

# StarGlory Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8213



*Annual Report*  
2021/22

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “**Directors**”) of StarGlory Holdings Company Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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# Corporate Information

## EXECUTIVE DIRECTORS

Mr. Huang Chao (*Chairman*)  
Mr. Wu Xiaowen

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Yee Ping Michael  
Mr. Zeng Shiquan  
Mr. Yang Haiyu

## COMPANY SECRETARY

Ms. Lam Kit Yan *FCPA*

## COMPLIANCE OFFICER

Mr. Huang Chao

## AUDIT COMMITTEE

Mr. Chan Yee Ping Michael (*Chairman*)  
Mr. Zeng Shiquan  
Mr. Yang Haiyu

## REMUNERATION COMMITTEE

Mr. Yang Haiyu (*Chairman*)  
Mr. Huang Chao  
Mr. Chan Yee Ping Michael

## NOMINATION COMMITTEE

Mr. Huang Chao (*Chairman*)  
Mr. Chan Yee Ping Michael  
Mr. Zeng Shiquan

## CORPORATE GOVERNANCE COMMITTEE

Mr. Chan Yee Ping Michael (*Chairman*)  
Mr. Huang Chao  
Mr. Zeng Shiquan

## AUTHORIZED REPRESENTATIVES

Mr. Huang Chao  
Ms. Lam Kit Yan *FCPA*

## PRINCIPAL BANKER

The Bank of East Asia Limited

## AUDITOR

PKF Hong Kong Limited  
Certified Public Accountants  
26th Floor, Citicorp Centre  
18 Whitfield Road  
Causeway Bay, Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited  
Suite 3204, Unit 2A,  
Block 3, Building D, P.O. Box 1586,  
Gardenia Court, Camana Bay  
Grand Cayman, KY1-1100, Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## REGISTERED OFFICE

PO Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

6th Floor  
Southland Building  
48 Connaught Road Central  
Central  
Hong Kong

## COMPANY'S WEBSITE ADDRESS

[www.stargloryhcl.com](http://www.stargloryhcl.com)

## GEM STOCK CODE

8213

# Chairman's Statement

Dear shareholders,

On behalf of the board of directors (the **"Board"**) of StarGlory Holdings Company Limited (the **"Company"**), I am pleased to present the audited annual results of the Company and its subsidiaries (collectively referred to as the **"Group"** or **"StarGlory"**) for the year ended 31 March 2022 (the **"Reporting Period"**).

The global economy remained affected by the Novel Coronavirus (**"COVID-19"** or **"the pandemic"**) over the last financial year, despite the fact that increased vaccination rates and government fiscal stimulus boosted economic activities globally. Highly transmissible COVID-19 variants such as Omicron swept the world, especially toward the end of 2021, creating a major barrier to a full economic recovery and a rebound in consumer sentiment. Meanwhile, a "new normal" mode of living has emerged, characterized by working from home, an upsurge in e-commerce activities, and increased use of online food-ordering platforms.

The mass-market food and beverage sector in Hong Kong and mainland China was negatively impacted by a resurgence of the pandemic during the Reporting Period. In Hong Kong, the industry began to regain momentum as the local pandemic situation stabilized following the first quarter of the Reporting Period amid timely stimulus measures delivered by the government. Business sentiment in the food and beverage sector improved and employers' conduciveness to hiring also showed signs of recovery. During the fourth quarter of 2021, when Hong Kong was hit by the fifth wave of the pandemic, the food and beverage industry was upended by more restrictive social distancing measures, shorter operating hours, and temporary restaurant closures. These abrupt shifts in the operating environment left many restaurant operators scrambling to serve customers effectively using online channels.

The Group is committed to offering customers a diverse range of cuisines and dedicated dining experiences, and continued to optimize its multi-brand network in mainland China and Hong Kong, including Italian Tomato and Ginza Bairin (**"銀座梅林"**) during the Reporting Period. To accelerate our business development and enhance our competitive edge, we strategically adjusted our operations in Hong Kong with launches of new promotions and offers, and collaborated with various third-party food-ordering platforms and other business partners to drive additional local spending amid the introduction of the government's Consumption Voucher Scheme. In addition to offering our customers comforting, safe and pleasant dining experiences, we also captured growing demand from them for takeaway and online food ordering by expanding our takeaway and food delivery services, with the aim of fostering our online-to-offline business while capturing increased market share and protecting profitability during challenging times.

Italian Tomato, the Group's main restaurant, café and cake shop brand, achieved a satisfactory performance, thanks to the Group's swift response to changes in the market environment. During the Reporting Period, the Group adhered to pragmatic strategies, designing and rolling out seasonal and festive products with special offers, and redoubling its marketing, promotion and events efforts. Thanks to these efforts, we are proud that Italian Tomato has become one of the best recognized cake shop brands in Hong Kong, enabling the Group to build business resilience as the brand remains the key contributor to its revenue. In light of these promising results and significant market potential, the Group will seek fresh opportunities to strategically expand its cake shop business.

## Chairman's Statement

The resurgence of COVID-19 required the reimposition of lockdowns and social distancing measures, prolonging difficulties in the Group's operating markets. As part of the Group's response, it intends to further diversify operational risk by tapping into the healthcare market, with a particular focus on oral hygiene.

Following its acquisition of a 70% stake in Huayin (Shenzhen) Biotechnology Co., Ltd. ("**Huayin Biotechnology**"), the Group has capitalized on its technological expertise and development, advancing its oral care product development and strategic business direction. In January 2022, Huayin Biotechnology entered into an investment cooperation agreement with two other industry leaders to deepen its engagement in the development and sale of oral care products. One of the industry-leading enterprises will contribute multi-physical activation and nano-fermentation extraction technology ("**the Technology**") used in manufacturing oral and dental anti-inflammatory products, which will enable the Group's toothpaste products to stand out from their peers in the market. The Group has already established an entire production process alongside online marketing channels to promote the launch of these products. A strategic cooperation agreement has also been struck with a local television broadcaster to jointly promote the products.

Given the economic damage and fuel inflation caused by conflicts in Europe, the International Monetary Fund (IMF) predicts that the global economic growth will be moderate in 2022.

Despite the significant challenges that emerged during the Reporting Period, there have been signs of improvement following the stabilization of the pandemic's fifth wave. Mass vaccinations and bringing COVID-19 under greater control have created opportunities for the reopening of food and beverage businesses in Hong Kong, and it is expected that more consumers will return to dining outlets, bars and cafés, leading to a revitalization of the industry. The Group will continue to leverage its expertise and competitive advantages in the food and beverage sector, providing dedicated dining experiences and services that are responsive to the latest developments in market demand and consumer trends. These efforts will include the ongoing development of membership schemes through enhancements to its mobile app to provide dedicated, convenient online-to-offline services to customers. At the same time, the Group will maintain its focus on ensuring comfort, food safety and hygiene in its restaurants and cake shop businesses in order to retain customer confidence.

In order to diversify operational risk and foster the sustainable development of our business, the Group will accelerate its activity in the increasingly promising oral care market. To capture opportunities in the market and further tap its potential in mainland China, the Group has commenced production of oral hygiene products since April 2022. The Group has plans to dedicate more resources to brand building and marketing to boost market share and improve brand recognition.

With regard to the e-cigarette business, against the backdrop of more restrictive regulatory measures, the development of the segment has been slower than expected. The Group intends to adopt a "wait and see" approach, and remains cautiously optimistic about the potential of the domestic e-cigarette market. We will continue to tap market potential as opportunities arise.



# Chairman's Statement

## APPRECIATION

I wish to take this opportunity to express my deepest gratitude to our shareholders and customers for their continued support, as well as to the management team and the entire workforce of StarGlory for their dedication and hard work in developing the Group's business over the past financial year. StarGlory will remain committed to fortifying its business foundations, while at the same time boosting its competitiveness and business resilience, to secure greater long-term value for its stakeholders.

**Huang Chao**

*Chairman*

Hong Kong, 24 June 2022

# Corporate Governance Report

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. The Board has reviewed the Group's corporate governance practices and is satisfied that the Company has complied with the Code Provisions under the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules (the "CG Code") throughout the Reporting Period.

## DIRECTORS' SECURITIES TRANSACTIONS

Throughout the Reporting Period, the Company adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, the Company confirms that all of the Company's Directors have complied with such required standard of dealings and its code of conduct regarding Directors' securities transactions.

## THE BOARD

### Board of Directors

The Board currently consists of five members including two executive Directors, namely Mr. Huang Chao and Mr. Wu Xiaowen, and three independent non-executive Directors, namely Mr. Chan Yee Ping Michael, Mr. Yang Haiyu and Mr. Zeng Shiquan. Save as disclosed in the section headed "Directors and Senior Management" on pages 53 to 56 of this annual report, there is no other relationship between the Board members/substantial shareholders.

The Company complied at all times during the Reporting Period with the requirements of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors and has arranged appropriate insurance cover for the Directors.

Mr. Chan Yee Ping Michael, being an independent non-executive Director, possesses the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. All independent non-executive Directors bring their wealth of experience to the Board and serve the important function of advising the management on strategy development to ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks for safeguarding the interests of the shareholders and the Company as a whole. None of the independent non-executive Directors has any business or financial interests with the Group and all independent non-executive Directors confirmed their independence to the Group as at 31 March 2022 in accordance with Rule 5.09 of the GEM Listing Rules.

# Corporate Governance Report

## THE BOARD (cont'd)

### Board of Directors (cont'd)

Code Provision A.4.2 stipulates that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Despite that, pursuant to the articles of association of the Company, at every annual general meeting of the Company, one-third of the Directors shall retire from office by rotation, provided that the chairman of the Board and/or the managing director of the Company shall not, while holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Mr. Huang Chao being the chairman of the Board (the “**Chairman**”), is subject to retirement by rotation. As such, the Board considers that sufficient measures have been taken to serve the purpose of Code Provision A.4.2 under the CG Code.

### Executive Directors

The executive Directors are responsible for running the Group and executing the strategies adopted by the Board. They lead the Group’s management team in accordance with the directions set by the Board and are responsible for ensuring that a proper internal control system is in place and that the Group’s business conforms with the applicable laws and regulations.

### Independent non-executive Directors

Independent non-executive Directors serve an important function of advising the management on strategic development and ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interests of the shareholders and the Company as a whole.

Mr. Chan Yee Ping Michael being an independent non-executive Director who was appointed on 8 November 2016 has signed a letter for renewal of appointment for a term of one year ending on 7 November 2022 with the Company, unless terminated earlier by either side by giving the other not less than one month’s prior written notice and subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the articles of association of the Company.

Mr. Zeng Shiquan being an independent non-executive Director of the Company who was appointed on 28 March 2018 has signed a letter for renewal of appointment for a term of one year ending on 27 March 2023 with the Company, unless terminated earlier by either side by giving the other not less than one month’s prior written notice and subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the articles of association of the Company.

# Corporate Governance Report

## THE BOARD (cont'd)

### Independent non-executive Directors (cont'd)

Mr. Yang Haiyu being an independent non-executive Director of the Company who was appointed on 11 December 2020 has signed a letter for renewal of appointment for a term of one year ending on 10 December 2022 with the Company, unless terminated earlier by either side by giving the other not less than one month's prior written notice and subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the articles of association of the Company.

The commencement dates of the appointment for each of the independent non-executive Directors are as follows:

<b>Independent non-executive Directors</b>	<b>Commencement Date</b>
Mr. Chan Yee Ping Michael	Initially appointed on 8 November 2016
Mr. Zeng Shiquan	Initially appointed on 28 March 2018
Mr. Yang Haiyu	Initially appointed on 11 December 2020

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The responsibilities between the chairman and the chief executive officer should be clearly established and set out in writing. The chairman's responsibility is to manage the Board while the chief executive officer is to manage the business of the Group.

During the Reporting Period, Mr. Huang Chao was the Chairman of the Board responsible for managing the Board, providing leadership for the Board and ensuring good corporate governance practices and procedures are established, while Mr. Wu Xiaowen focused on the daily management of the businesses of the Group, and implemented such objectives, policies, strategies and business plans as approved and instructed by the Board. The roles of the Chairman and chief executive were segregated and were not exercised by the same individual during the Reporting Period. As such, the Board considers that sufficient measures have been taken to serve the purpose of Code Provision A.2.1 under the CG Code.

## AUDIT COMMITTEE

The Company had established an Audit Committee with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The Audit Committee comprised three independent non-executive Directors, namely Mr. Chan Yee Ping Michael, Mr. Zeng Shiquan and Mr. Yang Haiyu. Mr. Chan Yee Ping Michael currently serves as the chairman of the Audit Committee and he possesses the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules.

# Corporate Governance Report

## AUDIT COMMITTEE (cont'd)

A total of four Audit Committee meetings were held during the Reporting Period to review and discuss the annual, quarterly and interim results and financial statements of the Group respectively. The adequacy of the Company's policies and procedures regarding financial reporting, risk management and internal control systems were also discussed. Additional meetings may also be held by the Audit Committee from time to time to discuss special projects or other issues that the Audit Committee considers necessary. The external auditor of the Group may request a meeting with the Audit Committee if they consider it necessary.

The authorities of the Audit Committee include (1) investigation of any activity within its terms of reference; (2) seeking any information it requires from any employee; and (3) obtaining outside legal or other independent professional advice if it considers necessary.

The main duties of the Audit Committee include but not limited to the followings:

- To consider the selection and appointment of the external auditor, the audit fee, and any question concerning the resignation or dismissal of the external auditor;
- To discuss with the external auditor the nature and scope of the audit;
- To review and monitor the external auditor's independence and the objectivity and the effectiveness of the audit process in accordance with applicable standards;
- To develop and implement policy on the engagement of external auditors to supply non-audit services;
- To review the Group's quarterly, interim and annual financial statements and results respectively before submitting to the Board;
- To discuss any problems and reservations arising from the final audits and any matters that the external auditor may wish to discuss;
- To review the Group's statement on risk management and internal control systems prior to its endorsement by the Board;
- To consider the major findings of any internal investigation and the management's response;
- To consider other topics, as determined by the Board; and
- To review arrangements that employees of the Company and its subsidiaries can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, internal control or other matters.

# Corporate Governance Report

## AUDIT COMMITTEE (cont'd)

Throughout the year under review, the Audit Committee discharged its responsibilities, reviewed and discussed the financial results, risk management and the internal control systems of the Group. As regards external auditor's remuneration, audit service was provided by the Group's external auditor during the year under review.

## CORPORATE GOVERNANCE FUNCTION

The Company has established the Corporate Governance Committee with written terms of reference in compliance with Code Provision D.3.1 under Appendix 15 of the GEM Listing Rules. Mr. Chan Yee Ping Michael currently serves as the chairman of the Corporate Governance Committee of the Company and Mr. Huang Chao and Mr. Zeng Shiquan have been appointed as members of the Corporate Governance Committee.

