



Annual Report
年報 **2017**



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

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

股份代號 Stock Code : 1483



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Corporate Information

公司資料

DIRECTORS

Executive Directors:

Mr. Sang Kangqiao (*Chairman*)
Mr. Cui Peng
Mr. Xu Wenze

Independent Non-executive Directors:

Mr. Lam Ka Tak
Mr. Xu Zhihao
Ms. Liu Yan

AUDIT COMMITTEE

Mr. Lam Ka Tak (*Chairman*)
Mr. Xu Zhihao
Ms. Liu Yan

REMUNERATION COMMITTEE

Ms. Liu Yan (*Chairman*)
Mr. Sang Kangqiao
Mr. Lam Ka Tak

NOMINATION COMMITTEE

Mr. Sang Kangqiao (*Chairman*)
Mr. Xu Zhihao
Ms. Liu Yan

COMPANY SECRETARIES

Mr. Yu Kin Man Duncan
Mr. Yu Ka Gung (resigned on 31 May 2017)

董事

執行董事：

桑康喬先生 (主席)
崔鵬先生
許文澤先生

獨立非執行董事：

林嘉德先生
徐志浩先生
劉艷女士

審核委員會

林嘉德先生 (主席)
徐志浩先生
劉艷女士

薪酬委員會

劉艷女士 (主席)
桑康喬先生
林嘉德先生

提名委員會

桑康喬先生 (主席)
徐志浩先生
劉艷女士

公司秘書

余健文先生
余嘉庚先生
(於二零一七年五月三十一日辭任)

AUTHORISED REPRESENTATIVES

Mr. Cui Peng
Mr. Yu Kin Man Duncan

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

授權代表

崔鵬先生
余健文先生

註冊辦事處

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

香港總部及主要營業地點

香港港島東太古城
太古灣道12號
太古城中心4座13樓07室

開曼群島主要股份過戶登記處

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

香港股份過戶登記分處

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

Corporate Information 公司資料

PRINCIPAL BANKERS

Hang Seng Bank
Bank of China

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

STOCK CODE

1483

COMPANY'S WEBSITE

www.u-banquetgroup.com

主要往來銀行

恒生銀行
中國銀行

核數師

羅兵咸永道會計師事務所
執業會計師

股份代號

1483

公司網站

www.u-banquetgroup.com

Summary of Financial Information

財務資料概要

RESULTS	業績	Year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收益	368,832	363,806	401,071	398,068	361,771
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(55,307)	(51,859)	(5,773)	27,788	15,360
Income tax expense	所得稅開支	(879)	(1,987)	(205)	(5,036)	(5,223)
(Loss)/profit for the year	本年度(虧損)/溢利	(56,186)	(53,846)	(5,978)	22,752	10,137

ASSETS AND LIABILITIES	資產及負債	As at 31 December 於十二月三十一日				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Current assets	流動資產	260,363	334,748	60,887	66,468	81,656
Non-current assets	非流動資產	191,541	105,493	118,541	127,435	97,741
Total assets	總資產	451,904	440,241	179,428	193,903	179,397
Current liabilities	流動負債	283,743	393,536	79,969	89,724	94,986
Non-current liabilities	非流動負債	37,200	14,019	12,874	11,616	13,673
Total liabilities	總負債	320,943	407,555	92,843	101,340	108,659
Net assets	資產淨額	130,961	32,686	86,585	92,563	70,738
Equity attributable to owners of the Company	本公司擁有人應佔權益	130,961	32,686	86,585	92,563	70,697
Non-controlling interests	非控股權益	-	-	-	-	41
		130,961	32,686	86,585	92,563	70,738



獨特品味

*Unique
Taste*



Chairman's Statement
主席報告

Chairman's Statement

主席報告



集團主席 Chairman
桑康喬 Sang Kangqiao

TO OUR SHAREHOLDERS

On behalf of the board ("Board") of directors ("Directors") of U Banquet Group Holding Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (together referred to as the "Group") for the year ended 31 December 2017.

BUSINESS REVIEW

The Group has been operating 11 restaurants under three brands, namely "U Banquet" (including "U Banquet • The StarView"), "U • Kitchen" and "U • Pot" during the year under review. In the year 2017, the Group had encountered a difficult operating environment. Despite a strong performance generated from U Banquet • The StarView (The One) during the year 2017, due to keep depression in Hong Kong's retail industry in 2017 and hence affected the Group's restaurant operation performance. Moreover, the loss of revenue during the decoration period of U Banquet (Mong Kok) (1) and (2) and U Banquet (Wong Tai Sin) in the first half of 2017 and the decoration period of U Banquet • The StarView (Kwun Tong) in the second half of 2017. As a result, the loss attributable to the owners of the Company increased slightly for the year ended 31 December 2017.

各位股東

本人謹代表譽宴集團控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度的全年業績。

業務回顧

於回顧年度，本集團以「譽宴」（包括「譽宴•星海」、「譽廚」及「譽鍋」三個品牌經營十一家酒樓。二零一七年，本集團營商環境頗具挑戰性。於二零一七年度，譽宴•星海(The One)表現良好，然而，由於二零一七年香港零售業持續低迷，故此影響本集團之酒樓營運表現。此外，譽宴（旺角）(1)及(2)及譽宴（黃大仙）於二零一七上半年的裝修期間以及譽宴•星海（觀塘）於二零一七下半年的裝修期間蒙受收益損失。因此，於截至二零一七年十二月三十一日止年度本公司擁有人應佔虧損略為擴大。



譽宴 · 星海
U-BANQUET THE STARVIEW
餐飲 DINING · 宴會 BANQUET

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

有別於香港主營傳統單一服務的中式酒樓，本集團專門從事提供一站式中式婚宴服務。注重於將自身推廣為提供全套餐飲服務的中式婚宴專家。我們銳意成為具備提供全套服務婚禮策劃能力的一流中式酒樓連鎖經營商。自二零一二年起，我們的「譽宴」品牌獲香港品牌發展局及香港中華廠商聯合會頒授「香港服務名牌」殊榮。這是我們連續第六年獲授此殊榮，充分彰顯本集團的優良品質及取得的成功。

FINANCIAL RESULTS

For the year ended 31 December 2017, the Group recorded a turnover of HK\$368,832,000, representing a increase of 1.4% from HK\$363,806,000 as compared to last year. Loss attributable to the owners of the Company amounted to HK\$56,186,000 while loss attributable to the owners of the Company amounted to HK\$53,846,000 for the year 2016. Basic loss per share was HK11 cents (2016: HK12 cents).

PROSPECTS

Looking ahead, the management remains optimistic about the operating environment in Hong Kong in the year ahead. Despite in the face of stern challenges caused by depression in Hong Kong's retail industry and rising operating costs, the management is confident that opportunities still exist and the Group believes that it can continue to succeed and utilize its competitive advantages to enhance shareholders' value.

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

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

Apart from continuing to enhance its core business, the Group will explore business opportunities to strengthen its revenue base such as creating a stable stream of additional rental income through property acquisitions in Hong Kong and/or China. As the operating environment in Hong Kong is expected to remain challenging in the foreseeable future, the Group has been assessing potential acquisition and/or partnership opportunities outside Hong Kong, particularly in the PRC, in order to maximize its return and increase the value of the Shareholders.

財務業績

截至二零一七年十二月三十一日止年度，本集團錄得營業額368,832,000港元，較去年的363,806,000港元增加1.4%。本公司擁有人應佔虧損為56,186,000港元，而二零一六年錄得本公司擁有人應佔虧損53,846,000港元。每股基本虧損為11港仙（二零一六年：12港仙）。

展望

展望將來，管理層對香港來年的營商環境仍持樂觀取態。儘管面對香港零售業低迷及營運成本上升帶來的嚴峻挑戰，管理層深信機會依然存在，而本集團亦相信我們能夠繼續實現成功及憑藉其競爭優勢提升股東價值。

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

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

除繼續加強其核心業務外，本集團將挖掘商機以鞏固其收入基礎，例如透過於香港及／或中國的物業收購創造穩定的額外租金收入。由於香港的經營環境預期在可見未來仍然充滿挑戰，本集團一直在評估香港以外地區（特別是中國）的潛在收購及／或合夥機會，以最大化其回報並增加股東價值。

APPRECIATION

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

Sang Kangqiao

Chairman

Hong Kong, 27 March 2018

致謝

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

主席

桑康喬

香港，二零一八年三月二十七日

華麗空間

Gorgeous Place



Management Discussion and Analysis
管理層討論及分析



Management Discussion and Analysis

管理層討論及分析

BUSINESS AND OPERATIONAL REVIEW

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

Following a change in the Group’s operating and reporting structure, starting from the year of 2017, the Group has three operating segments (i) Chinese restaurant and wedding business, (ii) property leasing business, and (iii) securities trading business. Property leasing and securities trading business are new business segments identified during the year.

Restaurants Operation

For the financial year ended 31 December 2017, the Group operated a total of 11 restaurants ((i) We have changed the restaurants names from “U Banquet (Wong Tai Sin)” and “Hot Pot Cuisine” to U • Kitchen (Wong Tai Sin) and U • Pot (Wong Tai Sin) since March 2017; (ii) U Banquet (North Point) was split into two different style restaurants and was renamed to U • Kitchen (North Point) and U • Pot (North Point) in late July 2017; and (iii) U Banquet (Kwun Tong) was changed to U Banquet • The StarView (Kwun Tong) in mid September 2017), seven of which were under “U Banquet (譽宴)” brand (including “U Banquet • The StarView (譽宴•星海)”), two were under “U • Kitchen (譽廚)” brand and two were under “U • Pot (譽鍋)” brand.

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

業務及營運回顧

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

本集團的經營及呈報結構於二零一七年起出現變動，本集團擁有三個經營分部(i)中式酒樓及婚禮業務、(ii)物業租賃業務及(iii)證券買賣業務。物業租賃及證券買賣業務為年內新識別的業務分部。

酒樓營運

截至二零一七年十二月三十一日止財政年度，本集團總共經營11家酒樓((i)我們自二零一七年三月以來已將酒樓名稱自「譽宴(黃大仙)」及「涮得棧」變更為譽廚(黃大仙)及譽鍋(黃大仙)；(ii)譽宴(北角)於二零一七年七月底分拆為兩家不同風格的酒樓，並更名為譽廚(北角)及譽鍋(北角)；及(iii)譽宴(觀塘)於二零一七年九月中旬更名為譽宴•星海(觀塘))，當中七家的品牌為「譽宴」(包括「譽宴•星海」)，兩家的品牌為「譽廚」及兩家的品牌為「譽鍋」。

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

Management Discussion and Analysis 管理層討論及分析

The management resolved to improve the operating efficiency and control expenditures of the Group. The Group reviewed the work allocation of the staff from time to time to enhance labour efficiency. The Group also entered into long term tenancy agreements to maintain the operating lease payments at reasonable level.

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

Provision of Wedding Services

During the year, we operated a wedding shop at Tsim Sha Tsui which provides services shooting of wedding photos, rental and sale of wedding gowns and decoration and rental of wedding halls under the trade name of "U Weddings". The Company decided not to renew the shop's tenancy agreement upon expiry and ceased the wedding service business on 31 December 2017.

Distribution of Goods

Our distribution of goods business consists of sourcing fresh vegetables, fruits, seafood and frozen meat to mainly local restaurants and other food ingredient suppliers. During the year, we mainly distribute the goods to Group's restaurants which aim to minimise the cost of materials consumed.

Franchise of Restaurants Operation

During the year, we had one franchised restaurant operated in Kowloon Bay under the trade name "U Banquet". The franchisee did not renew the franchise agreement after its expiry on 9 July 2017. The Directors will consider potential franchisees if and when opportunities arise in the future.

管理層銳意提升本集團營運效率及控制開支。本集團不時檢查員工的工作分配，以提升員工效率。此外，本集團亦簽訂長期租賃協議，以使營運租賃款項維持於合理的水平。

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

提供婚禮服務

年內，我們以商業名稱「U Weddings」於尖沙咀營運一家提供拍攝婚禮照片、租售婚紗禮服及裝飾，以及租賃婚禮大堂服務的婚紗店。本公司決定於到期後不重續店舖租賃協議並於二零一七年十二月三十一日停止婚禮服務業務。

分銷貨品

我們的分銷貨品業務包括主要為本地酒樓及其他食材供應商採購新鮮蔬菜、水果、海鮮及凍肉。年內，我們主要向本集團的酒樓分銷貨品，旨在盡量降低耗材成本。

酒樓特許經營業務

年內，我們以商業名稱「譽宴」於九龍灣經營一間特許經營酒樓。特許經營商在特許經營協議於二零一七年七月九日屆滿後並無重續協議。董事將於未來出現機遇時考慮潛在特許經營商。

FINANCIAL REVIEW

Revenue

The table below sets forth the revenue breakdown of the Group's for the two years ended 31 December 2017:

財務回顧

收益

下表載列本集團於截至二零一七年十二月三十一日止兩個年度之收益明細：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Chinese restaurant and wedding business:	中式酒樓及婚禮業務：		
Revenue from Chinese restaurants operations	中式酒樓經營業務的收益	362,538	355,020
Revenue from provision of wedding services	提供婚禮服務的收益	1,636	1,785
Revenue from distribution of goods	分銷貨品的收益	671	3,987
Franchise income	特許權收入	529	2,423
		365,374	363,215
Property leasing business:	物業租賃業務：		
Rental income	租金收入	3,269	591
Securities trading business:	證券買賣業務：		
Dividend income	股息收入	189	-
Total revenue	總收益	368,832	363,806

Management Discussion and Analysis 管理層討論及分析

Chinese restaurant and wedding business accounted for over 99.1% of total revenue during the year (2016: 99.8%).

Revenue of the Chinese restaurant and wedding business increased by approximately 0.6% from approximately HK\$363.2 million in 2016 to approximately HK\$365.4 million in 2017. It is mainly due to the increase in the revenue from the Chinese restaurant operation as a result of the full year revenue contribution from U Banquet • The StarView (The One). Revenue from provision of wedding services remain stable in 2017. The franchise income dropped significantly by approximately 78.2% from approximately HK\$2.4 million to approximately HK\$0.5 million as the franchisee did not renew the franchise agreement after its expiry on 9 July 2017.

As the franchisee is our major customer in distribution of goods business, as a result, the revenue from distribution of goods dropped significantly as well, by approximately 83.2% from approximately HK\$4.0 million to approximately HK\$0.7 million.

Rental revenue increased by approximately 453.1% from approximately HK\$0.6 million to approximately HK\$3.3 million, as a result of the acquisition of an office property located in Beijing on 30 June 2017.

中式酒樓及婚禮業務於年內佔總收益逾99.1% (二零一六年：99.8%)。

中式酒樓及婚禮業務之收益自二零一六年約363.2百萬港元增加約0.6%至二零一七年約365.4百萬港元，此乃主要由於來自譽宴•星海(The One)的全年收益貢獻致使中式酒樓業務收益增加。來自提供婚禮服務的收益於二零一七年維持穩定。基於特許經營人在其特許經營協議於二零一七年七月九日到期後並無予以重續，特許權收入由約2.4百萬港元大幅下跌約78.2%至約0.5百萬港元。

由於特許經營人為我們分銷貨品業務之主要客戶，因此，分銷貨品之收益亦由約4.0百萬港元大幅下跌約83.2%至約0.7百萬港元。

租金收益由約0.6百萬港元增加約453.1%至約3.3百萬港元，主要由本集團於二零一七年六月三十日收購的北京物業所貢獻。

Management Discussion and Analysis 管理層討論及分析

Operating Performance by Restaurants

The table below sets forth the seat turnover rate, average spending per customer and average daily revenue generated by each of the Group's restaurants for the two years ended 31 December 2017:

酒樓之營運表現

下表載列本集團各酒樓於截至二零一七年十二月三十一日止兩個年度產生之座席翻檯率、每位客戶平均消費及平均每日收益：

		Year ended 31 December 截至十二月三十一日 止年度		Year ended 31 December 截至十二月三十一日 止年度				Year ended 31 December 截至十二月三十一日 止年度	
		2017 二零一七年	2016 二零一六年	Average spending per customer 每位客戶平均消費		Average daily revenue 平均每日收益		2017 二零一七年	2016 二零一六年
	Seat turnover rate (Note 1) 座席翻檯率 (附註1)	Times 倍數	Times 倍數	Dining customer 用膳客戶 HK\$ 港元	Wedding banquet customer 婚宴客戶 HK\$ 港元	Dining customer 用膳客戶 HK\$ 港元	Wedding banquet customer 婚宴客戶 HK\$ 港元	HK\$ 港元	HK\$ 港元
U Banquet (Mong Kok) (1) and U Banquet (Mong Kok) (2)	譽宴(旺角)(1)及 譽宴(旺角)(2)	3.01	2.92	98	609	102	611	195,768	201,820
U Banquet (Tsim Sha Tsui)	譽宴(尖沙咀)	3.12	3.61	89	607	90	610	68,612	84,537
U Banquet (Kwun Tong)/ U Banquet • The StarView (Kwun Tong) (Note 4)	譽宴(觀塘)/譽宴•星海 (觀塘) (附註4)	3.87	4.08	100	613	98	605	104,772	126,086
U Banquet (Causeway Bay)	譽宴(銅鑼灣)	2.25	2.42	104	646	104	608	108,995	122,243
U Banquet (North Point)/ U • Kitchen (North Point) and U • Pot (North Point) (Note 3)	譽宴(北角)/譽廚(北角) 及譽鍋(北角) (附註3)	2.45	2.67	92	653	85	582	123,524	125,152
U Banquet (Wong Tai Sin) and Hot Pot Cuisine Restaurant/ U • Kitchen (Wong Tai Sin) and U • Pot (Wong Tai Sin) (Notes 2)	譽宴(黃大仙)及 涮得棧星級火鍋/譽廚 (黃大仙)及譽鍋(黃大仙) (附註2)	3.02	3.44	84	612	74	583	169,873	181,907
U Banquet (Sino Plaza)	譽宴(信和廣場)	2.96	3.29	122	646	112	607	85,572	95,176
U Banquet • The StarView (The One)	譽宴•星海(The One)	1.02	0.82	312	812	342	792	136,139	99,234

Note:

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

附註：

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

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2. We have changed the restaurants names from “U Banquet (Wong Tai Sin)” and “Hot Pot Cuisine” to U • Kitchen (Wong Tai Sin) and U • Pot (Wong Tai Sin) since March 2017, the restaurants are mainly focus on dining business.
2. 我們自二零一七年三月以來已將酒樓名稱自「譽宴(黃大仙)」及「涮得棧」變更為譽廚(黃大仙)及譽鍋(黃大仙)，酒樓主要著重於用膳業務。
3. U Banquet (North Point) was renamed to U • Kitchen (North Point) and U • Pot (North Point) in late July 2017, the restaurants are mainly focus on dining business.
3. 譽宴(北角)於二零一七年七月底更名為譽廚(北角)及譽鍋(北角)，酒樓主要著重於用膳業務。
4. U Banquet (Kwun Tong) was changed to U Banquet • The StarView (Kwun Tong) in mid-September 2017, the restaurants are mainly focus on wedding banquet business.
4. 譽宴(觀塘)於二零一七年九月中旬更名為譽宴•星海(觀塘)，酒樓主要著重於婚宴業務。

Analysis of Chinese restaurants operations for the Two Years Ended 31 December 2017

The average spending per customer for wedding banquets of all of the Group's comparable restaurants increased from approximately HK\$608 in 2016 to approximately HK\$622 in 2017, representing an increase of 2.3% while the average spending per customer for dining increased from approximately HK\$90 in 2016 to approximately HK\$95 in 2017, representing an increase of approximately 5.6%. Revenue from all Chinese restaurant operations increased by approximately 2.1% from approximately HK\$355.0 million for the year ended 31 December 2016 to approximately HK\$362.5 million for the year ended 31 December 2017. It was mainly due to the full year revenue contribution from U Banquet • The StarView (The One), totaling to approximately HK\$49.7 million, while there was only three months of operation for the year ended 2016 and, therefore, only contribute HK\$12.1 million revenue. As a result, the revenue generated from wedding banquet increased by approximately HK\$10.0 million from approximately HK\$78.3 million for the year ended 31 December 2016 to approximately HK\$88.3 million for the year ended 31 December 2017, representing an increase of approximately 12.7%. Save for the contribution from U Banquet • The StarView (The One), the revenue from all other Chinese restaurants decreased by HK\$30.1 million from HK\$342.9 million for the year ended 31 December 2016 to approximately HK\$312.8 million for the year ended 31 December 2017, representing a decrease approximately 8.8%. It was mainly due to the decrease in number of wedding banquet held for comparable restaurants as well as the decrease in the number of diners for the provision of dining services despite the increase of average spending per customer for wedding banquet and dining.

中式酒樓業務截至二零一七年十二月三十一日止兩個年度之分析

本集團所有可比較酒樓的每位婚宴客戶平均消費由二零一六年約608港元增加至二零一七年約622港元，增幅為2.3%，同時每位用膳客戶平均消費由二零一六年約90港元增加至二零一七年約95港元，增幅約為5.6%。全部中式酒樓營運之收益自截至二零一六年十二月三十一日止年度約355.0百萬港元增加約2.1%至截至二零一七年十二月三十一日止年度約362.5百萬港元。主要由於來自譽宴•星海(The One)的全年收益貢獻總計約49.7百萬港元，而截至二零一六年止年度僅營業三個月，因此，僅貢獻收益12.1百萬港元。因此，婚宴產生的收益由截至二零一六年十二月三十一日止年度的約78.3百萬港元增加約10.0百萬港元至截至二零一七年十二月三十一日止年度的約88.3百萬港元，增幅約為12.7%。除來自譽宴•星海(The One)的貢獻外，來自所有其他中式酒樓的收益由截至二零一六年十二月三十一日止年度的約342.9百萬港元減少30.1百萬港元至截至二零一七年十二月三十一日止年度的約312.8百萬港元，減幅約為8.8%。這主要由於儘管每位婚宴及用膳客戶的平均消費增加，但可比較酒樓舉行的婚宴數目減少以及用膳服務的用膳人數減少所致。

Management Discussion and Analysis 管理層討論及分析

Save for the U Banquet (Mong Kok) (1) & (2) and U Banquet • The StarView (The One), the seat turnover rate of all other restaurants decreased for the year ended 31 December 2017 as compared to that in 2016 as the total number of wedding banquet customers and dining customers has declined for all restaurants. The Directors believed that the decrease in the seat turnover rate was a result of a) the decrease of customers and revenue during the decoration period of restaurants located in Wong Tai Sin, North Point and Kwun Tong during 2017; and b) Hong Kong's retail industry in 2017 keep depression.

The seat turnover rate of U Banquet • The StarView (The One) was comparatively lower than other restaurants while the average spending per customer for both wedding banquet and dining were higher than other restaurants. The wedding banquet revenue from U Banquet • The StarView (The One) contributes to 64.4% of the total revenue of the shop, whilst the average wedding banquet revenue generation ratio is approximately 18.0% for the rest of the restaurants in 2017. The Directors believed that U Banquet • The StarView (The One) located in the prime area of Tsim Sha Tsui with artistic and sophisticated decorations including a balcony viewing full glory of Victoria Harbour, attracts more potential wedding banquet customers.

Cost of Revenue

The cost of revenue is mainly comprised of cost of materials consumed, cost of distribution of goods, cost of provision of wedding services and cost of property leasing. Cost of revenue for the year ended 31 December 2017 amounted to approximately HK\$98,854,000 (2016: HK\$89,769,000), representing an increase of approximately 10.1% as compared to last year. The increase in cost of revenue was larger than the increase of revenue for the year 2017. During the year, two restaurants, named U • Pot (Wong Tai Sin) and U • Pot (North Point) became buffet style restaurants which the cost of materials consumed increased. The cost of materials consumed approximately 26.9% of the Group's revenue from Chinese restaurants operations for the year 2017 while only 24.4% for the year 2016.

除譽宴(旺角)(1)及(2)以及譽宴·星海(The One)外,因所有酒樓的婚宴客戶及用膳客戶的總數均有減少,所有其他酒樓之座席翻臺率較二零一六年同期下降。董事認為,翻臺率截至二零一七年十二月三十一日止年度下降乃由於a)位於黃大仙、北角及觀塘的酒樓於二零一七年裝修期間內客戶及收益減少;及b)香港零售業於二零一七年持續低迷。

譽宴·星海(The One)之座席翻臺率相對低於其他酒樓,而婚宴客戶及用膳客戶的平均消費較其他酒樓高。二零一七年,譽宴·星海(The One)的婚宴收益貢獻該店總收益的64.4%,而餘下酒樓的平均婚宴收益產生率為約18.0%。董事認為,譽宴·星海(The One)坐落於尖沙咀核心地段,裝修風雅精緻,特設海景露台,維多利亞港的醉人景色更是一覽無遺,吸引更多潛在婚宴客戶。

收益成本

收益成本主要包括用料成本、分銷貨品成本、提供婚禮服務的成本及物業租賃成本。截至二零一七年十二月三十一日止年度之收益成本約為98,854,000港元(二零一六年:89,769,000港元),較去年增加約10.1%。收益成本的增幅較二零一七年收益的增幅為多。年內,兩家酒樓(即譽鍋(黃大仙)及譽鍋(北角))成為自助風格餐廳,其耗材成本亦有所增加。二零一七年,耗材成本佔本集團中式酒樓營運收益約26.9%,而二零一六年僅佔24.4%。

Employee Benefits Expenses

The Group had 480 employees as at 31 December 2017 (31 December 2016: 527).

Employee benefits expenses for the year ended 31 December 2017 amounted to approximately HK\$106,056,000 (2016: HK\$110,948,000), representing a decrease of approximately 4.4% compared to last year. The Group would regularly review the work allocation of the staff to improve and maintain a high standard of service.

Operating Lease Payments

Operating lease payments for the year ended 31 December 2017 amounted to approximately HK\$79,389,000, representing an increase of approximately 6.4% as compared to last year. The increase was mainly due to the opening of U Banquet • The StarView (The One) in September 2016, which have a full year impact in 2017 operating lease payments.

Utilities Expenses

In order to save energy, during the year, we had replaced certain kitchen equipment in our restaurants which we can conserving energy and using it more efficiently. As a result, utilities expenses for the year ended 31 December 2017 amounted to approximately HK\$32,415,000 representing a decrease of approximately 2.8% as compared to last year.

Impairment of Property, Plant and Equipment

Having considered the consistently, unfavourable sales performance of the two Chinese restaurants, the management of the Group has consequently determined to fully impaired the property, plant and equipment pertaining to these two Chinese restaurants business amounting to approximately HK\$9,369,000 for the year ended 31 December 2017 (2016: Nil).

僱員福利開支

於二零一七年十二月三十一日，本集團有480名僱員（二零一六年十二月三十一日：527名）。

截至二零一七年十二月三十一日止年度，僱員福利開支約為106,056,000港元（二零一六年：110,948,000港元），較去年減少約4.4%。本集團將定期檢討員工的工作分配以提高及維持高服務標準。

經營租賃付款

截至二零一七年十二月三十一日止年度，經營租賃付款約為79,389,000港元，較去年增長約6.4%，經營租賃付款增加主要由於二零一六年九月開設譽宴·星海(The One)而對二零一七年經營租賃付款產生全年影響。

公共設施開支

為節省能源，我們已於年內更換我們酒樓的若干廚房設備，使我們能夠節省能源及更高效地加以使用。因此，截至二零一七年十二月三十一日止年度，公共設施開支約為32,415,000港元，較去年減少約2.8%。

物業、廠房及設備減值

經考慮其中兩間中式酒樓一直錄得不利的銷售表現，本集團管理層因此決定於截至二零一七年十二月三十一日止年度將有關該兩間中式酒樓業務的物業、廠房及設備約9,369,000港元悉數減值（二零一六年：無）。

Other Expenses

Other expenses mainly represent expenses incurred for the Group's operation, consisting of consultancy service fee, service fees to temporary workers, kitchen consumables, laundry, cleaning, repair and maintenance, advertising and promotion, legal and professional, etc. For the year ended 31 December 2017, other expenses amounted to approximately HK\$77,550,000, representing an increase of approximately 5.9% as compared to last year. The increase mainly arise from the share-based payment expenses granted to consultants approximately 3.0 million for the year 2017 while no such expenses incurred in the year 2016.

Loss Before Tax and Loss Attributable to Owners of the Company

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

It is primarily due to keep depression in Hong Kong's retail industry in 2017 and the loss of revenue during the decoration period of U Banquet (Mong Kok) (1) and (2) and U Banquet (Wong Tai Sin) in the first half of 2017 and the decoration period of U Banquet • The StarView (Kwun Tong) in the second half of 2017. As a result, even though aggregated with the revenue of U Banquet • The StarView (The One) opened in September 2016, the revenue generated from Chinese restaurant and wedding business only slightly increased from approximately HK\$355,020,000 in 2016 to approximately HK\$362,538,000 for 2017.

With an increase in the cost of revenue and operating cost which includes operating lease payment, other expenses and the impairment loss of the property, plant and equipment, the Group incurred a loss before tax and a loss attributable to owners of the Company for the year ended 31 December 2017 of approximately HK\$55,307,000 and HK\$56,186,000 respectively, while the loss before tax and loss attributable to owners of the Company amounted to approximately HK\$51,859,000 and HK\$53,846,000 in last year.

其他開支

其他開支主要指本集團的營運開支，包括顧問服務費、付予臨時工人的服務費、廚具、洗衣、清潔、維修及維護、廣告及推廣、法律及專業費用等。截至二零一七年十二月三十一日止年度，其他開支約為77,550,000港元，較去年增加約5.9%。有關增加主要來自二零一七年授予顧問之以股份為基礎的付款開支約3.0百萬港元，而二零一六年並無產生有關開支。

除稅前虧損及本公司擁有人應佔虧損

於回顧年度，經營用膳服務之酒樓的表現並未達到本集團管理層預期。

此乃主要由於二零一七年香港零售業持續低迷以及譽宴（旺角）(1)及(2)及譽宴（黃大仙）於二零一七年上半年的裝修期間以及譽宴·星海（觀塘）於二零一七年下半年的裝修期間蒙受收益損失所致。因此，儘管已合併計算於二零一六年九月開設的譽宴·星海(The One)的收益，但中式酒樓及婚禮業務產生之收益僅由二零一六年之約355,020,000港元輕微增加至二零一七年之約362,538,000港元。

由於收益成本及營運成本（包括經營租賃付款、其他開支以及物業、廠房及設備減值虧損）有所增加，本集團於截至二零一七年十二月三十一日止年度產生除稅前虧損及本公司擁有人應佔虧損分別約55,307,000港元及56,186,000港元，而去年則錄得除稅前虧損及本公司擁有人應佔虧損分別約51,859,000港元及53,846,000港元。

Liquidity, Financial Resources and Capital Resources

Capital Structure

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

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

In no different with others in the industry, the Group monitors its capital on the basis of the gearing ratio. The Group's strategy, which was unchanged during the year ended 31 December 2017, was to lower the gearing ratio to an acceptable level.

Cash Position and Pledged Bank Deposit

As at 31 December 2017, the Group's cash and cash equivalents were approximately HK\$196,335,000, representing a decrease of 34.2% as compared to approximately HK\$298,604,000 as at 31 December 2016. The Group's controlling shareholder and director, Mr. Sang has granted an unsecured loan facility up to HK\$300 million with an interest rate of 4.5% per annum for a term of two years up to 1 November 2018. The Company intends to use the loan facility to meet the Group's day-to-day operational expenses and working capital needs and for investment opportunities which may arise from time to time in the future. As at 31 December 2017, the Group owed to Mr. Sang an amount of approximately HK\$150,690,000 and most of the funding was deposited in the bank. Subsequent to the balance sheet date up to 22 January 2018, the Group had repaid HK\$142,920,000 to Mr. Sang. Mr. Sang had confirmed his intention not to demand for repayment of the remaining outstanding balances as at 31 December 2017 for the coming twelve months from the date of this report.

There were no pledged bank deposits as at 31 December 2017 (2016: Nil).

流動資金、財務資源及資本來源 資本架構

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

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

與業內其他同行一樣，本集團以資產負債比率為基準監察其資本。本集團的策略於截至二零一七年十二月三十一日止年度保持不變，是將資產負債比率降至可接納的水平。

現金狀況及已抵押銀行存款

於二零一七年十二月三十一日，本集團的現金及現金等價物約為196,335,000港元，較於二零一六年十二月三十一日約298,604,000港元減少34.2%。本集團的控股股東兼董事桑先生已以年利率4.5%授出兩年期之300百萬港元無擔保貸款融資至二零一八年十一月一日止。本公司計劃將貸款融資用作應付本集團日常營運開支及營運資金需求，以及未來潛在投資機會的不時之需。於二零一七年十二月三十一日，本集團結欠桑先生約150,690,000港元款項，其中大部分資金存於銀行。於結算日後直至二零一八年一月二十二日，本集團已向桑先生償還142,920,000港元。桑先生已確認，彼無意要求於自本報告日期起未來十二個月內償還於二零一七年十二月三十一日之餘下未償還結餘。

於二零一七年十二月三十一日並無已抵押銀行存款（二零一六年：無）。

Borrowing

On 9 May 2017, the Group entered into a loan facility agreement with a director of certain subsidiaries of which the director has agreed to make available to the Group from time to time an unsecured loan facility amounting to HK\$60,000,000 with an interest rate of 4.5% per annum for a term of 2.5 years. As at 31 December 2017, a total of HK\$45,000,000 of this loan was drawn down.

Subsequent to the balance sheet date, the Group has repaid HK\$20,000,000 of this loan. This director had confirmed his intention not to demand for repayment of the remaining outstanding balance of HK\$25,000,000 for coming twelve months from 27 March 2018.

Trade Receivables

As at 31 December 2017, the Group's trade receivables were approximately HK\$1,955,000, representing a decrease of approximately 1.9% as compared to the last year. The trade receivables mainly comprised of trade receivable from the Chinese restaurants operation. The trade receivables remained stable for two year ended 31 December 2017.

Gearing Ratio

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) plus loans from a shareholder less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt. As at 31 December 2017, the Group was in a net cash position, hence, no gearing ratio is disclosed. As at 31 December 2016, the Group's gearing ratio was 46.4%.

借款

於二零一七年五月九日，本集團與若干附屬公司之一名董事訂立貸款融資協議，該名董事已同意不時向本集團提供一筆60,000,000港元、年利率為4.5%的無抵押貸款融資，為期2.5年。於二零一七年十二月三十一日，該筆貸款中總共45,000,000港元已獲提取。

於結算日後，本集團已償還該筆貸款中20,000,000港元。該董事已確認自二零一八年三月二十七日起十二個月內，彼並無要求償還餘下尚未償還結餘25,000,000港元。

貿易應收款項

於二零一七年十二月三十一日，本集團的貿易應收款項約為1,955,000港元，較去年減少約1.9%。貿易應收款項主要包括來自中式酒樓業務的貿易應收款項。截至二零一七年十二月三十一日止兩個年度，貿易應收款項維持穩定。

資產負債比率

資產負債比率按債務淨額除以資本總額計算。債務淨額按總借款（包括綜合資產負債表所列的即期及非即期借款）加股東貸款減現金及現金等價物計算。資本總額乃按綜合資產負債表所列的「權益」加債務淨額計算。於二零一七年十二月三十一日，本集團處於淨現金狀態，故此，並無披露資產負債比率。於二零一六年十二月三十一日，本集團的資產負債比率為46.4%。

Foreign Exchange Exposure

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

Charges on Assets

Detail of charges on assets on the Group's as at 31 December 2017 are set out in Notes 16, 17, 23 and 29 to the consolidated financial statements.

Employees and Remuneration Policies

The Group had 480 (2016: 527) employees as at 31 December 2017. The Group's remuneration practices are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee.

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

Dividends

The Directors do not recommend payment of final dividend in respect of the year ended 31 December 2017 (2016: Nil).

外匯風險

由於大部分收入及開支是以港元計值，本集團並無面臨重大外匯風險。

資產抵押

於二零一七年十二月三十一日本集團的資產抵押詳情載於綜合財務報表附註16、17、23及29。

僱員及薪酬政策

於二零一七年十二月三十一日，本集團有480名（二零一六年：527名）僱員。本集團的薪酬常規符合當前市場常規，乃基於僱員個人表現、資格及經驗釐定。

董事薪酬由薪酬委員會參考其為本公司事務付出的時間、精力及專長釐定。

股息

董事不建議派發任何截至二零一七年十二月三十一日止年度末期股息（二零一六年：無）。

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

Lapse of Acquisition Agreement

On 7 December 2016, the Company announced that 北京慧事通科技有限公司 (Beijing Huishitong Technology Company Limited*) (the "Purchaser"), an indirect wholly-owned subsidiary of the Company entered into an acquisition agreement (the "Acquisition Agreement"), pursuant to which the Purchaser conditionally agreed to purchase and 北京日興房地產發展有限公司 (Beijing Rixing Property Development Company Limited*), a company incorporated in the PRC with limited liability (the "Vendor") conditionally agreed to sell the target property at the consideration of approximately RMB101,100,000 (approximately HK\$113,000,000), (the "Acquisition Announcement"). For details, please refer to the Company's announcement dated 7 December 2016.

