行，而本公司行政總裁一職則懸空。董事會將持續不時檢討本集團管理層現有架構，倘物色到具備適當知識、技能及經驗的人選，本公司將在適當時候作出委任以填補該職位。

The Board is pleased to present the corporate governance report of the Company for the Year.

CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of corporate transparency and accountability. The Company is committed in achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

During the Year, the Board is of opinion that the Company has applied the principles and complied with all the applicable code provisions of the CG Code as set out in Appendix 14 to the Listing Rules that were in effect during the Year. This Corporate Governance Report has been produced with reference to the then applicable requirements under the Listing Rules and the CG Code that were in effect for the year ended 31 December 2021 and has not reflected the amendments to the Listing Rules and the CG Code that took effect from 1 January 2022.

DIRECTORS' SECURITIES TRANSACTIONS

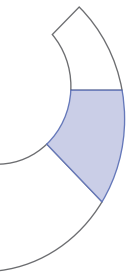
The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of the Directors, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the Year.

RESPONSIBILITIES OF AND DELEGATION BY THE BOARD

The Board provides leadership, guidance and strategic decisions to the Group's activities and oversees its financial performances. The Board has delegated its powers to the management for the Group's daily management and operations.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to code provision A.2.1 (now rearranged as C.2.1) of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Year, the role of the Chairman is performed by Mr. Yuen Man Ying while the office of the chief executive officer of the Company is vacated. The Board will keep reviewing the current structure of the Group's management from time to time and should candidate with suitable knowledge, skills and experience be identified, the Company will make appointment to fill the post as appropriate.



董事會的組成

截至本報告日期，董事會由6名執行董事及3名獨立非執行董事組成。最少1名獨立非執行董事具備合適的專業會計資格及財務管理專業知識，符合上市規則的規定。本公司已遵守上市規則第3.10及3.10A條。於本年度，獨立非執行董事的數目佔董事會不少於三分之一，因此，董事會具高度獨立性，能有效作出獨立判斷。董事會由以下董事組成：

執行董事

袁文英先生 (主席)
禰國全先生
梁成釗先生
李寶芬女士
袁灝頤女士 (於2021年5月28日獲委任)
鄭存漢先生 (於2021年5月28日獲委任)

獨立非執行董事

陳儉輝先生
鄧冠雄先生
黃麗明女士

主席兼執行董事袁文英先生為執行董事李寶芬女士之配偶。執行董事袁灝頤女士為袁文英先生及李寶芬女士 (均為執行董事) 之女兒。執行董事 (即袁文英先生、禰國全先生、梁成釗先生及李寶芬女士) 透過彼等於本公司主要股東耀騰管理之權益於本公司股份中擁有權益。上述執行董事亦於大寶行 (與本集團進行若干構成關連交易之交易) 之股份中擁有權益。詳情請參閱載於本年報第73至76頁之「董事及高級管理層之履歷簡介」、第41至43頁之「董事會報告－董事於股份、相關股份及債權證中之權益及淡倉」以及第51至54頁之「董事會報告－關連交易及董事之合約權益」。除上文所披露者外，董事之間並無其他財務、業務、家族或其他重大／有關關係。

BOARD COMPOSITION

As at the date of this report, the Board comprises six Executive Directors and three Independent Non-executive Directors. At least one of the Independent Non-executive Directors possesses the appropriate professional accounting qualifications and financial management expertise, which complies with the requirements of the Listing Rules. The Company has complied with Rules 3.10 and 3.10A of the Listing Rules. During the Year, the number of Independent Non-executive Directors represents not less than one-third of the Board. As such, there exists a strong independent element in the Board, which can effectively exercise independent judgement. The Board comprises the following Directors:

EXECUTIVE DIRECTORS

Mr. Yuen Man Ying (*Chairman*)
Mr. Huen Kwok Chuen
Mr. Leung Shing Chiu
Ms. Lee Po Fun
Ms. Yuen Ho Yee (appointed on 28 May 2021)
Mr. Cheang Chuen Hon (appointed on 28 May 2021)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kim Fai
Mr. Tang Koon Hung Eric
Ms. Wong Lai Ming

Mr. Yuen Man Ying, the Chairman and Executive Director, is the spouse of Ms. Lee Po Fun, an Executive Director. Ms. Yuen Ho Yee, the Executive Director, is the daughter of Mr. Yuen Man Ying and Ms. Lee Po Fun, both are the Executive Directors. The Executive Directors, namely Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun, are interested in the Company's shares through their interest in Evergloss, a substantial shareholder of the Company. The above-mentioned Executive Directors also have interests in the shares of Great Port, which has certain transactions with the Group which constituted connected transactions. Please refer to the "Biographical Details of Directors and Senior Management" on pages 73 to 76, "Report of the Directors – Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures" on pages 41 to 43 and "Report of the Directors – Connected Transactions and Directors' Interests in Contracts" on pages 51 to 54 of this annual report for more details. Save as disclosed above, the Directors have no other financial, business, family or other material/relevant relationships with one another.

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載的相關指引，發出的年度確認書，確認其獨立性。本公司認為所有獨立非執行董事均確屬獨立。

董事的持續專業發展

本公司鼓勵全體董事參加持續專業發展課程及研討會，以發展及更新彼等的知識及技能。於本年度，各董事（即袁文英先生、禰國全先生、梁成釗先生、李寶芬女士、袁灝頤女士、鄭存漢先生、陳儉輝先生、鄧冠雄先生及黃麗明女士）已透過參加與(i)本集團之業務；(ii)法規更新；(iii)上市規則；(iv)反貪污；或(v)環境、社會與管治（「環境、社會與管治」）常規相關的研討會、閱讀培訓資料及最新資料等方式參與適當的持續專業發展活動。

董事委任、重選及免職

各執行董事及獨立非執行董事已與本公司訂立服務合約或委任函，指定任期為三年。有關任期須遵守根據組織章程細則於本公司股東週年大會上輪值退任及膺選連任的規定。於本年度，袁灝頤女士及鄭存漢先生獲董事會提名並於本公司於2021年5月28日舉行的股東週年大會上獲選為執行董事。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

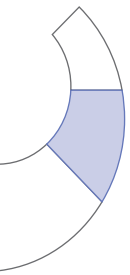
The Company has received from each of the Independent Non-executive Directors an annual written confirmation of his/her independence pursuant to the relevant guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

The Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills. During the Year, each of the Directors (namely Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu, Ms. Lee Po Fun, Ms. Yuen Ho Yee, Mr. Cheang Chuen Hon, Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming) has participated in appropriate continuous professional development activities by ways of attending seminars, reading training materials and updates relevant to (i) the Group's businesses; (ii) regulatory updates; (iii) the Listing Rules; (iv) anti-corruption; or (v) Environmental, Social & Governance ("ESG") Practices.

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the Executive Directors and Independent Non-executive Directors has entered into a service contract or a letter of appointment with the Company for a specific term of three years. Such term is subject to his/her retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association. During the Year, Ms. Yuen Ho Yee and Mr. Cheang Chuen Hon were nominated by the Board and were elected as the Executive Directors at the Company's annual general meeting held on 28 May 2021.



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董事委任、重選及免職的程序及過程受組織章程細則規管。按組織章程細則規定，獲董事會委任以填補臨時空缺的任何董事，任期僅至其獲委任後本公司首次舉行之股東大會為止，並須於該大會上重選連任。獲董事會委任以加入現有董事會的任何董事，任期僅至本公司下屆股東週年大會（「股東週年大會」）為止，並於屆時符合資格重選連任。

根據組織章程細則，於每屆股東週年大會上，當時三分之一的董事（或倘董事人數並非三或三之倍數，則最接近但不少於三分之一的人數）須每三年至少輪席退任一次。退任董事符合資格膺選連任。任何未於股東週年大會前三年輪值退任之董事須於該大會輪值退任。其餘退任之其他董事應為自上次重選連任或獲委任以來任期最長之董事，惟如有超過一名董事上次乃於同一日重選連任，則會以抽籤方式釐定退任者（除非彼等另行達成協議）。

因此，梁成釗先生、李寶芬女士及鄧冠雄先生將於2022年股東週年大會上退任。所有退任董事均符合資格，可於同一大會上膺選連任。

董事會會議

董事會定期會晤以討論及制訂本集團整體策略以及營運及財務表現。董事可親身或透過電子通訊方式出席會議。

根據企業管治守則守則條文第A.1.1條（現已重新編排為C.5.1條），董事會應定期會晤，而每年應舉行至少四次董事會會議。

The procedures and process of appointment, re-election and removal of the Directors are governed by the Articles of Association. The Articles of Association provides that any director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company ("AGM") and shall then be eligible for re-election.

In accordance with the Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one-third) shall retire from office by rotation at least once every 3 years. A retiring Director shall be eligible for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding an AGM shall retire by rotation at such meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Leung Shing Chiu, Ms. Lee Po Fun and Mr. Tang Koon Hung Eric shall retire at the 2022 AGM. All of the retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

BOARD MEETING

The Board meets regularly to discuss and formulate the overall strategy as well as the operation and financial performance of the Group. Directors may participate either in person or through electronic means of communications.

Pursuant to code provision A.1.1 (now rearranged as C.5.1) of the CG Code, the Board should meet regularly and board meetings should be held at least four times a year.

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倘董事於董事會將予考慮的某項事宜上存有利益衝突，而董事會認為該項利益衝突屬重大，則該董事須於討論該項事宜的董事會會議上就相關決議案放棄投票，且不得計入法定人數。

會議出席記錄

下文載列各董事出席本公司於本年度所舉行的董事會會議、委員會會議及股東大會的出席記錄詳情：

If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the Director shall abstain from voting on the relevant resolutions and he/she shall not be counted as a quorum in the Board meeting discussing the matter concerned.

ATTENDANCE RECORD OF MEETINGS

Set out below are details of the attendance record of each Director at the Board meetings, committee meetings and general meeting of the Company held during the Year:

		會議次數 出席/合資格出席 Number of meetings attended/eligible to attend					
		股東週年大會	董事會會議	審核 委員會會議	風險管理 委員會會議 Risk Management Committee Meetings	提名 委員會會議	薪酬 委員會會議
		Annual General Meeting	Board Meetings	Audit Committee Meetings	Management Committee Meetings	Nomination Committee Meeting	Remuneration Committee Meetings
執行董事 <i>Executive Directors</i>							
袁文英先生	Mr. Yuen Man Ying	1/1	4/4	-	-	1/1	2/2
禰國全先生	Mr. Huen Kwok Chuen	1/1	4/4	-	-	-	-
梁成釗先生	Mr. Leung Shing Chiu	1/1	4/4	-	2/2	-	-
李寶芬女士	Ms. Lee Po Fun	1/1	4/4	-	-	1/1	2/2
袁灝頤女士*	Ms. Yuen Ho Yee*	-	3/3	-	-	-	-
鄭存漢先生*	Mr. Cheang Chuen Hon*	-	3/3	-	-	-	-
獨立非執行董事 <i>Independent Non-executive Directors</i>							
陳儉輝先生	Mr. Chan Kim Fai	1/1	4/4	3/3	2/2	1/1	2/2
鄧冠雄先生	Mr. Tang Koon Hung Eric	1/1	4/4	3/3	2/2	1/1	2/2
黃麗明女士	Ms. Wong Lai Ming	1/1	4/4	3/3	2/2	1/1	2/2

* 自本公司於2021年5月28日舉行的股東週年大會結束起獲委任。

* Appointed with effect from the conclusion of the Company's annual general meeting held on 28 May 2021.

股東週年大會

本公司股東週年大會為本公司管理層與股東進行溝通的重要平台。本公司最近期的股東週年大會已於2021年5月28日舉行（「2021年股東週年大會」）。

ANNUAL GENERAL MEETING

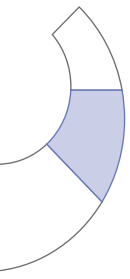
The AGM of the Company is an important forum in which the management of the Company can engage with the Shareholders. The most recent AGM of the Company was held on 28 May 2021 ("2021 AGM").

於2021年股東週年大會上，於大會日期在任的全體董事（包括董事會主席及董事委員會的所有主席及成員）連同高級管理層及外聘核數師均有出席大會。於2021年股東週年大會上，每項事宜均以個別決議案提出，並以投票方式進行表決。大會於投票表決前解釋有關進行投票表決的程序。

At the 2021 AGM, all Directors in office on the meeting date, including the Chairman of the Board and all the chairmen and members of the Board Committees, attended the meeting along with senior management and the external auditor. At the 2021 AGM, separate resolutions were proposed for each issue and were voted on by poll. The procedures for conducting a poll were explained at the meeting prior to the polls being taken.

投票結果載於本公司及聯交所網站。

The voting results are available on the websites of the Company and the Stock Exchange.



企業管治報告 Corporate Governance Report

董事委員會

董事會已成立審核委員會、風險管理委員會、提名委員會及薪酬委員會。所有董事委員會按照各自的職權範圍履行其獨有職能，其職權範圍載於本公司及聯交所網站供股東查閱。董事委員會獲得充足資源履行職務，並可應合理要求，於適當情況下徵詢獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會於2014年11月13日成立，並根據企業管治守則所載條文制訂其具體書面職權範圍。審核委員會由合共3名成員組成，彼等全部皆為獨立非執行董事，即陳儉輝先生（主席）、鄧冠雄先生及黃麗明女士。

審核委員會的主要職責為（其中包括）(i)審核本集團的財務資料；(ii)監察本集團與其外聘核數師的關係；(iii)監管本公司財務報告系統、風險管理及內部監控系統；及(iv)制定及審閱有關法律及監管規定及上市規則規定的企業管治政策及常規。

於本年度，審核委員會舉行了三次會議。於本年度，審核委員會已(i)審閱本集團分別於截至2020年12月31日止年度的經審核財務報表以及截至2021年6月30日止六個月的未經審核財務報表；(ii)審閱外聘核數師就其對截至2020年12月31日止年度的財務報表作出之法定審核及彼等對截至2021年6月30日止六個月的中期財務報表之獨立審閱向審核委員會提交的報告；(iii)審閱外聘核數師對截至2021年12月31日止年度的審核計劃；(iv)檢討本集團的財務報告系統；及(v)就續聘外聘核數師向董事會作出推薦建議，以及批准外聘核數師之聘書。

BOARD COMMITTEES

The Board has established the Audit Committee, the Risk Management Committee, the Nomination Committee and the Remuneration Committee. All the Board Committees perform their distinct roles in accordance with their respective terms of reference which are available to Shareholders on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

AUDIT COMMITTEE

The Audit Committee was established on 13 November 2014 with specific written terms of reference in accordance with the provisions set out in the CG Code. The Audit Committee comprises a total of three members, all being Independent Non-executive Directors, namely Mr. Chan Kim Fai (Chairman), Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming.

The primary responsibilities of the Audit Committee include, among others, (i) reviewing financial information of the Group; (ii) monitoring of the relationship between the Group and its external auditor; (iii) overseeing the Company's financial reporting system, risk management and internal control systems; and (iv) developing and reviewing the policies and practices on corporate governance with legal and regulatory requirements and requirements under the Listing Rules.

The Audit Committee held three meetings during the Year. During the Year, the Audit Committee (i) reviewed the Group's audited financial statements for the year ended 31 December 2020 and the unaudited financial statements for the six months ended 30 June 2021 respectively; (ii) reviewed the external auditor's reports to the Audit Committee on their statutory audit of financial statements for the year ended 31 December 2020 and their independent review of the interim financial statements for the six months ended 30 June 2021; (iii) reviewed the audit plan of the external auditor for the year ended 31 December 2021; (iv) reviewed the Group's financial reporting system; and (v) made recommendations to the Board on the re-appointment of external auditor and approval of the engagement letter of the external auditor.

企業管治報告 Corporate Governance Report

企業管治職能

董事會委任審核委員會履行企業管治職能。審核委員會於企業管治職能的責任載於審核委員會的職權範圍內。於本年度，審核委員會檢討本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展以及本公司遵守守則的情況，以及於本企業管治報告的披露。

風險管理委員會

風險管理委員會於2014年11月13日成立，並制訂其具體書面職權範圍。風險管理委員會由合共4名成員組成，當中1名為執行董事，即梁成釗先生，3名為獨立非執行董事，即陳儉輝先生（主席）、鄧冠雄先生及黃麗明女士。因此，成員大部分皆為獨立非執行董事。

風險管理委員會的主要職責包括檢討本公司企業風險管理架構、風險評估及風險管理的指引、政策及程序及檢討風險管理功能的有效性。

於本年度，風險管理委員會舉行了兩次會議。於本年度，風險管理委員會已檢討本集團的內部監控系統、本集團的高度相關風險及主要新興風險，以及就減輕該等風險所實施的監控及本集團的盈餘現金管理。

CORPORATE GOVERNANCE FUNCTION

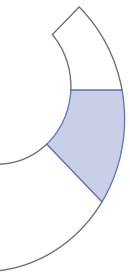
The Audit Committee has been appointed by the Board to perform the corporate governance function. The responsibilities of the Audit Committee on corporate governance function are set out in the terms of reference of the Audit Committee. During the Year, the Audit Committee reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and the senior management and the Company's compliance with the code and disclosure in this Corporate Governance Report.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was established on 13 November 2014 with specific written terms of reference. The Risk Management Committee comprises a total of four members, being one Executive Director, namely Mr. Leung Shing Chiu, and three Independent Non-executive Directors, namely Mr. Chan Kim Fai (Chairman), Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming. Accordingly, a majority of the members are Independent Non-executive Directors.

The primary responsibilities of the Risk Management Committee include reviewing the Company's enterprise risk management framework, and the guidelines, policies and procedures for risk assessment and risk management and reviewing the effectiveness of the risk management function.

The Risk Management Committee held two meetings during the Year. During the Year, the Risk Management Committee reviewed the internal control system of the Group, the Group's high-level related risks and key emerging risks and the controls in place to mitigate such risks and the Group's surplus cash management.



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提名委員會

提名委員會於2014年11月13日成立，並根據企業管治守則所載條文制訂其具體書面職權範圍。提名委員會由合共5名成員組成，當中2名為執行董事，即袁文英先生（主席）及李寶芬女士，以及3名為獨立非執行董事，即陳儉輝先生、鄧冠雄先生及黃麗明女士。因此，成員大部分皆為獨立非執行董事。

提名委員會的主要職責包括檢討董事會之架構、規模及組成（包括技能、知識、經驗及多元化方面），就任何為配合本公司之公司策略而擬對董事會作出之變動提出建議及評核獨立非執行董事之獨立性。

於本年度，提名委員會已舉行一次會議。於本年度，提名委員會已檢討董事會之架構、人數及組成（包括技能、知識、經驗及多元化方面）、評核獨立非執行董事之獨立性、提名執行董事，並就有關於2021年股東週年大會上重選全部退任董事的相關事宜向董事會作出推薦建議。

於本公司提名政策內，提名委員會將(a)根據董事會多元化政策所載為適當考量多元化好處的客觀標準，至少每年檢討董事會之架構、人數及組成（包括技能、知識、經驗及多元化方面），並就任何為配合本公司之公司策略而擬對董事會作出之變動提出建議；(b)物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提出建議；及(c)就董事委任或重新委任以及董事（尤其是主席及董事總經理（如適用））繼任計劃向董事會提出建議。有關董事會的董事會多元化政策的詳情，請參閱本企業管治報告「董事會多元化政策」分節。

NOMINATION COMMITTEE

The Nomination Committee was established on 13 November 2014 with specific written terms of reference in accordance with the provisions set out in the CG Code. The Nomination Committee comprises a total of five members, being two Executive Directors, namely Mr. Yuen Man Ying (Chairman) and Ms. Lee Po Fun, and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming. Accordingly, a majority of the members are Independent Non-executive Directors.

The primary responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and assessing the independence of the Independent Non-executive Directors.

The Nomination Committee held one meeting during the Year. During the Year, the Nomination Committee reviewed the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, assessed the independence of the Independent Non-executive Directors, nominated Executive Directors and recommended to the Board on relevant matters relating to the re-election of all retiring Directors at the 2021 AGM.

As the nomination policy of the Company, the Nomination Committee will (a) review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually based on objective criteria with due regard to the benefits of diversity as set out in the Board's diversity policy and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; and (c) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the managing director (if applicable). Please refer to the sub-section headed "Board Diversity Policy" of this Corporate Governance Report for details of the Board's policy on board diversity.

企業管治報告
Corporate Governance Report

薪酬委員會

薪酬委員會於2014年11月13日成立，並根據企業管治守則所載條文制訂其具體書面職權範圍。薪酬委員會由合共5名成員組成，當中2名為執行董事，即袁文英先生及李寶芬女士，以及3名為獨立非執行董事，即陳儉輝先生、鄧冠雄先生（主席）及黃麗明女士。因此，成員大部分皆為獨立非執行董事。

薪酬委員會的主要職責為（其中包括）(i)就全體董事及高級管理層之本公司薪酬政策及架構以及就制定有關薪酬的政策設立一套正式透明程序而向董事會作出推薦建議；(ii)參考董事會的企業目標及宗旨，審閱及批准管理層之薪酬建議；及(iii)就全體董事及高級管理層之薪酬方案向董事會作出推薦建議。

於本年度，薪酬委員會已舉行兩次會議。於本年度，薪酬委員會已審閱本集團的薪酬政策、審閱個別執行董事及高級管理層之薪酬方案，亦審閱獨立非執行董事之薪酬以提呈供董事會批准。

高級管理層成員按組別劃分的薪酬

根據企業管治守則守則條文第B.1.5條（現已重新編排為E.1.5條），於本年度，本公司當時在任的高級管理層按組別劃分的年度薪酬詳情如下：

REMUNERATION COMMITTEE

The Remuneration Committee was established on 13 November 2014 with specific written terms of reference in accordance with the provisions set out in the CG Code. The Remuneration Committee comprises a total of five members, being two Executive Directors, namely Mr. Yuen Man Ying and Ms. Lee Po Fun, and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric (Chairman) and Ms. Wong Lai Ming. Accordingly, a majority of the members are Independent Non-executive Directors.

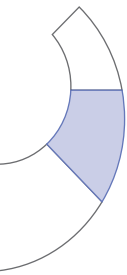
The primary responsibilities of the Remuneration Committee include, among others, (i) making recommendations to the Board on the Company's policy and structure for the remuneration of all the Directors and senior management and on the establishment of a set of formal and transparent procedures for developing such remuneration policy; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) making recommendations to the Board on the remuneration packages of all the Directors and senior management.

The Remuneration Committee held two meetings during the Year. During the Year, the Remuneration Committee reviewed the remuneration policy of the Group, reviewed the remuneration package of the individual Executive Directors and senior management as well as reviewed the remuneration of Independent Non-executive Directors for submission to the Board for approval.

REMUNERATION OF THE MEMBERS OF THE SENIOR MANAGEMENT BY BAND

Pursuant to Code Provision B.1.5 (now rearranged as E.1.5) of the CG Code, details of the annual remuneration of the senior management of the Company then in office by band for the Year are as follows:

薪酬組別	Remuneration band	人數 Number of individuals
零至1,000,000港元	Nil to HK\$1,000,000	1



董事會多元化政策

董事會已制訂董事會多元化政策。本公司深明並深信董事會成員多元化對提升本公司表現質素裨益良多。透過考慮多項因素可達致董事會成員多元化，該等因素包括但不限於性別、年齡、文化背景及種族，以及教育背景、專業經驗、技能、知識及服務年期。董事會作出的所有任命均基於用人唯才原則，考慮人選時將按適當準則，並充分顧及董事會多元化之裨益。

控股股東作出之不競爭承諾

耀騰管理、利康、國麗、袁文英先生、禰國全先生、梁成釗先生及李寶芬女士已各自就遵守彼等根據於2014年11月13日所簽署的不競爭契諾所作出以本公司為受益人之不競爭承諾（「承諾」）提供年度確認。獨立非執行董事已審閱於本年度，耀騰管理、利康、國麗、袁文英先生、禰國全先生、梁成釗先生及李寶芬女士各自遵守承諾之情況。獨立非執行董事確認，就彼等所能確定而言，耀騰管理、利康、國麗、袁文英先生、禰國全先生、梁成釗先生及李寶芬女士概無違反所作出之承諾。

外聘核數師薪酬

本年度，就外聘核數師向本集團提供的審核服務及非審核服務而已付或應付外聘核數師薪酬分別為約1,600,000港元及約400,000港元。

BOARD DIVERSITY POLICY

The Board has established a board diversity policy. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. All the Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

Each of Evergloss, Likang, Kwok Lai, Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun has provided annual confirmations in respect of the compliance with non-competition undertakings (the “Undertakings”) given by them in favour of the Company pursuant to a deed of non-competition undertakings dated 13 November 2014. The Independent Non-executive Directors have also reviewed the compliance by each of Evergloss, Likang, Kwok Lai, Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun with the Undertakings during the Year. The Independent Non-executive Directors have confirmed that, as far as they can ascertain, there is no breach by any of Evergloss, Likang, Kwok Lai, Mr. Yuen Man Ying, Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu and Ms. Lee Po Fun of the Undertakings given by them.

EXTERNAL AUDITOR'S REMUNERATION

For the Year, the remunerations paid or payable to the external auditor in respect of its audit services and non-audit services provided to the Group were approximately HK\$1.6 million and approximately HK\$0.4 million, respectively.

董事及核數師就財務報表的責任

董事確認彼等就編製本公司及本集團本年度財務報表的責任。董事知悉與本公司持續經營有關的重大不確定因素。

誠如綜合財務報表附註2(b)所披露，於2020年年初開始的COVID-19疫情仍對本集團本年度的財務表現及財務狀況具重大負面影響，尤其是日本政府對遊客及香港政府對從海外進入香港的人士實施檢疫要求。

截至2021年12月31日止年度，本集團產生虧損約156,425,000港元，而截至該日，本集團流動負債超出其流動資產約128,016,000港元。該狀況顯示存在重大不確定性，可能對本集團持續經營能力構成重大疑慮，故或未能於日常業務過程中變現其資產及償還其負債。

董事會認為，經考慮下列各項後，根據本集團涵蓋直至2023年6月30日止期間（「預測期間」）的現金流量預測，本集團將有足夠營運資金為其營運提供資金及於可見將來履行到期的財務責任：

- (a) 本集團管理層致力透過落實多項成本控制措施以改善本集團的經營現金流量，包括人力資源重整、實施僱員及本公司董事減薪、安排無薪假期、向業主徵求若干分店租賃的租金寬減；
- (b) 本集團管理層一直與日本一家銀行協商，以推遲按季度支付2022年每季度約6,800,000港元的本金分期付款；
- (c) 於綜合財務報表獲批准當日，關連公司大寶行有限公司（「大寶行」）同意於預測期間提供不少於100,000,000港元額外信貸融資給本集團；

DIRECTORS' AND AUDITOR'S RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

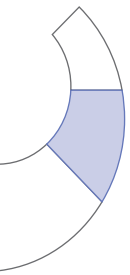
The Directors acknowledge their responsibility for preparing the financial statements of the Company and of the Group for the Year. The Directors were aware of the material uncertainty related to going concern of the Company.

As disclosed in note 2(b) to the consolidated financial statements, the COVID-19 pandemic began in early 2020 still has a profound negative impact on the Group's financial performance and financial position for the year, in particular for the quarantine requirement implemented by Japan government for visitors and Hong Kong government for people entering Hong Kong from overseas.

The Group incurred a loss of approximately HK\$156,425,000 for the year ended 31 December 2021 and as of that date, its current liabilities exceeded its current assets by approximately HK\$128,016,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In the opinion of the Board, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future, based on the cash flow projections of the Group covering a period up to 30 June 2023 (the "Forecast Period") after taking into the following considerations:

- (a) The management of the Group has been endeavoring to improve the Group's operating cash flows through implementing various cost control measures, including restructuring of workforce, implementing salary reduction for employees and the directors of the Company, arrangements of unpaid leaves, seeking rent concession from landlords on the lease of certain branches;
- (b) The management of the Group has been negotiating with a bank in Japan to defer the quarterly payments of the principal instalment of approximately HK\$6.8 million per quarter of a loan for the year 2022;
- (c) As at the date of approval of the consolidated financial statements, Great Port Limited ("Great Port"), a related company, agreed to provide additional credit facilities of not less than HK\$100 million to the Group during the Forecast Period;



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(d) 旅遊業務的預期溫和復甦是基於全球（特別是日本）的疫情和旅遊限制最新發展，以及香港政府實施的檢疫政策。鑑於出境旅行團持續暫停，本集團本年度已將業務多元化至商品銷售；及

(e) 本集團管理層持續致力尋求額外資金來源。

有關本公司獨立核數師就彼等對財務報表申報責任的聲明載於本年報第77至85頁之獨立核數師報告。

風險管理及內部監控系統

董事會負責維持及檢討本集團的風險管理及內部監控系統的有效性。董事會認同本集團的風險管理及內部監控系統對辨認、評估及管理本集團面對的風險，確保本集團持續遵守法律及規例，以及提供合理保證以避免重大誤報、出錯、遺失或欺詐擔當關鍵角色。董事會認識到本集團面對要達成業務目標的風險並致力於透過設計、實施及監察有效的風險管理及內部監控系統以維持該等風險於可接受的程度。

風險管理及內部監控系統已於本公司及其附屬公司內設立以促進有效及高效的運作，保障資產不被未經授權的使用，保留適當的會計記錄，確保財務匯報及資料的可靠性，以及確保遵守適用的法律及規例。該等系統旨在滿足本集團的特定需要及盡量減低本集團所承受的風險，並旨在管理而非消除風險，以達致業務目標，且按其性質僅就重大錯誤陳述或虧損提供合理而非絕對的保證。

(d) The expected mild revival of the travel business is based on the latest developments of the pandemic and of travel restrictions worldwide, especially in Japan, and quarantine policy implemented by Hong Kong government. In the view of the continuous suspension of outbound package tours, the Group has diversified its business to sales of merchandises during the current year; and

(e) The management of the Group keeps endeavoring to seek additional sources of finance.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 77 to 85 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board is responsible for maintaining and reviewing the effectiveness of the Group's risk management and internal control systems. The Board recognises that the Group's risk management and internal control systems play a key role in the identification, evaluation and management of risks faced by the Group, the assurance of continued compliance with laws and regulations by the Group, and the provision of reasonable assurance on the Group against material misstatement, error, loss or fraud. The Board appreciates that the Group is exposed to risks in achieving its business objectives and strives to maintain such risks at acceptable level through the design, implementation and monitoring of effective risk management and internal control systems.

The risk management and internal control systems are established within the Company and its subsidiaries for facilitating effective and efficient operations, for safeguarding assets against unauthorised use, for maintaining proper accounting records, for ensuring the reliability of financial reporting and information, and for ensuring compliance with applicable laws and regulations. These systems are designed to meet the Group's particular needs and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks to achieve business objectives and by their nature, can only provide reasonable but not absolute assurance against material misstatements or losses.

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本公司的風險管理及內部監控制度主要元素包括設立風險記錄冊以追蹤、記錄及匯報所辨識的風險、評估及評測風險、發展及持續更新應對程序，以及持續測試內部監控程序以確保其有效性。

本公司亦已採納一個持續進行的風險管理方法以辨識及評估影響其達到目標的主要固有風險。本公司已於評估風險出現的可能性及風險事項的影響後採納一個風險模型以釐定風險評級(L=低風險;M=中度風險;H=高風險)。風險評級反映管理層所需要注意及處理風險力度水平。

於風險評估的程序中，各風險負責人須捕捉及識別影響其達到目標的主要固有風險。各固有風險乃根據風險模型進行評估。經考慮風險的應對方法後(如採取監控措施以減低風險)將再次評估各固有風險的剩餘風險。風險記錄冊連同風險應對方法及剩餘風險將向風險管理委員會匯報。風險管理委員會會評估制度的有效性並向董事會匯報。剩餘風險的最高級別須受董事會監管。

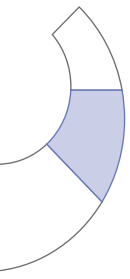
於本年度，董事會已通過風險管理委員會檢討本集團風險管理及內部監控系統(涵蓋所有重要監控方面，包括財務、營運及合規監控)的持續有效性。該檢討涵蓋外匯風險管理及本集團的盈餘現金管理。

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to keep track, record and report identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

An ongoing risk management approach is also adopted by the Company for identifying and assessing the key inherent risks that affect the achievements of its objectives. A risk matrix is adopted to determine risk rating (L = low risk, M = medium risk, H = high risk) after evaluation of the risk by the likelihood and the impact of the risk event. The risk ratings reflect the level of managements, attention and risk treatment effort required.

During the process of risk assessment, each risk owner is required to capture and identify the key inherent risks that affect the achievement of its objectives. Each inherent risk is evaluated according to the risk matrix. After taking into consideration the risk response, such as control measures in place to mitigate the risk, the residual risk of each inherent risk is evaluated again. The risk register with the risk responses and residual risks is reported to the Risk Management Committee. The Risk Management Committee evaluates the effectiveness of the systems and reports to the Board. The highest category of residual risks is subject to the Board's oversight.

During the Year, the Board, through the Risk Management Committee, reviewed the continued effectiveness of the Group's risk management and internal control systems covering all material aspect of controls, including financial, operational and compliance controls. The review covered the foreign exchange risk management and the Group's surplus cash management.