The main duties of the Corporate Governance Committee are as follows:

- To develop and review the Company's policies and practices in corporate governance;
- To review and monitor the training and continuous professional development of the Directors and the senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct applicable to the Directors and the employees of the Group;
- To review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report as required under the GEM Listing Rules;
- To direct and supervise the investigation into any matter brought to the committee's attention within the scope of its duties;
- To review annually and recommend to the Board changes as necessary to the terms of reference of the Board and its committees; and
- To make any other recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

During the Reporting Period, the Corporate Governance Committee held one meeting to discuss the above.

# Corporate Governance Report

## DIRECTORS' ATTENDANCE AT BOARD MEETINGS, COMMITTEE MEETINGS AND GENERAL MEETINGS

Set out below are the attendance records of all the Directors at the Company's board meetings, board committee meetings and general meetings held during the Reporting Period:

	No. of meetings attended/No. of meetings held					
	Board Meetings	Audit Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	Corporate Governance Committee Meetings	General Meetings
<b>Executive Directors</b>						
Mr. Huang Chao ( <i>Chairman</i> )	8/8	N/A	1/1	1/1	1/1	2/2
Mr. Wu Xiaowen	8/8	N/A	N/A	N/A	N/A	2/2
<b>Independent non-executive Directors</b>						
Mr. Chan Yee Ping Michael	8/8	4/4	1/1	1/1	1/1	2/2
Mr. Zeng Shiquan	8/8	4/4	1/1	N/A	1/1	2/2
Mr. Yang Haiyu	8/8	4/4	N/A	1/1	N/A	2/2

## CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to the Code Provision A.6.5 under Appendix 15 of the GEM Listing Rules, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

The Company is committed to arranging suitable training for all Directors for their continuous professional development. Newly appointed Directors will receive guidelines and reference materials to enable them to familiarize themselves with the Group's business operations and the Board's policies. Directors are briefed and updated from time to time to ensure that he/she is fully aware of his/her responsibilities under the GEM Listing Rules and applicable legal and regulatory requirements and the governance policies of the Group.

Reading materials on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses. The Company has provided training and reading materials on regulatory updates to the Directors for their references and studies.

During the Reporting Period, all Directors have participated in continuous professional development by attending training courses or watching training broadcasts arranged by the Company with emphasis on the roles, functions and duties of a director of a listed company and reading relevant materials on topics related to corporate governance and regulatory matters.

# Corporate Governance Report

## CONTINUOUS PROFESSIONAL DEVELOPMENT (cont'd)

A summary of training received by the Directors during the Reporting Period:

Board members	Type of training
<b>Executive Directors</b>	
Mr. Huang Chao ( <i>Chairman</i> )	A, B, C
Mr. Wu Xiaowen	A, B, C
<b>Independent non-executive Directors</b>	
Mr. Chan Yee Ping Michael	A, B, C
Mr. Zeng Shiquan	A, B, C
Mr. Yang Haiyu	A, B, C

A: attending training courses

B: watching training broadcasts

C: reading materials relating to the economy, general business, corporate governance and directors' duties and responsibilities

## REMUNERATION COMMITTEE

The Company has established the Remuneration Committee with written terms of reference in compliance with Code Provision B.1.2 under Appendix 15 of the GEM Listing Rules. Mr. Yang Haiyu, an independent non-executive Director, currently serves as the chairman of the Remuneration Committee of the Company and Mr. Huang Chao, an executive Director, and Mr. Chan Yee Ping Michael, an independent non-executive Director, have been appointed as members of the Remuneration Committee.

Pursuant to Code Provision B.1.2(c) under Appendix 15 of the GEM Listing Rules, the Company has adopted the model code in which the Remuneration Committee will make recommendations to the Board on the remuneration packages of individual executive Director and senior management. The principal responsibilities of the Remuneration Committee include but not limited to the followings:

- To make recommendations to the Board on the remuneration packages of individual executive Director(s) and senior management;
- To evaluate the performance of all Directors and senior management and make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

# Corporate Governance Report

## REMUNERATION COMMITTEE (cont'd)

- To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- To review annually the appropriateness and relevance of the remuneration policy;
- To administer the Company's share option schemes as they apply to Directors and/or senior management; and
- To make recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

The emoluments of the executive Directors and senior management are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics. No Director is involved in deciding his own remuneration. Details of the Directors' emoluments are set out in note 7 to the consolidated financial statements.

## Remuneration of Directors and Senior Management

Details of the remuneration by band of the members of the Board and senior management of the Company, whose biographical details are set out in the section headed "Directors and Senior Management" on pages 53 to 56 of this annual report, for the Reporting Period are set out below:

<b>Remuneration band(s)</b>	<b>Number of individuals</b>
Nil – HK\$1,000,000	5
HK\$1,000,001 – HK\$1,500,000	2

Meetings of the Remuneration Committee shall be held at least once a year. During the Reporting Period, one meeting was held to review and discuss the remuneration and appointment of the Directors and senior management.

# Corporate Governance Report

## NOMINATION COMMITTEE

The Company has established the Nomination Committee with written terms of reference in compliance with Code Provision A.5.2 under Appendix 15 of the GEM Listing Rules. Mr. Huang Chao, an executive Director, has been appointed as the chairman of the Nomination Committee. The members of the Nomination Committee comprise two independent non-executive Directors, namely Mr. Chan Yee Ping Michael and Mr. Zeng Shiquan.

The principal responsibilities of the Nomination Committee include but not limited to the followings:

- To review the structure, size and composition (including but not limited to skills, knowledge, gender, age, culture, educational background, professional experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- To identify individuals suitably qualified to become Directors and select or make recommendations to the Board in this regard;
- To assess the independence of independent non-executive Directors having regard to the requirements under the GEM Listing Rules;
- To ensure that no Director or any of his/her associates is involved in approving his/her or any of his associates' nomination;
- To make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for Directors, in particular the chairman of the Board and chief executive of the Company;
- To make recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed;
- To develop and maintain a policy for the nomination of board members which includes the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose in the Company's corporate governance report the policy and the progress made towards achieving the objectives set in the policy. The committee should ensure that the selection process is transparent and fair, and that it considers a broad range of candidates who are outside the Board's circle of contacts and in accordance with the Company's diversity policy; and
- To develop and maintain a policy concerning the diversity of board members and to review periodically and disclose the policy on diversity or a summary of the policy in the Company's corporate governance report.

# Corporate Governance Report

## NOMINATION COMMITTEE (cont'd)

### Board Diversity Policy

Pursuant to the CG Code, the Board has adopted a board diversity policy since August 2013. The Company recognizes and embraces the benefits of having a diverse Board, and regards increasing diversity at the Board level as an essential element in maintaining a competitive advantage. All appointments of the members of the Board are made on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Nomination Committee will discuss annually to achieve diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Nomination Committee will review the board diversity policy, as appropriate, to ensure its effectiveness. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Board currently consists of five members and all of them are male. In recognizing the particular importance of gender diversity, the Company will appoint at least one female director by no later than 31 December 2024.

During the Reporting Period, the Nomination Committee held one meeting to review the structure, size, composition, diversity of the Board and nomination of director. It also reviewed the re-election of the Directors by rotation, as well as the independence of the independent non-executive Directors.

## AUDITOR'S REMUNERATION

The analysis of the auditor's remuneration for the Reporting Period is presented as follows:

	<b>Fee amount</b>
	HK\$'000
Audit services	651
Non-audit services	8
	<b>659</b>

# Corporate Governance Report

## FINANCIAL REPORTING

The Board is responsible for presenting a balanced, clear and understandable assessment of annual, quarterly and interim reports and other disclosures required under the GEM Listing Rules and other regulatory requirements. The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the Reporting Period. Statements of Directors' responsibilities for preparing the financial statements and the external auditor's reporting responsibilities are set out in the Independent Auditor's Report as contained in this annual report.

The Company's external auditor, without qualifying their opinion, draws the users' attention to note 2(d) to the consolidated financial statements indicating the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Please refer to the paragraph headed "Material Uncertainty Related to Going Concern" in the section headed "Independent Auditor's Report" on page 67 of this annual report. The Directors, taking into account of the factors set out in note 2(d) to the consolidated financial statements, are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future and consider that it is appropriate for the consolidated financial statements to be prepared on a going concern basis.

## COMPANY SECRETARY

Ms. Lam Kit Yan was appointed as the company secretary of the Company and one of its authorized representatives on 8 November 2016. She has duly complied with the relevant professional training requirements of the GEM Listing Rules during the year under review. The biographical details of Ms. Lam Kit Yan are set out on page 56 of this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for maintaining sound and effective risk management and internal control systems to safeguard the interests of the shareholders of the Company and the Group's assets. The Board also acknowledges its responsibility for overseeing the Group's risk management, financial reporting, and internal control systems on an ongoing basis and reviewing their effectiveness at least annually through the Audit Committee. These systems are designed to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives.

The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance mechanisms and risk management functions, and the resourcing of the finance and internal audit functions. Appropriate controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. During the Reporting Period, the Company has engaged an external consultant to perform a review of the effectiveness of the Group's risk management and internal control systems for the Group.

# Corporate Governance Report

## **RISK MANAGEMENT AND INTERNAL CONTROL** (cont'd)

The Group's risk management process starts with identifying the major risks associated with its business, market, and industry in the ordinary course of business. The Group adopts a control and risk self-assessment methodology and assesses and manages its risk profile on a regular basis. This is a continuous process of identifying, evaluating, prioritizing, managing, and monitoring of the risks that the Group faces. The risks are categorized into strategic risks, operational risks, financial risks, and compliance risks. Depending on the likelihood and potential impacts of the relevant risks exposed to the Group, the management prioritizes the risks and either takes immediate mitigating actions, devises a contingency plan, or conducts periodic reviews in accordance with the contingency plan. All operating departments are responsible for identifying and analysing the risks associated with their respective functions, preparing risk mitigation plans and reporting the status of respective risk factors to the senior management and the Audit Committee. The external consultant is responsible for coordinating and advising on matters in relation to risk management of the Group, while the Audit Committee and ultimately the Board will supervise the implementation of the Group's risk management procedures and measures.

Regarding the review of internal controls, a risk-based approach is adopted by the external consultant. The three-year internal audit plan is subject to review annually, and it covers the major activities and processes of the Group's businesses. The internal control reviews included making enquiries with the appropriate management and the key process owners, performing tests of controls to identify control deficiencies, and making recommendations for improving and strengthening the internal control system. The reviews covered all material controls including financial, operational and compliance controls. The review findings are communicated to the senior management and the Audit Committee of the Group. Internal control issues are tracked, followed up for proper implementation, and their progress are reported to the senior management and the Audit Committee of the Group. Based on the internal control reviews conducted during the Reporting Period, no significant areas of concern have been identified.

The Board, through the Audit Committee, had conducted an annual review of the effectiveness of the Group's risk management and internal control systems for the Reporting Period and the Board considered the systems to be effective and adequate. The Board also reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, and training programs, on the Group's accounting, financial reporting, and internal audit functions.

## **WORKFORCE DIVERSITY POLICY**

As at 31 March 2022, the Group had a total of 198 full-time employees and 128 part-time employees, among which 97 are male and 229 are female. The Group considers the workforce to be diverse in respect of the aforesaid evaluation criteria. The Group has decided not to set any measurable objectives for implementing the workforce diversity policy. The Group will continue to ensure that diversity is taken into consideration when assessing workforce composition.

# Corporate Governance Report

## PROCEDURE AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with the requirements of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures that the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensuring that information contained in announcements is not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

## DIRECTORS INSURANCE

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors.

## SHAREHOLDERS’ RIGHTS

### Convening an extraordinary general meeting

Pursuant to Article 58 of the articles of association of the Company, any 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 carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition and sending to the Company’s head office and principal place of business in Hong Kong (details of which are set out in the section headed “Corporate Information” on page 3 of this annual report) to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requested shareholder(s) (“**Requested Shareholders**”) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requested Shareholders as a result of the failure of the Board shall be reimbursed to the Requested Shareholders by the Company.

### Enquiries to the Board

Shareholders may at any time make a request in writing with his/her/its detailed contact information and send it to the Company’s head office and principal place of business in Hong Kong (details of which are set out in the section headed “Corporate Information” on page 3 of this annual report) for the Company’s information, to the extent such information is publicly available to the company secretary of the Company who is responsible for forwarding communications relating to matters within the Board and ordinary business matters, such as suggestions, inquiries and customer complaints, to the Board.

# Corporate Governance Report

## SHAREHOLDERS' RIGHTS (cont'd)

### Putting forward proposals at a general meeting

Shareholders are welcome to put forward proposals relating to the operations and management of the Group to be discussed at shareholders' meetings. The proposals shall be sent to the company secretary of the Company by a written requisition with his/her/its detailed contact information to the Company's head office and principal place of business in Hong Kong (details of which are set out in the section headed "Corporate Information" on page 3 of this annual report). Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening an extraordinary general meeting" above.

## INVESTOR RELATIONS

During the Reporting Period, there had been no significant change in the Company's constitutional documents.

## LOOKING FORWARD

The Group will keep reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

# Environmental, Social and Governance Report

## ABOUT THIS REPORT

This report is the sixth Environmental, Social and Governance (“**ESG**”) Report (the “**Report**”) published by StarGlory. The Report is to outline the performances on ESG aspects of the Group in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) under Appendix 20 to the GEM Listing Rules and the provisions of “comply or explain” set out therein.

The Report covers the Group’s overall performance, risks, strategies, measures, and commitment in terms of quality of workplace environment, environmental protection, operating practice, and community involvement for the business operations of the Group during the Reporting Period.

## REPORTING SCOPE AND PERIOD

The Report covers the ESG performance of provision of food and beverage services, including the restaurants, café and cake shops under the Japanese brand of Italian Tomato and the Japanese Tonkatsu under the brand of Ginza Bairin (“銀座梅林”) during the period from 1 April 2021 to 31 March 2022 (the “**Reporting Period**”), which are financially significant and operationally influential to the Group. As at 31 March 2022, we had 35 shops in Hong Kong. All information comes from the official documents or statistic reports of the Group.

## FEEDBACK

We welcome opinions on the Group’s environmental, social, and governance approaches upon reading the Report. Please share with us in writing and send them to the Company’s head office and principal place of business in Hong Kong (details of which are set out in the section headed “Corporate Information” on page 3 of this Annual Report) to the Board or the secretary of the Company.