On 28 February 2017, the Company announced that as the conditions precedent to the Acquisition Agreement have not been fulfilled by the long-stop date and no extension of time was agreed by the Vendor and the Purchaser, the Acquisition Agreement has lapsed in accordance with the terms thereof. For details, please refer to the Company's announcement dated 28 February 2017.

Placing of new shares under general mandate

On 4 January 2017, the Company entered into the placing agreement with a placing agent for the placing of up to an aggregate of 93,000,000 new shares to the placees at the placing price of HK\$1.61 per placing share under general mandate. Placing agreement have been fulfilled and completion of the placing took place on 23 January 2017 in accordance with the terms and conditions of the placing agreement.

The net proceeds of the placing amounted to approximately HK\$146,700,000, after deducting relevant expenses incurred in relation to the placing, are estimated to apply approximately HK\$107,400,000 for payment of second instalment of the proposed property acquisition as referred in the Acquisition Announcement and the balance of approximately HK\$39,300,000 to be applied for the repayment of part of shareholder's loan and the general working capital of the Group. For details, please refer to the Company's announcements dated 4 January and 23 January 2017.

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

收購協議失效

於二零一六年十二月七日，北京慧事通科技有限公司（「買方」，一間本公司間接全資附屬公司）與北京日興房地產發展有限公司（一間於中國註冊成立之有限公司，「賣方」）訂立收購協議（「收購協議」），據此，買方有條件同意購買及賣方有條件同意出售目標物業，代價約為人民幣101,100,000元（約113,000,000港元）（「收購公佈」）。有關詳情，請參閱本公司日期為二零一六年十二月七日之公佈。

於二零一七年二月二十八日，本公司宣佈，由於至截止日期收購協議的先決條件未能達成且買賣雙方並無協定延長時限，收購協議根據其條款已告失效。有關詳情，請參閱本公司日期為二零一七年二月二十八日之公佈。

根據一般授權配售新股份

於二零一七年一月四日，本公司根據一般授權與一名配售代理就向承配人配售合共最多93,000,000股新股份（每股配售股份的配售價1.61港元）訂立配售協議。配售協議已獲達成，且已於二零一七年一月二十三日根據配售協議的條款及條件完成配售事項。

配售事項所得款項淨額約146,700,000港元（經扣除有關配售事項所產生之有關開支），估計約107,400,000港元將用於支付收購公佈所述建議物業收購的第二期款項及餘額約39,300,000港元將用於償還部分股東貸款及本集團的一般營運資金。有關詳情，請參閱本公司日期為二零一七年一月四日及一月二十三日之公佈。

* For identification purpose only

Upon the announcement of lapse of acquisition agreement dated 28 February 2017, the Company intended to allocate the Proceeds for Proposed Property Acquisition in the amount of approximately HK\$107,400,000 towards acquisition of other potential properties in Hong Kong and/or China which is expected to generate a stable and constant stream of rental income to the Group.

Acquisition of office property in Beijing

During the year, the Company acquired an office property in Beijing, classified as investment property, through the acquisition of the entire issued share capital in New Fortune Holding Group Limited (“New Fortune”) (the “Acquisition”) at a consideration of RMB76,500,000 (approximately HK\$87,800,000).

The Acquisition was completed on 30 June 2017. New Fortune is an investment holding company which indirectly holds the entire issued share capital in Beijing Huashu Property Development Limited* (北京華樹房地產開發有限公司) (the “Beijing Huashu”). Beijing Huashu is principally engaged in leasing of self-owned commodity property located at No. 8, Fuchengmen Road, Xicheng District, Beijing, the PRC (北京市西城區阜成門外大街8號樓). For details, please refer to the Company’s announcements dated 16 June 2017 and 30 June 2017.

Acquisition of financial assets at fair value through profit and loss

As at 31 December 2017, the Group has financial assets at fair value through profit and loss amounting to approximately HK\$3,447,000 (As at 31 December 2016: Nil). All of them are listed equity shares in Hong Kong.

During the year, the Group recorded realised gain on disposal of financial assets at fair value through profit and loss, fair value gain of financial assets at fair value through profit and loss and dividend income from financial assets at fair value through profit and loss in the amount of HK\$2,206,000, HK\$108,000 and HK\$189,000 respectively (year ended 31 December 2016: Nil, Nil and Nil).

於二零一七年二月二十八日公佈收購協議失效後，本公司擬將金額約為107,400,000港元之用於建議物業收購的所得款項分配用作收購，預期將為本集團帶來穩定及固定租金收入流的其他香港及／或中國潛在物業。

收購北京辦公樓物業

年內，本公司透過收購裕祥控股集團有限公司（「裕祥」）之全部已發行股本，收購了一間北京辦公樓物業，分類為投資物業，代價為人民幣76,500,000元（約87,800,000港元）（「收購事項」）。

收購事項已於二零一七年六月三十日完成。裕祥為一家投資控股公司，間接持有北京華樹房地產開發有限公司（「北京華樹」）之全部已發行股本。北京華樹主要從事位於中國北京市西城區阜成門外大街8號樓的自有商品物業的租賃。有關詳情，請參閱本公司日期為二零一七年六月十六日及二零一七年六月三十日之公佈。

收購按公平值計入損益列賬的金融資產

於二零一七年十二月三十一日，本集團有約3,447,000港元的按公平值計入損益列賬的金融資產（於二零一六年十二月三十一日：無）。所有該等金融資產均為香港上市股份。

年內，本集團錄得就出售按公平值計入損益列賬的金融資產之已變現收益、按公平值計入損益列賬的金融資產之公平值收益及按公平值計入損益列賬的金融資產之股息收入分別達2,206,000港元、108,000港元及189,000港元（截至二零一六年十二月三十一日止年度：無、無及無）。

* For identification purpose only

Potential future investment

On 20 April 2017, the Company entered into a memorandum of understanding agreement with Dr. Feng Xiangdong* (奉向東博士) and Gefeng Environmental Protection Technology Co. Ltd* (格豐環保科技有限公司) (the "Target company") in respect of the proposed capital injection into the Target Company. For details, please refer to the Company's announcement dated 20 April 2017. The proposed investment is still under negotiation up to the date of this report.

On 9 February 2018, a wholly owned subsidiary of the Company ("the Purchaser") and Mr. Wan Zhong ("the Seller") entered into a sales and purchase agreement ("the Agreement"). Pursuant to the Agreement, the Purchaser has conditionally agreed to purchase from the Seller 51% interest in a company which, through its indirectly owned subsidiary, engages in the environmental maintenance business in Mainland China. Please refer to the Company's announcement dated 9 February 2018 for further details.

USE OF PROCEEDS

The Company has conducted the following equity fund raising activities during the year ended 31 December 2017:

Date of announcement 公佈日期	Fund raising activity 集資活動	Net proceeds raised 籌集的所得款項淨額 (approximately) (約)	Proposed use of the net proceeds 所得款項淨額的建議用途 (approximately) (約)	Actual use of the net proceeds 所得款項淨額的實際用途 (approximately) (約)
4 and 23 January 2017	Placement of new shares under general mandate	HK\$146,700,000	HK\$107,400,000 for payment of second instalment of the proposed property acquisition as referred in the Acquisition Announcement and the balance HK\$39,300,000 to be applied for the repayment of part of shareholder's loan and the general working capital of the group.	Part of the net proceed of HK\$87,800,000 was utilized for the acquisition of office property located in Beijing and HK\$14,100,000 was applied for the acquisition of held for trading investment. The remaining HK\$44,800,000 was applied for the repayment of part of shareholder's loan and the general working capital of the group.
於二零一七年一月四日及二十三日	根據一般授權配售新股份	146,700,000港元	107,400,000港元將用於支付收購公佈所述建議物業收購的第二期款項及餘額39,300,000港元將用於償還部分股東貸款及本集團的一般營運資金。	部分所得款項淨額87,800,000港元用於收購北京辦公樓物業，及14,100,000港元用於收購持作買賣投資。餘額44,800,000港元用於償還部分股東貸款及本集團的一般營運資金。

Save as disclosed above and the Company's announcement dated 15 March 2018, the Company has not conducted any other equity fund raising activities for the year ended 31 December 2017 and the period immediately prior to the date of this report.

潛在未來投資

於二零一七年四月二十日，本公司與奉向東博士及格豐環保科技有限公司（「目標公司」）訂立一份併購意向書協議，內容有關建議向目標公司注資。有關詳情，請參閱本公司日期為二零一七年四月二十日之公佈。建議投資截至本報告日期仍在協商中。

於二零一八年二月九日，本公司全資附屬公司（「買方」）與萬忠先生（「賣方」）訂立買賣協議（「協議」）。根據協議，買方有條件同意向賣方購買一間公司之51%權益，該公司透過其間接擁有的附屬公司在中國內地從事環境維護業務。請參閱本公司日期為二零一八年二月九日之公佈以取得進一步詳情。

所得款項用途

於截至二零一七年十二月三十一日止年度，本公司已進行以下股本集資活動：

除上文及本公司日期為二零一八年三月十五日之公佈中所披露者外，於截至二零一七年十二月三十一日止年度及緊接本報告日期前期間，本公司並無進行任何其他股本集資活動。

* For identification purpose only

Contingent Liabilities

As at 31 December 2017, the Group did not have any material contingent liabilities.

Share Option

On 17 May 2017, the Company has granted share options (the "Options") under its share option scheme (the "Share Option Scheme") adopted on 19 November 2013 to certain eligible grantees (the "Grantees"), which, subject to acceptance by the Grantees, will enable the Grantees to subscribe for an aggregate of 11,600,000 ordinary shares of the Company of HK\$0.01 each in the share capital of the Company as stated in the announcement of the Company dated 17 May 2017. No option had been exercised during the year. As at 31 December 2017, no Option was lapsed and there were 11,600,000 Options outstanding under the Share Option Scheme.

Event After the Reporting Period

- (i) Saved for disclosure in potential future investment before, subsequent to the balance sheet date, on 20 January 2018, the Company, Ge Feng and Dr. Feng entered into a second supplemental agreement to the MOU pursuant to which the parties agreed to, among others, further extend the exclusivity period for further six-month in order to allow additional time for the negotiation process. Upon the execution of the second supplemental agreement to the MOU, the exclusivity period shall expired on fifteen-month period from the date of the MOU.
- (ii) On 15 January 2018 and 1 February 2018, the Group has completed the transactions for sales of industrial properties and residential properties classified under non-current assets held for sale as at 31 December 2017 and received a net proceeds of HK\$32,182,000.

或然負債

於二零一七年十二月三十一日，本集團並無任何重大或然負債。

購股權

於二零一七年五月十七日，本公司已根據其於二零一三年十一月十九日採納的購股權計劃（「購股權計劃」）向若干合資格承授人（「承授人」）授出購股權（「購股權」），此舉（待承授人採納後）將讓承授人得以認購本公司日期為二零一七年五月十七日之公佈所訂明本公司股本中每股面值0.01港元的合共11,600,000股本公司普通股。年內，概無任何購股權獲行使。於二零一七年十二月三十一日，概無購股權已告失效，且根據購股權計劃，有11,600,000份購股權尚未行使。

報告期後事項

- (i) 除於先前潛在未來投資之披露外，於結算日後，於二零一八年一月二十日，本公司、格豐及奉博士簽立併購意向書之第二份補充協議，據此，訂約方同意（其中包括）將獨家期間進一步延長六個月，以便有更多時間進行磋商。於簽立併購意向書之第二份補充協議後，獨家期間應為自併購意向書之日起的十五個月期間屆滿。
- (ii) 於二零一八年一月十五日及二零一八年二月一日，本集團已完成銷售於二零一七年十二月三十一日分類為持作銷售非流動資產之工廠物業及住宅物業之交易，並取得所得款項淨額32,182,000港元。

Management Discussion and Analysis 管理層討論及分析

- (iii) On 9 February 2018, a wholly owned subsidiary of the Company (the “Purchaser”) and Mr. Wan Zhong (the “Vendor”) entered into a sales and purchase agreement in which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell, 51% of the entire issued share capital of BYL Property Holdings Group Limited, a company incorporated in the British Virgin Islands and wholly owned by the Vendor (“BYL”), at aggregate consideration of RMB132,600,000 (subject to adjustments) (equivalent to approximately HK\$159,120,000). BYL and its subsidiaries (collectively as “BYL Target Group”) is principally engaged in the environmental maintenance business in Mainland China. As at the date of this report, the conditions precedent of the sales and purchase agreement have yet been fulfilled, thus the transaction has yet been completed.
- (iii) 於二零一八年二月九日，本公司之全資附屬公司（「買方」）與萬忠先生（「賣方」）訂立買賣協議，其中買方有條件同意購買而賣方有條件同意出售於寶潤來置業控股集團有限公司（一間於英屬處女群島註冊成立並由賣方全資擁有之公司）（「寶潤來」）全部已發行股本之51%，總代價為人民幣132,600,000元（可予調整）（相當於約159,120,000港元）。寶潤來及其附屬公司（統稱「寶潤來目標集團」）主要於中國內地從事環境維護業務。於本報告日期，買賣協議的先決條件尚未達成，因此該交易尚未完成。
- (iv) Subsequent to the balance sheet date, shareholder loans amounting to HK\$142,920,000 were repaid to minimise the interest expenses incurred by the Group.
- (iv) 於結算日後，股東貸款142,920,000港元已償還，以盡量減少本集團所產生的利息開支。
- (v) On 15 March 2018, the Company entered into an agreement for the placing of up to an aggregate of 180,000,000 new ordinary shares of the Company to not less than six placees at a price of HK\$1.8 per share, subjected to the conditions precedent set out in the agreement (the “Share Placing”).
- (v) 於二零一八年三月十五日，本公司訂立協議以按每股1.8港元之價格向不少於六名承配人配售合共最多180,000,000股本公司新普通股，惟待該協議所載之先決條件達成後方可作實（「股份配售」）。

On the same date of Share Placing, the Company entered into a subscription agreement with CASIC Investment Fund Management (Beijing) Limited Company (the “Subscriber”) in which the Subscriber has conditionally agreed to subscribe for (or procure the subscription by its nominee(s)) and the Company has conditionally agreed to allot and issue an aggregate of another 180,000,000 new ordinary shares of the Company at a price of HK\$1.8 per share. (the “Subscription”).

Upon the fulfillment of the conditions precedent and completion of the Subscription, the Company expects to receive a net proceeds of approximately HK\$643,300,000.

於股份配售同日，本公司與航天科工投資基金管理（北京）有限公司（「認購人」）訂立認購協議，其中認購人有條件同意認購（或促使其提名人認購）而本公司有條件同意按每股1.8港元之價格另行配發及發行本公司合共180,000,000股新普通股（「認購事項」）。

於先決條件達成及認購事項完成後，本公司預期將收取所得款項淨額約643,300,000港元。

Management Discussion and Analysis 管理層討論及分析

The net proceeds from the Share Placing and Subscription are expected by the Company to (i) finance the acquisition of BYL Target Group as mentioned in (iii) above; (ii) the potential capital injection into Ge Feng Target Group as mentioned in note (i) above, subjected to further negotiation and contemplating of the possible structure, terms and conditions of the cooperation by the parties; (iii) other potential business opportunities and future investments of the Group; and (iv) general working capital.

Prospects

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

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

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

本公司預期股份配售及認購事項所得款項淨額將(i)按上文(iii)所述，為收購寶潤來目標集團提供資金；(ii)按上文附註(i)所述，向格豐目標集團潛在注資，須待進一步磋商及擬定有關方合作之可能架構、條款及條件後方可作實；(iii)本集團其他潛在商機及未來投資；及(iv)一般營運資金。

展望

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

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

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

Biographical Details Of Directors And Senior Management

董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Sang Kangqiao (桑康喬), aged 42, was appointed as executive director of the Company on 27 October 2016 and is the Chairman of the board of directors of the Company. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Sang obtained a bachelor's degree in electrical engineering from Beijing Institute of Technology. Mr. Sang has over 15 years of experience in the securities investment industry in Hong Kong and the PRC.

Mr. Xu Wenze (許文澤), aged 54, was appointed as executive director of the Company on 27 October 2016. Mr. Xu obtained a master's degree in business administration from Tsinghua School of Economics and Management. Mr. Xu has been the president of Guorun Construction Group Limited since 1996 and the general manager of Beijing Rixing Property Development Limited since 2004. From 2014 to present, Mr. Xu has been employed as the president of Guorun Holdings Group Limited. He is also the chairman and director of Asia Pacific Aviation Leasing Group from 2016.

Mr. Cui Peng (崔鵬), aged 44, was appointed as executive director of the Company on 27 October 2016. Mr. Cui obtained a bachelor's degree in money and banking from Beijing Business School in 1997. Mr. Cui was employed as the assistant general manager of Sinotrans & CSC Holdings Co., Ltd's finance department from 1997 to 2012. From 2012 to 2014, Mr. Cui was the managing director of capital operations of ABCI China Investment Corporation Limited. Mr. Cui has over 19 years of experience in the securities investment industry in PRC and over 10 years of experience in Hong Kong's securities industry.

執行董事

桑康喬先生，42歲，於二零一六年十月二十七日獲委任為本公司執行董事，並為本公司董事會主席。彼亦為提名委員會主席及薪酬委員會成員。桑先生自北京理工大學獲得電氣工程學士學位。桑先生於香港及中國證券投資行業擁有逾15年經驗。

許文澤先生，54歲，於二零一六年十月二十七日獲委任為本公司執行董事。許先生自清華大學經濟管理學院獲得工商管理碩士學位。自一九九六年起，許先生受聘為國潤建設集團有限公司總裁及自二零零四年起任北京日興房地產發展有限公司總經理。於二零一四年至今，許先生受聘為國潤控股集團有限公司總裁，彼亦自二零一六年起擔任亞太航空租賃集團之主席兼董事。

崔鵬先生，44歲，於二零一六年十月二十七日獲委任為本公司執行董事。崔先生於一九九七年自北京商學院獲得貨幣銀行學學士學位。於一九九七年至二零一二年，崔先生受聘為中國外運長航集團有限公司財務部助理總經理。於二零一二年至二零一四年，崔先生受聘為農銀國際(中國)投資有限公司資本營運董事總經理。崔先生於中國證券投資行業擁有逾19年經驗，及於香港證券行業擁有逾10年經驗。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. XU Zhihao (徐志浩), aged 46, was appointed as independent non-executive director of the Company on 27 October 2016. He is also a member of the Audit Committee and Nomination Committee. Mr Xu graduated with a bachelor's degree in laws from Guangzhou Jinan University in 1994 and obtained a master of laws from the graduate school of China University of Political Science and Law in 2004. Mr. XU Zhihao was employed by a real estate company prior to working at Huabang (Guangdong) Century law firm. From 2001 to 2003, Mr. XU Zhihao worked in Guang Dong Rong Guan law firm. Mr. XU Zhihao is currently a senior partner in Jincheng Tongda & Neal (Shenzhen) and has extensive experience in the operation of banks and non-bank financial institutions, including trusts, securities and financing leasing institutions. Mr. XU Zhihao is skilled in various real estate financing, including trust support and equity financing.

Mr. LAM Ka Tak (林嘉德), aged 36, was appointed as independent non-executive director of the Company on 27 October 2016. He is also the Chairman of the Audit Committee and a member of Remuneration Committee. Mr. Lam graduated from Hong Kong Polytechnic University with a bachelor's degree in accounting in 2003 and obtained a master of business administration from the Hong Kong University in 2013. Mr. LAM Ka Tak was employed by RSM Nelson Wheeler (currently known as RSM Hong Kong) before working as an audit manager at KPMG. Mr. LAM Ka Tak currently serves as the chief financial officer of Beijing Enterprises Medical and Health Industry Group Limited (Stock Code: 2389), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak is also employed as an executive director by Beijing Sports and Entertainment Industry Group Limited (Stock Code: 1803), a company listed on the Main Board of the Stock Exchange. Mr. LAM Ka Tak has over 13 years of experience in accounting and financial matters.

獨立非執行董事

徐志浩先生，46歲，於二零一六年十月二十七日獲委任為本公司獨立非執行董事。彼亦為審核委員會及提名委員會成員。徐先生於一九九四年畢業於廣州暨南大學，獲法律學士學位，並於二零零四年畢業於中國政法大學，獲法律碩士學位。於任職於廣東華邦律師事務所前，徐志浩先生受僱於一家房地產公司。於二零零一年至二零零三年，徐志浩先生任職於廣東融關律師事務所。徐志浩先生現為北京金城同達（深圳）律師事務所的高級合夥人並於經營銀行及非銀行金融機構（包括信託、證券及融資租賃機構）方面擁有豐富經驗。徐志浩先生擅長於各種房地產融資，包括信託支持及股本融資。

林嘉德先生，36歲，於二零一六年十月二十七日獲委任為本公司獨立非執行董事。彼亦為審核委員會主席及薪酬委員會成員。林先生於二零零三年畢業於香港理工大學，獲會計學學士學位，並於二零一三年獲得香港大學工商管理碩士學位。於畢馬威會計師事務所擔任核數經理前，林嘉德先生受僱於羅申美會計師行（現稱為中瑞岳華（香港）會計師事務所）。林嘉德先生現擔任聯交所主板上市公司北控醫療健康產業集團有限公司（股份代號：2389）之財務總監。林嘉德先生亦獲聯交所主板上市公司北京體育文化產業集團有限公司（股份代號：1803）聘任為執行董事。林嘉德先生於會計及財務事宜方面擁有逾13年經驗。

Ms. LIU Yan (劉艷), aged 47, was appointed as independent non-executive director of the Company on 27 October 2016. She is also the Chairman of the Remuneration Committee and a member of Audit Committee and Nomination Committee. Ms. Liu graduated with a bachelor's degree in economics from Central University of Finance and Economics in 1992. Ms. LIU Yan passed all three levels of the Chartered Financial Analyst (CFA) Program. From 1992 to 1994, Ms. LIU Yan was employed as an analyst at Brilliance Group Holdings Limited. From 1994 to 2001, Ms. LIU Yan worked at PricewaterhouseCoopers as an audit manager. In 2005, Ms. LIU Yan joined Barclays Bank (New York) global risk division as an investment manager. She worked as a vice president of Angelo, Gordon & Co from 2007 to 2010. From 2010 to 2015, Ms. LIU Yan was a managing director of Fund Management Department and Strategic Investment Department in China Everbright Limited (Hong Kong). Currently, Ms. LIU Yan is an independent non-executive director of Tai United Holdings Limited (Stock Code: 718), a company listed on the Main Board of the Stock Exchange.

SENIOR MANAGEMENT

Mr. Yu Kin Man Duncan (余健文), aged 45, was appointed as the Company Secretary and Financial Controller of the Company on 19 December 2016. Mr. Yu holds a master degree in Professional Accounting and Corporate Governance in The City University of Hong Kong. Mr. Yu has over twenty years of experience in accounting, financial management and corporate finance. He is a fellow of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Institute of Chartered Secretaries.

劉艷女士，47歲，於二零一六年十月二十七日獲委任為本公司獨立非執行董事。彼亦為薪酬委員會主席以及審核委員會及提名委員會成員。劉女士於一九九二年畢業於中央財經大學，獲經濟學學士學位。劉艷女士已通過特許金融分析師(CFA)課程全部三個等級的考試。於一九九二年至一九九四年，劉艷女士獲華晨集團有限公司聘任為分析師。於一九九四年至二零零一年，劉艷女士任職於羅兵咸永道會計師事務所擔任審計部經理。於二零零五年，劉艷女士加入巴克萊銀行(紐約)全球風險部擔任投資經理。於二零零七年至二零一零年，彼曾擔任安祖高頓亞洲有限公司副總裁。於二零一零年至二零一五年，劉艷女士擔任中國光大控股有限公司(香港)基金管理部及戰略投資部之董事總經理。劉艷女士現為聯交所主板上市公司太和控股有限公司(股份代號：718)之獨立非執行董事。

高級管理層

余健文先生，45歲，於二零一六年十二月十九日獲委任為本公司之公司秘書兼財務總監。余先生於香港城市大學取得專業會計與企業管治理學碩士學位。余先生有超過20年的會計、財務管理及公司財務經驗。彼為英國特許公認會計師公會資深會員，香港會計師公會會員及香港特許秘書公會會員。

Report of the Directors

董事會報告

The board of directors of the Company ("Board") presents its annual report and the audited consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2017.

BUSINESS REVIEW

Details of business review are set out in the section of "Management Discussion and Analysis" on pages 14 to 31.

PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

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

Following a change in the Group's operating and reporting structure, starting from the year of 2017, the Group has three operating segments (i) Chinese restaurant and wedding business, (ii) property leasing business, and (iii) securities trading business. Property leasing and securities trading business are new business segments identified during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated financial statements on pages 80 to 81 of this annual report.

The directors of the Company ("Director(s)") do not recommend payment of any dividend in respect of the year ended 31 December 2017.

INTEREST CAPITALISED

No interest was capitalised by the Group during the year.

DISTRIBUTABLE RESERVES

As at 31 December 2017, the Company's reserves available for distribution to shareholders comprising share premium account plus accumulated losses, amounted to approximately HK\$87,311,000.

本公司董事會（「董事會」）提呈其年度報告以及本公司及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度之經審核綜合財務報表。

業務回顧

業務回顧詳情載於第14頁至31頁「管理層討論及分析」一節。

主要業務及分部資料

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

本集團的經營及呈報結構於二零一七年起出現變動，本集團擁有三個經營分部(i)中式酒樓及婚禮業務、(ii)物業租賃業務及(iii)證券買賣業務。物業租賃及證券買賣業務為年內新識別的業務分部。

業績及盈利

本集團截至二零一七年十二月三十一日止年度的業績載列於本年報第80頁至81頁的綜合財務報表內。

本公司董事（「董事」）不建議就截至二零一七年十二月三十一日止年度派付任何股息。

資本化利息

年內，本集團並無將利息撥作資本。

可供分派儲備

於二零一七年十二月三十一日，本公司可向股東分派的儲備包括股份溢價賬加累計虧損，約為87,311,000港元。

Report of the Directors 董事會報告

DONATIONS

Charitable and other donations made by the Group during the year amounted to HK\$12,500.

PRE-EMPTIVE RIGHTS

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

DIRECTORS

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

Executive Directors:

Mr. Sang Kangqiao (*Chairman*)
Mr. Cui Peng
Mr. Xu Wenze

Independent Non-executive Directors:

Mr. Lam Ka Tak
Mr. Xu Zhihao
Ms. Liu Yan

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

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 32 to 34 of the annual report.

DIRECTORS' SERVICE CONTRACTS

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

捐款

年內，本集團所作慈善及其他捐款為12,500港元。

優先購股權

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

董事

於年內直至本報告日期，本公司董事（「董事」）為：

執行董事：

桑康喬先生（主席）
崔鵬先生
許文澤先生

獨立非執行董事：

林嘉德先生
徐志浩先生
劉艷女士

各董事的任期須遵守本公司組織章程細則之輪值退任規定。

董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載列於本年報第32頁至34頁。

董事的服務合約

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

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

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

DIRECTORS' INTERESTS

At 31 December 2017, the following Directors, had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") as recorded in the register required to be kept under section 352 of SFO:

Long positions in shares of the Company

Name of director 董事姓名	Nature of interest 公司名稱	Number of shares/underlying shares held 所持股份／ 相關股份數目	Approximate % of shareholding 概約股權百分比
Mr. Sang Kangqiao 桑康喬先生	Beneficial owner 實益擁有人	189,152,000	
	Other 其他	105,800,000	
		294,952,000 (Note 1) (附註1)	52.86%
Mr. Cui Peng 崔鵬先生	Beneficial owner 實益擁有人	5,400,000	
	Other 其他	289,552,000	
		294,952,000 (Note 2) (附註2)	52.86%

獨立非執行董事的任期

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

董事的權益

於二零一七年十二月三十一日，下列董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份及相關股份中擁有記錄於根據證券及期貨條例第352條須存置之登記冊內的權益如下：

於本公司股份中的好倉

Report of the Directors 董事會報告

Name of director 董事姓名	Nature of interest 公司名稱	Number of shares/underlying shares held 所持股份/ 相關股份數目	Approximate % of shareholding 概約股權百分比
Mr. Xu Wenze 許文澤先生	Beneficial owner 實益擁有人	100,400,000	
	Other 其他	194,552,000	
		294,952,000 (Note 3) (附註3)	52.86%
Mr. Lam Ka Tak 林嘉德先生	Beneficial owner 實益擁有人	400,000 (Note 4) (附註4)	0.07%
Mr. Xu Zhihao 徐志浩先生	Beneficial owner 實益擁有人	400,000 (Note 4) (附註4)	0.07%
Ms. Liu Yan 劉艷女士	Beneficial owner 實益擁有人	400,000 (Note 4) (附註4)	0.07%

Note:

- The interest comprises 188,752,000 shares and 400,000 underlying shares in respect of the share options granted pursuant to the share option scheme. Details of the shares granted to this director are set out above under "Share Option Schemes". Other represents the shares and underlying shares held by Mr. Xu and Mr. Cui which are parties acting in concert with Mr. Sang and by virtue of the SFO, each of Mr. Sang, Mr. Xu and Mr. Cui is deemed to be interested in the shares held by each other.
- The interest comprises 5,000,000 shares and 400,000 underlying shares in respect of the share options granted pursuant to the share option scheme. Details of the share options granted to this director are set out above under "Share Option Schemes". Other represents the shares and underlying shares held by Mr. Sang and Mr. Xu which are parties acting in concert with Mr. Cui and by virtue of the SFO, each of Mr. Sang, Mr. Xu and Mr. Cui is deemed to be interested in the shares held by each other.

附註：

- 該等權益包括188,752,000股股份及根據購股權計劃所授出的購股權所涉及的400,000股相關股份。有關授予該董事的購股權詳情載於上文「購股權計劃」。其他指許先生及崔先生（彼等均為桑先生之一致行動人士）持有的股份及相關股份，而根據證券及期貨條例，桑先生、許先生及崔先生各自被視為於彼此持有的股份中擁有權益。
- 該等權益包括5,000,000股股份及根據購股權計劃所授出的購股權所涉及的400,000股相關股份。有關授予該董事的購股權詳情載於上文「購股權計劃」。其他指桑先生及許先生（彼等均為崔先生之一致行動人士）持有的股份及相關股份，而根據證券及期貨條例，桑先生、許先生及崔先生各自被視為於彼此持有的股份中擁有權益。

3. The interest comprises 100,000,000 shares and 400,000 underlying shares in respect of the share options granted pursuant to the share option scheme. Details of the share options granted to this director are set out above under "Share Option Schemes". Others represent the shares and underlying shares held by Mr. Sang and Mr. Cui which are parties acting in concert with Mr. Xu and by virtue of the SFO, each of Mr. Sang, Mr. Xu and Mr. Cui is deemed to be interested in the shares held by each other.
4. The interest are 400,000 underlying shares in respect of the share options granted pursuant to the share option scheme. Details of the share options granted to this director are set out above under "Share Option Schemes".

During the year ended 31 December 2017, there were no debt securities issued by the Group at any time. Save as disclosed herein, as at 31 December 2017, none of the Directors or chief executive of the Company or their associates had any interests and short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which each of them has taken or deemed to have taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2017, so far as is known to the Directors, none of the persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or who is expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

3. 該等權益包括100,000,000股股份及根據購股權計劃所授出的購股權所涉及的400,000股相關股份。有關授予該董事的購股權詳情載於上文「購股權計劃」。其他指桑先生及崔先生（彼等均為許先生之一致行動人士）持有的股份及相關股份，而根據證券及期貨條例，桑先生、許先生及崔先生各自被視為於彼此持有的股份中擁有權益。
4. 該等權益為根據購股權計劃所授出的購股權所涉及的400,000股相關股份。有關授予該董事的購股權詳情載於上文「購股權計劃」。

於截至二零一七年十二月三十一日止年度內，本集團概無於任何時間發行債務證券。除本年報所披露者外，於二零一七年十二月三十一日，本公司董事或主要行政人員或彼等之聯繫人概無於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之任何權益及淡倉（包括根據證券及期貨條例之有關條文彼等各自被視作或視為擁有之權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條例所指登記冊內之權益及淡倉；或根據上市規則附錄10須知會本公司及聯交所之權益及淡倉。

主要股東及其他人士於本公司股份、相關股份及債權證中的權益以及淡倉

於二零一七年十二月三十一日，就董事所知，概無人士（並非本公司董事或主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部而須向本公司披露之權益或淡倉；或預期直接或間接擁有附有權利可在一切情況下於本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上之權益或本公司根據證券及期貨條例第336條所存置之登記冊所記錄之主要股東。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

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

DIRECTORS' INTERESTS IN CONTRACTS

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

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

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

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group for the year ended 31 December 2017 are set out in Note 37 to the consolidated financial statements. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

EMPLOYEES AND REMUNERATION POLICIES

Details of the emoluments of the Directors of the Company and the five highest paid individuals of the Group are set out in Notes 10 and 11 to the consolidated financial statements.

董事於競爭業務中擁有的權益

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

董事於合約中的權益

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

購買股份或債權證的安排

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

關聯方交易

有關本集團截至二零一七年十二月三十一日止年度之關聯方交易詳情載於綜合財務報表附註37。本公司確認，其已遵守上市規則第14A章項下之披露規定。

僱員及薪酬政策

有關本公司董事薪酬及本集團五名最高薪人士的詳情載於綜合財務報表附註10及11。

As at 31 December 2017, the Group had 480 employees. The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Company also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Company regularly review and determine the remuneration and compensation package of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

MANAGEMENT CONTRACTS

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to support environmental protection to ensure business development and sustainability. The Group implement green office practices to reduce the consumption of energy and natural resources. These practices include the use of energy-saving lightings and recycled paper, reduce energy consumption by switching off idle lightings, computers and electrical appliances and the use of environmentally friendly products whenever possible.

A separate environmental, social and governance report is expected to be published on the Stock Exchange's website and the Company's website no later than three months after this annual report has been published.

於二零一七年十二月三十一日，本集團有480名僱員。董事及高級管理層收取酬金的形式包括薪水、實物利益及酌情花紅，同時參照可比較公司所支付的薪酬、時間投入及本集團的業績進行釐定。本公司亦為其彌償為本集團提供服務或就本集團業務營運履行其職能時所產生的必要及合理開支。本公司參照（其中包括）可比較公司支付薪酬的市場水平、董事的相關責任及本集團的業績後，定期檢討及釐定董事及高級管理層的薪酬及補償待遇。

管理合約

年內概無訂立或存在任何有關本公司全部或絕大部分業務管理與行政之合約。

環境、社會及管治報告

本集團致力支持環境保護，以確保業務發展及可持續性。本集團推行綠色辦公室措施，以減低能源及自然資源之消耗。該等措施包括使用節能照明及環保紙，透過關閉閒置照明、電腦及電器，減少能源消耗，以及在可能情況下盡量使用環保產品。

一份單獨的環境、社會及管治報告預期將會不遲於刊發本年報後的三個月在聯交所網站及本公司網站刊發。

MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers in aggregate and the single largest customer of the Group accounted for approximately HK\$4,817,000 or 1.3% and HK\$2,513,000 or 0.7% of the Group's total revenue for the year ended 31 December 2017 respectively. The information in respect of the Group's purchases attributable to the major suppliers during the year is as follows:

The largest supplier

最大供應商

21.6%

Five largest suppliers in aggregate

五大供應商合計

44.9%

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

BANK LOANS AND OTHER BORROWINGS

Details of borrowings of the Group during the year are set out in Notes 29 and Note 37(c)(iii) & (iv) to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

主要客戶及供應商

本集團五大客戶合計及單一最大客戶分別佔本集團截至二零一七年十二月三十一日止年度總收益約4,817,000港元或1.3%及2,513,000港元或0.7%。年內，有關主要供應商所佔本集團採購量的資料如下：

Percentage of
the Group's
total purchases
佔本集團總採購量
百分比

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

銀行貸款及其他借款

本集團於年內的借款詳情載於綜合財務報表附註29及附註37(c)(iii)及(iv)。

購買、出售或贖回股份

年內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

SUFFICIENCY OF PUBLIC FLOAT

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

SHARE OPTION SCHEME

The share option scheme of the Company (the "Scheme") was adopted pursuant to a resolution passed by the Company's shareholders on 19 November 2013 (the "Adoption Date") for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries. The Scheme became effective on 10 December 2013 (the "Listing Date") and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date, the principal terms of which were summarized in the paragraph headed "Share Option Scheme" in Appendix IV to the Company's prospectus dated 28 November 2013.

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

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

公眾持股量的充足性

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

購股權計劃

本公司的購股權計劃（「計劃」）乃根據本公司股東於二零一三年十一月十九日（「採納日期」）通過的決議案而獲採納，主要旨在向合資格參與者提供機會可於本公司中擁有個人股權，以及激勵、吸引及留任其貢獻對本集團長期發展及盈利尤為重要之合資格參與者。計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、任何執行及非執行董事（包括獨立非執行董事）、顧問及諮詢人。計劃已於二零一三年十二月十日（「上市日期」）生效，且除非被另行取消或修訂，將自上市日期起十年內有效。計劃的主要條款概述於本公司日期為二零一三年十一月二十八日之招股章程附錄四「購股權計劃」一段。

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

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

Report of the Directors 董事會報告

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

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

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

The remaining life of the Scheme, which will expire on 9 December 2023, is approximately 5 years from the date of this report.