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於本年度，本公司亦已委聘獨立專業顧問對本集團風險管理及內部監控制度的有效性進行年度審核。審核涵蓋以下於本集團內的項目：

- 網上銷售 — 採購、應付賬款及付款週期 (包括回佣)
- 網上銷售 — 收益及應收賬款週期
- 網上銷售 — 存貨管理
- 科技資訊整體監控 — 網上平台

於本年度由顧問作出的相關適用建議已獲本集團分階段實施，以進一步鞏固其內部監控政策、程序及常規。

鑑於上述審核，董事會對本集團的風險管理及內部監控制度屬充分及有效且於本年度整個期間已遵守有關內部監控的企業管治守則條文及本公司設有內部審計功能表示滿意。

處理及發布內幕消息的程序及內部監控措施

關於處理及發布內幕消息之程序及內部控制措施，本集團於處理事務時恪守證券及期貨條例及上市規則對內幕消息之規定。董事及高級管理層負責釐定任何特定消息是否為內幕消息以及監督及協調本集團的內幕消息披露。彼等亦採取一切合理措施，確保本集團不時設有恰當的防範措施，以防違反有關本集團的披露規定，以及確保根據適用法律及法規適時作出披露及／或刊發公告。於該信息完全披露於公眾前，彼等須確保其嚴格保密。董事亦致力確保公告中所載的資料不會在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，使資料以清晰及持平的方式呈述。

During the Year, the Company also engaged an independent professional consultant to conduct an annual review on the effectiveness of the Group's risk management and internal control systems. The review covered the following items within the Group:

- Online Sales – Procurement, Accounts Payable and Payment Cycle (including rebate)
- Online Sales – Revenue and Receivable Cycle
- Online Sales – Inventory Management
- IT General Controls – Online Platform

Relevant applicable recommendations made by the consultant during the Year have already been implemented in stages by the Group to further enhance its internal control policies, procedures and practices.

As a result of the above review, the Board is satisfied that the Group's risk management and internal control systems are adequate and effective and have complied with the CG Code provisions on internal control throughout the Year and the Company has an internal audit function.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group conducts its affairs with close attention to the inside information provisions under the SFO and the Listing Rules. The Directors and senior management are responsible for determining whether any particular information is inside information and overseeing and coordinating disclosure of inside information of the Group. They are also responsible for taking reasonable measures to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group from time to time and that disclosures are made and/or announcements are published on a timely basis in accordance with the applicable laws and regulations, and before such information is fully disclosed to the public, they shall ensure the same is kept strictly confidential. The Directors are also committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way.

股息政策

經考慮(其中包括)經營業績、現金流及財務狀況、經營及資本需求、可分派溢利金額、根據香港財務報告準則可供分派的儲備、組織章程細則、適用法律及法規(包括開曼群島法律)及董事認為相關的其他因素後,董事會或會擬派或宣派股息。

根據上述因素及考慮,本公司宣派不少於本集團股東應佔綜合溢利50%的年度股息予股東。任何股息將就股份按每股股份基準以港元宣派,且本公司將以港元支付有關股息。其他分派(如有)將以董事認為合法、公平及可行的任何方式派付予股東。任何特定年度未作分派的可供分派溢利可保留以供後續年度分派。倘溢利作為股息分派,則有關部分溢利將不可用於本集團營運再投資。

公司秘書

本公司公司秘書(「公司秘書」)一職由黃卓儀女士擔任。公司秘書為本公司僱員,並由董事會委任。公司秘書負責促進董事會的程序及董事會成員之間及與股東和與管理層之間的溝通。公司秘書本年度已接受至少15小時的相關專業培訓,以更新其技能及知識。

股東權利

本公司股東大會為股東及董事會提供溝通的機會。本公司每年於董事會決定的地點舉行股東週年大會。

DIVIDEND POLICY

The Board may propose or declare the payment of dividends after taking into account, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, the amount of distributable profits, reserves available for distribution based on HKFRSs, the Articles of Association, applicable laws and regulations (including the laws of Cayman Islands) and other factors which the Directors deem relevant.

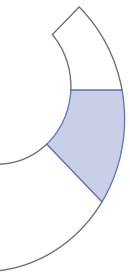
The Company, subject to the factors and considerations above, pay annual dividends of not less than 50% of the Group's consolidated profit attributable to the Shareholders. Any dividends declared will be in Hong Kong dollars with respect to the Shares on a per Share basis, and the Company will pay such dividends in Hong Kong dollars. Other distributions, if any, will be paid to the Shareholders by any means which the Directors consider legal, fair and practicable. Any distributable profits that are not distributed in any given year may be retained and be made available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available for reinvestment in the Group's operations.

COMPANY SECRETARY

The role of the company secretary of the Company ("Company Secretary") is performed by Ms. Wong Cheuk Yee Kathy. The Company Secretary is an employee of the Company and is appointed by the Board. The Company Secretary is responsible for facilitating the Board's processes and communications among Board members, with Shareholders and with management. The Company Secretary received at least 15 hours of relevant professional training to update her skills and knowledge during the Year.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communications between the Shareholders and the Board. An AGM shall be held in each year and at the place as may be determined by the Board.



股東召開股東特別大會（「股東特別大會」）

根據組織章程細則第64條，股東特別大會可應一名或多名股東要求而召開，而該等股東於要求呈交當日須持有不少於有權於股東大會上投票的本公司實繳股本的十分之一。該項要求須以書面向董事會或公司秘書至本公司香港總辦事處作出（其現時地址為香港九龍觀塘鴻圖道83號東瀛遊廣場15樓），並由提出要求者簽署，以要求董事會就處理該要求所指定的任何事務召開股東特別大會。倘董事會於該項要求呈交後21日內未能召開該大會，則提出要求者本人（彼等）可以相同方式召開大會，而本公司須向提出要求者償付提出要求者因董事會未能召開大會而產生的所有合理開支。

股東對董事會提出查詢

股東可向本公司遞交書面查詢，註明由本公司於香港總辦事處的公司秘書收。

股東於股東大會提呈建議的程序

股東向股東特別大會提呈決議案時須遵守組織章程細則第64條，相關規定及程序載於上文「股東召開股東特別大會」一段。

SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING (“EGM”)

Pursuant to Article 64 of the Articles of Association, an EGM shall be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary at the head office of the Company in Hong Kong, which is presently situated at 15/F, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong, for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition and signed by the requisitioner(s). If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

PUTTING ENQUIRIES BY SHAREHOLDERS TO THE BOARD

Shareholders may send written enquiries to the Company for the attention of the Company Secretary at the Company's head office in Hong Kong.

PROCEDURES FOR PUTTING FORWARD PROPOSALS BY SHAREHOLDERS AT SHAREHOLDERS' MEETING

Shareholders are requested to follow Article 64 of the Articles of Association for putting forward a resolution at an EGM. The requirements and procedures are set out above in the paragraph headed “Shareholders to Convene an Extraordinary General Meeting”.

組織章程文件的重大變動

於本年度，概無對本公司的組織章程文件作出任何修訂。

代表董事會

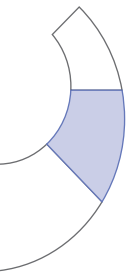
主席兼執行董事
袁文英
香港，2022年3月25日

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

No amendment has been made to the Company's constitutional documents during the Year.

On behalf of the Board

Yuen Man Ying
Chairman and Executive Director
Hong Kong, 25 March 2022



董事及高級管理層之履歷簡介 Biographical Details of Directors and Senior Management

執行董事

袁文英先生（「袁先生」），70歲，為本集團創辦人，自2014年7月24日起出任本公司主席兼執行董事。袁先生於1987年發起創立本集團。彼亦為董事會之提名委員會的主席及薪酬委員會的成員。袁先生亦為東瀛遊旅行社的董事總經理以及東瀛遊旅行社、東瀛遊管理集團有限公司（「東瀛遊管理」）、耀騰旅行社有限公司（「耀騰旅行社」）、東瀛遊旅行社（澳門）有限公司（「東瀛遊澳門」）、東瀛遊旅行社（日本）有限公司（「東瀛遊日本」）、東瀛遊控股（日本）有限公司（「東瀛遊控股日本」）、東瀛遊控股（亞洲）有限公司（「東瀛遊亞洲」）、東瀛遊投資集團有限公司（「東瀛遊投資」）、EGL Market Company Limited（前稱東瀛遊貿易有限公司）（「EGL Market」）及本公司其他附屬公司的董事。彼亦為本公司主要股東耀騰管理的董事。彼負責為本集團作出重要的決策、監察旅遊及酒店營運的發展、推廣日本市場、前往日本的旅遊項目的行程安排、監督及培訓導遊以及策劃包機。袁先生於旅遊行業擁有逾37年豐富知識及經驗。袁先生為本公司執行董事李寶芬女士的配偶，及本公司執行董事袁灝頤女士的父親。

禰國全先生（「禰先生」），64歲，自2014年7月24日起出任本公司執行董事。禰先生於1987年加入本集團。禰先生亦擔任東瀛遊旅行社、東瀛遊管理、耀騰旅行社、東瀛遊澳門、東瀛遊日本、東瀛遊控股日本、東瀛遊亞洲、東瀛遊投資、EGL Market及本公司其他附屬公司的董事。彼亦為本公司主要股東耀騰管理的董事。禰先生為本集團發言人。彼負責監察本集團的發展、公共關係、特色美食旅遊、酒店營運以及本公司分別於澳門及深圳成立的附屬公司。禰先生於旅遊行業擁有逾37年豐富知識及經驗。

EXECUTIVE DIRECTORS

Mr. Yuen Man Ying (“Mr. Yuen”), aged 70, is the founder of the Group and has been the Chairman and an Executive Director of the Company since 24 July 2014. Mr. Yuen initiated the creation of the Group in 1987. He is also the chairman of the Nomination Committee and a member of the Remuneration Committee of the Board. Mr. Yuen serves as the managing director of EGL Tours and as a director of EGL Tours, EGL Management Group Company Limited (“EGL Management”), i-Evertravel Company Limited (“i-Evertravel”), EGL Tours (Macau) Company Limited (“EGL Macau”), EGL Tours (Japan) Company Limited (“EGL Japan”), EGL Holdings (Nippon) Limited (“EGL Nippon”), EGL Holdings (Asia) Limited (“EGL Asia”), EGL Investment Group Company Limited (“EGL Investment”), EGL Market Company Limited (formerly known as EGL Trading Company Limited) (“EGL Market”) and other subsidiaries of the Company. He is also a director of Evergloss which is a substantial shareholder of the Company. He is responsible for important decision making of the Group, overseeing both tours and hotel operation development, promoting the Japanese market, planning for tour itinerary in Japan, supervising and training tour escorts, and strategic planning air charter of the Group. Mr. Yuen has over 37 years of extensive knowledge and experience in the tourism industry. Mr. Yuen is the spouse of Ms. Lee Po Fun who is an Executive Director of the Company, and the father of Ms. Yuen Ho Yee who is an Executive Director of the Company.

Mr. Huen Kwok Chuen (“Mr. Huen”), aged 64, has been an Executive Director of the Company since 24 July 2014. Mr. Huen joined the Group in 1987. Mr. Huen also serves as a director of EGL Tours, EGL Management, i-Evertravel, EGL Macau, EGL Japan, EGL Nippon, EGL Asia, EGL Investment, EGL Market and other subsidiaries of the Company. He is also a director of Evergloss which is a substantial shareholder of the Company. Mr. Huen is the spokesman of the Group. He is responsible for overseeing development of the Group, public relations, specialised gourmet tourism, hotel operation and the subsidiaries of the Company incorporated in Macau and Shenzhen respectively. Mr. Huen has over 37 years of extensive knowledge and experience in the tourism industry.

董事及高級管理層之履歷簡介

Biographical Details of Directors and Senior Management

梁成釗先生（「梁先生」），67歲，自2014年7月24日起出任本公司執行董事。彼為董事會之風險管理委員會成員。梁先生於1988年加入本集團。梁先生為東瀛遊旅行社、東瀛遊管理、耀騰旅行社、東瀛遊澳門、東瀛遊日本、東瀛遊控股日本、東瀛遊亞洲、東瀛遊投資、EGL Market及本公司其他附屬公司的董事。彼亦為本公司主要股東耀騰管理的董事。彼負責本集團管理日本出境遊的接待服務、前線銷售、客戶服務、會計及行政事宜。梁先生於旅遊行業擁有逾37年豐富知識及經驗。

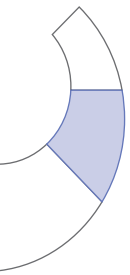
李寶芬女士（「袁太」），63歲，自2014年7月24日起出任本公司執行董事。彼亦為董事會之提名委員會及薪酬委員會成員。袁太於1987年加入本集團。袁太亦為東瀛遊旅行社、東瀛遊管理、耀騰旅行社、東瀛遊澳門、東瀛遊日本、東瀛遊控股日本、東瀛遊亞洲、東瀛遊投資、EGL Market及本公司其他附屬公司的董事。彼亦為本公司主要股東耀騰管理的董事。彼負責監督本集團的資訊科技部、人才資源發展部及整體旅團營運。袁太於旅遊行業擁有逾37年豐富知識及經驗。袁太為本公司主席兼執行董事袁文英先生的配偶，及本公司執行董事袁灝頤女士的母親。

袁灝頤女士（「袁女士」），33歲，自2021年5月28日起出任本公司執行董事。袁女士於2011年11月加入本集團。彼為東瀛遊旅行社的董事。彼負責監督市場推廣及公關部、海外婚禮組及產品發展部的營運。彼亦負責制定策略，以推廣本集團形象與業務以及為本集團未來發展研發新產品。彼於旅遊行業擁有逾10年經驗。袁女士於2010年7月畢業於英國諾丁漢大學，並取得管理學文學士學位。袁女士為袁文英先生（本公司主席兼執行董事）及李寶芬女士（本公司執行董事）的女兒。

Mr. Leung Shing Chiu (“Mr. Leung”), aged 67, has been an Executive Director of the Company since 24 July 2014. He is a member of the Risk Management Committee of the Board. Mr. Leung joined the Group in 1988. Mr. Leung serves as a director of EGL Tours, EGL Management, i-Evertravel, EGL Macau, EGL Japan, EGL Nippon, EGL Asia, EGL Investment, EGL Market and other subsidiaries of the Company. He is also a director of Evergloss which is a substantial shareholder of the Company. He is responsible for managing the receiving services for outbound tourism in Japan, frontline sales, customer services, accounting and administration matters of the Group. Mr. Leung has over 37 years of extensive knowledge and experience in the tourism industry.

Ms. Lee Po Fun (“Mrs. Yuen”), aged 63, has been an Executive Director of the Company since 24 July 2014. She is a member of both the Nomination Committee and the Remuneration Committee of the Board. Mrs. Yuen joined the Group in 1987. She also serves as a director of EGL Tours, EGL Management, i-Evertravel, EGL Macau, EGL Japan, EGL Nippon, EGL Asia, EGL Investment, EGL Market and other subsidiaries of the Company. She is also a director of Evergloss which is a substantial shareholder of the Company. She is responsible for overseeing the information technology department, human resources development and the overall tour operations of the Group. Mrs. Yuen has over 37 years of extensive knowledge and experience in the tourism industry. Mrs. Yuen is the spouse of Mr. Yuen Man Ying who is the Chairman and an Executive Director of the Company, and the mother of Ms. Yuen Ho Yee who is an Executive Director of the Company.

Ms. Yuen Ho Yee (“Ms. Yuen”), aged 33, has been an Executive Director of the Company since 28 May 2021. Ms. Yuen joined the Group in November 2011. She serves as a director of EGL Tours. She is responsible for overseeing the operations in the marketing and public relations department, overseas wedding department and product development department. She is also responsible for formulating strategies for promoting the Group’s image and business and developing new products for the future development of the Group. She has over 10 years of experience in the tourism industry. Ms. Yuen graduated in July 2010 from the University of Nottingham, United Kingdom with a Bachelor of Arts Degree in Management Studies. Ms. Yuen is the daughter of Mr. Yuen Man Ying, the Chairman and an Executive Director of the Company, and Ms. Lee Po Fun, an Executive Director of the Company.



董事及高級管理層之履歷簡介

Biographical Details of Directors and Senior Management

鄭存漢先生（「鄭先生」），57歲，自2021年5月28日起出任本公司執行董事。鄭先生為本集團財務總監。彼負責監督及管理本集團的財務事宜。彼於2001年6月加入本集團並擔任財務經理，之後於2004年4月獲晉升為東瀛遊旅行社財務總監。鄭先生於會計及財務方面擁有逾33年的豐富經驗，其中10年乃於另一家公眾上市公司（其股份於聯交所主板上市）任職，位至會計經理一職。鄭先生於1988年11月畢業於香港大學，並取得社會科學學士學位，其後於2001年11月於香港理工大學取得會計專業理學碩士學位。鄭先生為香港會計師公會的資深會員及英國特許公認會計師公會的資深會員。

Mr. Cheang Chuen Hon (“Mr. Cheang”), aged 57, has been an Executive Director of the Company since 28 May 2021. Mr. Cheang is the financial controller of the Group. He is responsible for supervision and management of the Group’s financial issues. He joined the Group in June 2001 as a finance manager before being promoted as the financial controller of EGL Tours in April 2004. Mr. Cheang has over 33 years of extensive accounting and financial experience, in which 10 years in another public listed company (whose shares are listed on the Main Board of the Stock Exchange), with latest position as accounting manager. Mr. Cheang graduated from the University of Hong Kong with a bachelor degree in social sciences in November 1988 and later obtained a master degree of science in accountancy from the Hong Kong Polytechnic University in November 2001. Mr. Cheang is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

獨立非執行董事

陳儉輝先生（「陳先生」），63歲，自2014年11月13日起出任本公司獨立非執行董事。彼亦為董事會之審核委員會及風險管理委員會的主席及董事會之薪酬委員會及提名委員會的成員。彼負責獨立監察本集團的管理。陳先生現為華大酒店投資有限公司（股份代號：201）、順豪物業投資有限公司（股份代號：219）及順豪控股有限公司（股份代號：253）（該等公司均於聯交所上市）的獨立非執行董事。自2001年起，陳先生亦為陳儉輝會計師行的獨資經營者。陳先生為香港會計師公會、英國特許公認會計師公會及澳洲會計師公會會員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Kim Fai (“Mr. Chan”), aged 63, has been an Independent Non-executive Director of the Company since 13 November 2014. He is also the chairman of the Audit Committee and the Risk Management Committee of the Board and a member of the Remuneration Committee and the Nomination Committee of the Board. He is responsible for overseeing the management of the Group independently. Mr. Chan is currently an independent non-executive director of Magnificent Hotel Investments Limited (stock code: 201), Shun Ho Property Investments Limited (stock code: 219) and Shun Ho Holdings Limited (stock code: 253) (all these companies are listed on the Stock Exchange). Mr. Chan has also served as the sole proprietor of Ivan Chan & Co, CPA since 2001. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and CPA Australia.

董事及高級管理層之履歷簡介

Biographical Details of Directors and Senior Management

鄧冠雄先生（「鄧先生」），76歲，自2014年11月13日起出任本公司獨立非執行董事。彼亦為董事會之薪酬委員會的主席及董事會之審核委員會、提名委員會以及風險管理委員會的成員。彼負責獨立監察本集團的管理。彼現為ASM Pacific Technology Limited（一家於聯交所主板上市的公司，股份代號：522）的獨立非執行董事。鄧先生於加拿大獲得特許會計師資格，現為香港會計師公會會員。

黃麗明女士（「黃女士」），63歲，自2014年11月13日起出任為本公司獨立非執行董事。彼亦為董事會之審核委員會、薪酬委員會、提名委員會及風險管理委員會的成員。彼負責獨立監察本集團的管理。黃女士於法律行業擁有逾23年經驗。黃女士為香港非執業律師。

根據上市規則第13.51B(1)條披露董事資料

有關本年度董事薪酬的變動詳情載於綜合財務報表附註12。

高級管理層

公司秘書

黃卓儀女士（「黃女士」），60歲，自2014年8月28日出任本公司公司秘書。彼負責本集團的公司秘書事務。黃女士自2006年9月起擔任東瀛遊旅行社的公司秘書，負責整體公司秘書事宜。黃女士於會計、審計及稅務行業擁有逾37年經驗。黃女士持有香港樹仁學院會計文憑及北京大學法學學士學位。黃女士為香港執業會計師，以及為香港會計師公會的會員及英國特許公認會計師公會的資深會員。

Mr. Tang Koon Hung Eric (“Mr. Tang”), aged 76, has been an Independent Non-executive Director of the Company since 13 November 2014. He is also the chairman of the Remuneration Committee of the Board and a member of the Audit Committee, Nomination Committee and Risk Management Committee of the Board. He is responsible for overseeing the management of the Group independently. He is currently an independent non-executive director of ASM Pacific Technology Limited (stock code: 522), a company listed on the Main Board of the Stock Exchange. Mr. Tang was qualified as a Chartered Accountant in Canada and is a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Wong Lai Ming (“Ms. Wong”), aged 63, has been an Independent Non-executive Director of the Company since 13 November 2014. She is also a member of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee of the Board. She is responsible for overseeing the management of the Group independently. Ms. Wong has over 23 years of experience in the legal industry. Ms. Wong is a non-practicing solicitor in Hong Kong.

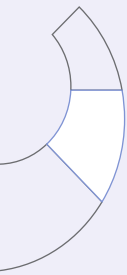
DISCLOSURE OF DIRECTORS’ INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Details of the change of emoluments of the Directors for the Year are set out in note 12 to the consolidated financial statements.

SENIOR MANAGEMENT

Company Secretary

Ms. Wong Cheuk Yee Kathy (“Ms. Wong”), aged 60, has been the company secretary of the Company since 28 August 2014. She is responsible for the company secretarial matters of the Group. Ms. Wong has been the company secretary of EGL Tours since September 2006, being responsible for its general company secretarial affairs. Ms. Wong has over 37 years of experience in the accounting, audit and tax industry. Ms. Wong holds a diploma in accounting from the Hong Kong Shue Yan College and a bachelor of law degree from Peking University. Ms. Wong is a Certified Public Accountant (Practising) in Hong Kong and a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.



獨立核數師報告 Independent Auditor's Report



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永安中心25樓

致東瀛遊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」)已審核列載於第86至213頁東瀛遊控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,該等綜合財務報表包括於2021年12月31日的綜合財務狀況表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,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所頒布的《香港財務報告準則》真實而公平地反映 貴集團於2021年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量,並已按照香港《公司條例》的披露要求而妥為編製。

TO THE SHAREHOLDERS OF EGL HOLDINGS COMPANY LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of EGL Holdings Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 86 to 213, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, 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.

獨立核數師報告
Independent Auditor's Report

意見基礎

我們已根據香港會計師公會所頒布的《香港審計準則》進行審核。根據該等準則，我們的責任於本報告內「核數師就審核綜合財務報表須承擔之責任」一節中進一步闡述。根據香港會計師公會之《專業會計師職業道德守則》（「守則」），我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證充足及適當地為我們的意見提供基礎。

有關持續經營的重大不確定性

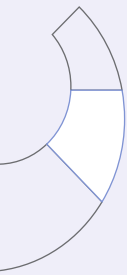
我們務請垂注綜合財務報表附註2(b)，顯示截至2021年12月31日止年度， 貴集團產生虧損約156,425,000港元，而截至該日， 貴集團流動負債超出其流動資產約128,016,000港元。該等狀況連同綜合財務報表附註2(b)所載事項，顯示存在因重大不確定性而對 貴集團繼續按持續經營基準之能力可能引起之重大疑慮。我們不會就此發表保留意見。

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2(b) to the consolidated financial statements, which indicates that the Group incurred a loss of approximately HK\$156,425,000 for the year ended 31 December 2021 and as of that date, its current liabilities exceeded its current assets by approximately HK\$128,016,000. These conditions, together with the matters set forth in note 2(b) to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.



獨立核數師報告 Independent Auditor's Report

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期間的綜合財務報表中最重要的事項。我們於審核整體綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。除「有關持續經營的重大不確定性」一節所述的事項外，我們已將下述事項釐定為將於本報告中所傳達的關鍵審計事項。

非金融資產減值評估

(請參閱綜合財務報表附註4(n)、14、15及21)

於2021年12月31日，貴集團物業、廠房及設備、使用權資產以及預付款的賬面值分別為580,238,000港元、26,860,000港元及27,530,000港元。

該等非金融資產主要包括日本的永久業權土地、酒店樓宇及酒店的租賃物業裝修、租賃物業的使用權資產、旅遊巴士的使用權資產以及向供應商的預付款。

鑑於COVID-19疫情，貴集團已由2020年3月中旬起取消及／或推遲向受影響城市及國家提供其旅行相關產品及服務，於年內間歇性地暫停其於大阪的酒店營運及縮減於沖繩的酒店營運規模。有關安排已令旅遊相關業務及酒店業務停止營運，並對貴集團截至2021年12月31日止年度的財務業績造成不利影響。該等事項識別為貴集團非金融資產減值的跡象，故減值評估由管理層進行。貴集團委聘獨立專業估值師作為管理層專家以協助其評估。

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. In addition to the matter described in the “Material Uncertainty Related to Going Concern” section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment assessment of non-financial assets

(refer to notes 4(n), 14, 15 and 21 to the consolidated financial statements)

As at 31 December 2021, the carrying amounts of the Group's property, plant and equipment, right-of-use assets and prepayments amounted to HK\$580,238,000, HK\$26,860,000 and HK\$27,530,000 respectively.

These non-financial assets mainly comprised freehold land, hotel buildings and leasehold improvements of hotels in Japan, right-of-use assets of rented premises, right-of-use assets of travel buses and prepayments to suppliers.

In light of the COVID-19 pandemic, the Group had cancelled and/or postponed its travel related products and services to those affected cities and countries since mid-March 2020, suspended its hotel operation in Osaka intermittently and scaled down its hotel operation in Okinawa during the year. Such arrangements have halted the operation of the Travel Related Business and hotel business and adversely impacted the Group's financial results for the year ended 31 December 2021. These were identified as indicators of impairment to the Group's non-financial assets and accordingly, impairment assessments were carried out by the management. The Group engaged an independent professional valuer as management's expert to assist its assessment.

獨立核數師報告
Independent Auditor's Report

關鍵審核事項 (續)

非金融資產減值評估 (續)

就評估減值而言，資產按現金產生單位測試。管理層認為日本大阪及沖繩的酒店業務、旅遊相關業務以及商品銷售業務各自為四個單獨的現金產生單位。

四個現金產生單位之可收回金額乃基於其使用價值或公允價值減出售成本中之較高者而釐定。

對旅遊相關業務及商品銷售業務的兩個現金產生單位進行的減值評估

管理層根據涵蓋5年期間的現金流量預測使用貼現現金流量估計該兩個現金產生單位的使用價值。有關減值評估涉及對業務未來業績的重大判斷，尤其是對未來毛利率、年度收益增長率、終端增長率及貼現率的主要假設。

對日本大阪及沖繩酒店業務的兩個現金產生單位進行的減值評估

管理層根據市場法，使用日本類似酒店物業的市值（經調整類似酒店物業與貴集團酒店物業之年份與狀況差異等因素後）估計該兩個現金產生單位的公允價值減出售成本。選擇類似的酒店物業及進行調整涉及重大判斷及假設。

根據上述管理層評估，於2021年12月31日，貴集團並無就非金融資產作出減值虧損。

KEY AUDIT MATTERS (Continued)

Impairment assessment of non-financial assets (Continued)

For the purpose of assessing impairment, assets were tested at cash generated units ("CGU"). The management considers each hotel business in Osaka and Okinawa, Japan, Travel Related Business, and Sale of Merchandises Business to be four separate CGUs.

The recoverable amounts of the four CGUs were determined based on the higher of their value-in-use ("VIU") or fair value less costs of disposal ("FVLCD").

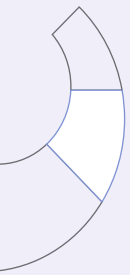
For impairment assessment of the two CGUs of Travel Related Business and Sale of Merchandises Business

Management estimated the VIU of these two CGUs using discounted cash flow based on cash flow forecasts covering a period 5 years. The impairment assessment involved significant judgements towards future results of the businesses, in particular, the key assumptions in future gross profit margin, annual revenue growth rates, terminal growth rates and discount rates.

For impairment assessment of the two CGUs of hotel business in Osaka and Okinawa, Japan

Management estimated the FVLCD of these two CGUs based on market approach, by using market values of comparable hotel properties in Japan adjusted for factors such as differences in age and conditions between the comparable hotel properties and those of the Group. The selection of comparable hotel properties and the adjustments made involved significant judgements and assumptions.

Based on management's assessments described above, no impairment loss was made for the Group's non-financial assets as at 31 December 2021.



獨立核數師報告 Independent Auditor's Report

關鍵審核事項 (續)

非金融資產減值評估 (續)

我們已將非金融資產的減值評估確定為關鍵審核事項，乃由於其對綜合財務報表至關重要及因使用價值及公允價值減出售成本計算涉及重大管理層判斷、假設及估計。

我們的回應：

我們的關鍵審核程序包括：

- 根據我們對 貴集團業務的了解，評估管理層所識別現金產生單位是否恰當；
- 評估就評估可收回金額所應用的方法是否恰當；
- 根據我們對 貴集團業務及行業的了解，質疑旅遊相關業務現金產生單位及商品銷售業務現金產生單位的現金流量預測之關鍵假設（包括未來毛利率、年度收益增長率、終端增長率及貼現率）是否合理，以及釐定兩家酒店業務現金產生單位的公允價值之關鍵假設是否合理；
- 調整支持證據的輸入數據，並考慮證據是否合理；
- 委託核數師專家協助評估我們的評估；及
- 評估管理層專家及核數師專家的技能、能力及客觀性。

KEY AUDIT MATTERS (Continued)

Impairment assessment of non-financial assets (Continued)

We have identified the impairment assessment of non-financial assets as a key audit matter because of its significance to the consolidated financial statements and because VIU and FVLCD calculations involve significant management judgements, assumptions and estimates.

Our response:

Our key audit procedures included:

- Assessing the appropriateness of the management's identification of the CGUs based on our understanding of the Group's business;
- Evaluating the appropriateness of the methodologies applied in respect of the assessment of the recoverable amounts;
- Challenging the reasonableness of the key assumptions of the cash flow projections of the Travel Related Business CGU and Sale of Merchandises CGU including future gross profit margin, annual revenue growth rates, terminal growth rates and discount rates and the reasonableness of the key assumptions in determining the fair values of the two hotel business CGUs based on our knowledge of the Group's business and industry;
- Reconciling input data to supporting evidence and considering the reasonableness of the evidence;
- Involving an auditor's expert to assist our assessment; and
- Evaluating the competence, capabilities and objectivity of the management's expert and auditor's expert.

獨立核數師報告 Independent Auditor's Report

年報中之其他資料

董事須對其他資料承擔責任。其他資料包括 貴公司年報所載的資料，惟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作出的意見並不涵蓋其他資料，而我們亦不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表時，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們於審核過程中所獲悉的資料存在重大不符或可能存在重大錯誤陳述。基於我們已進行的工作，倘我們認為該其他資料存在重大錯誤陳述，我們須報告該事實。就此，我們概無就此須作出報告之事項。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求，編製真實而公平地反映的綜合財務報表，及負責彼等認為必要的內部監控，以使綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項。除非董事有意將 貴集團清盤或停止營運，或除此之外概無其他切實可行的辦法，否則須採用以持續經營為基礎的會計法。

董事亦須負責監督 貴集團的財務報告流程。審核委員會協助董事履行監督 貴集團財務報告流程之責任。

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

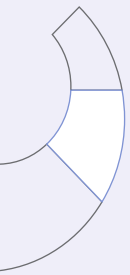
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.



獨立核數師報告 Independent Auditor's Report

核數師就審核綜合財務報表須承擔之責任

我們的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有我們意見的核數師報告。我們根據委聘條款僅向全體股東報告，除此之外本報告別無其他用途。我們不會就本報告內容對任何其他人士承擔任何義務或負上任何責任。

合理確定屬高層次的核證，但根據香港審計準則進行的審核工作不能保證總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港審計準則進行審核時，我們運用專業判斷，於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及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之風險，設計及執行審核程序以應對此等風險，以及獲得充足及適當審核的憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、蓄意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此導致的重大錯誤陳述風險高於未能發現由於錯誤而導致的重大錯誤陳述風險；
- 了解與審核有關的內部監控，以設計適當的審核程序，但並非旨在對貴集團內部監控的有效性發表意見；

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 skepticism throughout the audit. We also:

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

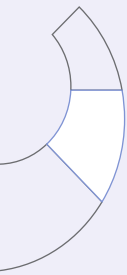
獨立核數師報告
Independent Auditor's Report

核數師就審核綜合財務報表須承擔之責任
(續)

- 評估董事採用會計政策的恰當性，以及作會計估算和相關披露的合理性；
- 總結董事採用以持續經營為基礎的會計法是否適當，並根據已獲取的審核憑證，總結是否有重大不確定性的事件或情況，對 貴集團持續經營的能力構成重大疑慮。倘我們總結認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表內的相關資料披露，倘相關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所獲得的審核憑證，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力；
- 評估綜合財務報表（包括資料披露）的整體列報方式、架構及內容，以及綜合財務報表是否已公平列報相關交易及事項；及
- 就 貴集團內各實體或業務活動的財務資料獲得充足及適當的審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督及執行 貴集團的審核工作。我們須為我們的審核意見承擔全部責任。

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

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- 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; and
- 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.



獨立核數師報告 Independent Auditor's Report

核數師就審核綜合財務報表須承擔之責任 (續)

我們與審核委員會就(其中包括)審核工作的計劃範圍、時間安排及重大審核發現(包括我們於審核過程中識別出內部監控的任何重大缺陷)進行溝通。

我們亦向審核委員會作出聲明,指出我們已遵守有關獨立性的道德要求,並就所有被合理認為可能影響我們的獨立性的關係及其他事宜及相關防範措施(如適用)與審核委員會進行溝通。

我們從與董事溝通的事項中,釐定對本期間綜合財務報表的審核工作最為重要的事項,因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項,或於極罕有的情況下,我們認為於合理預期下披露此等事項而造成的負面後果將超越其產生的公眾利益而不應於報告中披露,否則我們會於核數師報告中描述此等事項。

香港立信德豪會計師事務所有限公司
執業會計師
徐家賜
執業證書編號P05057

香港, 2022年3月25日

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

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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, 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.