## REPORTING PRINCIPLES

The Group adheres to the reporting principles outlined in the ESG Reporting Guide:

Principles	Definition
<b>Materiality</b>	The Group understands stakeholders’ opinions through internal materiality assessment and various communication channels, identifies important ESG issues, and regards them as the key disclosure of the Report.
<b>Quantitative</b>	The environmental and social key performance indicators (“ <b>KPIs</b> ”) are calculated and presented in a numeric approach to evaluate the ESG performance of the Group.
<b>Consistency</b>	The Report adopted consistent methodologies to allow for meaningful comparisons of ESG data over time. Any changes in the methodologies and reporting scope are explained in remarks for stakeholders’ reference.

# Environmental, Social and Governance Report

## ESG GOVERNANCE STRUCTURE

The Group believes that a robust sustainable governance structure is vitally important to governance effectiveness of the overall business. The Board, as the highest decision-making body of the Group, is responsible for all ESG-related affairs including holding meeting from time to time to discuss, evaluate, and determine the Group's ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place. During the daily operation, employees have the responsibility to report the risks in operation to their superior. Furthermore, an external consultant was appointed by the Company as the consultant to provide ESG advisory services in promoting the Group's sustainable development.

## CORPORATE GOVERNANCE

For information about corporate governance structure of the Group and other relevant disclosure, please refer to the section for headed "Corporate Governance Report" on pages 7 to 20 of this annual report.

## STAKEHOLDER ENGAGEMENT

The Group's stakeholders are the entities that can reasonably be expected to be significantly affected by the Group's activities, or whose actions can reasonably be expected to affect the ability of the Group to implement its strategies or achieve its objectives.

We understand that stakeholder engagement plays a pivotal role to our continuous effort in improving our ESG standard. Therefore, we have built and maintained various communication channels for our stakeholders to express their views, opinions and expectations which help us to formulate current or future sustainable development strategies and enhance the management ability of the Group.

### Stakeholders Groups

### Major Communication Channels

Shareholders

- Annual General Meetings
- Company website and publications
- Interim, quarterly and annual reports
- Announcements and circulars
- Meetings with senior management

Loan and debt holders

- Annual General Meetings
- Company website and publications
- Interim, quarterly and annual reports
- Announcements and circulars
- Meetings with senior management

# Environmental, Social and Governance Report

## STAKEHOLDER ENGAGEMENT (cont'd)

Stakeholders Groups	Major Communication Channels
Customers	<ul style="list-style-type: none"><li>• Meetings</li><li>• Interim, quarterly and annual reports</li><li>• Company website and publications</li><li>• Customer satisfaction surveys</li><li>• Customer service hotline/email</li></ul>
Employees	<ul style="list-style-type: none"><li>• Employee meetings</li><li>• Internal communication channels</li><li>• Trainings</li><li>• Performance appraisals</li></ul>
Suppliers	<ul style="list-style-type: none"><li>• On-site inspections</li><li>• Annual evaluation and review</li></ul>
Government agencies and regulatory bodies	<ul style="list-style-type: none"><li>• On-site inspections</li><li>• Meetings</li><li>• Annual, quarterly and interim reports</li></ul>
Trade associations	<ul style="list-style-type: none"><li>• Business conferences</li><li>• Industry events</li><li>• Company website and publications</li></ul>
Public media	<ul style="list-style-type: none"><li>• Company website and publications</li><li>• Interim, quarterly and annual reports</li></ul>
Local communities	<ul style="list-style-type: none"><li>• Company website and publications</li></ul>

# Environmental, Social and Governance Report

## MATERIALITY ASSESSMENT

The Group considered the concerns of stakeholders, the development of industry trends, and the ESG Reporting Guide in Appendix 20 of the GEM Listing Rules to formulate the ESG management-related issues library applicable for the Reporting Period. The management of the Group identified and prioritized the ESG material issues based on the above considered factors. According to the ranking result of internal materiality assessment, the Group confirmed the direction of its ESG governance strategy formulation and focused disclosure on issues with higher importance to the Report.

### List of material issues

Based on the results of the internal materiality assessment conducted by the Group's management, the most important issues identified during the Reporting Period are listed as follows:

Category	Issues
Environmental	Water Usage Management Waste Management Energy Efficiency
Social	Anti-corruption System (including the provision of relevant trainings) Supply Chain Management Occupational Health and Safety Management Product and Service Quality (food quality and safety) Customer Satisfaction

## ENVIRONMENTAL ASPECT

The Group recognizes the influences caused by our business operations towards the environment linked to our living community. We are committed to comply with relevant environmental laws, including but not limited to:

- Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong) (《空氣污染管制條例》(香港法例第311章));
- Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) (《水污染管制條例》(香港法例第358章));
- Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong) (《廢物處置條例》(香港法例第354章)); and
- Public Health and Municipal Services Ordinance (Chapter 132 of the Laws of Hong Kong) (《公眾衛生及市政條例》(香港法例第132章)).

During the Reporting Period, there was no incident of non-compliance with local relevant environmental laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes that had a significant impact on the Group.

Raising our employees' environmental awareness and integrate environmental considerations into our daily operations can stimulate our environmental control effectiveness. The Group has formulated a series of environmental policies and measures that align with industry standards, we required our employees to strictly comply with these laws and regulations. We will also keep abreast of any changes in relevant laws and make necessary revisions to our internal guidelines.

# Environmental, Social and Governance Report

## EMISSIONS

### Air Pollution – Greenhouse Gases

The Group's principal business operations do not involve activities that directly emit greenhouse gas ("GHG") or other air pollutants. However, insignificant as it may be, indirect GHG emissions is generated from our daily operations through fuel consumption of vehicles, electricity, Towngas cooking and heat consumption during our business processes to produce and deliver products to customers and in the Group's general administration.

We endeavour to lower energy consumption by keeping monthly record of consumption level for each business entities and closely monitoring emission level. Meanwhile, we are accomplished to implement a series of measures such as to encourage employees to switch off idling lights, kitchen appliances and other electronic appliances in an effort to maintain or reduce the Group's overall energy consumption level effectively. To further reduce our carbon footprint, we also promote the use of telephone and video conference system thereby to reduce the needs of business travel with vehicles.

To prevent excess emission from the exhaust gas caused by machinery malfunction, the Group has constantly repaired and replaced the kitchen appliances and other electronic appliances, as well as the vehicles for transporting the products; we ensure that these appliances usually operate to prevent unnecessary fuel and energy consumption. All the Group's operations comply with the relevant laws and regulations that significantly impact the Group relating to air pollutants and GHG emissions.

### Waste Management

Handling processes for all wastes generated from production and daily operations are in strict compliance with internal guidelines. Papers, packaging material, food waste and other non-hazardous wastes are the major wastes from our food and beverage services and the Group's general administration. In general, recycling and reuse of waste are encouraged under feasible circumstances, while food waste is collected and handled by professional service providers. Apart from food waste, the Group's restaurants generate waste cooking oils during the cooking process, we have already appointed professional providers and followed the guidelines to dispose the waste cooking oils properly.

Internal guidelines are in place to promote efficiency in consuming resources and reducing waste. We incorporate the "3R" (Reduce, Re-use, and Recycle) initiatives within our internal guidelines to promote the reduction of the use of plastic products, disposable utensils and cutlery, foamed polystyrene containers, aluminium foil containers, paper tray liners, cups, and lids; and our employees are encouraged to recycle and reuse paper, as well as to adopt double-sided printing. Due to the business nature, the Group does not generate or discharge any hazardous wastes.

# Environmental, Social and Governance Report

## USE OF RESOURCES

The Company and its various subsidiaries strictly comply with the relevant local laws and regulations on environmental protection, set internal guidelines and measures for this purpose, and work in line with the rules of the office buildings to achieve energy-saving and consumption reduction, minimizing the negative environmental impact of our business operation. Considering the location of our business operations, we do not have any issue in sourcing water that is fit for purpose, as our water resources are sourced from the municipal water supply system.

During the Reporting Period, we have taken various measures to increase energy efficiency and conserve precious water resources, including but not limited to:

Energy saving measures:

- Using natural sunlight, adjusting the indoor lighting and switching off all idling lights, kitchen appliances and other electronic devices;
- Using LED lighting system to reduce power consumption; and
- Maintaining a suitable indoor air temperature.

Water conservation measure:

- Install sensor faucets at offices and restaurants.

In order to monitor and improve the Group's resource efficiency continuously, we are actively planning to set the targets including but not limited to air emissions, waste generation, water and energy usage in the coming future so as to review whether our current environmental-related measures are effective or not.

# Environmental, Social and Governance Report

## THE ENVIRONMENT AND NATURAL RESOURCES

Natural resources are considered renewable if they are replenished by the environment over relatively short periods of time or are almost of unlimited supply. Examples include solar, wind, forests, biomass and most plants and animals. Natural resources are considered as non-renewable resources if they cannot be easily replenished by the environment or are of limited supply. Examples include most minerals, metal ores, fossil fuels, natural gas and groundwater.

Despite the fact that the Group's major operations have no significant impact on the environment and natural resources, we, as a responsible corporate, are committed to minimizing such negative impact, and assessing environmental risks induced by our operations, in order to formulate relevant measures.

### 1. Raising Environmental Awareness

The Group understands that reinforcing our internal environmental measures requires the employees' environmental protection consciousness to facilitate the policies execution, including issuing the internal guideline from time to time and sharing green office initiatives to attain the green office management comprehensively.

### 2. Protecting Biodiversity

We understand the significance of protecting the biodiversity as it boosts ecosystem productivity where each species, no matter how small, plays an important role. Procuring sustainable food ingredients is our goal to works towards sustainable developments, for instance, certain seafood from the Group's restaurants is purchased from a sustainable fishery labelled by the Marine Stewardship Council ("MSC"), which implies the seafood from the fishery has been certified by the set of requirements for sustainable fishing.

## CLIMATE CHANGE

As human living consumption patterns exacerbate global warming, climate change continues to pose significant physical and transition risks to the world. The Group recognizes that enterprises are contributing to global warming, especially the food and beverage industry; the Board has identified "Climate Change" as one of the ESG risks that affected the business of the Group. Extreme weather such as typhoons and heavy rainstorms may trigger other flooding and landslide hazards, which may affect the safety of our employees during traveling to the workplace or work. For that reason, the Group strictly follows the relevant governmental guideline including but not limited to the "Code of Practice in Times of Typhoons and Rainstorms" to list out the appropriate working arrangements in our internal procedure based on the condition of extreme weather. Contingency Plans have also been prepared to respond to the climatic risks. Besides, the Group is striving to reduce its carbon footprint proactively by implementing various measures to reduce the energy consumption.

# Environmental, Social and Governance Report

## ENVIRONMENTAL KEY PERFORMANCE INDICATORS (“KPIs”)<sup>1</sup>

Key Performance Indicators	Unit	2022
<b>A1 Emissions</b>		
<b>Air Emissions</b>		
Nitrogen oxides (NO <sub>x</sub> )	kg	101.16
Sulphur oxides (SO <sub>x</sub> )	kg	0.12
Particulate Matter (PM)	kg	4.66
<b>Greenhouse Gas Emissions</b>		
Scope 1 – Direct emissions	Tonnes of CO <sub>2</sub> e	36.77
Scope 2 – Energy indirect emissions	Tonnes of CO <sub>2</sub> e	802.14
Total	Tonnes of CO <sub>2</sub> e	838.91
Intensity	Tonnes of CO <sub>2</sub> e/ HK\$'000 revenue	0.005
<b>Non-hazardous Waste</b>		
Total	Tonnes	7.43
Intensity	kg/HK\$'000 revenue	0.04
<b>A2 Use of Resources</b>		
Direct energy – Unleaded petrol	kWh	73,624.64
Indirect energy – Purchased electricity and gas	kWh	2,071,756.39
Total	kWh	2,145,381.03
Intensity	kWh/HK\$'000 revenue	12.59
<b>Packaging Materials</b>		
Total	Tonnes	80.59
Intensity	kg/HK\$'000 revenue	0.47
<b>Water Consumption</b>		
Total water consumption	m <sup>3</sup>	16,342.70
Intensity	m <sup>3</sup> /HK\$'000 revenue	0.10

<sup>1</sup> The environmental KPIs covers the food & beverage business operates under the Japanese brand of Italian Tomato and Ginza Bairin.

# Environmental, Social and Governance Report

## SOCIAL ASPECT

### Employment and Labour Practices

#### *Employment*

Employees are one of the essential elements to holding our Group's competitiveness. We strive to provide them with a work environment where they are respected with satisfaction. They are entitled to learn, grow, and succeed at work. Such ideology has been included in our human resources policies.

Employment contracts set out all the conditions of work including compensation, working time, rest periods, holidays, disciplinary and dismissal practices, maternity and paternity protection, equal opportunity, diversity, antidiscrimination, the workplace environment, occupational health and safety and other benefits and welfare etc, with a view to mitigate the Group's exposure to labour issues and protect employees' rights.

We regularly review the remuneration level of our staff and improve their welfare to address the increasing turnover rate of employees deriving from the amplified market competition. Such increasing turnover rate has also contributed to a higher proportion of part-time employees in our workforce.

The Employment Ordinance (Chapter 57 of the Laws of Hong Kong) (《僱傭條例》(香港法例第57章)) of Hong Kong and other relevant laws and regulations should be upheld. During the Reporting Period, there was no incident of non-compliance with the relevant laws and regulations that pose a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

#### **1. Equal Opportunities and Diversity**

Employees are one of the key stakeholders of the Group and we believe that creating diversity and equal opportunities can enhance our competitiveness, and we have incorporated this element into the Group's personnel management system. We do not enforce any restrictive guidelines on a particular gender of staff employment.

Our employment practices support the building of an inclusive work environment free from discrimination such as gender, age, nationality, sexual orientation, family status, race or religion. Each employee has an equal job opportunity.

#### **2. Employee Communication**

The Group values and appreciates the opinions of our employees. We ensure that discontent and grievances from work are heard and handled in a fair and appropriate manner. Employees are also encouraged to share their views and aspirations concerning their career and the Group's development.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Employment and Labour Practices** (cont'd)

#### **Employment** (cont'd)

#### **3. Dismissal**

For circumstances in which an employee has violated the Group's regulations or performed consistently below an acceptable level, the Group has established related guidelines to terminate that employee's employment contract; detailed terms and conditions for dismissal are outlined in the employment contract.

#### **Health and Safety**

Providing a working environment free of health and safety hazards for employees is a globally recognized human right. Various laws and regulations administered by government agencies and voluntary standards advocated by non-government organizations are in place to protect employees' health and safety. Employees' health and safety issues can be resulted from the use of unsafe equipment, machinery, processes, and practices. They can also be resulted from the improper use of dangerous substances, such as chemical, physical and biological agents.