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

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

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

計劃將於二零二三年十二月九日到期，其餘下年期為自本報告日期起計約五年。

Share Option Movements

As at 31 December 2017, there were a total of 11,600,000 outstanding share options granted to directors, employees and consultants of the Company, details of which are as follows:

購股權變動

於二零一七年十二月三十一日，授予本公司董事、僱員及顧問的尚未行使購股權共有11,600,000份，有關詳情如下：

Name of director	Date of grant	Number of share options				Exercise price	Exercise period
		As at 1 January 2017	Granted during the year	Exercised during the year	As at 31 December 2017		
董事姓名	授出日期	於二零一七年一月一日	年內已授出	年內已行使	於二零一七年十二月三十一日	行使價 HKD 港元	行使期
Sang Kangqiao	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
桑康喬	二零一七年五月十七日						二零一七年五月十七日至二零二七年五月十六日 (附註1)
Cui Peng	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
崔鵬	二零一七年五月十七日						二零一七年五月十七日至二零二七年五月十六日 (附註1)
Xu Wenze	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
許文澤	二零一七年五月十七日						二零一七年五月十七日至二零二七年五月十六日 (附註1)
Lam Ka Tak	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
林嘉德	二零一七年五月十七日						二零一七年五月十七日至二零二七年五月十六日 (附註1)

Report of the Directors 董事會報告

Name of director	Date of grant	Number of share options			As at 31 December 2017 於二零一七年 十二月 三十一日	Exercise price 行使價 HKD 港元	Exercise period 行使期
		As at 1 January 2017 於二零一七年 一月一日	Granted during the year 年內已 授出	Exercised during the year 年內已 行使			
Xa Zhihao	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
徐志浩	二零一七年五月十七日						二零一七年 五月十七日至 二零二七年 五月十六日 (附註1)
Liu Yan	17 May 2017	-	400,000	-	400,000	1.99	17 May 2017 to 16 May 2027 (Note 1)
劉艷	二零一七年五月十七日						二零一七年 五月十七日 至二零二七年 五月十六日 (附註1)
		-	2,400,000	-	2,400,000		

Note:

- For options granted with exercisable date determined based on the grant date of options, the first 30% of the total options can be exercised 1 year after the grant date, 40% of the total options can be exercised 2 years after the grant date and 30% of the total options will become exercisable in 3 years after the grant date.

Details of movements of share options granted to employees of the Group during the year ended 31 December 2017 are as follows:

附註：

- 就所授出具有根據購股權授出日期釐定可行使日期的購股權而言，購股權總數的頭30%可於授出日期後一年行使，購股權總數的40%可於授出日期後兩年行使以及購股權總數的30%可於授出日期後三年行使。

於截至二零一七年十二月三十一日止年度向本集團僱員授出的購股權變動詳情如下：

Date of grant	Number of share options 購股權數目				As at 31 December 2017	Exercise price 行使價 HKD 港元	Exercise period 行使期
	As at 1 January 2017	Granted during the year	Exercised during the year	Lapsed during the year			
授出日期	於二零一七年 一月一日	年內已授出	年內已行使	年內已失效	於二零一七年 十二月三十一日		
17 May 2017 二零一七年五月十七日	-	1,200,000	-	-	1,200,000	1.99	17 May 2017 to 16 May 2027 (Note 1) 二零一七年五月十七日至 二零二七年五月十六日 (附註1)

Note:

- For options granted with exercisable date determined based on the grant date of options, the first 30% of the total options can be exercised 1 year after the grant date, 40% of the total options can be exercised 2 years after the grant date and 30% of the total options will become exercisable in 3 years after the grant date.

附註：

- 就所授出具有根據購股權授出日期釐定可行使日期的購股權而言，購股權總數的頭30%可於授出日期後一年行使，購股權總數的40%可於授出日期後兩年行使以及購股權總數的30%可於授出日期後三年行使。

Details of movements of share options granted to consultants of the Group during the year ended 31 December 2017 are as follows:

於截至二零一七年十二月三十一日止年度向本集團顧問授出的購股權變動詳情如下：

Date of grant	Number of share options 購股權數目				As at 31 December 2017	Exercise price 行使價 HKD 港元	Exercise period 行使期
	As at 1 January 2017	Granted during the year	Exercised during the year	Lapsed during the year			
授出日期	於二零一七年 一月一日	年內已授出	年內已行使	年內已失效	於二零一七年 十二月三十一日		
17 May 2017 二零一七年五月十七日	-	8,000,000	-	-	8,000,000	1.99	17 May 2017 to 16 May 2027 (Note 1) 二零一七年五月十七日至 二零二七年五月十六日 (附註1)

Note:

- For options granted with exercisable date determined based on the grant date of options, the first 30% of the total options can be exercised 1 year after the grant date, 40% of the total options can be exercised 2 years after the grant date and 30% of the total options will become exercisable in 3 years after the grant date.

附註：

- 就所授出具有根據購股權授出日期釐定可行使日期的購股權而言，購股權總數的頭30%可於授出日期後一年行使，購股權總數的40%可於授出日期後兩年行使以及購股權總數的30%可於授出日期後三年行使。

PERMITTED INDEMNITY PROVISIONS

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

AUDITOR

The financial statements for the year ended 31 December 2017 have been audited by PricewaterhouseCoopers and a resolution for the re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

PUBLICATION OF INFORMATION ON WEBSITES

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

By order of the Board

Sang Kangqiao
Chairman

27 March 2018

獲准許的彌償條文

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

核數師

截至二零一七年十二月三十一日止年度的財務報表已經羅兵咸永道審核，本公司將於應屆股東週年大會上提呈一項續聘其為本公司核數師的決議案。

於網站刊發資料

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

承董事會命

主席
桑康喬

二零一八年三月二十七日

Corporate Governance Report

企業管治報告

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

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the year. The Company has applied the principles of, and complied with, the applicable code provisions of the CG Code during the year ended 31 December 2017.

CORPORATE GOVERNANCE STRUCTURE

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

DIRECTORS’ SECURITIES TRANSACTIONS

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

Having made specific enquiries to all the Directors and all the Directors of the Company had confirmed compliance with the required standard of dealings and the code of conduct for directors’ securities transactions during the year ended 31 December 2017.

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

企業管治常規

本公司於整個年度一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）。於截至二零一七年十二月三十一日止年度，本公司已採用企業管治守則中的原則並遵循其中的適用守則條文。

企業管治架構

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

董事進行證券交易

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

經向全體董事作出具體查詢後，本公司全體董事確認於截至二零一七年十二月三十一日止年度已遵守董事進行證券交易之規定交易準則及操守守則。

BOARD OF DIRECTORS

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

Executive Directors:

Mr. Sang Kangqiao (*Chairman*)
Mr. Cui Peng
Mr. Xu Wenzhe

Independent Non-executive Directors:

Mr. Lam Ka Tak
Mr. Xu Zhihao
Ms. Liu Yan

Biographical details of the Directors are set out in the section of "Biographical Details of Directors and Senior Management" on pages 32 to 34.

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

董事會

現時，本公司董事會由下列六名董事（「董事」）組成：

執行董事：

桑康喬先生（主席）
崔鵬先生
許文澤先生

獨立非執行董事：

林嘉德先生
徐志浩先生
劉艷女士

董事履歷詳情載於第32頁至34頁「董事及高級管理層履歷詳情」一節。

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

Corporate Governance Report 企業管治報告

The attendance record of each Director at Board meetings, Audit Committee meetings, Remuneration Committee meeting, Nomination Committee meeting and general meeting during the year ended 31 December 2017 is set out in the following table:

於截至二零一七年十二月三十一日止年度，各董事出席董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會之記錄表列如下：

Name of Directors 董事姓名	Board Meetings (attendance/ total no. of meeting held) 董事會會議 (出席會議次數/ 舉行會議總數)	Audit Committee Meetings (attendance/ total no. of meeting held) 審核委員會會議 (出席會議次數/ 舉行會議總數)	Remuneration Committee Meeting (attendance/ total no. of meeting held) 薪酬委員會會議 (出席會議次數/ 舉行會議總數)	Nomination Committee Meeting (attendance/ total no. of meeting held) 提名委員會會議 (出席會議次數/ 舉行會議總數)	General Meeting (attendance/ total no. of meeting held) 股東大會 (出席會議次數/ 舉行會議總數)
Executive Directors	董事姓名				
Mr. Sang Kangqiao	桑康喬先生	9/9	N/A 不適用	1/1	1/1
Mr. Cui Peng	崔鵬先生	9/9	N/A 不適用	N/A 不適用	1/1
Mr. Xu Wenze	許文澤先生	9/9	N/A 不適用	N/A 不適用	1/1
Independent Non-executive Directors	獨立非執行董事				
Mr. Lam Ka Tak	林嘉德先生	9/9	2/2	1/1	N/A 不適用
Mr. Xu Zhihao	徐志浩先生	9/9	2/2	N/A 不適用	1/1
Ms. Liu Yan	劉艷女士	9/9	2/2	1/1	1/1

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

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

Corporate Governance Report 企業管治報告

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

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

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

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

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

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

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

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

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

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

Mr. Sang Kangqiao was the Chairman of the Board since 27 October 2016. There was no Chief Executive Officer appointed by the Company and the day-to-day management of the Group was led by Executive Directors during the year. There is no time schedule to change this structure, as the Directors consider that this structure provides the Group and strong and consistent leadership in the Company's decision making process and operational efficiency. The Board will, nevertheless, review the business growth of the Group and locate suitable candidate to fill the vacancy of Chief Executive Officer when considered essential.

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

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

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

主席及行政總裁

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

桑康喬先生自二零一六年十月二十七日起為董事會主席。本公司並無委任行政總裁，而本集團年內之日常管理由執行董事負責領導。由於董事認為此架構可使本集團在本公司作出決策過程及營運效率方面擁有強力及貫徹的領導方針，故並無制定任何有關改變此架構的時間表。然而，董事會將檢討本集團之業務發展並於認為有必要時物色合適候選人以填補行政總裁之空缺。

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

The Board is therefore of the view that there is an adequate balance of power and that appropriate safeguards are in place. Nevertheless, the Board will continue to regularly monitor and review the Company's current structure and to make necessary changes when appropriate.

During the year ended 31 December 2017, the Chairman held a meeting with the independent non-executive directors without the presence of the executive directors as required by the Listing Rules.

APPOINTMENT, RE-ELECTION AND REMOVAL

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

CORPORATE GOVERNANCE FUNCTION

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

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

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

因此，董事會認為已建立充分均衡的權力及適當保障。儘管如此，董事會將繼續定期監察及檢討本公司現行架構及於適當時間作出必要變更。

截至二零一七年十二月三十一日止年度，根據上市規則的規定，在執行董事毋須列席的情況下，主席與獨立非執行董事舉行一次會議。

委任、重選及免職

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

企業管治職能

董事會負責執行企業管治職責，並已就其企業管治職能採納書面職權範圍。

董事會於企業管治職能方面的職責包括：

- (i) 制定及檢討本公司的企業管治政策及常規；
- (ii) 檢討及監督董事及高級管理層的培訓及持續專業發展；

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

In 2017 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

於二零一七年及直至本報告日期，董事會已根據其職權範圍履行企業管治職責。

BOARD DIVERSITY POLICY

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

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

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

董事會成員多元化政策

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

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

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

REMUNERATION COMMITTEE

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

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

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

The Remuneration Committee comprises three members namely:-

Ms. Liu Yan (*Chairman*)
Mr. Sang Kangqiao
Mr. Lam Ka Tak

Majority of the members are Independent Non-executive Directors.

薪酬委員會

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

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

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

薪酬委員會包括三名成員，即：

劉艷女士 (*主席*)
桑康喬先生
林嘉德先生

多數成員為獨立非執行董事。

In addition, pursuant to the Code Provision B.1.5, the annual remuneration of the member of the senior management by band for the year ended 31 December 2017 is set out below:

此外，根據守則條文第B.1.5條，截至二零一七年十二月三十一日止年度高級管理層成員的年度薪酬按組別載列如下：

2017
二零一七年

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

零港元至1,000,000港元

1

NOMINATION COMMITTEE

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

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

During the year ended 31 December 2017, 1 Nomination Committee meeting was held (i) to review the structure, size and composition of the Board; (ii) to assess the independence of independent non-executive directors; (iii) to review the contribution required from a director to perform his responsibilities; and (iv) to review the training and continuous professional development of directors. The individual attendance for the Nomination Committee meeting had been disclosed earlier in this report.

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

The Nomination Committee comprises three members namely:-

Mr. Sang Kangqiao (*Chairman*)

Mr. Xu Zhihao

Mr. Liu Yan

Majority of the members are Independent Non-executive Directors.

提名委員會

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

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

於截至二零一七年十二月三十一日止年度，提名委員會曾舉行1次會議：(i)檢討董事會的架構、規模及組成；(ii)評估獨立非執行董事的獨立性；(iii)檢討董事於履行其職責時須作出的貢獻；及(iv)檢討董事的培訓及持續專業發展。提名委員會會議的個人出席情況已於本報告前文披露。

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

提名委員會包括三名成員，即：

桑康喬先生（主席）

徐志浩先生

劉艷女士

多數成員為獨立非執行董事。

AUDIT COMMITTEE

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

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

During the year, the Audit Committee held 2 meetings. The Audit Committee oversees the internal control system of the Group, reviewed the consolidated financial statements of the Group for the year ended 31 December 2017 and interim results, the accounting principles and practices adopted by the Group, selection and appointment of the external auditors, reports to the Board on any material issues, and makes recommendations to the Board. There had been no disagreement between the Board and the Audit Committee during the financial year ended 31 December 2017.

The Audit Committee comprises three members namely:-

Mr. Lam Ka Tak (*Chairman*)
Mr. Xu Zhihao
Mr. Liu Yan

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

審核委員會

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

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

年內，審核委員會曾舉行2次會議。審核委員會監管本集團內部監控系統、審閱本集團截至二零一七年十二月三十一日止年度的綜合財務報表及中期業績、本集團採納的會計原則及常規以及外聘核數師的甄選及委任、向董事會報告任何重大事項及向董事會提供推薦建議。於截至二零一七年十二月三十一日止財政年度，董事會與審核委員會之間並無意見分歧。

審核委員會包括三名成員，即：

林嘉德先生 (*主席*)
徐志浩先生
劉艷女士

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

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control systems in order to safeguard the Group's assets and Shareholders' interests, and review and monitor the effectiveness of the Company's internal control and risk management systems on a regular basis so as to ensure that internal control and risk management systems in place are adequate. The Company has established written policies and procedures applicable to all operating units to ensure the effectiveness of internal controls. The Company also has a process for identifying, evaluating, and managing the significant risks to the achievement of its operational objective. This process is subject to continuous improvement and was in place throughout 2017 and up to the date of this report. The day-to-day operation is entrusted to each individual department, which is accountable for its own conduct and performance, and is required to strictly adhere to the policies set by the Board. The Company carries out reviews on the effectiveness of the internal control systems from time to time in order to ensure that they are able to meet and deal with the dynamic and ever changing business environment.

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

內部監控及風險管理

董事會負責維持健全有效的內部監控系統，以保障本集團資產及股東利益，並定期檢討及規管本公司內部監控及風險管理系統之有效性，以確保現行內部監控系統屬充足。本公司已制定適用於所有營運單位的書面政策及程序，確保內部監控的效率。本公司亦有識別、評估及管理重大風險的程序以達成其營運目標。該程序須不斷改善，並在二零一七年整個年度及直至本報告日期貫徹使用。日常營運則委託予各個別部門，其對本身部門的行為及績效負責任，並須嚴格遵守董事會制定的政策。本公司不時對內部監控系統的效率進行檢討，確保其能夠符合及應對靈活多變的經營環境。

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

Risk Management Process

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

Stage 1
Establish Risk Context
第1階段
設立風險內容

- The Board establishes common risk assessment criteria
- 董事會設立普通風險評估標準

Stage 2
Risk Identification
第2階段
風險識別

- Divisions and departments identify the risks that potentially impact the operation processes
- 各分部和部門識別對營經流程具有潛在影響的風險

Stage 3
Risk Assessment
第3階段
風險評估

- Divisions and departments assess and rank the identified risks along with the impact on the business and likelihood of occurrences
- 各分部和部門對已識別風險及其對業務的影響及發生的可能性進行評估及分級

Stage 4
Risk Treatment
第4階段
風險處理

- Divisions and departments assess effectiveness of existing controls and provide treatment plans where required
- 各分部和部門評估現有控制措施的有效性並提供處理方案(如需要)

Stage 5
Risk Monitoring and Reporting
第5階段
風險監控及報告

- Divisions and departments monitor risk and report risk to the Board
- The Board mitigate or eliminate the risks depends on the impact of the risk
- 各分部和部門監控風險並向董事會報告風險
- 董事會視乎風險的影響減輕或消除風險

風險管理程序

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

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

- **Risk Acceptance:** Risk acceptance does not reduce any effects however it is still considered a strategy. This strategy is a common option when the cost of other risk management options such as avoidance or limitation may outweigh the cost of the risk itself. A company that doesn't want to spend a lot of money on avoiding risks that do not have a high possibility of occurring will use the risk acceptance strategy.
- **Risk Avoidance:** Risk avoidance is the opposite of risk acceptance. It is the action that avoids any exposure to the risk whatsoever. Risk avoidance is usually the most expensive of all risk mitigation options.
- **Risk Limitation:** Risk limitation is the most common risk management strategy used by businesses. This strategy limits a company's exposure by taking some action. It is a strategy employing a bit of risk acceptance along with a bit of risk avoidance or an average of both.
- **Risk Transference:** Risk transference is the involvement of handing risk off to a willing third party. For example, various companies outsource certain operations such as customer service, payroll services, etc. This can be beneficial for a company if a transferred risk is not a core competency of that company. It can also be used so a company can focus more on their core competencies.

於風險管理過程中，董事會及管理層採用一套風險策略組合以處理各種不同類別的風險。風險策略列示如下：

- **風險接納：**接納風險並不會減輕任何影響，然而其仍被視為一項策略。當其他風險管理方法（如風險規避或風險限制）的成本超出風險本身成本時，則該策略將為普遍選擇。不希望花費大量財力去避免發生可能性不高的風險的公司，將使用風險接納策略。
- **風險規避：**規避風險與接納風險相反。其指規避面臨任何風險的行為。風險規避於所有風險減低方法中花費最多。
- **風險限制：**風險限制為業務中使用最為普遍的風險管理策略。該策略通過採取若干行動限制公司風險。該策略兼具少量風險接納及少量風險規避，或兩者各佔一半。
- **風險轉移：**風險轉移涉及將風險轉移予願意接受的第三方，如各類公司外包若干職能（如客服、薪酬管理服務等）。倘轉移的風險並非公司的核心職能，則將對公司有利。使用該策略亦可使公司更專注其的核心職能。

THE GROUP'S TOP 4 RISK EXPOSURES

本集團面臨的四大風險



Type of Risks 風險類別	Risk Description 風險描述	Risk Strategy(ies) 風險策略
Competitive Risk 競爭風險	<p>In food industry, there are always potential threats in food safety and quality. The food industry has seen cases of food contamination, due to reasons ranging from the raw material of food source, processing and storage in supplier plant and environmental impact. To ensure our food safety and quality, the Group will continue to conduct food safety audit and look for area of enhancement in more stringent food safety audit in all areas of operation. For example, the Group will arrange anonymous customers to evaluate regularly the quality of the Group's product and service offering.</p> <p>確保食品安全和質量是在飲食行業中最重要的一環。食物原材料、供應商加工生產和儲存過程、環境因素等原因都可引致食品污染。本集團堅持以定期審核，並在食品安全審核領域上尋找更嚴謹的方法，以確保食品優質及安全。例如，本集團將安排匿名客戶定期評估本集團所提供的產品及服務的質量。</p>	<p>– Risk Limitation</p> <p>— 風險限制</p>

Type of Risks 風險類別	Risk Description 風險描述	Risk Strategy(ies) 風險策略
Food Safety Risk 食品安全風險	The food and beverage is highly competitive, which is why it is important to be efficient, stay up-to-date with nutritional trends and consumer tastes. Understanding the challenges and opportunities in both the industry and the market are important for any food retailer and manufacturer. 食品及飲料行業競爭激烈，因此提高效率、持續更新營養趨勢及跟進消費者口味極為重要。了解行業及市場的挑戰及機遇對任何食品零售商及製造商均非常重要。	<ul style="list-style-type: none"> – Risk Avoidance – Risk Transference
Economy Risk 經濟風險	The Group's revenue is significantly dependent on Hong Kong's economy. A sustained economic downturn could curtail consumer spending and therefore the Group's revenue. As the risk is systematic in nature, there is no measure for the Company to completely eliminate the risk. 本集團的收益嚴重依賴香港經濟。持續的經濟下行將縮減消費者開支並進而減少本集團的收益。當前經濟停滯已致使整個食品及飲料行業下滑。由於該風險屬系統性，本公司無法採取措施以徹底消除該風險。	<ul style="list-style-type: none"> – Risk Acceptance – 風險接納
Supply Risk 供應風險	Any disruption of a food item or a supplier can impact the choice of food menu and operation. With our diverse food menu choices and strong network of suppliers, this risk poses no immediate threats to the Group, yet the Group keeps a close eye on the diversity and management of supply chain. 任何對食品或供應商的干擾均會影響食物菜單和營運操作。以我們多元化的食物菜單種類和強大的供應商網絡，該種風險並未對本集團帶來即時威脅，但本集團仍會一直密切關注和管理供應鏈的多樣性。	<ul style="list-style-type: none"> – Risk Limitation – 風險限制

2017 Internal Controls and Risk Management Review

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

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

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company on their reporting responsibilities and opinion on the Group's financial statements for the year ended 31 December 2017 is set out in the section headed "Independent Auditor's Report" in this annual report.

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

The fees paid/payable to PricewaterhouseCoopers for the year ended 31 December 2017 are set out as follows:

二零一七年內部監控及風險管理審閱

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

總而言之，董事會認為本集團的現有內部監控及風險管理系統屬充分及有效。

外聘核數師及核數師酬金

本公司外聘核數師就其申報責任的聲明及對本集團截至二零一七年十二月三十一日止年度財務報表作出的意見，載於本年報「獨立核數師報告」一節。

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

截至二零一七年十二月三十一日止年度已付／應付予羅兵咸永道的費用載列如下：

		Fee paid/payable
		已付／應付費用
		HK\$'000
		千港元
Audit services	審計服務	1,246
Non-audit services (other services related to investment circular)	非審計服務（與投資通函有關的其他服務）	1,150
Total	總計	2,396

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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

COMPANY SECRETARY

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

Mr. Yu Kin Man Duncan declared that he had participated in relevant trainings in 2017, which met the requirements of Rule 3.29 of the Listing Rules.

INVESTOR RELATIONS

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

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

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

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

董事就財務報表須承擔的責任

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

公司秘書

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

余健文先生聲明彼已參與二零一七年之相關培訓，符合上市規則第3.29條之規定。

投資者關係

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

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

入職及持續專業發展

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

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

SHAREHOLDER COMMUNICATION

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

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

At the annual general meeting held on 26 May 2017, the Executive Directors and Chairman of the Board, the chairmen of the Audit, Remuneration and Nomination Committees and representatives from the auditor of the Company, PricewaterhouseCoopers, were present to attend to questions from shareholders. There was one general meeting held during the year.

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

與股東溝通

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

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

於二零一七年五月二十六日舉行的股東週年大會上，董事會各執行董事及主席、審核委員會、薪酬委員會及提名委員會之主席及本公司核數師羅兵咸永道的代表已出席大會以回答股東的提問。年內共舉行一次股東大會。

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

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENT

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

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

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

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

章程文件之重大變動

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

股東召開股東特別大會的程序

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

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

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

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

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

INFORMATION DISCLOSURE

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

CONCLUSION

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

有關股東提名人士參選董事的程序

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

向董事會發出查詢的程序

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

資料披露

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

結論

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

Independent Auditor's Report

獨立核數師報告



羅兵咸永道

To the shareholders of U Banquet Group Holding Limited

(incorporated in Cayman Islands with limited liability)

致譽宴集團控股有限公司列位股東

(於開曼群島註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of U Banquet Group Holding Limited (the "Company") and its subsidiaries (the "Group") set out on pages 80 to 224, which comprise:

- the consolidated balance sheet as at 31 December 2017;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated cash flows statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計的內容

譽宴集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(「貴集團」)列載於第80至224頁的綜合財務報表,包括:

- 於二零一七年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

我們的意見

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露規定妥為擬備。

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Independent Auditor's Report 獨立核數師報告

BASIS FOR OPINION

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

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

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

- Assessment of going concern assumption
- Impairment assessment of property, plant and equipment
- Purchase price allocation under business combination

意見的基礎

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

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

關鍵審計事項

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

我們在審計中識別的關鍵審計事項概述如下：

- 評估持續經營假設
- 物業、廠房及設備減值評估
- 業務合併項下購買價格分配

Key Audit Matter
關鍵審計事項

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

Assessment of going concern assumption

評估持續經營假設

Refer to note 2.1(a) to the consolidated financial statements
請參閱綜合財務報表附註2.1(a)

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

於評估管理層作出的持續經營假設及披露的合適性時，我們已履行下列程序：

Due to the continuous weak in sales performance during the year, the Group recorded a net loss of HK\$56.2 million and net cash used in operating activities of HK\$9.4 million for the year ended 31 December 2017 and net current liabilities of HK\$23.4 million on the same date.

These factors casted doubt on the Group's ability to continue as a going concern. Accordingly, management prepared a cash flow projection (having considered both base case and downside scenarios) for a period not less than twelve months from 31 December 2017 ("Forecast Period"). Based on the projection, together with the availability of credit facilities from a bank, a shareholder and a director of certain subsidiaries, the directors considered it appropriate to prepare the consolidated financial statements on a going concern basis.

由於本年度銷售業績的持續疲弱，貴集團於截至二零一七年十二月三十一日止年度錄得虧損淨額56,200,000港元及經營活動所用的現金淨額9,400,000港元，並錄得於同日的流動負債淨額23,400,000港元。

該等因素引發有關貴集團是否有能力持續經營之疑慮。因此，管理層編製自二零一七年十二月三十一日起不少於十二個月期間（「預測期間」）的現金流量預測（已考慮基本情況及下行情況兩者）。根據預測，加上可用的銀行、股東及若干附屬公司董事的信貸融資，董事認為按持續經營基準編製綜合財務報表實屬合適。

- Obtained the cash flow projection prepared by management and discussed with senior management to understand their current and future operation and acquisition plans, the expected performance of the Group and its future source of financing in the Forecast Period;
- Compared the key assumptions used, including revenue growth rate, estimated gross profit and estimated operating expenses, with historical trend and data of the Group and external economic data to assess the reasonableness of the key assumptions adopted by management in the Forecast Period;
- Agreed the Group's projected repayments for loans from a shareholder and loans from a director of certain subsidiaries included in the cash flow projection to actual repayment;
- 獲取管理層編製的現金流量預測並與高級管理層討論，以了解其當前及未來營運及收購計劃、貴集團於預測期間的預期表現及未來融資來源；
- 以貴集團的過往趨勢及數據及外部經濟數據比較所採用的主要假設，包括營收增長率、估計毛利及估計經營開支，以評估管理層於預測期間所採納的主要假設的合理性；
- 同意現金流量預測內貴集團就一名股東貸款及若干附屬公司之一名董事貸款的預測還款與實際還款的一致性。

Key Audit Matter
關鍵審計事項

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

Assessment of going concern assumption (Continued)

評估持續經營假設 (續)

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

在進行持續經營評估時，管理層已考慮 貴集團自其營運、可用的一家銀行、一名股東及若干附屬公司之一名董事之信貸融資產生充足現金流入來滿足其未來流動資金需求的能力。該等事宜涉及管理層作出的重大判斷和估計（於綜合財務報表中披露），因此我們認為這一領域屬關鍵審計事項。

- Obtained confirmations from a shareholder and a director of certain subsidiaries for their intention of not demanding repayment of the outstanding balances for twelve months from the date of this report and from a bank to confirm its intention of renewal of banking facilities in coming annual review under normal banking criteria;
- Evaluated the sensitivity analysis prepared by management around the key assumptions of the cash flow projection to ascertain the extent and likelihood of such changes in assumption have been appropriately considered; and
- Considered whether the management disclosures relating to going concern included in the consolidated financial statements are appropriate.

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

- 取得一名股東及若干附屬公司一名董事之確認，表示彼等無意要求自本報告日期起十二個月償還未償還結餘，並取得銀行確認，確認其有意於下一個年度審核中按一般銀行標準重續銀行融資；
- 評估管理層編製之現金流量預測內主要假設之敏感性分析，以確定該等假設之變動已獲適當考慮之程度及可能性；及
- 考慮綜合財務報表內管理層有關持續經營的披露是否合適。

根據我們已履行的程序，我們發現管理層現金流量預測所採用的主要假設受可獲得之證據支持，其評估結果與於綜合財務報表內作出之披露相符。

Key Audit Matter
關鍵審計事項

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

Impairment assessment of property, plant and equipment
物業、廠房及設備減值評估

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

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

Management considers an impairment indicator exists when individual restaurant has negative earnings before interest, tax, depreciation and amortisation ("EBITDA") for the year. Accordingly, management prepared discounted cash flow projections on those restaurants which had negative EBITDA to assess their respective value-in-use up to the end of the existing lease term ("Forecast Period").

請參閱綜合財務報表附註2.8及16。

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

管理層認為在個別酒樓之年內除息、稅、折舊及攤銷前盈利（「EBITDA」）為負數時存在減值跡象。因此，管理層就EBITDA為負數的酒樓編製貼現現金流量預測，以評估其截至現有租約期末（「預測期間」）各自之使用價值。

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

- Obtained from management discounted cash flow projections of individual restaurants, discussed with senior management to understand their financial budget and forecast operating results in the Forecast Period;
- Assessed the appropriateness of the valuation methodology used by management;
- Compared the assumptions used including annual revenue growth rate, estimated gross profit and estimated operating expenses with historical trend and data of individual restaurant subject to the impairment assessment and external economic data to assess the reasonableness of these assumptions adopted by management in the discounted cash flow projections;

於測試管理層作出的物業、廠房及設備減值評估時，我們已履行下列程序：

- 獲取管理層就個別酒樓的貼現現金流量預測，並與高級管理層討論以了解其預測期間的財務預算及預測經營業績；
- 評估管理層所採用的估值方法的合適性；
- 以個別酒樓的過往趨勢及數據（須進行減值評估）及外部經濟數據比較所使用的假設，包括年度營收增長率、估計毛利及估計經營開支，以評估管理層於貼現現金流量預測所採納的假設的合理性；

Key Audit Matter
關鍵審計事項

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

Impairment assessment of property, plant and equipment (Continued)

物業、廠房及設備減值評估 (續)

We focus on this because such impairment assessment involved significant management judgment with respect to the assumptions used such as annual revenue growth rate and discount date, as disclosed in the consolidated financial statements.

- Used in-house valuation specialist to analyse the reasonableness of the discount rate adopted by management with reference to external data of comparable companies in the market;
- Evaluated the sensitivity analysis prepared by management around the key assumptions of the discounted cash flow projections to ascertain the extent and likelihood of such changes have been appropriately considered and disclosed; and
- Considered whether disclosures in the consolidated financial statements are adequate and appropriate.

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

我們之所以關注此事宜乃由於該減值評估涉及管理層就所用假設作出的重大判斷，如年度營收增長率及貼現率（於綜合財務報表中披露）。

- 使用內部估值專家，經參考市場可資比較公司的外部數據，分析管理層所採納貼現率的合理性；
- 評估管理層編製之貼現現金流量預測之主要假設之敏感性分析，以確定該等變動已獲適當考慮及披露之程度及可能性；及
- 考慮綜合財務報表內的披露是否充分且合適。

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

Key Audit Matter
關鍵審計事項

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

Purchase price allocation under business combination
業務合併項下購買價格分配

Refer to note 2.2.1(a) and note 32 to the consolidated financial statements.

During the year, the Group acquired the entire issued share capital of New Fortune Holdings Group Limited for an aggregate consideration of HK\$87.8 million. In performing the purchase price allocation, management has engaged an independent qualified valuer to determine the fair values of the identifiable net assets acquired at the acquisition date and recognised any residual amount as goodwill.

As a result of this acquisition, the Group mainly recognised investment properties amounted to HK\$103.7 million which was determined using the direct comparison approach. This valuation involved a number of significant management judgments and assumptions, including the selection of comparable properties and the recent market selling price.

We focus on this because the amounts underlying purchase price allocation, being the key element of the acquisition method accounting, is material and involved a number of significant management judgments and assumptions.

請參閱綜合財務報表附註2.2.1(a)及附註32。

年內，貴集團以總代價87,800,000港元收購裕祥控股集團有限公司全部已發行股本。於執行購買價格分配時，管理層聘請一名獨立合資格估值師釐定所收購之可識別資產淨值於收購日期的公平值及確認任何剩餘款項為商譽。

由於是次收購，本集團主要確認採用直接比較法釐定的投資物業103,700,000港元。該估值涉及多項重大管理層判斷及假設，包括選擇可資比較物業及近期市場售價。

我們之所以關注此事宜乃由於有關購買價格分配之款項（即收購方法會計的關鍵要素）屬重大且涉及若干重大管理層判斷及假設。

In assessing the appropriateness of the purchase price allocation made by management, we have performed the following procedures:

- Obtained the valuation report prepared by an independent qualified valuer on the fair values of the identifiable net assets. We assessed the competency, objectivity and capability of the valuer and tested the results of its work;
- Obtained management's assessment and assessed the appropriateness of the accounting treatment, the identification and valuation of identifiable net assets and the allocation of purchase price to the assets and liabilities acquired; and
- Assessed, together with our in-house valuation specialist the appropriateness and valuation of the identifiable net assets acquired. In particular, for measuring the fair value of investment properties acquired, we compared the key estimates adopted, such as the market selling prices of comparable properties, with available market data, taking into consideration comparability and local market factors.

Based on our procedures performed, we found the purchase price allocation exercise were supported by available evidence.

於評估管理層所作購買價格分配之合適性時，我們已履行下列程序：

- 獲取獨立合資格估值師就可識別資產淨值的公平值編製之估值報告。我們評估了估值師的勝任能力、客觀性及能力，並對其工作結果進行測試；
- 獲得管理層的評估並評估可識別資產淨值之會計處理、識別和估值以及購買價格對所收購的資產及負債的分配之合適性；及
- 與我們的內部估值專家一起評估所收購可識別資產淨值之合適性及估值。為計量所收購投資物業的公平值，我們尤其將所採用的主要估計（例如可資比較物業的市價）與可用市場數據進行比較，並考慮可比性及當地市場因素。

根據我們已履行的程序，我們發現購買價格分配活動得到現有證據的支持。

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors 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.

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

其他信息

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

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

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

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

董事及審核委員會就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

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

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

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

Independent Auditor's Report 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

We communicate with 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.

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

Independent Auditor's Report 獨立核數師報告

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

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

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 27 March 2018

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

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

出具本獨立核數師報告的審計項目合夥人是方蘊萱。

羅兵咸永道會計師事務所
執業會計師

香港，二零一八年三月二十七日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Revenue	收益	6	368,832
Other income	其他收入	7	1,254
Cost of revenue	收益成本	8	(98,854)
Employee benefits expenses	僱員福利開支	10	(106,056)
Depreciation	折舊		(23,900)
Operating lease payments	經營租賃付款		(79,389)
Utilities expenses	公共設施開支		(32,415)
Other expenses	其他開支	9	(77,550)
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之收益		2,206
Fair value gain of financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益		108
Fair value gain of investment properties	投資物業之公平值收益	17	1,094
Impairment loss of goodwill	商譽減值虧損	18	-
Impairment of property, plant and equipment	物業、廠房及設備減值	16	(9,369)
Other gain	其他收益	7	295
Operating loss	經營虧損		(53,744)
Finance income	財務收入	12	615
Finance costs	財務成本	12	(2,178)
Finance costs – net	財務成本 – 淨額	12	(1,563)

Consolidated Statement of Comprehensive Income 綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Loss before income tax	除所得稅前虧損		(55,307)
Income tax expense	所得稅開支	13	(879)
Loss for the year attributable to owners of the Company	年度本公司擁有人應佔虧損		(56,186)
Other comprehensive income/(loss):	其他全面收入／(虧損)：		
<i>Items that may be reclassified to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>		
Currency translation differences	貨幣換算差額		(53)
Total other comprehensive income/(loss) for the year	年度其他全面收入／(虧損)總額		(53)
Total comprehensive loss for the year attributable to owners of the Company	年度本公司擁有人應佔全面虧損總額		(52,927)
Basic loss per share	每股基本虧損	14	(11 cents港仙)
Diluted loss per share	每股攤薄虧損	14	N/A不適用

The notes on pages 87 to 224 are an integral part of these consolidated financial statements.