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate Number P05057

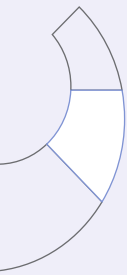
Hong Kong, 25 March 2022

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至2021年12月31日止年度 For the year ended 31 December 2021

			2021 千港元	2020 千港元 (經重列， 附註42)
		附註 Notes	HK\$'000	HK\$'000
收益	Revenue	7	44,578	249,771
銷售成本	Cost of sales		(73,755)	(262,566)
毛虧	Gross loss		(29,177)	(12,795)
其他收入、收益及虧損淨額	Other income, gains and losses, net	7	11,313	14,452
銷售開支	Selling expenses		(29,081)	(38,625)
行政開支	Administrative expenses		(103,569)	(103,309)
其他經營開支	Other operating expenses	8	(33,452)	(1,277)
應佔聯營公司業績	Share of results of associates		(513)	(1,053)
融資成本	Finance costs	8	(14,854)	(6,992)
除所得稅前虧損	Loss before income tax	8	(199,333)	(149,599)
所得稅抵免	Income tax credit	9	42,908	39,925
年度虧損	Loss for the year		(156,425)	(109,674)
其後可重新分類至損益的 其他全面收益：	Other comprehensive income, that may be reclassified subsequently to profit or loss:			
換算海外業務的 匯兌差額	Exchange differences on translation of foreign operations		(24,574)	10,171
應佔換算海外聯營公司的 匯兌差額	Share of exchange differences on translation of foreign associates		(2,977)	674
重新分類註銷海外業務的 匯兌差額	Reclassification of exchange difference on deregistration of foreign operation		-	(789)
現金流量對沖之影響， 扣除稅項	Effect on cash flow hedge, net of tax		753	459
年度其他全面收益， 扣除稅項	Other comprehensive income for the year, net of tax		(26,798)	10,515
年度全面收益總額， 扣除稅項	Total comprehensive income for the year, net of tax		(183,223)	(99,159)



綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至2021年12月31日止年度 For the year ended 31 December 2021

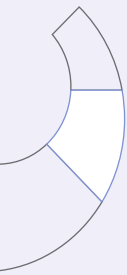
		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
應佔年度虧損：	Loss for the year attributable to:			
本公司擁有人	Owners of the Company		(155,635)	(108,760)
非控股權益	Non-controlling interests		(790)	(914)
			(156,425)	(109,674)
應佔全面收益總額：	Total comprehensive income attributable to:			
本公司擁有人	Owners of the Company		(182,571)	(97,994)
非控股權益	Non-controlling interests		(652)	(1,165)
			(183,223)	(99,159)
本公司擁有人應佔虧損之每股虧損	Loss per share for loss attributable to owners of the Company			
— 基本及攤薄 (港仙)	— Basic and diluted (HK cents)	10	(30.98)	(21.65)

綜合財務狀況表

Consolidated Statement of Financial Position

於2021年12月31日 As at 31 December 2021

		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
資產及負債	ASSETS AND LIABILITIES			
非流動資產	Non-current assets			
物業、廠房及設備	Property, plant and equipment	14	580,238	704,150
使用權資產	Right-of-use assets	15	26,860	41,201
於聯營公司權益	Interests in associates	17	9,900	11,993
遞延稅項資產	Deferred tax assets	18	92,700	54,331
衍生金融工具	Derivative financial instruments	28	533	–
訂金	Deposits	21	1,963	2,301
			712,194	813,976
流動資產	Current assets			
存貨	Inventories	19	2,582	1,331
貿易應收賬	Trade receivables	20	3,210	1,709
訂金、預付款及其他應收賬	Deposits, prepayments and other receivables	21	42,158	120,659
應收聯營公司賬款	Amount due from an associate	17(b)	6,290	7,022
可收回稅項	Tax recoverable		222	1,449
抵押銀行存款	Pledged bank deposits	22	8,326	8,578
銀行存款及庫存現金	Cash at banks and on hand	22	130,133	98,787
			192,921	239,535
流動負債	Current liabilities			
貿易應付賬	Trade payables	23	5,220	4,950
應計款項及其他應付賬	Accruals and other payables	24	23,506	40,703
合約負債	Contract liabilities	25	12,161	18,215
應付聯營公司賬款	Amount due to an associate	17(b)	12	79
關連公司貸款	Loans from a related company	36(b)	–	200,000
租賃負債	Lease liabilities	15	40,071	41,137
稅項撥備	Provision for taxation		290	385
銀行借款	Bank borrowings	26	239,677	50,362
			320,937	355,831
流動負債淨值	Net current liabilities		(128,016)	(116,296)
總資產減流動負債	Total assets less current liabilities		584,178	697,680



綜合財務狀況表

Consolidated Statement of Financial Position

於2021年12月31日 As at 31 December 2021

		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
非流動負債	Non-current liabilities			
撥備	Provision	27	738	820
銀行借款	Bank borrowings	26	180,441	426,434
租賃負債	Lease liabilities	15	7,831	18,151
關連公司貸款	Loans from a related company	36(b)	272,874	–
衍生金融工具	Derivative financial instruments	28	–	642
			461,884	446,047
資產淨值	Net assets		122,294	251,633
權益	EQUITY			
本公司擁有人 應佔資本及儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital	29	50,245	50,245
儲備	Reserves	30	73,652	202,338
			123,897	252,583
非控股權益	Non-controlling interests	35	(1,603)	(950)
權益總額	Total equity		122,294	251,633

代表董事會

On behalf of the Board of Directors

袁文英

Yuen Man Ying

執行董事

Executive Director

梁成釗

Leung Shing Chiu

執行董事

Executive Director

綜合權益變動表

Consolidated Statement of Changes in Equity

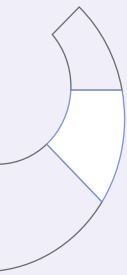
截至2021年12月31日止年度 For the year ended 31 December 2021

本公司擁有人應佔
Attributable to owners of the Company

		本公司擁有人應佔								總計	非控股權益	權益總額
		股本	股份溢價*	合併儲備*	法定儲備*	資本投入*	外匯儲備*	對沖儲備*	保留盈利/ (累計虧損)*			
		Share capital	Share premium*	Merger reserve*	Statutory reserve*	Capital contribution*	Foreign exchange reserve*	Hedging reserve*	Retained earnings/ (accumulated losses)*	Total	Non-controlling interests	Total equity
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於2021年1月1日	At 1 January 2021	50,245	145,335	(58,214)	872	-	13,798	(416)	100,963	252,583	(950)	251,633
年度虧損	Loss for the year	-	-	-	-	-	-	-	(155,635)	(155,635)	(790)	(156,425)
其他全面收益	Other comprehensive income											
換算海外業務的 匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	-	(24,711)	-	-	(24,711)	137	(24,574)
應佔換算海外聯營公司的 匯兌差額	Share of exchange differences on translation of foreign associates	-	-	-	-	-	(2,977)	-	-	(2,977)	-	(2,977)
現金流量對沖之影響， 扣除稅項	Effect on cash flow hedge, net of tax	-	-	-	-	-	-	753	-	753	-	753
年度全面收益總額	Total comprehensive income for the year	-	-	-	-	-	(27,688)	753	(155,635)	(182,570)	(653)	(183,223)
來自關連公司貸款的 視同資本投入	Deemed capital contribution arising from loans from a related company	-	-	-	-	53,884	-	-	-	53,884	-	53,884
於2021年12月31日	At 31 December 2021	50,245	145,335	(58,214)	872	53,884	(13,890)	337	(54,672)	123,897	(1,603)	122,294

* 該等賬目總額為綜合財務狀況表中的「儲備」。

* The total of these accounts represents "Reserves" in the consolidated statement of financial position.



綜合權益變動表

Consolidated Statement of Changes in Equity

截至2021年12月31日止年度 For the year ended 31 December 2021

		本公司擁有人應佔 Attributable to owners of the Company							總計 Total	非控股權益 Non-controlling interests	權益總額 Total equity
		股本 Share capital	股份溢價* Share premium*	合併儲備* Merger reserve*	法定儲備* Statutory reserve*	外匯儲備* Foreign exchange reserve*	對沖儲備* Hedging reserve*	保留盈利* Retained earnings*			
於2020年1月1日	At 1 January 2020	50,245	145,335	(58,214)	1,157	3,491	(875)	209,438	350,577	2,444	353,021
年度虧損	Loss for the year	-	-	-	-	-	-	(108,760)	(108,760)	(914)	(109,674)
其他全面收益 換算海外業務的 匯兌差額	Other comprehensive income Exchange differences on translation of foreign operations	-	-	-	-	10,122	-	-	10,122	49	10,171
應佔換算海外聯營公司的 匯兌差額	Share of exchange differences on translation of foreign associates	-	-	-	-	674	-	-	674	-	674
重新分類註銷海外業務的 匯兌差額	Reclassification of exchange difference on deregistration of foreign operation	-	-	-	-	(489)	-	-	(489)	(300)	(789)
現金流量對沖之影響， 扣除稅項	Effect on cash flow hedge, net of tax	-	-	-	-	-	459	-	459	-	459
年度全面收益總額	Total comprehensive income for the year	-	-	-	-	10,307	459	(108,760)	(97,994)	(1,165)	(99,159)
註銷一家附屬公司	Deregistration of a subsidiary	-	-	-	(336)	-	-	336	-	(2,229)	(2,229)
分配	Appropriation	-	-	-	51	-	-	(51)	-	-	-
於2020年12月31日	At 31 December 2020	50,245	145,335	(58,214)	872	13,798	(416)	100,963	252,583	(950)	251,633

* 該等賬目總額為綜合財務狀況表中的「儲備」。

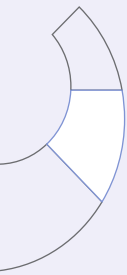
* The total of these accounts represents "Reserves" in the consolidated statement of financial position.

綜合現金流量表

Consolidated Statement of Cash Flows

截至2021年12月31日止年度 For the year ended 31 December 2021

		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
營運活動產生之現金流量	Cash flows from operating activities			
除所得稅前虧損	Loss before income tax		(199,333)	(149,599)
經調整：	Adjustments for:			
物業、廠房及設備折舊	Depreciation on property, plant and equipment	8	58,498	54,538
使用權資產折舊	Depreciation on right-of-use assets	8	23,737	53,176
融資成本	Finance costs	8	14,854	6,992
銀行存款利息收入	Interest income on bank deposits	7	(18)	(108)
出售物業、廠房及設備 (收益) / 虧損淨額	(Gain)/loss on disposal of property, plant and equipment, net	8	(69)	17
終止租賃收益	Gain on termination of lease	8	(37)	(66)
撇銷預付款及 其他應收賬	Written off of prepayments and other receivables	8	33,558	770
貿易應收賬之 已撇銷壞賬	Bad debts written off in respect of trade receivables	8	-	556
註銷一家附屬公司的收益	Gain on deregistration of a subsidiary	7	-	(293)
貸款支付調整收益	Gain on modification of loan payment	7	(309)	(252)
租賃租金寬減收益	Gain on rental concession of lease	7	(3,070)	(4,007)
應佔聯營公司業績	Share of results of associates		513	1,053
營運資金變動前之 營運現金流量	Operating cash flows before working capital changes		(71,676)	(37,223)
存貨(增加) / 減少	(Increase)/Decrease in inventories		(1,278)	533
貿易應收賬(增加) / 減少	(Increase)/Decrease in trade receivables		(1,678)	4,927
訂金、預付款及 其他應收賬減少	Decrease in deposits, prepayments and other receivables		44,493	52,254
應收聯營公司賬款 減少 / (增加)	Decrease/(increase) in amount due from an associate		732	(859)
貿易應付賬增加 / (減少)	Increase/(decrease) in trade payables		300	(42,382)
應計款項及其他應付賬減少	Decrease in accruals and other payables		(16,503)	(16,890)
合約負債減少	Decrease in contract liabilities		(6,054)	(166,867)
應付聯營公司賬款減少	Decrease in amount due to an associate		(67)	(3,653)
營運所用之現金	Cash used in operations		(51,731)	(210,160)
退回 / (已付) 所得稅	Income tax refund/(paid)		1,002	(1,354)
營運活動所用之現金淨額	Net cash used in operating activities		(50,729)	(211,514)



綜合現金流量表

Consolidated Statement of Cash Flows

截至2021年12月31日止年度 For the year ended 31 December 2021

		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
投資活動產生之現金流量	Cash flows from investing activities			
購買物業、廠房及設備	Purchase of property, plant and equipment		(2,652)	(10,117)
支付在建工程款	Payment for construction in progress		-	(130,375)
出售物業、廠房及設備之 所得款項	Proceeds from disposal of property, plant and equipment		251	7
抵押銀行存款減少／(增加)	Decrease/(increase) in pledged bank deposits		252	(1,817)
已收利息	Interest received		18	108
投資活動所用之現金淨額	Net cash used in investing activities		(2,131)	(142,194)
融資活動產生之現金流量	Cash flows from financing activities			
銀行借款所得款項	Proceeds from bank borrowings	40	-	251,259
償還銀行借款	Repayment of bank borrowings	40	(10,427)	(165,742)
關連公司墊款	Advance from a related company	40	120,000	200,000
已付租賃租金的本金部分	Principal element of lease rental paid	40	(17,634)	(29,592)
已付租賃租金的利息部分	Interest element of lease rental paid	40	(1,940)	(2,575)
已付利息	Interest paid	40	(5,329)	(5,392)
融資活動產生之現金淨額	Net cash generated from financing activities		84,670	247,958
現金及現金等價物 增加／(減少)淨額	Net increase/(decrease) in cash and cash equivalents		31,810	(105,750)
外幣匯率變動影響	Effect of foreign exchange rate changes		(464)	(1,582)
年初現金及現金等價物	Cash and cash equivalents at beginning of the year		98,787	206,119
年末現金及現金等價物	Cash and cash equivalents at end of the year	22	130,133	98,787

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

1. 一般資料

東瀛遊控股有限公司（「本公司」）於2014年7月24日在開曼群島註冊成立為獲豁免有限責任公司。本公司的註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。其主要營業地點位於香港九龍觀塘鴻圖道83號東瀛遊廣場15樓。

本公司的股份於2014年11月28日於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司的主要業務為投資控股，其附屬公司的主要業務載於綜合財務報表附註34。

本公司的直接及最終控股公司為耀騰管理集團有限公司，一家於英屬維爾京群島註冊成立的公司。

截至2021年12月31日止年度之綜合財務報表乃獲董事會於2022年3月25日批准。

1. GENERAL

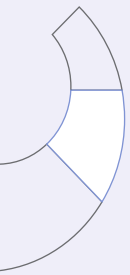
EGL Holdings Company Limited (the “Company”) was incorporated in the Cayman Islands on 24 July 2014 as an exempted company with limited liability. The address of its registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business is located at 15/F, EGL Tower, 83 Hung To Road, Kwun Tong, Kowloon, Hong Kong.

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 28 November 2014.

The principal activity of the Company is investment holding and the principal activities of the subsidiaries are set out in note 34 to the consolidated financial statements.

The Company’s immediate and ultimate holding company is Evergloss Management Group Company Limited, incorporated in the British Virgin Islands (the “BVI”).

The consolidated financial statements for the year ended 31 December 2021 were approved by the board of directors on 25 March 2022.



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

2. 編製基準

(a) 合規聲明

綜合財務報表乃按照所有適用的香港財務報告準則（其統稱包括香港會計師公會頒布的所有適用的個別香港財務報告準則、香港會計準則及詮釋）編製。綜合財務報表亦包括香港《公司條例》及聯交所證券上市規則的適用披露要求。

(b) 計量基準及持續經營假設

綜合財務報表已按歷史成本法編製，除衍生金融工具乃按下文所載之會計政策以公允價值計量。

於2020年年初開始的2019年新型冠狀病毒（「COVID-19」）疫情仍對本集團本年度的財務表現及財務狀況具重大負面影響，尤其是日本政府對遊客及香港政府對從海外進入香港的人士實施檢疫要求。

2. BASIS OF PREPARATION

(a) *Statement of compliance*

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective terms include all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The consolidated financial statements also include the applicable disclosure requirements of Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.

(b) *Basis of measurement and going concern assumption*

The consolidated financial statements have been prepared under historical cost basis, except for a derivative financial instrument, which is measured at fair value as explained in the accounting policies set out below.

The coronavirus disease 2019 (“COVID-19”) pandemic began in early 2020 still has a profound negative impact on the Group’s financial performance and financial position for the year, in particular for the quarantine requirement implemented by Japan government for visitors and Hong Kong government for people entering Hong Kong from overseas.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

2. 編製基準 (續)

(b) 計量基準及持續經營假設 (續)

截至2021年12月31日止年度，本集團產生虧損約156,425,000港元，而截至該日，本集團流動負債超出其流動資產約128,016,000港元。該狀況顯示存在重大不確定性，可能對本集團持續經營能力構成重大疑慮，故或未能於日常業務過程中變現其資產及償還其負債。

董事會認為，經考慮下列各項後，根據本集團涵蓋直至2023年6月30日止期間（「預測期間」）的現金流量預測，本集團將有足夠營運資金為其營運提供資金及於可見將來履行到期的財務責任：

- (a) 本集團管理層致力透過落實多項成本控制措施以改善本集團的經營現金流量，包括人力資源重整、實施僱員及本公司董事減薪、安排無薪假期、向業主徵求若干分店租賃的租金寬減；
- (b) 本集團管理層一直與日本一家銀行協商，以推遲按季度支付2022年每季度約6,800,000港元的本金分期付款；

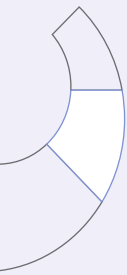
2. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption (Continued)

The Group incurred a loss of approximately HK\$156,425,000 for the year ended 31 December 2021 and as of that date, its current liabilities exceeded its current assets by approximately HK\$128,016,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In the opinion of the Board, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future, based on the cash flow projections of the Group covering a period up to 30 June 2023 (the "Forecast Period") after taking into the following considerations:

- (a) The management of the Group has been endeavoring to improve the Group's operating cash flows through implementing various cost control measures, including restructuring of workforce, implementing salary reduction for employees and the directors of the Company, arrangements of unpaid leaves, seeking rent concession from landlords on the lease of certain branches;
- (b) The management of the Group has been negotiating with a bank in Japan to defer the quarterly payments of the principal instalment of approximately HK\$6.8 million per quarter of a loan for the year 2022;



綜合財務報表附註

Notes to the Consolidated Financial Statements

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2. 編製基準 (續)

(b) 計量基準及持續經營假設 (續)

- (c) 於綜合財務報表獲批准當日，關連公司大寶行有限公司（「大寶行」）同意於預測期間提供不少於100,000,000港元額外信貸融資給本集團；
- (d) 旅遊業務的預期溫和復甦是基於全球（特別是日本）的疫情和旅遊限制最新發展，以及香港政府實施的檢疫政策。鑑於出境旅行團持續暫停，本集團本年度已將業務多元化至商品銷售；及
- (e) 本集團管理層持續致力尋求額外資金來源。

儘管如上文所述，董事會是否將能落實上述規劃及措施（包括本集團能否順利執行多項控制措施、由關連公司安排額外信貸融資及按需要時取得額外資金來源）仍存在重大不確定性。董事會信納按持續經營基準編製綜合財務報表乃屬恰當。

2. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption (Continued)

- (c) As at the date of approval of the consolidated financial statements, Great Port Limited (“Great Port”), a related company, agreed to provide additional credit facilities of not less than HK\$100 million to the Group during the Forecast Period;
- (d) The expected mild revival of the travel business is based on the latest developments of the pandemic and of travel restrictions worldwide, especially in Japan, and quarantine policy implemented by Hong Kong government. In the view of the continuous suspension of outbound package tours, the Group has diversified its business to sales of merchandises during the current year; and
- (e) The management of the Group keeps endeavoring to seek additional sources of finance.

Notwithstanding the above, significant uncertainties exist as to whether the Board will be able to achieve its plans and measures as described above, including whether the Group is able to successfully implement various control measures, arrange the additional credit facilities from the related company and source additional sources of finance when it is needed. The Board is satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

2. 編製基準 (續)

(b) 計量基準及持續經營假設 (續)

倘本集團無法繼續按持續經營基準經營業務，則須於綜合財務報表作出調整以將資產價值撇減至其可變現淨額，為任何可能產生之額外負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。此等調整的影響並未於綜合財務報表內反映。

(c) 功能及呈列貨幣

綜合財務報表以本公司的功能貨幣港元呈列。

3. 採納香港財務報告準則

(a) 採納新訂或經修訂香港財務報告準則—2021年1月1日生效

本集團於本年度首次採納以下香港會計師公會頒布的新訂或經修訂香港財務報告準則於本集團於2021年1月1日或之後開始之年度期間之財務報表：

- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號(修訂本)，利率基準改革-第二階段
- 香港財務報告準則第16號(修訂本)，2021年6月30日後之COVID-19相關租金寬減

除提早採納香港財務報告準則第16號(修訂本)，2021年6月30日後之COVID-19相關租金寬減外，本集團並無提早採納於當前會計期間仍未生效的任何其他新訂準則及詮釋。

2. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption (Continued)

Should the Group be unable to continue in business as a going concern, adjustments would have to be made in the consolidated financial statements to write down the values of the assets to their net realisable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of such adjustments has not been reflected in the consolidated financial statements.

(c) Functional and presentation currency

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

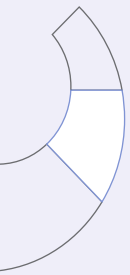
3. ADOPTION OF HKFRSs

(a) Adoption of new or amended HKFRSs – effective 1 January 2021

In the current year, the Group has applied for the first time the following new or amended HKFRSs issued by the HKICPA to the Group's financial statements for the annual period beginning on or after 1 January 2021:

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2
- Amendments to HKFRS 16, COVID-19-Related Rent Concessions beyond 30 June 2021

Except for the early adoption of the amendments to HKFRS 16, COVID-19-Related Rent Concessions beyond 30 June 2021, the Group has not early adopted any other new standards and interpretations that are not yet effective for the current accounting period.



3. 採納香港財務報告準則 (續)

(a) 採納新訂或經修訂香港財務報告準則—2021年1月1日生效 (續)

香港財務報告準則第16號 (修訂本)，2021年6月30日後之COVID-19相關租金寬減

自2020年6月1日起，經修訂香港財務報告準則第16號已為承租人就COVID-19疫情而直接產生的租金寬減上的會計處理提供一個可行權宜方法，且達成以下條件：

- a) 租賃付款之變動導致租賃代價有所修改，而經修改之代價與緊接變動前之租賃代價大致相同，或少於緊接變動前之租賃代價；
- b) 租賃付款之任何減幅僅影響原到期日為2021年6月30日或之前的付款；及
- c) 租賃之其他條款及條件並無實質變動。

符合上述標準之租金寬減可按照可行權宜方法入賬，即承租人不用評估租金寬減是否符合租賃修訂之定義。承租人應用香港財務報告準則第16號之其他規定對寬減進行會計處理。

於截至2020年12月31日止年度的年度財務報表，本集團已選擇對符合標準之所有租賃寬減應用可行權宜方法。

3. ADOPTION OF HKFRSs (Continued)

(a) Adoption of new or amended HKFRSs – effective 1 January 2021 (Continued)

Amendments to HKFRS 16, COVID-19-Related Rent Concessions beyond 30 June 2021

Effective 1 June 2020, HKFRS 16 was amended to provide a practical expedient for lessees accounting for rent concessions that arise as a direct consequence of the COVID-19 pandemic and satisfy the following criteria:

- a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- b) The reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- c) There is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with the practical expedient, which means the lessee does not assess whether the rent concession meets the definition of a lease modification. Lessees apply other requirements in HKFRS 16 in accounting for the concession.

In the annual financial statements for the year ended 31 December 2020, the Group had elected to utilise the practical expedient for all rent concessions that meet the criteria.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

3. 採納香港財務報告準則 (續)

(a) 採納新訂或經修訂香港財務報告準則—2021年1月1日生效 (續)

香港財務報告準則第16號 (修訂本)，2021年6月30日後之COVID-19相關租金寬減 (續)

將租金寬減入賬列為租賃調整將導致本集團採用經修訂貼現率重新計量租賃負債以反映經修訂代價，而租賃負債變動的影響則計入使用權資產。通過應用可行權宜方法，本集團無需釐定經修訂貼現率，而租賃負債變動的影響則於引致租金寬減的事件或條件發生的期間在損益中反映。

於2021年4月9日，香港會計師公會頒布另一項香港財務報告準則第16號 (修訂本)：2021年6月30日之後之COVID-19相關租金寬減，將上述可行權宜方法延長至原定到期日為2022年6月30日或之前之租賃付款之減幅。該修訂本於2021年4月1日或之後開始的年度期間生效，允許提前應用 (包括於2021年4月9日尚未獲授權刊發的財務報表)。該修訂本將強制應用於已選擇應用先前修訂COVID-19相關租金寬減的該等實體。本集團已於目前的年度財務報表提前採納修訂2021年6月30日之後之COVID-19相關租金寬減。

延長可行權宜方法的過渡條文須予追溯應用，承租人首次應用修訂本的年度報告期間時，初次應用該修訂本的累積影響確認為保留盈利的期初結餘 (或其他權益部分) 之調整。

3. ADOPTION OF HKFRSs (Continued)

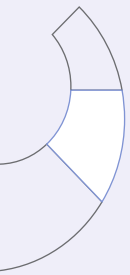
(a) Adoption of new or amended HKFRSs – effective 1 January 2021 (Continued)

Amendments to HKFRS 16, COVID-19-Related Rent Concessions beyond 30 June 2021 (Continued)

Accounting for the rent concessions as lease modifications would have resulted in the Group remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

On 9 April 2021, the HKICPA issued another amendment to HKFRS 16: COVID-19-Related Rent Concessions beyond 30 June 2021, which extended the above practical expedient to reductions in lease payments that were originally due on or before 30 June 2022. This amendment is effective for annual periods beginning on or after 1 April 2021 with earlier application permitted including the financial statements not authorised for issue at 9 April 2021. The amendment is to be applied mandatorily by those entities that have elected to apply the previous amendment COVID-19-Related Rent Concessions. The Group has early adopted the amendment COVID-19-Related Rent Concessions beyond 30 June 2021 in the current annual financial statements.

The transition provisions of the extension to the practical expedient require retrospective application, with the cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the lessee first applies the amendment.



3. 採納香港財務報告準則 (續)

(a) 採納新訂或經修訂香港財務報告準則—2021年1月1日生效 (續)

香港財務報告準則第16號 (修訂本)，2021年6月30日後之COVID-19相關租金寬減 (續)

本集團於截至2020年12月31日止年度與出租人磋商了數份租金寬減且該等租金寬減概無影響原定到期日為2021年6月30日後但於2022年6月30日前的付款。因此，於2021年1月1日的權益期初結餘並無影響。於截至2021年12月31日止年度中，本集團已訂立符合應用經延長可行權宜方法標準的額外租金寬減且已就該等租金寬減應用可行權宜方法。應用可行權宜方法之影響於附註15中披露。

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號 (修訂本)，利率基準改革—第二階段

由於利率基準改革，該修訂是關於合約現金流量基準變動之金融資產、金融負債及租賃負債、特定對沖會計規定及應用香港財務報告準則第7號金融工具：披露之相關披露規定。

於截至2021年12月31日止年度，由於有關合約概無過渡至相關替代利率，故應用該等修訂本對本集團綜合財務報表並無影響。本集團預期因採用該等修訂的改革對本集團指定對沖項目／對沖評估的有效性並無影響。

3. ADOPTION OF HKFRSs (Continued)

(a) Adoption of new or amended HKFRSs – effective 1 January 2021 (Continued)

Amendments to HKFRS 16, COVID-19-Related Rent Concessions beyond 30 June 2021 (Continued)

The Group had negotiated several rent concessions with lessors during the year ended 31 December 2020 and none of these rent concessions affect payments originally due after 30 June 2021 but before 30 June 2022. Accordingly, there is no impact on the opening balance of equity at 1 January 2021. During the year ended 31 December 2021, the Group has entered into additional rent concessions that satisfy the criteria for the application of the extended practical expedient and the Group has applied the practical expedient to these rent concessions. The effect of applying the practical expedient is disclosed in note 15.

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

The amendments relate to changes in the basis for determining the contractual cash flows of financial assets, financial liabilities and lease liabilities as a result of interest rate benchmark reform, specific hedge accounting requirements and the related disclosure requirements applying HKFRS 7 Financial Instruments: Disclosures.

The application of the amendments had no impact on the Group's consolidated financial statements as none of the relevant contracts has been transferred to the relevant replacement rates during the year ended 31 December 2021. The Group expects no impact on the Group's designated hedged items/assessment of hedge effectiveness resulting from the reform on application of the amendments.

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則

以下已頒布但尚未生效的新訂或經修訂香港財務報告準則與本集團財務報表潛在相關，惟尚未獲本集團提早採納：

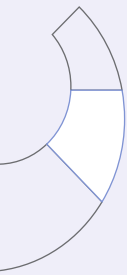
- 2018年至2020年香港財務報告準則的年度改進¹
- 香港會計準則第16號(修訂本)，擬定用途前的所得款項¹
- 香港會計準則第37號(修訂本)，有償合約—履行合約之成本¹
- 香港財務報告準則第3號(修訂本)，提述概念框架²
- 香港會計準則第1號(修訂本)，將負債分類為流動或非流動以及香港詮釋第5號(2020)、財務報表的列報—借款人對載有按要求隨時付還條文的有期貨款的分類³
- 香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)，會計政策之披露³
- 香港會計準則第8號(修訂本)，會計估計的定義³
- 香港會計準則第12號(修訂本)，單項交易產生的資產及負債相關遞延稅項³
- 香港財務報告準則第10號及香港會計準則第28號(修訂本)，投資者與其聯營公司或合營企業之間的資產出售或出資⁴

3. ADOPTION OF HKFRSs (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

- Annual Improvements to HKFRSs 2018-2020¹
- Amendments to HKAS 16, Proceeds before Intended Use¹
- Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract¹
- Amendments to HKFRS 3, Reference to the Conceptual Framework²
- Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause³
- Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies³
- Amendments to HKAS 8, Definition of Accounting Estimates³
- Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction³
- Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

- 1 於2022年1月1日或之後開始的年度期間生效。
- 2 於收購日期為2022年1月1日或之後開始的第一個年度期間開始之日或之後的企業合併時生效。
- 3 於2023年1月1日或之後開始的年度期間生效。
- 4 該等修訂預期將適用於在待釐定日期當日或之後開始的年度期間所發生的資產出售或出資。

2018年至2020年香港財務報告準則的年度改進

年度改進對多項準則進行了修訂，包括：

- 香港財務報告準則第1號，首次採納香港財務報告準則，其允許附屬公司應用香港財務報告準則第1號第D16(a)段根據母公司過渡至香港財務報告準則之日期，使用母公司呈報之金額計量累計匯兌差額。
- 香港財務報告準則第9號，金融工具，其列明於評估是否終止確認金融負債時，香港財務報告準則第9號第B3.3.6段「10%」測試所包括之費用，並闡述當中僅包括實體與貸款人之間已支付或收取之費用，包括實體或貸款人代表其他人士支付或收取之費用。

3. ADOPTION OF HKFRSs (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 January 2022.
- 2 Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.
- 3 Effective for annual periods beginning on or after 1 January 2023.
- 4 The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

Annual Improvements to HKFRSs 2018-2020

The annual improvements amend a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permits a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.
- HKFRS 9, Financial Instruments, which clarifies the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

2018年至2020年香港財務報告準則的年度改進 (續)

- 香港財務報告準則第16號，租賃，其修訂第13項範例，刪除有關出租人補償租賃物業裝修之說明，以解決該範例中因租賃寬減之說明方式而可能產生有關租賃寬減處理之任何潛在混淆。
- 香港會計準則第41號，農業，其刪除使用現值法計量生物資產之公允價值時須剔除稅項現金流量之規定。

香港會計準則第16號 (修訂本)，擬定用途前的所得款項

該修訂本禁止從物業、廠房及設備之任何項目成本中扣除於資產達到管理層所擬定營運方式之必要位置及條件過程中所產生之任何出售所得款項。出售相關項目之所得款項及該等項目之生產成本須於損益中確認。

3. ADOPTION OF HKFRSs (Continued)

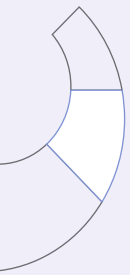
(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Annual Improvements to HKFRSs 2018-2020 (Continued)

- HKFRS 16, Leases, which amends Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- HKAS 41, Agriculture, which removes the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

Amendments to HKAS 16, Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.