To prevent employees' health and safety impacts, it is the Group's policy to require staff at all levels (i) to always be alert to health and safety concerns in the workplace; (ii) to report and communicate all health and safety concerns in the workplace on a timely basis; and (iii) to adhere to all applicable safety laws, regulations and standards.

#### **1. Work Safety**

It is a priority that we ensure the health and safety of customers and employees at our restaurants. The Group fully complies with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) (《職業安全及健康條例》(香港法例第509章)). Along with internal policies and procedures, the Group has implemented various measures to ensure employees' safety at work. These measures include regular inspections of restaurant and kitchen areas, and reviewing of internal safety control systems to identify any risks.

To enhance employees' awareness of occupational health and safety, the Group provides internal and external training and safety meetings for employees. We also participate in fire drills held by different departments or organizations regularly.

Throughout our operations, we encourage our employees, through constant communication, to alert us to any risks promptly so that they can be addressed as they arise.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Employment and Labour Practices** (cont'd)

#### **Health and Safety** (cont'd)

#### **2. Employee Care**

Achieving a work-life balance is what we always encourage and promote among our employees. We aspire that our employees are able to value physical and mental health as we strive to create a harmonious working environment to help relieve their stress. Meanwhile, we provide our employees with information about health and safety to improve their health consciousness.

During the Reporting Period, the Group did not have any non-compliance with laws and regulations in respect of employees' health and safety that have a significant impact on the Group.

#### **3. Response to COVID-19**

In light of the outbreak of COVID-19, the Group strives to prevent the further spread of the pandemic in workplaces including offices and restaurants by and taking effective and appropriate preventive measures to reduce the risk of infection. Some precaution measures include:

- Provide masks and sanitising products to employees;
- Request all employees to undergo body temperature check before entering offices and restaurants;
- Request all employees to do rapid antigen test ("RAT") before coming back to work;
- Record body temperature for employees regularly;
- Strengthen the cleaning and disinfection of offices and all restaurants, e.g. dining tables and chairs, floors, toilets, door handles etc.;
- Employees in the production department (e.g. cake factory, kitchen) must wear hairnets/paper caps and mask at work;
- All restaurants are equipped with a variety of disinfection equipment, e.g., ultraviolet disinfection equipment, intelligent temperature detection equipment, etc.;

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Employment and Labour Practices** (cont'd)

#### **Health and Safety** (cont'd)

#### **3. Response to COVID-19** (cont'd)

- Ensure that customers record their information through the QR code of “Leave Home Safe” or other registration methods before entering the restaurant;
- Limit the number of customers per table and the number of customers in the restaurant;
- Limit the distance between tables or being separated with partition;
- Rejecting to serve any people undergoing compulsory quarantine (identified by wearing quarantine tracker wristbands); and
- The diners are required to present the “Vaccination Record/Medical Exemption QR Code” for scanning upon entry.

#### **Development and Training**

The Group considers the growth of our employees as the key to sustainable business growth. We provide employees with a nurturing environment and career development opportunities, including skills development and job training. To promote employees' satisfaction, it is the Group's policy to provide employees with sufficient in-house training courses; whilst encouraging staff members to attend relevant external training programs to support career development.

Training on obligations, duties and responsibilities of directors and senior management of publicly listed companies are also in place. This training is in line with the SFO and the GEM Listing Rules.

We encourage promotion within the Group. All employees enjoy equal opportunities of promotion as their work performance are appraised regularly.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Employment and Labour Practices** (cont'd)

#### ***Labour Standard***

The Group's internal rules and labour system are made in strict adherence to the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) (《僱傭條例》(香港法例第57章)) and other applicable laws and regulations. All recruitment processes and promotion activities are closely monitored under the Group's human resources management scheme. To prevent the employment of child labour, applicants are required to submit their identification documents during the interview section to ensure that their ages meet the minimum regulatory requirement of employees. Also, our employment contract clearly sets out working hours in order to avoid forced labour. The Group will conduct investigations and take disciplinary action against or dismiss the relevant employees immediately when any non-compliance is discovered. If necessary, the Group will further improve the labour mechanism against illegal behaviours.

During the Reporting Period, there was no child or forced labour in the Group's operations.

#### **Operating Practices**

##### ***Supply Chain Management***

The suppliers of the Group mainly supplied us with food ingredients, such as meat, seafood, dried food and vegetables. We did not witness any significant change in geographical locations of suppliers. During the Reporting Period, our suppliers are mainly from Hong Kong and Japan.

The Group might be indirectly involved with environmental or social impacts as a result of its business relationships with its suppliers. To prevent negative environmental and social impacts in the Group's supply chain, it is the Group's policy to select suppliers which have considerations on social and environment protections as well as compliance with the laws, rules and regulations stipulated in the Group's operating regions. For instance, certain seafood is purchased from sustainable fishery labelled by the MSC.

The Group has developed procurement and payables related policies to implement strict standards and procedures in supplier selection. We take several standards into considerations when selecting suppliers including quality and safety of food products and materials, delivery time, stable supply, track record, hygiene of food production facilities, and so on. We also implement measures such as requisition of certificates to monitor and assess the quality of all of our suppliers and subcontractors, including their capability of undertaking works with quality and risk (including environmental and social) management. Under practicable circumstances, we will prioritize selecting the suppliers that provide environmentally-friendly products and services for our business operation to reduce the environmental impacts of the supply chain. During the Reporting Period, all of our suppliers have passed our supplier assessment process before engagement.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Operating Practices** (cont'd)

#### **Supply Chain Management** (cont'd)

We promote fair and open competition, aiming to develop long-term relationship based on mutual trust. We keep a close eye on procurement made by our staff and forbid any practices that are against business ethics. Business relationship with suppliers and business partners are handled and monitored carefully in avoidance of transfer of interests or exploitation of suppliers.

#### **Product Responsibility**

Maintaining food safety and quality are integral parts of building strong brands and reputation which contribute significantly to the success of the Group's operations. As such, with strengthened internal guidelines to regulate hygiene and sanitary level, our food safety standards focus on illness prevention, restaurant food safety and regulation adherence in day-to-day restaurant operations. We strictly abide by the relevant laws and regulations include, but not limited to the Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong) (《貨品售賣條例》(香港法例第26章)), the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong) (《商品說明條例》(香港法例第362章)), the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (《個人資料(私隱)條例》(香港法例第486章)), the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) (《預防及控制疾病(規定及指示)(業務及處所)規例》(香港法例第599F章)).

Operating great restaurants that meet the highest food safety standards is the core of our commitment. From food procurement to food preparation and serving our customers, we are dedicated to offering high-quality dining experience to our customers. With the Group's sustainable approach to implement its values through food safety, customer care and supply chain management, the Group believes our brands will have a bright and promising future.

#### **1. Quality Management**

To ensure our food and services reach the standard of the Company. We implement different kinds of measure, such as ensuring it is produced according to the recipe from the Research & Development ("R&D") and applying the First In, First Out ("FIFO") mechanism to manage the food ingredients and finished products. We have also formulated a standardized inspection checklist for checking the conditions of kitchen facilities regularly. For permits and certification, our cake factory has obtained the bakery licence with the nomination of the hygiene manager and supervisor daily stay within site. Furthermore, we conduct an internal audit for production quality assurance according to the designated schedule.

During the Reporting Period, we did not have any products sold or shipped subject to recall for safety and health reasons.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Operating Practices** (cont'd)

#### **Supply Chain Management** (cont'd)

#### **2. Customer Feedback**

Customers' feedback on food quality, dining experience and customer service are valuable driving forces to motivate us to work better. Therefore, we set up customer feedback forms in our restaurants which encompass food quality, service standard, hygiene condition and the customers' overall dining experience. To improve customers' satisfaction, it is our policy to respond and handle customer's complaints in a timely manner. After receiving customers' complaints, the relevant department will then follow up and take appropriate measures to improve our services quality.

During the Reporting Period, we did not receive any significant products and service-related complaints.

#### **3. Advertising and Labelling**

We carry out marketing and promotional works in an appropriate manner to attract customers. We have been in compliance with all applicable laws and standards enacted by the government and industry associations. All advertising and promotional materials are required to be internally reviewed and approved by the Company before being published to ensure that consumers are provided with sufficient and accurate information on our services to make informed choices.

#### **4. Intellectual Property and Privacy Protection**

We deeply understand the importance and significance of protecting intellectual property rights as well as the confidential information of our customers and suppliers. We have purchased and installed genuine antivirus software by protecting against the common cyber security risks. Besides, our employment contract clearly states that employees are required to properly safeguard and avoid leakage of confidential information obtained in the course of work.

During the Reporting Period, the Group complied with all relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Operating Practices** (cont'd)

#### ***Anti-corruption***

Corruption refers to practices such as bribery, facilitation payments, fraud, extortion, conspiracy, and money laundering; the offer or receipt of gifts, loans, fees, rewards, or other advantages as an inducement to do something dishonest, illegal, or represents a breach of trust. Corruption is broadly linked to adverse environmental and social impacts, such as damage to the environment, abuse of democracy, misallocation of government investments, and undermining of the rule of law.

The Group strictly complies with all relevant anti-corruption laws and regulations, such as the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) (《防止賄賂條例》(香港法例第201章)) of Hong Kong. The Group is expected by the marketplace, international norms, and stakeholders to demonstrate its adherence to integrity, governance, and responsible business practices. The Group's resistance to corruption involves using effective strategies to detect and deter corruption and contributes to our ethical business culture. During Reporting Period, there were no legal cases regarding was brought against the Group or any of its employees as far as the Group is aware.

In addition, we have formulated, and strictly implemented our anti-corruption control system. In order to help our directors and management to understand the importance of anti-corruption, we arranged training related to business ethics, "Listing Rules" and "Corporate Governance Code" for them during the Reporting Period. We are planning to arrange anti-corruption trainings for our employees in the future.

#### **Whistle-blowing Policy**

The Group encourages its employees, suppliers, customers and other stakeholders to report any misconduct through different channels such as email or in writing. The secretary of the Company who is responsible for forwarding communications relating to matters within the Board and ordinary business matters will then follow up the cases received. We will promptly carry out inspection and take necessary measures to protect the identity of the whistle-blower.

During the Reporting Period, we had not identified any non-compliance in relation to corruption, bribery, extortion, fraud and money laundering, which had a significant impact on the Group. The Group will regularly review its internal anti-corruption system and improve it when necessary.

# Environmental, Social and Governance Report

## **SOCIAL ASPECT** (cont'd)

### **Community**

#### ***Community Investment***

Based in Hong Kong, the Group has strived to “reward the community” in different ways. The Group values its corporate social responsibility by dedicating to improve its staff awareness in community care.

The Group proactively seeks to promote the spirit of corporate social responsibility within the Group by organizing or participating in appropriate community activities. Through these events, we encourage our employees to contribute to the community so as to help the persons in need and improve the relationship among staff members, the enterprise and the community. During the Reporting Period, the Group has actively supported the local charity “Foodlink”, a registered charity dedicated to fighting hunger, building self-sufficiency, and fostering nutritional wellness among those in need in Hong Kong. As a responsible corporate that closely connected to the community, we have donated a total of HK\$44,850 safe-to-eat surplus cake and pastry during the Reporting Period to Foodlink for “replacing hunger with a smile”.

# Environmental, Social and Governance Report

## SOCIAL KEY PERFORMANCE INDICATORS (KPIs)<sup>1</sup>

Key Performance Indicators	Unit	2022
<b>B1 Employment</b>		
<b>Number of Employees</b>		
Total	Person	296
<b>By Gender</b>		
Male	Person	77
Female	Person	219
<b>By Employment Category</b>		
Full time	Person	168
Part time/Contract	Person	128
<b>By Employee Category</b>		
Senior management	Person	2
Middle management	Person	21
General staff	Person	273
<b>By Age Group</b>		
20 or below	Person	35
21-30	Person	108
31-40	Person	63
41-50	Person	39
51-60	Person	35
60 above	Person	16
<b>By Work Location</b>		
Hong Kong	Person	296
<b>Employee Turnover Rate<sup>2</sup></b>		
<b>By Gender</b>		
Male	Percentage	125.97
Female	Percentage	113.24
<b>By Age Group</b>		
20 or below	Percentage	171.43
21-30	Percentage	134.26
31-40	Percentage	104.76
41-50	Percentage	89.74
51-60	Percentage	74.29
60 above	Percentage	81.25
<b>By Work Location</b>		
Hong Kong	Percentage	116.55

<sup>1</sup> The social KPIs covers Hong Kong Headquarters Office, and the food & beverage business operates under the Japanese brand of Italian Tomato and Ginza Bairin.

<sup>2</sup> The turnover rate may exceed 100% since it is calculated as the number of departing employees in the Reporting period / the total number of employees on the last day of the Reporting Period X 100%.

# Environmental, Social and Governance Report

## SOCIAL KEY PERFORMANCE INDICATORS (KPIs)<sup>1</sup> (cont'd)

Key Performance Indicators	Unit	2022
<b>B2 Health and Safety</b>		
Work-related deaths (person) <sup>3</sup>	Person	0
Lost days due to work injury	Day(s)	101.5
<b>B3 Training and Development</b>		
<b>Number of Employees Trained</b>		
<b>By Gender</b>		
Male	Percentage	40
Female	Percentage	46
<b>By Employee Category</b>		
Senior management	Percentage	100
Middle management	Percentage	5
General staff	Percentage	47
<b>Average Training Hours</b>		
<b>By Gender</b>		
Male	Hour(s)	16
Female	Hour(s)	13
<b>By Employee Category</b>		
Senior management	Hour(s)	18
Middle management	Hour(s)	2
General staff	Hour(s)	15
<b>B5 Supply Chain Management</b>		
<b>Number of Suppliers by Geographical Location</b>		
Hong Kong	Supplier(s)	146
Japan	Supplier(s)	1
<b>B6 Product Responsibility</b>		
Number of products sold or shipped subject to recalls for safety and health reasons	Case(s)	0
Number of significant products and service-related complaints.	Case(s)	0
<b>B7 Anti-corruption</b>		
Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period.	Case(s)	0

<sup>3</sup> No work-related fatalities were reported in the past three years (including the Reporting Period)

# Management Discussion and Analysis

The Group's audited revenue for the Reporting Period amounted to approximately HK\$171.9 million (2021: approximately HK\$187.9 million), representing a decrease of approximately 8.5% compared with the last financial year. Loss attributable to owners of the Company for the Reporting Period was approximately HK\$19.8 million (2021: profit of approximately HK\$2.5 million). Such loss was mainly due to the combined effect of (i) decrease in other income as a sum of approximately HK\$1.1 million subsidies from the Anti-epidemic Fund from the government of the Hong Kong Special Administrative Region (the "HKSAR") ("Anti-epidemic Fund") was received and recognized as other income during the Reporting Period while wage subsidies under the Employment Support Scheme launched by the government of the HKSAR and subsidies from the Anti-epidemic Fund in a sum of approximately HK\$15.5 million were recorded as other income for the Group's business activities carried out in Hong Kong during the corresponding period last year; (ii) the Group recognized an one-off gain of approximately HK\$1.9 million from the disposal of subsidiaries for the operation of Japanese curry restaurants under the trade name of Shirokuma Curry in late September 2020; (iii) increase in operating expenses as the Group commenced full operation of its new healthcare business at the beginning of 2021, and has put some financial resources to develop this new segment; and (iv) a loss on disposal of subsidiaries in an amount of approximately HK\$1.7 million was recognized for the Reporting Period.