第87至224頁的附註構成此等綜合財務報表的一部分。

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2017 於二零一七年十二月三十一日

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Note 附註		
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	43,260	53,285
Investment properties	投資物業	108,865	24,400
Goodwill	商譽	21,720	-
Rental deposits	租金按金	12,351	14,394
Prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項	-	3,200
Prepayment for consultancy services	諮詢服務預付款項	-	3,582
Deferred income tax assets	遞延所得稅資產	5,345	6,632
		191,541	105,493
Current assets	流動資產		
Trade receivables	貿易應收款項	1,955	1,993
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	3,447	-
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	25,873	33,351
Current income tax recoverable	可收回即期所得稅	571	800
Cash and cash equivalents	現金及現金等價物	196,335	298,604
		228,181	334,748
Non-current assets held for sale	持作出售的非流動資產	32,182	-
Total assets	總資產	451,904	440,241
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	5,580	4,650
Share premium	股份溢價	236,120	90,326
Other reserves	其他儲備	31,620	23,883
Accumulated losses	累計虧損	(142,359)	(86,173)
Total equity	總權益	130,961	32,686

Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2017 於二零一七年十二月三十一日

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Note 附註		
LIABILITIES			
Non-current liabilities			
	負債		
	非流動負債		
Accruals	28	4,500	7,704
Deposits received	28	4,653	552
Borrowings	29	-	207
Deferred income tax liabilities	30	24,769	2,660
Provision for reinstatement costs	31	3,278	2,896
		37,200	14,019
<hr style="border-top: 1px dashed #000;"/>			
Current liabilities			
	流動負債		
Trade payables	27	17,550	13,645
Accruals, provisions and other payables	28	24,228	24,529
Deposits received	28	40,577	26,605
Amount due to a related company	37	3,621	-
Current income tax liabilities	37	804	522
Amount due to a director	37	1,100	1,100
Loans from a shareholder	37	150,690	280,387
Provision for reinstatement costs	31	173	436
Borrowings	29	45,000	46,312
		283,743	393,536
<hr style="border-top: 1px dashed #000;"/>			
Total liabilities	總負債	320,943	407,555
<hr style="border-top: 1px dashed #000;"/>			
Total equity and liabilities	總權益及負債	451,904	440,241

The notes on pages 87 to 224 are an integral part of these consolidated financial statements.

第87至224頁的附註構成此等綜合財務報表的一部分。

The consolidated financial statements on pages 80 to 224 were approved by the Board of Directors on 27 March 2018 and were signed on its behalf

第80至224頁的綜合財務報表已於二零一八年三月二十七日獲董事會批准及簽署

Sang Kangqiao
桑康喬
Director
董事

Xu Wenze
許文澤
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Exchange reserve	Share-based payment reserve	Accumulated losses	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	以股份為基礎的 付款儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元
For the year ended 31 December 2016	截至二零一六年 十二月三十一日止年度							
Balance as at 1 January 2016	於二零一六年 一月一日的結餘	4,650	90,326	4,986	-	18,950	(32,327)	86,585
Comprehensive income:	全面收入：							
Loss for the year	年度虧損	-	-	-	-	-	(53,846)	(53,846)
Other comprehensive loss:	其他全面虧損：							
Currency translation difference	貨幣換算差額	-	-	-	(53)	-	-	(53)
Total other comprehensive loss	其他全面虧損總額	-	-	-	(53)	-	-	(53)
Total comprehensive loss	全面虧損總額	-	-	-	(53)	-	(53,846)	(53,899)
Balance as at 31 December 2016	於二零一六年 十二月三十一日 的結餘	4,650	90,326	4,986	(53)	18,950	(86,173)	32,686
For the year ended 31 December 2017	截至二零一七年 十二月三十一日止年度							
Balance as at 1 January 2017	於二零一七年 一月一日的結餘	4,650	90,326	4,986	(53)	18,950	(86,173)	32,686
Comprehensive income:	全面收入：							
Loss for the year	年度虧損	-	-	-	-	-	(56,186)	(56,186)
Other comprehensive income:	其他全面收入：							
Currency translation difference	貨幣換算差額	-	-	-	3,259	-	-	3,259
Total other comprehensive income	其他全面收入總額	-	-	-	3,259	-	-	3,259
Total comprehensive loss	全面虧損總額	-	-	-	3,259	-	(56,186)	(52,927)
Transactions with owners in their capacity as owners:	與擁有人以其擁有人 的身份進行的交易							
Issuance of ordinary shares by placing (Note 25)	透過配售發行普通股 (附註25)	930	145,794	-	-	-	-	146,724
Share-based payment (Note 34)	以股份為基礎的付款 (附註34)	-	-	-	-	4,478	-	4,478
Balance as at 31 December 2017	於二零一七年 十二月三十一日的結餘	5,580	236,120	4,986	3,206	23,428	(142,359)	130,961

The notes on pages 87 to 224 are an integral part of these consolidated financial statements.

第87至224頁的附註構成此等綜合財務報表的一部分。

Consolidated Cash Flows Statement

綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Cash flows from operating activities	經營活動所得現金流量		
Cash used in operations	經營所用現金	33(a)	(9,662)
Hong Kong profits tax received, net	已收香港利得稅·淨額		246
			(4,438)
			1,773
Net cash used in operating activities	經營活動所用的現金淨額		(9,416)
			(2,665)
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	12	121
Purchases of property, plant and equipment	購買物業·廠房及設備		(27,800)
Deposit refund/(deposit) for acquisition of an investment property	收購一項投資物業的按金退款/(按金)		5,590
Proceeds from disposal of property, plant and equipment	出售物業·廠房及設備之所得款項		295
Proceeds from disposal of a subsidiary	出售一間附屬公司之所得款項		-
Payment for acquisition of subsidiary, net of cash acquired (Note 32)	收購附屬公司之付款·扣除已收購現金(附註32)		718
Payment for purchase of trading securities	購買交易證券之付款		(83,072)
Proceeds from trading securities	交易證券之所得款項		(21,783)
			20,650
Net cash used in investing activities	投資活動所用現金淨額		(105,999)
			(30,318)

Consolidated Cash Flows Statement 綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Cash flows from financing activities	融資活動所得現金流量		
Interest paid	已付利息		(2,059)
Proceeds from borrowings	借款之所得款項		45,000
Repayments of borrowings	償還借款		(46,124)
Repayments of finance leases	償還融資租賃		(395)
Proceeds from loans from a shareholder	股東貸款之所得款項		150,690
Repayment of loans from a shareholder	償還股東貸款		(280,387)
Issuance of ordinary shares by placing	以配售方式發行普通股	25	146,724
Amount due to a director	應付一名董事款項		-
			1,100
Net cash generated from financing activities	融資活動產生現金淨額		13,449
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(101,966)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		298,604
Currency translation differences	貨幣換算差額		(303)
Cash and cash equivalents at end of the year	年末現金及現金等價物	24	196,335
			298,604

The notes on pages 87 to 224 are an integral part of these consolidated financial statements.

第87至224頁的附註構成此等綜合財務報表的一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

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

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

The Company is an investment holding company and its subsidiaries (collectively, the "Group") are principally engaged in the operation and franchising of a chain of Chinese restaurants, property leasing and securities trading business.

These consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand (HK\$'000) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 27 March 2018.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and financial assets at fair value through profit or loss, which are carried at fair value.

1 一般資料

譽宴集團控股有限公司（「本公司」）於二零一三年六月二十日根據開曼群島公司法（二零一零年修訂本）在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Floor 4, Willow House, Cricket Square P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands。本公司主要營業地點位於香港太古城太古灣道12號太古城中心4座13樓07室。

本公司於香港聯合交易所有限公司主板上市。

本公司為投資控股公司，連同其附屬公司（統稱「本集團」）主要從事中式酒樓連鎖營運及特許經營、物業租賃及證券買賣業務。

除另有說明外，此等綜合財務報表以港元（「港元」）呈列而所有金額均約整為最接近千位數（千港元）。此等綜合財務報表已於二零一八年三月二十七日獲董事會批准刊發。

2 主要會計政策概要

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

2.1 編製基準

本公司綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用香港財務報告準則（「香港財務報告準則」）及香港公司條例的披露規定編製。本綜合財務報表按歷史成本法編製，並經投資物業重估及按公平值計入損益之金融資產按公平值列賬作出修訂。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

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

(a) Going concern basis

During the year ended 31 December 2017, the Group recorded a net loss of HK\$56,186,000 (2016: HK\$53,846,000) and had operating net cash outflow of HK\$9,416,000 (2016: HK\$2,665,000). As at the same date, the Group's current liabilities exceeded its current assets (including non-current asset held for sale) by approximately HK\$23,380,000 (2016: HK\$58,788,000).

On 20 April 2017, the Company entered into a memorandum of understanding ("MOU") with Gefeng Environmental Protection Technology Co., Ltd. ("Ge Feng") and Dr. Feng Xiangdong ("Dr. Feng") in respect of the proposed capital injection into Ge Feng. Ge Feng and its subsidiaries (collectively as "Ge Feng Group") has patented technologies in nanoceramics with targeted bonding features and principally engaged in sales of new materials and equipment used for environmental control and undertaken various environmental projects, including water treatment, soil remediation and atmospheric control in Mainland China. Subsequent to the balance sheet date, on 20 January 2018, the Company, Ge Feng and Dr. Feng entered into a second supplemental agreement to the MOU pursuant to which the parties agreed to, among others, further extend the exclusivity period for further six-month in order to allow additional time for the negotiation process. Upon the execution of the second supplemental agreement to the MOU, the exclusivity period shall expired on fifteen-month period from the date of the MOU.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

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

(a) 持續經營基準

截至二零一七年十二月三十一日止年度，本集團錄得虧損淨額56,186,000港元（二零一六年：53,846,000港元）及有經營活動淨現金流出9,416,000港元（二零一六年：2,665,000港元）。於同日，本集團的流動負債超出其流動資產（包括持作出售非流動資產）約23,380,000港元（二零一六年：58,788,000港元）。

於二零一七年四月二十日，本公司與格豐環保科技有限公司（「格豐」）及奉向東博士（「奉博士」）就建議向格豐注資簽立併購意向書（「併購意向書」）。格豐及其附屬公司（統稱為「格豐集團」）擁有靶向鍵合功能陶瓷納米材料專利技術，主營銷售用於環境治理新材料和設備，承包包括於中國內地之水處理、土壤修復、大氣治理等方面在內的各項環保工程。於結算日後，於二零一八年一月二十日，本公司、格豐及奉博士簽立併購意向書之第二份補充協議，據此，訂約方同意（其中包括）將獨家期間進一步延長六個月，以便有更多時間進行磋商。於簽立併購意向書之第二份補充協議後，獨家期間應為自併購意向書之日期起的十五個月期間屆滿。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

On 9 February 2018, a wholly owned subsidiary of the Company (the "Purchaser") and Mr. Wan Zhong (the "Vendor") entered into a sales and purchase agreement in which the Purchaser has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell 51% of the entire issued share capital of BYL Property Holdings Group Limited, a company incorporated in the British Virgin Islands and wholly owned by the Vendor ("BYL"), at aggregate consideration of RMB132,600,000 (subject to adjustments) (equivalent to approximately HK\$159,120,000). BYL and its subsidiaries (collectively as "BYL Target Group") is principally engaged in the environmental maintenance business in Mainland China. The completion of the agreement is subject to certain conditions, including but not limited to, the satisfactory completion of due diligence by the Company which has yet been fulfilled up to the date of this report.

The above matters indicated that the Group will need additional funds to finance these transactions which are currently yet to be secured.

In view of these circumstances, the directors of the Company have given careful consideration of the liquidity requirement for its current operation and future acquisition plans, the performance of the Group and its available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. The directors have reviewed the Group's cash flow projections prepared by management covering a period of not less than twelve months from 31 December 2017. Several measures have been put in place by the directors of the Company to alleviate the liquidity pressure. It includes:

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

於二零一八年二月九日，本公司之全資附屬公司（「買方」）與萬忠先生（「賣方」）訂立買賣協議，其中買方有條件同意購買而賣方有條件同意出售於寶潤來置業控股集團有限公司（一間於英屬處女群島註冊成立並由賣方全資擁有之公司）（「寶潤來」）全部已發行股本之51%，總代價為人民幣132,600,000元（可予調整）（相當於約159,120,000港元）。寶潤來及其附屬公司（統稱「寶潤來目標集團」）主要於中國內地從事環境維護業務。該協議須待若干條件達成後方可作實，包括但不限於本公司完成令人信納之盡職調查，而有關係件直至本報告日期尚未達成。

上述事宜表明，本集團將需要額外資金為該等目前尚未確定之交易提供資金。

鑒於此等情況，本公司董事已審慎考慮彼等現行營運及未來收購計劃之流動資金需要及本集團表現以及其可動用融資來源以評估本集團是否具備充足財務資源以維持持續經營能力。董事已審閱由管理層編製之涵蓋自二零一七年十二月三十一日起不少於十二個月期間之現金流量預測。本公司董事已採取若干措施以緩解流動資金壓力，包括：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- (i) The Company and Mr. Sang Kangqiao, a controlling shareholder and the chairman of the Board, entered into a loan facility agreement for a term of 2 years from 1 November 2016 of which Mr. Sang Kangqiao has agreed to make available to the Company from time to time an unsecured loan facility amounting to HK\$300,000,000 with an interest rate of 4.5% per annum. As at 31 December 2017, loans due to a shareholder, totaled to HK\$150,690,000, was drawn down for providing short term liquidity to finance the potential acquisition of 51% of the entire issued share capital of BYL Property Holdings Group Limited (See Note 38 for details). Subsequent to the balance sheet date, the loans from a shareholder of HK\$142,920,000 were repaid to minimise the interest expenses incurred by the Group. Mr. Sang Kangqiao also confirmed that he will not demand for repayment of the remaining outstanding balances as at 31 December 2017 for a period of twelve months from the date of this report.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- (i) 本公司與控股股東兼董事會主席桑康喬先生訂立貸款融資協議，自二零一六年十一月一日起為期兩年，其中桑康喬先生同意不時向本公司提供最多300,000,000港元、年利率為4.5%的無抵押貸款融資。於二零一七年十二月三十一日，總計150,690,000港元之應付股東貸款已提取，以用作提供短期流動資金以資助潛在收購寶潤來置業控股集團有限公司全部已發行股本之51%（詳情請參閱附註38）。於結算日後，142,920,000港元之股東貸款已償還，以盡量減少本集團所產生的利息開支。桑康喬先生亦確認，自本報告日期起十二個月內，彼將不會要求償還於二零一七年十二月三十一日的餘下未償還結餘。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- (ii) U Banquet Group Limited, a subsidiary of the Company, also entered into a loan facility agreement with a director of certain subsidiaries pursuant to which the director has agreed to make available to the Company from time to time an unsecured loan facility amounting to HK\$60,000,000 with an interest rate of 4.5% per annum for a term of 2.5 years from 9 May 2017. As at 31 December 2017, a total of HK\$45,000,000 was drawn down for general working capital purpose.

Subsequent to the balance sheet date, with the completion of the disposal of the industrial properties and residential properties classified under non-current assets held for sale (see Note 23 for details), the Group repaid HK\$20,000,000 loans due to a director of certain subsidiaries. The director has confirmed that he will not demand for repayment of the remaining outstanding balances for a period of twelve months from the date of this report.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- (ii) 本公司之附屬公司譽宴集團有限公司，亦與若干附屬公司之董事訂立貸款融資協議，據此，董事同意不時向本公司提供60,000,000港元、年利率為4.5%的無抵押貸款融資，自二零一七年五月九日起為期2.5年。於二零一七年十二月三十一日，已提取總計45,000,000港元以用作一般營運資金。

於結算日後，於完成出售分類為持作出售非流動資產之工廠物業及住宅物業後（詳情請參閱附註23），本集團已向若干附屬公司之一名董事償還應付貸款20,000,000港元。該董事已確認，自本報告日期起十二個月期間內，彼將不會要求償還餘下未償還結餘。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- (iii) As disclosed in Note 38 to the consolidated financial statements, on 15 March 2018, the Company entered into an agreement for the placing of up to an aggregate of 180,000,000 new ordinary shares of the Company to not less than six placees at a price of HK\$1.8 per share, subject to the conditions precedent set out in the agreement.

On the same date, the Company entered into a subscription agreement with CASIC Investment Fund Management (Beijing) Limited Company (the "Subscriber") in which the Subscriber has conditionally agreed to subscribe for (or procure the subscription by its nominee(s)) and the Company has conditionally agreed to allot and issue an aggregate of another 180,000,000 new ordinary shares of the Company at a price of HK\$1.8 per share.

Upon the fulfillment of the conditions precedent and completion of the above placement and share subscription, the Company expects to receive a net proceeds of approximately HK\$643,300,000.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- (iii) 誠如綜合財務報表附註38所披露，本公司於二零一八年三月十五日訂立協議，根據協議所載之先決條件，將按每股1.8港元之價格向不少於六名承配人配售合共最多180,000,000股本公司新普通股。

於同日，本公司與航天科工投資基金管理(北京)有限公司(「認購人」)訂立認購協議，其中認購人有條件同意認購(或促使其代名人認購)而本公司有條件同意按每股1.8港元之價格另行配發及發行合共本公司180,000,000股新普通股。

於先決條件達成及上述配售及股份認購完成後，本公司預期將收取所得款項淨額約643,300,000港元。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(a) Going concern basis (Continued)

- (iv) As at 31 December 2017, the Group had total banking facilities of approximately HK\$29,000,000, of which approximately HK\$11,086,000 was utilised for issuance of letters of guarantee in favour of landlords for rental and utility deposits. The Group's banking facilities are subject to annual review for renewal, and the upcoming renewal date is in April 2018. Management is in negotiation with the bank for renewal of the Group's banking facilities. The directors of the Company are of the opinion that such banking facilities will be renewed upon expiry and continue to be available to the Group for the next twelve months from the date of this report.
- (v) Implementing measures to improve profitability/cash flows and cost containment measures to reduce capital and operational expenditures.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(a) 持續經營基準 (續)

- (iv) 於二零一七年十二月三十一日，本集團的銀行融資總額約為29,000,000港元，其中約11,086,000港元用作訂立以業主為受益人有關租金及公用設施按金的擔保函。本集團之銀行融資須每年進行續期審閱，而下一續期日為二零一八年四月。管理層正就本集團銀行融資續期與銀行磋商。本公司董事認為，該銀行融資將於失效後重續及自報告日期起未來十二個月本集團持續可使用該銀行融資。
- (v) 實施措施提高盈利能力／現金流量以及實施成本抑制措施以減少資本及營運開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(b) Amendments to standards adopted by the Group

The Group has applied the following amendments to standards for the first time for their annual reporting period commencing 1 January 2017:

- Recognition of deferred tax assets for unrealised losses – Amendments to HKAS 12
- Disclosure initiative – amendments to HKAS 7
- Disclosure of interests in other entities – amendments to HKFRS 12

Except for the amendments to HKAS 7 which results in additional disclosure of changes in liabilities arising from financing activities, see note 33(d), the adoption of the above amendments to standards did not have material impact on the consolidated financial statements or result in any significant changes to the Group's significant accounting policies.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) 本集團採納的準則的修訂

本集團已於二零一七年一月一日或之後開始的年度報告期間首次採納以下現有準則的修訂：

- 就未變現虧損確認遞延稅項資產 – 香港會計準則第12號之修訂
- 披露計劃 – 香港會計準則第7號之修訂
- 披露於其他實體的權益 – 香港財務報告準則第12號之修訂

除導致對融資活動引起的負債變動作出額外披露的香港會計準則第7號之修訂外(見附註33(d))，採納以上準則的修訂並無對綜合財務報表產生重大影響或導致本集團主要會計政策發生任何重大變動。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

- (c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group**

2 主要會計政策概要 (續)

2.1 編製基準 (續)

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

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
HKFRS 1 (Amendments) 香港財務報告準則第1號的修訂	First time adoption of HKFRS 首次採納香港財務報告準則	1 January 2018 二零一八年一月一日
HKFRS 2 (Amendments) 香港財務報告準則第2號的修訂	Classification and measurement of share-based payment transactions 以股份為基礎的付款交易之分類及計量	1 January 2018 二零一八年一月一日
HKFRS 4 (Amendments) 香港財務報告準則第4號的修訂	Insurance Contracts 保險合約	1 January 2018 or when the entity first applies HKFRS 9 二零一八年一月一日 或當實體首次應用 香港財務報告準則 第9號時
HKFRS 9 香港財務報告準則第9號	Financial instruments 金融工具	1 January 2018 二零一八年一月一日
HKFRS 15 香港財務報告準則第15號	Revenue from contracts with customers 客戶合約收益	1 January 2018 二零一八年一月一日
HKFRS 17 香港財務報告準則第17號	Insurance contracts 保險合約	1 January 2021 or when apply HKFRS 15 and HKFRS 9 二零二一年一月一日 或當應用香港 財務報告準則第15號 及香港財務報告準則 第9號時

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
HK (IFRIC) 22 香港(國際財務報告詮釋委員會)詮釋第22號	Foreign Currency Transactions and Advance Consideration 外幣交易及預付代價	1 January 2018 二零一八年一月一日
HKAS 28 (Amendments) 香港會計準則第28號的修訂	Investments in associates and joint ventures 於聯營公司及合營企業的投資	1 January 2018 二零一八年一月一日
HKAS 40 (Amendments) 香港會計準則第40號的修訂	Transfers of investment property 投資物業之轉移	1 January 2018 二零一八年一月一日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 二零一九年一月一日
HK (IFRIC) 23 香港(國際財務報告詮釋委員會)詮釋第23號	Uncertainty over Income Tax Treatments 所得稅不確定性之處理	1 January 2019 二零一九年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號的修訂	Sale or contribution of assets between an investor and its associate or joint venture 投資者與其聯營公司或合營企業之間的資產出售或投入	To be determined 待定

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納 (續)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group (Continued)

The above new standards, amendments to existing standards and interpretations have been published that are not mandatory for the annual reporting periods commencing 1 January 2017 and have not been early adopted by the Group. The Group intends to adopt the above new standards, amendments to existing standards and interpretation when they become effective. The Group's assessment of the impact of these new standards and interpretations is set out below.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納 (續)

上述新訂準則及現有準則的修訂及詮釋經已頒佈，惟於二零一七年一月一日開始之年度報告期間並無強制生效及本集團並無提早採用。本集團擬於彼等生效時採用上述新訂準則及現有準則的修訂及詮釋。本集團對該等新訂準則及詮釋的影響之評估載於下文。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (i) HKFRS 9 Financial Instruments

Nature of change

HKFRS 9 “Financial instruments” replaces the whole of HKAS 39. HKFRS 9 has three financial asset classification categories for investments in debt instruments: amortised cost, fair value through other comprehensive income (“FVOCI”) and fair value through profit or loss. Classification is driven by the entity’s business model for managing the debt instruments and their contractual cash flow characteristics. Investments in equity instruments are always measured at fair value. However, management can make an irrevocable election to present changes in fair value on equity instruments in other comprehensive income, provided the instrument is not held for trading. If the equity instrument is held for trading, changes in fair value are presented in profit or loss. For financial liabilities there are two classification categories: amortised cost and fair value through profit or loss. Where non-derivative financial liabilities are designated at fair value through profit or loss, the changes in the fair value due to changes in the liability’s own credit risk are recognised in other comprehensive income, unless such changes in fair value would create an accounting mismatch in profit or loss, in which case, all fair value movements are recognised in profit or loss. There is no subsequent recycling of the amounts in other comprehensive income to profit or loss. For financial liabilities held for trading (including derivative financial liabilities), all changes in fair value are presented in profit or loss.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (i) 香港財務報告準則第9號金融工具變更之性質

香港財務報告準則第9號「金融工具」完全取代香港會計準則第39號。香港財務報告準則第9號就債務工具投資訂有三項金融資產分類類別：攤銷成本、按公平值計入其他全面收益（「按公平值計入其他全面收益」）及按公平值計入損益。分類依據實體管理債務工具的業務模式及債務工具的合約現金流量特性決定。權益工具投資始終按公平值計量。然而，管理層可以不可撤銷地選擇在其他全面收益中呈列權益工具公平值的變動，惟有關工具不得持作買賣用途。如權益工具乃持作買賣用途，則其公平值變動於損益呈列。金融負債訂有兩個分類類別：攤銷成本及按公平值計入損益。倘非衍生金融負債指定為按公平值計入損益，因負債本身的信貸風險變動而產生的公平值變動於其他全面收益確認，除非該等公平值變動會在損益造成會計錯配，在此情況下，則所有公平值變動均於損益確認。隨後毋須將有關金額從其他全面收益調整至損益。就持作買賣金融負債（包括衍生金融負債）而言，所有公平值變動均於損益呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group (Continued)

- (i) HKFRS 9 Financial Instruments (Continued)

Nature of change (Continued)

HKFRS 9 also introduces a new model for the recognition of impairment losses – the expected credit losses (ECL) model, which constitutes a change from the incurred loss model in HKAS 39. The new model applies to debt instruments measured at FVOCI, financial assets classified at amortised cost, contract assets under HKFRS 15, lease receivables, loan commitments and certain financial guarantee contracts. The HKFRS 9 ECL model contains a ‘three stage’ approach, which is based on the change in credit quality of financial assets since initial recognition. Assets move through the three stages as credit quality changes and the stages dictate how an entity measures impairment losses and applies the effective interest rate method. Where there is a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納 (續)

- (i) 香港財務報告準則第9號金融工具 (續)
變更之性質 (續)

香港財務報告準則第9號亦為確認減值虧損引入新模式－預期信貸虧損(預期信貸虧損)模式，其構成香港會計準則第39號中的已產生虧損模式變動。新模式適用於按公平值計入其他全面收益、按攤銷成本分類的金融資產、香港財務報告準則第15號項下的合約資產、租賃應收款項、貸款承諾及若干財務擔保合約。香港財務報告準則第9號的預期信貸虧損模式載有一個「三階段」方法，此方法以初始確認後金融資產信貸質量的變動為基礎。資產隨信貸質量變動於三個階段內移動，不同階段決定實體對減值虧損的計量方法及實際利率法的運用方式。倘信貸風險顯著增加，則使用整個期限的預期信貸虧損(而非十二個月內的預期信貸虧損)計量減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group (Continued)

- (i) HKFRS 9 Financial Instruments (Continued)

Impact

The Group does not expect the new guidance to have significant impact on the classification and measurement of its financial assets as the Group does not have any debt instruments that would be classified as available-for-sale financial assets or held-to-maturity under HKAS 39. There are no material difference in measurements and classification for equity investment measured at fair value through profit or loss.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納 (續)

- (i) 香港財務報告準則第9號金融工具 (續) 影響

本集團預期新指引不會對其金融資產的分類及計量產生重大影響，因本集團並無分類為可供出售金融資產之債務工具或根據香港會計準則第39號分類為持有至到期之債務工具。按公平值計入損益之股本投資的計量及分類並無重大差異。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group (Continued)

- (i) HKFRS 9 Financial Instruments (Continued)

Impact (Continued)

The Group also does not expect there will be any significant impact on the Group's accounting for its financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have such liabilities.

For the new impairment model requires the recognition of impairment provisions based on ECL model, based on the assessments undertaken by the Group to date, the implementation is not expected to result in any significant impact on the Group's consolidated financial position and results of operations except that it may result in an earlier recognition of credit losses.

Date of adoption by Group

The new standard are mandatory for adoption for financial years commencing on or after 1 January 2018. The Group will apply the new rules retrospectively from 1 January 2018, with the practical expedients permitted under the standard. Comparative figures for 2017 will not be restated.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) 新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納 (續)

- (i) 香港財務報告準則第9號金融工具 (續)
影響 (續)

本集團亦預期新指引不會對本集團金融負債的會計處理產生任何重大影響，因新規定僅影響指定為按公平值計入損益的金融負債的會計處理，而本集團並無有關負債。

新減值模型要求以預期信貸虧損模式確認減值撥備，根據本集團迄今進行的評估，預期實施新減值模型不會導致本集團綜合財務狀況及經營業績產生任何重大影響，惟可能造成提早確認信貸虧損。

本集團採納之日期

新訂準則強制於二零一八年一月一日或之後開始的財政年度採納。本集團將自二零一八年一月一日起追溯應用新規則，並採納該準則允許的可行權宜方法。二零一七年的比較數字將不會重新呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (ii) HKFRS 15 Revenue from Contracts with Customers

Nature of change

HKFRS 15 “Revenue from Contracts with Customers” – This new standard replaces the previous revenue standards: HKAS 18 “Revenue” and HKAS 11 “Construction Contracts”, and the related interpretations on revenue recognition. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach: (1) Identify the contract(s) with customer; (2) Identify separate performance obligations in a contract; (3) Determine the transaction price; (4) Allocate transaction price to performance obligations; and (5) Recognise revenue when performance obligation is satisfied.

The core principle is that the entity should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an “earnings processes” to an “asset-liability” approach based on transfer of control. HKFRS 15 provides specific guidance on capitalisation of contract cost, license arrangements and principal versus agent considerations. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts with customers.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (ii) 香港財務報告準則第15號客戶合約收益變更之性質

香港財務報告準則第15號「客戶合約收益」—該項新訂準則取代之前的收益準則：香港會計準則第18號「收益」及香港會計準則第11號「建築合約」，以及與收益確認相關的詮釋。香港財務報告準則第15號利用五個步驟，確立釐定確認收益時間及金額的全面框架：(1)辨別客戶合約；(2)辨別合約中的個別履約責任；(3)釐定交易價格；(4)將交易價格分配至履約責任；及(5)於完成履約責任時確認收益。

核心原則乃一個實體應確認收益以體現向客戶轉讓承諾貨品或服務的數額，並反映實體預期交換該等貨品或服務而應得的代價。其由「盈利處理」為基礎的收益確認模型，轉移至以轉移控制權為基礎的「資產負債」方針。香港財務報告準則第15號就合約成本資本化及特許安排以及本金對代理代價提供具體指引。其亦就實體與客戶訂立的合約所產生的收益及現金流量的性質、金額、時間及不明朗因素設定一套嚴密的披露規定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (ii) HKFRS 15 Revenue from Contracts with Customers (Continued)

Impact

The Group is principally engaged in the operation of Chinese restaurant and wedding business, property leasing business and securities trading business. Management has assessed the effects of applying the new standard on the Group's consolidated financial statements. Based on the assessments undertaken to date, the implementation of HKFRS 15 is not expected to result in any significant impact on the Group's financial position and results of operations as the Group does not introduce any customer loyalty programme or sales of any bundle of goods or services which are likely to be affected by the new HKFRS 15.

Date of adoption by group

Mandatory for financial years commencing on or after 1 January 2018. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 January 2018 and that comparatives will not be restated.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (ii) 香港財務報告準則第15號客戶合約收益影響

本集團主要從事中式酒樓及婚禮業務、物業租賃業務及證券買賣業務。管理層已評估應用新訂準則對本集團綜合財務報表的影響。根據迄今進行的評估，預期實施香港財務報告準則第15號將不會導致本集團財務狀況及經營業績產生任何重大影響，因本集團並無推出任何客戶忠誠計劃或銷售任何可能受到新訂香港財務報告準則第15號影響的捆綁貨品或服務。

本集團採納之日期

新訂準則於二零一八年一月一日或之後開始的財政年度強制採用。本集團擬使用經修訂的追溯法採納準則，這表示採納的累積影響將於截至二零一八年一月一日的保留盈利中確認，而比較數字將不會重列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (iii) HKFRS 16, Leases

Nature of change

HKFRS 16 provides new provisions for the accounting treatment of leases which does not require lessees to classify their leases as either finance leases or operating leases and account for those two types of leases differently. HKFRS 16 will no longer allow lessees to account for certain leases outside the statements of financial position. Instead, all long-term leases must be recognised in the form of assets (for the rights of use) and lease liabilities (for the payment obligations), both of which may be carried initially at the discounted present value of the future operating lease commitments subject to certain exceptions and arrangements that do not qualify as leases under HKFRS 16. Short-term leases with a lease term of twelve months or less and leases of low-value assets are exempt from such reporting obligations.

The new standard will therefore result in recognition of a right-to-use asset and an increase in lease liabilities in the consolidated statement of financial position. In profit or loss, rental expenses will be replaced with depreciation and interest expense and the classification of cash flows in the cash flow statements may also be affected.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (iii) 香港財務報告準則第16號，租賃變更之性質

香港財務報告準則第16號提供有關租賃會計處理的新規定，該規定並無要求承租人將彼等之租賃分類為融資租賃或經營租賃及將該等兩類按不同租賃類型入賬。香港財務報告準則第16號不再容許承租人於財務狀況表外將若干租賃入賬。取而代之，所有長期租賃必須以資產（如屬使用權）及租賃負債（如屬付款責任）確認，兩者均可初始按未來經營租賃承擔之貼現現值列賬，若干不合資格成為香港財務報告準則第16號項下之租賃的例外及安排除外。少於十二個月的短期租賃及低價值資產的租賃獲豁免申報責任。

該新訂準則將因此會導致於綜合財務狀況表內確認使用權資產及租賃負債增加。於損益表內，租賃開支將以折舊及利息開支替代，且現金流量表內現金流量的分類亦將可能受影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (iii) HKFRS 16, Leases (Continued)

Impact

The Group is a lessee of certain land and buildings for its Chinese restaurant and wedding business operation and office which are currently classified as operating leases. The Group's current accounting for such leases is to record the rental expenses in the Group's consolidated statement of comprehensive income in the year they are incurred with the related operating lease commitments being separately disclosed.

The adoption of HKFRS 16 will therefore result in derecognition of prepaid operating leases, increase in right-of-use assets and increase in lease liabilities in the Group's consolidated balance sheet. In the Group's consolidated statement of comprehensive income, the annual rental and amortisation expenses of prepaid operating lease under otherwise identical circumstances will decrease, while depreciation of right-of-use of assets and interest expense arising from the financial liabilities will increase.

As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$128,881,000. However, the Group has not yet determined to what extent of these commitment will result in the recognition of assets and liabilities for future payments and the impact on Group's profit and classification in cash flows.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (iii) 香港財務報告準則第16號，租賃 (續) 影響

本集團為若干土地及樓宇的承租人，該等土地及樓宇用於經營中式酒樓及婚禮業務營運及辦公，現時分類為經營租賃。本集團有關該等租賃的現行會計政策乃為於有關開支產生的年度內於本集團綜合全面收益表列賬為租賃開支，而相關經營租賃承擔則另行披露。

採用香港財務報告準則第16號將因此導致本集團綜合資產負債表內的預付經營租賃終止確認、使用權資產增加及租賃負債增加。於本集團之綜合全面收益表內，在相同情況下，預付經營租賃的年度租金及攤銷開支將會減少，但使用權資產折舊及金融負債所產生的利息開支則將會增加。

於報告日期，本集團擁有不可撤銷經營租賃承擔128,881,000港元。然而，本集團尚未釐定該等承擔將會導致確認資產與未來付款之負債程度，以及對於本集團利潤及現金流量分類有何影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.1 Basis of preparation (Continued)

(c) **New standards and amendments to existing standards that have been issued but are not effective and have not been early adopted by the Group** (Continued)

- (iii) HKFRS 16, Leases (Continued)

Impact (Continued)

For the leases which the Group is the lessor, the adoption of HKFRS 16 is not expected to result in any significant changes in its recognition and measurements.

Date of adoption by group

Mandatory for financial years commencing on or after 1 January 2019. The Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are no other standards that are not yet effective and that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(c) **新訂準則及現有準則的修訂經已頒佈，惟其尚未生效，本集團亦無提早採納** (續)

- (iii) 香港財務報告準則第16號，租賃 (續)
影響 (續)

對於本集團為出租人的租賃而言，採用香港財務報告準則第16號預期將不會對確認及計量產生任何重大變化。

本集團採納之日期

新訂準則於二零一九年一月一日或之後開始的財政年度強制採用。本集團無意於其生效日期之前採用該準則，本集團擬應用簡化過渡方法且於首次採納前年度將不會重列比較金額。

概無其他尚未生效但預期將會對本集團當前或未來申報期間或可見將來交易造成重大影響的準則。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries

2.2.1 Consolidation

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

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

2 主要會計政策概要 (續)

2.2 附屬公司

2.2.1 綜合入賬

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

集團內公司間之交易、結餘及未變現溢利予以對銷。除非交易提供已轉讓資產出現減值之憑證,未變現虧損亦予以對銷。附屬公司之會計政策在必要時會作出調整,以確保與本集團所採納之政策一致。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination

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

Acquisition-related costs are expensed as incurred.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併

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

收購相關成本乃於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination (Continued)

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

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

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

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併 (續)

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combination (Continued)

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

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

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

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

(a) 業務合併 (續)

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

(b) 不會導致控制權變動的附屬公司擁有權權益變動

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

- (c) Disposal of subsidiaries

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

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合入賬 (續)

- (c) 出售附屬公司

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

2.3 Segment reporting

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

2.4 Foreign currency transaction

(a) Functional and presentation currency

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

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.2 獨立財務報表

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

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

2.3 分部呈報

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

2.4 外幣交易

(a) 功能及呈列貨幣

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.4 Foreign currency transaction (Continued)

(b) Transactions and balances

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

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

2 主要會計政策概要 (續)

2.4 外幣交易 (續)

(b) 交易及結餘

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

(c) 集團公司

功能貨幣有別於呈列貨幣之所有集團實體（該等集團實體概無擁有嚴重通貨膨脹經濟體之貨幣）之業績及財務狀況，均按以下方式換算為呈列貨幣：

- (i) 各資產負債表呈列之資產及負債乃按該資產負債表日期之收市匯率換算；
- (ii) 各收益表之收支乃按平均匯率換算（除非該平均匯率並非在有關交易日期當日通行匯率累積影響之合理估計內，則在該情況下，收支於有關交易日期當日換算）；及
- (iii) 所有因而產生之匯兌差額於其他全面收益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.4 Foreign currency transaction (Continued)

(c) Group companies (Continued)

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2.5 Property, plant and equipment

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

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

2 主要會計政策概要 (續)

2.4 外幣交易 (續)

(c) 集團公司 (續)

因收購海外實體而產生的商譽及公平值調整，均視作海外實體的資產及負債，並按收市匯率換算。所產生之匯兌差額於其他全面收益內確認。

2.5 物業、廠房及設備

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.5 Property, plant and equipment (Continued)

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

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

2 主要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.5 Property, plant and equipment (Continued)

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period.