3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

香港會計準則第37號 (修訂本)，有償合約—履行合約之成本

該等修訂訂明，「履行合約的成本」包括「與合約直接有關的成本」。與合約直接有關的成本可以是履行該合約的增量成本 (如直接勞工及材料) 或與履行合約直接有關的其他成本的分配 (如履行合約所使用的物業、廠房及設備項目的折舊費用的分配)。

香港財務報告準則第3號 (修訂本)，提述概念框架

該修訂本更新香港財務報告準則第3號之提述，以經修訂2018年財務報告概念框架取代2010年所頒布之版本。該修訂本在香港財務報告準則第3號中增添一項有關香港會計準則第37號範圍內義務之規定，收購人可應用香港會計準則第37號以釐定於收購日期有否因過往事件而導致之現有義務。就香港 (國際財務報告詮釋委員會) — 詮釋第21號徵費範圍內之徵費而言，收購人可應用香港 (國際財務報告詮釋委員會) — 詮釋第21號以釐定導致支付徵費責任之事件是否於收購日期發生。該修訂本亦增添一項明確聲明，收購人不得確認於業務合併中所收購之或然資產。

3. ADOPTION OF HKFRSs (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling a contract' comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

Amendments to HKFRS 3, Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

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3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

香港會計準則第1號(修訂本)，將負債分類為流動或非流動以及香港詮釋第5號(2020)，財務報表的列報—借款人對載有按要求隨時付還條文的有期貨款的分類

該修訂本闡明將負債分類為流動或非流動乃基於報告期末續存之權利，並指明該等分類不受對實體會否行使權利延遲償付負債之預期所影響，以及闡述倘於報告期末已遵守契諾，則相關權利即告存在。該修訂本亦新增「結算」之定義，以釐清結算即將現金、權益工具、其他資產或服務轉移至對手方。

香港詮釋第5號(2020)乃由於2020年8月頒布之香港會計準則第1號之修訂本而作出修訂。經修改之香港詮釋第5號(2020)就詮釋內之措辭提供最新版本，使之與香港會計準則第1號之修訂本保持一致，而結論及現有規定則維持不變。

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)，會計政策之披露

香港會計師公會修訂香港會計準則第1號，要求實體披露彼等的重大而非重要會計政策。該修訂本界定了何為「重大會計政策資料」並解釋如何確認會計政策資料何時屬重大。該修訂本進一步澄清，不重大的會計政策資料無需披露，及倘披露，其不應模糊重大會計政策資料。

3. ADOPTION OF HKFRSs (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

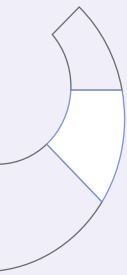
Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

The HKICPA amended HKAS 1 to require entities to disclose their material rather than their significant accounting policies. The amendments define what is “material accounting policy information” and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed, if it is disclosed, it should not obscure material accounting information.



3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

香港會計準則第1號及香港財務報告準則實務報告第2號 (修訂本)，會計政策之披露 (續)

為支持該修訂本，香港會計師公會亦修訂香港財務報告準則實務報告第2號作出重大性判斷，就如何應用重大性的概念至會計政策披露提供指引。

香港會計準則第8號 (修訂本)，會計估計的定義

該修訂本闡明公司應如何區分會計政策變動與會計估計變動。該區分屬重大，乃因會計估計變動僅能當期應用於未來交易及其他未來事件，但會計政策變化一般追溯應用於過往與本期間的交易及其他過往事件。

香港會計準則第12號 (修訂本)，單項交易產生的資產及負債相關遞延稅項

該修訂本要求公司就交易確認遞延稅項，初始確認時會產生相等金額的應課稅及可扣稅暫時差額。其將通常適用於承租人的租賃及除役義務等交易及將需確認額外的遞延稅項資產及負債。

3. ADOPTION OF HKFRSs (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies (Continued)

To support this amendment, the HKICPA also amended HKFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Amendments to HKAS 8, Definition of Accounting Estimates

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

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3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

香港會計準則第12號 (修訂本)，單項交易產生的資產及負債相關遞延稅項 (續)

該修訂本應適用於最早呈列可比較期間開始時或以後所發生的交易。另外，實體應於最早可比較的期間開始時，就相關所有可抵扣及應納稅暫時性差異來確認遞延稅項資產 (若有可能使用) 及遞延稅項負債：

- 使用權資產及租賃負債；及
- 除役、恢復及類似負債，以及相應金額確認為相關資產成本的一部分。

該等修正之累積影響數認列於保留盈利／累計虧損或其他權益組成部分 (如適用)。

香港會計準則第12號先前並無考量資產負債表內租賃及類似交易的稅項影響如何入賬以及各項均可接受的方法。若干實體可能已經按照新要求對該等交易進行了會計處理，該等實體將不受該修訂影響。

3. ADOPTION OF HKFRSs (Continued)

(b) *New or amended HKFRSs that have been issued but are not yet effective (Continued)*

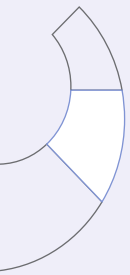
Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Continued)

The amendment should be applied to transactions that occurs on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities; and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised in retained earnings/accumulated losses, or another component of equity, as appropriate.

HKAS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.



3. 採納香港財務報告準則 (續)

(b) 已頒布但尚未生效的新訂或經修訂香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號 (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出資

該等修訂本闡明投資者與其聯營公司或合營企業之間出售資產或出資之情況。當與採用權益法入賬之聯營公司或合營企業進行交易時，因失去對不設業務之附屬公司的控制權而產生之任何收益或虧損，僅於損益中確認且僅以非關聯投資者在該聯營公司或合營企業之權益為限。同樣地，就按公允價值重新計量任何前附屬公司 (已成為聯營公司或合營企業) 之保留權益所產生之任何收益或虧損而言，僅於損益中確認且僅以非關聯投資者在該新聯營公司或新合營企業之權益為限。

本集團現階段未能確定該等頒布會否對本集團的會計政策及財務報表構成重大變動。

3. ADOPTION OF HKFRSs (Continued)

(b) *New or amended HKFRSs that have been issued but are not yet effective (Continued)*

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

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4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表及本集團於聯營公司的權益。集團內公司之間的交易及結餘連同未變現溢利均在編製綜合財務報表時悉數對銷。未變現虧損亦予以對銷，除非交易顯示所轉讓資產出現減值跡象，在此情況下，虧損將於損益中確認。

非控股權益（指於附屬公司的現時所有權權益）之賬面值為於初始確認時該等權益之金額，另加非控股權益應佔之其後權益變動。全面收益總額乃歸屬於非控股權益，即使此會導致該等非控股權益出現虧絀結餘。

(b) 附屬公司

附屬公司乃指本公司可對其行使控制權的被投資方。倘以下三項條件均存在：(i) 有權控制被投資方的；(ii) 對來自被投資方的浮動回報承擔風險或擁有權利及 (iii) 能行使對被投資方的權力以影響其浮動回報時，本公司即擁有對被投資方的控制權。當事實及情況表明以上條件已經改變，控制權會被重新評估。

在本公司之財務狀況表中，於附屬公司之投資乃按成本減任何累計減值虧損列賬。本公司將附屬公司的業績按年內已收及應收股息的基準入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of consolidation*

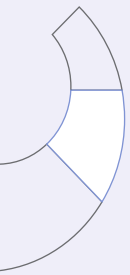
The consolidated financial statements comprise the financial statements of the Company and its subsidiaries and the Group's interests in associates. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The carrying amount of non-controlling interests that represent present ownership interests in the subsidiaries is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

(b) *Subsidiaries*

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less any accumulated impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable during the year.



綜合財務報表附註

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4. 主要會計政策 (續)

(c) 聯營公司

聯營公司為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營安排。重大影響力指有權力參與被投資方的財務及經營決策，但並非對該等政策擁有控制或共同控制權。

聯營公司乃採用權益法入賬，據此，聯營公司初始按成本確認，此後其賬面值會按本集團應佔於聯營公司資產淨值之收購後變動進行調整，惟超出本集團於聯營公司權益之虧損不予以確認，除非本集團有責任彌補該等虧損。

本集團與其聯營公司進行交易所產生之溢利及虧損僅以非關連投資者於聯營公司之權益限額確認。投資者應佔聯營公司因該等交易所產生之溢利及虧損，與聯營公司之賬面值對銷。倘未變現虧損有證據顯示所轉讓資產出現減值，則會立即於損益中確認。

任何高於本集團所收購聯營公司的應佔可識別資產、負債及或然負債的公允價值之已付溢價均為資本化，並計入於聯營公司權益的賬面值。倘客觀證據證明於聯營公司權益已發生減值，則以與其他非金融資產相同的方式對投資賬面值進行減值測試。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amounts are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the interest in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. 主要會計政策 (續)

(d) 外幣換算

集團實體以其經營業務所在主要經濟環境貨幣（「功能貨幣」）以外的貨幣進行的交易，按交易發生時的適用匯率入賬。外幣貨幣資產及負債則以報告期末的適用匯率換算。以外幣歷史成本計量的非貨幣項目毋須重新換算。

因結算貨幣項目及換算貨幣項目而產生的匯兌差額於彼等產生期間於損益中確認。

綜合入賬時，海外業務的收支項目以年內平均匯率換算為本公司的呈列貨幣（即港元），除非年內匯率大幅波動，在此情況下，則按進行該等交易時的相若匯率換算。所有海外業務的資產及負債均以報告期末的適用匯率換算。所產生的匯兌差額（如有）於其他全面收益中確認，並累計入賬於權益內的外匯儲備（應佔非控股權益（如適用））。

(e) 物業、廠房及設備

物業、廠房及設備乃按成本減其後累計折舊及任何累計減值虧損列賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Foreign currency translation

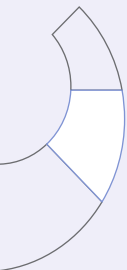
Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

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

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Company (i.e. HK\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of the reporting period. Exchange differences arisen, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate).

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses.



4. 主要會計政策 (續)

(e) 物業、廠房及設備 (續)

物業、廠房及設備成本包括其購買價及購置該項目之直接應佔成本。

其後成本僅於與該項目有關的未來經濟利益可能流入本集團而該項目的成本能可靠計量時，方列入資產的賬面值或確認為獨立資產 (如適用)。被替換部分的賬面值會終止確認。其他所有維修和保養等成本在其產生的報告期間於損益中確認為開支。

物業、廠房及設備折舊於其估計可使用年期以直線法按以下年率折舊以撇銷其成本。估計可使用年期及折舊方法於報告期末進行審查及調整 (如適用)。可使用年期如下：

酒店及其他樓宇	2%
租賃物業裝修	30%或按租期， 以較短者為準
辦公設備	20%
電腦設備	20%
汽車	20%
傢俱及固定裝置	20%

永久業權土地不計提折舊。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Property, plant and equipment (Continued)

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off costs over their estimated useful lives, using a straight-line basis, at the rates shown below per annum. The estimated useful lives and depreciation method are reviewed, and adjusted if appropriate, at the end of the reporting period. The useful lives are as follows:

Hotel and other building	2%
Leasehold improvements	30% or over the lease term, whichever is shorter
Office equipment	20%
Computer equipment	20%
Motor vehicles	20%
Furniture and fixtures	20%

Freehold land is not depreciated.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. 主要會計政策 (續)

(e) 物業、廠房及設備 (續)

倘資產的賬面值高於其估計可收回金額，則會即時撇減至其可收回金額。

出售物業、廠房及設備項目所產生的收益或虧損，乃按出售所得款項淨額與其賬面值的差額計算，並於出售後於損益中確認。

(f) 在建工程

在建工程指興建中的酒店樓宇，按成本減任何累計減值虧損列賬。成本包括直接建造費用，以及於建造和安裝期間資本化的借款費用。當資產投入擬定用途所需的準備工作大致完成時，該等成本即不再資本化，而在建工程則轉移至物業、廠房及設備的適當類別。在建工程於完成及可按擬定用途使用之前，不會計提折舊。

(g) 租賃

作為承租人的會計處理

所有租賃（不論為營運租賃或融資租賃）均須於綜合財務狀況表內資本化為使用權資產及租賃負債。

本集團於租賃開始日期確認使用權資產及租賃負債。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Property, plant and equipment (Continued)

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sales proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(f) Construction in progress

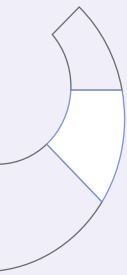
Construction in progress represented hotel building under construction and is stated at cost less any accumulated impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

(g) Leases

Accounting as a lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities.

The Group recognised a right-of-use asset and a lease liability at the commencement date of a lease.



4. 主要會計政策 (續)

(g) 租賃 (續)

作為承租人的會計處理 (續)

使用權資產

使用權資產應按成本確認並包括：(i) 初始計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；(ii) 於開始日期或之前作出的任何租賃付款扣減已收取的任何租賃優惠；(iii) 承租人產生的任何初始直接成本及 (iv) 承租人根據租賃條款及條件拆除及清理相關資產以恢復至所規定之狀態時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。於開始日期後，根據成本模式，本集團按成本減任何累計折舊及任何累計減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。除非本集團合理確定於租期結束時取得租賃資產所有權，否則已確認使用權資產於其可使用年期及租期（以較短者為準）按直線法折舊。

租賃負債

租賃負債應按於租賃開始日期尚未支付之租賃付款的現值確認。租賃付款將採用租賃隱含的利率貼現（倘該利率可容易釐定）。倘該利率無法容易釐定，本集團將採用本集團的增量借款利率。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

Accounting as a lessee (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Subsequent to the commencement date, under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liability. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on straight-line basis over the shorter of useful lives and lease term.

Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group shall use the Group's incremental borrowing rate.

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Notes to the Consolidated Financial Statements

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4. 主要會計政策 (續)

(g) 租賃 (續)

作為承租人的會計處理 (續)

租賃負債 (續)

於租期內，在租賃開始日期尚未支付的相關資產權利使用權之以下付款均被視為租賃付款：(i) 固定付款減任何應收租賃優惠；(ii) 按開始日期之指數或利率初始計量的浮動租賃付款（取決於指數或利率）；(iii) 承租人根據剩餘價值擔保預期將支付的款項；(iv) 倘承租人合理確定行使購買選擇權，該購買選擇權的行使價及 (v) 倘租期反映承租人行使終止租賃選擇權，終止租賃的罰金付款。

於開始日期後，承租人將透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 減少賬面值以反映作出的租賃付款；及 (iii) 重新計量賬面值以反映任何重估或租賃調整，如指數或利率變動導致日後租賃付款變動、租期變動、固定租賃付款之實質變動或購買相關資產的評估變動。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

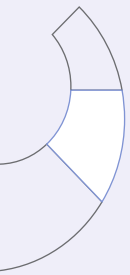
(g) Leases (Continued)

Accounting as a lessee (Continued)

Lease liability (Continued)

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.



綜合財務報表附註

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截至2021年12月31日止年度 For the year ended 31 December 2021

4. 主要會計政策 (續)

(h) 金融工具

(i) 金融資產

金融資產(並無重大融資部分的貿易應收賬除外)初始按公允價值加收購或發行直接應佔的交易成本計量(倘屬並非按公允價值計入損益的金融資產)。並無重大融資部分的貿易應收賬初始按交易價格計量。

所有按常規買賣的金融資產於交易日(即本集團承諾購買或出售該資產之日)確認。常規買賣指須依據一般市場規例或慣例所訂立的期限內交付資產的金融資產買賣。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否僅為本金及利息付款時以整體作出考慮。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) *Financial instruments*

(i) *Financial assets*

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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 market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. 主要會計政策 (續)

(h) 金融工具 (續)

(i) 金融資產 (續)

債務工具

債務工具其後計量視乎本集團管理資產的業務模式以及該資產的現金流量特徵而定。本集團僅以以下類別計量其債務工具：

攤銷成本：以收取合約現金流量為目的而持有的資產，且其僅為本金及利息付款之現金流量按攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益中確認。任何於終止確認時的收益均於損益中予以確認。

(ii) 金融資產減值虧損

本集團就按攤銷成本計量的貿易應收賬及其他金融資產確認預期信貸虧損的虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 十二個月預期信貸虧損：此乃於報告日期後十二個月內的可能違約事件將產生的預期信貸虧損；或(2) 年限內預期信貸虧損：此乃於金融工具預期年限內的所有可能違約事件將產生的預期信貸虧損。於估計預期信貸虧損時考慮的最長期間為本集團面臨信貸風險的最長合約期間。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(i) Financial assets (Continued)

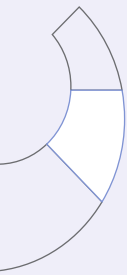
Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There is only one measurement category into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables and other financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; or (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.



4. 主要會計政策 (續)

(h) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損乃根據合約中應付本集團之所有合約現金流量與本集團預期收取之所有現金流量之差額。該差額其後按資產原有實際利率相近值進行貼現。

本集團應用香港財務報告準則第9號之簡化方法計量貿易應收賬虧損撥備，並按年限內預期信貸虧損計算預期信貸虧損。本集團已設立基於本集團過往信貸虧損經驗，並按與債務人的特定前瞻性因素、債務人當前的信用度及經濟環境調整的撥備矩陣。

就其他債務金融資產而言，預期信貸虧損乃按十二個月預期信貸虧損計量。然而，倘自設立後信貸風險有顯著增加，則撥備將基於年限內預期信貸虧損計算。

於釐定金融資產自初始確認後信貸風險是否有大幅增加時及於估計預期信貸虧損時，本集團會考慮相關及在無須付出過多成本或努力情況下可獲得的合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估並包括前瞻性資料而得出的定量及定性資料分析。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measures loss allowances for trade receivables using HKFRS 9's simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors, current creditworthiness of the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

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4. 主要會計政策 (續)

(h) 金融工具 (續)

(i) 金融資產減值虧損 (續)

本集團假設，倘金融資產逾期超過30日，其信貸風險會大幅增加。

基於過往經驗，金融資產倘符合以下任何一項條件一般將無法收回，因此本集團認為以下情況就內部信貸風險管理目的而言構成違約事件：

- 債務人違反財務契諾；或
- 內部生成或源於外部所得之資料顯示，債務人不大可能向債權人（包括本集團）悉數償付款項（不計及本集團持有之任何抵押品）。

除卻以上分析，本集團認為當金融資產逾期超過90日時，即屬發生違約，除非本集團有合理及可靠的資料證明一項較滯後之違約標準更為適用則作別論。

本集團認為金融資產於下列情況下屬信貸減值：(1) 借款人難以在本集團無追索權如實行擔保權（如持有）下向本集團悉數償付其信貸義務或 (2) 該金融資產逾期超過90日。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(i) Impairment loss on financial assets (Continued)

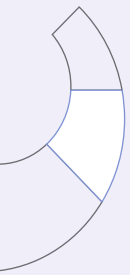
The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

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

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held) or (2) the financial asset is more than 90 days past due.



4. 主要會計政策 (續)

(h) 金融工具 (續)

(ii) 金融資產減值虧損 (續)

已信貸減值的金融資產的利息收入乃按金融資產的攤銷成本(即賬面總值減虧損撥備)計量。就未信貸減值金融資產而言,利息收入乃按賬面總值計量。

當有資料顯示債務人陷入嚴重財務困難,且並無實際預期可收回款項時(例如債務人被清盤或進入破產程序,或就貿易應收賬而言已逾期超過兩年(以較早發生者為準)),本集團會撤銷金融資產。經考慮法律意見後(如適用),已撤銷之金融資產可能仍須按本集團收回程序下受到強制執行活動之約束。任何其後收回之款項於損益中確認。

(iii) 金融負債

本集團根據負債產生之目的對金融負債進行分類。按攤銷成本計量的金融負債初始按公允價值減產生的直接應佔成本計量。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

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

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

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4. 主要會計政策 (續)

(h) 金融工具 (續)

(iii) 金融負債 (續)

以攤銷成本計量的金融負債

以攤銷成本計量的金融負債 (包括貿易應付賬、應計款項、其他應付賬、應付聯營公司賬款、關連公司貸款、租賃負債以及銀行借款) 其後使用實際利率法按攤銷成本計量。相關利息開支於損益中確認。

收益或虧損於負債終止確認時以及透過攤銷過程於損益中確認。

衍生金融工具初始以公允價值確認。於各報告期末，公允價值被重新計量。重新計量公允價值所產生的收益或虧損即時於損益中確認 (如符合現金流量對沖會計處理的衍生工具，其所產生的任何收益或虧損須依據對沖項目的性質確認 (見附註4(h)(vii)) 則除外)。

(iv) 實際利率法

實際利率法乃一種用以計算金融資產或金融負債之攤銷成本及按有關期間分配利息收入或利息開支之方法。實際利率指於金融資產或負債之預期年限或適用的較短期間內將估計未來現金收款或開支確切貼現之利率。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(iii) Financial liabilities (Continued)

Financial liabilities measured at amortised cost

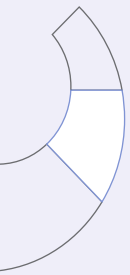
Financial liabilities at amortised cost including trade payables, accruals, other payables, amount due to an associate, loans from a related company, lease liabilities and bank borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is re-measured. The gain or loss on re-measurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 4(h)(vii)).

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.



4. 主要會計政策 (續)

(h) 金融工具 (續)

(v) 股本工具

本公司發行的股本工具按已收所得款項減直接發行成本列賬。

(vi) 終止確認

倘有關金融資產之未來現金流量之合約權利屆滿，或倘金融資產已轉讓並符合根據香港財務報告準則第9號終止確認之條件，本集團會終止確認該項金融資產。

金融負債會於有關合約列明之責任被免除、取消或屆滿時終止確認。

(vii) 現金流量對沖

倘衍生金融工具已指定用作已確認資產或負債的現金流量變動、或極其可能發生的預期交易、或已承諾未來交易的外幣風險的對沖，按公允價值重新計量衍生金融工具時產生的任何收益或虧損的有效部分會於其它全面收益確認及獨立累計於權益內對沖儲備之中。當中任何收益或虧損的無效部分則即時於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(vii) Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk of a committed future transaction, the effective portion of any gains or losses on re-measurement of the derivative financial instrument to fair value are recognised in other comprehensive income and accumulated separately in equity in the hedging reserve. The ineffective portion of any gain or loss is recognised immediately in profit or loss.

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4. 主要會計政策 (續)

(h) 金融工具 (續)

(vii) 現金流量對沖 (續)

倘預期交易的對沖其後引致須確認非金融資產或非金融負債，相關的收益或虧損會從權益重新分類，並計入非金融資產或負債的初始成本或其他賬面值內。

倘預期交易的對沖其後引致須確認金融資產或金融負債，相關的收益或虧損會從權益重新分類，並於同一期間或於所收購資產或所承擔負債對損益造成影響（例如確認利息收入或支出時）的期間內計入損益。

倘對沖工具到期、被出售或終止，或倘對沖不再符合對沖會計處理的標準時，則對沖會計處理於往後終止應用，任何於權益中累計之收益或虧損會於權益內保留，並於對沖現金流量發生時根據相關交易的性質（如上所述）入賬。若預期交易預計不會發生，權益中呈報之累計收益或虧損隨即重新分類至損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

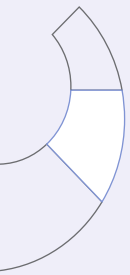
(h) Financial instruments (Continued)

(vii) Cash flow hedges (Continued)

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is reclassified from equity to be included in the initial cost or other carrying amount of the non-financial asset or liability.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is reclassified from equity to profit or loss in the same period or periods during which the asset acquired or liability assumed affects profit or loss (such as when interest income or expense is recognised).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, hedge accounting is discontinued prospectively, any cumulative gain or loss remains in equity at that time is accounted for according to the nature of the underlying transactions (as discussed above) once the hedged cash flow occurs. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that has been reported in equity is reclassified to profit or loss immediately.



4. 主要會計政策 (續)

(i) 存貨

存貨初始按成本確認，其後按成本與可變現淨值兩者中之較低者確認。成本包括所有採購成本及將存貨送至其現時地點及達致現況時產生之其他成本。成本乃使用先入先出的方法計算。可變現淨值指於日常業務過程中之估計售價減估計銷售所需開支。

(i) 收益確認

來自客戶合約的收益於貨品或服務的控制權轉讓予客戶時反映了本集團預期就轉讓貨品或服務而有權換取的代價金額予以確認，惟不包括代表第三方收取的金額。收益並不包括增值稅或其他銷售稅，並經扣除任何交易折扣。

視乎合約條款及合約適用的法律，貨品或服務的控制權可隨時間轉移或於某個時間點轉移。倘本集團履約屬以下情況，則貨品或服務的控制權隨時間轉移：

- 客戶同時接受及使用本集團履約所提供之利益；
- 本集團履約創造或增強一項於本集團履約時由客戶控制的資產；或
- 本集團之履約並無創造對本集團具有替代用途之資產且本集團可強制執行其權利收回迄今為止已履約部分之款項。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(i) Revenue recognition

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, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or services may be transferred over time or at a point in time. Control of the goods or services is transferred over time if the Group's performance:

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

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4. 主要會計政策 (續)

(i) 收益確認 (續)

倘貨品或服務的控制權隨時間轉移，則收益於合約期內參照該履約義務達致全面履行的進度確認。否則，於客戶取得貨品或服務的控制權的某一時間點確認收益。

倘合約包含融資部分並就轉讓貨品或服務為客戶提供重大融資利益超過一年，則收益按本集團與客戶於合約開始時進行的個別融資交易所反映的貼現率貼現之應收賬現值計量。倘合約包含融資部分並為本集團提供重大融資利益，則該合約確認的收益包括根據實際利率法就合約負債應計的利息開支。就支付及轉讓承諾的貨品或服務之間的期間為一年或以下的合約而言，交易價格使用香港財務報告準則第15號的可行權宜方法，無須對重大融資部分的影響進行調整。

(i) 旅行團

旅行團收益於服務控制權轉讓予客戶的會計期間隨時間確認，乃由於客戶於本集團履約時同時接受及使用本集團履約所提供之利益。客戶於享用旅行服務前須向本集團作出付款。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

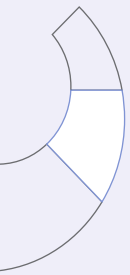
(i) Revenue recognition (Continued)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services.

When the contract contains a financing component which provides the customer 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 amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment 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.

(i) Package tours

Revenue for package tours is recognised over time in accounting period in which the control of services is transferred to the customer because the customer simultaneously receives and consumes benefit provided by the Group's performance as it performs. Payment is made to the Group before the customers enjoy the tour services.



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4. 主要會計政策 (續)

(i) 收益確認 (續)

(ii) 出租酒店客房

本集團於日本提供酒店住宿、餐飲及其他酒店服務。

本集團自營其酒店。出租酒店客房收益於酒店住宿服務提供予客戶的會計期間隨時間確認。

(iii) 銷售自由行產品、輔助性旅行相關產品及服務

獨立自由旅客(「自由行」)、個別旅遊元素(與自由行套票統稱為「自由行產品」)(如機票、酒店住宿及酒店套票銷售等)以及提供輔助性旅遊相關服務(如汽車租賃、旅遊簽證辦理及旅行保險安排等)的收益於預訂服務或安排服務已提供或機票已交付客戶並已由客戶接收的時間點確認。本集團於該等交易中作為代理商且收益以淨額基準予以確認。

倘本集團於若干交易(包括門票及交通票以及商品銷售)中為委託人,收益於產品的控制權轉讓予客戶的時間點(即當貨品出售予客戶且概無可影響客戶接納貨品的未履行責任時)確認,客戶已實際佔有貨品或取得貨品的法定所有權,且本集團擁有現時的要求償付權。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Revenue recognition (Continued)

(ii) Hotel room rental

The Group provides hotel accommodations, food and beverage and other hospitality in Japan.

The Group self-operates its hotel. Revenue from hotel room rental is recognised over time in the accounting period in which the hotel accommodation services are provided to the customer.

(iii) Sales of FIT Products, ancillary travel related products and services

Revenue from free independent travellers ("FIT") packages, individual travel elements (together with FIT package referred to as "FIT Products") such as sales of air tickets, hotel accommodation and hotel packages, etc, and provision of ancillary travel related services, such as, car rental, travel visa application and travel insurance arrangement, etc, is recognised at a point in time when the booking or arrangement services are performed or tickets are delivered to and have been accepted by the customers. The Group is the agent in these transactions and the revenue is recognised on a net basis.

Where the Group acts as a principal in certain transactions, including sales of admission and transportation tickets and merchandise, revenue is recognised at a point in time when the control of the products is transferred to the customers, being when the goods are sold to the customers, there is no unfulfilled obligation that could affect the customers' acceptance of the goods, the customers have obtained the physical possession or the legal title of the goods and the Group has present right to payment.

綜合財務報表附註

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截至2021年12月31日止年度 For the year ended 31 December 2021

4. 主要會計政策 (續)

(i) 收益確認 (續)

(iii) 銷售自由行產品、輔助性旅行相關產品及服務 (續)

本集團概不提供任何與銷售有關的保證。根據本集團之標準合約條款，客戶無權退還，惟若干火車票銷售除外。

(iv) 旅遊巴士服務

本集團於日本擁有其旅遊巴士。旅遊巴士服務收益於旅遊巴士服務提供予客戶的會計期間隨時間確認。

(v) 商品銷售

本集團直接向顧客銷售貨品。收益在產品轉讓給顧客時確認。顧客購買產品時應立即支付交易價格。給顧客的折扣和其他現金獎勵入賬為交易價格的扣減。

(vi) 其他收入

佣金收入於計算佣金的貨品或服務交付時確認。

利息收入按未償還本金金額以適用利率按時間基準累計。

合約負債

於與客戶訂立合約後，本集團獲得向客戶收取代價的權利，並承擔向客戶轉讓貨品或提供服務的履約義務。該等權利及履約義務取決於剩餘權利與履約義務之間的關係共同產生資產淨值或負債淨額。就將提供予客戶的服務確認的合約負債指按約定客戶收費時程表向客戶收取的代價超出已確認的累計收益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Revenue recognition (Continued)

(iii) Sales of FIT Products, ancillary travel related products and services (Continued)

The Group does not provide any sales-related warranties. There is no right of return by customers under the Group's standard contract terms, except for sales of certain train tickets.

(iv) Travel bus services

The Group owns its travel buses in Japan. Travel bus service revenue is recognised over time in the accounting period in which the travel bus services are provided to the customer.

(v) Sale of merchandises

The Group sells goods directly to customers. Revenue is recognised at a point in time when the product is transferred to the customers. Payment of the transaction price is due immediately when the customers purchase the product. Discounts and other cash incentive to customers are accounted for as reduction of the transaction prices.

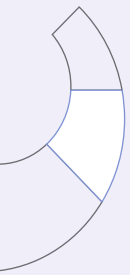
(vi) Other income

Commission income is recognised when the goods or services on which the commission is calculated are delivered.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Contract liabilities

Upon entering into a contract with a customer, the Group obtains right to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer. The combination of those rights and performance obligations give rise to a net asset or a net liability depending on the relationship between the remaining rights and the performance obligations. Contract liabilities are recognised for services to be provided to customers represented by the excess of consideration received from the customers according to agreed customer billing schedules over cumulative revenue recognised.



綜合財務報表附註

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4. 主要會計政策 (續)

(k) 所得稅

年度所得稅包括本期稅項及遞延稅項。

本期稅項乃根據日常業務的損益計算，就所得稅而言毋須就課稅或不可扣稅的項目作出調整，並按於報告期末已頒布或實際已頒布的稅率計算。

遞延稅項乃因就財務報告而言資產及負債的賬面值與就稅務而言的相關金額的暫時性差額而確認。除不影響會計或應課稅溢利的已確認資產及負債之外，所有應課稅暫時性差額的遞延稅項負債均予以確認。

於可動用可扣稅的暫時性差額抵銷應課稅溢利時，遞延稅項資產方予以確認。遞延稅項根據於報告期末已頒布或實際已頒布而預期適用於變現資產或負債清償的賬面值的稅率計量。

遞延稅項負債就於附屬公司及聯營公司的投資產生的應課稅暫時性差額予以確認，惟倘本集團可以控制暫時性差額的撥回，且該暫時性差額可能於可見將來不會撥回的情況除外。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Income tax

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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4. 主要會計政策 (續)

(k) 所得稅 (續)

所得稅乃於損益中確認，惟該等稅項與其他全面收益確認的項目有關，在此情況下，該等稅項亦於其他全面收益中確認。

(l) 現金及現金等價物

現金及現金等價物包括銀行存款、庫存現金，以及原到期日為三個月或以內的短期高流動性投資。此等投資可在沒有重大價值轉變的風險下輕易轉換為已知的現金數額。

(m) 僱員福利

短期僱員福利

短期僱員福利指預期將於僱員提供有關服務之報告期末後十二個月內悉數結清之僱員福利（離職福利除外）。短期僱員福利於僱員提供有關服務之年度內確認。

界定供款退休計劃

界定供款計劃為一項本集團向一個獨立實體支付固定供款的退休金計劃。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Income tax (Continued)

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(l) Cash and cash equivalents

Cash and cash equivalents include cash at banks and on hand as well as short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

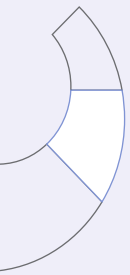
(m) Employee benefits

Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the reporting period in which the employees render the related service. Short-term employee benefits are recognised in the year when the employees render the related service.

Defined contribution retirement plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity.



4. 主要會計政策 (續)

(m) 僱員福利 (續)

界定供款退休計劃 (續)

本集團在香港根據強制性公積金計劃條例為該等合資格參與強積金計劃的僱員實施界定供款強制性公積金退休福利計劃(「強積金計劃」)。本集團概無法律或推定責任於支付固定供款後進一步供款。供款乃按僱員基本薪金某個百分比至強積金計劃所規定的最高強制性供款而作出。倘有欠款或預付款，則可能確認負債及資產，並基於其通常為短期性質而分別計入流動負債或流動資產。強積金計劃的資產與本集團資產分開，由獨立管理基金持有。本集團就強積金計劃作出的僱主供款全部歸予僱員所有。

本公司在澳門註冊成立的附屬公司每月向地方政府有關部門管理的社會保障基金作出供款，承擔其僱員的退休保障責任。本集團概無責任支付超出每月供款的退休福利。應付供款在發生時作為開支計入當期損益。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Employee benefits (Continued)

Defined contribution retirement plans (Continued)

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme in Hong Kong. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. Contributions are made based on a percentage of the employees’ basic salaries to the maximum mandatory contributions as required by the MPF Scheme. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of a short-term nature. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The subsidiary of the Company incorporated in Macau makes monthly contributions to the social security fund managed by the relevant authority of the local government, which undertakes the retirement obligations of the its employees. The Group has no obligation for payment of retirement benefits beyond the monthly contributions. The contribution payable is charged as an expense to profit or loss as and when incurred.