## INDUSTRY OVERVIEW

During the Reporting Period, increasing uptake of vaccinations against the COVID-19 and government fiscal stimulus boosted economic activity globally. However, new and highly transmissible COVID-19 variants such as Omicron emerged rapidly across the world, especially towards the end of 2021, resulting in soaring case numbers in many places and creating a major obstacle to full economic recovery and a rebound in consumer confidence.

China was among the world's fastest-growing major economies in 2021, thanks to its effective control of the pandemic throughout most of the year. The nation's economy rebounded, with its gross domestic product (GDP) expanding 8.1% year on year to RMB114.37 trillion (USD17.15 trillion), outperforming even the government's expectations. China's per capita GDP, at around USD12,500, exceeded the global average, with industrial production regaining its growth momentum and domestic demand gradually recovering. As the highly contagious Omicron variant took the world by storm during the first quarter of 2022, however, China's economic growth came under pressure as a result of the imposition of stringent pandemic control measures.

In Hong Kong, the food and beverage industry remained one of the most severely affected by the pandemic amid the "new normal" of social distancing measures and border controls. Nevertheless, the industry began to regain lost momentum as the local pandemic situation remained stable, with timely stimulus measures provided by the government, and the economy remained on track for recovery. Business sentiment in the food and beverage sector improved and there was something of a revival in employers' propensity to hire personnel.

According to the Census and Statistics Department (C&SD), the value of total receipts in the restaurant sector rose sharply by 29.1% in the fourth quarter of 2021, albeit from a low base the previous year. On a seasonally adjusted quarter-on-quarter basis, the value of total receipts in the sector increased by a further 1.6%, while for full-year 2021, total revenue in the sector rebounded by 16.8% from a low base in 2020.

# Management Discussion and Analysis

## INDUSTRY OVERVIEW (cont'd)

However, the fortunes of the food and beverage industry took a sharp turn for the worse in the first quarter of 2022 due to a fifth wave of the pandemic and restrictions imposed in response to it. The value of total receipts in the restaurant sector fell by 23.1% year on year, and 40.2% on a seasonally adjusted quarter-on-quarter basis. Nevertheless, with an improvement in the local pandemic situation, the gradual relaxation of social distancing measures, and a new tranche of stimulus spending provided through the government's Consumer Voucher Scheme, the outlook for the food and beverage industry appears to be improving.

In mainland China, as life expectancy continues to improve, demand for healthcare services and products is accelerating commensurately, with people's pursuit of efficiency and quality in healthcare services intensifying. Dental care, in particular, has historically been a relatively underdeveloped segment of China's healthcare industry. However, thanks to improved knowledge of oral hygiene among the general public, the segment has demonstrated strong growth potential and has become an essential component of the healthcare market. China's dental industry is forecasted to enjoy a compound annual growth rate of 15.91% from 2020 to 2026. Such growth prospects can be attributed to increased awareness of oral health, a rapid expansion in the number of elderly people, and increased spending power among consumers that has enabled them to focus more on beauty and personal care.

The Chinese government is sharpening its focus on health issues, with particular regard to smoking. In the e-cigarette industry, for instance, the age of consumers is falling, with the highest rate of use among those in the 15-24 age group, and e-commerce platforms are the preferred purchasing channel for e-cigarette products, with a 45.4% market share, according to state media reports. In order to discourage minors and youngsters from using e-cigarettes, the government further strengthened supervision of the e-cigarette market during the Reporting Period. The State Tobacco Monopoly Administration issued a new version of the "Administrative Measure for Electronic Cigarettes" (the "**Measures**"), which was officially implemented on 1 May 2022. The "Measures" not only stipulate national standards for e-cigarettes, but also prohibit sales of e-cigarettes that have flavors other than that of tobacco and e-cigarettes that use atomization.

Promoting smoke-free societies is a major global trend, and many countries have established targets of reducing smoking prevalence to 5%. With a view to further eliminating the use of tobacco, the Hong Kong SAR government is also actively stepping up its anti-smoking efforts and imposing a total ban on the import, manufacture, sale, distribution and promotion of alternative smoking products, including e-cigarettes and heated cigarettes, with the aim of reducing the smoking rate to 7.8% by 2025.

# Management Discussion and Analysis

## BUSINESS REVIEW

The pandemic situation of COVID-19 continued for more than two years, and the food and beverage business of the Group has still been facing the impacts brought by the social distance and quarantine measures. During the Reporting Period, the revenue of the food and beverage business of the Group on one hand became struggling. On the other hand, the food cost has been jumping since the third quarter of 2021. However, with the compliments for the encouragement, support and patience from our loyal customers and suppliers, and diligent staff, the Group's food and beverage business has a sustainable result in the Reporting Period.

During the Reporting Period, the Group's food and beverage businesses have two Japanese related concepts in Hong Kong, namely Italian Tomato and Ginza Bairin.

Italian Tomato is the Group's promising brand of restaurants, cafés and cake shops. Italian Tomato is undoubtedly one of the well-recognized cake shops in Hong Kong, both traditional and seasonal products are welcomed in the market. The result of the Reporting Period is encouraging, which gives great encouragement and confidence to the management for enlarging the network of Italian Tomato. With the addition of 6 cake shops while closing 1 café and 2 cake shops in the Reporting Period, there are 5 cafés and 29 cake shops in Hong Kong as of 31 March 2022. A recent study conducted by the management noted that the benefit from the resource deployed in shop operation is more worthwhile than in factory operation, the management therefore has an expansion plan on shop number which is now subject to the conclusion of tenancies. Meanwhile, the Group will investigate the feasibility of outsourcing partial manufacturing procedures in order for stringent cost control given that Italian Tomato still provides good quality cakes to our customers.

Ginza Bairin, the Japanese tonkatsu, has 1 shop in Hong Kong. With the unfailing support from a small but steady population of tonkatsu lover who is addicted to Ginza Bairin's taste, Ginza Bairin therefore maintains a satisfactory result during the Reporting Period. However, shortage of labor supply is a serious problem in the food and beverage industry now, the management is trying all effort to ensure the quality of food and service provided by Ginza Bairin.

A resurgence of COVID-19 infections due to the emergence of the Omicron variant required a reimposition of lockdowns and social distancing measures during the Reporting Period, prolonging difficulties in the Group's operating markets. To diversify the Group's business risks and broaden its revenue streams, it has tapped into the healthcare market since 2020 and optimized its presence, with a specific focus on oral hygiene, as oral care is increasingly highly valued by consumers amid overall improving health awareness in China.

Following its acquisition of a 70% stake in Huayin (Shenzhen) Biotechnology Co., Ltd. (華胤(深圳) 生物科技有限公司) ("**Huayin Biotechnology**"), the Group has capitalized on its technological expertise and development, advancing its oral care product development and strategic business direction. In January 2022, Huayin Biotechnology entered into an investment cooperation agreement with two other industry leaders. A subsidiary which the Group holds 51% stake was established to deepen its engagement in the development and sale of oral care products. The Group will be able to introduce long-term business partners to provide strategic support, expertise and technology in the long run, and further enhance its competitive edge, strengthening its foothold in the healthcare market.

# Management Discussion and Analysis

## BUSINESS REVIEW (cont'd)

While Huayin Biotechnology will contribute by way of a cash contribution, another industry-leading company will contribute multi-physical activation and nano-fermentation extraction technology the (“**Technology**”) used in manufacturing oral and dental anti-inflammatory products, and in repair and cleaning products for the mouth and teeth, as an in-kind contribution to that company. With anti-inflammatory, gum and tooth repair and tooth-whitening action, the Technology provides a comprehensive means of purifying oral care products such as toothpaste during the production process through strengthening electromagnetic field activity (電磁強化). The Group’s management believes the Technology will enable its products to stand out from other products in the market.

As of the end of the Reporting Period, the establishment of the Group’s entire toothpaste production process – including materials procurement, packaging, processing, storage, transportation, loading and unloading – had been completed. Yet due to the impact of the pandemic, the toothpaste production schedule was delayed, with mass outsourced production commencing only in April 2022. To effectively promote the launch of the product, the Group completed building a presence on online platforms such as WeChat Mall, JD.com, Douyin and Kuaishou. With regard to advertising and promotions, the Group has formed a strategic cooperation agreement with Shanghai Li Film and Television Group Co., Ltd. for the use of film and television intellectual property, stills, posters, and promotional materials for the joint promotion of products. Meanwhile, the Group will continue with its plan to actively promote new products to boost its revenue.

The pandemic had a significant impact on the cosmetics sector in China, which did not spare the Group’s freckle-removal and skin-whitening products, leading to poorer-than-expected financial performance. Taking this and the state of business operations into account, the management saw little reason for optimism about the business and disposed of its stake during the Reporting Period in order to divert more resources on oral health business.

In respect of the e-cigarette business, amid the continued tightening of regulations by the Chinese government, the Group persisted with a prudent approach during the Reporting Period, monitoring market conditions and reviewing its investments in the industry. In view of the uncertain outlook for the e-cigarette industry, the Group has redirected its efforts, reallocated and reserved resources to focus strategically on the healthcare business and grasp the enormous opportunities it offers to expand the Group’s income streams.

## FUTURE PROSPECTS

As 2022 progresses, the global economy is entering a marked slowdown due to new threats posed by various strains of COVID-19, coupled with rising inflation, debt, and income inequality that could jeopardize the recovery of emerging markets and developing economies. According to the International Monetary Fund (IMF), the global economic growth rate is expected to decrease from a predicted 6.1% in 2021 to 3.5% in 2022 and 2023. The global economy is also set to face more challenges in the near term.

# Management Discussion and Analysis

## **FUTURE PROSPECTS** (cont'd)

Although the development of the food and beverage market has been complicated by the resurgence of the pandemic, its overall recovery trend remains unchanged. Following the stabilization of the fifth wave of pandemic, Hong Kong's food and beverage sector is expected to see a rebound in footfall and dine-in activity as workers began to return to the office starting in late April 2022, although a full market recovery in the coming several months remains uncertain. The Group believes that the easing in the severity of the pandemic and the gradual relaxation of social distancing measures will help local consumer sentiment to recover. The Group will therefore proactively adjust its strategies, with more launches of new promotions and offers, and collaborate with various third-party food-ordering platforms in offering online-to-offline services to drive additional local spending amid the extension of the Consumption Voucher Scheme by Hong Kong's government and boost its revenue.

Furthermore, the Group will continue to develop its membership scheme by enhancing its mobile app to provide dedicated, convenient services to its customers. At the same time, it will continue to uphold its priority of ensuring food safety and hygiene in its restaurants and cake shop businesses to retain customer confidence.

The global market for dental consumables was worth USD30.41 billion in 2021, and it is expected to expand at a rapid pace between 2021 and 2027. In view of the huge potential of the healthcare industry, particularly the oral care market, the Group is committed to seizing opportunities in this segment to strengthen its competitiveness and expand its market share. To further exploit the promising growth opportunities in China's oral care market, the Group has started to manufacture oral hygiene products with anti-inflammation properties, which repair teeth and gums, and whiten teeth. Amid the increasing awareness of oral care and a growing emphasis on environmental protection, the Group believes that this segment will become one of the key drivers of its business in the years ahead. As the Group spearheads the mass production of oral care products, it will continue to direct efforts and resources toward advertising and marketing as it aims to boost its market share and brand reputation in China.

Due to the gradual tightening of regulations related to e-cigarettes in China and proposed legislative amendments to ban e-cigarettes in Hong Kong, the Group remains cautiously optimistic about the market outlook for this segment. It will also continue to closely monitor the latest regulatory developments and adjust its business strategies in a prudent and pragmatic manner. In addition, the Group will pay close attention to the industry environment and adjust its business portfolio to continue to create long-term value for its shareholders.

# Management Discussion and Analysis

## FINANCIAL REVIEW

### Consolidated results of operations

For the Reporting Period, the Group recorded a total revenue of approximately HK\$171.9 million (2021: approximately HK\$187.9 million) which were from provision of food and beverage services and others and sales of skincare products of approximately HK\$170.5 million and HK\$1.4 million respectively (2021: approximately HK\$184.8 million and HK\$3.1 million respectively), representing a decrease of approximately 7.7% and 54.2% respectively compared with the previous year mainly because of tough peers competition following the revival of the whole food and beverage industry and no revenue was recognized from Japanese curry restaurants under the trade name of Shirokuma Curry for the Reporting Period which was disposed in late September 2020.

Loss attributable to owners of the Company was approximately HK\$19.8 million (2021: profit of approximately HK\$2.5 million).

### Gross profit

The gross profit margin from the operations of the Group was approximately 55% (2021: approximately 58%). The slight decrease in ratio was mainly attributable to the increase in costs of food ingredients.

### Other income

Other income of the Group for the Reporting Period decreased by 81.9% to approximately HK\$3.3 million (2021: approximately HK\$18.5 million). The decrease was mainly due to the receipt of wages subsidies under the Employment Support Scheme launched by the government of the HKSAR and subsidies from the Anti-epidemic Fund from the government of the HKSAR recorded as other income in the sum of approximately HK\$15.5 million for the Group's business activities carried in Hong Kong during the year ended 31 March 2021.

### Operating expenses

The Group strived to exercise stringent cost control and further enhanced operational efficiency during the Reporting Period. As a result, total operating expenses for the operations decreased by approximately 6.5% to approximately HK\$112.3 million (2021: approximately HK\$120.1 million). It was generally in line with the decrease in revenue and also resulted from exercising stringent cost control during the Reporting Period.