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

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

2.6 Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields for capital appreciation or both, and are not occupied by the Group.

Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment properties are measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition at cost, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of comprehensive income.

2 主要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

資產的殘值及可使用年限於各報告期間進行檢討及調整(如適用)。

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

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

2.6 投資物業

投資物業，主要由租賃土地和樓宇組成，乃為獲得長期租金收益或資本增值或兩者兼備而持有，同時並非由本集團佔用。

當已符合投資物業的其餘定義時，以經營租賃持有的土地作為投資物業入賬。有關經營租賃則當作融資租賃入賬。

投資物業初始按成本計量，包括相關的交易成本及(如適用)借款成本。於初始按成本確認後，投資物業按公平值列賬，公平值指由外部估值師釐定的於各報告日期的公開市值。公平值乃根據活躍市場價格計算，並就個別資產不同的性質、地點或狀況作出必要調整。倘未能獲得該等資料，本集團採用其他估值方法，例如近期較不活躍市場的價格或貼現現金流量預測。公平值變動於綜合全面收益表內入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.6 Investment properties (Continued)

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of land, if any, classified as investment property; others, including contingent rent payments, are not recognised in the consolidated financial statements.

Subsequent expenditure is capitalised to the asset's carrying amount 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. All other repairs and maintenance costs are expensed in the consolidated statement of comprehensive income during the financial period in which they are incurred.

Investment properties are derecognised either when they have been disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposals.

2 主要會計政策概要 (續)

2.6 投資物業 (續)

投資物業之公平值反映(其中包括)現時租賃之租金收入及按當前市況假設未來租賃之租金收入。物業之公平值亦按相若的基準反映有關該物業可能預期出現的任何現金流出。若干該等流出確認為負債(包括有關土地之分類為投資物業之融資租賃負債(如有));其他(包括或然租賃付款)並無於綜合財務報表中確認。

後續開支用於資產賬面值,惟前提是與項目有關的未來經濟利益可能流入本集團且項目成本能夠可靠計量。全部其他維修及維護成本於其產生的財務期間內於綜合全面收益表內支銷。

當投資物業已出售或當其永久地撤回使用,且預計其出售不會產生未來經濟利益,則終止確認投資物業。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.7 Goodwill

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

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

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

2 主要會計政策概要 (續)

2.7 商譽

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.8 Impairment of non-financial assets

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

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

2.9 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

2 主要會計政策概要 (續)

2.8 非金融資產減值

具備無限可使用年期的資產 (如商譽) 毋須攤銷, 惟須每年進行減值測試。

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

2.9 持作出售非流動資產

倘若非流動資產之賬面值將主要通過銷售交易收回而非透過持續使用收回而銷售認為極有可能發生, 則非流動資產分類為持作出售。有關資產按賬面值與公平值減去出售成本之較低者計量, 惟已訂明獲豁免此項規定之資產除外, 如遞延稅項資產、僱員福利產生之資產、按公平值計量之金融資產和投資物業以及保險合約之合約權利等。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.9 Non-current assets held for sale (Continued)

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of derecognition.

Non-current assets classified as held for sale are presented separately from the other assets in the consolidated balance sheet.

2.10 Financial assets

(i) Classification

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

- (a) Financial assets at fair value through profit or loss

The Group classifies financial assets at fair value through profit or loss if they are acquired principally for the purpose of selling in the short term, i.e. are held for trading. They are presented as current assets if they are expected to be sold within 12 months after the end of the reporting period; otherwise they are presented as non-current assets. The Group has not elected to designate any financial assets at fair value through profit or loss.

2 主要會計政策概要 (續)

2.9 持作出售非流動資產

(續)

減值虧損就資產任何初始或其後撇減至公平值減去出售成本之數確認。倘資產（或出售集團）之公平值減去出售成本其後有任何增加，則確認收益，惟不得超過任何先前確認之累計減值虧損。在出售非流動資產之日期前並無確認之收益或虧損在終止確認日期確認。

分類為持作出售之非流動資產與綜合資產負債表內的其他資產分開呈列。

2.10 金融資產

(i) 分類

本集團將金融資產分類為按公平值計入損益之金融資產以及貸款及應收款項。分類取決於收購金融資產的目的。管理層於初始確認時釐定金融資產分類。

- (a) 按公平值計入損益之金融資產

倘若購入之主要目的為於短期內出售（即持作出售），則本集團將金融資產分類為按公平值計入損益的金融資產。倘若此類別的資產預期將於呈報期末後十二個月內出售，則呈列為流動資產；否則為非流動資產。本集團選擇不指定任何金融資產按公平值計入損益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.10 Financial assets (Continued)

(i) Classification (Continued)

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's loans and receivables comprise trade receivables, deposits and other receivables and cash and cash equivalents in the consolidated balance sheet. (see Note 2.12 and 2.13)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 主要會計政策概要 (續)

2.10 金融資產 (續)

(i) 分類 (續)

(b) 貸款及應收款項

貸款及應收款項為於活躍市場並無報價的固定或可予釐定付款的非衍生金融資產。倘該等款項預期於一年或一年以內收回，則呈列為流動資產。倘不能於一年或一年以內收回，則呈列為非流動資產。本集團的貸款及應收款項包括綜合資產負債表內的貿易應收款項、按金及其他應收款項及現金以及現金等價物（見附註2.12及2.13）。

(ii) 確認及終止確認

常規買賣的金融資產於交易日（即本集團承諾購買或出售資產當日）確認。當自金融資產收取現金流量的權利屆滿或已轉讓，且本集團已轉移所有權的絕大部分風險及回報時，則終止確認金融資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.10 Financial assets (Continued)

(iii) Measurement

At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in consolidated statement of comprehensive income.

Financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value are recognised in the consolidated statement of comprehensive income. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Dividends and interest income on financial assets at fair value through profit or loss are recognised in consolidated statement of comprehensive income when the Group's right to receive payments is established.

(iv) Offsetting financial instruments

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

2 主要會計政策概要 (續)

2.10 金融資產 (續)

(iii) 計量

初始確認時，本集團按金融資產之公平值加（倘並非按公平值計入損益之金融資產）直接歸屬於金融資產收購之交易成本計量。按公平值計入損益之金融資產之交易成本於綜合全面收益表列作開支。

按公平值計入損益之金融資產其後按公平值列賬。公平值變動引起的收益或虧損於綜合全面收益表確認。貸款及應收款項隨後採用實際利率法按攤銷成本入賬。

當本集團確立收取付款的權利時，按公平值計入損益之金融資產的股息及利息收入於綜合全面收益表確認。

(iv) 抵銷金融工具

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.11 Impairment of financial assets carried at amortised cost

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

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

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

2 主要會計政策概要 (續)

2.11 按攤銷成本列賬的金融資產的減值

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.11 Impairment of financial assets carried at amortised cost

(Continued)

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

2.12 Trade and other receivables

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See Note 2.10 for further information about the Group's accounting for trade and other receivables and Note 2.11 for a description of the Group's impairment policies.

2.13 Cash and cash equivalents

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

2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要 (續)

2.11 按攤銷成本列賬的金融資產的減值 (續)

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

2.12 貿易及其他應收款項

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

貿易及其他應收款項初始按公平價值確認，隨後以實際利率法按攤銷成本扣除減值撥備計量。有關本集團的貿易及其他應收款項會計法及本集團減值政策的描述的進一步資料，請分別參閱附註2.10及附註2.11。

2.13 現金及現金等價物

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

2.14 股本

普通股分類為權益。發行新股份或購股權直接應佔的新增成本於權益中列作所得款項的減項（扣除稅項）。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.15 Trade and other payables

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

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

2.16 Borrowings

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

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

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

2 主要會計政策概要 (續)

2.15 貿易及其他應付款項

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

貿易及其他應付款項初始按公平值確認,隨後以實際利率法按攤銷成本計量。

2.16 借款

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

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

除非本集團具有無條件權利將負債的結算遞延至結算日後最少十二個月,否則借款歸類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.17 Borrowing costs

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

2.18 Current and deferred income tax

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

(a) Current income tax

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

2 主要會計政策概要 (續)

2.17 借款成本

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

2.18 當期及遞延所得稅

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

(a) 當期所得稅

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.18 Current and deferred income tax (Continued)

(b) Deferred income tax

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

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(b) 遞延所得稅

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

就計量使用公平值模式計量之投資物業之遞延稅項負債或遞延稅項資產而言，該等物業之賬面乃假定將透過銷售全部收回，除非該假設被推翻。於投資物業可折舊及根據目標為隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益之商業模式持有的情況下，有關假設被推翻。

遞延所得稅資產僅於可能有未來應課稅利潤以抵銷可動用暫時差額的情況下確認。

倘本公司能控制撥回暫時差額的時間及該等差額很可能不會於可見將來撥回，則不會就海外營運投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.18 Current and deferred income tax (Continued)

(c) Offsetting

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

2.19 Employee benefits

(a) Pension obligation

The Group operates certain defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Hong Kong

The Groups operates a defined contribution Mandatory Provident Fund Scheme (the "MPF Scheme") which is registered under the Mandatory Provident Fund Schemes Ordinance in Hong Kong. The assets of the MPF Scheme are held in separate trustee-administered funds.

The Group's contributions to the MPF Scheme are charged to consolidated statement of comprehensive income in the year as incurred.

2 主要會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(c) 抵銷

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

2.19 僱員福利

(a) 退休金責任

本集團運營若干界定供款計劃。界定供款計劃為本集團據此向一家獨立實體作出固定供款的退休金計劃。倘該基金並無足夠資產支付所有僱員於本期間及過往期間就僱員服務所得的福利，本集團並無進一步供款的法定或推定責任。供款在到期應付時確認為僱員福利費用。預付供款確認為資產，惟以可作現金退款或可扣減日後付款之金額為限。

香港

本集團運營一項界定供款強制性公積金計劃（「強積金計劃」），該計劃已根據香港強制性公積金計劃條例註冊。此強積金計劃之資產由信託人管理之獨立基金持有。

本集團對強積金計劃供款於產生年度的綜合全面收益表扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(a) Pension obligation (Continued)

Mainland China

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement schemes for its relevant employees in Mainland China. The state-sponsored retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees. The Group's contributions to the state-sponsored retirement schemes are expensed as incurred and are fully and immediately vested in the employees.

(b) Employee leave entitlements

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

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

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(a) 退休金責任 (續)

中國內地

按照中國內地法例及法規規定，本集團為中國內地相關僱員向國家資助退休計劃供款。國家資助退休計劃負責應付予退休僱員的全部退休後福利責任。本集團對國家資助退休計劃的供款於產生時列為開支並悉數及即時歸屬於僱員。

(b) 僱員應享假期

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

僱員應享病假及產假僅於支取時方會確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(c) Termination benefits

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

(d) Bonus plans

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

(e) Long service payments

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

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(c) 離職福利

離職福利於僱員在正常退休日期前被本集團解僱，或當僱員接受自願遣散以換取此等福利時支付。本集團在可證明承諾如下時確認離職福利：根據一項詳細的正式計劃終止現有僱員的僱用（沒有撤回的可能）；或因為提出一項要約以鼓勵自願遣散而提供的離職福利（離職福利按預期接受要約的僱員人數釐定）。在結算日後超過十二個月支付的福利貼現為其現值。

(d) 花紅計劃

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

(e) 長期服務金

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.19 Employee benefits (Continued)

(e) Long service payments (Continued)

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

2.20 Share-based payment

Equity-settled share-based payment transaction

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

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

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

2 主要會計政策概要 (續)

2.19 僱員福利 (續)

(e) 長期服務金 (續)

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

2.20 股份為基礎付款

股本結算股份為基礎付款的交易

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

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

總開支於歸屬期內確認，歸屬期指所有指定歸屬條件均已達成的期間。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.21 Provisions

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

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

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

2.22 Provision for reinstatement costs

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

2 主要會計政策概要 (續)

2.21 撥備

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

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

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

2.22 修復成本撥備

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.23 Revenue recognition

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

(a) Revenue from Chinese restaurants operations

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

(b) Revenue from provision for wedding services

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

(c) Distribution of goods

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

2 主要會計政策概要 (續)

2.23 收益確認

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

(a) 來自中式酒樓業務的收益

當向客戶提供相關餐飲服務時確認收益。

(b) 來自提供婚禮服務的收益

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

(c) 分銷貨品

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.23 Revenue recognition (Continued)

(d) Franchise income

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

(e) Rental income

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

(f) Dividend income

Dividend income from investments is recognised when the shareholder's right to receive payment have been established.

(g) Interest income

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

2.24 Leases (as a lessee)

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

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

2 主要會計政策概要 (續)

2.23 收益確認 (續)

(d) 特許權收入

特許權收入於提供服務的會計期間確認。

(e) 租金收入

投資物業的租金收入於租期內以直線法於綜合全面收益表中確認。

(f) 股息收入

當股東確立收取付款的權利時，確認投資的股息收入。

(g) 利息收入

利息收入採用實際利率法按時間比例確認。

2.24 租賃 (作為承租人)

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.24 Leases (as a lessee) (Continued)

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

2.25 Leases (as a lessor)

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

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

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

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

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

2 主要會計政策概要 (續)

2.24 租賃(作為承租人) (續)

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

2.25 租賃(作為出租人)

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

以融資租賃方式出租資產時，租賃付款之現值確認為應收款項。應收款項之總額與其現值之差額確認為未實現財務收入。

於會計期間分配盈利總額之方法被稱為「精算法」。精算法於各會計期間在財務收入及資本償還之間分配租金，據此方法，財務收入將以出租人於租賃淨投資之固定比率回報實現。

當資產根據經營租賃租出，該項資產按資產性質計入綜合資產負債表。

根據經營租賃產生之租金收入以直線法於租賃期內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.26 Dividend distribution

Dividend distribution to the shareholders of the Company and its subsidiaries is recognised as a liability in the financial statements in the period in which the dividends are approved by the shareholders or directors, where appropriate, of the respective companies.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk, liquidity risk and price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use derivative financial instruments to hedge its risk exposures to changes in foreign exchange rates and interest rates.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign exchange risk arises when recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

2 主要會計政策概要 (續)

2.26 股息分派

向本公司及其附屬公司股東作出的股息分派在股息獲相關公司股東或董事(如適用)批准的期間於財務報表內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團因其業務活動面臨多項財務風險：市場風險(包括外匯風險、現金流量及公平值利率風險)、信貸風險、流動資金風險及價格風險。本集團的整體風險管理項目著重於金融市場的不可預測性及致力於將對本集團財務表現的潛在不利影響減至最低。本集團並未使用衍生金融工具對沖其匯率及利率變動風險。

(a) 市場風險

(i) 外匯風險

外匯風險是金融工具的公平值或未來現金流會因匯率變動而波動的風險。當已確認資產及負債以實體功能貨幣以外的貨幣計值，即產生外匯風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

The Group mainly operates in Hong Kong with most of the transactions settled in HK\$. In the current year, the Group also starts to have operations in Mainland China. Thus, the Group is exposed to the foreign exchange risk arisen from Renminbi ("RMB").

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures. The Group's assets and liabilities are primarily denominated in the respective group companies' functional currency. As such, in the opinion of directors, the Group's assets and liabilities, and transactions arising from its operations primarily do not expose the Group to material foreign exchange risk. No sensitivity analysis is presented.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

本集團主要於香港營運，大部分交易以港元結算。於本年度，本集團亦開始於中國內地營運，因此本集團面臨與人民幣（「人民幣」）有關的外匯風險。

本集團透過定期審閱本集團外匯淨額管理其外匯風險。本集團資產及負債主要以各集團公司的功能貨幣計值。因此，董事認為，本集團的資產及負債以及主要由營運產生的交易並無令本集團承受重大外匯風險。並無呈列任何敏感性分析。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

- (ii) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest rate risk arises from bank deposits, borrowings and loans from a shareholder. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by bank deposits held at variable rates. Loans due from a shareholder and loan due from a director of a subsidiary classified in borrowings are at fixed-rate and expose the Group to fair value interest-rate risk. The interest rate profile of borrowings and loans from a shareholder is disclosed in Note 29 and Note 37 to the consolidated financial statements. The bank deposits generate interest at the prevailing market interest rates.

As at 31 December 2017, there are no interest-bearing borrowings with variable interest rate.

As at 31 December 2016, if interest rates had been 50 basis points higher/lower with all other variables held constant, the Group's loss for the year would have increased/decreased by approximately HK\$210,000, mainly as a result of higher/lower net interest expense on floating rate bank deposits and borrowings.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

- (ii) 現金流量及公平值利率風險

現金流量利率風險是金融工具的未來現金流量會因市場利率變動而波動的風險。公平值利率風險是金融工具的價值會因市場利率變動而波動的風險。

本集團的利率風險主要源自銀行存款、借款及股東貸款。按浮動利率計息的借款使本集團面臨現金流量利率風險，惟部分由按浮動利率持有的銀行存款所抵銷。分類為借款的應收一名股東貸款及應收一間附屬公司之一名董事貸款按固定利率計息及使本集團面臨公平值利率風險。借款及股東貸款的利率概況於綜合財務報表附註29附註37披露。銀行存款按現行市場利率賺取利息。

於二零一七年十二月三十一日，並無以浮動利率計息之計息借款。

於二零一六年十二月三十一日，倘利率上調／下調50個基點，而所有其他可變因素保持不變，本集團的年度虧損主要因浮息銀行存款及借款的利息開支淨額增加／減少而增加／減少約210,000港元。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

During the year ended 31 December 2017, in the opinion of directors, the expected change in fair values of the loans due from a shareholder and loan due from a director of a subsidiary classified in borrowings was not significant, thus no sensitivity analysis was presented.

The Group's credit risk is primarily attributable to bank deposits, deposits and trade and other receivables and financial assets at fair value through profit or loss. Management has policies in place and exposures to these credit risks are monitored on an ongoing basis.

To mitigate the risk arising from bank deposits and financial assets at fair value through profit or loss, the Group places their bank deposits and listed securities classified as financial assets at fair value through profit or loss to certain reputable banks with a minimum rating of "investment grade" ranked by an independent party or financial institutions with high credit quality.

Trade and other receivables and deposits are continuously monitored by assessing the credit quality of the respective counterparties, taking into account its financial position, past experience and other factors. Where necessary, impairment loss is made for estimated irrecoverable amounts. As at 31 December 2017, no impairment is considered necessary for the trade receivables, deposits and other receivables (2016: same).

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

截至二零一七年十二月三十一日止年度內，董事認為，分類為借款之應收一名股東貸款及應收一間附屬公司之一名董事貸款之公平值之預期變動並不顯著，因此並未呈列任何敏感性分析。

本集團的信貸風險主要來自銀行存款、按金以及貿易及其他應收款項及按公平值計入損益的金融資產。管理層訂有政策，故該等信貸風險得持續監控。

為減少銀行存款以及按公平值計入損益的金融資產所帶來的風險，本集團將銀行存款及分類為按公平值計入損益的金融資產的上市證券存置於若干獨立機構所給予信貸評級最低為「投資級別」的信譽良好之銀行或高信用資質的金融機構。

貿易及其他應收款項以及按金透過評估有關交易對方的信貸質素，同時計及其財務狀況、過往記錄及其他因素進行持續監控。於必要情況下，對估計不可收回金額計提減值虧損。於二零一七年十二月三十一日，毋須就貿易應收款項、按金及其他應收款項計提減值（二零一六年：相同）。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The maximum exposure to credit risk is represented by the carrying amounts of each financial asset in the consolidated balance sheet.

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenant, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks, a director of a subsidiary and a shareholder to meet their liquidity requirements in the short and longer term.

The Directors consider that with the availability of these source of funds, the Group is able to mitigate the liquidity risk and to satisfy its future working capital and other financing requirement.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

最大信貸風險為綜合資產負債表內各項金融資產的賬面值。

(c) 流動資金風險

本集團訂有政策以定期監控即期及預期流動資金需求以及我們遵守債項契諾的情況，目的為確保其維持充足現金儲備及向銀行、一間附屬公司的一名董事及一名股東獲取充足承擔限額，以滿足短期及長期內的流動資金需求。

董事認為，憑藉此等可得資金，本集團可減輕流動資金風險並滿足其未來營運資金及其他融資需求。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.1 Financial risk factors (Continued)****(c) Liquidity risk (Continued)**

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year/ repayable on demand 一年內/ 按要求償還 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元
At 31 December 2017	於二零一七年 十二月三十一日			
Trade payables	貿易應付款項	17,550	-	-
Accruals and other payables	應計費用及 其他應付款項	19,459	-	-
Loans from a shareholder	股東貸款	150,690	-	-
Amount due to a director	應付一名 董事款項	1,100	-	-
Amount due to a related company	應付一間 關聯公司款項	3,621	-	-
Borrowings	借款	45,000	-	-
At 31 December 2016	於二零一六年 十二月三十一日			
Trade payables	貿易應付款項	13,645	-	-
Accruals and other payables	應計費用及 其他應付款項	19,758	-	-
Loans from a shareholder	股東貸款	280,387	-	-
Amount due to a director	應付一名 董事款項	1,100	-	-
Borrowings	借款	49,009	195	16

3 財務風險管理 (續)**3.1 財務風險因素 (續)****(c) 流動資金風險 (續)**

下表根據由結算日至合約到期日的剩餘期間，按照相關到期組別分析本集團的非衍生金融負債。表內所披露金額為合約未貼現現金流量。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.1 Financial risk factors** (Continued)**(c) Liquidity risk** (Continued)

The table following summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amount includes interest payments computed using contractual rates. Taking into account the good track records and relationships with the bank and the values of the underlying assets pledged to the respecting banking facilities, the directors do not consider that it is probable that the bank will exercise its discretion to immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

3 財務風險管理 (續)**3.1 財務風險因素** (續)**(c) 流動資金風險** (續)

下表概述附有按要求償還條款之定期貸款根據貸款協議所載之協定計劃還款日期作出之到期日分析。有關金額包括以合約利率計算之利息付款。經考慮本集團與銀行的良好往績記錄及關係以及作為有關銀行融資之擔保之相關資產之價值，董事認為銀行不大可能會行使要求即時還款之酌情權。董事相信，有關定期貸款將會根據貸款協議所載之計劃還款日期償還。

**Maturity analysis – term loans
subject to a repayment
on demand clause based
on scheduled repayments**

到期日分析 – 包含按要求償還條款之
定期貸款 (按計劃還款日期)

		Over		Over	Over
		1 year but less than 2 years	2 years but less than 5 years		
		Within 1 year	Over 5 years		
		於一年內	超過一年 但少於兩年	超過兩年 但少於五年	五年以上
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
31 December 2017	二零一七年 十二月三十一日	-	-	-	-
31 December 2016	二零一六年 十二月三十一日	4,394	4,291	21,126	-

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Price risk

The Group is exposed to equity price risk through its investment in listed equity securities classified in the consolidated balance sheet as financial assets at fair value through profit or loss.

To manage its price risk arising from investments in equity securities, the Group diversified its portfolio with different risks. In addition, the Group also appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

If the share price of the listed equity securities classified as financial assets at fair value through profit or loss had been increased/decreased by 10% (2016:Nil) and all other variables were held constant, the post-tax loss of the Group for the year ended 31 December 2017 would decrease/increase by approximately HK\$288,000 (2016: Nil) results from the changes in fair value of these listed equity securities.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 價格風險

本集團因其於綜合資產負債表分類為按公平值計入損益的上市股本證券之投資而面臨股本價格風險。

本集團設立不同風險水平的組合以管理於股本證券之投資產生之價格風險。此外，本集團已委任專門團隊以監控價格風險並將考慮於需要時對沖該風險敞口。

倘分類為按公平值計入損益的金融資產的上市股本證券的股價上升／下降10% (二零一六年：零) 而其他所有變量保持不變，本集團截至二零一七年十二月三十一日止年度源自該等上市股本證券的公平值變動的稅後虧損將下降／上升288,000港元 (二零一六年：零)。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

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

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheet) plus loans from a shareholder less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

3 財務風險管理 (續)

3.2 資本風險管理

本集團資本管理目標是確保本集團能持續經營，以為股東帶來回報，同時兼顧其他權益持有人利益，並維持最優資本架構以減少資金成本。

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

與業內其他同行一樣，本集團以資本負債比率為基準監察其資本。該比率按債務淨額除以資本總額計算，而債務淨額為借款總額（包括綜合資產負債表列示的流動及非流動借款）加股東貸款扣減現金及現金等價物，資本總額則指綜合資產負債表列示的「權益」加上債務淨額。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.2 Capital risk management** (Continued)

The Group's strategy, which was unchanged during the year ended 31 December 2017, was to lower the gearing ratio to an acceptable level. The gearing ratio as at 31 December 2017 and 2016 are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total borrowings (Note 29)	借款總額 (附註29)	45,000	46,519
Loans from a shareholder (Note 37)	股東貸款 (附註37)	150,690	280,387
Less: cash and cash equivalents (Note 24)	減: 現金及現金等價物 (附註24)	(196,335)	(298,604)
Net (cash)/debt	(現金)/負債淨額	(645)	28,302
Total equity	總權益	130,961	32,686
Total capital	總資本	130,316	60,988
Gearing ratio	資本負債比率	N/A 不適用	0.46

As at 31 December 2017, the Group is at a net cash position, hence the disclosure of gearing ratio is not applicable.

3 財務風險管理 (續)**3.2 資本風險管理** (續)

於截至二零一七年十二月三十一日止年度，本集團保持將資本負債比率降至可接納水平的策略不變。於二零一七年及二零一六年十二月三十一日的資本負債比率如下：

於二零一七年十二月三十一日，本集團處於淨現金狀況，因此資本負債比率披露並不適用。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

(a) Financial assets

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

- (i) Fair value hierarchy

Recurring fair value measurements 經常性公平值計量
At 31 December 2017 於二零一七年
 三月三十一日

Financial assets	金融資產
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產
– Hong Kong listed equity securities	– 香港上市股本證券

Level 1
第一層
 HK\$'000
 千港元

3,447

3,447

3 財務風險管理 (續)

3.3 公平值估計

(a) 金融資產

本節解釋釐定於綜合財務報表按公平值確認及計量的金融工具公平值時作出的判斷及估計。為得出釐定公平值所用輸入數據的可靠程度指標，本集團根據會計準則將其金融工具分為三個層級。各層級的解釋載於下表。

- (i) 公平值層級

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets (Continued)

(i) Fair value hierarchy (Continued)

There were no transfers against various levels for recurring fair value measurements during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 金融資產 (續)

(i) 公平值層級 (續)

年內，不同層級之間並無轉撥經常性公平值計量。

本集團的政策為於呈報期末確認公平值等級架構的轉入及轉出數額。

第一層：於活躍市場買賣的金融工具（如公開買賣的衍生工具、買賣證券及可供出售證券）的公平值乃根據呈報期間末的市場報價計算。本集團所持金融資產所用的市場報價為當時買入價。此等工具納入第一層。

第二層：並無在活躍市場買賣的金融工具（如場外衍生工具）的公平值利用估值技術釐定。估值技術盡量利用可觀察市場數據，盡量少依賴特定主體的估計。如某一工具的公平值所需的所有重大輸入數據均為可觀察數據，則該工具納入第二層。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets (Continued)

(i) Fair value hierarchy (Continued)

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(ii) Valuation techniques used to determine fair values

As at 31 December 2017, the Group only hold listed equity securities which are classified as fair value through profit or loss and are measured at fair values at the end of each reporting period, thus the quoted market price for similar instruments are used to measure the fair value of such financial instruments.

(b) Non-financial assets

(i) Fair value hierarchy

This note explains the judgements and estimates made in determining the fair values of the non-financial assets that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its non-financial assets and liabilities into the three levels prescribed under the accounting standards. An explanation of each level is provided in note 3.3(a) above.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(a) 金融資產 (續)

(i) 公平值層級 (續)

第三層：如一項或多項重大輸入數據並非依據可觀察市場數據，則該工具納入第三層。該情況針對非上市股本證券。

(ii) 釐定公平值時所用的估值技術

於二零一七年十二月三十一日，本集團僅持有分類為按公平值計入損益並按各呈報期末的公平值計量的上市股本證券，因此計量有關金融工具的公平值時使用了類似工具的市場報價。

(b) 非金融資產

(i) 公平值層級

本附註解釋釐定於綜合財務報表按公平值確認及計量的非金融資產公平值時作出的判斷及估計。為得出釐定公平值所用輸入數據的可靠程度指標，本集團根據會計準則將其非金融資產及負債分為三個層級。各層級的解釋載於上文附註3.3(a)。

3 FINANCIAL RISK MANAGEMENT (Continued)**3.3 Fair value estimation (Continued)****(b) Non-financial assets (Continued)**

(i) Fair value hierarchy (Continued)

		Notes	Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2017						
於二零一七年十二月三十一日		附註				
Investment properties	投資物業					
Commercial buildings and car parking spaces	商業大廈及車位					
- Mainland China	- 中國內地	17	-	-	108,865	108,865
Non-current asset classified as held for sale	分類為持作出售的非流動資產					
Residential building	住宅大廈					
- Hong Kong	- 香港	23	12,215	-	-	12,215
Industrial building	工廠大廈					
- Hong Kong	- 香港	23	19,967	-	-	19,967
Total non-financial assets	非金融資產總額		32,182	-	108,865	141,047

		Notes	Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2016						
於二零一六年十二月三十一日		附註				
Investment properties	投資物業					
Residential building	住宅大廈					
- Hong Kong	- 香港	17	-	-	10,400	10,400
Industrial building	工廠大廈					
- Hong Kong	- 香港	17	-	-	14,000	14,000
Total non-financial assets	非金融資產總額		-	-	24,400	24,400

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(b) Non-financial assets (Continued)

- (ii) Valuation techniques used to determine level 3 fair values

The Group obtains independent valuations for its investment properties at least annually. At the end of each reporting period, the directors update their assessment of the fair value of each property, taking into account the most recent independent valuations. The directors determine a property's value within a range of reasonable fair value estimates.

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available the directors consider information from a variety of sources including: current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences, discounted cash flow projections based on reliable estimates of future cash flows and capitalised income projections based upon a property's estimated net market income and a capitalisation rate derived from an analysis of market evidence.

Refer to Note 17 for further disclosure on quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

3 財務風險管理 (續)

3.3 公平值估計 (續)

(b) 非金融資產 (續)

- (ii) 釐定第三層公平值使用的估值技術

本集團至少每年獲得投資物業的獨立評估。在各呈報期末，經考慮最新的獨立估值後，董事更新對每項物業公平值的評估。董事項根據一系列合理的公平值評估來決定物業價值。

公平值的最好證明為類似物業在交投活躍市場的現時價格。倘此資料不可獲得，則董事可參考資料的來源包括：不同性質物業在交投活躍市場上的現時價格或類似物業在較不活躍市場上的近期價格（作出調整以反映該等差異）、以未來現金流量的可靠估計為基準的貼現現金流量預測，以及以物業的估計市場收入淨額為基準的資本化收入預測及源自市場證明分析的資本化比率。

有關第3層公平值計量使用的重大不可觀察輸入數據的定量資料，於附註17作出了進一步披露。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Estimated impairment of non-financial assets and goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.7. The recoverable amounts of CGUs associated with the goodwill have been determined based on value-in-use calculations. Non-financial assets other than goodwill are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. The recoverable amounts of non-financial assets have been determined based on fair value less costs to sell or value-in-use valuations. These calculations require the use of judgments and estimates.

Management judgment is required in impairment test, particularly in assessing: (i) whether an event has occurred that may indicate that the CGUs/asset values may not be recoverable; (ii) whether the carrying amount of the CGU/asset can be supported by the recoverable amount; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment of goodwill or non-financial assets other than goodwill, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of its operations.

4 主要會計估計及判斷

本集團根據過往經驗及其他因素（包括在相關情況下認為合理的未來事件預期）持續評估有關估計及判斷。

本集團對未來作出估計及假設。所得會計估計顧名思義，甚少與有關實際結果相同。下文討論涉及重大風險導致下個財政年度的資產及負債的賬面值須作出重大調整的估計與假設。

(a) 非金融工具及商譽的估計減值

本集團根據附註2.7所述會計政策每年測試商譽有無減值。有關商譽的現金產生單位的可收回金額根據使用價值的計算釐定。非金融資產（商譽除外）於發生事件或情況改變顯示賬面值可能無法收回時進行減值檢討。非金融資產的可收回金額根據公平值扣除銷售成本或使用價值估值釐定。上述計算方法須運用判斷及估計。

管理層須就減值測試作出判斷，尤其是評估以下各項時：(i)是否已發生事件顯示現金產生單位／資產價值可能無法收回；(ii)可收回金額是否不低於現金產生單位／資產賬面值；及(iii)編製現金流量預測時須應用的適當主要假設，包括有關現金流量預測是否以適當貼現率貼現。管理層評估商譽或非金融資產（商譽除外）減值時選用的假設（包括現金流量預測所用貼現率或增長率假設）如有變化，可能會對減值測試所用淨現值產生重大影響，因而影響本集團的財務狀況及經營業績。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(a) Estimated impairment of non-financial assets and goodwill (Continued)

During the year ended 31 December 2017, no impairment charge on goodwill was recognised in profit or loss. During the year ended 31 December 2016, an impairment loss of HK\$18,576,000 was recognised against the entire carrying amount of goodwill in the Chinese restaurant and wedding business segment, resulting the carrying amount of the CGU being written down to its recoverable amount.

The Group also has material property, plant and equipment which are subject to impairment test whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. During the year ended 31 December 2017, an impairment loss of HK\$9,369,000 was recognised (2016: Nil) for the property, plant and equipment. If the discount rate for the Group had been 1 percentage point higher than management's estimate, the Group would not recognise any additional impairment loss to reduce the carrying amounts of its property, plant and equipment. If the annual growth rate for the Group had been 1 percentage point lower than management's estimate, the Group would have to recognise an additional impairment loss of HK\$1,059,000 to reduce the carrying amounts of its property, plant and equipment.

(b) Estimated valuation of investment properties

Investment properties are stated at fair value based on the valuation performed by an independent and professionally qualified valuer.

In determining the fair value, the valuer has based on property valuation techniques which involve, inter alia, certain estimates including comparable sales in the relevant market, current market rents for similar properties in the same location and condition, appropriate discount rates and expected future market rents. In relying on the valuation report, management has exercised their judgement and is satisfied that the method of valuation is reflective of the current market condition.

4 主要會計估計及判斷 (續)

(a) 非金融工具及商譽的估計減值 (續)

於截至二零一七年十二月三十一日止年度，損益內未確認商譽的減值變動。於截至二零一六年十二月三十一日止年度，就中式酒樓及婚禮業務分部的商譽的全部賬面值確認減值虧損18,576,000港元，導致現金產生單位的賬面值撇減至其可收回金額。

一旦發生任何事件或情況變化顯示賬面值可能無法收回時，本集團亦有需要對其他重大物業、廠房及設備進行減值測試。於截至二零一七年十二月三十一日止年度，就該等物業、廠房及設備確認減值虧損9,369,000港元（二零一六年：無）。倘本集團貼現率較管理層估計提高1個百分點，本集團無須確認任何額外減值虧損以減少其物業、廠房及設備的賬面值。倘本集團的年增長率較管理層估計降低1個百分點，本集團將須確認額外減值虧損1,059,000港元以減少該等物業、廠房及設備的賬面值。

(b) 投資物業的估值

投資物業根據由獨立及專業的合資格估值師進行的估值按公平值列賬。

於釐定公平值時，估值師以多種物業估值技術為根據，當中涉及（其中包括）若干估算，包括相關市場上的可比較銷售、相同地點及狀況的類似物業的現時市場租金、適用貼現率及預期未來市場租金。依賴估值報告時，管理層已運用其判斷，並信納估值方法能夠反映現時市況。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(c) Income tax

The Group is subject to current income tax. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

The Group's management determines the deferred income tax assets based on the enacted or substantively enacted tax rates (and laws) and the best knowledge of profit projections of the Group for coming years during which the deferred income tax assets are expected to be utilised. In assessing the amount of deferred income tax assets that need to be recognised, the Group considers future taxable income and ongoing prudent and feasible tax planning strategies. In the event that the Group estimates of projected future taxable income and benefits from available tax strategies are changed, or changes in current tax regulations are enacted that would impact the timing or extent of the Group's ability to utilise the tax benefits of net operating loss carried forward in the future, adjustments to the recorded amount of net deferred income tax assets and income tax expense would need to be made.