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4. 主要會計政策 (續)

(m) 僱員福利 (續)

界定供款退休計劃 (續)

根據台灣現行有關規定，本公司在台灣註冊成立的附屬公司，必須參加台灣政府為其僱員提供退休福利的退休計劃或方案（「台灣計劃」）。台灣附屬公司必須按若干百分比的薪酬成本向台灣計劃支付退休金。本集團於支付該供款後概無任何付款責任。

本公司在日本經營的附屬公司的僱員必須參加政府附屬機關營辦之中央退休金計劃（「國家退休金計劃」）。該附屬公司必須按若干百分比的僱員工資向國家退休金計劃作出供款。本集團於支付該供款後概無任何付款責任。

本公司在中華人民共和國（「中國」）經營的附屬公司的僱員必須參加地方市政府營辦之中央退休金計劃（「中央退休金計劃」）。該附屬公司必須按若干百分比的僱員工資向中央退休金計劃作出供款。本集團於支付該供款後概無任何其他付款責任。

界定供款退休計劃的全部供款乃於僱員提供服務及相關法規到期時，於損益中確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Employee benefits (Continued)

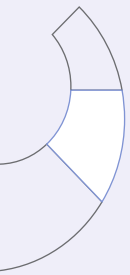
Defined contribution retirement plans (Continued)

According to the existing relevant regulations in Taiwan, a subsidiary of the Company incorporated in Taiwan is required to participate in the retirement plan or scheme operated by the government of Taiwan (the “Taiwan Scheme”) for the provision of pension benefits to its employees. The Taiwan subsidiary is required to contribute a certain percentage of its payroll costs to the Taiwan Scheme to fund the benefits. The Group has no further payment obligations once the contributions have been paid.

The employees of the Company’s subsidiary which operated in Japan are required to participate in a central pension scheme operated by a government-affiliated corporation (the “National Pension Scheme”). This subsidiary is required to contribute certain percentage of employees’ salaries to the National Pension Scheme. The Group has no further payment obligations once the contributions have been paid.

The employees of the Company’s subsidiary which operated in the People’s Republic of China (the “PRC”) are required to participate in a central pension scheme operated by the local municipal government (the “Central Pension Scheme”). This subsidiary is required to contribute certain percentage of employees’ salaries to the Central Pension Scheme. The Group has no further payment obligations once the contributions have been paid.

All contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees and when they fall due under the relevant regulations.



4. 主要會計政策 (續)

(n) 非金融資產減值

於各報告期末，本集團審查下列資產之賬面值，以釐定是否有任何跡象顯示該等資產遭受減值虧損或先前確認之減值虧損不再存在或可能有所減少：

- 物業、廠房及設備；
- 使用權資產；
- 於聯營公司權益；及
- 預付款

倘資產之可收回金額（即公允價值減出售成本及使用價值（以較高者為準））估計低於其賬面值，則該資產之賬面值降低至其可收回金額。減值虧損隨即確認為開支，除非相關資產根據另一條香港財務報告準則按重估金額入賬，在此情況下，減值虧損則根據該條香港財務報告準則被視為重估減值。

倘減值虧損其後撥回，則資產賬面值增至其經修訂估計可收回金額，惟增加後之賬面值不超過假設並無就過往年度確認資產減值虧損而釐定之賬面值為限。減值虧損撥回隨即確認為收入，除非相關資產根據另一條香港財務報告準則按重估金額入賬，在此情況下，減值虧損撥回則根據該條香港財務報告準則被視為重估增值。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- interests in associates; and
- prepayments

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

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4. 主要會計政策 (續)

(n) 非金融資產減值 (續)

使用價值乃根據預期將來自現金產生單位產生的估計未來現金流量釐定，使用可反映金錢時間值的現行市場評估以及對現金產生單位所屬特定風險的稅前貼現率貼現至現值。

(o) 撥備及或有負債

倘本集團因過去事件而須承擔法定或推定責任，而該責任很可能導致經濟利益流出，且其金額能夠可靠地估計，則就未確定時間或金額的負債確認撥備。

倘有關責任可能不會導致經濟利益流出，或其金額不能可靠地估計時，除非經濟利益流出的可能性很低，否則有關責任會披露為或有負債。僅視乎日後有否出現一種或多種未來事件，其可能產生之責任亦會披露為或有負債，除非經濟利益流出的可能性很低，則作別論。

(p) 關連方

(a) 倘一名人士符合以下條件，則該人士或其近親與本集團有關聯：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本公司母公司的主要管理人員。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Impairment of non-financial assets (Continued)

Value-in-use is based on the estimated future cash flows expected to be derived from the cash generating unit, 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 cash generating unit.

(o) Provisions and contingent liabilities

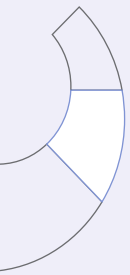
Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(p) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.



4. 主要會計政策 (續)

(p) 關連方 (續)

- (b) 倘符合以下任何條件，則實體與本集團有關聯：
- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此有關聯）；
 - (ii) 一實體為另一實體的聯營公司或合資企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合資企業）；
 - (iii) 兩實體均為同一第三方的合資企業；
 - (iv) 一實體為第三方實體的合資企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或本集團有關聯實體就僱員利益設立的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或共同控制；
 - (vii) (a)(i)所識別人士對該實體有重大影響或為該實體（或該實體母公司）的主要管理人員；或
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本公司之母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) both entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of the employees of 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 key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

綜合財務報表附註

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4. 主要會計政策 (續)

(p) 關連方 (續)

一名人士的近親指有關人士在與實體交易時，預期可影響或受該人士影響的家庭成員，包括：

- (i) 該人士的子女及配偶或家庭夥伴；
- (ii) 該人士配偶或家庭夥伴的子女；及
- (iii) 該人士或該人士配偶或家庭夥伴的家屬。

(q) 政府補助

在合理地保證本集團將會遵守政府補助的附帶條件以及將會得到補助後，政府補助方會予以確認。

作為已產生員工成本的補償或向本集團提供即時財務資助（並無日後相關成本）而應收的政府補助，乃於其成為應收賬期間於損益中確認及減少員工成本。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Related parties (Continued)

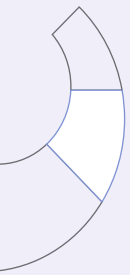
Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(q) Government grants

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

Government grants that are receivable as compensation for staff costs already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and reducing the staff cost.



4. 主要會計政策 (續)

(r) 以股份為基礎之支付

倘向僱員及提供類似服務之其他人士授出購股權，於授出日期之購股權公允價值乃按歸屬期計入損益，並於權益中僱員購股權儲備項下增加相應金額。非市場歸屬條件透過調整預期將於報告期末歸屬之權益工具的數目而計算，以令最終在歸屬期間確認之累計款項乃基於最終獲歸屬之購股權數目而計算。市場歸屬條件乃計入所授購股權之公允價值。只要所有其他歸屬條件獲達成，則不論市場歸屬條件是否獲達成亦會計提開支。累計開支不會因未達成市場歸屬條件而調整。

倘購股權之條款及條件在其獲歸屬前被修改，在緊接作出修改前及後計量之購股權公允價值增幅亦會在餘下歸屬期間計入損益。

倘向僱員及提供類似服務之其他人士以外人士授出權益工具，除非有關貨品或服務符合資格確認為資產，否則已收取貨品或服務之公允價值計入損益。相應增幅於權益中確認。就以現金結算以股份為基礎之支付而言，負債按已收取貨品或服務之公允價值確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the employee share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of the reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vested. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share-based payments, a liability is recognised at the fair value of the goods or services received.

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4. 主要會計政策 (續)

(s) 借款費用

購置、建造或生產合資格資產(即需要長時間才可投入擬定用途或銷售之資產)之直接應佔的借款費用資本化為該資產成本之一部份。

當資產實質上可投入擬定用途或出售時，借款費用即不再資本化。於特定借款尚未用作支付合資格資產前作臨時投資所賺取之投資收入，於資本化之借款費用中扣除。所有其他借款費用於其產生期間計入損益。

借款費用包括利息費用和與借款有關的其他費用。

4. SIGNIFICANT ACCOUNTING POLICIES

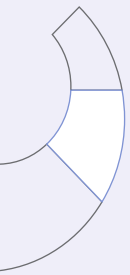
(Continued)

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets which are assets that necessarily take a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets.

Capitalisation of borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are recognised as an expense in profit or loss in the period in which they are incurred.

Borrowing costs include interest charges and other costs incurred in connection with the borrowing of funds.



5. 主要會計估計及判斷

估計及判斷受持續評估且基於過往經驗及其他因素，包括在相關情況下被認為合理的對未來事件的預期。

本集團對未來作出估計及判斷。所得的會計估計按其定義將很少與相關實際業績一致。下文討論於下一個財政年度有相當大風險導致資產與負債賬面值作出重大調整的估計及判斷：

(i) 折舊

本集團根據附註4(e)所述會計政策對物業、廠房及設備進行折舊。估計可使用年期反映管理層對本集團擬從該等資產的使用中獲取未來經濟利益的期間的估計。於報告期末，管理層對估計可使用年期進行重新評估。

(ii) 應收賬減值

本集團根據違約風險及預期虧損率之假設釐定貿易及其他應收賬減值撥備。撥備矩陣乃根據本集團於具有類似信貸風險特徵的應收賬的預期年限內的過往觀察所得的違約率釐定，並就前瞻估計作出調整。其他應收賬的預期信貸虧損乃基於十二個月預期信貸虧損，原因在於自初始確認後信貸風險並未有大幅增加。於作出判斷時，管理層會考慮可用的合理可靠前瞻資料，例如業務及客戶財務狀況的實際或預期重大不利變動。於各報告日期，管理層將更新過往觀察所得的違約率，並分析前瞻估計變動。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and judgements concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Depreciation

The Group depreciates the property, plant and equipment in accordance with the accounting policies stated in note 4(e). The estimated useful lives reflect the management's estimates of the periods that the Group intends to derive future economic benefits from the use of these assets. The management reassesses the estimated useful lives at the end of the reporting period.

(ii) Impairment of receivables

The Group determines the provision for impairment of trade and other receivables based on assumptions about risk of default and expected loss rates. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. The ECLs of other receivables is determined based on 12-month ECLs because there is no significant increase in credit risk since initial recognition. In making the judgement, management considers available reasonable and supportable forward-looking information such as actual or expected significant adverse changes in business and customers' financial position. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the management.

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5. 主要會計估計及判斷 (續)

(iii) 即期稅項及遞延稅項估計

本集團須就釐定稅項撥備金額及相關稅項繳付時間作出重要判斷。倘最終稅務結果與最初記錄金額不同，該等差異將影響作出此等釐定期間的所得稅及遞延稅項撥備。

(iv) 永久業權土地及酒店樓宇分類

如附註14中所披露關於永久業權土地、酒店樓宇及溫泉浴大樓，由於本集團保留經營該等業務的重大風險（即營運產生的未來現金流量變動），故此該等項目不分類為投資物業。雖然本集團把日常行政職能外判予酒店管理公司，但本集團並非純屬被動投資者。因此，管理層認為該等項目應分類為業主自用物業。

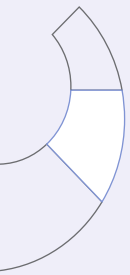
5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(iii) Estimates of current tax and deferred tax

Significant judgements are required in determining the amount of the provision for tax and the timing of payment of the related tax. Where the final tax outcomes are different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which such determination is made.

(iv) Classification of freehold land and hotel building

As disclosed in note 14 in respect of the freehold land, hotel buildings and hot spring bath building, these items are not classified as investment properties as the Group retains significant risks of running the business, i.e. exposure to variation in the future cash flows generated by the operations. Although the Group has outsourced day-to-day administrative functions to a hotel management company, the Group is not a purely passive investor. Accordingly, management considered that these items should be classified as owner-occupied property.



5. 主要會計估計及判斷 (續)

(v) 非金融資產的減值評估

於釐定資產減值時需要作出判斷，特別是評估：(1) 是否發生了顯示有關資產價值可能不可收回的事件；(2) 可收回金額（即為公允價值減去出售成本或使用價值（即估計繼續於業務中使用資產所帶來的未來現金流量現值淨額）兩者中較高者）是否足以支持資產賬面值及(3) 編製現金流量預測時所採用的主要假設是否恰當，包括該等現金流量預測是否以適當的利率貼現。所選用的假設（包括現金流量預測的貼現率或增長率）若有所變化，可能會對減值測試中使用的現值淨額造成重大影響，從而影響本集團的財務狀況和營運業績。

(vi) 按公允價值計入損益的金融工具公允價值計量

按公允價值計入損益的金融工具於各報告期末由獨立專業合資格估值師估值。該估值基於若干假設，該等假設可能存在不確定性且可能與實際結果存在重大差異。

有關上述項目公允價值計量的更多詳細資料，請參閱適用附註。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(v) *Impairment assessment of non-financial assets*

Judgement is required in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may indicate that the related asset values may not be recoverable; (2) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or value-in-use, which is the net present value of future cash flows which are estimated based upon the continued use of the asset in the business and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions used, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations.

(vi) *Fair value measurement of financial instruments as at FVTPL*

The financial instruments at FVTPL are valued by independent professional qualified valuers at the end of each reporting period. Such valuation is based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results.

For more detailed information in relation to the fair value measurement of the item above, please refer to the applicable notes.

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5. 主要會計估計及判斷 (續)

(vii) 釐定租期

誠如上述會計政策所闡述，租賃負債按租賃開始日期尚未支付之租賃付款的現值初步確認。於租賃（包含本集團可行使續租權）開始日期釐定租期時，本集團將評估行使續租權之可能性，並對構成促使本集團行使續租權之經濟誘因的相關事實及情況（包括優惠條款、已進行之租賃物業裝修，以及該相關資產對本集團營運之重要性）作出考量。倘於本集團可控制範圍內發生重大事件或出現重大變動情況時，本集團將重新評估租期。租期之任何延長或縮短均影響未來年度確認之租賃負債及使用權資產金額。

6. 分部報告

本集團乃根據向主要經營決策者定期呈報，以供彼等決定本集團業務的資源分配並評估其表現之內部財務資料而釐定其經營分部。

於截至2021年12月31日止年度，本集團更改其可呈報分部之識別。本集團從「旅遊相關業務」中分離出「商品銷售業務」。董事會認為，分部識別之經修訂基準提供更合適的分部資料呈列方式。上一年度分部資料已經重列作比較用途。

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

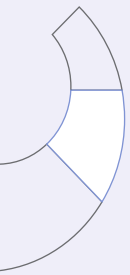
(vii) Determining the lease term

As explained in the above accounting policies, the lease liability is initially recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

6. SEGMENT REPORTING

The Group has identified its operating segments based on the regular internal financial information reported to the chief operating decision-makers about allocation of resources to assess the performance of the Group's business.

During the year ended 31 December 2021, the Group changed its identification of reportable segments. The Group separates "Sale of Merchandises Business" from "Travel Related Business". In the opinion of the Board, the revised basis of segment identification provides a more appropriate presentation of the segment information. Prior year segment information is restated for comparative purpose.



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6. 分部報告 (續)

本集團有三個可呈報分部。由於各業務提供不同產品及服務，並需要不同業務策略，該等分部乃作個別分開管理。下文概述本集團各個可呈報分部的業務：

- 旅遊及旅遊相關服務業務（「旅遊相關業務」）
- 商品銷售（「商品銷售業務」）
- 酒店營運（「酒店業務」）

管理層根據計量分部業績（即扣除直接屬於各經營分部的收益、銷售成本、其他收入與收益及虧損、銷售開支、行政開支、其他經營開支、應佔聯營公司業績及融資成本）評估經營分部表現。中央行政成本由於被主要經營決策者為評估分部表現所使用，故並未納入分部業績的計量，因而並未分配至經營分部。

分部資產包括所有資產，但不包括企業資產（其中包括銀行存款及庫存現金、可收回稅項及若干預付款及其他應收賬），由於企業資產於集團層面管理，故並未直接計入經營分部業務活動。同樣，分部負債不包括關連公司貸款及企業負債（如若干應計款項及其他應付賬），企業負債並未直接計入任何經營分部業務活動及並未分配至分部。

6. SEGMENT REPORTING (Continued)

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Travel and travel related services business ("Travel Related Business")
- Sale of merchandises ("Sale of Merchandises Business")
- Hotel operation ("Hotel Business")

Management assesses the performance of the operating segments based on the measure of segment results which represents the net of revenue, cost of sales, other income, gains and losses, selling expenses, administrative expenses, other operating expenses, share of results of associates and finance costs directly attributable to each operating segment. Central administrative costs are not allocated to the operating segments as they are not included in the measure of the segment results that are used by the chief operating decision-makers for assessment of segment performance.

Segment assets include all assets with exception of corporate assets, including cash at banks and on hand, tax recoverable and certain prepayments and other receivables which are not directly attributable to the business activities of operating segments as these assets are managed on a group basis. Likewise, segment liabilities exclude loans from a related company and corporate liabilities, such as certain accruals and other payables, which are not directly attributable to the business activities of any operating segments and not allocated to segments.

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6. 分部報告 (續)

(a) 業務分部

6. SEGMENT REPORTING (Continued)

(a) Business segments

		旅遊相關業務 Travel Related Business 千港元 HK\$'000	商品銷售業務 Sale of Merchandises Business 千港元 HK\$'000	酒店業務 Hotel Business 千港元 HK\$'000	總計 Total 千港元 HK\$'000
截至2021年12月31日 止年度：	For the year ended 31 December 2021:				
收益	Revenue				
源自外部客戶	From external customers	12,968	17,504	14,106	44,578
可呈報分部收益	Reportable segment revenue	12,968	17,504	14,106	44,578
可呈報分部 (虧損) / 溢利	Reportable segment (loss)/profit	(116,613)	1,418	(69,392)	(184,587)
物業、廠房及設備折舊	Depreciation on property, plant and equipment	(6,755)	(43)	(51,700)	(58,498)
使用權資產折舊	Depreciation on right-of-use assets	(23,737)	-	-	(23,737)
應佔聯營公司業績	Share of results of associates	(513)	-	-	(513)
融資成本	Finance costs	(2,162)	-	(4,845)	(7,007)
所得稅抵免	Income tax credit	20,559	-	22,349	42,908
可呈報分部資產	Reportable segment assets	175,633	7,478	649,912	833,023
可呈報分部負債	Reportable segment liabilities	88,321	2,925	417,273	508,519
添置非流動資產	Additions to non-current assets	11,567	426	687	12,680
應佔聯營公司資產淨值	Share of net assets of associates	9,900	-	-	9,900

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6. 分部報告 (續)

(a) 業務分部 (續)

6. SEGMENT REPORTING (Continued)

(a) Business segments (Continued)

		旅遊相關業務 Travel Related Business (經重列) (Restated) 千港元 HK\$'000	商品銷售業務 Sale of Merchandises Business (經重列) (Restated) 千港元 HK\$'000	酒店業務 Hotel Business 千港元 HK\$'000	總計 Total 千港元 HK\$'000
截至2020年12月31日 止年度：	For the year ended 31 December 2020:				
收益	Revenue				
源自外部客戶	From external customers	236,080	7,418	6,273	249,771
源自分部之收益	Inter-segment revenue	(3,133)	-	3,133	-
可呈報分部收益	Reportable segment revenue	232,947	7,418	9,406	249,771
可呈報分部 (虧損) / 溢利	Reportable segment (loss)/profit	(90,705)	748	(57,702)	(147,659)
物業、廠房及設備折舊	Depreciation on property, plant and equipment	(9,198)	(1)	(45,339)	(54,538)
使用權資產折舊	Depreciation on right-of-use assets	(53,176)	-	-	(53,176)
應佔聯營公司業績	Share of results of associates	(1,053)	-	-	(1,053)
融資成本	Finance costs	(3,329)	-	(3,663)	(6,992)
所得稅抵免	Income tax credit	20,455	-	19,527	39,982
可呈報分部資產	Reportable segment assets	280,800	2,034	767,424	1,050,258
可呈報分部負債	Reportable segment liabilities	125,361	391	473,210	598,962
添置非流動資產	Additions to non-current assets	29,569	11	140,205	169,785
應佔聯營公司資產淨值	Share of net assets of associates	11,993	-	-	11,993

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6. 分部報告 (續)

6. SEGMENT REPORTING (Continued)

(b) 可呈報分部收益、損益、資產及負債之對賬

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
收益	Revenue		
可呈報分部收益	Reportable segment revenue	44,578	249,771
綜合收益	Consolidated revenue	44,578	249,771
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
除所得稅前虧損	Loss before income tax		
可呈報分部虧損	Reportable segment loss	(184,587)	(147,659)
其他收益／虧損淨額	Other gain/loss, net	1,327	1,307
融資成本	Finance costs	(7,847)	—
未分配企業開支	Unallocated corporate expenses	(8,226)	(3,247)
除所得稅前綜合虧損	Consolidated loss before income tax	(199,333)	(149,599)
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
資產	Assets		
可呈報分部資產	Reportable segment assets	833,023	1,050,258
未分配企業資產	Unallocated corporate assets	72,092	3,253
綜合總資產	Consolidated total assets	905,115	1,053,511

6. 分部報告 (續)

(b) 可呈報分部收益、損益、資產及負債之對賬 (續)

		2021 千港元 HK\$'000	2021 千港元 HK\$'000
負債	Liabilities		
可呈報分部負債	Reportable segment liabilities	508,519	598,962
未分配企業負債	Unallocated corporate liabilities	274,302	202,916
綜合總負債	Consolidated total liabilities	782,821	801,878

6. SEGMENT REPORTING (Continued)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

(c) 地區資料

下表呈列本集團源自外部客戶收益及除金融資產及遞延稅項資產(「特定的非流動資產」)外的非流動資產分析：

(c) Geographic information

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than financial assets and deferred tax assets ("Specified non-current assets"):

		來自外部客戶的收益 (按客戶所在地劃分) Revenue from external customers (by customer location)		特定的非流動資產 (按實際所在地劃分) Specified non-current assets (by physical location)	
		2021 千港元 HK\$'000	2020 千港元 HK\$'000	2021 千港元 HK\$'000	2020 千港元 HK\$'000
香港和澳門 (所在地)	Hong Kong and Macau (place of domicile)	29,394	238,254	31,301	46,775
日本	Japan	15,184	11,340	575,844	698,594
其他	Others	-	177	9,853	11,975
		44,578	249,771	616,998	757,344

所在地乃經參考本集團視為其發源地、擁有大部分營運及管理中心的地點而釐定。

The place of domicile is determined by referring to the place the Group regards as its hometown, has the majority of operation and centre of management.

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6. 分部報告 (續)

(d) 有關主要客戶之資料

於截至2021年12月31日止年度，本集團概無任何單一客戶貢獻本集團10%以上收益（2020年：無）。

(e) 收益分拆

6. SEGMENT REPORTING (Continued)

(d) Information about a major customer

The Group did not have any single customer contributed more than 10% of the Group's revenue during the year ended 31 December 2021 (2020: Nil).

(e) Disaggregation of revenue

		旅遊相關業務		商品銷售業務		酒店業務		總計	
		Travel Related Business		Sale of Merchandises Business		Hotel Business		Total	
		2021	2020	2021	2020	2021	2020	2021	2020
			(經重列)		(經重列)				
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
主要地區市場	Primary geographical markets								
香港和澳門 (所在地)	Hong Kong and Macau (place of domicile)	11,890	230,836	17,504	7,418	-	-	29,394	238,254
日本	Japan	1,078	1,934	-	-	14,106	9,406	15,184	11,340
其他	Others	-	177	-	-	-	-	-	177
		12,968	232,947	17,504	7,418	14,106	9,406	44,578	249,771
收益確認時間	Timing of revenue recognition								
時間點	At a point in time	5,234	16,701	17,504	7,418	-	-	22,738	24,119
隨時間轉移	Transferred over time	7,734	216,246	-	-	14,106	9,406	21,840	225,652
		12,968	232,947	17,504	7,418	14,106	9,406	44,578	249,771

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7. 收益及其他收入、收益及虧損淨額

收益包括旅行團、輔助性旅行相關產品、及出租酒店客房和輔助性服務的發票淨值；自由行產品及輔助性旅行相關服務的所得款項淨額；及商品銷售。本年度確認的各主要收益類別的金額載列如下：

7. REVENUE AND OTHER INCOME, GAINS AND LOSSES, NET

Revenue includes the net invoiced value of package tours, ancillary travel related products, and hotel room rental and ancillary services; the net proceeds from FIT Products and ancillary travel related services; and sale of merchandises. The amounts of each significant category of revenue recognised during the year are as follows:

		2021	2020 (經重列) (Restated)
		千港元 HK\$'000	千港元 HK\$'000
收益	Revenue		
旅行團	Package tours	7,734	216,246
自由行產品 (附註)	FIT Products (note)	2,755	3,064
輔助性旅行相關產品及服務 (附註)	Ancillary travel related products and services (note)	2,479	13,637
商品銷售	Sale of merchandises	17,504	7,418
出租酒店客房及輔助性服務	Hotel room rental and ancillary services	14,106	9,406
		44,578	249,771

附註：

本集團自由行產品及若干輔助性旅行相關服務產生的收益被視為作為代理商代表委託人收取的現金，因而計為淨額。已收及應收所得款項總額如下所示：

Note:

The Group's revenue from FIT Products and certain ancillary travel related services is considered as cash collected on behalf of principals as an agent, and thus recorded on a net basis. The gross proceeds received and receivable are as follows:

		2021	2020
		千港元 HK\$'000	千港元 HK\$'000
已收及應收所得款項總額	Gross proceeds received and receivable	19,808	29,834

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截至2021年12月31日止年度 For the year ended 31 December 2021

7. 收益及其他收入、收益及虧損淨額 (續)

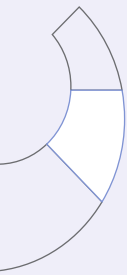
7. REVENUE AND OTHER INCOME, GAINS AND LOSSES, NET (Continued)

下表載列有關貿易應收賬及來自客戶合約的合約負債的資料：

The following table provides information about trade receivables and contract liabilities from contracts with customers:

		於2021年 12月31日 As at 31 December 2021 千港元 HK\$'000	於2020年 12月31日 As at 31 December 2020 千港元 HK\$'000
貿易應收賬 (附註20)	Trade receivables (note 20)	3,210	1,709
合約負債 (附註25)	Contract liabilities (note 25)	12,161	18,215

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
其他收入、收益及虧損淨額	Other income, gains and losses, net		
匯兌 (虧損) / 收益淨額	Exchange (loss)/gain, net	(2,703)	5,155
處理收入	Handling income	305	502
銀行存款利息收入	Interest income on bank deposits	18	108
雜項收入	Sundry income	2,175	1,041
租賃租金寬減收益	Gain on rental concession of lease	3,070	4,007
政府補助收入	Government sponsor income	8,139	3,094
貸款支付調整收益	Gain on modification of loan payment	309	252
註銷一家附屬公司的收益	Gain on deregistration of a subsidiary	-	293
		11,313	14,452



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8. 除所得稅前虧損

8. LOSS BEFORE INCOME TAX

除所得稅前虧損經扣除／(計入) 以下項目得出：

Loss before income tax is arrived at after charging/(crediting):

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
核數師薪酬	Auditors' remuneration	1,592	1,618
撇銷預付款及 其他應收賬*	Written off of prepayments and other receivables*	33,558	770
貿易應收賬之 已撇銷壞賬*	Bad debts written off in respect of trade receivables*	-	556
確認為開支的存貨成本	Cost of inventories recognised as expenses	13,531	2,817
物業、廠房及設備折舊	Depreciation on property, plant and equipment	58,498	54,538
使用權資產折舊	Depreciation on right-of-use assets	23,737	53,176
出售物業、廠房及設備 (收益)／虧損淨額*	(Gain)/loss on disposal of property, plant and equipment, net*	(69)	17
終止租賃收益*	Gain on termination of lease*	(37)	(66)
融資成本	Finance costs		
– 租賃負債產生的 利息開支 (附註15)	– Interest expense incurred on lease liabilities (note 15)	1,940	2,575
– 衍生金融工具產生的 利息開支	– Interest expense incurred on derivative financial instruments	352	419
– 關連公司貸款產生的 利息開支	– Interest expense incurred on loans from a related company	7,847	-
– 銀行借款產生的 利息開支	– Interest expense incurred on bank borrowings	4,715	4,951
– 減：在建工程之資本化 估算利息 (附註16)	– Less: Imputed interest capitalised into construction in progress (note 16)	-	(953)
		14,854	6,992
僱員成本 (包括附註12的 董事薪酬)：	Employee costs (including directors' emoluments in note 12):		
– 薪金及其他實物福利	– Salaries and other benefits in kind	57,731	66,485
– 退休計劃供款	– Retirement scheme contributions	2,575	4,289
		60,306	70,774

* 所有該等開支均記錄為「其他經營開支」。

* All these expenses are recorded as “other operating expenses”.

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9. 所得稅抵免

9. INCOME TAX CREDIT

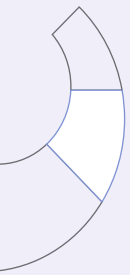
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
即期稅項—香港利得稅	Current tax – Hong Kong Profits Tax		
– 本年度稅項	– Tax for the year	50	31
– 過往年度不足額／(超額)撥備	– Under/(over)-provision in respect of prior year	80	(30)
		130	1
即期稅項—日本利得稅	Current tax – Japan Profits Tax		
– 過往年度不足額撥備	– Under-provision in respect of prior year	–	60
		–	60
遞延稅項	Deferred tax		
– 於本年度損益計入 (附註18)	– Credit to profit or loss for the year (note 18)	(43,038)	(39,986)
		(42,908)	(39,925)

根據開曼群島及英屬維爾京群島的法律，於開曼群島及英屬維爾京群島註冊成立的集團實體，由於概無於開曼群島及英屬維爾京群島進行業務，故獲豁免繳納稅項。

截至2021年及2020年12月31日止年度，估計應評稅溢利的首2,000,000港元按8.25%計算香港利得稅，而估計應評稅溢利超過2,000,000港元的部分則按16.5%計算。不合乎利得稅兩級制資格的集團實體的溢利於兩個年度內繼續按16.5%的稅率徵稅。

The group entities incorporated in the Cayman Islands and the BVI are tax-exempted as no business is carried out in the Cayman Islands and the BVI under the laws of the Cayman Islands and the BVI respectively.

Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2.0 million of estimated assessable profits and at 16.5% for the portion of the estimated assessable profits above HK\$2.0 million for the years ended 31 December 2021 and 2020. The profit of group entities not qualifying for the two-tiered profits tax rates regime continued to be taxed at 16.5% for both years.



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9. 所得稅抵免 (續)

截至2021年12月31日止年度，澳門所得補充稅乃根據於澳門營運的附屬公司的估計應評稅溢利按12% (2020年：12%) 的稅率計算。截至2021年12月31日止年度，本集團於澳門營運的附屬公司概無產生估計應評稅溢利 (2020年：無)。

本年度中國企業所得稅乃根據於中國營運的附屬公司的估計應評稅溢利按25% (2020年：25%) 的稅率計算。截至2021年12月31日止年度，本集團於中國營運的附屬公司概無產生估計應評稅溢利 (2020年：無)。

於日本營運的附屬公司須繳納日本的企業所得稅、都道府縣民稅和區市鎮村民稅及營業稅 (下文統稱「日本利得稅」)，該等稅項於截至2021年12月31日止年度按現行法律、詮釋及慣例匯總成實際法定所得稅稅率介乎約30.6%至約34.6% (2020年：約30.6%至約34.6%)。截至2021年12月31日止年度，本集團於日本營運的附屬公司概無產生估計應評稅溢利 (2020年：無)。

9. INCOME TAX CREDIT (Continued)

Macau Complementary Tax is calculated at 12% (2020: 12%) on the estimated assessable profit of a subsidiary operating in Macau for the year ended 31 December 2021. The Group has no estimated assessable profit arising from the subsidiary operating in Macau for the year ended 31 December 2021 (2020: Nil).

PRC Enterprise Income Tax is calculated at 25% (2020: 25%) on the estimated assessable profit of a subsidiary operating in the PRC for the year. The Group has no estimated assessable profit arising from the subsidiary operating in the PRC for the year ended 31 December 2021 (2020: Nil).

Subsidiaries operating in Japan are subject to corporate income tax, prefectural and municipal inhabitant taxes and business tax (hereinafter collectively referred to as “Japan Profits Tax”) in Japan, which, in aggregate, resulted in effective statutory income tax rates ranging from approximately 30.6% to approximately 34.6% (2020: approximately 30.6% to approximately 34.6%) for the year ended 31 December 2021 based on the existing legislation, interpretations and practices in respect thereof. The Group has no estimated assessable profit arising from the subsidiaries operating in Japan for the year ended 31 December 2021 (2020: Nil).

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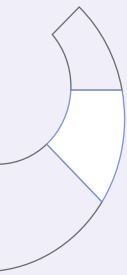
9. 所得稅抵免 (續)

9. INCOME TAX CREDIT (Continued)

按適用稅率計算的所得稅抵免及會計虧損對賬如下：

Reconciliation between income tax credit and accounting loss at applicable tax rates:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
除所得稅前虧損	Loss before income tax	(199,333)	(149,599)
按香港利得稅率16.5% (2020年：16.5%) 計算的稅項	Tax at the Hong Kong Profits Tax rate of 16.5% (2020: 16.5%)	(32,890)	(24,684)
於其他司法管轄區營運的附屬公司 之不同稅率的稅務影響	Tax effect of different tax rate of subsidiaries operating in other jurisdictions	(9,696)	(10,625)
不可扣稅項目的稅務影響	Tax effect of non-deductible items	4,933	450
毋須課稅項目的稅務影響	Tax effect of non-taxable items	(6,806)	(6,263)
未確認暫時性差額的稅務影響	Tax effect of temporary differences not recognised	419	467
未確認稅項虧損的稅務影響	Tax effect of tax losses not recognised	1,006	991
過往未確認稅項虧損現確認為 遞延稅項資產的稅務影響	Tax effect of previously unrecognised tax losses now recognised as deferred tax assets	(169)	(268)
過往年度不足額撥備	Under-provision in prior year	80	30
其他	Others	215	(23)
		(42,908)	(39,925)



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10. 每股虧損

10. LOSS PER SHARE

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
虧損	Loss		
本公司擁有人應佔虧損	Loss attributable to owners of the Company	(155,635)	(108,760)

		2021 千股 '000	2020 千股 '000
股份數目	Number of shares		
普通股數目	Number of ordinary shares	502,450	502,450

截至2021年及2020年12月31日止年度，本公司並無攤薄潛在股份，故每股攤薄虧損與每股基本虧損相同。

Diluted loss per share was the same as the basic loss per share as the Company had no dilutive potential shares during the years ended 31 December 2021 and 2020.