# Management Discussion and Analysis

## FINANCIAL REVIEW (cont'd)

### Operating expenses (cont'd)

A breakdown of the operating expenses are set out below:

	2022 HK\$'000	2021 HK\$'000
Amortization of other intangible assets	753	772
Auditor's remuneration	651	709
Building management fee and rates	3,435	3,408
Cleaning	1,405	1,489
Depreciation of plant and equipment – Note (a)	3,037	2,306
Depreciation of right-of-use assets – Note (b)	21,140	21,343
Directors' remuneration	1,020	1,020
Deposits paid for plant and equipment written-off	–	600
Exchange loss, net	–	28
Franchise and royalties	4,550	4,717
Insurance	834	749
Legal and professional fee	2,405	3,427
Loss on disposal and written off of plant and equipment, net	–	504
Marketing	1,897	1,554
Other staff costs – Note (c)	49,033	50,713
Repair and maintenance	1,548	1,594
Short-term lease expenses	6,013	8,417
Takeaway supplies	3,027	2,537
Utilities	2,550	2,203
Variable lease payment not included in the measurement of lease liabilities	3,720	5,437
Others	5,321	6,586
	<b>112,339</b>	<b>120,113</b>

Notes:

- (a) The total depreciation of plant and equipment charged for the year ended 31 March 2022 was approximately HK\$3,452,000 (2021: approximately HK\$3,248,000), of which, approximately HK\$3,037,000 (2021: approximately HK\$2,306,000) and approximately HK\$415,000 (2021: approximately HK\$942,000) were included in operating expenses and cost of sales, respectively.
- (b) The total depreciation of right-of-use assets charged for the year ended 31 March 2022 was approximately HK\$22,681,000 (2021: approximately HK\$22,931,000), of which, approximately HK\$21,140,000 (2021: approximately HK\$21,343,000) and approximately HK\$1,541,000 (2021: approximately HK\$1,588,000) were included in operating expenses and cost of sales, respectively.
- (c) The total staff costs incurred for the year ended 31 March 2022 was approximately HK\$62,899,000 (2021: approximately HK\$63,777,000), of which, approximately HK\$49,033,000 (2021: approximately HK\$50,713,000) and approximately HK\$13,866,000 (2021: approximately HK\$13,064,000) were included in operating expenses and cost of sales, respectively.

# Management Discussion and Analysis

## FINANCIAL REVIEW (cont'd)

### Loss on disposal of subsidiaries

During the Reporting Period, as the pandemic severely impacted the cosmetic industry in the PRC, the sales of freckle-removal and skin-whitening products of the Group recorded a weaker-than-expected financial performance. In view of the uncertain prospects of the cosmetic industry, the Group decided to dispose its stake in March 2022 and devote resources into other area such as oral health business to capture opportunities in the market. As a result of the disposal, the Group recorded a loss on disposal of subsidiaries of approximately HK\$1.7 million.

### Impairment loss

The non-financial assets subject to the impairment assessment for the years ended 31 March 2022 and 2021 were in relation to Mark Limited (together with its subsidiaries, the “**Mark Group**”), which is a subsidiary of the Company and is primarily engaged in the operation of a restaurant, cafés and cake shops in Hong Kong.

During the year ended 31 March 2022, the Group has consolidated under-performing restaurants to further enhance the structure and reduce unnecessary expenses. The management of the Group expected that the cake shop business, which was the Group’s main source of revenue, was less affected by the social distancing measures. Based on the management’s assessment, the corresponding recoverable amounts of certain plant and equipment, other intangible assets and right-of-use assets associated to Mark Group are higher than the carrying amounts, indicating no impairment. No further impairments are recognized to write down the carrying amounts of these items of plant and equipment, other intangible assets and right-of-use assets.

During the year ended 31 March 2021, the Group has consolidated under-performing restaurants to further enhance the structure and reduce unnecessary expenses. The management of the Group expected that the cake shop business, which was the Group’s main source of revenue, was less affected by the social distancing measures. Based on our estimation, the corresponding recoverable amounts of certain plant and equipment, other intangible assets and right-of-use assets are higher than the carrying amounts, indicating no impairment. No further impairments were recognized to write down the carrying amounts of these items of plant and equipment, other intangible assets and right-of-use assets.

The methods, basis and key assumptions used in determining the amount of the impairment loss for the years ended 31 March 2022 and 2021 are set out in note 16 to the consolidated financial statements.

# Management Discussion and Analysis

## FINANCIAL REVIEW (cont'd)

### Financial resources and liquidity

During the Reporting Period, the Group generally relied on internal funds, loans from the sole beneficial owner of the convertible bonds issued by the Company, loans from independent third party and fund raised from rights issue to finance its operation.

As at 31 March 2022, the Group's current assets amounted to approximately HK\$81.4 million (2021: approximately HK\$97.2 million) of which approximately HK\$61.5 million (2021: approximately HK\$72.4 million) was cash and bank deposits, approximately HK\$17.6 million (2021: approximately HK\$19.1 million) was debtors, deposits and prepayments. The Group's current liabilities amounted to approximately HK\$172.8 million (2021: approximately HK\$202.4 million), including creditors and accruals in the amount of approximately HK\$151.4 million (2021: approximately HK\$144.6 million).

As at 31 March 2022, convertible bonds issued by the Company amounted to approximately HK\$40 million (2021: approximately HK\$39.8 million). On 13 August 2021, the Company entered into the third supplemental deed with the bondholder pursuant to which the Company and the bondholder agreed to extend the maturity date of the Convertible Bond (as defined in the announcement of the Company dated 13 August 2021) for 36 months from the date falling on the sixth anniversary of the date of issue of the convertible bonds, being 15 August 2021, to 15 August 2024. As such, the Convertible Bonds (as defined in the announcement of the Company dated 13 August 2021) amounting to approximately HK\$40 million which will not mature within twelve months was classified as non-current liabilities as at 31 March 2022 while approximately HK\$39.8 million was classified as current liabilities as at 31 March 2021.

The current ratio and quick assets ratio of the Group as at 31 March 2022 were 0.47 and 0.46 respectively (2021: 0.48 and 0.45 respectively). As the Group incurred net liabilities as at 31 March 2022 and 31 March 2021, there is no debt-to-equity ratio, which is expressed as a ratio of total debts less cash and bank balances to total equity, to be calculated. The gearing ratio of the Group, which is calculated by dividing total liabilities (being non-current liabilities and current liabilities) over total assets (being non-current assets and current assets) as at the end of the year and multiplying by 100% was 193% (2021: 165%).

### Foreign exchange

During the years ended 31 March 2022 and 31 March 2021, the Group conducted commercial transactions in the PRC denominated in Renminbi. Fluctuations in exchange rates of Renminbi against Hong Kong Dollar could affect the Group's results of operations.

During the Reporting Period, no hedging transactions or other exchange rate arrangements were made (2021: Nil).

# Management Discussion and Analysis

## **FINANCIAL REVIEW** (cont'd)

### **Charges on the Group's assets**

No Group's assets had been pledged or charged as at 31 March 2022 (2021: Nil).

### **Acquisition, disposal and significant investment held**

The Group did not carry out significant acquisition or disposal of subsidiaries and associates or held any significant investment during the Reporting Period.

Save as disclosed in the section headed "Use of Proceeds From the Rights Issue" on page 50 to 52 of this annual report, the Group did not have any specific future plans for material investments or capital assets as at 31 March 2022.

### **Capital commitments**

As at 31 March 2022, the Group's outstanding capital commitments were approximately HK\$8,505,000 (2021: approximately HK\$4,616,000).

### **Contingent liabilities**

As at 31 March 2022, the Group did not have material contingent liabilities (2021: Nil).

### **Employees and remuneration policies**

As at 31 March 2022, the Group had 198 full-time employees in Hong Kong and the PRC (2021: 231 full-time employees in Hong Kong and the PRC). The remuneration of employees of the Group is determined by reference to market terms and in accordance with the performance, qualification and experience of each individual employee. Discretionary bonuses, based on each individual's performance, are paid to employees as recognition and in reward of their contributions. Other fringe benefits such as medical subsidies, medical insurance, education/training subsidies and pension fund plans are offered to most employees. In prior years, share options were granted at the discretion of the Board under the terms and conditions of the new share option scheme adopted on 20 July 2012 as well as the previous share option scheme adopted on 26 February 2003. No share option was granted during the two years ended 31 March 2022 and 31 March 2021 and as at these dates, there was no outstanding share option.

# Management Discussion and Analysis

## SHARE CONSOLIDATION

On 11 January 2022, every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company were consolidated into one (1) ordinary share of HK\$0.08 each in the share capital of the Company and the authorized share capital of the Company became HK\$50,000,000 divided into 625,000,000 shares of HK\$0.08 each, of which 520,771,875 consolidated Shares are in issue (the “**Share Consolidation**”). For details, please refer to the announcement of the Company dated 3 December 2021 and the circular of the Company dated 21 December 2021.

## ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

Reference is made to the Company’s announcements dated 28 June 2012, 8 July 2015, 10 July 2015, 15 August 2018 and 13 August 2021 and the circulars of the Company dated 30 July 2012 and 25 July 2015 in relation to, among other things, the issue of the convertible bonds and the extension of the maturity date of the convertible bonds. Pursuant to the terms and conditions of the convertible bonds, the conversion price of the outstanding convertible bonds has been adjusted from the initial conversion price of HK\$0.07 per conversion share to HK\$0.56 per conversion share as a result of the Share Consolidation. There will be 71,428,571 consolidated Shares to be issued upon the full conversion of the aggregate outstanding convertible bonds. The above adjustment to the conversion price has been reviewed by PKF Hong Kong Limited, the auditor of the Company. The adjustment took effect on 11 January 2022.

Save for the adjustments above, all other terms and conditions of the outstanding convertible bonds remain unchanged.

## USE OF PROCEEDS FROM THE RIGHTS ISSUE

On 27 April 2017, the Company announced that it proposed to raise approximately HK\$100 million, before expenses, by allotting and issuing 1,388,725,000 rights shares (the “**Rights Shares**”) by way of rights issue (the “**Rights Issue**”) at the subscription price of HK\$0.072 per Rights Shares, on the basis of one (1) Rights Shares for every two (2) existing Shares held on 19 May 2017. Completion of the Rights Issue took place on 14 June 2017.

Among the net proceeds (the “**Net Proceeds**”) of the Rights Issue of approximately HK\$99 million, as at 31 March 2022, approximately HK\$22.0 million, HK\$20.0 million, HK\$2.9 million and HK\$18.5 million have been used as operation and expansion of the existing food and beverage business, the Company’s corporate expenses, investment in e-cigarette business in the PRC and investment in medical and healthcare business respectively. As at 31 March 2022, approximately HK\$35.6 million of the Net Proceeds remained unutilized and this remaining balance was kept in the Group’s bank account. Set out below is the breakdown of the use of the Net Proceeds up to, and the balance thereof as at 31 March 2021 and 31 March 2022:

# Management Discussion and Analysis

## USE OF PROCEEDS FROM THE RIGHTS ISSUE (cont'd)

### Summary of use of the Net Proceeds

	Original allocation of the Net Proceeds	Re-allocation of the unutilized amount as disclosed in the Company's announcement dated 6 November 2018	Re-allocation of the unutilized amount during the year ended 31 March 2021	Actual amount utilized up to 31 March 2021	Unutilized balance as at 31 March 2021	Re-allocation of the unutilized amount during the year ended 31 March 2022	Actual amount utilized up to 31 March 2022	Unutilized balance as at 31 March 2022
	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
Operation and expansion of the existing food and beverage business	29.0	-	-	(15.3)	13.7	-	(22.0)	7.0
Company's corporate expenses	20.0	-	-	(20.0)	-	-	(20.0)	-
Repayment of bank loans	15.0	(15.0)	-	-	-	-	-	-
Potential investment opportunities	35.0	-	(12.0)	-	23.0	-	-	23.0
Investment in, research and development, sales and marketing of e-cigarette in the PRC and overseas countries	-	15.0	(2.8)	(2.9)	9.3	(3.7)	(2.9)	5.6
Investment in medical and healthcare business	-	-	14.8	(14.8)	-	3.7	(18.5)	-
	99.0	-	-	(53.0)	46.0	-	(63.4)	35.6

During the Reporting Period, the Group pursued a prudent yet efficient network expansion strategy and up to 31 March 2022, Net Proceeds amounting to approximately HK\$22.0 million had been utilized for operating and expanding existing food and beverage business and the unutilized balance of approximately HK\$7.0 million allocated for this purpose is expected to be fully utilized by 31 July 2023.

As at 31 March 2022, approximately HK\$20.0 million has been used as the Company's corporate expenses.

As disclosed in the Company's announcement dated 6 November 2018, the Company has changed the original allocation of the Net Proceeds by reallocating HK\$15.0 million of the Net Proceeds originally planned to be applied for the repayment of bank loans to the intended investment in research and development, sales and marketing of e-cigarette in the PRC and overseas countries. In this connection, the Company plans to conduct research on the use of new ingredients for producing e-cigarette liquid and e-cigarette cartridge, purchase production lines for manufacturing e-cigarette, and market and sell such products through exploring and developing a sales network, building a new e-cigarette brand, participating into trade fairs and seeking cooperation with external parties. Up to 31 March 2022, the Group utilized approximately HK\$2.9 million of the Net Proceeds from the Rights Issue to invest in the e-cigarette business in the PRC, including setting up office and purchasing new equipment. And, approximately HK\$6.5 million was reallocated to investment in the medical and healthcare business as set out below. The Group will remain mindful of the risks and assess the impact of external environment on the e-cigarette business. The remaining unutilized balance of approximately HK\$5.6 million allocated for this purpose is expected to be fully utilized by 31 July 2024.

# Management Discussion and Analysis

## USE OF PROCEEDS FROM THE RIGHTS ISSUE (cont'd)

### Summary of use of the Net Proceeds (cont'd)

In recognition of the growing importance of medical and healthcare services and products, the Group strives to grasp the prosperous opportunities in the domestic market, thereby strengthening its core competence through broadening its revenue base. After thorough study and consideration, up to 31 March 2022, approximately HK\$18.5 million in total, which represented by HK\$6.5 million and HK\$12.0 million of the Net Proceeds from the Rights Issue which were originally reserved for the e-cigarette business and potential investment opportunities respectively, was reallocated and utilized to invest in the medical and healthcare business in the domestic market, including brand building, office set-up, expert recruitment and product development.

The Group has been aiming to expand its existing food and beverage business and continued to identify suitable acquisition targets during the Reporting Period. However, taking into account the uncertain business environment arising from the COVID-19 outbreak, the Group adopted a relatively prudent approach in such business expansion. In order to weather the headwinds, the Group endeavored to explore potential acquisition opportunities in different markets instead of only focusing on the negotiation talk with a Chinese restaurant chain but the Group had not entered into any agreements nor memorandum of understanding for such type of acquisitions as at 31 March 2022. The Net Proceeds for potential investment opportunities purpose were still reserved and the unutilized balance of approximately HK\$23.0 million allocated for this purpose is expected to be fully utilized by 31 July 2024. The actual timeline will be subject to the availability of appropriate acquisition targets, market condition and time required for performing due diligence work. As of the date of this report, the Board has not identified any suitable acquisition target.