4 主要會計估計及判斷 (續)

(c) 所得稅

本集團須繳納即期所得稅。釐定所得稅撥備時須作出重大判斷。眾多交易及計算的最終稅項未能確定。本集團基於估計有否額外稅項到期確認預計稅務審計事項的負債。倘有關最終稅項結果與最初入賬的金額不同，則差額會影響釐定稅項期間的即期所得稅及遞延所得稅資產與負債。

遞延所得稅採用在結算日已頒佈或實質已頒佈，及預期在變現有有關遞延所得稅資產或清償遞延所得稅負債時適用的稅率（及法例）釐定。僅於未來可能有應課稅溢利可用於抵銷暫時差額，方確認遞延所得稅資產。

本集團管理層根據已頒佈或實質已頒佈的稅率（及法例），以及本集團就預期動用遞延所得稅資產的未來年度的最佳溢利預測釐定遞延所得稅資產。評估須予確認的遞延所得稅資產金額時，本集團會考慮未來應課稅收入及現行審慎及可行的稅務規劃策略。倘本集團有關預測未來應課稅收入及現有稅務策略所帶來利益的估計出現任何變動，或現行稅務法規經修訂後會影響本集團日後動用結轉經營虧損淨額的稅務利益的時間或能力範疇，則須對錄得的遞延所得稅資產淨值及所得稅開支作出調整。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

(Continued)

(c) Income tax (Continued)

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors have reviewed the Group's investment properties and concluded that the Group's investment properties, which are located in Mainland China, are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. Management will revisit the assumptions and profit projections at each balance sheet date.

(d) Business Combination

On 30 June 2017, the Group acquired the entire issued share capital of New Fortune Holdings Group Limited ("New Fortune"). New Fortune and its subsidiaries (collectively as the "New Fortune Group") is principally engaged in property leasing business of a commercial property located in Xicheng District, Beijing, Mainland China. The residual portion of the purchase consideration in excess of the fair values of identifiable net assets acquired by the Group was allocated as goodwill. The purchase price allocation has involved significant management judgement and estimation. Further details are given in Note 32 to the consolidated financial statements.

4 主要會計估計及判斷 (續)

(c) 所得稅 (續)

就計量按公平值模式計量之投資物業產生之遞延稅項負債或遞延稅項資產而言，董事已審閱本集團之投資物業並認為本集團位於中國內地之投資物業乃根據目標為隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益之商業模式持有。因此，於釐定本集團於投資物業之遞延稅項時，董事已釐定，採用公平值模式計量之投資物業之賬面值乃全部透過出售而收回之假設已被推翻。管理層會於各結算日修訂假設及溢利預測。

(d) 業務合併

於二零一七年六月三十日，本集團收購裕祥控股集團有限公司「裕祥」的全部已發行股本。裕祥控股及其附屬公司（統稱為「裕祥集團」）主要從事一座位於中國內地北京西城區的商業物業的物業租賃業務。本集團購買代價超出可識別資產淨值的公平值的剩餘部分分配為商譽。該購買價格分配已涉及重大管理層判斷及估計。進一步詳情載於綜合財務報表附註32。

5 SEGMENT INFORMATION

The CODM has been identified as the Chief Executive Officer (“CEO”) and directors of the Company who review the Group’s internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

In previous years, the Group was principally engaged in the operation of a chain of Chinese restaurants, provision of wedding services, distribution of goods consisting of fresh vegetables, fruits, seafood and frozen meats and franchising the use of “U Banquet” to a Chinese restaurant. Since the operation of a chain of Chinese restaurants attributed to majority of the Group’s revenue, results and assets, the CODM considered that all the business was included in a single operating segment.

Following a change in the Group’s operating and reporting structure, starting from the year ended 31 December 2017, the Group has 3 reportable and operating segments (i) Chinese restaurant and wedding business, (ii) property leasing business and (iii) securities trading business. Property leasing and securities trading business are new business segments identified during the year.

5 分部資料

主要經營決策者指本公司檢討本集團內部報告以評估表現及分配資源的行政總裁（「行政總裁」）及董事。主要經營決策者基於有關報告釐定經營分部。

於過往年度，本集團主要經營中式酒樓連鎖店，提供婚禮服務、分銷貨品，包括新鮮蔬菜、水果、海鮮及凍肉以及特許授權一家中式酒樓使用「饗宴」品牌。由於中式酒樓連鎖業務佔本集團之大部分收益、業績及資產，主要經營決策者認為所有業務被歸類為單一經營分部。

隨著本集團的經營及呈報結構於截至二零一七年十二月三十一日止年度起出現變動，本集團擁有三個可呈報及經營分部(i)中式酒樓及婚禮業務、(ii)物業租賃業務及(iii)證券買賣業務。物業租賃及證券買賣業務為年內識別的新業務分部。

5 SEGMENT INFORMATION (Continued)

Certain comparative figures has been reclassified to conform with current year's presentation.

Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment:

5 分部資料 (續)

若干比較數據已重新分類以與本年度之呈列一致。

分部收益及業績

本集團持續經營業務之收益及業績之分析按可呈報及經營分部呈列如下：

		Chinese restaurant and wedding business 中式酒樓及婚禮業務		Property leasing business 物業租賃業務		Securities trading business 證券買賣業務		Total 總計	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Segment revenue	分部收益								
External revenue	外部收益	365,374	363,215	3,269	591	189	-	368,832	363,806
Gain on disposal of financial assets at fair value through profit or loss	出售按公平值計入 損益的金融資產 之收益	-	-	-	-	2,206	-	2,206	-
Segment (loss)/profit	分部(虧損)/溢利	(37,351)	(34,275)	2,950	734	2,405	-	(31,996)	(33,541)
Finance income	財務收入							615	349
Finance costs	財務成本							(2,178)	(1,325)
Unallocated corporate expenses	未分配公司開支							(21,748)	(17,342)
Loss before tax	除稅前虧損							(55,307)	(51,859)

5 SEGMENT INFORMATION (Continued)**Segment revenue and results (Continued)**

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit earned by/loss incurred by each segment without allocation of central administration costs, depreciation of certain plant and equipment, directors' emoluments, finance income, finance cost and exchange gain/loss. This is the measure reported to the CODM for purposes of resources allocation and performance assessment.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

		Chinese restaurant and wedding business 中式酒樓及婚禮業務		Property leasing business 物業租賃業務		Securities trading business 證券買賣業務		Total 總計	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Segment assets	分部資產	78,055	101,902	130,856	24,467	3,654	-	212,565	126,369
Cash and cash equivalents	現金及現金等價物							196,335	298,604
Current income tax recoverable	可收回即期所得稅							571	800
Deferred income tax assets	遞延所得稅資產							5,345	6,632
Non-current assets held for sale	持作出售非流動資產							32,182	-
Other unallocated corporate assets	其他未分配公司資產							4,906	7,836
Total assets	總資產							451,904	440,241
Segment liabilities	分部負債	87,008	73,541	3,616	89	-	-	90,624	73,630
Borrowings	借款							45,000	46,519
Deferred income tax liabilities	遞延所得稅負債							24,769	2,660
Amount due to a related company	應付一間關聯公司款項							3,621	-
Amount due to a director	應付一名董事款項							1,100	1,100
Loans from a shareholder	股東貸款							150,690	280,387
Current income tax liabilities	即期所得稅負債							804	522
Other unallocated liabilities	其他未分配負債							4,335	2,737
Total liabilities	總負債							320,943	407,555

5 分部資料 (續)**分部收益及業績 (續)**

經營分部之會計政策與本集團會計政策相同。分部溢利／(虧損)指各分部所引起之未分配中央行政費用、若干廠房及設備折舊、董事酬金、財務收入、財務成本及匯兌收益／虧損所獲得之溢利／產生之虧損。此乃報告予主要經營決策者用於資源分配及業績評估的措施。

分部資產及負債

本集團資產及負債之分析按可呈報及經營分部呈列如下：

5 SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain plant and equipment, cash and cash equivalents, certain deposits and prepayment, and other receivables, current income tax recoverable and deferred income tax assets.
- all liabilities are allocated to operating segments other than certain deposit and accruals and other payables, amount due to a related company, current income tax liabilities, deferred income tax liabilities, borrowings and loans from a shareholder.

Other segment information

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

	Chinese restaurant and wedding business 中式酒樓及婚禮業務		Property leasing business 物業租賃業務		Securities trading business 證券買賣業務		Other unallocated segment 其他未分配分部		Total 總計	
	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Depreciation of property, plant and equipment 物業、廠房及設備折舊	23,669	16,414	16	-	-	-	215	-	23,900	16,414
Impairment loss of property, plant and equipment 物業、廠房及設備之減值虧損	(9,369)	-	-	-	-	-	-	-	(9,369)	-
Fair value changes of investments properties 投資物業公平值變動	-	-	1,094	400	-	-	-	-	1,094	400
Additions of non-current assets 添置非流動資產	26,847	25,692	-	-	-	-	953	-	27,800	25,692
Transfer assets to non-current assets held for sale 轉撥資產至持作出售之非流動資產	(7,883)	-	(24,299)	-	-	-	-	-	(32,182)	-
Acquisition of subsidiaries (Note 32) 收購附屬公司(附註32)	-	-	103,808	-	-	-	-	-	103,808	-

5 分部資料 (續)

分部資產及負債 (續)

為監控分部業績及在分部之間分配資源：

- 所有資產均分配至經營分部(若干廠房及設備、現金及現金等價物、若干按金及預付款項及其他應收款項、可收回即期所得稅及遞延所得稅資產除外)。
- 所有負債已分配至經營分部(若干存款及應計費用及其他應付款項、應付一間關聯公司款項、即期所得稅負債、遞延所得稅負債、借款及股東貸款除外)。

其他分部資料

本集團資產及負債之分析按可呈報及經營分部呈列如下：

5 SEGMENT INFORMATION (Continued)**Geographical Information**

The Group's operations are located in Hong Kong and Mainland China. Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

5 分部資料 (續)**地區資料**

本集團主要於香港及中國內地經營。本集團來自外部客戶之收益資料乃按經營所在地呈列本集團非流動資產資料乃按地區所在地呈列。

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong	香港	366,319	363,806	60,706	105,493
Mainland China	中國內地	2,513	-	130,835	-
Total	總計	368,832	363,806	191,541	105,493

The Group had no inter-segment sales for the year ended 31 December 2016 and 2017.

截至二零一六年及二零一七年十二月三十一日止年度，本集團概無分部間銷售。

For the year ended 31 December 2017, there are no single external customers contributed to more than 10% of revenue of the Group (2016: Same).

截至二零一七年十二月三十一日止年度，並無單一外部客戶對本集團收益的貢獻超過10%（二零一六年：相同）。

6 REVENUE

An analysis of revenue, which is also the Group's turnover, is as follows:

6 收益

本集團收益（即營業額）的分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Chinese restaurant and wedding business: 中式酒樓及婚禮業務：			
Revenue from Chinese restaurants operations	中式酒樓經營業務的收益	362,538	355,020
Revenue from provision of wedding services	提供婚禮服務的收益	1,636	1,785
Revenue from distribution of goods	分銷貨品的收益	671	3,987
Franchise income	特許權收入	529	2,423
		365,374	363,215
Property leasing business: 物業租賃業務：			
Rental income	租金收入	3,269	591
Securities trading business: 證券買賣業務：			
Dividend income	股息收入	189	-
Total revenue	總收益	368,832	363,806

7 OTHER INCOME AND OTHER GAIN

7 其他收入及其他收益

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Other income	其他收入		
Forfeiture of deposits received	沒收已收按金	862	926
Miscellaneous income	雜項收入	392	147
		1,254	1,073

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Other gain	其他收益		
Gain on disposal of a subsidiary (Note)	出售一間附屬公司之收益 (附註)	-	718
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	295	-
		295	718

Note:

On 14 November 2016, the Group disposed of its 100% equity interests in a wholly owned subsidiary which owned a motor vehicle to an independent third party at consideration of HK\$718,000.

附註：

於二零一六年十一月十四日，本集團向一名獨立第三方出售其於一間全資附屬公司（其擁有一輛汽車）的100%股權，代價為718,000港元。

8 COST OF REVENUE

8 收益成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of materials consumed	所耗材料成本	97,644	86,665
Others	其他	1,210	3,104
		98,854	89,769

9 OTHER EXPENSES

9 其他開支

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Auditors' remuneration	核數師酬金		
– Audit services	– 審計服務	1,246	1,200
– Non-audit services	– 非審計服務	1,150	400
Advertising and promotions	廣告及推廣	10,862	12,727
Cleaning and laundry expenses	清潔及洗衣開支	8,322	6,599
Credit card charges	信用卡費用	4,339	3,685
Kitchen consumables	廚房耗材	1,188	1,243
Repairs and maintenance	維修及維護	4,474	4,210
Entertainment	娛樂	1,861	3,279
Consumable stores	消耗品	3,149	2,781
Insurance	保險	1,987	1,715
Legal and professional fee	法律及專業費用	4,877	7,191
Printing and stationery	印刷及文具	1,648	1,201
Staff messing	員工福食	1,711	2,002
Service fee to temporary workers	付予臨時工的服務費	17,570	13,166
Consultancy service fee (Note 14(b))	顧問服務費(附註14(b))	3,790	3,790
Wedding banquet expenses	婚宴開支	588	1,153
Transportation	運輸	1,325	1,066
Share-based payment expenses granted to consultants (Note 34)	授予顧問之以股份為 基礎的付款開支(附註34)	3,043	–
Others	其他	4,420	5,804
		77,550	73,212

10 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)**10 僱員福利開支（包括董事酬金）**

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Wages, salaries and bonuses	工資、薪金及獎金	99,897	105,929
Pension costs – defined contribution plans	退休金成本—界定供款計劃	4,520	4,677
Accrual for annual leave	應計年假	241	430
Reversal of long service payment	撥回長期服務金	(37)	(88)
Share-based payment expenses (Note 34)	以股份為基礎的 付款開支（附註34）	1,435	–
		106,056	110,948

(a) Pensions – defined contribution plans

The Group's net contributions to pension plans are mainly for employees in Hong Kong and Mainland China. Summary of the pension plans are as follows:

- (i) The Group contributes to an MPF Scheme for its employees in Hong Kong, under which the Group and each employee each makes monthly contribution to the scheme at 5% of the qualifying earnings of the employee, subject to a maximum of HK\$1,500 (2016: HK\$1,500) per month. As at 31 December 2017, contributions totaling approximately HK\$743,000 were payable to the MPF Scheme.
- (ii) The Group's subsidiaries in Mainland China also contributes to retirement plans for its employees in Mainland China at a percentage of their salaries in compliance with the requirements of the respective municipal governments in Mainland China. The municipal governments undertake to assume the retirement benefit obligation of all existing and future retired employees of the Group in Mainland China.

(a) 退休金—界定供款計劃

本集團之退休金計劃供款淨額主要為香港及中國內地僱員而設。退休金計劃概述如下：

- (i) 本集團為其香港僱員設立強積金計劃，據此本集團及各僱員均須按僱員之合資格收入5%作每月供款，惟每月供款額上限為1,500港元（二零一六年：1,500港元）。於二零一七年十二月三十一日，合共約743,000港元之供款應付予強積金計劃。
- (ii) 本集團於中國內地之附屬公司亦有遵守相關中國內地各市政府之規定為其於中國內地的僱員作出為其薪金一定百分比之退休計劃供款。市政府保證承擔所有現有及未來本集團於中國內地僱員之退休福利責任。

10 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)**(b) Five highest paid individuals**

The five individuals whose emoluments were the highest in the Group for the year included three (2016: two) directors whose emoluments are reflected in the analysis presented in Note 11 to the consolidated financial statements. The emoluments payable to the remaining two (2016: three) individuals during the year are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	1,256	1,632
Discretionary bonuses	酌情花紅	-	95
Employer's contribution to pension scheme	僱主退休金計劃供款	36	54
Share-based payment expenses	以股份為基礎的付款開支	152	-
		1,444	1,781

The emoluments of the above two (2016: three) individuals above fell within the band of nil – HK\$1,000,000 during the year.

No incentive payment for joining the Group or compensation for loss of office was paid or payable to any of the five highest paid individuals during the year ended 31 December 2017 (2016: same).

10 僱員福利開支（包括董事酬金）（續）**(b) 五位最高薪人士**

年內，本集團五位最高薪人士包括三名（二零一六年：兩名）董事，彼等的薪酬見綜合財務報表附註11之分析。年內應付餘下兩名（二零一六年：三名）人士的薪酬如下：

年內，上述兩名（二零一六年：三名）人士的薪酬範圍介乎零至1,000,000港元。

截至二零一七年十二月三十一日止年度內，並無已付或應付予五位最高薪人士款項作為加入本集團之獎勵或離職補償（二零一六年：相同）。

11 BENEFITS AND INTERESTS OF DIRECTORS**(a) Directors' and CEO's emoluments**

The remuneration of each of the directors and the CEO for the year ended 31 December 2017 is set out below:

		Basic salaries, allowances and benefits 袍金 基本薪金、津貼及福利	Discretionary bonuses 酌情花紅	Share-based payment expenses 以股份為基礎的付款開支	Employer's contribution to a retirement benefit scheme 僱主退休金福利計劃供款	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Chairman	主席					
Mr. Sang Kangqiao	桑康喬先生	-	625	-	163	806
Executive directors	執行董事					
Mr. Xu Wenzhe	許文澤先生	-	625	-	163	806
Mr. Cui Peng	崔鵬先生	-	515	-	163	696
Independent non-executive directors	獨立非執行董事					
Mr. Xu Zhihao	徐志浩先生	120	-	-	163	283
Mr. Lam KaTak	林嘉德先生	120	-	-	163	283
Ms. Liu Yan	劉艷女士	120	-	-	163	283
		360	1,765	-	978	3,157

During the year ended 31 December 2017, no CEO was appointed to fill the vacancy upon the resignation of Mr. Cheung Ka Ho on 27 October 2016. Thus, the remuneration of CEO is not disclosed.

截至二零一七年十二月三十一日止年度內，在張家豪先生於二零一六年十月二十七日辭任後並無行政總裁獲委任以填補空缺。因此，並無披露行政總裁之薪酬。

11 董事利益及權益**(a) 董事及行政總裁酬金**

截至二零一七年十二月三十一日止年度，各董事及行政總裁薪酬載列如下：

11 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and CEO's emoluments (Continued)

The remuneration of each of the directors and the CEO for the year ended 31 December 2016 is set out below:

	Fees	Basic salaries, allowances and benefits	Discretionary bonuses	Share-based payment expenses	Employer's contribution to a retirement benefit scheme	Total
	袍金	基本薪金、津貼及福利	酌情花紅	以股份為基礎的付款開支	僱主退休金福利計劃供款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Chairman and CEO						
Mr. Cheung Ka Ho (Note (i) and (ii))	-	2,468	-	-	15	2,483
Chairman						
Mr. Sang Kangqiao (Note (iv))	40	-	-	-	1	41
Executive directors						
Mr. Cheung Ka Kei (Note (iii))	-	1,875	-	-	15	1,890
Mr. Kan Yiu Pong (Note (iii))	-	494	-	-	15	509
Mr. Xu Wenzhe (Note (v))	40	-	-	-	1	41
Mr. Cui Peng (Note (v))	40	-	-	-	1	41
Independent non-executive directors						
Mr. Chung Kong Mo (Note (iii))	99	-	-	-	-	99
Ms. Wong Tsip Yue, Pauline (Note (iii))	99	-	-	-	-	99
Mr. Wong Sui Chi (Note (iii))	99	-	-	-	-	99
Mr. Xu Zhihao (Note (vi))	20	-	-	-	-	20
Mr. Lam KaTak (Note (vi))	20	-	-	-	-	20
Ms. Liu Yan (Note (vi))	20	-	-	-	-	20
	477	4,837	-	-	48	5,362

11 董事利益及權益

(a) 董事及行政總裁酬金 (續)

截至二零一六年十二月三十一日止年度，各董事及行政總裁薪酬載列如下：

11 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and CEO's emoluments (Continued)

Note:

- (i) Mr. Cheung Ka Ho was also the CEO of the Company during the period up to October 2016.
- (ii) Mr. Cheung Ka Ho has resigned as Chairman, CEO and director of the Company on 27 October 2016. No remuneration was paid since his resignation as director and CEO of the Company.
- (iii) Mr. Cheung Ka Kei, Mr. Kan Yiu Pong, Mr. Chung Ka Mo, Ms. Wong Tsp Yue, Pauline and Mr. Wong Sui Chi resigned as directors of the Company on 27 October 2016. No remuneration was paid since their resignation as directors of the Company.
- (iv) Mr. Sang Kangqiao has been appointed as executive director and chairman of the Board of Directors of the Company on 27 October 2016.
- (v) Mr. Xu Wenze and Mr. Cui Peng have been appointed as executive directors of the Company on 27 October 2016.
- (vi) Mr. Xu Zhihao, Mr. Lam Ka Tak and Ms. Liu Yan have been appointed as independent executive directors of the Company on 27 October 2016.

No directors waived or agreed to waive any emoluments during the year ended 31 December 2017 (2016: same). No incentive payment for joining the Group or compensation for loss of office was paid or payable to any directors during the year ended 31 December 2017 (2016: same).

11 董事利益及權益 (續)

(a) 董事及行政總裁酬金

(續)

附註：

- (i) 張家豪先生於直至二零一六年十月期間亦擔任本公司行政總裁。
- (ii) 張家豪先生已於二零一六年十月二十七日辭任本公司主席、行政總裁兼董事職務。自彼辭任本公司董事兼行政總裁後，概無向其支付任何薪酬。
- (iii) 張家驥先生、簡耀邦先生、鍾港武先生、王婕妤女士及黃瑞熾先生已於二零一六年十月二十七日辭任本公司董事職務。自彼等辭任本公司董事後，概無向其支付任何薪酬。
- (iv) 桑康喬先生已於二零一六年十月二十七日獲委任為本公司執行董事兼董事會主席。
- (v) 許文澤先生及崔鵬先生已於二零一六年十月二十七日獲委任為本公司執行董事。
- (vi) 徐志浩先生、林嘉德先生及劉艷女士已於二零一六年十月二十七日獲委任為本公司獨立非執行董事。

於截至二零一七年十二月三十一日止年度，概無董事放棄或同意放棄任何薪酬（二零一六年：相同）。於截至二零一七年十二月三十一日止年度，概無已付或應付任何董事加入本集團的獎勵或離職補償（二零一六年：相同）。

11 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(b) Directors' retirement benefits

No retirement benefits were paid to the directors of the Company during the year ended 31 December 2017 by a defined contribution plan operated by the Group in respect of their services as directors of the Company (2016: same). No other retirement benefits were paid to the directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2016: same).

(c) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year ended 31 December 2017 (2016: same).

(d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2017, the Company did not pay any considerations to any third parties for making available the services of themselves as directors of the Company (2016: same).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings were entered into by the Company or its subsidiary undertaking in favour of the directors of the Company, a controlled body corporate or a connected entity of such directors at any time during the year (2016: same).

(f) Directors' material interests in transactions, arrangements or contracts

Save for transactions disclosed elsewhere in the notes to these consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: same).

11 董事利益及權益 (續)

(b) 董事退休福利

截至二零一七年十二月三十一日止年度，本集團營運之界定供款計劃並無就本公司董事所提供服務向其支付任何退休福利（二零一六年：相同）。概無就董事管理本公司或其附屬公司事務而提供之其他服務向其支付其他退休福利（二零一六年：相同）。

(c) 董事離職福利

截至二零一七年十二月三十一日止年度，概無董事已收取或將收取任何離職福利（二零一六年：相同）。

(d) 就獲取董事服務而向第三方支付之代價

截至二零一七年十二月三十一日止年度，本公司並無就獲取本公司董事服務而向任何第三方支付任何代價（二零一六年：相同）。

(e) 有關以董事、董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於本年度任何時間內，本公司或其附屬公司概無以本公司董事、董事之受控制法團或關連實體為受益人進行貸款、準貸款或其他交易（二零一六年：相同）。

(f) 董事於交易、安排或合約中之重大權益

除本綜合財務報表其它附註所披露之交易外，並無有關本集團業務而本公司作為其中一方且本公司董事於其中（不論直接或間接）擁有重大權益（於本年年底或於年內任何時間）的重大交易、安排及合約（二零一六年：相同）。

12 FINANCE COSTS – NET

12 財務成本－淨額

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Finance income	財務收入		
– Interest income on short-term bank deposits	– 短期銀行存款的利息收入	121	8
– Interest income arising from discount of non-current rental deposits	– 非流動租金按金貼現產生的利息收入	494	341
		615	349
Finance costs	財務成本		
– Interest expense on bank borrowings	– 銀行借款利息開支	(505)	(980)
– Interest expense on other borrowings	– 其他借款利息開支	(1,309)	–
– Interest expense on finance lease liabilities	– 融資租賃負債的利息開支	(12)	(24)
– Interest expense on loans from a shareholder (Note 37(b))	– 股東貸款利息開支 (附註37(b))	(233)	(209)
– Unwinding of discount of provision for reinstatement costs (Note 31)	– 解除修復成本撥備的貼現 (附註31)	(119)	(112)
		(2,178)	(1,325)
Finance costs – net	財務成本－淨額	(1,563)	(976)

13 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. The applicable corporate income tax rate for Mainland China subsidiaries is 25% on the estimated assessable profits.

13 所得稅開支

香港利得稅按16.5%（二零一六年：16.5%）的稅率就年內香港產生的估計應課稅溢利計提撥備。中國內地附屬公司針對估計應課稅利潤的適用企業所得稅稅率為25%。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current income tax	即期所得稅		
Hong Kong profit tax	香港利得稅	135	996
PRC enterprise income tax	中國企業所得稅	109	-
Deferred income tax (Note 30)	遞延所得稅（附註30）		
Origination and reversal of temporary differences	暫時差額的產生及撥回	635	991
Income tax expense	所得稅開支	879	1,987

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using weighted average tax rate applicable to profit of the consolidated entities as follows:

本集團除所得稅前虧損的稅項與理論上按各綜合入賬計算實體之溢利所適用加權平均稅率計算的金額之間的差異如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(55,307)	(51,859)
Tax calculated at the applicable tax rates	按適用稅率計算所得之稅項	(8,925)	(8,557)
Income not subject to tax	毋須課稅收入	(403)	(260)
Expenses not deductible for tax purposes	不可扣稅開支	2,665	4,860
Deferred tax not recognised	未確認遞延稅項	6,710	5,944
Recognition of previously unrecognised tax losses	確認先前未確認之稅項虧損	(2,006)	-
Write-off of deferred tax previously recognised	撇銷先前確認之遞延稅項	2,838	-
		879	1,987

14 LOSS PER SHARE**(a) Basic**

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2017 二零一七年	2016 二零一六年
Loss attributable to owners of the Company (HK\$'000)	本公司擁有人應佔虧損 (千港元)	(56,186)	(53,846)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	528,190	440,570
Basic loss per share (HK\$)	每股基本虧損 (千港元)	(11 cents港仙)	(12 cents港仙)

The calculation of basic loss per share for the year ended 31 December 2017 is based on the loss attributable to owners of the Company of HK\$56,186,000 (2016: HK\$53,846,000) and the weighted average of ordinary shares in issue 528,190,000 (2016: 440,570,000 ordinary shares).

(b) Diluted

The Company has two categories of dilutive potential ordinary shares: (i) contingent returnable shares (Note) and (ii) share options issued under the Share Options Scheme (Note 34). For the year ended 31 December 2017 and 2016, the potential ordinary shares arising from the conversion of 24,430,000 (2016: 24,430,000) contingent returnable shares and 11,600,000 share options granted under the Share Option Scheme (2016: Nil) had an anti-dilutive effect on the basic loss per share, hence no diluted earnings per share was presented.

14 每股虧損**(a) 基本**

每股基本虧損乃採用本公司擁有人應佔虧損除以年內已發行普通股的加權平均數計算。

截至二零一七年十二月三十一日止年度的每股基本虧損乃基於本公司擁有人應佔虧損56,186,000港元(二零一六年: 53,846,000港元)及已發行的普通股加權平均數528,190,000股(二零一六年: 440,570,000股普通股)計算。

(b) 攤薄

本公司擁有兩類潛在攤薄普通股: (i) 或然可退還股份(附註)及(ii)根據購股權計劃發行的購股權(附註34)。截至二零一七年及二零一六年十二月三十一日止年度,因轉換24,430,000股(二零一六年: 24,430,000股)或然可退還股份及根據購股權計劃授出11,600,000份購股權(二零一六年: 零)而產生之潛在普通股對每股基本虧損具有反攤薄效應,故未呈列每股攤薄盈利。

14 LOSS PER SHARE (Continued)

(b) Diluted (Continued)

Note:

On 10 May 2013, Choi Fook Holdings Limited, a subsidiary of the Company, allotted and issued 75,000 new shares to Century Great Investments Limited ("Century Great"), which was entirely exchanged to the shares of the Company upon completion of the reorganisation on 19 November 2013 at a consideration of HK\$75,000 and the services to be provided by Century Great which include, inter alia, reviewing the Group's business operations and development and management policies from time to time, devising the Group's marketing plan, seeking strategic investors for the Group and arranging regular trainings for directors and members of the senior management for a term of five full financial years after the listing ("the vesting period"). Century Great is liable to compensate the Group for all losses and damages resulting from its failure to provide the abovementioned services at any time during the vesting period.

Century Great undertakes that within the five full financial years after the listing, it will not, for each year, sell, or dispose of more than 20% of the entire shares which are beneficially owned by it upon the listing. Non-vesting condition refers to the lock-up period for the shares which are taken into account by adjusting the fair value of the shares so that the amount reflects the discount for the lock-up period. The shares in Century Great is converted to the shares of the Company of 24,430,000 shares and are restricted for a period of 5 years.

The fair value of the shares issued in return for services received approximates the fair value of services received by the Group. The estimate of fair value of services received was measured based on the discounted cash flow model. The fair value of the shares issued as at 10 May 2013 as determined by using the discounted cash flow was approximately HK\$18,950,000, discount rate of 15.0%, lack of control discount of 26.7% and terminal growth rate of 2.8%.

The services received by the Group commenced upon the listing. Consultancy service fee of HK\$18,950,000 was recognised as prepayment which is to be amortised over the vesting period of 5 years. During the year ended 31 December 2017, HK\$3,790,000 amortisation charge of the consultancy service fee was recognised in "other expenses" in the consolidated statement of comprehensive income (2016: HK\$3,790,000).

15 DIVIDENDS

The directors do not recommend the payment of final dividends for the year ended 31 December 2017 (2016: Nil).

14 每股虧損 (續)

(b) 攤薄 (續)

附註：

於二零一三年五月十日，本公司附屬公司彩福控股有限公司向Century Great Investments Limited (「Century Great」) 配發及發行75,000股新股份，該等股份已於二零一三年十一月十九日完成重組後悉數轉換成本公司股份，代價為75,000港元，而Century Great將予提供的服務包括(其中包括)於上市後五個完整財政年度內(「歸屬期間」)，不時檢討本集團的業務營運、發展及管理政策、制訂本集團的市場推廣方案、為本集團尋求策略投資者及為董事及高級管理層成員安排定期培訓。於歸屬期間任何時間內，Century Great須就未能提供上述服務令本集團蒙受的所有損失及損害作出賠償。

Century Great承諾，於上市後五個完整財政年度內各個年度，其將不會銷售或處理超過於上市後由其實益擁有的全部股份的20%。非歸屬條件涉及股份禁售期，並透過調整股份的公平值以使金額反映禁售期的貼現。Century Great的股份可轉換為24,430,000股本公司股份，限期為五年。

為換取所獲取服務而發行的股份的公平值與本集團已獲取服務的公平值相若。已獲取服務的公平值估計根據貼現現金流量模式計量。於二零一三年五月十日已發行股份的公平值乃使用貼現現金流量約18,950,000港元、貼現率15.0%、缺乏控制折讓26.7%及長期增長率2.8%釐定。

本集團所獲取的服務自上市後開始。18,950,000港元顧問服務費用確認為預付款項，將於五年歸屬期內攤銷。截至二零一七年十二月三十一日止年度，3,790,000港元諮詢服務費用之攤銷支出於綜合全面收益表確認為「其他開支」(二零一六年：3,790,000港元)。

15 股息

董事不建議就截至二零一七年十二月三十一日止年度派付末期股息(二零一六年：無)。

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Air-conditioning 空調 HK\$'000 千港元	Equipment 設備 HK\$'000 千港元	Furniture and fixtures 傢俬及固定裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Land and building 土地及樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日							
Cost	成本	65,489	9,801	23,147	31,635	3,643	8,600	142,315
Accumulated depreciation	累計折舊	(41,754)	(6,927)	(19,322)	(24,252)	(2,592)	(261)	(95,108)
Net book amount	賬面淨值	23,735	2,874	3,825	7,383	1,051	8,339	47,207
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	23,735	2,874	3,825	7,383	1,051	8,339	47,207
Additions	添置	11,871	1,935	4,506	4,180	-	-	22,492
Depreciation charge	折舊支出	(9,644)	(1,164)	(1,788)	(2,888)	(669)	(261)	(16,414)
Closing net book amount	期終賬面淨值	25,962	3,645	6,543	8,675	382	8,078	53,285
At 31 December 2016	於二零一六年十二月三十一日							
Cost	成本	77,360	11,736	27,653	35,815	2,042	8,600	163,206
Accumulated depreciation	累計折舊	(51,398)	(8,091)	(21,110)	(27,140)	(1,660)	(522)	(109,921)
Net book amount	賬面淨值	25,962	3,645	6,543	8,675	382	8,078	53,285
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度							
Opening net book amount	期初賬面淨值	25,962	3,645	6,543	8,675	382	8,078	53,285
Acquisition of subsidiaries (Note 32)	收購附屬公司(附註32)	-	-	-	-	110	-	110
Additions	添置	19,059	2,284	1,468	3,890	4,299	-	31,000
Transfer to assets classified as held for sale (Note 23)	轉撥至分類為持作出售資產(附註23)	-	-	-	-	-	(7,883)	(7,883)
Depreciation charge	折舊支出	(13,429)	(2,294)	(2,622)	(3,912)	(1,448)	(195)	(23,900)
Impairment charge	減值支出	(5,596)	(1,065)	(937)	(1,771)	-	-	(9,369)
Exchange difference	匯兌差額	-	-	-	-	17	-	17
Closing net book amount	期終賬面淨值	25,996	2,570	4,452	6,882	3,360	-	43,260
At 31 December 2017	於二零一七年十二月三十一日							
Cost	成本	69,094	9,350	23,017	33,651	6,144	-	141,256
Accumulated depreciation and impairment	累計折舊及減值	(43,098)	(6,780)	(18,565)	(26,769)	(2,784)	-	(97,996)
Net book amount	賬面淨值	25,996	2,570	4,452	6,882	3,360	-	43,260

16 PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2016, all land and buildings in Hong Kong are held on leases of 50 years, with a remaining term of 31 years.

At 31 December 2016, the Group's land and building with net carrying amount of approximately HK\$8,078,000 was pledged against the bank borrowings of the Group (Note 29).

Due to the continuing unsatisfactory performance of certain restaurants, management has recognised an impairment loss of HK\$9,369,000 for certain property, plant and equipment during the year ended 31 December 2017, which is estimated based on the recoverable amount of each individual restaurant cash generating unit. The recoverable amount of the restaurant cash generating unit is determined based on the value-in-use calculation using cash flow projections based on financial budgets covering a period of the remaining lease term. The recoverable amount of the restaurant cash generating units being tested in aggregate was HK\$13,602,000 as at 31 December 2017. The pre-tax discount rate applied to the cash flow projections was 12.8%.

Equipment and motor vehicles include the following amounts where the Group is a lessee under finance leases:

Equipment

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost – capitalised finance leases	成本—撥作資本的融資租賃	477	477
Accumulated depreciation	累計折舊	(477)	(464)
Net book amount	賬面淨值	–	13

16 物業、廠房及設備 (續)

於二零一六年十二月三十一日，所有位於香港的土地及樓宇均按為期50年的租約持有，餘下年期為31年。

於二零一六年十二月三十一日，本集團賬面淨值約8,078,000港元之土地及樓宇已為本集團之銀行借款作抵押（附註29）。

由於若干酒樓的表現一直未如人意，管理層於截至二零一七年十二月三十一日止年度就若干物業、廠房及設備確認減值虧損9,369,000港元，其乃根據各酒樓現金產生單位的可收回金額估計。酒樓現金產生單位的可收回金額乃以採用按涵蓋餘下租賃期之財務預算為依據之現金流量預測之使用價值計算而釐定。酒樓現金產生單位的可收回金額於二零一七年十二月三十一日經測試合計為13,602,000港元。現金流量預測所用之稅前貼現率為12.8%。

設備及汽車包括本集團作為融資租賃承租人的以下金額：

設備

16 PROPERTY, PLANT AND EQUIPMENT (Continued)**Motor vehicles**

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost – capitalised finance leases	成本－撥作資本的融資租賃	1,929	1,929
Accumulated depreciation	累計折舊	(1,929)	(1,547)
Net book amount	賬面淨值	–	382

The Group leases various equipment and motor vehicles under non-cancellable finance lease agreements. The lease terms were between four and five years.