11. 股息

11. DIVIDENDS

董事不建議派付截至2021年12月31日止年度的任何股息（2020年：無）。

The directors do not recommend payment of any dividend for the year ended 31 December 2021 (2020: Nil).

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12. 董事薪酬

12. DIRECTORS' EMOLUMENTS

董事薪酬披露如下：

Directors' emoluments are disclosed as follows:

		袍金	薪金及其他 實物福利 (附註a)	酌情及 表現花紅 (附註b)	退休計劃供款	總計
		Fee	Salaries and other benefits in kind	Discretionary and performance bonuses	Retirement scheme contributions	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
2021						
執行董事 <i>Executive directors</i>						
袁文英	Yuen Man Ying	-	468	-	25	493
禰國全	Huen Kwok Chuen	-	855	-	36	891
梁成釗	Leung Shing Chiu	-	838	-	36	874
李寶芬	Lee Po Fun	-	862	-	36	898
袁灝頤 (附註c)	Yuen Ho Yee (note c)	-	345	-	11	356
鄭存漢 (附註c)	Cheang Chuen Hon (note c)	-	699	-	11	710
		-	4,067	-	155	4,222
獨立非執行董事 <i>Independent non-executive directors</i>						
陳儉輝	Chan Kim Fai	202	-	-	-	202
鄧冠雄	Tang Koon Hung Eric	185	-	-	-	185
黃麗明	Wong Lai Ming	174	-	-	-	174
		561	-	-	-	561
		561	4,067	-	155	4,783

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12. 董事薪酬 (續)

12. DIRECTORS' EMOLUMENTS (Continued)

		袍金	薪金及其他 實物福利 (附註a)	酌情及 表現花紅 (附註b)	退休計劃供款	總計
		Fee	Salaries and other benefits in kind	Discretionary and performance bonuses	Retirement scheme contributions	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
2020						
執行董事		<i>Executive directors</i>				
袁文英	Yuen Man Ying	-	951	-	42	993
禰國全	Huen Kwok Chuen	-	896	-	41	937
梁成釗	Leung Shing Chiu	-	867	-	39	906
李寶芬	Lee Po Fun	-	898	-	39	937
		-	3,612	-	161	3,773
獨立非執行董事		<i>Independent non-executive directors</i>				
陳儉輝	Chan Kim Fai	202	-	-	-	202
鄧冠雄	Tang Koon Hung Eric	185	-	-	-	185
黃麗明	Wong Lai Ming	174	-	-	-	174
		561	-	-	-	561
		561	3,612	-	161	4,334

附註：

Notes:

- (a) 指就管理本集團事務已付或應付本公司執行董事之「薪金及其他實物福利」。
- (b) 酌情及表現花紅乃參考本集團表現並經薪酬委員會批准而釐定。
- (c) 袁灝頤及鄭存漢已獲委任為執行董事，自2021年5月28日舉行之股東週年大會結束起生效。
- (d) 於截至2021年12月31日止年度，本公司六名（2020年：四名）董事已放棄薪酬約4,443,000港元（2020年：3,482,000港元）。

- (a) Being "Salaries and other benefits in kind" paid or payable to executive directors of the Company in connection with the management of the affairs of the Group.
- (b) The discretionary and performance bonuses are determined by reference to the Group's performance and approved by the remuneration committee.
- (c) Yuen Ho Yee and Cheang Chuen Hon have been appointed as Executive Directors with effect from the conclusion of the AGM held on 28 May 2021.
- (d) During the year ended 31 December 2021, six (2020: four) directors of the Company have waived emoluments of approximately HK\$4,443,000 (2020: HK\$3,482,000).

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Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

13. 五名最高薪酬人士

本集團五名最高薪酬人士中，四名（2020年：四名）為本公司董事，彼等的酬金載於上文附註12內。餘下一名（2020年：一名）人士的酬金如下：

13. THE FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, four (2020: four) were directors of the Company whose emoluments are included in the disclosures in note 12 above. The emoluments of the remaining one (2020: one) individual were as follows:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
薪金及其他實物福利	Salaries and other benefits in kind	839	960
酌情及表現花紅	Discretionary and performance bonuses	110	160
退休計劃供款	Retirement scheme contributions	18	18
		967	1,138

最高薪酬非董事人士的薪酬範圍如下：

The emoluments of the highest paid non-director fell within the following band:

		2021 人數 Number of Individual	2020 人數 Number of Individual
零至1,000,000港元	Nil to HK\$1,000,000	1	–
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	–	1

已付或應付予高級管理層人員（不包括本公司董事）的薪酬範圍如下：

The emoluments paid or payable to members of senior management (excluding directors of the Company) were within the following bands:

		2021 人數 Number of individual(s)	2020 人數 Number of individual(s)
零至1,000,000港元	Nil to HK\$1,000,000	1	1
1,000,001港元至1,500,000港元	HK\$1,000,001 to HK\$1,500,000	–	1

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14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		永久業權 土地	酒店及 其他樓宇 Hotel	租賃物業裝修 improvements	辦公設備 equipment	電腦設備 equipment	汽車 vehicles	傢俱及 固定裝置 and fixtures	總計 Total
		Freehold land 千港元 HK\$'000	and other buildings 千港元 HK\$'000	Leasehold 千港元 HK\$'000	Office 千港元 HK\$'000	Computer 千港元 HK\$'000	Motor 千港元 HK\$'000	Furniture 千港元 HK\$'000	千港元 HK\$'000
於2020年1月1日	At 1 January 2020								
成本	Cost	215,955	170,312	150,884	20,541	42,657	20,798	15,070	636,217
累計折舊	Accumulated depreciation	-	(6,623)	(100,525)	(15,404)	(35,809)	(11,583)	(9,949)	(179,893)
賬面淨值	Net carrying amount	215,955	163,689	50,359	5,137	6,848	9,215	5,121	456,324
截至2020年12月31日止年度	For the year ended 31 December 2020								
年初賬面淨值	Opening net carrying amount	215,955	163,689	50,359	5,137	6,848	9,215	5,121	456,324
自在建工程撥入 (附註16)	Transfer from construction in progress (note 16)	-	160,412	85,256	14,341	-	-	5,151	265,160
添置	Additions	-	603	1,011	3,729	1,121	-	3,653	10,117
出售	Disposal	-	-	-	(12)	(12)	-	-	(24)
折舊	Depreciation	-	(4,030)	(38,500)	(2,329)	(3,320)	(4,208)	(2,151)	(54,538)
匯兌調整	Exchange adjustment	10,584	11,894	3,298	551	7	289	488	27,111
年末賬面淨值	Closing net carrying amount	226,539	332,568	101,424	21,417	4,644	5,296	12,262	704,150
於2020年12月31日及 2021年1月1日	At 31 December 2020 and 1 January 2021								
成本	Cost	226,539	343,674	242,159	39,249	43,714	21,755	24,563	941,653
累計折舊	Accumulated depreciation	-	(11,106)	(140,735)	(17,832)	(39,070)	(16,459)	(12,301)	(237,503)
賬面淨值	Net carrying amount	226,539	332,568	101,424	21,417	4,644	5,296	12,262	704,150

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截至2021年12月31日止年度 For the year ended 31 December 2021

14. 物業、廠房及設備 (續)

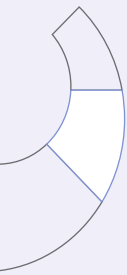
14. PROPERTY, PLANT AND EQUIPMENT

(Continued)

		永久業權 土地	酒店及 其他樓宇	租賃物業裝修	辦公設備	電腦設備	汽車	傢俱及 固定裝置	總計
		Freehold land	Hotel and other buildings	Leasehold improvements	Office equipment	Computer equipment	Motor vehicles	Furniture and fixtures	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
截至2021年12月31日止年度	For the year ended 31 December 2021								
年初賬面淨值	Opening net carrying amount	226,539	332,568	101,424	21,417	4,644	5,296	12,262	704,150
添置	Additions	-	-	86	205	1,332	342	687	2,652
出售	Disposal	-	-	-	(1)	(160)	(21)	-	(182)
折舊	Depreciation	-	(6,481)	(37,823)	(5,073)	(2,371)	(3,386)	(3,364)	(58,498)
匯兌調整	Exchange adjustment	(22,866)	(33,267)	(8,053)	(1,878)	(10)	(352)	(1,458)	(67,884)
年末賬面淨值	Closing net carrying amount	203,673	292,820	55,634	14,670	3,435	1,879	8,127	580,238
於2021年12月31日	At 31 December 2021								
成本	Cost	203,673	308,985	221,705	36,864	44,542	19,396	23,121	858,286
累計折舊	Accumulated depreciation	-	(16,165)	(166,071)	(22,194)	(41,107)	(17,517)	(14,994)	(278,048)
賬面淨值	Net carrying amount	203,673	292,820	55,634	14,670	3,435	1,879	8,127	580,238

於2021年12月31日，本集團已分別抵押賬面淨值約203,673,000港元（2020年：226,539,000港元）、292,820,000港元（2020年：332,568,000港元）及1,482,000港元（2020年：4,212,000港元）位於日本的永久業權土地、酒店及其他樓宇及汽車以擔保本集團獲授的銀行借款（附註26）。

As at 31 December 2021, freehold land, hotel and other buildings and motor vehicles of the Group located in Japan with a net carrying amount of approximately HK\$203,673,000 (2020: HK\$226,539,000), HK\$292,820,000 (2020: HK\$332,568,000) and HK\$1,482,000 (2020: HK\$4,212,000) respectively, were pledged to secure the bank borrowings granted to the Group (note 26).



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15. 使用權資產／租賃負債

本集團作為承租人

本集團於其營運所在地的司法管轄區內租賃若干物業。租期內的定期租金以定額計算。

本集團亦租賃若干廠房及設備項目包括旅遊巴士、廠房及設備。廠房及設備之租賃僅包含租期內的定額付款。

使用權資產

按相關資產類別分析的使用權資產之賬面淨值如下：

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

The Group as a lessee

The Group leases a number of properties in the jurisdictions from which it operates. The periodic rent is fixed over the lease term.

The Group also leases certain items of plant and equipment, including travel buses and plant and equipment. Leases of plant and equipment comprise only fixed payments over the lease terms.

RIGHT-OF-USE ASSETS

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		於2021年 12月31日 As at 31 December 2021 千港元 HK\$'000	於2020年 12月31日 As at 31 December 2020 千港元 HK\$'000
持作自用的租賃， 以折舊成本列示：	Leased for own use, carried at depreciated cost:		
租賃物業	Rental premises	20,021	27,009
辦公設備	Office equipment	4,921	7,253
旅遊巴士	Travel buses	1,918	6,939
		26,860	41,201

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15. 使用權資產／租賃負債 (續)

本集團作為承租人 (續)

使用權資產 (續)

年內，使用權資產變動如下：

		租賃物業 Rental premises 千港元 HK\$'000	辦公設備 Office equipment 千港元 HK\$'000	旅遊巴士 Travel buses 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於2020年1月1日	At 1 January 2020	25,016	9,292	32,773	67,081
添置	Addition	25,245	316	2,779	28,340
終止租賃	Termination of lease	(243)	-	(829)	(1,072)
折舊	Depreciation	(23,033)	(2,359)	(27,784)	(53,176)
匯兌調整	Exchange adjustment	24	4	-	28
於2020年12月31日及 2021年1月1日	At 31 December 2020 and 1 January 2021	27,009	7,253	6,939	41,201
添置	Addition	9,948	-	81	10,029
終止租賃	Termination of lease	(626)	-	-	(626)
折舊	Depreciation	(16,305)	(2,330)	(5,102)	(23,737)
匯兌調整	Exchange adjustment	(5)	(2)	-	(7)
於2021年12月31日	At 31 December 2021	20,021	4,921	1,918	26,860

租賃負債

未來租賃付款之現值分析如下：

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

(Continued)

The Group as a lessee (Continued)

RIGHT-OF-USE ASSETS (Continued)

Movements of right-of-use assets during the year:

LEASE LIABILITIES

The analysis of the present value of future lease payment is as follows:

		於2021年 12月31日 As at 31 December 2021 千港元 HK\$'000	於2020年 12月31日 As at 31 December 2020 千港元 HK\$'000
流動負債	Current liabilities	40,071	41,137
非流動負債	Non-current liabilities	7,831	18,151
		47,902	59,288

15. 使用權資產／租賃負債 (續)

本集團作為承租人 (續)

租賃負債 (續)

年內，租賃負債之變動如下：

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

(Continued)

The Group as a lessee (Continued)

LEASE LIABILITIES (Continued)

Movements of lease liabilities during the year:

		租賃物業 Rental premises 千港元 HK\$'000	辦公設備 Office equipment 千港元 HK\$'000	旅遊巴士 Travel buses 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於2020年1月1日	At 1 January 2020	25,670	9,896	32,260	67,826
添置	Addition	25,251	316	618	26,185
終止租賃	Termination of lease	(270)	–	(867)	(1,137)
利息開支	Interest expense	1,402	577	596	2,575
租賃付款	Lease payments	(20,042)	(2,737)	(9,388)	(32,167)
COVID-19相關租金寬減 (附註)	COVID-19-related rent concessions (note)	(4,007)	–	–	(4,007)
匯兌調整	Exchange adjustment	8	5	–	13
於2020年12月31日及 2021年1月1日	At 31 December 2020 and 1 January 2021	28,012	8,057	23,219	59,288
添置	Addition	9,948	–	81	10,029
終止租賃	Termination of lease	(663)	–	–	(663)
利息開支	Interest expense	1,340	448	152	1,940
租賃付款	Lease payments	(15,360)	(2,743)	(1,471)	(19,574)
COVID-19相關租金寬減 (附註)	COVID-19-related rent concessions (note)	(3,070)	–	–	(3,070)
匯兌調整	Exchange adjustment	(43)	(5)	–	(48)
於2021年12月31日	At 31 December 2021	20,164	5,757	21,981	47,902
不納入租賃負債計量的 浮動付款：	Variable payments not included in the measurement of lease liabilities:				
於2021年12月31日	At 31 December 2021	–	–	–	–
於2020年12月31日	At 31 December 2020	–	–	661	661

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15. 使用權資產／租賃負債 (續)

本集團作為承租人 (續)

租賃負債 (續)

附註：

誠如附註3(a)所披露，本集團已選擇對符合標準之所有租金寬減應用香港財務報告準則第16號之修訂所引入之可行權宜方法。所有於截至2021年12月31日止年度訂立之租金寬減均符合標準應用可行權宜方法。應用可行權宜方法導致租賃負債總額減少3,070,000港元。該減少的影響已在觸發該等付款的事件或條件發生的期間內計入損益。

未來租賃付款之到期日如下：

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

(Continued)

The Group as a lessee (Continued)

LEASE LIABILITIES (Continued)

Note:

As disclosed in note 3(a), the Group has elected to apply the practical expedient introduced by the amendment to HKFRS 16 to all rent concessions that satisfy the criteria. All of the rent concessions entered into during the year ended 31 December 2021 satisfy the criteria to apply the practical expedient. The application of the practical expedient has resulted in the reduction of total lease liabilities of HK\$3,070,000. The effect of this reduction has been recorded in profit or loss in the period in which the event or condition that triggers those payments occurs.

Future lease payments are due as follows:

於2021年12月31日	At 31 December 2021	最低租賃付款 Minimum lease payments 千港元 HK\$'000	利息 Interest 千港元 HK\$'000	現值 Present value 千港元 HK\$'000
不超過一年	Not later than one year	41,297	1,226	40,071
超過一年及兩年以內	Later than one year and not later than two years	7,107	248	6,859
超過兩年及五年以內	Later than two years and not later than five years	988	16	972
		49,392	1,490	47,902

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15. 使用權資產／租賃負債 (續)

本集團作為承租人 (續)

租賃負債 (續)

於2020年12月31日	At 31 December 2020	最低租賃付款 Minimum lease payments 千港元 HK\$'000	利息 Interest 千港元 HK\$'000	現值 Present value 千港元 HK\$'000
不超過一年	Not later than one year	42,508	1,371	41,137
超過一年及兩年以內	Later than one year and not later than two years	17,942	655	17,287
超過兩年及五年以內	Later than two years and not later than five years	877	13	864
		61,327	2,039	59,288

15. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

(Continued)

The Group as a lessee (Continued)

LEASE LIABILITIES (Continued)

16. 在建工程

16. CONSTRUCTION IN PROGRESS

		2020 千港元 HK\$'000
於1月1日	At 1 January	
年初賬面值	Opening carrying amount	129,864
添置	Additions	131,328
轉撥至物業、廠房及設備 (附註14)	Transfer to property, plant and equipment (note 14)	(265,160)
匯兌調整	Exchange adjustment	3,968
於12月31日	At 31 December	—
於12月31日	At 31 December	
成本	Cost	—
累計減值虧損	Accumulated impairment losses	—
賬面淨值	Net carrying amount	—

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16. 在建工程 (續)

截至2020年12月31日止年度，估算利息約953,000港元(附註26)已於在建工程中予以資本化。

於截至2020年12月31日止年度，於沖繩的酒店樓宇已落成且相關的成本(其中包括已資本化利息)已轉撥至物業、廠房及設備。

16. CONSTRUCTION IN PROGRESS (Continued)

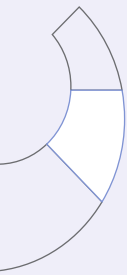
For the year ended 31 December 2020, imputed interests of approximately HK\$953,000 (note 26) were capitalised in construction in progress.

During the year ended 31 December 2020, the construction of hotel building in Okinawa was completed and the related costs including capitalised interests were transferred to property, plant and equipment.

17. 於聯營公司權益

17. INTERESTS IN ASSOCIATES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
應佔資產淨值	Share of net assets	9,900	11,993
應收聯營公司賬款	Amount due from an associate	6,290	7,022
應付聯營公司賬款	Amount due to an associate	12	79



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17. 於聯營公司權益 (續)

(a) 於2021年及2020年12月31日的聯營公司詳情如下：

公司名稱	註冊成立／ 經營地點 Place of incorporation/ operations	間接所持權益 百分比 Percentage of interest held indirectly	主要業務 Principal activities
東瀛遊旅行社韓國有限公司* (「EGL韓國」) EGL Tours Korea Co., Ltd. ("EGL Korea")	韓國 Korea	38%	於韓國提供入境旅行團 Provision of inbound package tours in Korea
株式會社EGL沖繩* (「EGL沖繩」) Kabushiki Kaisha EGL Okinawa* ("EGL Okinawa")	日本 Japan	38%	於日本沖繩提供入境旅行團 Provision of inbound package tours in Okinawa, Japan
株式會社日日遊* (「日日遊」) Niti Niti Travel Co., Ltd. ("Niti Niti Travel")	日本 Japan	41%	於日本提供當地旅行團 Provision of local package tours in Japan

* 中文名稱僅供識別

* English name for identification purpose only

(b) 應收／應付聯營公司賬款為無抵押、免息及按要求償還。

(b) Amount due from/to an associate is unsecured, interest-free and repayable on demand.

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截至2021年12月31日止年度 For the year ended 31 December 2021

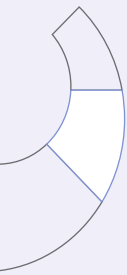
18. 遞延稅項資產

於本年度及過往年度遞延稅項資產之確認及變動詳情如下：

18. DEFERRED TAX ASSETS

Details of the deferred tax assets recognised and movements during the current and prior year are as follows:

		物業、 廠房及 設備	其他	稅項虧損 結轉 (附註)	總計
		Property, plant and equipment	Other	Tax losses carried forward (note)	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於2021年1月1日	At 1 January 2021	21,216	375	32,740	54,331
於本年度損益計入 (附註9)	Credit to profit or loss for the year (note 9)				
— 產生及撥回暫時性差異	– Origination and reversal of temporary differences	9,007	107	33,924	43,038
計入年內權益	Credit to equity for the year	–	(398)	–	(398)
匯兌調整	Translation adjustment	(2,427)	(28)	(1,816)	(4,271)
於2021年12月31日	At 31 December 2021	27,796	56	64,848	92,700



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18. 遞延稅項資產 (續)

18. DEFERRED TAX ASSETS (Continued)

		物業、 廠房及 設備	其他	稅項虧損 結轉 (附註)	總計
		Property, plant and equipment	Other	Tax losses carried forward (note)	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於2020年1月1日	At 1 January 2020	9,581	1	3,714	13,296
於本年度損益計入 (附註9)	Credit to profit or loss for the year (note 9)				
— 產生及撥回暫時性差異	– Origination and reversal of temporary differences	10,829	608	28,549	39,986
計入年內權益	Credit to equity for the year	–	(248)	–	(248)
匯兌調整	Translation adjustment	806	14	477	1,297
於2020年12月31日	At 31 December 2020	21,216	375	32,740	54,331

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18. 遞延稅項資產 (續)

18. DEFERRED TAX ASSETS (Continued)

以下就財務報告方面之遞延稅項結餘分析：

The following is the analysis of deferred tax balances for financial reporting purposes:

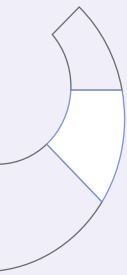
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
遞延稅項資產	Deferred tax assets	92,700	54,331

附註：

Note:

於本報告期末，本集團於香港產生稅項虧損約245,269,000港元(2020年：124,791,000港元)，可無限期用作抵銷產生虧損的公司的未來應課稅溢利。本集團亦於中國產生稅項虧損約4,364,000港元(2020年：4,357,000港元)將於五年內到期、於澳門產生稅項虧損約11,478,000港元(2020年：7,378,000港元)將於三年內到期以及於日本產生稅項虧損約75,539,000港元(2020年：42,723,000港元)將於十年(2020年：九至十年)內到期，可抵銷未來應課稅溢利。於香港附屬公司、澳門附屬公司以及日本附屬公司產生之稅項虧損中確認之遞延稅項資產分別約241,967,000港元(2020年：121,526,000港元)、約1,329,000港元(2020年：1,329,000港元)以及約75,414,000港元(2020年：37,360,000港元)。就餘下之稅收虧損(包括香港、中國及日本其他附屬公司產生之稅項虧損)而言，由於該等公司於可見未來不可能產生應課稅溢利以抵銷稅項虧損，故並未予以確認遞延稅項資產。

At the end of the reporting period, the Group has tax losses arising in Hong Kong of approximately HK\$245,269,000 (2020: HK\$124,791,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also had tax losses arising in the PRC of approximately HK\$4,364,000 (2020: HK\$4,357,000) that will expire in five years, tax losses arising in Macau of approximately HK\$11,478,000 (2020: HK\$7,378,000) that will expire in three years and tax losses arising in Japan of approximately HK\$75,539,000 (2020: HK\$42,723,000) that will expire in ten years (2020: nine to ten years) for offsetting against future taxable profits, respectively. Deferred tax assets have been recognised for tax losses arising from a subsidiary in Hong Kong of approximately HK\$241,967,000 (2020: HK\$121,526,000), from a subsidiary in Macau of approximately HK\$1,329,000 (2020: HK\$1,329,000) and from subsidiaries in Japan of approximately HK\$75,414,000 (2020: HK\$37,360,000). Deferred tax assets have not been recognised in respect of the remaining tax losses, including the tax losses arising from the other subsidiaries in Hong Kong, PRC and Japan, as it is not probable that taxable profits will be available against which the tax losses can be utilised in the foreseeable future.



綜合財務報表附註

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19. 存貨

19. INVENTORIES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
可供銷售的商品	Merchandise for sale	2,582	1,331

20. 貿易應收賬

20. TRADE RECEIVABLES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
貿易應收賬	Trade receivables	3,210	1,709

根據發票日期，於報告期末，本集團之貿易應收賬總額的賬齡分析如下：

The ageing analysis of the Group's gross trade receivables as at the end of the reporting period, based on invoice date, is as follows:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
0 – 90天	0 – 90 days	2,431	1,359
91 – 180天	91 – 180 days	91	331
181 – 365天	181 – 365 days	68	19
超過365天	Over 365 days	620	–
		3,210	1,709

綜合財務報表附註

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20. 貿易應收賬 (續)

本集團制訂給予貿易客戶信貸期的政策，通常為10天至90天。根據到期日，本集團貿易應收賬總額的賬齡分析如下：

20. TRADE RECEIVABLES (Continued)

The Group has a policy of granting trade customers with credit terms of generally 10 days to 90 days. The ageing analysis of the Group's gross trade receivables, based on due date, is as follows:

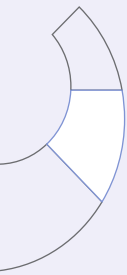
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
尚未逾期	Not yet past due	1,699	9
逾期三個月以內	Past due within three months	801	1,565
逾期超過三個月但 於六個月以內	Past due more than three months but within six months	50	116
逾期超過六個月但 於一年以內	Past due more than six months but within one year	660	19
		3,210	1,709

於2021年12月31日，面臨的最高信貸風險為上述各項的賬面值。未逾期的貿易應收賬與大量獨立客戶有關，而彼等與本集團有著良好的交易信用記錄。一般而言，本集團並不就該等餘額持有任何擔保或其他信用保證。

The maximum exposure to credit risk as at 31 December 2021 was the carrying amount mentioned above. Trade receivables that not yet past due related to a large number of independent customers that had a good track record of credit with the Group. In general, the Group does not hold any collateral or other credit enhancements over these balances.

本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損作出撥備，該規定允許對所有貿易應收賬採用年限內預期信貸虧損撥備。為計量預期信貸虧損，貿易應收賬已根據共同信貸風險特性及逾期天數分類。預期信貸虧損亦包括前瞻性資料。於2021年12月31日，本公司董事認為就貿易應收賬總金額作出的預期信貸虧損並不重大。

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of lifetime ECL provision for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The ECLs also incorporate forward-looking information. As at 31 December 2021, the directors of the Company consider ECLs against the gross amounts of trade receivables are immaterial.



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21. 訂金、預付款及其他應收賬

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
非流動資產	Non-current asset		
訂金	Deposits	1,963	2,301
流動資產	Current assets		
其他應收賬	Other receivables	8,082	37,845
訂金 (附註)	Deposits (note)	6,546	7,160
預付款	Prepayments	27,530	75,654
		42,158	120,659

於報告日期面臨的最高信貸風險乃上述各類應收賬的賬面值。本集團並無持有任何抵押品作為擔保。

附註：

該金額包括支付予一家關連公司大寶行的租賃訂金約1,455,000港元(2020年：2,117,000港元)。該訂金為無抵押、免息及於租期屆滿時償還。

The maximum exposure to credit risk at the reporting date is the carrying amounts of each class of receivables mentioned above. The Group does not hold any collateral as security.

Note:

The amount included rental deposits paid to a related company, Great Port, of approximately HK\$1,455,000 (2020: HK\$2,117,000). The amount due is unsecured, interest-free and repayable at the end of the rental periods.

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22. 抵押銀行存款以及銀行存款及庫存現金

22. PLEDGED BANK DEPOSITS AND CASH AT BANKS AND ON HAND

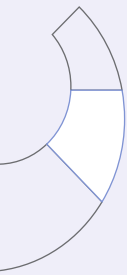
		2021 千港元 HK\$'000	2020 千港元 HK\$'000
銀行存款	Cash at banks	135,574	103,730
庫存現金	Cash on hand	2,885	3,635
		138,459	107,365
減：抵押銀行存款	Less: Pledged bank deposits	(8,326)	(8,578)
綜合財務狀況表之 銀行存款及庫存現金	Cash at banks and on hand per consolidated statement of financial position	130,133	98,787

本集團的現金及現金等價物包括基於每日銀行存款利率按浮動利率計息的銀行存款和按通行市場利率計息的短期銀行存款，於2021年12月31日，其年利率介乎0.01%至2.75%（2020年：0.01%至2.75%），原到期期限為三個月或以內。

於2021年12月31日，本集團若干銀行存款約8,326,000港元（2020年：8,578,000港元）抵押給銀行，主要作為向代表本集團的若干第三方出具擔保函的抵押物及本集團銀行借款的擔保。

The Group's cash and cash equivalents comprise bank deposits carrying interests at floating rates based on daily bank deposit rates and short-term bank deposits carrying interests at prevailing market interest rates ranging from 0.01% to 2.75% (2020: 0.01% to 2.75%) per annum as at 31 December 2021, with an original maturity of three months or less.

As at 31 December 2021, certain bank deposits of the Group amounting to approximately HK\$8,326,000 (2020: HK\$8,578,000) were pledged to banks as securities mainly for letters of guarantee issued to certain third parties on behalf of the Group and as securities for bank borrowings of the Group.



綜合財務報表附註

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23. 貿易應付賬

貿易應付賬的信貸期根據與不同供應商達成的條款差異而不同，通常為1天至30天。根據服務和產品的獲得（通常與發票日期一致），於報告期末，本集團貿易應付賬的賬齡分析如下：

23. TRADE PAYABLES

The credit terms of trade payables vary according to the terms agreed with different suppliers, which normally range from 1 day to 30 days. Based on the receipts of services and goods, which normally coincided with the invoice dates, the ageing analysis of the Group's trade payables as at the end of the reporting period is as follows:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
0 – 90天	0 – 90 days	3,070	1,447
91 – 180天	91 – 180 days	30	51
181 – 365天	181 – 365 days	83	1,320
超過365天	Over 365 days	2,037	2,132
		5,220	4,950

24. 應計款項及其他應付賬

應計款項
其他應付賬

24. ACCRUALS AND OTHER PAYABLES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
應計款項	Accrued expenses	11,853	11,586
其他應付賬	Other payables	11,653	29,117
		23,506	40,703

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25. 合約負債

25. CONTRACT LIABILITIES

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
合約負債產生自： 旅遊相關業務 一 旅行團、自由行產品及 旅行相關產品銷售 一 未到期折扣券 酒店業務	Contract liabilities arising from: Travel Related Business – Sales of package tours, FIT Products and travel related products – Unexpired discount vouchers Hotel Business	11,652 503 6 12,161	13,785 4,430 – 18,215

對合約負債金額構成影響之一般支付條款如下：

Typical payment terms which impact on the amount of contract liabilities are as follows:

(a) 旅遊相關業務

(i) 旅行團、自由行產品及旅行相關產品銷售

合約負債為尚未向客戶提供服務時或產品擁有權尚未轉移至客戶時，收取客戶之預付款。

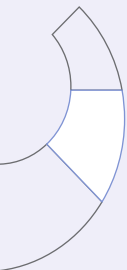
本集團預期於一年或以內交付貨品或提供服務以履行該等合約負債之餘下義務。

(a) *Travel Related Business*

(i) *Sales of package tours, FIT Products and travel related products*

Contract liabilities represent advance payments received from customers for services that have not yet been performed to the customers or the control of the products have not been transferred to the customers.

The Group expects to deliver the goods or services to satisfy the remaining obligations of these contract liabilities within one year or less.



25. 合約負債 (續)

(a) 旅遊相關業務 (續)

(ii) 未到期折扣券

本集團向若干客戶提供旅遊相關業務折扣券。本集團釐定此優惠為於未來兩年購買額外旅行團或旅行相關產品之重大權利，並按合約之履約義務之相關獨立售價將之確認為合約負債。合約負債於客戶將其兌換為貨品或服務時或於其到期時確認為收益。

於2021年12月31日，分配至與未到期折扣券相關之餘下履約義務的交易價格總額為約503,000港元（2020年：4,430,000港元），由於該等折扣券有效期為二十四個月，本集團將於二十四個月內確認該收益。

(b) 酒店業務

合約負債為尚未向客戶提供酒店服務時，收取客戶之預付款。

本集團預期於一年或以內提供服務以履行該等合約負債之餘下義務。

25. CONTRACT LIABILITIES (Continued)

(a) Travel Related Business (Continued)

(ii) Unexpired discount vouchers

The Group provides discount vouchers to certain customers for Travel Related Business. The Group determines this offer represents a material right to purchase additional package tours or travel related products in the future two years and recognised as a contract liability based on the relative stand-alone price of the performance obligations in the contract. The contract liability recognises as revenue when the customer redeems it for goods or services or when it expires.

As at 31 December 2021, the aggregate amount of the transaction price allocated to the remaining performance obligation in connection to the unexpired discount vouchers is approximately HK\$503,000 (2020: HK\$4,430,000) and the Group will recognise this revenue within 24 months as the discount vouchers are effective for 24 months.

(b) Hotel Business

Contract liabilities represent advance payments received from customers for hotel services that have not yet been rendered to the customers.

The Group expects to deliver the services to satisfy the remaining obligations of these contract liabilities within one year or less.