The Directors will constantly evaluate the Group's business objectives and may change or modify the plans against the changing market condition to suit the business growth of the Group. Further announcement(s), in respect of redeploying the allocation and use of Net Proceeds, if necessary, will be made in accordance with the requirements of the GEM Listing Rules as and when appropriate to update its shareholders and potential investors.

## EVENTS AFTER THE REPORTING PERIOD

- (i) On 15 April 2022, the Group acquired the remaining 30% of the issued shares of 華胤(深圳)生物有限公司 held by the non-controlling interests for a cash consideration of RMB100.
- (ii) On 14 June 2022, Mr. Tang Sing Ming Sherman, as a lender, who is also the sole beneficial owner of the Convertible Bonds issued by the Company, signed a memorandum of loans with a subsidiary of the Company, pursuant to which repayment date of a loan from Mr. Tang with an outstanding balance of approximately HK\$104,119,000 as at 14 June 2022 was extended from 22 June 2022 to 22 June 2023 (the "**Extended Loan**"). The Extended Loan bears the same term after the extension. The rest of the loan from Mr. Tang is interest-free, unsecured and is repayable on demand.

# Directors and Senior Management

## EXECUTIVE DIRECTORS

### Mr. Huang Chao

Mr. Huang Chao (formerly known as Zhou Zhe (周喆), aged 34, joined the Group in October 2018, obtained a bachelor's degree in Commerce – Professional Accounting from the Macquarie University in April 2012. Mr. Huang is also the compliance officer of the Company. He joined Shenzhen Oceania Printing Company Limited (“**Shenzhen Oceania**”) as a consultant in international market in July 2012 for a term of four years until July 2016, and started to gain access to and possessed knowledge and experience in the paper packaging industry when he joined Shenzhen Oceania. Mr. Huang was a non-executive Director of Beijing Enterprises Clean Energy Group Limited (北控清潔能源集團有限公司) (formerly known as Jin Cai Holdings Company Limited (金彩控股有限公司)) (stock code: 1250), the issued shares of which are listed on the Main Board of the Stock Exchange, from June 2013 to May 2015.

Mr. Huang is the son of Ms. Huang Li.

### Mr. Wu Xiaowen

Mr. Wu Xiaowen, aged 54, joined the Group in May 2019, has been the founding partner of Shenzhen Jiafa Equity Investment Fund Management Co. Ltd.\* (深圳市加法股權投資基金管理有限公司) since October 2016, which is carrying on business of equity investment and investment management. Mr. Wu had worked for Shenzhen Gaoxintou Group Co. Ltd.\* (深圳市高新投集團有限公司), a company carrying on guarantee business in China, from February 2002 until July 2014, and had been appointed as the deputy general manager during the employment period. Mr. Wu had been appointed as a member of Shenzhen Financial Standardization Expert Database\* (深圳市金融標準專家庫) and Chief Commissioner of Internet Financial Professional Committee of Guangdong Internet Society\* (廣東省互聯網協會互聯網金融專業委員會) in 2015, respectively.

Mr. Wu graduated from East China Chemical Engineering College\* (華東化工學院) (now known as East China University of Science and Technology (華東理工大學)) in July 1989 with a bachelor's degree in Chemical Engineering. He was awarded the diploma in Business and Administration in Finance in May 1999 and obtained a master's degree of Business Studies in Finance in May 2000 from Massey University, New Zealand.

# Directors and Senior Management

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Chan Yee Ping Michael

Mr. Chan Yee Ping Michael, aged 45, joined the Group in November 2016. Mr. Michael Chan has more than 20 years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He graduated from The Hong Kong Polytechnic University with an honour bachelor's degree in accountancy. He was admitted as a certified public accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants in October 2003 and July 2017 respectively, and a fellow member of the Association of Chartered Certified Accountants in June 2009. He is currently a director of MCI CPA Limited, a certified public accountant firm in Hong Kong. He is currently serving as independent non-executive directors for three companies whose shares are listed on the Main Board of the Stock Exchange, namely China Sandi Holdings Limited (Stock Code: 910) since July 2014 and Beijing Media Corporation Limited (北青傳媒股份有限公司) (Stock Code: 1000) since June 2020. He also acts as a company secretary of China Sunshine Paper Holdings Company Limited (中國陽光紙業控股有限公司) (stock code: 2002) which is listed on the Main Board of the Stock Exchange since 2013 and Northeast Electric Development Co., Limited (東北電氣發展股份有限公司) (stock code: 42), a joint stock limited company listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange, since 2012.

He served as an independent non-executive director of Prosper One International Holdings Company Limited (富一國際控股有限公司) (formerly known as Tic Tac International Holdings Company Limited (滴達國際控股有限公司)) (stock code: 01470) from September 2017 to December 2018, Champion Alliance International Holdings Limited (冠均國際控股有限公司) (formerly known as Mengke Holdings Limited (盟科控股)) (stock code: 01629) from November 2018 to February 2021 and China Wah Yan Healthcare Limited (中國華仁醫療有限公司) (formerly known as China Renji Medical Group Limited (中國仁濟醫療集團)) (Stock Code: 648) from July 2014 to May 2022, whose shares are listed on the Main Board of the Stock Exchange.

### Mr. Yang Haiyu

Mr. Yang Haiyu, aged 60, joined the group in December 2020. Mr. Yang obtained a bachelor's degree in Engineering from China University of Mining and Technology (中國礦業大學) in July 1982, a master's degree in Engineering from the South China University of Technology (華南理工大學) in June 1987 and a doctorate in Economics from Hunan University (湖南大學) in June 2005. He has been teaching at the School of Economics and Management in Changsha University of Science and Technology (長沙理工大學) since April 2005 and has been a professor of Economics in the same university since October 2007. From April 2011 to February 2018, he served as an independent director of LBX Pharmacy Chain Joint Stock Company (stock code: 603883), a company listed on the Shanghai Stock Exchange since April 2015.

# Directors and Senior Management

## INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

### Mr. Zeng Shiquan

Mr. Zeng Shiquan, aged 75, joined the Group in March 2018. Mr. Zeng graduated from the department of economics of Wuhan University (武漢大學) in July 1970. He graduated from Sun Yat-sen University (中山大學) as a postgraduate in political economy in December 1981. He was accredited as a senior economist by 深圳市職稱改革領導小組 (Shenzhen City Job Title Reform Leadership Unit\*) in February 1993. Mr. Zeng passed the Training Course for Independent Directors of Listed Companies (上市公司獨立董事培訓班) jointly held by The Securities Association of China (中國證券業協會) and the School of Management, Fudan University (復旦大學管理學院) in July 2003.

From November 2013 to July 2017, Mr. Zeng has been appointed as an independent director of Shenzhen Kedali Industry Co., Ltd. (深圳市科達利實業股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (Shenzhen Exchange stock code: 002850). From June 2013 to May 2015, Mr. Zeng was appointed as an independent non-executive director of Beijing Enterprises Clean Energy Group Limited (北控清潔能源集團有限公司) (formerly known as Jin Cai Holdings Company Limited (金彩控股有限公司)), whose shares are listed on the Main Board of The Stock Exchange (Stock code: 01250). From January 2016 to February 2016, Mr. Zeng was appointed as an independent non-executive director of Aurum Pacific (China) Group Limited (奧栢中國集團有限公司), whose shares are listed on GEM of the Stock Exchange (Stock code: 08148). Mr. Zeng has been appointed as an independent non-executive director of Tourism International Holdings Limited (旅業國際控股有限公司) (formerly known as Jia Yao Holdings Limited (嘉耀控股有限公司)), shares of which are listed on the Main Board of the Stock Exchange (stock code: 01626).

\* for identification purposes only

# Directors and Senior Management

## SENIOR MANAGEMENT

### Ms. Lam Kit Yan

Ms. Lam Kit Yan, aged 47, joined the Group in 2016. She is the company secretary and chief financial officer of the Company, responsible for compliance matters of the Company and financial management of the Group. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser and is a fellow member of The Taxation Institute of Hong Kong. She obtained a bachelor's degree in business administration from The Chinese University of Hong Kong and has worked for international audit firms and various companies with extensive experience in financial reporting, auditing, mergers and acquisitions, compliance and initial public offerings. She was appointed as an independent non-executive director of Lapco Holdings Limited (立高控股有限公司), shares of which are listed on GEM Board of the Stock Exchange (stock code: 08472) on 18 July 2017. She had been the company secretary, chief financial officer and the authorized representative of Beijing Enterprises Clean Energy Group Limited (北控清潔能源集團有限公司) (formerly known as Jin Cai Holdings Company Limited (金彩控股有限公司)) (stock code: 1250) the issued shares of which are listed on the Main Board of the Stock Exchange from June 2013 to May 2015. From January 2016 to February 2016, Ms. Lam has been appointed as an executive director and company secretary of Aurum Pacific (China) Group Limited (奧栢中國集團有限公司) (Stock code: 08148), whose shares are listed on GEM of the Stock Exchange.

### Mr. Lam Yiu Chung Billy

Mr. Lam Yiu Chung Billy, aged 53, joined the Group in 2010. He is responsible for the operation of overseas business and development as well as the operation and development of Japanese food service of the Group. Prior to joining the Group, he has acquired substantial experience in the operation and management of hospitality industry especially in franchise operations and development. Mr. Lam holds a Higher Diploma in Hotel and Catering Management from The Hong Kong Polytechnic.

# Directors' Report

The Directors are pleased to present to the shareholders their annual report together with the audited consolidated financial statements for the year ended 31 March 2022.

## PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company during the year ended 31 March 2022 was investment holding and those of the subsidiaries are set out in note 12 to the consolidated financial statements. The principal activities of the Group are provision of food and beverage services.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a description of the principal risks and uncertainties faced by the Group and an indication of likely future development in the Group's business can be found in the section headed "Management Discussion and Analysis" on pages 40 to 52 of this annual report. A description of the Group's corporate governance and the Group's risk management and internal control systems is provided in the section headed "Corporate Governance Report" on pages 7 to 20 of this annual report. A discussion on the Group's environmental policies, relationships with its key stakeholders and the relevant laws and regulations that have a significant impact on the Group are provided in the section headed "Environmental, Social and Governance Report" on pages 21 to 39 of this annual report. This discussion forms part of this Directors' report.

## RESULTS AND DIVIDEND

The results of the Group for the year ended 31 March 2022 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 72 to 148.

The Directors do not recommend the payment of any dividend in respect of the Reporting Period.

# Directors' Report

## DIVIDEND POLICY

The Company has adopted a dividend policy ("**Dividend Policy**"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow them to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders of the Company. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the general financial condition of the Group, the Group's current and future operations, the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants, liquidity position and capital requirement of the Group, surplus received from the Company's subsidiaries and any other factors that the Board deems appropriate. The Company's ability to pay dividends is also subject to any restrictions under the Cayman Islands laws, any applicable laws, rules and regulations and the Company's articles of association. The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

## FINANCIAL SUMMARY

The summary of the results of the Group for each of the five years ended 31 March 2022 and the assets and liabilities of the Group as at 31 March 2018, 2019, 2020, 2021 and 2022 are set out on pages 149 to 150. This summary does not form part of the audited financial statements.

## PLANT AND EQUIPMENT

The Group purchased and disposed of plant and equipment in the amount of approximately HK\$4,164,000 and approximately HK\$3,726,000, respectively, during the Reporting Period. Detailed movements in plant and equipment of the Group are set out in note 11 to the consolidated financial statements.

## SHARE CAPITAL

On 11 January 2022, every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company were consolidated into one (1) ordinary share of HK\$0.08 each in the share capital of the Company and the authorized share capital of the Company became HK\$50,000,000 divided into 625,000,000 shares of HK\$0.08 each, of which 520,771,875 consolidated Shares are in issue (the "**Share Consolidation**"). For details, please refer to the announcement of the Company dated 3 December 2021 and the circular of the Company dated 21 December 2021.

Details of movements in the share capital of the Company during the year are set out in note 25(a) to the consolidated financial statements.

## CONVERTIBLE BONDS

Details of the convertible bonds are set out in note 24 to the consolidated financial statements.

## RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 76 and note 26 to the consolidated financial statements respectively.

## DISTRIBUTABLE RESERVES

As at 31 March 2022, the Company's reserves that are available for distribution, calculated in accordance with the Companies Law of the Cayman Islands, amounted to HK\$Nil (2021: HK\$Nil).

## CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholders during the year ended 31 March 2022.

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

No transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest subsisted at the end of the year or at any time during the year ended 31 March 2022.

## CONNECTED TRANSACTIONS

During the year ended 31 March 2022, the Company had not entered into any connected transaction or continuing connected transaction which is required to be disclosed under Chapter 20 of the GEM Listing Rules.

# Directors' Report

## DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors of the Company who held office during the Reporting Period and up to the date of this report were:

### Executive Directors

Mr. Huang Chao (*Chairman*)

Mr. Wu Xiaowen

### Independent non-executive Directors

Mr. Chan Yee Ping Michael

Mr. Zeng Shiquan

Mr. Yang Haiyu

In accordance with the articles of association of the Company, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. And in accordance with the articles and association of the Company and the GEM Listing Rules, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. As such, Mr. Huang Chao and Mr. Zeng Shiquan shall all be subject to retirement by rotation and, being eligible, shall offer themselves for re-election at the annual general meeting of the Company.

The term of independent non-executive directorships of Mr. Chan Yee Ping Michael, Mr. Zeng Shiquan and Mr. Yang Haiyu in respective of their letter of re-appointment is one year from 8 November 2021 to 7 November 2022, one year from 28 March 2022 to 27 March 2023, and one year from 11 December 2021 to 10 December 2022, respectively unless terminated by either party giving to the other not less than one month's notice in writing.

The executive Directors, Mr. Huang Chao and Mr. Wu Xiaowen, had entered into service contracts to renew their appointment for another one year commencing from 10 October 2021 and 21 May 2022 respectively and renewable thereafter subject to compliance with relevant laws and regulations including the GEM Listing Rules. The said service contracts may be terminated by either party thereto at any time by giving the other party not less than one month's written notice.

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

Each of the independent non-executive Directors has confirmed his independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules as at 31 March 2022 and the Company considers the independent non-executive Directors to be independent.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Directors and Senior Management" on pages 53 to 56 of this annual report.

## SHARE OPTIONS

The Company adopted a share option scheme on 26 February 2003 ("**Old Share Option Scheme**") and a share option scheme on 20 July 2012 ("**New Share Option Scheme**") (collectively referred to as "**the Share Option Schemes**"). The Old Share Option Scheme was terminated on the date when the New Share Option Scheme came into effect, while the provisions of the Old Share Option Scheme shall remain in force and all existing options granted under the Old Share Option Scheme prior to such termination shall continue to be valid and exercisable in accordance therewith. The details of the Share Option Schemes are as follows:

### Share Option Schemes

The purpose of the Share Option Schemes is to provide the participants with an opportunity to acquire equity interests in the Company, thus providing them with an incentive to continue contributing to the success of the Company.