16 物業、廠房及設備 (續)**汽車**

本集團根據不可撤銷融資租賃協議租賃多項設備與汽車，租期為四至五年。

17 INVESTMENT PROPERTIES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	24,400	24,000
Acquisition of subsidiaries (Note 32)	收購附屬公司(附註32)	103,698	–
Fair value gain	公平值收益	1,094	400
Transfer to assets classified as held for sale (Note 23)	轉撥至分類為持作出售資產(附註23)	(24,299)	–
Exchange difference	匯兌差額	3,972	–
At 31 December	於十二月三十一日	108,865	24,400

17 投資物業

17 INVESTMENT PROPERTIES (Continued)

The following amounts have been recognised in the consolidated statement of comprehensive income for the investment properties:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental income	租金收入	3,269	591
Direct operating expenses from properties that generated rental income	產生租金收入之物業之直接經營開支	(527)	(90)
		2,742	501

As at 31 December 2017, the investment properties were revalued by an independent professionally qualified valuer, CHFT Advisory and Appraisal Limited (2016: Norton Appraisals Holdings Limited) using direct comparison approach. As at 31 December 2017, the Group's interests in investment properties are held on leases of between 32 and 33 years (2016: 34-38 years) and are located in Mainland China (2016: Hong Kong).

At 31 December 2016, certain investment properties situated in Hong Kong with fair value of HK\$24,400,000 were pledged as a security for bank borrowings made available to the Group (Note 29).

17 投資物業 (續)

下列金額已於綜合全面收益表內就投資物業作出確認：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental income	租金收入	3,269	591
Direct operating expenses from properties that generated rental income	產生租金收入之物業之直接經營開支	(527)	(90)
		2,742	501

於二零一七年十二月三十一日，投資物業已由獨立專業合資格估值師華坊諮詢評估有限公司（二零一六年：普敦國際評估有限公司）採用直接比較法進行重估。於二零一七年十二月三十一日，本集團於投資物業之權益乃根據32至33年（二零一六年：34至38年）之租約持有，該等物業位於中國內地（二零一六年：香港）。

於二零一六年十二月三十一日，公平值為24,400,000港元的若干位於香港之投資物業已抵押作為本集團獲授銀行借款的擔保（附註29）。

17 INVESTMENT PROPERTIES (Continued)

The Group reviews the valuation performed by independent valuer for financial reporting purposes. Discussion of valuation processes and results are held between management and independent professional qualified valuer for financial reporting purposes.

17 投資物業 (續)

就財務申報目的而言，本集團審閱獨立估值師作出之估值。管理層與獨立合資格估值師討論估值程序及結果，以供財務申報之用。

Description 概況	Fair value measurements using 使用以下輸入數據之公平值計量方式		
	Quoted prices in active markets for identical assets 相同資產於活躍 市場的報價 (Level 1) (第一層) HK\$'000 千港元	Significant other observable inputs 其他重大 可觀察 輸入數據 (Level 2) (第二層) HK\$'000 千港元	Significant unobservable inputs 重大 不可觀察 輸入數據 (Level 3) (第三層) HK\$'000 千港元
At 31 December 2017	於二零一七年 十二月三十一日		
Investment properties:	投資物業：		
Commercial buildings and car parking spaces	商業大廈及車位		
– Mainland China	– 中國內地	–	–
		–	108,865
At 31 December 2016	於二零一六年 十二月三十一日		
Investment properties:	投資物業：		
Industrial and residential buildings	工廠及住宅大廈		
– Hong Kong	– 香港	–	–
		–	24,400

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There were no transfers between Levels 1, 2 and 3 during the year.

本集團的政策乃於導致該轉移之事件發生或狀況出現變動當日確認公平值層級的轉入及轉出。

年內，第一層、第二層及第三層之間並無轉撥。

17 INVESTMENT PROPERTIES (Continued)

The fair values of the Group's investment properties are measured at fair value hierarchy level 3 as at 31 December 2017 and 2016. Information about fair value measurements using significant unobservable input (Level 3) are as follows:

Valuation techniques

Description	Fair value	Valuation technique	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
概況	公平值 HK\$'000 千港元	估值技術	不可觀察輸入數據	不可觀察 輸入數據範圍	不可觀察輸入數據 與公平值的關係
At 31 December 2017					
於二零一七年十二月三十一日					
Commercial buildings and car parking spaces – Mainland China 商業大樓及車位 – 中國內地 No.8, Fuchengmen Road, Xicheng District, Beijing 門外大街8號樓	108,865	Direct comparison Approach 直接比較法	Comparable sales evidence 可資比較銷售憑證	Commercial buildings: RMB68,000 to RMB86,000 per square meter 商業大樓：每平方米人民幣68,000元至人民幣86,000元 Car parking spaces: RMB239,000 to RMB451,000 per unit 車位：每單位人民幣239,000元至人民幣451,000元	The higher the comparable market price, the higher the fair value 可資比較市價與公平值成正比
At 31 December 2016					
於二零一六年十二月三十一日					
Industrial buildings – Hong Kong 工廠大廈 – 香港 Units E & F, 28/F, Block 1, Vigor Industrial Building, 49-53 Ta Chuen Ping Street, Kwai Chung, New Territories, Kwai Chung Town Lot No. 302 葵涌市地段第302號新界葵涌打磚坪街49-53號華基工業大廈第1期28樓E & F室	14,000	Direct comparison approach 直接比較法	Comparable sales evidence 可資比較銷售憑證	HK\$1,700 to HK\$2,400 per square foot 每平方呎 1,700港元至2,400港元	The higher the comparable market price, the higher the fair value 可資比較市價與公平值成正比
Residential building – Hong Kong 住宅大廈 – 香港 Flat G, 16/F, Tower 3, Phase I, Century Gateway, 83 Tuen Mun Heung Sze Wui Road, Tuen Mun, New Territories, Tuen Mun Town Lot No. 447 屯門市地段第447號新界屯門鄉事會路83號瓏門第1期第3座16樓G室	10,400	Direct comparison approach 直接比較法	Comparable sales evidence 可資比較銷售憑證	HK\$12,000 to HK\$17,000 per square foot 每平方呎 12,000港元至17,000港元	The higher the comparable market price, the higher the fair value 可資比較市價與公平值成正比

17 投資物業 (續)

於二零一七年及二零一六年十二月三十一日，本集團投資物業的公平值按公平值層級第三層計量。有關使用重大不可觀察輸入數據（第三層）的公平值計量之資料如下：

估值技術

17 INVESTMENT PROPERTIES (Continued)

Under direct comparison approach, fair values of the investment properties are derived from comparing the property to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of the properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration. The most significant impact into this valuation approach is price per square foot/price per square meter/price per unit.

18 GOODWILL

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	-	18,576
Addition (Note 32 and note (i))	添置 (附註32及附註(i))	20,920	-
Impairment loss recognised for the year (note (ii))	年內確認的減值虧損 (附註(ii))	-	(18,576)
Exchange difference	匯兌差額	800	-
At 31 December	於十二月三十一日	21,720	-

Note (i):

Goodwill acquired through business combination during the year ended 31 December 2017 is allocated to the cash generating unit, namely New Fortune Group CGU (see Note 32 for details), for impairment test. The recoverable amount of the New Fortune Group CGU has been determined by reference to the value-in-use calculation.

In assessing the value-in-use calculation, references were made to the valuation of the investment properties and the carrying amount of the business unit's other assets and liabilities which approximated to their fair values, excluding any deferred tax liabilities initially recognised on acquisition relevant to this business unit. Fair values of the properties were determined based on valuations performed by independent valuer at year end (See Note 17 for details).

17 投資物業 (續)

根據直接比較法，投資物業之公平值乃通過將待估值物業與近期交易之其他可資比較物業進行直接比較而得出。然而，由於各物業之性質互不相同，通常須作出適當調整，而允許存在可能影響標的物業可能達致之價格之質化差異。此估值方法的最重要影響為每平方呎價格/每平方米價格/每單位價格。

18 商譽

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	-	18,576
Addition (Note 32 and note (i))	添置 (附註32及附註(i))	20,920	-
Impairment loss recognised for the year (note (ii))	年內確認的減值虧損 (附註(ii))	-	(18,576)
Exchange difference	匯兌差額	800	-
At 31 December	於十二月三十一日	21,720	-

附註(i)：

截至二零一七年十二月三十一日止年度透過業務合併收購的商譽已分配至現金產生單位，即裕祥集團現金產生單位（詳情請參閱附註32）以進行減值測試。裕祥集團現金產生單位的可收回金額乃參考使用價值而釐定。

於評估使用價值計算時，已參考投資物業估值及業務單位之其他資產及負債的賬面值（與其公平值相若），不包括與本業務單位相關的任何初始確認收購的遞延稅項負債。物業之公平值乃根據獨立估值師於年末進行之估值而釐定（詳情請參閱附註17）。

18 GOODWILL (Continued)

Note (ii):

For the year ended 31 December 2016, due to the unfavourable operating performance, an impairment loss of HK\$18,576,000 was recognised based on discounted cash flow projection prepared by management.

The recoverable amount was calculated using pre-tax cash flow projections developed from the financial budgets approved by management based on past performance and its expectations of the market development covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate that did not exceed the long-term average growth rate for the Chinese restaurant and wedding business.

19 FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

18 商譽 (續)

附註(ii)：

於截至二零一六年十二月三十一日止年度，由於經營表現不佳，故根據管理層編製貼現現金流量預測確認減值虧損18,576,000港元。

可收回金額使用管理層根據過往表現及其對市場發展所作預期所批准五年期財務預算所得除稅前現金流量預測計算。五年期以後的現金流量使用估計增長率推測，該增長率並無超過中式酒樓及婚禮業務的長期平均增長率。

19 按類別劃分的金融工具

金融工具的會計政策已應用於下列項目：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets as per consolidated balance sheet			
Finance assets at fair value through profit or loss	綜合資產負債表所列資產 透過損益以公平值列賬之 金融資產		
Listed securities held for trading	持作買賣上市證券	3,447	-
Loans and receivables			
Trade receivables	貸款及應收款項 貿易應收款項	1,955	1,993
Deposits and other receivables	按金及其他應收款項	28,370	34,700
Cash and cash equivalents	現金及現金等價物	196,335	298,604
Liabilities as per consolidated balance sheet			
Other financial liabilities at amortised cost	綜合資產負債表所列負債 按攤銷成本列賬的其他 金融負債		
Trade payables	貿易應付款項	17,550	13,645
Accruals, provisions and other payables	應計費用、撥備及 其他應付款項	19,459	19,758
Amount due to a related company	應付一間關聯公司款項	3,621	-
Loans from a shareholder	股東貸款	150,690	280,387
Amount due to a director	應付一名董事款項	1,100	1,100
Borrowings	借款	45,000	46,519

20 TRADE RECEIVABLES

The ageing analysis of trade receivables based on invoice date is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 30 days	0至30日	1,955	1,469
31 to 60 days	31至60日	-	372
61 to 90 days	61至90日	-	152
Over 90 days	90日以上	-	-
		1,955	1,993

The Group's revenue from its Chinese restaurants operations is mainly conducted in cash or by credit cards. The credit periods granted by the Group to its customers in wedding related business and distribution of goods, a franchisee and its tenants range from 0 to 90 days. As at 31 December 2017, trade receivables that were not past due nor impaired amounted to approximately HK\$1,955,000 (2016: HK\$1,993,000). These balances relate to customers for whom there was no recent history of default.

As at 31 December 2017, no trade receivables were impaired (2016: same). No provision for impairment of trade receivables was made as at 31 December 2017 (2016: same).

The carrying amounts of trade receivables approximate their fair values and are denominated in HK\$ except for HK\$140,000 which are denominated in RMB. The maximum exposure to credit risk at the balance sheet date is the carrying value of trade receivables mentioned above. The Group does not hold any collateral as security.

20 貿易應收款項

按發票日期呈列的貿易應收款項賬齡分析如下：

本集團中式酒樓業務收益主要以現金或信用卡進行。本集團向婚禮相關業務客戶及食材分銷、一名特許經營商及其租戶授出的信貸期介乎0至90日。於二零一七年十二月三十一日，既無逾期亦無減值的貿易應收款項約為1,955,000港元（二零一六年：1,993,000港元），該等結餘與近期並無違約記錄的客戶有關。

於二零一七年十二月三十一日，概無貿易應收款項已經減值（二零一六年：相同）。於二零一七年十二月三十一日並無計提貿易應收款項減值撥備（二零一六年：相同）。

貿易應收款項的賬面值與其公平值相若，並以港元計值，惟140,000港元以人民幣計值。結算日所面對的最大信貸風險為上述貿易應收款項的賬面值。本集團並無持有任何抵押品作為擔保。

21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

21 按金、預付款項及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental deposits	租金按金	19,834	19,773
Utilities deposits	公用設施按金	5,287	5,375
Other deposits	其他按金	4,109	3,897
Other receivables	其他應收款項	-	65
Prepaid insurance	預付保險	1,162	1,233
Prepayment for advertising and promotions	廣告及推廣預付款項	1,288	2,917
Prepaid rent	預付租金	1,840	3,267
Prepaid service fee to temporary workers	預付臨時工的服務費	-	36
Other prepayments	其他預付款項	1,122	1,802
Prepayment for consultancy services (Note 14(b))	諮詢服務預付款項 (附註14(b))	3,582	7,372
Deposit for acquisition of an investment property	收購一項投資物業的 按金	-	5,590
Prepayment for purchase of property, plant and equipment	購買物業、廠房及設備的 預付款項	-	3,200
		38,224	54,527
Less: Non-current portion	減：非即期部分		
- rental deposits	- 租金按金	(12,351)	(14,394)
- prepayment for consultancy services	- 諮詢服務預付款項	-	(3,582)
- prepayment for purchase of property, plant and equipment	- 購買物業、廠房及 設備的預付款項	-	(3,200)
Current portion	即期部分	25,873	33,351

The carrying amounts of deposits, prepayments and other receivable approximate their fair values and are denominated in HK\$, except for the deposit for acquisition of an investment property, amounted to HK\$5,590,000, which was denominated in RMB.

按金、預付款項及其他應收款項的賬面值與其公平值相若，並以港元計值，惟收購一項投資物業的按金5,590,000港元以人民幣計值。

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22 按公平值計入損益的金融資產

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Listed securities held for trading, at fair value	以公平值列賬之 持作買賣上市證券		
– Equity securities listed in Hong Kong (Note)	– 於香港上市之股本證券 (附註)	3,447	–

The fair values of the above listed securities are determined based on the quoted market bid prices available on the Hong Kong Stock Exchange at the end of the reporting period. The financial assets at fair value through profit or loss are denominated in HK\$.

During the year ended 31 December 2017, fair value gain on financial assets at fair value through profit or loss of HK\$108,000 (2016: Nil) and gain on the disposal of financial assets at fair value through profit or loss of HK\$2,206,000 (2016: Nil) are recognised in the consolidated statement of comprehensive income.

上述上市證券之公平值乃根據報告期末於香港聯交所所報之市場買入價釐定。按公平值計入損益的金融資產乃以港元計值。

於截至二零一七年十二月三十一日止年度，按公平值計入損益的金融資產之公平值收益為108,000港元（二零一六年：零）及出售按公平值計入損益的金融資產之收益2,206,000港元（二零一六年：零）於綜合全面收益表確認。

23 NON-CURRENT ASSETS HELD FOR SALE

All industrial properties and residential properties of the Group in Hong Kong previously classified under investment properties and property, plant and equipment, totaling to HK\$24,299,000 and HK\$7,883,000, respectively, were reclassified to non-current assets held for sale following the entering into sale and purchase agreements between the Group and several third parties on 13 October 2017 and 27 November 2017.

23 持作出售非流動資產

本集團於香港之先前所有分類為投資物業及物業、廠房及設備的工廠及住宅物業分別總計為24,299,000港元及7,883,000港元，乃在本集團與若干第三方於二零一七年十月十三日及二零一七年十一月二十七日訂立買賣協議後重新分類為持作出售之非流動資產。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Transfer from property, plant and equipment (Note 16)	轉撥自物業、廠房及設備 (附註16)	7,883	-
Transfer from investment properties (Note 17)	轉撥自投資物業 (附註17)	24,299	-
At 31 December	於十二月三十一日	32,182	-

As at 31 December 2017, the non-current assets held for sale was pledged against certain banking facilities of the Group (Note 29). Subsequent to the balance sheet date, the pledges were released upon the completion of the sale.

於二零一七年十二月三十一日，持作出售之非流動資產已就本集團若干銀行融資作出抵押 (附註29)。於結算日後，該抵押已於出售完成後解除。

24 CASH AND CASH EQUIVALENTS

24 現金及現金等價物

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at banks	銀行現金	194,235	297,286
Cash on hand	手頭現金	2,100	1,318
Cash and cash equivalents	現金及現金等價物	196,335	298,604
Maximum exposure to credit risk	最高信貸風險	194,235	297,286

Cash at banks earn interest at floating rates based on daily bank deposit rates.

銀行現金按銀行存款每日息率的浮動利率賺取利息。

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物以下列貨幣計值：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
RMB	人民幣	13,329	111,921
HK\$	港元	183,006	186,683
		196,335	298,604

25 SHARE CAPITAL AND SHARE PREMIUM

25 股本及股份溢價

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each as at 31 December 2016 and 31 December 2017	於二零一六年 十二月三十一日 及二零一七年 十二月三十一日 每股面值0.01港元 之普通股	10,000,000,000	100,000	–
Issued and fully paid:	已發行及繳足：			
At 1 January 2016, 31 December 2016 and 1 January 2017	於二零一六年 一月一日、 二零一六年 十二月三十一日 及二零一七年 一月一日	465,000,000	4,650	90,326
Issue of ordinary shares by placing (Note)	通過配售發行 普通股 (附註)	93,000,000	930	145,794
At 31 December 2017	於二零一七年 十二月三十一日	558,000,000	5,580	236,120

Note:

On 4 January 2017, the Company entered into an agreement for the placing of up to an aggregate of 93,000,000 new ordinary shares to not less than six placees at a price of HK\$1.61 per share.

On 23 January 2017, the conditions set out in the placing agreement was fulfilled and the placing were completed on the same date, in which 93,000,000 shares were placed to not less than six placees at HK\$1.61 per share. The net proceeds of HK\$146,724,000 (after deduction of the placing commission and other expenses from the gross proceeds of HK\$149,730,000) were raised from the placing and credited to the share capital and share premium account of the Company.

附註：

於二零一七年一月四日，本公司訂立協議，據此以每股1.61港元的價格向不少於六名承配人合共配售最多93,000,000股新普通股。

於二零一七年一月二十三日，配售協議所載條件已獲達成，配售亦於同日完成，據此以每股1.61港元的價格向不少於六名承配人配售93,000,000股股份。配售所得款項淨額為146,724,000港元（自所得款項總額149,730,000港元扣除配售佣金及其他開支後）並計入本公司股本及股份溢價賬。

26 RESERVES

26 儲備

		Capital reserve	Exchange reserve	Share-based payment reserve	Accumulated losses	Total
		資本儲備	匯兌儲備	以股份 為基礎的 付款儲備	累計虧損	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	4,986	-	18,950	(32,327)	(8,391)
Comprehensive income:	全面收入:					
Loss attributable to owners of the Company	本公司擁有人應佔虧損	-	-	-	(53,846)	(53,846)
Other comprehensive income:	其他全面收入:					
Currency translation differences	貨幣換算差額	-	(53)	-	-	(53)
At 31 December 2016	於二零一六年十二月三十一日	4,986	(53)	18,950	(86,173)	(62,290)
At 1 January 2017	於二零一七年一月一日	4,986	(53)	18,950	(86,173)	(62,290)
Comprehensive income:	全面收入:					
Loss attributable to owners of the Company	本公司擁有人應佔虧損	-	-	-	(56,186)	(56,186)
Other comprehensive income:	其他全面收入:					
Currency translation differences	貨幣換算差額	-	3,259	-	-	3,259
Comprehensive income:	全面收入:	-	3,259	-	(56,186)	(52,927)
Transactions with owners in their capacity as owners:	與擁有人以其擁有人 身份進行的交易:					
Share based payment (Note 34)	以股份為基礎的付款 (附註34)	-	-	4,478	-	4,478
At 31 December 2017	於二零一七年十二月三十一日	4,986	3,206	23,428	(142,359)	(110,739)

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 TRADE PAYABLES

The ageing analysis of trade payables based on invoice date is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 30 days	0至30日	10,338	8,507
31 to 60 days	31至60日	6,314	5,110
61 to 90 days	61至90日	898	27
Over 90 days	90日以上	-	1
		17,550	13,645

The carrying amounts of trade payables approximate their fair values and are denominated in HK\$.

27 貿易應付款項

按發票日期呈列的貿易應付款項賬齡分析如下：

貿易應付款項的賬面值與其公平值相若，並以港元計值。

28 ACCRUALS, PROVISIONS AND OTHER PAYABLES AND DEPOSITS RECEIVED

28 應計費用、撥備及其他應付款項以及已收按金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Accrual, provisions and other payables	應計費用、撥備及其他應付款項		
Accrued wages, salaries and bonuses	應計工資、薪金及獎金	7,264	8,593
Accrued rental expenses	應計租金開支	7,040	10,450
Accrued utilities expenses	應計公用設施開支	175	2,107
Payables for purchases of property, plant and equipment	購買物業、廠房及設備的應付款項	-	1,249
Other accrued expenses	其他應計開支	12,020	7,809
Provision for unutilised annual leave	未動用年假撥備	968	727
Provision for long service payment	長期服務金撥備	1,261	1,298
Total accruals, provisions and other payables	應計費用、撥備及其他應付款項總額	28,728	32,233
Less:	減：		
Non-current portion – accrued rental expenses	非即期部分 – 應計租金開支	(4,500)	(7,704)
Current portion of accruals, provisions and other payables	應計費用、撥備及其他應付款項的即期部分	24,228	24,529
Deposit received	已收按金		
Deposits received for banquets	已收婚宴按金	41,051	24,732
Deposits received for wedding related services	已收婚禮相關服務按金	-	913
Tenants' deposit received	已收租戶按金	1,440	101
Other deposits received	其他已收按金	2,739	1,411
Total deposits received	已收按金總額	45,230	27,157
Less:	減：		
Non-current portion – deposits received for banquets	非即期部分 – 已收婚宴按金	(4,653)	(552)
Current portion of deposits received	已收按金的即期部分	40,577	26,605

The carrying amounts of accruals, provisions and other payables and deposits received approximate their fair values and are denominated in HK\$, except that HK\$3,475,000 (2016: Nil) of deposit received are denominated in RMB.

應計費用、撥備及其他應付款項以及已收按金的賬面值與其公平值相若，並以港元計值，惟已收按金的3,475,000港元（二零一六年：無）以人民幣計值。

29 BORROWINGS

29 借款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current	非即期		
Finance lease liabilities (Note (b))	融資租賃負債(附註(b))	-	207
Current	即期		
Bank borrowings – secured (Note (a))	銀行借款—有抵押(附註(a))	-	46,124
Finance lease liabilities (Note (b))	融資租賃負債(附註(b))	-	188
Other borrowings – unsecured (Note (c))	其他借款—無抵押(附註(c))	45,000	-
		45,000	46,312
Total borrowings	借款總額	45,000	46,519

Notes:

附註:

(a) Bank borrowings

(a) 銀行借款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank borrowings due for repayment within one year	於一年內到期償還的銀行借款	-	22,650
Bank borrowings due for repayment after one year which contain a repayment on demand clause	於一年後到期償還(含有按要求償還條款)的銀行借款	-	23,474
Total bank borrowings	銀行借款總額	-	46,124

29 BORROWINGS (Continued)

Notes: (Continued)

(a) Bank borrowings (Continued)

The weighted effective interest rates of bank borrowings at the balance sheet date are as follows:

		2017 二零一七年	2016 二零一六年
Bank borrowings	銀行借款	2.71%	3.01%

The carrying amounts of bank borrowings approximated their fair values, as the impact of discounting is not significant, and were denominated in HK\$.

The Group had early repaid its entire outstanding balances of bank borrowings during the year ended 31 December 2017.

As at 31 December 2017, the Group had total banking facilities of HK\$29,000,000 available for use, of which HK\$11,086,000 was utilised for letters of bank guarantee for rental and utility deposits. The unutilised portion amounted to HK\$17,914,000.

As at 31 December 2017, the Group's industrial properties and residential properties classified under non-current assets held for sale, totaling to HK\$32,182,000, was pledged against the banking facilities of the Group, totaling HK\$15,000,000. Subsequent to the balance sheet date, the pledges were released upon the completion of the sale transactions of the non-current assets held for sale.

At as 31 December 2016, bank borrowings were secured by certain property, plant and equipment and investment properties of the Group of HK\$8,078,000 and HK\$24,400,000 respectively (Notes 16 and 17).

As at 31 December 2016, the Group failed to comply with a covenant requirement of one of the banking facilities amounting to HK\$17,500,000. Such breach of the covenant requirement may cause the relevant banking facilities to be cancelled or suspended. In March 2017, the Group had obtained the bank's one-off waiver from compliance with the relevant breached covenant requirement for the year ended 31 December 2016.

29 借款 (續)

附註: (續)

(a) 銀行借款 (續)

於結算日，銀行借款之加權實際利率如下：

由於貼現影響不大，銀行借款的賬面值與其公平值相若，並以港元計值。

截至二零一七年十二月三十一日止年度內，本集團已提前償還其全部尚未償還銀行借款結餘。

於二零一七年十二月三十一日，本集團可供使用的銀行融資合計為29,000,000港元，其中11,086,000港元用於租金及公用設施按金之銀行擔保函。未動用部分為17,914,000港元。

於二零一七年十二月三十一日，根據持作出售之非流動資產分類為本集團之工廠及住房物業總計為32,182,000港元，該物業已為本集團銀行融資作出總計15,000,000港元的抵押。於結算日後，於完成持作出售之非流動資產之出售交易後該抵押解除。

於二零一六年十二月三十一日，銀行借款分別以本集團8,078,000港元及24,400,000港元之若干物業、廠房及設備以及投資物業作抵押（附註16及17）。

於二零一六年十二月三十一日，本集團未能遵守一項銀行融資17,500,000港元的契諾要求。違反該契諾要求可能導致有關銀行融資被取消或暫停。於二零一七年三月，本集團已取得銀行一次性豁免，豁免就截至二零一六年十二月三十一日止年度遵守該項遭違反的契諾要求。

29 BORROWINGS (Continued)

Notes: (Continued)

(b) Finance lease liabilities

The rights to the leased assets are reverted to the lessors in the event of default of the lease liabilities by the Group.

		2017 二零一七年	2016 二零一六年
Gross finance lease liabilities	融資租賃負債總額		
– minimum lease payments	– 最低租賃付款		
– No later than 1 year	– 不遲於一年	-	198
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	-	211
Future finance charges on finance leases	融資租賃之未來融資支出	-	409 (14)
Present value of finance lease liabilities	融資租賃負債現值	-	395
The present value of finance lease liabilities is as follows:	融資租賃負債現值如下：		
– No later than 1 year	– 不遲於一年	-	188
– Later than 1 year and no later than 5 years	– 遲於一年但不遲於五年	-	207
		-	395

The Group has early repaid its entire outstanding balance of finance lease liabilities during the year ended 31 December 2017.

As at 31 December 2016, finance lease liabilities were secured by certain equipment and motor vehicles (Note 16).

29 借款 (續)

附註：(續)

(b) 融資租賃負債

倘本集團欠付租賃負債，則租賃資產的權利將交回予出租人。

截至二零一七年十二月三十一日止年度內，本集團已提前償還其全部尚未償還銀行借款結餘。

於二零一六年十二月三十一日，融資租賃負債由若干設備及汽車作擔保（附註16）。

29 BORROWINGS (Continued)

Notes: (Continued)

(c) Other borrowings

On 9 May 2017, U Banquet Group Limited, a subsidiary of the Company, entered into a loan facility agreement with a director of certain subsidiaries of which the director has agreed to make available to the Group from time to time an unsecured loan facility amounting to HK\$60,000,000 with an interest rate of 4.5% per annum for a term of 2.5 years from 9 May 2017. As at 31 December 2017, a total of HK\$45,000,000 was the carrying amount of this loan drawn down approximates its fair value, is denominated in HK\$ and repayable on demand.

Subsequent to the balance sheet date, the Group has repaid HK\$20,000,000 of this loan. This director had confirmed his intention not to demand for repayment of the remaining outstanding balance of HK\$25,000,000 for coming twelve months from the date of this report.

29 借款 (續)

附註：(續)

(c) 其他借款

於二零一七年五月，本公司之附屬公司譽宴集團有限公司與若干附屬公司一名董事訂立一份貸款融資協議，據此，該名董事同意不時向本集團提供一筆60,000,000港元，年利率為4.5%的無抵押貸款融資，自二零一七年五月九日起為期2.5年。於二零一七年十二月三十一日，總共45,000,000港元為已提取貸款的賬面值，與其公平值相若，以港元計值並須於要求時償還。

於結算日後，本集團已償還該貸款20,000,000港元。董事已確認，彼無意於本報告日期起十二個月內要求償還剩餘25,000,000港元尚未償還的結餘。

30 DEFERRED INCOME TAX

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

30 遞延所得稅

遞延所得稅資產與遞延所得稅負債分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
– Deferred income tax assets to be recovered after more than 12 months	– 將於12個月後收回的遞延所得稅資產	(5,345)	(6,632)
– Deferred income tax assets to be recovered within 12 months	– 將於12個月內收回的遞延所得稅資產	–	–
		(5,345)	(6,632)
Deferred income tax liabilities:	遞延所得稅負債：		
– Deferred income tax liabilities to be recovered after more than 12 months	– 將於12個月後收回的遞延所得稅負債	23,051	1,300
– Deferred income tax liabilities to be recovered within 12 months	– 將於12個月內收回的遞延所得稅負債	1,718	1,360
		24,769	2,660
		19,424	(3,972)

30 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

		Decelerated tax depreciation 減速稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Provisions 撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	3,774	2,325	356	6,455
Credited/(charged) to the consolidated statement of comprehensive income	計入/(扣除自)綜合全面收益表	1,352	(877)	52	527
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	5,126	1,448	408	6,982
Credited/(charged) to the consolidated statement of comprehensive income	計入/(扣除自)綜合全面收益表	(2,552)	2,113	(376)	(815)
At 31 December 2017	於二零一七年十二月三十一日	2,574	3,561	32	6,167

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$13,486,000 (2016: HK\$5,944,000) in respect of its losses amounting to HK\$81,733,000 (2016: HK\$36,028,000) that can be carried forward against future taxable income. The tax losses can be carried forward against future taxable income.

30 遞延所得稅 (續)

年內遞延所得稅資產與負債的變動(並無計及同一稅務司法權區的結餘抵銷)如下:

遞延所得稅資產

遞延所得稅資產乃因應相關稅務利益可透過未來應課稅溢利變現的程度而就所結轉之稅項虧損作確認。本集團並無確認與其虧損81,733,000港元(二零一六年: 36,028,000港元)有關之遞延稅項資產13,486,000港元(二零一六年: 5,944,000港元)。稅務虧損可結轉用以抵銷未來應課稅收入。

30 DEFERRED INCOME TAX (Continued)**Deferred income tax liabilities****30 遞延所得稅 (續)****遞延所得稅負債**

		Accelerated tax depreciation	Revaluation arising from investments properties	Total
		加速稅項折舊	投資物業 產生的重估	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	1,492	-	1,492
Charged to the consolidated statement of comprehensive income	自綜合全面收益表扣除	1,518	-	1,518
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日	3,010	-	3,010
Acquisition of subsidiaries (Note 32)	收購附屬公司(附註32)	-	21,802	21,802
(Credited)/charged to the consolidated statement of comprehensive income	(計入)/扣除自 綜合全面收益表	(470)	290	(180)
Exchange difference	匯兌差額	-	959	959
At 31 December 2017	於二零一七年十二月三十一日	2,540	23,051	25,591

31 PROVISION FOR REINSTATEMENT COSTS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	3,332	2,982
Unwinding of discount of provision (Note 12)	解除撥備的貼現(附註12)	119	112
Additional provision	額外撥備	-	238
At 31 December	於十二月三十一日	3,451	3,332
Less: Non-current portion	減: 非即期部分	(3,278)	(2,896)
Current portion	即期部分	173	436

Provision for reinstatement costs is recognised for the present value of costs to be incurred for the reinstatement of the properties used by the Group for its Chinese restaurant and wedding business operations upon expiration of the relevant leases. As at 31 December 2017, the Group expected that the total undiscounted costs required in the future would amount to approximately HK\$3,931,000 (2016: HK\$3,931,000).

32 BUSINESS COMBINATION

On 16 June 2017, the Group entered into a sale and purchase agreement, pursuant to which the Group conditionally agreed to purchase and the vendor, a third party, conditionally agreed to sell the entire issued share capital of New Fortune Holdings Group Limited ("New Fortune") and its subsidiaries (collectively as "New Fortune Group"), together with the loans from the then shareholder, at a total consideration of RMB76,500,000 (equivalent to HK\$ 87,800,000).

On 30 June 2017, upon the fulfillment of the conditions precedent set out in the sale and purchase agreement, the Group has completed the above acquisition. As a result of the acquisition, the Group held a commercial property located in Xicheng District of Beijing, Mainland China, with a total gross floor area of approximately 2,389.9 square meters. The commercial property comprised a whole office floor and twenty-four basement car parking spaces. The Directors consider the acquisition will be able to generate a stable and constant stream of rental income to the Group's new business segment – Property leasing business.

31 修復成本撥備

修復成本撥備乃就本集團於相關租賃到期後修復其中式酒樓及婚禮業務營運所用物業所產生成本的現值而確認。於二零一七年十二月三十一日，本集團預期未來所需的未貼現成本總額將約為3,931,000港元(二零一六年: 3,931,000港元)。

32 業務合併

於二零一七年六月十六日，本集團已訂立買賣協議，據此，本集團有條件同意購買而賣方(一名獨立第三方)有條件同意出售裕祥控股集團有限公司(「裕祥」)及其附屬公司(統稱「裕祥集團」)之全部已發行股本，連同當時股東之貸款，總代價為人民幣76,500,000元(相等於87,800,000港元)。

於二零一七年六月三十日，待買賣協議所載先決條件達成後，本集團已完成上述收購。由於收購，本集團持有位於中國內地北京市西城區的一棟商業樓宇，總樓面面積約2,389.9平方米。該商用物業包括一整層辦公區及二十四個地庫停車位。董事認為，收購將為本集團的新業務分部—物業租賃業務帶來穩定而持續的租金收入來源。

32 BUSINESS COMBINATION (Continued)

The following table summarises the consideration paid for the acquisition, the fair value of assets acquired and liabilities assumed at the acquisition date.

32 業務合併 (續)

下表概述已付收購之代價、於收購日期所收購資產及承擔負債之公平值。

		2017 二零一七年 HK\$'000 千港元
Recognised amounts of identifiable assets acquired and liabilities assumed	所收購可識別資產及所承擔負債之已確認金額	
Property, plant and equipment	物業、廠房及設備	110
Investment properties	投資物業	103,698
Cash and cash equivalents	現金及現金等價物	4,728
Deposits received	已收按金	(4,462)
Accruals, provision and other payables	應計費用、撥備及其他應付款項	(1,255)
Amounts due to related companies	應付關聯公司款項	(14,117)
Loan from the then shareholder	當時股東貸款	(12,851)
Current income tax liabilities	即期所得稅負債	(20)
Deferred tax liabilities	遞延稅項負債	(21,802)
Total identifiable net assets	可識別資產淨值總額	54,029
Purchase consideration	購買代價	87,800
Less: Loan from the then shareholder	減：當時股東貸款	(12,851)
Goodwill (Note 18)	商譽 (附註18)	20,920

32 BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the above acquisition is as follows:

		2017 二零一七年 HK\$'000 千港元
Cash outflow on the acquisition		
- Total purchase consideration settled in cash	收購產生的現金流出 - 以現金償付的總購買代價	87,800
- Cash and cash equivalents in the subsidiary acquired	- 於所收購附屬公司的現金及 現金等價物	(4,728)
		83,072

Acquisition-related costs of HK\$407,000 have been charged to other expenses in the consolidated statement of comprehensive income for the year ended 31 December 2017.

None of the goodwill recognised is expected to be deductible for income tax purposes.

The revenue and net profit contributed by the newly acquired subsidiaries and recognised in the consolidated statement of comprehensive income since 30 June 2017 are HK\$2,513,000 and HK\$1,043,000 respectively.