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25. 合約負債 (續)

25. CONTRACT LIABILITIES (Continued)

下表詳列合約負債之變動：

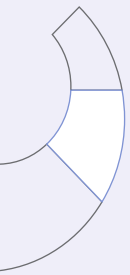
The table below details movements in contract liabilities:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
於1月1日	At 1 January	18,215	185,080
因確認為本年度收益 (計入年初合約負債) 而造成合約負債之減少	Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(4,488)	(156,818)
因本年度合約調整而 造成合約負債減少	Decrease in contract liabilities as a result of contract modification in the current year	(3,934)	(13,925)
因旅遊相關業務及酒店業務 預收款 (不包括於本年度 已確認為收益之項目) 而造成合約負債之增加	Increase in contract liabilities as a result of billing in advance of Travel Related Business and Hotel Business, excluding those recognised as revenue in the current year	2,368	3,878
於12月31日	At 31 December	12,161	18,215

26. 銀行借款

26. BANK BORROWINGS

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
流動	Current		
銀行借款，已抵押	Bank borrowings, secured	239,677	50,362
非流動	Non-current		
銀行借款，已抵押	Bank borrowings, secured	180,441	426,434
		420,118	476,796



26. 銀行借款 (續)

於2021年12月31日，約420,118,000港元（2020年：476,796,000港元）的銀行借款乃分別以總賬面值約497,975,000港元（2020年：563,319,000港元）（附註14）及約4,630,000港元（2020年：4,889,000港元）（附註22）的若干物業、廠房及設備和抵押銀行存款作抵押。此外，該等銀行借款當中約3,486,000港元（2020年：3,870,000港元）乃由一家日本附屬公司的一名前非控股股東之物業作抵押。

部分本集團的融資函件受契諾條款之規限，據此，本集團須滿足若干主要財務比率及契諾。於2021年12月31日，本集團並未履行與銀行訂立的合約所規定的約228,554,000港元（於2020年12月31日：10,000,000港元）未償還貸款金額之財務契諾。因違反此契諾條款，銀行有權根據合約要求本集團立即償還未償還的貸款額。未償還結餘於2021年12月31日及2020年12月31日呈列為流動負債。

於2022年2月21日，本集團獲銀行豁免遵守未償還貸款額約220,554,000港元的契諾要求。貸款自2022年2月21日起分類為非流動負債。

尚未償還銀行貸款8,000,000港元的條款於其後經修訂及重續融資函件已於2022年3月11日簽署，其下次重續日期為於2022年12月31日。

26. BANK BORROWINGS (Continued)

As at 31 December 2021, the bank borrowings of approximately HK\$420,118,000 (2020: HK\$476,796,000) were secured by charges over certain property, plant and equipment and pledged bank deposits with aggregate carrying amounts of approximately HK\$497,975,000 (2020: HK\$563,319,000) (note 14) and approximately HK\$4,630,000 (2020: HK\$4,889,000) (note 22) respectively. In addition, among these bank borrowings, an amount of approximately HK\$3,486,000 (2020: HK\$3,870,000) was also secured by a property of a former non-controlling shareholder of a subsidiary in Japan.

Some of the Group's facilities letters are subjected to covenant clauses, whereby the Group is required to meet certain key financial ratios and covenants. The Group did not fulfill the financial covenants as required in the contracts with the banks for the outstanding loan amounts of approximately HK\$228,554,000 as at 31 December 2021 (as at 31 December 2020: HK\$10,000,000). Due to this breach of the covenant clause, the banks are contractually entitled to request for immediate repayment of the outstanding loan amounts. The outstanding balances were presented as a current liability as at 31 December 2021 and 31 December 2020.

On 21 February 2022, the Group obtained a waiver of compliance with the covenant requirement from the bank for the outstanding loan amounts of approximately HK\$220,554,000. The loans were classified as non-current liabilities from 21 February 2022 onward.

The terms of the outstanding bank loan in the amount of HK\$8,000,000 were subsequently revised and a renewed facilities letter was signed on 11 March 2022 which has the next renewal date as at 31 December 2022.

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26. 銀行借款 (續)

銀行借款初始按公允價值(扣除已產生的直接應佔成本)計量,其後採用實際利率法按攤銷成本計量。

銀行借款其後採用實際年利率0.79%至1.67%(2020年:0.81%至2.94%)按攤銷成本計量,年內在建工程之資本化估算利息為零港元(2020年:953,000港元)。

於各報告期末,銀行借款總額按下文所示預定還款期償還:

26. BANK BORROWINGS (Continued)

The bank borrowings are initially measured at fair value, net of directly attributable costs incurred and subsequently measured at amortised cost using the effective interest method.

The bank borrowings are subsequently measured at amortised cost using effective interest rate of 0.79% to 1.67% (2020: 0.81% to 2.94%) per annum and imputed interest of HK\$Nil (2020: HK\$953,000) was capitalised into the construction in progress during the year.

At the end of each reporting period, total bank borrowings were scheduled to repay as follows:

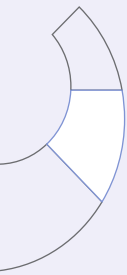
分析如下 (附註):	Analysed into (note):	2021 千港元 HK\$'000	2020 千港元 HK\$'000
一年內或按要求	Within one year or on demand	239,677	50,362
一年以上但不超過兩年	Over one year, but within two years	7,655	40,588
兩年以上但不超過五年	Over two years, but within five years	23,062	116,087
五年以上	Over five years	149,724	269,759
		420,118	476,796

附註:

還款時間表中到期款項乃按貸款協議所載的預定還款日期列示。

Note:

The amounts due shown in the repayment schedule are based on the scheduled repayment dates set out in the loan agreements.



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26. 銀行借款 (續)

26. BANK BORROWINGS (Continued)

於2021年12月31日的銀行借款詳情載列如下：

Details of the bank borrowings as at 31 December 2021 are stated below:

		本金 Principal amount 千港元 HK\$'000	利率 Interest rate	還款期限 Repayment terms
以日圓計值的貸款	Loan denominated in Japanese Yen ("JPY")	220,554	年利率為三個月期 東京銀行同業拆息 加上年利率1.0% 3-month Tokyo Interbank Offered Rate + 1.0% per annum	須於十二年內 償還 Payable within 12 years
以日圓計值的貸款	Loan denominated in JPY	3,486	固定年利率 1.2% Fixed rate 1.2% per annum	須於五年內 償還 Payable within 5 years
以日圓計值的貸款	Loan denominated in JPY	188,078	年利率為三個月期 東京銀行同業拆息 加上年利率0.5% 3-month Tokyo Interbank Offered Rate + 0.5% per annum	須於二十六年內 償還 Payable within 26 years
以港元計值的貸款	Loan denominated in HK\$	8,000	年利率為一個月 香港銀行同業拆息 加上年利率1.5% 1-month HIBOR + 1.5% per annum	須於九十天內 償還 Payable within 90 days

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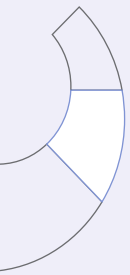
26. 銀行借款 (續)

26. BANK BORROWINGS (Continued)

於2020年12月31日的銀行借款詳情載列如下：

Details of the bank borrowings as at 31 December 2020 are stated below:

		本金 Principal amount 千港元 HK\$'000	利率 Interest rate	還款期限 Repayment terms
以日圓計值的貸款	Loan denominated in JPY	245,255	年利率為三個月期 東京銀行同業拆息 加上年利率1.0% 3-month Tokyo Interbank Offered Rate + 1.0% per annum	須於十二年內 償還 Payable within 12 years
以日圓計值的貸款	Loan denominated in JPY	3,870	固定年利率 1.2% Fixed rate 1.2% per annum	須於五年內 償還 Payable within 5 years
以日圓計值的貸款	Loan denominated in JPY	217,671	年利率為三個月期 東京銀行同業拆息 加上年利率0.5% 3-month Tokyo Interbank Offered Rate + 0.5% per annum	須於二十六年內 償還 Payable within 26 years
以港元計值的貸款	Loan denominated in HK\$	10,000	年利率為一個月 香港銀行同業拆息 加上年利率1.5% 1-month HIBOR + 1.5% per annum	須於九十天內 償還 Payable within 90 days



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27. 撥備

於2021年及2020年12月31日，就日本的租賃物業之修復成本所作出的撥備，乃根據租賃條款於租期結束時修復該租賃物業至其原有狀況的估計成本。主要不確定情況與估計將於租期結束時產生的成本有關。

28. 衍生金融工具

於2021年12月31日，本集團持有名義合約金額約155,757,000港元（約2,319,200,000日圓）（2020年：199,897,000港元（約2,676,000,000日圓））的未到期浮動至固定利率掉期以減少利率波動對日本已抵押浮動利率銀行借款約155,757,000港元（約2,319,200,000日圓）的影響。該掉期已於2019年1月4日生效，屆滿日期為2023年12月31日。

於2021年12月31日，本集團確認該利率掉期合約為有效的現金流量避險工具，而公允價值約533,000港元在資產方（2020年：642,000港元在負債方）於權益遞延。

於2021年12月31日未到期利率掉期的公允價值由一家獨立專業估值師公司瑞豐環球評估諮詢有限公司作出估值。利率掉期的公允價值為本集團計及可觀察利率及掉期合約訂約方的信譽評級後，於報告期末終止掉期合約後會收取或支付之估計金額。

27. PROVISION

As at 31 December 2021 and 2020, there is a provision for reinstatement cost of a leasehold property in Japan, which relates to the estimated cost of restoring the leasehold property to its original state at the end of the lease term in accordance with the lease terms. The main uncertainty relates to estimating the cost that will be incurred at the end of the lease term.

28. DERIVATIVE FINANCIAL INSTRUMENTS

As at 31 December 2021, the Group had outstanding floating-to-fixed interest rate swap with a notional contract amount of approximately HK\$155,757,000 (approximately JPY 2,319,200,000) (2020: HK\$199,897,000 (approximately JPY 2,676,000,000)) to reduce the impact of interest rate fluctuation on the secured floating-rate bank borrowings of approximately HK\$155,757,000 (approximately JPY 2,319,200,000) in Japan. The swap started on 4 January 2019 with a maturity date on 31 December 2023.

As at 31 December 2021, the Group recognised such interest rate swap contract as an effective cash flow hedge with fair value of approximately HK\$533,000 on the asset side (2020: HK\$642,000 on the liabilities side) deferred in equity.

The fair value of the outstanding interest rate swap as at 31 December 2021 was valued by Ravia Global Appraisal Advisory Limited, an independent firm of professional valuers. The fair value of interest rate swap is the estimated amount that the Group would receive or pay to terminate the swap at the end of the reporting period, taking into account observable interest rates and the current creditworthiness of the swap counterparties.

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29. 股本

29. SHARE CAPITAL

		數目 Number 千股 '000	金額 Amount 千港元 HK\$'000
法定 每股面值0.1港元之普通股 於2020年1月1日、2020年及 2021年12月31日	Authorised <i>Ordinary shares of HK\$0.1 each</i> At 1 January 2020, 31 December 2020 and 2021	1,000,000	100,000
		數目 Number 千股 '000	金額 Amount 千港元 HK\$'000
已發行及繳足之普通股 於2020年1月1日、2020年及 2021年12月31日	Ordinary shares, issued and fully paid At 1 January 2020, 31 December 2020 and 2021	502,450	50,245

30. 儲備

30. RESERVES

本集團儲備變動之詳情載於綜合權益變動表內。
權益內的儲備性質及目的如下：

股份溢價

本集團股份溢價賬指本公司發行股份所得款項
超過本公司已發行股份面值之部分。

合併儲備

本集團合併儲備指於附屬公司之投資成本與本
集團附屬公司的已發行股本面值之間的差額。

外匯儲備

本集團的外匯儲備指換算海外業務及聯營公司
為本公司呈列貨幣的匯兌差額。

Details of the movements in the Group's reserves are set
out in the consolidated statement of changes in equity.
The natures and purposes of reserves within equity are as
follows:

Share premium

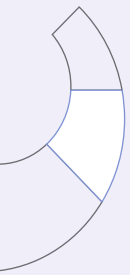
The share premium account of the Group represents the
excess of the proceeds received over the nominal value of
the Company's shares issued.

Merger reserve

The merger reserve of the Group represents the difference
between the investment costs in subsidiaries and the
nominal value of the issued share capital of the Group's
subsidiaries.

Foreign exchange reserve

Foreign exchange reserve of the Group represents the
exchange differences on translation of the foreign operations
and associates into presentation currency of the Company.



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30. 儲備 (續)

對沖儲備

對沖儲備包括根據附註4(h)(vii)所載現金流量對沖所採納會計政策，於確認所對沖現金流量前用於現金流量對沖的對沖工具公允價值累計淨變動的有效部分。

法定儲備

本集團的法定儲備由在澳門註冊成立的一家有限附屬公司東瀛遊旅行社（澳門）有限公司撥出。

根據澳門《商法典》第377條，附屬公司須撥出最少25%稅後溢利作為法定儲備，直至儲備達到該公司股本50%的水平。於2021年及2020年12月31日，法定儲備達到附屬公司股本的50%。該法定儲備不可用作分派。

根據中國公司法，東瀛遊旅行社（深圳）有限公司（於中國註冊成立之附屬公司）須從年度法定稅後淨利（經抵銷過往年度虧損後）撥出10%至法定儲備金。當法定儲備金餘額達到實體註冊資本的50%時，則可選擇是否作出進一步撥備。法定儲備金可用於抵銷過往年度虧損或增加註冊資本。然而，該等法定儲備金的結餘在動用後最低限度須維持於註冊資本的50%水平。截至2021年及2020年12月31日止年度，東瀛遊旅行社（深圳）有限公司概無產生溢利。

資本投入

資本投入指本集團因市場利率與關連公司收取的優惠利率之間的差異而獲得的利益，有關詳情請參閱附註36(b)。

30. RESERVES (Continued)

Hedging reserve

Hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy adopted for cash flow hedges in note 4(h)(vii).

Statutory reserve

Statutory reserve of the Group is contributed by EGL Tours (Macau) Company Limited, a subsidiary incorporated in Macau and limited by quotas.

Under the Macau Commercial Code Article 377, a subsidiary is required to set aside a minimum of 25% of profit after taxation to the statutory reserve until the balance of the reserve reaches a level equivalent to 50% of the company's share capital. As at 31 December 2021 and 2020, the statutory reserve has reached 50% of the subsidiary's share capital. Statutory reserve is not distributable.

In accordance with the Company Law of the PRC, EGL Tours (Shenzhen) Company Limited, a subsidiary incorporated in the PRC, is required to appropriate 10% of the annual statutory net profit after taxation (after offsetting any prior years' losses) to the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory reserve fund can be utilised to offset prior years' losses 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 usages. For the years ended 31 December 2021 and 2020, there was no profit generated by EGL Tours (Shenzhen) Company Limited.

Capital Contribution

Capital contribution represented benefits received by the Group arising from the differences between market interest rates and preferential interest rates charged by a related company. Please refer to note 36(b) for detail.

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31. 購股權計劃

本公司採納的購股權計劃（「計劃」）於2014年11月13日獲股東批准。

計劃概述如下：

自2014年11月28日起，計劃的有效期為十年。根據計劃，董事全權酌情選出任何合資格參與者並向其作出認購本公司股份的要約，認購價不低於以下最高者：(i) 本公司股份於授出購股權之要約日期在聯交所日報表所示的收市價；(ii) 本公司股份於緊接授出購股權之要約日期前五個營業日在聯交所日報表所示的平均收市價及 (iii) 股份面值。授出購股權之要約可於要約日期後二十八日內接納。

已授出的購股權於購股權有效期間內（即自2014年11月28日起計十年）全部或部分可獲行使。已授出購股權的行使期間由董事釐定並於作出要約時知會承授人後起計，惟該期間不超過購股權授出日期起計十年之期間，並受提早終止之條文規限。

於本計劃項下任何時間因行使所有尚未行使的購股權連同本公司現時根據任何其他購股權計劃可能授出的購股權而將予發行的股份總數最高不得超過緊接全球發售及資本化發行完成後本公司已發行股份的10%（惟不計及超額配售時已發行的任何股份），即50,000,000股。

本年度及過往年度概無根據計劃授出任何購股權。於2021年及2020年12月31日，概無任何根據計劃授出的尚未行使購股權。購股權概無賦予持有人可以收取股息或在股東大會上投票的權利。

31. SHARE OPTION SCHEME

A share option scheme (the “Scheme”) adopted by the Company was approved by the shareholders on 13 November 2014.

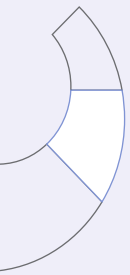
A summary of the Scheme is set out below:

The Scheme became effective for a period of 10 years commencing on 28 November 2014. Under the Scheme, the directors shall, in its absolute discretion select and make an offer to any eligible participants to subscribe for shares of the Company at a subscription price being not less than the highest of (i) the closing price of shares of the Company as stated in the Stock Exchange’s daily quotation sheet on the date of the offer of grant; (ii) the average closing prices of the shares of the Company as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the date of the offer of grant and (iii) the nominal value of the share. The offer of a grant of options may be accepted within 28 days from the date of the offer.

The options granted shall be exercisable in whole or in part in the effective option period (i.e. 10 years from the commencing date on 28 November 2014). The exercise period of the options granted is determined and notified by the directors to the grantee thereof at the time of making an offer provided that such period shall not exceed the period of 10 years from the date of the grant of the option is made, subject to the provisions for early termination thereof.

The maximum number of shares to be issued upon the exercise of all outstanding options granted at any time under this Scheme together with options which may be granted under any other share option schemes for the time being of the Company must not in aggregate exceed 10% of the shares of the Company in issue immediately following the completion of the global offering and the capitalisation issue (but taking no account of any shares issued upon over-allotment), being 50 million shares.

No share options were granted under the Scheme during the current and prior years. As at 31 December 2021 and 2020, there were no outstanding options granted under the Scheme. Share options do not confer rights to the holders to dividends or to vote at shareholders’ meetings.



32. 退休計劃

本集團已按照香港強制性公積金(「強積金」)計劃管理局制定且自2000年12月1日生效之強制性公積金計劃條例參與由一名香港核准受託人營運之強積金計劃，為其合資格僱員供款。根據強積金計劃，僱主與其僱員按僱員有關入息之5%各自向該計劃供款(受限於最高每月有關入息水平)。每月有關入息上限為30,000港元。強積金計劃的供款即時歸予僱員所有。

除香港強積金計劃外，本集團亦須從僱員每月基本工資中扣除若干百分比至澳門、台灣、中國及日本的界定供款退休計劃。

於本年度，本集團支付僱主供款總額約2,575,000港元(2020年：4,289,000港元)。本年度概無沒收供款可供抵銷現有供款。

32. RETIREMENT SCHEMES

Under the Mandatory Provident Fund Schemes Ordinance regulated by the Mandatory Provident Fund (“MPF”) Schemes Authority in Hong Kong, with effect from 1 December 2000, the Group participates in the MPF Scheme operated by an approved trustee in Hong Kong and makes contributions for its eligible employees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income. The cap of monthly relevant income is HK\$30,000. Contributions to the MPF Scheme vest immediately.

In addition to the MPF Scheme in Hong Kong, the Group is also required to contribute a certain percentage of employees’ monthly basic salaries to the defined contribution retirement schemes in Macau, Taiwan, the PRC and Japan.

During the year, the aggregate amounts of employer’s contributions made by the Group were approximately HK\$2,575,000 (2020: HK\$4,289,000). No forfeited contribution was available for offset against existing contributions during the year.

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33. 本公司之財務狀況表及儲備

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(a) 本公司之財務狀況表

(a) Statement of financial position of the Company

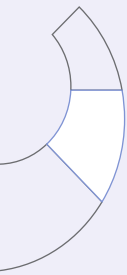
	附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
資產及負債			
非流動資產			
於附屬公司之投資		61,198	61,198
流動資產			
預付款		565	482
應收附屬公司賬款	36(d)	62,459	181,350
可收回稅項		2	38
銀行存款及庫存現金		621	531
		63,647	182,401
流動負債			
應計款項及其他應付賬		1,427	2,916
應付附屬公司賬款	36(d)	1,124	1,124
		2,551	4,040
流動資產淨值		61,096	178,361
資產淨值		122,294	239,559
權益			
股本	29	50,245	50,245
儲備	33(b)	72,049	189,314
權益總額		122,294	239,559

代表董事會

On behalf of the Board of Directors

袁文英
Yuen Man Ying
執行董事
Executive Director

梁成釗
Leung Shing Chiu
執行董事
Executive Director



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33. 本公司之財務狀況表及儲備 (續)

(b) 本公司儲備

33. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

(b) Reserves of the Company

		股份溢價 Share premium 千港元 HK\$'000	保留盈利／ (累計虧損) Retained earnings/ (accumulated losses) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於2020年1月1日	At 1 January 2020	145,335	43,455	188,790
年度溢利	Profit for the year	–	524	524
於2020年12月31日及 2021年1月1日	At 31 December 2020 and 1 January 2021	145,335	43,979	189,314
年度虧損	Loss for the year	–	(117,265)	(117,265)
於2021年12月31日	At 31 December 2021	145,335	(73,286)	72,049

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34. 附屬公司

於2021年12月31日，本公司於下列附屬公司擁有直接或間接權益，該等公司皆為私人有限公司，其詳情載列如下：

34. SUBSIDIARIES

As at 31 December 2021, the Company had direct or indirect interests in the following subsidiaries, all of which are private companies with limited liability, the particulars of which are set out as follows:

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operations	已發行及繳足股本 Issued and fully paid share capital	應佔股權		主要業務 Principal activities
			Attributable equity interest		
			直接 Directly	間接 Indirectly	
東瀛遊管理集團有限公司 EGL Management Group Company Limited	英屬維爾京群島 BVI	337,025股股份， 合共337,025美元 337,025 shares totalling United States dollar ("US\$") 337,025	100%	–	投資控股 Investment holding
東瀛遊旅行社有限公司 EGL Tours Company Limited	香港 Hong Kong	3,315,000股普通股， 合共3,315,000港元 3,315,000 ordinary shares totalling HK\$3,315,000	–	100%	提供旅行團、自由行產品及輔助性旅行相關產品及服務 Provision of package tours, FIT Products and ancillary travel related products and services
東瀛遊旅行社(日本)有限公司 EGL Tours (Japan) Company Limited	香港 Hong Kong	221股普通股， 合共221港元 221 ordinary shares totalling HK\$221	–	100%	提供赴日本的出境旅行團、自由行產品及輔助性旅行相關產品及服務 Provision of outbound package tours, FIT Products and ancillary travel related products and services in Japan
耀騰旅行社有限公司 i-Evertravel Company Limited	香港 Hong Kong	550,000股普通股， 合共550,000港元 550,000 ordinary shares totalling HK\$550,000	–	100%	暫無業務 Inactive
東瀛遊旅行社(澳門)有限公司 EGL Tours (Macau) Company Limited	澳門 Macau	1,800,000澳門元 Macau Pataca ("MOP") 1,800,000	–	100%	提供旅行團、自由行產品及輔助性旅行相關產品及服務 Provision of package tours, FIT Products and ancillary travel related products and services

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34. 附屬公司 (續)

34. SUBSIDIARIES (Continued)

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operations	已發行及繳足股本 Issued and fully paid share capital	應佔股權 Attributable equity interest		主要業務 Principal activities
			直接 Directly	間接 Indirectly	
東瀛遊旅行社(深圳)有限公司# EGL Tours (Shenzhen) Company Limited#	中國 The PRC	已繳足股本 人民幣3,850,000元 Paid up capital of Renminbi ("RMB") 3,850,000	-	100%	於中國提供入境及本地旅行團 Provision of inbound and local package tours in the PRC
東瀛遊控股(日本)有限公司 EGL Holdings (Nippon) Limited	英屬維爾京群島 BVI	100股股份， 合共1,000美元 100 shares totalling US\$1,000	-	100%	投資控股 Investment holding
株式會社Zipang, S. S* (「Zipang」) Kabushiki Kaisha Zipang, S. S* (「Zipang」)	日本 Japan	475股股份， 合共23,750,000日圓 475 shares totalling JPY23,750,000	-	80%	於日本提供旅遊巴士服務 Provision of travel bus services in Japan
東瀛遊控股(亞洲)有限公司 EGL Holdings (Asia) Limited	英屬維爾京群島 BVI	100股股份， 合共1,000美元 100 shares totalling US\$1,000	-	100%	投資控股 Investment holding
東瀛遊投資集團有限公司 EGL Investment Group Company Limited	英屬維爾京群島 BVI	100股股份， 合共100美元 100 shares totalling US\$100	-	100%	投資控股 Investment holding
EGL Market Company Limited (前稱「東瀛遊貿易有限公司」) EGL Market Company Limited (formerly known as "EGL Trading Company Limited")	香港 Hong Kong	1股普通股， 合共1港元 1 ordinary share totalling HK\$1	-	100%	於香港交易貨品 Trading of goods in Hong Kong
惠美壽控股有限公司 Ebisu Holdings Company Limited	英屬維爾京群島 BVI	1股股份， 合共1美元 1 share totalling US\$1	-	100%	投資控股 Investment holding

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34. 附屬公司 (續)

34. SUBSIDIARIES (Continued)

公司名稱 Name of company	註冊成立/ 經營地點 Place of incorporation/ operations	已發行及繳足股本 Issued and fully paid share capital	應佔股權		主要業務 Principal activities
			Attributable equity interest		
			直接 Directly	間接 Indirectly	
惠美壽投資有限公司	香港	1股普通股， 合共1港元	-	100%	投資控股
Ebisu Investment Company Limited	Hong Kong	1 ordinary share totalling HK\$1			Investment holding
Ebisu Growth Limited*	日本	已繳足股本 10,000,000日圓	-	100%	擁有、開發及經營日本酒店
Ebisu Growth Limited*	Japan	Paid up capital of JPY10,000,000			Ownership, development and management of hotel in Japan
East Global Limited*	日本	已繳足股本 10,000,000日圓	-	100%	擁有、開發及經營日本酒店
East Global Limited*	Japan	Paid up capital of JPY10,000,000			Ownership, development and management of hotel in Japan
東瀛遊貿易(日本)集團有限公司	英屬維爾京群島	1股股份， 合共1美元	-	100%	投資控股
EGL Trading (Japan) Group Company Limited	BVI	1 share totalling US\$1			Investment holding
東瀛遊貿易(日本)有限公司	香港	1股普通股， 合共1港元	-	100%	暫無業務
EGL Trading (Japan) Company Limited	Hong Kong	1 ordinary share totalling HK\$1			Inactive

* 中文名稱僅供識別

按中國法律註冊的外商獨資企業

* English name for identification purpose only

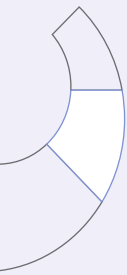
registered as a wholly-foreign owned enterprise under the PRC law

截至2020年12月31日止年度，其中一家附屬公司喜立旅行社股份有限公司(本集團擁有其62%權益)已註銷。截至2021年12月31日止年度，兩間全資附屬公司，東瀛遊貿易(日本)集團有限公司及東瀛遊貿易(日本)有限公司註冊成立。

概無附屬公司於報告期末發行任何債務證券。

During the year ended 31 December 2020, one of the subsidiaries, Hit Travel Service Co. Ltd, which is 62% owned by the Group, was deregistered. During the year ended 31 December 2021, EGL Trading (Japan) Group Company Limited and EGL Trading (Japan) Company Limited, two wholly-owned subsidiaries, were incorporated.

None of the subsidiaries had issued any debt securities at the end of the reporting period.



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35. 非控股權益

非控股權益負債淨值於2021年12月31日為約1,603,000港元(2020年:950,000港元),其為Zipang應佔非控股權益。

該附屬公司的非控股權益被視為並不重大。

36. 關連方交易

除本綜合財務報表於其他部分另有披露之交易及結餘外,與關連方進行之交易如下:

(a) 於本年度重大關連方交易

35. NON-CONTROLLING INTERESTS

The net liabilities of non-controlling interests as at 31 December 2021 were approximately HK\$1,603,000 (2020: HK\$950,000) which were attributable to the non-controlling interest of Zipang.

The non-controlling interests of the subsidiary are considered to be immaterial.

36. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these consolidated financial statements, the following transactions were carried out with related parties:

(a) Significant related party transactions during the year

		附註 Notes	2021 千港元 HK\$'000	2020 千港元 HK\$'000
支付予關連公司之租金 —大寶行	Rental paid to a related company — Great Port	(i)	8,784	12,704
支付予關連公司之利息 —大寶行	Interest paid to a related company — Great Port	(ii)	1,089	—
就提供旅行團、自由行產品及 輔助性旅行相關產品及服務 向關連公司收取之金額 —大寶行	Amount received for provision of package tours, FIT Products and ancillary travel related products and services from a related company — Great Port	(ii)	—	33
就提供旅行團、自由行產品及 輔助性旅行相關產品及服務 由聯營公司收取之費用 —EGL沖繩 —EGL韓國 —日日遊	Costs charged by associates regarding the provision of package tours, FIT Products and ancillary travel related products and services — EGL Okinawa — EGL Korea — Niti Niti Travel	(ii) (ii) (ii)	— — —	3,036 2,486 780
向關連公司作出採購 —Hush Home Hong Kong Limited	Purchase from a related company — Hush Home Hong Kong Limited	(ii)	—	1,483

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36. 關連方交易 (續)

(a) 於本年度重大關連方交易 (續)

附註：

- (i) 支付予關連公司之租金開支乃於正常業務過程中根據本集團與關連公司簽訂之租賃協議條款進行。
- (ii) 該等交易乃基於雙方議定之條款進行。

本公司執行董事袁先生、禰先生、梁先生和李女士亦為大寶行之董事並持有大寶行之股權。

Hush Home Hong Kong Limited之唯一股東為禰先生的女兒。

除上文所披露者外，於本年末或在本年度內任何時間，本公司或其任何附屬公司概無訂立使本公司董事享有重大權益之重要合約。

36. RELATED PARTY TRANSACTIONS (Continued)

(a) Significant related party transactions during the year (Continued)

Notes:

- (i) Rental expenses paid to a related company were conducted in the normal course of business and in accordance with terms of the lease agreements entered into between the Group and the related company.
- (ii) The transactions were conducted on the basis of mutually agreed terms.

The executive directors of the Company, Mr. Yuen, Mr. Huen, Mr. Leung and Ms. Lee, are also directors and have equity interests in Great Port.

The sole shareholder of Hush Home Hong Kong Limited is the daughter of Mr. Huen.

Save as disclosed above, no contract of significance to which the Company or any of its subsidiaries was a party, and in which a director of the Company had a material interest, subsisted at the end of the year or at any time during the year.

36. 關連方交易 (續)

(b) 關連公司貸款

於2021年12月31日，來自關連公司之貸款指應欠大寶行的五筆貸款。五筆貸款詳情如下所示：

貸款項 Loan number	貸款提取日期 Loan drawdown date	本金 Principal amount	最後還款日期 Final repayment date	利率 Interest rate
1	2020年3月27日 27 March 2020	80,000,000港元 HK\$80,000,000	2026年1月1日 1 January 2026	免息 Interest free
2	2020年8月27日 27 August 2020	80,000,000港元 HK\$80,000,000	2026年1月1日 1 January 2026	免息 Interest free
3	2020年12月29日 29 December 2020	40,000,000港元 HK\$40,000,000	2026年1月1日 1 January 2026	年利率為一個月 香港銀行同業拆息加1.5% One-month HIBOR plus 1.5% per annum
4	2021年4月1日 1 April 2021	40,000,000港元 HK\$40,000,000	2026年1月1日 1 January 2026	年利率為一個月 香港銀行同業拆息加1.5% One-month HIBOR plus 1.5% per annum
5	2021年11月29日 29 November 2021	80,000,000港元 HK\$80,000,000	2026年1月1日 1 January 2026	年利率為一個月 香港銀行同業拆息加1.65% One-month HIBOR plus 1.65% per annum

36. RELATED PARTY TRANSACTIONS (Continued)

(b) Loans from a related company

Loans from a related company represented five loans due to Great Port at as 31 December 2021. The details of the five loans were shown as below:

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36. 關連方交易 (續)

(b) 關連公司貸款 (續)

於2020年12月31日，第一筆關連方貸款、第二筆關連方貸款及第三筆關連方貸款因附帶按要求償還條款而分類為流動負債。於2021年3月18日，大實行就該等貸款協議所載的按要求償還條款分別發出三份豁免書。因豁免按要求償還條款被視為對該三筆貸款作出重大修訂，因此，此三筆貸款於2021年3月18日已終止確認。

此三筆貸款於2021年3月18日以彼等的公允價值重新確認為新貸款負債，適用實際年利率為4.8%。此三筆貸款的原本金額與公允價值之差額為約38,579,000港元，獲確認為股東於權益中的視同資本投入。此三筆貸款於2021年3月18日後重新分類為非流動負債。

第四筆關連方貸款按攤銷成本計值，適用實際年利率4.4%。第四筆關連方貸款的本金額與初始確認之公允價值之差額為約5,033,000港元，獲確認為股東於權益中的視同資本投入。

第五筆關連方貸款按攤銷成本計值，適用實際年利率5.1%。第五筆關連方貸款的本金額與初始確認之公允價值之差額為約10,272,000港元，獲確認為股東於權益中的視同資本投入。

36. RELATED PARTY TRANSACTIONS (Continued)

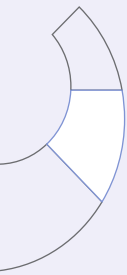
(b) Loans from a related company (Continued)

The first related party loan, the second related party loan and the third related party loan with repayment on demand clause were classified as current liabilities as at 31 December 2020. On 18 March 2021, Great Port issued 3 waiver letters in respect of demand clauses stated in those loan agreements respectively. As the waiver of the repayment on demand clause was considered as a significant modification of these 3 loans, these 3 loans were derecognised as at 18 March 2021.

These 3 loans were re-recognised as new loan liabilities at their fair values as at 18 March 2021, using the effective interest rate of 4.8% per annum. The difference of the original principal amounts and the fair values of these 3 loans of approximately HK\$38,579,000 was recognised as a deemed capital contribution from the shareholders in equity. These 3 loans were reclassified as non-current liabilities from 18 March 2021 onwards.

The fourth related party loan was carried at amortised cost using the effective interest rate of 4.4% per annum. The difference of the principal amount and the fair value of the fourth related party loan at initial recognition of approximately HK\$5,033,000 was recognised as deemed capital contribution from the shareholders in equity.