Had New Fortune Group been consolidated from 1 January 2017, the Group's consolidated statement of comprehensive income would show pro-forma revenue of HK\$370,817,000 and loss for the year of HK\$57,596,000.

32 業務合併 (續)

就上述收購之現金流量分析如下：

截至二零一七年十二月三十一日止年度，收購相關成本407,000港元已計入綜合全面收益表項下其他開支。

預期已確認商譽就所得稅而言不可扣減。

新收購附屬公司所貢獻及自二零一七年六月三十日起於綜合全面收益表確認之收益及純利分別為2,513,000港元及1,043,000港元。

假若裕祥集團於二零一七年一月一日起已合併入賬，則本集團綜合全面收益表的年內備考收益及虧損將分別為370,817,000港元及57,596,000港元。

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

33 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

33 綜合現金流量表附註

(a) Cash used in operations

(a) 經營所用現金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(55,307)	(51,859)
Adjustments for:	調整：		
– Depreciation of property, plant and equipment (Note 16)	– 物業、廠房及設備折舊 (附註16)	23,900	16,414
– Finance costs (Note 12)	– 財務成本 (附註12)	2,178	1,325
– Finance income (Note 12)	– 財務收入 (附註12)	(615)	(349)
– Amortisation of consultancy service fee (Note 14(b))	– 顧問服務費用攤銷 (附註14(b))	3,790	3,790
– Share-based payment expenses (Note 34)	– 以股份為基礎的付款開支 (附註34)	4,478	–
– Forfeiture of deposits received (Note 7)	– 沒收已收按金 (附註7)	(862)	(926)
– Gain on disposal of property, plant and equipment (Note 7)	– 出售物業、廠房及設備之收益 (附註7)	(295)	–
– Gain on disposal of a subsidiary (Note 7)	– 出售一間附屬公司之收益 (附註7)	–	(718)
– Fair value gain of investment properties	– 投資物業之公平值收益	(1,094)	(400)
– Impairment loss on goodwill	– 商譽減值虧損	–	18,576
– Impairment of property, plant and equipment (Note 16)	– 物業、廠房及設備減值 (附註16)	9,369	–
– Gain on disposal of financial assets at fair value through profit or loss	– 出售按公平值計入損益的金融資產之收益	(2,206)	–
– Fair value gain of financial assets at fair value through profit or loss	– 按公平值列入損益的金融資產之公平值收益	(108)	–
Operating loss before changes in working capital	營運資金變動前的經營虧損	(16,772)	(14,147)
Changes in working capital:	營運資金變動：		
– Trade receivables	– 貿易應收款項	38	(75)
– Deposits, prepayments and other receivables	– 按金、預付款項及其他應收款項	4,217	(130)
– Trade payables	– 貿易應付款項	3,905	1,380
– Accruals, provisions and other payables	– 應計費用、撥備及其他應付款項	(3,505)	4,612
– Deposits received	– 已收按金	12,999	4,242
– Amount due to related company	– 應付一間關聯公司款項	(10,544)	(320)
Cash used in operations	經營所用現金	(9,662)	(4,438)

33 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Continued)

(b) During the year, the principal non-cash transactions were:

- (i) Amortisation of consultancy service fee charged to the consolidated statement of comprehensive income during the year amounted to approximately HK\$3,790,000 (2016: HK\$3,790,000) (See Note 14(b)).
- (ii) Share-based payment expenses of HK\$3,043,000 and HK\$1,435,000 granted to consultants and directors and certain employees, respectively are charged to the consolidated statement of comprehensive income during the year.

(c) In the consolidated cash flow statement, proceeds from disposal of property, plant and equipment comprise:

33 綜合現金流量表附註 (續)

(b) 年內主要的非現金交易為：

- (i) 年內，將自綜合全面收益表扣除的顧問服務費用攤銷約為3,790,000港元（二零一六年：3,790,000港元）（見附註14(b)）。
- (ii) 授予顧問及董事及若干僱員以股份為基礎的付款開支分別為3,043,000港元及1,435,000港元，該等開支於年內分別自綜合全面收益表扣除。

(c) 於綜合現金流量表中，出售物業、廠房及設備之所得款項包含：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net book amount (Note 16)	賬面淨值（附註16）	-	-
Gain on disposal of property, plant and equipment (Note 7)	出售物業、廠房及設備之收益（附註7）	295	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	295	-

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

33 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(Continued)

(d) Reconciliation of liabilities arising from financing activities

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash and cash equivalents (Note 24)	現金及現金等價物 (附註24)	196,335	298,604
Loans from a shareholder (Note 37)	股東貸款 (附註37)	(150,690)	(280,387)
Borrowings (Note 29)	借款 (附註29)	(45,000)	(46,519)
Net cash/(debt)	現金 / (債務) 淨額	645	(28,302)

33 綜合現金流量表附註 (續)

(d) 融資活動產生的負債對賬如下：

本節載列各所示期間的債務淨額及債務淨額變動之分析。

		Cash and cash equivalents	Finance lease liabilities due no later than 1 year	Finance lease liabilities due later than 1 year	Bank borrowings due for repayment within 1 year	Bank borrowings due for repayment after 1 year	Other borrowings	Loans from a shareholder
		現金及 現金等價物 HK\$'000 千港元	一年內 到期的 融資租賃 負債 HK\$'000 千港元	一年後 到期的 融資租賃 負債 HK\$'000 千港元	於一年內 到期償還的 銀行借款 HK\$'000 千港元	於一年後 到期償還的 銀行借款 HK\$'000 千港元	其他借款 HK\$'000 千港元	股東貸款 HK\$'000 千港元
As at 1 January 2016	於二零一六年一月一日	29,820	331	395	10,600	13,650	-	-
Cash (outflows)/inflows, net	現金 (流出) / 流入 · 淨額	268,834	(331)	-	(3,126)	25,000	-	280,387
Foreign exchange adjustments	外匯調整	(50)	-	-	-	-	-	-
Other non-cash movements	其他非現金變動	-	188	(188)	15,176	(15,176)	-	-
As at 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日及 二零一七年一月一日	298,604	188	207	22,650	23,474	-	280,387
Cash (outflows)/inflows, net	現金 (流出) / 流入 · 淨額	(101,966)	(188)	(207)	(22,650)	(23,474)	45,000	(129,697)
Foreign exchange adjustments	外匯調整	303	-	-	-	-	-	-
As at 31 December 2017	於二零一七年 十二月三十一日	196,335	-	-	-	-	45,000	150,690

34 SHARE OPTION SCHEME

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

The maximum number of shares which may be issued under the Scheme and any other schemes of the Company (excluding options lapsed pursuant to the Scheme and any other schemes of the Company) must not exceed 10% of the issued shares of the Company. The total number of shares issued and to be issued to each eligible participant under the Scheme in any 12-month period must not exceed 1% of the issued shares of the Company unless approved in advance by the shareholders of the Company in general meeting.

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

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

34 購股權計劃

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

根據計劃及本公司任何其他計劃可發行的股份數目上限（惟不計及根據計劃或本公司任何其他計劃已失效的購股權）本公司已發行股份的10%。在任任何12個月期間，根據計劃向各合資格者的已發行及將予發行股份總數不得超過本公司已發行股份的1%，除非事先獲本公司股東於股東大會上批准。

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

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

34 SHARE OPTION SCHEME (Continued)

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

Details of the movement of the share options under the Scheme are as follow:

34 購股權計劃 (續)

計劃將自本公司上市日期起十年期間內有效及生效。行使價由董事釐定，且不得低於以下各項之最高者：(i)於授出購股權要約之日（須為交易日）聯交所每日報價表所列本公司股份之收市價；(ii)緊接授出購股權要約之日前五個交易日聯交所每日報價表所列本公司股份之平均收市價；及(iii)本公司股份面值。

計劃項下之購股權變動詳情如下：

		2017 二零一七年		2016 二零一六年	
		Weighted average exercise price in HK\$ per share	Number	Weighted average exercise price in HK\$ per share	Number
		加權平均 行使價 每股港元	數目	加權平均 行使價 每股港元	數目
At 1 January	於一月	-	-	-	-
Granted during the year	年內授出	1.99	11,600,000	-	-
At 31 December	於十二月三十一日	1.99	11,600,000	-	-

34 SHARE OPTION SCHEME (Continued)

As at 31 December 2017, no outstanding options granted under the Scheme were exercisable (2016: Nil). Terms of share options at the end of the reporting period were as follows:

		Exercise price	Number of share options	
		per share	購股權數目	
		每股行使價	2017	2016
		HK\$	二零一七年	二零一六年
		港元		
17 May 2018 to 17 May 2027	二零一八年五月十七日至 二零二七年五月十七日	1.99	3,480,000	-
17 May 2019 to 17 May 2027	二零一九年五月十七日至 二零二七年五月十七日	1.99	4,640,000	-
17 May 2020 to 17 May 2027	二零二零年五月十七日至 二零二七年五月十七日	1.99	3,480,000	-
		1.99	11,600,000	-

During the year ended 31 December 2017, the Company offered to grant two consultants, several directors and employees of 8,000,000, 2,400,000 and 1,200,000 share options respectively of HK\$0.01 each in the capital of the Company on 17 May 2017. ("2017 Grant"). No share options were granted during the year ended 31 December 2016.

34 購股權計劃 (續)

於二零一七年十二月三十一日，概無計劃項下尚未行使購股權可予行使（二零一六年：無）。於報告期末的購股權的年期如下：

於截至二零一七年十二月三十一日止年度，本公司向兩名顧問、若干董事及僱員分別授出本公司股本中每股面值0.01港元之8,000,000份、2,400,000份及1,200,000份購股權，相當於二零一七年五月十七日本公司股本每股0.01港元（「二零一七年授出」）。於截至二零一六年十二月三十一日止年度概無授出購股權。

34 SHARE OPTION SCHEME (Continued)

The valuation was based on a Binomial Model with the following data and assumptions:

		2017 Grant 二零一七年 授出
Fair value of share options	購股權之公平值	HK\$12,094,000 港元
Closing share price at grant date	於授出日期之收市股價	1.98
Exercise price	行使價	1.99
Annual risk free interest rate	年度無風險利率	1.39%
Expected option life	預期購股權年期	10 years 十年
Expected dividend yield	預期股息率	0%
Expected volatility	預期浮動率	52.5%

During the year ended 31 December 2017, HK\$3,043,000 share-based payment expenses granted to consultants and HK\$1,435,000 share-based payment expenses granted to certain directors and employees were included in "other expenses" and "employee benefits expenses" of the consolidated statement of comprehensive income, respectively (2016: Nil).

35 CONTINGENCIES

The Group did not have any significant contingent liabilities as at 31 December 2017 (2016: same).

34 購股權計劃 (續)

估值根據二項式模式以下列數據及假設計算：

於截至二零一七年十二月三十一日止年度，授予顧問的以股份為基礎的付款開支3,043,000港元及授予若干董事及僱員的以股份為基礎的付款開支1,435,000港元分別計入綜合全面收益表項下的「其他開支」及「僱員福利開支」（二零一六年：無）。

35 或然事項

於二零一七年十二月三十一日，本集團並無任何重大或然負債（二零一六年：相同）。

36 COMMITMENTS

(a) Operating lease commitments

The Group leases various restaurant properties and equipment under non-cancellable operating lease agreements. The lease agreements are between two and four years, and majority of lease arrangements are renewable at the end of the lease period with either pre-set increment rate or market rate to be agreed with landlords.

The operating leases of certain restaurant properties also subject to turnover rent, which will be based on a certain percentage of revenue of the operation being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future revenue of these restaurants could not be accurately determined as at the balance sheet date, the relevant contingent rent have not been included.

The future aggregate minimum lease payments under non-cancellable operating leases in respect of properties and equipment are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
No later than 1 year	不遲於一年	74,209	74,512
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	54,672	98,251
		128,881	172,763

36 承擔

(a) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多項酒樓物業及設備。該等租賃協議為期二至四年，大部分租賃安排可於租期結束後按預定遞增比率或與業主協定的市場比率予以重續。

若干酒樓物業的經營租賃亦要求按營業額支付租金，有關租金根據各租約訂明的條款及條件按將從事業務之收益的一定百分比計算。由於該等酒樓未來的收益無法於各結算日準確釐定，故並無列賬相關或然租金。

根據不可撤銷經營租賃應付的物業及設備未來最低租賃付款總額如下：

36 COMMITMENTS (Continued)**(a) Operating lease commitments** (Continued)

The future aggregate lease payments under optional operating leases in respect of properties are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
No later than 1 year	不遲於一年	-	-
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	117,766	65,780
Later than 5 years	遲於五年	5,554	2,879
		123,320	68,659

(b) Operating lease receivables

The Group leases out certain commercial, industrial and residential buildings under non-cancellable operating lease agreements. The lease terms are between one to two years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

The future minimum lease receivables under non-cancellable operating leases in respect of the industrial and residential buildings classified as investment properties are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
No later than 1 year	不遲於一年	9	608
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	-	523
		9	1,131

36 承擔 (續)**(a) 經營租賃承擔 (續)**

根據可選擇經營租賃應付的物業未來租賃付款總額如下：

(b) 應收經營租賃款項

本集團根據不可撤銷經營租賃協議出租若干商業、工廠及住宅大廈，租期介乎一至二年，大部分有關租賃協議可於租期結束後按市場比率予以重續。

不可撤銷經營租賃項下有關分類為投資物業的工廠及住宅大廈的應收未來最低租賃款項如下：

36 COMMITMENTS (Continued)

(c) Capital commitments

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Contracted but not provided for— purchase of property, plant and equipment	已訂約但未撥備 —購買物業、廠房及設備	—	1,098

37 RELATED PARTY TRANSACTIONS

Parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise control or significant influence over the Group in making financial and operating decisions, or vice versa. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

36 承擔 (續)

(c) 資本承擔

37 關聯方交易

倘有關方可直接或間接對本集團作出財務及經營決策行使控制權或施加重大影響，該方均視為與本集團有關，反之亦然。關聯方可為個人（即主要管理人員、主要股東及／或彼等近親家屬成員）或其他實體，包括受本集團關聯方（為個人）重大影響的實體。倘有關方受共同控制，則亦視為相關連。

37 RELATED PARTY TRANSACTIONS (Continued)

(a) Related parties

The directors of the Company are of the view that the following companies were considered related parties that had transactions or balances with the Group during the year:

Name 姓名／名稱	Relationship with the Group 與本集團的關係
Mr. Sang Kangqiao 桑康喬先生	Controlling shareholder and chairman of the Board of Director 控股股東兼董事會主席
Mr. Xu Wenze 許文澤先生	Controlling shareholder and executive director 控股股東兼執行董事
Ka Ho Educational Paper Company Limited ("Ka Ho Educational Paper") 嘉豪文教紙業有限公司(「嘉豪文教紙業」)	A company owned by a connected person Mr. Cheung Ka Ho (Note (i)) 由張家豪先生的關連人士擁有的公司(附註(i))
Tai Cheong Hong 大昌行	A company controlled by Mr. Cheung Ka Kei (Note (iii)) 受張家驥先生控制的公司(附註(ii))
Guorun Construction Group Co. Ltd. 國潤建設集團有限公司	A company controlled by Mr. Xu Wenze 由許文澤先生控制的公司

Note:

- (i) Mr. Cheung Ka Ho has resigned as chairman and CEO of the Company on 27 October 2016. Mr. Cheung Ka Ho also ceased to be the controlling shareholder who exercise control/significant influence over the Company and therefore he is not regarded as a related party since 27 October 2016.
- (ii) Mr. Cheung Ka Kei has resigned as executive director of the Company on 27 October 2016. Mr. Cheung Kai Kei also ceased to be the controlling shareholder who exercise control/significant influence over the Company and therefore he is not regarded as a related party since 27 October 2016.

37 關聯方交易 (續)

(a) 關聯方

本公司董事認為以下公司被視作於年內與本集團有交易或結餘的關聯方：

附註：

- (i) 張家豪先生已於二零一六年十月二十七日辭任本公司主席兼行政總裁。張家豪先生亦不再為對本公司行使控制權／重大影響力的控股股東，及因此其自二零一六年十月二十七日起不再被視為關聯方。
- (ii) 張家驥先生已於二零一六年十月二十七日辭任本公司執行董事。張家驥先生亦不再為對本公司行使控制權／重大影響力的控股股東，及因此其自二零一六年十月二十七日起不再被視為關聯方。

37 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

Except for the transactions disclosed elsewhere in this report, the Group had the following significant transactions with its related parties during the year:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cleaning expenses paid or payable to a related company – Tai Cheong Hong (Note (i))	已付或應付一間關聯公司的清潔開支—大昌行 (附註(i))	-	1,151
Printing and stationery expenses paid or payable to a related company – Ka Ho Educational Paper (Note (i))	已付或應付一間關聯公司的印刷及文具費—嘉豪文教紙業 (附註(i))	-	256
Interest expense to a shareholder (Note (c)(iii))	支付予股東的利息開支 (附註(c)(iii))	233	209
Interest expense to a director of certain subsidiaries (Note (c)(iv))	支付予若干附屬公司的一名董事的利息開支 (附註(c)(iv))	1,309	-

Note:

- (i) Purchases of goods or services from related companies were carried out at a rate mutually-agreed between the parties involved in the transactions.

37 關聯方交易 (續)

(b) 與關聯方的交易

年內，除本報告其他部分所披露之交易外，本集團與其關聯方訂有以下重大交易：

附註：

- (i) 向關聯公司採購貨品或服務乃按交易雙方相互協定的價格進行。

37 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

The Group had the following balances with related parties:

(i) Amount due to a related company

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-trade payables to a related company:	應付一間關聯公司非貿易款項：		
Guorun Construction Group Co. Ltd	國潤建設集團有限公司	3,621	-

As at 31 December 2017, payables to a related party is unsecured, interest-free and repayable on demand. The carrying amount of amount due to a related party approximated its fair value and is denominated in HK\$.

於二零一七年十二月三十一日，應付一間關聯方款項為無抵押、免息及須在要求時償還。應付一間關聯方款項的賬面值與其公平值相若，並以港元計值。

(ii) Amount due to a director

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due to a director – Mr. Xu Wenze	應付一名董事款項 – 許文澤先生	1,100	1,100

As at 31 December 2017 and 2016, amount due to a director is unsecured, interest-free and repayable on demand. The carrying amount of amount due to a director approximate its fair value and is denominated in HK\$.

於二零一七年及二零一六年十二月三十一日，應付一名董事款項為無抵押、免息及須在要求時償還。應付一名董事款項的賬面值與其公平值相若，並以港元計值。

37 關聯方交易 (續)

(c) 與關聯方的結餘

本集團與關聯方有以下結餘：

(i) 應付一間關聯公司款項

(ii) 應付一名董事款項

37 RELATED PARTY TRANSACTIONS (Continued)

(c) **Balances with related parties** (Continued)

(iii) **Loans from a shareholder**

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loans from a shareholder	股東貸款	150,690	280,387

On 1 November 2016, the Company and Mr. Sang Kangqiao, entered into a loan facility agreement under which Mr. Sang Kangqiao has agreed to make available to the Company from time to time an unsecured loan facility amounted to HK\$300,000,000 with an interest rate of 4.5% per annum for a term of 2 years from 1 November 2016. As at 31 December 2017, a total of HK\$150,690,000 (2016: HK\$280,387,000) were drawn down. The carrying amounts of loans from a shareholder approximate their fair values, are denominated in HK\$ and repayable on demand.

Subsequent to the balance sheet date, the Group has repaid HK\$142,920,000 of this loan. Mr. Sang Kangqiao had confirmed his intention not to demand for repayment of the remaining outstanding balance for coming twelve months from the date of this report.

37 關聯方交易 (續)

(c) **與關聯方的結餘** (續)

(iii) **股東貸款**

於二零一六年十一月一日，本公司與桑康喬先生訂立一項貸款融資協議，據此，桑康喬先生同意不時向本公司提供一筆300,000,000港元、年利率為4.5%的無抵押貸款融資，自二零一六年十一月一日起為期兩年。於二零一七年十二月三十一日，總共150,690,000港元（二零一六年：280,387,000港元）已提取。股東貸款的賬面值與其公平值相若，以港元計值及須在要求時償還。

於結算日後，本集團已償還該貸款之142,920,000港元。桑康喬先生已確認，彼無意於本報告日期後十二月內要求償還剩餘尚未償還結餘。

37 RELATED PARTY TRANSACTIONS (Continued)

(c) **Balances with related parties** (Continued)

(iv) **Loan from a director of certain subsidiaries**

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loans from a director of certain subsidiaries	若干附屬公司的一名董事的貸款	45,000	-

As disclosed in Note 29 to the consolidated financial statements, on 9 May 2017, the Group entered into a loan facility agreement with a director of certain subsidiaries in which the director has agreed to make available to the Group, a subsidiary of the Company, from time to time an unsecured loan facility amounted to HK\$60,000,000 with an interest rate of 4.5% per annum for a term of 2.5 years.

Subsequent to the balance sheet date, the Group has repaid HK\$20,000,000 of this loan. This director had confirmed his intention not to demand for repayment of the remaining outstanding balance for coming twelve months from the date of this report.

37 關聯方交易 (續)

(c) **與關聯方的結餘 (續)**

(iv) **若干附屬公司的一名董事的貸款**

誠如綜合財務報表附註29所披露，於二零一七年五月九日，本集團與若干附屬公司的一名董事訂立貸款融資協議，據此，該董事已同意不時向本集團（本公司的一間附屬公司）提供金額為60,000,000港元、年利率為4.5%的無抵押貸款融資，為期2.5年。

於結算日後，本集團已償還該貸款之20,000,000港元。該董事已確認，彼無意於本報告日期後十二月內要求償還剩餘尚未償還結餘。

37 RELATED PARTY TRANSACTIONS (Continued)

(d) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. During the year, key management includes three (2016: three) executive directors and one senior management (2016: one operations manager and two head chefs). The remuneration paid or payable to key management for employee services is shown below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Basic salaries, allowances and benefits	基本薪金、津貼及福利	2,552	6,469
Discretionary bonuses	酌情花紅	-	95
Employer's contribution to pension scheme	僱主退休金計劃供款	71	99
Share-based payment expenses	以股份為基礎的付款開支	642	-
		3,265	6,663

The remuneration of key management fell within the following bands:

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
Remuneration bands:	薪酬範圍：		
Nil – HK\$1,000,000	零至1,000,000港元	4	4
HK\$1,000,001 – HK\$2,000,000	1,000,001港元至 2,000,000港元	-	2

37 關聯方交易 (續)

(d) 主要管理人員薪酬

主要管理人員指有權及有責任規劃、主管及控制本集團活動的人士。於年內，主要管理人員包括三名（二零一六年：三名）執行董事及一名高級管理層（二零一六年：一名業務經理及兩名主管）。已付或應付主要管理人員僱員服務的薪酬列示如下：

主要管理人員的薪酬範圍如下：

38 EVENTS AFTER BALANCE SHEET DATE

- (i) As disclosed in Note 2.1 to the consolidated financial statements, on 20 April 2017, the Company entered into a MOU with Ge Feng and Dr. Feng in respect of the proposed capital injection into Ge Feng. Ge Feng Group has patented technologies in nanoceramics with targeted bonding features and principally engaged in sales of new materials and equipment used for environmental control and undertaken various environmental projects, including water treatment, soil remediation and atmospheric control in Mainland China. Subsequent to the balance sheet date, on 20 January 2018, the Company, Ge Feng and Dr. Feng entered into a second supplemental agreement to the MOU pursuant to which the parties agreed to, among others, further extend the exclusivity period for further six-month in order to allow additional time for the negotiation process. Upon the execution of the second supplemental agreement to the MOU, the exclusivity period shall expired on fifteen-month period from the date of the MOU.
- (ii) On 15 January 2018 and 1 February 2018, the Group has completed the transactions for sales of industrial properties and residential properties classified under non-current assets held for sale as at 31 December 2017 and received a net proceeds of HK\$32,182,000.

38 結算日後事項

- (i) 誠如綜合財務報表附註2.1所披露，於二零一七年四月二十日，本公司與格豐及奉博士就建議向格豐注資簽立併購意向書。格豐集團擁有靶向鍵合功能陶瓷納米材料專利技術，主營銷售用於環境治理新材料和設備，承包包括於中國內地之水處理、土壤修復、大氣治理等方面在內的各項環保工程。於結算日後，於二零一八年一月二十日，本公司、格豐及奉博士簽立併購意向書之第二份補充協議，據此，訂約方同意（其中包括）將獨家期間進一步延長六個月，以便有更多時間進行磋商。於簽立併購意向書之第二份補充協議後，獨家期間應為自併購意向書之日期起的十五個月期間屆滿。
- (ii) 於二零一八年一月十五日及二零一八年二月一日，本集團完成銷售於二零一七年十二月三十一日分類為持作銷售非流動資產之工廠物業及住宅物業之交易，並取得所得款項淨額32,182,000港元。

38 EVENTS AFTER BALANCE SHEET DATE (Continued)

- (iii) As disclosed in Note 2.1 to the consolidated financial statements on 9 February 2018, a wholly owned subsidiary of the Company and Mr. Wan entered into a sales and purchase agreement in which the Group has conditionally agreed to purchase, and Mr. Wan has conditionally agreed to sell 51% of the entire issued share capital of BYL, at aggregate consideration of RMB132,600,000 (subject to adjustments) (equivalent to approximately HK\$159,120,000). BYL Target Group is principally engaged in the environmental maintenance business in Mainland China. The completion of the agreement is subject to certain conditions, including but not limited to, the satisfactory completion of due diligence by the Company which has yet been fulfilled up to the date of this report.
- (iv) Subsequent to the balance sheet date, shareholder loans amounting to HK\$142,920,000 were repaid to minimise the interest expenses incurred by the Group.
- (v) On 15 March 2018, the Company entered into an agreement for the placing of up to an aggregate of 180,000,000 new ordinary shares of the Company to not less than six placees at a price of HK\$1.8 per share, subject to the conditions precedent set out in the agreement.

38 結算日後事項 (續)

- (iii) 誠如綜合財務報表附註2.1所披露，於二零一八年二月九日，本公司之全資附屬公司與萬先生訂立買賣協議，其中本集團有條件同意購買而萬先生有條件同意出售於寶潤來全部已發行股本之51%，總代價為人民幣132,600,000元（可予調整）（相當於約159,120,000港元）。寶潤來目標集團主要於中國內地從事環境維護業務。該協議之完成受若干條件限制（包括但不限於本公司盡職調查之完成情況）。盡職調查於本報告日期協議尚未達成。
- (iv) 於結算日後，股東貸款142,920,000港元已償還，以盡量減少本集團所產生的利息開支。
- (v) 於二零一八年三月十五日，本公司訂立協議以按每股1.8港元之價格向不少於六名承配人配售合共最多180,000,000股本公司新普通股，惟待該協議所載之先決條件達成後方可作實。

38 EVENTS AFTER BALANCE SHEET DATE (Continued)

On the same date of share placing, the Company entered into a subscription agreement with CASIC Investment Fund Management (Beijing) Limited Company (the "Subscriber") in which the Subscriber has conditionally agreed to subscribe for (or procure the subscription by its nominee(s)) and the Company has conditionally agreed to allot and issue an aggregate of another 180,000,000 new ordinary shares of the Company at a price of HK\$1.8 per share.

Upon the fulfillment of the conditions precedent and completion of the share placement and share subscription, the Company expects to receive a net proceeds of approximately HK\$643,300,000, to finance its future acquisitions and general working capital needs.

38 結算日後事項 (續)

於股份配售同日，本公司與航天科工投資基金管理(北京)有限公司(「認購人」)訂立認購協議，其中認購人有條件同意認購(或促使其提名人認購)而本公司有條件同意按每股1.8港元之價格另行配發及發行本公司合共180,000,000股新普通股。

於股份配售及股份認購完成之先決條件達成後，本公司預期將收取所得款項淨額約643,300,000港元，為其未來收購及一般營運資金需求提供資金。

39 SUBSIDIARIES

The following is a list of the principal subsidiaries as at 31 December 2017:

39 附屬公司

以下為於二零一七年十二月三十一日
主要附屬公司名單：

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家／地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Directly held subsidiaries 直接持有附屬公司					
YuYan Group (HK) Investment Limited 譽宴集團(香港)有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年 三月一日	10,000 ordinary shares of US\$1 each 10,000股每股面值 1美元的普通股	100%	Investment holding 投資控股
YuYan Group Trading Limited 譽宴集團貿易有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年 三月一日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股
YuYan Group Distribution Limited 譽宴集團批發有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年 三月一日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股
YuYan Group Wedding Limited 譽宴集團婚禮有限公司	British Virgin Islands 英屬處女群島	1 March 2013 二零一三年 三月一日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股

39 SUBSIDIARIES (Continued)

39 附屬公司 (續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Indirectly held subsidiaries 間接持有附屬公司					
Kind Access Development Limited	British Virgin Islands 英屬處女群島	23 July 2014 二零一四年 七月二十三日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股
Wild South Limited	British Virgin Islands 英屬處女群島	4 November 2016 二零一六年 十一月四日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股
New Fortune Holdings Group Limited 裕祥控股集團有限公司	British Virgin Islands 英屬處女群島	17 November 2016 二零一六年 十一月十七日	1 ordinary share of US\$1 each 1股每股面值 1美元的普通股	100%	Investment holding 投資控股
U Banquet Group Limited 譽宴集團有限公司	Hong Kong 香港	18 June 2010 二零一零年 六月十八日	100 ordinary shares 100股普通股	100%	Investment holding 投資控股
Choi Fook Holdings Limited 彩福控股有限公司	Hong Kong 香港	25 June 2009 二零零九年 六月二十五日	1,075,003 ordinary shares 1,075,003股普通股	100%	Investment holding 投資控股
Choi Fook Holdings Limited 彩福控股有限公司	Hong Kong 香港	25 June 2009 二零零九年 六月二十五日	1,075,003 ordinary shares 1,075,003股普通股	100%	Investment holding 投資控股

39 SUBSIDIARIES (Continued)

39 附屬公司 (續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Million Talent Investment Limited 百駿投資有限公司	Hong Kong 香港	4 November 2006 二零零六年十一月四日	4,000,000 ordinary shares 4,000,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Choi Fook Seafood Restaurant Limited 彩福海鮮酒家有限公司	Hong Kong 香港	9 January 2002 二零零二年一月九日	800,000 ordinary shares 800,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Vast Rainbow Limited 偉彩有限公司	Hong Kong 香港	16 August 2007 二零零七年八月十六日	5,000,000 ordinary shares 5,000,000股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Elite Rainbow Corporation Limited 韻彩有限公司	Hong Kong 香港	27 March 2009 二零零九年三月二十七日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Smiling Profit Limited 慶彩有限公司	Hong Kong 香港	11 December 2009 二零零九年十二月十一日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Choi Fook Royal Banquet Limited 彩福皇宴有限公司	Hong Kong 香港	6 July 2009 二零零九年七月六日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有
Good Fortress Inc Limited 灃勝有限公司	Hong Kong 香港	11 December 2012 二零一二年十二月十一日	100 ordinary shares 100股普通股	100%	Restaurant operations and licence holding 酒樓業務及牌照持有

39 SUBSIDIARIES (Continued)

39 附屬公司 (續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Great Business (China & HK) Trading Limited 宏業(中港)貿易有限公司	Hong Kong 香港	17 April 2012 二零一二年 四月十七日	10,000 ordinary shares 10,000股普通股	100%	Sales of furniture and fixtures 銷售傢俬及固定裝置
Modern Management (Restaurant) Limited 現代管理(飲食)有限公司	Hong Kong 香港	26 April 2013 二零一三年 四月二十六日	4 ordinary shares 4股普通股	100%	Investment holding 投資控股
Smart Award Limited ("Smart Award") 豐美有限公司(「豐美」)	Hong Kong 香港	23 April 2012 二零一二年 四月二十三日	10,001 ordinary shares 10,001股普通股	100%	Sales of frozen food and high value dried food 銷售冷凍食品及 高價值乾貨
General Corporation Limited ("General Corporation") 浩凌有限公司(「浩凌」)	Hong Kong 香港	16 August 2012 二零一二年 八月十六日	10,001 ordinary shares 10,001股普通股	100%	Sales of fresh vegetables 銷售新鮮蔬菜
U Weddings Studio Limited 譽婚攝影有限公司	Hong Kong 香港	26 April 2013 二零一三年 四月二十六日	1 ordinary share 1股普通股	100%	Provision of wedding services 提供婚禮服務

39 SUBSIDIARIES (Continued)

39 附屬公司 (續)

Company name 公司名稱	Country/ place of incorporation 註冊成立 國家/地點	Date of incorporation 註冊成立日期	Particulars of issued share capital 已發行股本詳情	Interest held 所持權益	Principal activities 主要業務
Billion Treasure Property Development Limited 億采物業發展有限公司	Hong Kong 香港	24 October 2007 二零零七年 十月二十四日	3,200,000 ordinary shares 3,200,000股普通股	100%	Lease of investment properties 投資物業租賃
Wah Shuk Holdings Limited 華成控股有限公司	Hong Kong 香港	30 October 2015 二零一五年 十月三十日	10,000 ordinary shares 10,000股普通股	100%	Securities investment 證券投資
Top Fortune Group Limited 裕祥集團股份有限公司	Hong Kong 香港	16 September 2014 二零一四年 九月十六日	10,000 ordinary shares 10,000股普通股	100%	Investment holding 投資控股
Shenzhen Top Fortune Information Development Limited 深圳裕潤祥信息發展 有限公司	The People Republic of China ("PRC") 中華人民共和國 (「中國」)	29 January 2015 二零一五年 一月二十九日	RMB1,000,000 人民幣1,000,000元	100%	Investment holding 投資控股
Beijing Huashu Property, Development Limited 北京華樹房地產開發 有限公司	PRC 中國	22 October 1999 一九九九年 十月二十二日	RMB1,000,000 人民幣1,000,000元	100%	Lease of investment properties 租賃投資物業

40 BALANCE SHEET OF THE COMPANY

40 本公司資產負債表

		As at 31 December 十二月三十一日 HK\$'000 千港元	As at 31 December 十二月三十一日 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Investments in subsidiaries (Note (b))	於附屬公司投資 (附註(b))	75,906	67,357
Property, plant and equipment	物業、廠房及設備	738	-
		76,644	67,357
Deposits and prepayments	按金及預付款項	583	464
Amounts due from subsidiaries	應收附屬公司款項	32,436	117,387
Cash and cash equivalents	現金及現金等價物	157,240	160,875
		190,259	278,726
Total assets	總資產	266,903	346,083
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital (Note 25)	股本 (附註25)	5,580	4,650
Share premium (Note 25)	股份溢價 (附註25)	236,120	90,326
Other reserve (Note (a))	其他儲備 (附註(a))	38,076	33,598
Accumulated losses (Note (a))	累計虧損 (附註(a))	(148,809)	(66,983)
Total equity	總權益	130,967	61,591
LIABILITIES	負債		
Current liabilities	流動負債		
Accruals and provisions	應計費用及撥備	4,335	2,737
Amount due to subsidiary	應付附屬公司款項	1,368	1,368
Loans from a shareholder	股東貸款	130,233	280,387
Total liabilities	總負債	135,936	284,492
Total equity and liabilities	權益及負債總額	266,903	346,083

The balance sheet of the Company was approved by the Board of Directors on 27 March 2018 and was signed on its behalf

本公司資產負債表已於二零一八年三月二十七日獲董事會批准及由以下代表簽署

SangKangqiao
桑康喬
Director
董事

Xu Wenze
許文澤
Director
董事

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

40 BALANCE SHEET OF THE COMPANY (Continued)

Note (a): Reserve movement of the Company

		Share-based payment 以股份 為基礎的付款 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	-	33,598	(13,252)	20,346
Loss and total comprehensive loss for the year	年度虧損及 全面虧損總額	-	-	(53,731)	(53,731)
At 31 December 2016	於二零一六年 十二月三十一日	-	33,598	(66,983)	(33,385)
At 1 January 2017	於二零一七年一月一日	-	33,598	(66,983)	(33,385)
Loss and total comprehensive loss for the year	年度虧損及 全面虧損總額	-	-	(81,826)	(81,826)
Transaction with owners in their capacity as owners:	與擁有人以其擁有人 的身份進行的交易：				
Share-based payment as owners:	以擁有人身份進行的 以股份為基礎的付款：	4,478	-	-	4,478
At 31 December 2017	於二零一七年 十二月三十一日	4,478	33,598	(148,809)	(110,733)

Note (b): Investments in subsidiaries

Due to the continue deterioration in sales performance of restaurants and wedding business segment, an impairment testing of investment in subsidiaries was performed by the directors of the Company. An impairment charge was recognised in the Company's income statement for the year ended 31 December 2017 amounted to HK\$66,400,000 (2016: HK\$43,557,000).

40 本公司資產負債表 (續)

附註(a): 本公司之儲備變動

附註(b): 於附屬公司投資

酒樓及婚禮業務分部因銷售表現持續下跌，本公司董事對於附屬公司投資作出減值測試。本公司於截至二零一七年十二月三十一日止年度收入表確認減值支出66,400,000港元（二零一六年：43,557,000港元）。



U BANQUET GROUP HOLDING LIMITED

譽宴集團控股有限公司