The fifth related party loan was carried at amortised cost using the effective interest rate of 5.1% per annum. The difference of the principal amount and the fair value of the fifth related party loan at initial recognition of approximately HK\$10,272,000 was recognised as deemed capital contribution from the shareholders in equity.



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36. 關連方交易 (續)

(c) 主要管理人員之薪酬

本年度，董事及其他主要管理人員成員之薪酬如下：

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
短期僱員福利	Short-term employee benefits	5,034	5,293
離職後福利	Post-employment benefits	162	179
		5,196	5,472

(d) 應收／應付附屬公司賬款為無抵押、免息及按要求償還。

36. RELATED PARTY TRANSACTIONS (Continued)

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

(d) The amounts due from/to subsidiaries are unsecured, interest-free and repayable on demand.

37. 資本承擔

有關本集團的購置物業、廠房及設備的資本開支之資本承擔如下：

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
已訂約但未撥備	Contracted but not provided for	790	1,020

37. CAPITAL COMMITMENTS

Capital commitments in respect of capital expenditure of acquisition of property, plant and equipment for the Group are as follows:

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38. 資金風險管理

本集團之資金管理目標包括：

- (a) 確保本集團持續經營之能力，以持續為股東創造回報及為其他持份者帶來利益；
- (b) 支持本集團的穩定及發展；及
- (c) 為加強本集團風險管理能力提供資金。

本集團根據其日後資金需求及資本效益、現有及預計盈利能力、預計營運現金流量和資本開支，及潛在策略性投資機會，積極及定期檢討並管理資本結構，以確保資本結構和股東回報達致理想水平。本集團當前未採用任何正式股息政策。

本集團管理資本結構，並根據經濟狀況的變化和相關資產之風險特徵對其進行調整。為維持或調整資本結構，本集團對派付股東之股息金額作出調整、向股東返還資本、發行新股、新增債務或出售資產以減債。

本公司管理層視權益總額為資本。於2021年及2020年12月31日之資本金額分別為約122,294,000港元及251,633,000港元，管理層經考慮預計營運現金流量和資本開支及潛在計劃策略性投資機會後，認為屬理想水平。

38. CAPITAL RISK MANAGEMENT

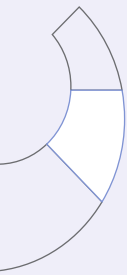
The Group's capital management objectives include:

- (a) to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- (b) to support the Group's stability and growth; and
- (c) to provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders' returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows and capital expenditures, and potential strategic investment opportunities. The Group does not currently adopt any formal dividend policy.

The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares, raise new debts or sell assets to reduce debt.

Management of the Company regards total equity as capital. The amount of capital as at 31 December 2021 and 2020 amounted to approximately HK\$122,294,000 and HK\$251,633,000 respectively, which the management considers as optimal having considered the projected operating cash flows and capital expenditures and the potential projected strategic investment opportunities.



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38. 資金風險管理 (續)

於2021年及2020年12月31日的淨債務對股東權益比率如下：

38. CAPITAL RISK MANAGEMENT (Continued)

The net debt-to-equity ratio as at 31 December 2021 and 2020 were as follows:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
債務 (附註(i))	Debt (note(i))	740,894	736,084
減：銀行存款及庫存現金	Less: Cash at banks and on hand	(130,133)	(98,787)
淨債務	Net debt	610,761	637,297
股東權益 (附註(ii))	Equity (note(ii))	123,897	252,583
淨債務對股東權益比率	Net debt-to-equity ratio	493%	252%

附註：

- (i) 債務包括銀行借款、租賃負債及關連公司貸款，其詳情分別載於附註26、15及36(b)。
- (ii) 股東權益包括所有本公司擁有人應佔股本及儲備。

Notes:

- (i) Debt comprised bank borrowings, lease liabilities and loans from a related company as detailed in notes 26, 15 and 36(b) respectively.
- (ii) Equity includes all capital and reserves attributable to owners of the Company.

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39. 財務風險管理

本集團在日常業務過程中面臨利率、信貸、流動資金及外幣風險。董事會定期會面以分析及制定措施管理本集團所面臨之市場風險(包括利率及外幣匯率發生重大變動)、信貸風險及流動資金風險。一般而言，本集團就風險管理採取保守策略。

(a) 利率風險

本集團須承受因銀行存款所產生的利率風險及因浮息銀行借款所產生的現金流量之利率風險。

於2021年，本集團力求維持定息及浮息借款之適當比例，以穩定利息成本。利率對沖比率乃參考市場趨勢及本集團之現金流量模式而釐定。利率掉期用以對沖風險或更改本集團借款利率之特性。

本集團的銀行結餘由於銀行結餘的現行市場利率波動而承受現金流量之利率風險。本集團董事認為本集團面臨的銀行結餘利率風險並不重大，是由於計息銀行存款整體上屬短期到期性質。

倘利率於年初增加或減少5%而所有其他可變動因素保持不變，則本集團的年度虧損及累計虧損將減少或增加(2020年：保留盈利將增加或減少)約197,000港元(2020年：164,000港元)，且截至2020年12月31日止年度在建工程的資本化利息將增加或減少約48,000港元。假定之利率變動對權益的其他部分概無影響。

39. FINANCIAL RISK MANAGEMENT

Exposures to interest rate, credit, liquidity and foreign currency risks arise in the normal course of the Group's business. The board of directors meets periodically to analyse and formulate measures to manage the Group's exposure to market risk (including principal changes in interest rates and foreign currency rates), credit risk and liquidity risk. Generally, the Group employs a conservative strategy regarding risk management.

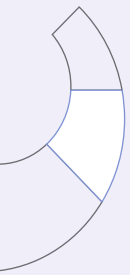
(a) Interest rate risk

The Group is exposed to interest rate risk arising from bank deposits and cash flow interest rate risk arising from bank borrowings at floating rate.

During 2021, the Group aimed to maintain a suitable proportion of fixed and floating rate borrowings in order to stabilise interest costs. Interest rate hedging ratio is determined after taking into consideration of the market trend and the Group's cash flow pattern. Interest rate swap was employed to hedge exposures or to modify the interest rate characteristics of the Group's borrowings.

The Group's bank balances expose it to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors of the Group consider the Group's exposure to interest rate risk in respect of bank balances is not significant as interest-bearing bank deposits are within short maturity periods in general.

If the interest rates had been increased or decreased by 5% at the beginning of the year and all other variables were held constant, would decrease or increase the Group's loss for the year and accumulated losses (2020: increase or decrease retained earnings) by approximately HK\$197,000 (2020: HK\$164,000) and the capitalised interest on construction in progress would have been increased or decreased by approximately HK\$48,000 for the year ended 31 December 2020. The assumed changes have no impact on the other components of equity.



39. 財務風險管理 (續)

(a) 利率風險 (續)

增加或減少5%為董事對年內直至下個報告期末利率的合理可能變動的評估。

(b) 信貸風險

信貸風險指一項金融工具之交易對手在責任條款下無法履行其責任並對本集團造成財務虧損之風險。

本集團面臨之最高信貸風險主要來自於日常營運過程中向客戶授予信貸，僅限於報告期末確認之金融資產之賬面值（如附註39(f)概述）。

本集團積極監察貿易及其他應收賬以避免重大信貸風險高度集中。本集團未面臨因任何個別交易對手或任何擁有相似特徵之交易對手群引致之任何重大信貸風險。本集團之銀行結餘存放於香港、澳門、中國及日本主要銀行。本集團並未面臨其他重大信貸風險。

本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損作出撥備，該準則允許對所有貿易應收賬採用年限內預期信貸虧損撥備。本集團一直按金額相等於年限內預期信貸虧損的貿易應收賬計量虧損撥備。貿易應收賬之預期信貸虧損乃參考債務人過往的違約記錄及當前市況。預期信貸虧損亦參考可能影響債務人償還應收賬能力的一般宏觀經濟情況並計及前瞻性資料。為計量預期信貸虧損，貿易應收賬於附註20披露之賬齡已根據共同信貸風險特性及逾期天數分類。

39. FINANCIAL RISK MANAGEMENT (Continued)

(a) Interest rate risk (Continued)

The increase or decrease by 5% represents directors' assessment of a reasonably possible change in interest rates over the year until the end of next reporting period.

(b) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under its terms and cause a financial loss to the Group.

The Group's maximum exposure to credit risk mainly arises from granting credits to customers in the ordinary course of its operations and is limited to the carrying amounts of financial assets recognised at the end of the reporting period, as summarised in note 39(f).

The Group's trade and other receivables are actively monitored to avoid significant concentrations of credit risk. The Group is not exposed to any significant credit risk from any single counterparty or any group of counterparties having similar characteristics. The Group's bank balances are deposited with major banks in Hong Kong, Macau, the PRC and Japan. The Group has no other significant exposure to credit risk.

The Group applies the simplified approach to providing for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECLs provision for all trade receivables. The Group always measures the loss allowance for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are estimated by reference to past default experience of the debtor and current market condition in relation to each debtor's exposure. The ECLs also incorporated forward-looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables. To measure the ECLs, the trade receivables have been grouped based on shared credit risk characteristics and the days past due according to the ageing as disclosed in note 20.

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39. 財務風險管理 (續)

(b) 信貸風險 (續)

貿易應收賬的預期虧損率對短於30天、60天、90天逾期及超過90天逾期之金額分別評估為0.5%、1%、5%及10%。本公司董事認為截至2021年及2020年12月31日止年度貿易應收賬之虧損計提撥備並不重大。

本集團已考慮過往違約記錄及前瞻性資料(如適用)，例如本集團已考慮交易對手持續偏低之過往違約率，並得出結論，本集團之未償還其他應收賬之固有信貸風險並不重大。本集團評定其他應收賬之信貸風險自初始確認以來未有大幅增加且違約風險甚低，因此，根據十二個月預期信貸虧損模式，該等應收賬之預期信貸虧損並不重大且於兩個年度並無確認虧損計提撥備。

預期虧損率按過去五年之實際虧損記錄計算，這些比率經調整以反映收集過往數據期間之經濟狀況、當前狀況以及本集團對應收賬預期年限之經濟狀況之看法之間的差異。

就應收關連公司及聯營公司賬款引致之信貸風險，鑑於交易對手信用記錄良好及財務狀況穩健，本集團面臨由於交易對手償還違約引發之信貸風險有限，預計本集團不會因該等實體未收墊款引起重大虧損。

本集團現金主要為存放於聲譽良好之金融機構，故此本集團並不預期會有重大信貸風險。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

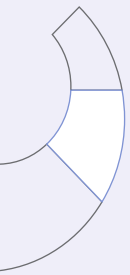
Expected loss rate of trade receivables are assessed to be 0.5%, 1%, 5% and 10% for the amounts less than 30 days, 60 days, 90 days past due and over 90 days past due respectively. The directors of the Company considered the loss allowance provision for trade receivables was immaterial during the years ended 31 December 2021 and 2020.

The Group takes into account the historical default experience and forward-looking information, as appropriate, for example the Group considers the consistently low historical default rates of counterparties, and concludes that credit risk inherent in the Group's outstanding other receivables is insignificant. The Group has assessed that other receivables do not have a significant increase in credit risk since initial recognition and risk of default is insignificant, therefore the ECLs for these receivables were immaterial under the 12-month ECLs method and no loss allowance provision was recognised for both years.

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

With respect to credit risk arising from the amounts due from a related company and an associate, the Group's exposure to credit risk arising from repayment default of counterparties is limited as the counterparties have good credit history and sound financial position, and the Group does not expect any significant loss of uncollected advances from these entities.

The Group expects that there is no significant credit risk associated with cash at banks since they are deposited with credit worthy financial institutions.



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39. 財務風險管理 (續)

(b) 信貸風險 (續)

於本年度，本集團一直遵守該等信貸政策，且該等政策被視為有效。

(c) 流動資金風險

流動資金風險涉及本集團無法履行其透過現金或其他金融資產結清金融負債相關之責任而產生的風險。

本集團監測及維持現金及現金等價物於管理層認為充足之水平，為本集團營運提供資金及降低現金流量波動之影響。

本集團之政策為定期監察現有及短期及長期預計流動資金需求。本集團之流動資金主要倚賴其維持充足營運現金流量之能力以履行其債務責任。本集團倚賴內部產生之資金作為流動資金之重要來源。

39. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

The credit policies have been followed by the Group throughout the year and are considered to be effective.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or other financial assets.

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The Group's policy is to regularly monitor current and expected liquidity requirements in the short and long terms. The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations to meet its debt obligations. The Group relies on internally generated funds as a significant source of liquidity.

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39. 財務風險管理 (續)

(c) 流動資金風險 (續)

下表載列報告期末本集團非衍生金融負債及衍生金融負債根據未貼現現金流量(包括以合約利率或以報告日期現行利率(如浮動)所計算的利息付款)得出的剩餘合約屆滿日期及本集團或須支付的最早日期:

		合約未貼現					五年以上
		賬面值	現金流量總額	一年以內 或按要求	一年以上, 但不超過兩年	兩年以上, 但不超過五年	
		Total contractual Carrying amount	undiscounted cash flows	Within one year or on demand	Over one year but within two years	Over two years but within five years	Over five years
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
2021							
非衍生:	Non-derivatives:						
貿易應付賬	Trade payables	5,220	5,220	5,220	-	-	-
應計款項及其他應付賬	Accruals and other payables	23,506	23,506	23,506	-	-	-
應付聯營公司賬款	Amount due to an associate	12	12	12	-	-	-
關連公司貸款	Loans from a related company	272,874	320,000	-	-	320,000	-
銀行借款	Bank borrowings	420,118	426,841	241,479	8,059	24,178	153,125
租賃負債	Lease liabilities	47,902	49,392	41,297	7,107	988	-
		769,632	824,971	311,514	15,166	345,166	153,125

39. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities and derivative financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay:

39. 財務風險管理 (續)

(c) 流動資金風險 (續)

		合約未貼現 賬面值	現金流量總額	一年以內 或按要求	一年以上， 但不超過兩年	兩年以上， 但不超過五年	五年以上
		Carrying amount	undiscounted cash flows	Within one year or on demand	Over one year but within two years	Over two years but within five years	Over five years
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
2020							
非衍生：		Non-derivatives:					
貿易應付賬	Trade payables	4,950	4,950	4,950	-	-	-
應計款項及其他應付賬	Accruals and other payables	40,703	40,703	40,703	-	-	-
應付聯營公司賬款	Amount due to an associate	79	79	79	-	-	-
關連公司貸款	Loans from a related company	200,000	200,000	200,000	-	-	-
銀行借款	Bank borrowings	476,796	484,828	51,220	41,373	118,056	274,179
租賃負債	Lease liabilities	59,288	61,327	42,508	17,942	877	-
		781,816	791,887	339,460	59,315	118,933	274,179
衍生：		Derivatives:					
淨額結算	Net settled						
利率掉期	Interest rate swaps	642	895	367	297	231	-

該表按照關連公司貸款協議所載的約定還款日期並包含按按要求償還條文編製的屆滿日期分析概要。考慮到本集團的財務狀況，董事不認為關連公司將可能會行使酌情權要求即時還款。董事相信，該等貸款將按照貸款協議所載約定還款日期償還。

The table summarises the maturity analysis of loans from a related company with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. Taking into account the Group's financial position, the directors do not consider that it is probable that the related company will exercise its discretion to demand immediate repayment. The directors believe that such loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

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39. 財務風險管理 (續)

(c) 流動資金風險 (續)

賬面值	合約未貼現 現金流量總額	一年以內 或按要求	一年以上， 但不超過兩年	兩年以上， 但不超過五年	五年以上		
						Total contractual	Within one year or on
Carrying amount	undiscounted cash flows	demand	two years	five years	five years		
千港元	千港元	千港元	千港元	千港元	千港元		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
2020年12月31日	31 December 2020	200,000	200,000	-	-	-	200,000

(d) 外幣風險

外幣風險指一項金融工具之公允價值或其未來現金流量因外匯匯率變動而發生波動之風險。

本集團承受外幣風險。該等風險來自以非本集團實體的功能貨幣之貨幣提供旅行團、自由行產品、旅遊巴士服務、輔助性旅行相關產品及服務產生之收益，以及於酒店住宿及輔助性酒店相關服務之服務成本以及商品銷售業務成本。於本年度，本集團約6.2% (2020年：48.2%) 之成本及約0.7% (2020年：5.4%) 之收益以非本集團實體的功能貨幣之貨幣計值。

39. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

(d) Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group has foreign currency exposures. Such exposures arise from the revenue from provision of package tours, FIT Products, travel bus services, ancillary travel related products and services as well as costs of services consumed in hotel accommodation and ancillary hotel related services and costs of sale of merchandises business in currencies other than the Group entities' functional currency. Approximately 6.2% (2020: 48.2%) of costs and approximately 0.7% (2020: 5.4%) of the Group's revenue are denominated in currencies other than the Group entities' functional currency for the year.

39. 財務風險管理 (續)

(d) 外幣風險 (續)

本集團同時面臨外幣風險。該等風險來自於資產和負債之結餘以非本集團實體的功能貨幣之貨幣計算。本集團於報告期末以外幣計值之貨幣資產及負債之賬面值如下：

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
資產	Assets		
日圓	JPY	46,659	52,166
人民幣	RMB	3,811	3,974
		50,470	56,140
負債	Liabilities		
日圓	JPY	24,293	28,244
人民幣	RMB	-	138
		24,293	28,382

管理層透過密切監察外幣匯率之變動監測外匯風險。管理層已制訂政策，規定本集團實體管理其功能貨幣之外匯風險。

由於澳門元與港元匯兌波動甚微，董事認為本集團就澳門元之外幣風險並不重大。

39. FINANCIAL RISK MANAGEMENT (Continued)

(d) Foreign currency risk (Continued)

The Group also has foreign currency exposures. Such exposures arise from the balances of assets and liabilities in currencies other than the Group entities' functional currency. The carrying amounts of the foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

The management monitors foreign currency exposure by closely monitoring the movements of foreign currency rates. The management has set up a policy to require group entities to manage their foreign exchange risk against their respective functional currency.

The directors consider that the Group's exposure to foreign currency risk in respect of MOP is not significant because MOP's fluctuation with HK\$ is immaterial.

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39. 財務風險管理 (續)

(d) 外幣風險 (續)

下表呈列因應本集團於報告期末承受重大風險之外幣匯率之合理可能變動，本集團之年度虧損及(累計虧損)/保留盈利因而出現之概約變動。敏感度分析包括以貸方或借方功能貨幣之外的貨幣計值的本集團公司之間的結餘。下文正數表示港元兌相關貨幣升值的虧損減少及其他權益的增加。對於港元兌相關貨幣貶值，則對虧損及其他權益產生同等相反影響，下表結餘將為負數。外匯匯率5%變動會應用於向主要管理人員匯報內部外幣風險，代表管理層就潛在外匯匯率變動作出的最佳評估。

以下敏感度分析乃根據報告年度初外匯匯率之假定百分比變動確定，並於整個年度保持不變：

39. FINANCIAL RISK MANAGEMENT (Continued)

(d) Foreign currency risk (Continued)

The following table indicates the approximate change in the Group's loss for the year and (accumulated losses)/retained earnings in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of the reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates a decrease in loss and an increase in other equity where the HK\$ strengthens against the relevant currency. For a weakening of the HK\$ against the relevant currency, there would be an equal and opposite impact on the loss and other equity, and the balances below would be negative. The 5% change in foreign exchange rate is used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible changes in foreign exchange rates.

The following sensitivity analysis has been determined based on the assumed percentage changes in foreign exchange rates taking place at the beginning of the reporting year and held constant throughout the year:

	2021		2020	
	年度虧損及累計虧損 (增加)/減少		年度虧損(增加)/減少 及保留盈利增加/(減少)	
	(Increase)/decrease in loss for the year and accumulated losses		in loss for the year and increase/(decrease) in retained earnings	
	日圓 JPY 千港元 HK\$'000	人民幣 RMB 千港元 HK\$'000	日圓 JPY 千港元 HK\$'000	人民幣 RMB 千港元 HK\$'000
匯率變動：	Changes in exchange rate:			
港元兌外幣升值5%	HK\$ appreciates by 5% against the foreign currencies			
	(934)	(159)	(999)	(160)
港元兌外幣貶值5%	HK\$ depreciates by 5% against the foreign currencies			
	934	159	999	160

39. 財務風險管理 (續)

(e) 公允價值

下表載列根據公允價值等級按公允價值列賬之金融工具分析：

第一級： 相同資產或負債於活躍市場之報價 (未經調整)；

第二級： 除了第一級所包括之報價外，該資產或負債之可觀察輸入數據，可為直接 (即如價格) 或間接 (即源自價格)；及

第三級： 資產或負債並非依據可觀察市場之輸入數據 (不可觀察輸入數據)。

39. FINANCIAL RISK MANAGEMENT (Continued)

(e) Fair value

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

			於2021年 12月31日 As at 31 December 2021 千港元 HK\$'000	於2020年 12月31日 As at 31 December 2020 千港元 HK\$'000
非流動資產	Non-current assets			
衍生金融工具	Derivative financial instrument	第二級 Level 2	533	–
非流動負債	Non-current liabilities			
衍生金融工具	Derivative financial instrument	第二級 Level 2	–	642

截至2021年及2020年12月31日止年度，等級之間並無轉移。

利率掉期的公允價值為本集團計及可觀察利率及掉期合約訂約方的信譽評級後，於報告期末終止掉期合約後會收取或支付之估計金額。

During the years ended 31 December 2021 and 2020, there was no transfer between levels.

The fair value of interest rate swap is the estimated amount that the Group would receive or pay to terminate the swaps at the end of the reporting period, taking into account observable interest rates and the current creditworthiness of the swap counterparties.

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39. 財務風險管理 (續)

39. FINANCIAL RISK MANAGEMENT (Continued)

(f) 按類別劃分之金融資產及負債概要

(f) Summary of financial assets and liabilities by category

綜合財務狀況表中呈列之賬面值涉及以下金融資產及金融負債類別：

The carrying amounts presented in the consolidated statement of financial position related to the following categories of financial assets and financial liabilities:

		2021 千港元 HK\$'000	2020 千港元 HK\$'000
金融資產	Financial assets		
按攤銷成本計量之 金融資產：	Financial assets measured at amortised cost:		
貿易應收賬	Trade receivables	3,210	1,709
訂金及其他應收賬	Deposits and other receivables	13,725	22,303
應收聯營公司賬款	Amount due from an associate	6,290	7,022
抵押銀行存款	Pledged bank deposits	8,326	8,578
銀行存款及庫存現金	Cash at banks and on hand	130,133	98,787
		161,684	138,399
指定為按公允價值計入 損益的金融資產：	Financial asset designated at FVTPL:		
利率掉期合約	Interest rate swap contract	533	-
金融負債	Financial liabilities		
按攤銷成本計量之 金融負債：	Financial liabilities measured at amortised cost:		
貿易應付賬	Trade payables	5,220	4,950
應計款項及其他應付賬	Accruals and other payables	23,506	40,703
應付聯營公司賬款	Amount due to an associate	12	79
關連公司貸款	Loans from a related company	272,874	200,000
銀行借款	Bank borrowings	420,118	476,796
租賃負債	Lease liabilities	47,902	59,288
		769,632	781,816
指定為按公允價值計入 損益的金融負債：	Financial liability designated at FVTPL:		
利率掉期合約	Interest rate swap contract	-	642

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Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

40. 融資活動所產生負債之對賬

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

下表載列本集團融資活動所產生負債變動之詳情：

The table below details changes in the Group's liabilities arising from financing activities:

		銀行借款 Bank borrowings (附註26) (note 26) 千港元 HK\$'000	租賃負債 Lease liabilities (附註15) (note 15) 千港元 HK\$'000	衍生負債 Derivative liability (附註28) (note 28) 千港元 HK\$'000	關連方貸款 Loans from a related party (附註36(b)) (note 36(b)) 千港元 HK\$'000
於2020年1月1日	At 1 January 2020	372,875	67,826	1,304	-
融資現金流量變動額：	Changes from financing cash flows:				
銀行借款所得款項	Proceeds from bank borrowings	251,259	-	-	-
關連公司墊款	Advance from a related company	-	-	-	200,000
償還銀行借款	Repayment of bank borrowings	(165,742)	-	-	-
已付租賃租金的本金部分	Principal element of lease rental paid	-	(29,592)	-	-
已付租賃租金的利息部分	Interest element of lease rental paid	-	(2,575)	-	-
已付利息	Interest paid	(4,973)	-	(419)	-
融資現金流量變動總額	Total changes from financing cash flows	80,544	(32,167)	(419)	200,000
匯兌調整	Exchange adjustments	20,626	13	40	-
其他變動額：	Other changes:				
利息開支	Interest expense	4,951	2,575	419	-
資本化交易成本	Transaction costs capitalised	(1,948)	-	-	-
修訂貸款付款之影響	Effect on modification of loan payment	(252)	-	-	-
添置	Addition	-	26,185	-	-
終止租賃	Termination of lease	-	(1,137)	-	-
租金寬減收益	Gain on rental concession	-	(4,007)	-	-
公允價值變動	Fair value change	-	-	(702)	-
其他變動總額	Total other changes	2,751	23,616	(283)	-
於2020年12月31日	At 31 December 2020	476,796	59,288	642	200,000

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至2021年12月31日止年度 For the year ended 31 December 2021

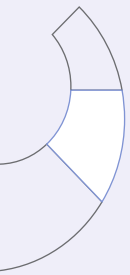
40. 融資活動所產生負債之對賬 (續)

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

下表載列本集團融資活動所產生負債變動之詳情：

The table below details changes in the Group's liabilities arising from financing activities:

		銀行借款 Bank borrowings (附註26) (note 26) 千港元 HK\$'000	租賃負債 Lease liabilities (附註15) (note 15) 千港元 HK\$'000	衍生負債/ (資產) Derivative liability/(asset) (附註28) (note 28) 千港元 HK\$'000	關連方貸款 Loans from a related party (附註36(b)) (note 36(b)) 千港元 HK\$'000
於2021年1月1日	At 1 January 2021	476,796	59,288	642	200,000
融資現金流量變動額：	Changes from financing cash flows:				
關連公司墊款	Advance from a related company	-	-	-	120,000
償還銀行借款	Repayment of bank borrowings	(10,427)	-	-	-
已付租賃租金的本金部分	Principal element of lease rental paid	-	(17,634)	-	-
已付租賃租金的利息部分	Interest element of lease rental paid	-	(1,940)	-	-
已付利息	Interest paid	(3,888)	-	(352)	(1,089)
融資現金流量變動總額	Total changes from financing cash flows	(14,315)	(19,574)	(352)	118,911
匯兌調整	Exchange adjustments	(46,769)	(48)	(42)	-
其他變動額：	Other changes:				
利息開支	Interest expense	4,715	1,940	352	7,847
修訂貸款付款之影響	Effect on modification of loan payment	(309)	-	-	-
添置	Addition	-	10,029	-	-
終止租賃	Termination of lease	-	(663)	-	-
租金寬減收益	Gain on rental concession	-	(3,070)	-	-
公允價值變動	Fair value change	-	-	(1,133)	-
視同資本投入	Deemed capital contribution	-	-	-	(53,884)
其他變動總額	Total other changes	4,406	8,236	(781)	(46,037)
於2021年12月31日	At 31 December 2021	420,118	47,902	(533)	272,874



41. 報告日期後事項及COVID-19疫情之影響

- (a) 自2022年1月1日至3月25日，本集團與出租人協定有關香港租賃的額外租金寬減。該等租金寬減導致租賃負債總計減少約86,000港元。
- (b) 本公司董事仍不斷評估COVID-19疫情對本集團所營運之業務的影響。視乎COVID-19疫情持續的時間及對經濟活動的持續負面影響，本集團或會面臨更負面的業績及資金流動限制，並可能於2022年產生資產減值。然而，COVID-19疫情對2022年餘下時間及其往後時間的實際影響尚無法預測。

42. 比較數字

綜合損益及其他全面收益表中的以下比較數字已重新分類，以符合本集團本年度之呈列方式：

- 有關酒店客房折舊之行政開支約43,133,000港元已重新分類為銷售成本，以公平呈列所產生成本之性質。
- 附註8所披露約1,277,000港元的行政開支已重新分類為其他經營開支。

董事會認為，對比較數字作出之重新分類對本集團截至2020年12月31日止年度之綜合損益及其他全面收益表影響不大。

41. EVENTS AFTER THE REPORTING DATE AND EFFECT OF THE COVID-19 PANDEMIC

- (a) From 1 January to 25 March 2022, the Group agreed to additional rent concessions with lessors relating to rental in Hong Kong. These rent concessions resulted in a total reduction in lease liabilities of approximately HK\$86,000.
- (b) The directors of the Company are continuing to assess the implications of the COVID-19 pandemic to the business in which the Group operates. Depending on the duration of the COVID-19 pandemic and continued negative impact on economic activity, the Group might experience further negative results, and liquidity restraints and incur impairments on its assets in 2022. However, the exact impact of the COVID-19 pandemic in the remainder of 2022 and thereafter cannot be predicted.

42. COMPARATIVE FIGURES

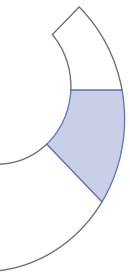
The following comparative figures in consolidated statement of profit or loss and other comprehensive income have been reclassified to conform with the current year's presentation of the Group:

- Reclassification of administrative expenses regarding the depreciation of hotel rooms in amount of approximately HK\$43,133,000 to cost of sales to fairly present the nature of costs incurred.
- Reclassification of administrative expenses disclosed in note 8 in amount of approximately HK\$1,277,000 to other operating expenses.

In the opinion of the Board, the reclassification made to the comparative figures has insignificant impact on the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2020.

詞彙 Glossary

2022年股東週年大會 2022 AGM	本公司應屆股東週年大會 the forthcoming annual general meeting of the Company
組織章程細則 Articles of Association	本公司不時修訂的經修訂及重列組織章程細則 the amended and restated articles of association of the Company, as amended from time to time
董事會 Board	董事會 the board of Directors
英屬維爾京群島 BVI	英屬維爾京群島 British Virgin Islands
企業管治守則 CG Code	上市規則附錄14所載的企業管治守則 Corporate Governance Code set out in Appendix 14 to the Listing Rules
本公司或東瀛遊控股 Company or EGL Holdings	東瀛遊控股有限公司 (股份代號：6882) EGL Holdings Company Limited (stock code: 6882)
COVID-19 COVID-19	2019冠狀病毒病 coronavirus disease 2019
董事 Director(s)	本公司董事 the director(s) of the Company
東瀛遊旅行社 EGL Tours	東瀛遊旅行社有限公司，本公司之間接全資附屬公司 EGL Tours Company Limited, being an indirect wholly-owned subsidiary of the Company
耀騰管理 Evergloss	耀騰管理集團有限公司，本公司之相聯法團 (定義見證券及期貨條例) Evergloss Management Group Company Limited, being an associated corporation (as defined under the SFO) of the Company
自由行 FIT	獨立自由旅客 free independent travellers
自由行產品 FIT Products	自由行套票及個別旅遊元素 FIT packages and individual travel elements
大寶行 Great Port	大寶行有限公司，執行董事之聯繫人 Great Port Limited, being an associate of the Executive Directors



詞彙 Glossary

本集團 Group	本公司及其附屬公司 the Company and its subsidiaries
港元 HKD/HK\$	港元，香港法定貨幣 Hong Kong dollars, the lawful currency of Hong Kong
香港財務報告準則 HKFRSs	香港會計師公會頒布的《香港財務報告準則》 Hong Kong Financial Reporting Standards issued by Hong Kong Institute of Certified Public Accountants
日圓 JPY	日圓，日本法定貨幣 Japanese yen, the lawful currency of Japan
國麗 Kwok Lai	國麗控股有限公司，耀騰管理股東之一 Kwok Lai Holdings Limited, being one of the shareholders of Evergloss
利康 Likang	利康有限公司，耀騰管理股東之一 Likang Limited, being one of the shareholders of Evergloss
上市規則 Listing Rules	聯交所證券上市規則 the Rules Governing the Listing of Securities on the Stock Exchange
標準守則 Model Code	上市規則附錄10所載的上市發行人董事進行證券交易的標準守則 Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
澳門元 MOP	澳門元，澳門法定貨幣 Macau Pataca, the lawful currency of Macau
沖繩逸の彩溫泉度假酒店 Okinawa Hinode Resort & Hot Spring Hotel	Okinawa Hinode Resort & Hot Spring Hotel (沖繩逸の彩溫泉度假酒店)，本集團於日本擁有之第二家酒店 Okinawa Hinode Resort & Hot Spring Hotel (沖繩逸の彩溫泉度假酒店)，the Group's second-owned hotel in Japan
大阪逸の彩酒店 Osaka Hinode Hotel	Osaka Hinode Hotel (大阪逸の彩酒店)，本集團於日本擁有之首家酒店 Osaka Hinode Hotel (大阪逸の彩酒店)，the Group's first-owned hotel in Japan



詞彙
Glossary

中國 PRC	中華人民共和國 the People's Republic of China
證券及期貨條例 SFO	證券及期貨條例 (香港法例第571章) the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
股份 Share(s)	本公司股份 the share(s) of the Company
購股權計劃 Share Option Scheme	本公司自2014年11月起採納的購股權計劃 share option scheme adopted by the Company since November 2014
股東 Shareholder(s)	股份持有人 the holder(s) of the Share(s)
平方呎 sq.ft.	平方呎 square feet
平方米 sq.m.	平方米 square meter(s)
聯交所 Stock Exchange	香港聯合交易所有限公司 The Stock Exchange of Hong Kong Limited
本年度 Year	截至2021年12月31日止年度 the year ended 31 December 2021



東瀛遊控股有限公司

EGL Holdings Company Limited

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

股份代號 Stock Code : 6882

東瀛遊控股有限公司 EGL Holdings Company Limited

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網站 Website : www.egltours.com/travel/pages/investor_relations/#eng