Subject to the terms of the Share Option Schemes, the committee (the "**Committee**") which was authorized and charged by the Board with the administration of the Share Option Schemes may, at any time, offer to grant to any employee, agent, consultant or representative of the Company or any of its subsidiaries, including any executive or non-executive director of the Company or any subsidiary of the Company who, the Committee may determine in its absolute discretion, has made valuable contribution to the business of the Group based on his or her performance and/or years of service, or is regarded as valuable human resources of the Group based on his or her work experience, knowledge in the industry and other relevant factors, options (the "**Share Options**") to subscribe for such number of shares as the Committee may determine at the exercise price.

The maximum number of shares to be issued in respect of which options may be granted (together with shares in respect of which options are then outstanding under the Share Option Schemes or any other schemes of the Company) under the Share Option Schemes shall not exceed such number of shares as shall represent 30% of the issued share capital of the Company from time to time.

The maximum entitlement for any one participant (including exercised, cancelled and outstanding options) granted or to be granted in any twelve months period shall not exceed 1% of the total number of shares in issue, provided that options may be issued in excess of such limit if the new grant exceeding 1% of the total number of shares in issue shall have been approved by shareholders of the Company in a general meeting at which the proposed grantee and his associates shall have abstained from voting.

# Directors' Report

## SHARE OPTIONS (cont'd)

### Share Option Schemes (cont'd)

Options may be exercised in whole or in part in the manner provided in the Share Option Schemes by a grantee (or, as the case may be, by his or her legal personal representative) giving notice in writing to the Company after it has vested at any time during the period (the “**Option Period**”), which shall not be more than ten years from the date an option is offered (the “**Offer Date**”). No performance target is required to be reached by the participant before any option can be exercised.

A sum of HK\$1 is payable by the participant on acceptance of the option offer.

The exercise price for the shares (the “**Exercise Price**”) in relation to options to be granted under the Share Option Schemes shall be determined by the Committee and notified to a participant and shall be at least the higher of:

- (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date; and
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date,

provided that the Exercise Price shall not be lower than the nominal value of the shares.

No share option was granted during the year ended 31 March 2022 and 31 March 2021. And as at 31 March 2021 and 31 March 2022, there was no outstanding share option.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2022, so far as the Directors were aware, none of the Directors and the chief executives of the Company had any interest or short position in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required, pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## Directors' Report

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

As at 31 March 2022, according to the register kept by the Company pursuant to section 336 of the SFO, so far as the Directors were aware, the following persons (other than the Directors whose interests are disclosed above) had, or were deemed or taken to have, an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept under section 336 of the SFO:

#### Long positions in Shares

Name of shareholders	Capacity in which interests were held	Number of Shares held	Number of underlying shares held	Total number of Shares and underlying shares	Approximate percentage of interest in issued capital (Note 4) %
Oceanic Fortress Holdings Limited (Note 1)	Beneficial owner	296,887,066	–	296,887,066	57.01
Ms. Huang Li (Note 1)	Interest of corporation controlled by Ms. Huang Li	296,887,066	–	296,887,066	57.01
Mr. Tang Sing Ming Sherman (Note 2)	Beneficial owner	–	71,428,571	71,428,571	13.72
Ms. Ho Ming Yee (Note 3)	Interest of a substantial shareholder's spouse	–	71,428,571	71,428,571	13.72

#### Notes:

- (1) The ordinary Shares are held by Oceanic Fortress Holdings Limited, the entire issued shares of which are owned by Ms. Huang Li.
- (2) Mr. Tang Sing Ming Sherman holds the convertible bonds in respect of the outstanding principal amount of HK\$40,000,000, under which a total of 71,428,571 ordinary Shares would be issued upon full exercise of the conversion rights attaching thereto. Upon full conversion of the convertible bonds, Mr. Tang Sing Ming Sherman would hold 71,428,571 ordinary Shares, representing approximately 13.72% of the issued share capital of the Company as at 31 March 2022.
- (3) Ms. Ho Ming Yee is the spouse of Mr. Tang Sing Ming Sherman, and is therefore deemed to be interested in the same number of Shares held by Mr. Tang Sing Ming Sherman.
- (4) Based on 520,771,875 ordinary Shares of the Company in issue as at 31 March 2022.

# Directors' Report

## **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY** (cont'd)

Save as disclosed above, as at 31 March 2022, so far as the Directors were aware, the Directors were not aware of any person (other than the Directors whose interests are disclosed above) who had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group or had any options in respect of such capital.

## **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 the issue of this report, the Company has maintained sufficient public float under the GEM Listing Rules.

## **PERMITTED INDEMNITY PROVISION**

Article 167(1) of the articles of association of the Company provides that every Director shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts. A Directors' Liability Insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

## **COMPETING INTERESTS**

As at 31 March 2022, none of the Directors, the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) had any interests in any business which competed with or might compete with the business of the Group or had any other conflicts of interest with the Group.

## **MAJOR CUSTOMERS AND SUPPLIERS**

For the Reporting Period, the aggregate amounts of revenue attributable to the Group's five largest customers was less than 30% (2021: less than 30%) of the Group's total revenue. And, the aggregate amounts of purchases attributable to the Group's five largest suppliers accounted for approximately 54% (2021: approximately 44%) and our single largest supplier accounted for approximately 20% (2021: approximately 18%) of the Group's total purchases.

None of the Directors, their close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) has any interest in the Group's five largest suppliers or customers during the Reporting Period.

# Directors' Report

## MANAGEMENT CONTRACTS

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

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

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

## PRE-EMPTIVE RIGHTS

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

## EVENTS AFTER THE REPORTING PERIOD

Details of the significant events of the Group after the Reporting Period are set out in note 37 to the consolidated financial statement and section headed "Management Discussion and Analysis" on pages 40 to 52 of this annual report.

## AUDITOR

A resolution to re-appoint the retiring auditor, PKF Hong Kong Limited, is to be proposed at the forthcoming annual general meeting. There has been no change in auditor of the Company in any of the preceding 3 years.

On behalf of the Board

**Huang Chao**  
*Chairman*

Hong Kong, 24 June 2022

# Independent Auditor's Report

大信梁學濂(香港)會計師事務所有限公司

**PKF**

26/F, Citicorp Centre  
18 Whitfield Road  
Causeway Bay  
Hong Kong

## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF STARGLORY HOLDINGS COMPANY LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

### **OPINION**

We have audited the consolidated financial statements of StarGlory Holdings Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 72 to 148, which comprise the consolidated statement of financial position as at 31 March 2022, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the Group's consolidated financial position as at 31 March 2022, 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.

### **BASIS FOR OPINION**

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

# Independent Auditor's Report

## MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2(d) to the consolidated financial statements which indicates that as at 31 March 2022, the Group had net current liabilities and net liabilities of HK\$91,345,000 and HK\$106,455,000 respectively. These conditions, along with other matters as set forth in Note 2(d) to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## 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.

In addition to the matter described in the "Material uncertainty related to going concern" section of our report, we have determined to communicate in our report the following key audit matters for the year ended 31 March 2022.

### Impairment assessment of plant and equipment, other intangible assets and right-of-use assets

The Group's impairment assessment of plant and equipment, other intangible assets and right-of-use assets disclosed in Notes 3(e), 3(f), 3(g), 3(j), 3(x)(ii), 11, 14 and 15 to the consolidated financial statements were determined to be key audit matters due to the management's assessment of the value in use of the Group's cash-generating units ("CGUs") involved significant judgements and estimates about the future results and key assumptions.

Our procedures performed to address the matter included, amongst others:

- Obtain an understanding of the Group's procedures and method of estimation, including any control activities applied, significant assumptions made and management's assessment of estimation uncertainty;
- Evaluate the competence, independence and works performed by experts engaged by the management to assess their estimation;
- Evaluate the composition of the Group's future cash flows forecasts in the CGUs;
- Evaluate whether the method of estimation and assumptions made are appropriate;
- Test the data used by the management in the estimation;
- Re-calculate the estimation made by the management;
- Review outcome of estimation made in prior period and management's judgements and decisions for possible management bias;

# Independent Auditor's Report

## KEY AUDIT MATTERS (cont'd)

### Impairment assessment of plant and equipment, other intangible assets and right-of-use assets (cont'd)

- Evaluate the adequacy of the sensitivity calculations over the CGUs;
- Review subsequent events relevant to the estimation; and
- Evaluate the disclosure made by management.

## OTHER INFORMATION

The Directors are responsible for the other information which comprises the information included in the Group's annual report for the year ended 31 March 2022, 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.

# Independent Auditor's Report

## **DIRECTORS' RESPONSIBILITIES 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 are in compliance with the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, 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 HKSAs 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.

# Independent Auditor's Report

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

# Independent Auditor's Report

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

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

From the matters communicated with the 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 regulations preclude 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 director on the audit resulting in this independent auditor's report is Leong Ting Kwok David (Practising Certificate Number: P03654).

### **PKF Hong Kong Limited**

*Certified Public Accountants*

Hong Kong, 24 June 2022

# Consolidated Statement of Profit or Loss

For the year ended 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
Revenue	4	171,884	187,875
Cost of sales		(76,576)	(79,557)
Gross profit		95,308	108,318
Other income	5	3,348	18,533
(Loss)/gain on disposal of subsidiaries	30	(1,699)	1,893
Operating expenses		(112,339)	(120,113)
Operating (loss)/profit		(15,382)	8,631
Finance costs	6(a)	(5,554)	(5,780)
(Loss)/profit before income tax	6	(20,936)	2,851
Income tax credit/(expense)	8(a)	248	(436)
(Loss)/profit for the year		(20,688)	2,415
<b>(Loss)/profit for the year attributable to:-</b>			
Owners of the Company		(19,810)	2,521
Non-controlling interests		(878)	(106)
		(20,688)	2,415
<b>(Loss)/earnings per share (HK cents)</b>			(Restated)
– Basic	10	(3.80)	0.48
– Diluted		(3.80)	0.48

The notes on pages 79 to 148 form part of these consolidated financial statements.

# Consolidated Statement of Comprehensive Income

For the year ended 31 March 2022

	2022 HK\$'000	2021 HK\$'000
(Loss)/profit for the year	<b>(20,688)</b>	2,415
<b>Other comprehensive (loss)/income:-</b>		
Item that may be subsequently reclassified to profit or loss:-		
Exchange loss arising from translation of financial statements of foreign operations	<b>(831)</b>	(1,095)
Release of exchange reserve upon disposal of subsidiaries	<b>19</b>	1,671
Other comprehensive (loss)/income for the year, net of tax	<b>(812)</b>	576
<b>Total comprehensive (loss)/income for the year</b>	<b>(21,500)</b>	2,991
<b>Total comprehensive (loss)/income for the year attributable to:-</b>		
Owners of the Company	<b>(20,613)</b>	3,097
Non-controlling interests	<b>(887)</b>	(106)
	<b>(21,500)</b>	2,991

The notes on pages 79 to 148 form part of these consolidated financial statements.

# Consolidated Statement of Financial Position

As at 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Plant and equipment	11	5,759	5,258
Goodwill	13	–	–
Other intangible assets	14	6,614	7,228
Right-of-use assets	15	21,281	20,120
Deposits paid for plant and equipment		–	21
		<b>33,654</b>	32,627
<b>CURRENT ASSETS</b>			
Inventories	18	2,152	5,712
Debtors, deposits and prepayments	19	17,582	19,130
Income tax recoverable		200	–
Time deposits	20	10,000	–
Cash and cash equivalents	20	51,474	72,369
		<b>81,408</b>	97,211
<b>DEDUCT:–</b>			
<b>CURRENT LIABILITIES</b>			
Creditors and accruals	21	151,411	144,615
Contract liabilities	22	1,005	807
Lease liabilities	23	20,337	16,826
Convertible bonds	24	–	39,771
Income tax payable		–	410
		<b>172,753</b>	202,429
<b>NET CURRENT LIABILITIES</b>		<b>(91,345)</b>	(105,218)

# Consolidated Statement of Financial Position

As at 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
TOTAL ASSETS LESS CURRENT LIABILITIES		<b>(57,691)</b>	(72,591)
NON-CURRENT LIABILITIES			
Creditors and accruals	21	<b>257</b>	519
Lease liabilities	23	<b>8,002</b>	10,725
Deferred tax liabilities	17	<b>505</b>	753
Convertible bonds	24	<b>40,000</b>	–
		<b>48,764</b>	11,997
NET LIABILITIES		<b>(106,455)</b>	(84,588)
REPRESENTING:–			
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY			
Share capital	25	<b>41,662</b>	41,662
Reserves	26	<b>(146,863)</b>	(126,250)
		<b>(105,201)</b>	(84,588)
NON-CONTROLLING INTERESTS		<b>(1,254)</b>	–
TOTAL EQUITY		<b>(106,455)</b>	(84,588)

The notes on pages 79 to 148 form part of these consolidated financial statements.

Approved and authorized for issue by the Board of Directors on 24 June 2022 and are signed on its behalf by

**Huang Chao**  
Director

**Wu Xiaowen**  
Director

# Consolidated Statement of Changes in Equity

For the year ended 31 March 2022

	Attributable to owners of the Company									
	Share capital HK\$'000	Accumulated losses HK\$'000	Share premium HK\$'000	Special reserve HK\$'000	Exchange reserve HK\$'000	Convertible bonds equity reserve HK\$'000	Other reserve HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1.4.2020	41,662	(392,996)	258,889	3,801	(448)	1,390	(143)	(87,845)	(330)	(88,175)
Disposal of subsidiaries – Note 30	-	-	-	-	-	-	160	160	436	596
<b>Total comprehensive income</b>										
Profit for the year	-	2,521	-	-	-	-	-	2,521	(106)	2,415
Other comprehensive income:-										
Exchange loss arising from translation of financial statements of foreign operations	-	-	-	-	(1,095)	-	-	(1,095)	-	(1,095)
Release of exchange reserve upon disposal of subsidiaries – Note 30	-	-	-	-	1,671	-	-	1,671	-	1,671
Total comprehensive income for the year	-	2,521	-	-	576	-	-	3,097	(106)	2,991
At 31.3.2021 and 1.4.2021	41,662	(390,475)	258,889	3,801	128	1,390	17	(84,588)	-	(84,588)
Acquisition of subsidiaries – Note 29	-	-	-	-	-	-	-	-	(802)	(802)
Disposal of subsidiaries – Note 30	-	-	-	-	-	-	-	-	435	435
<b>Total comprehensive income</b>										
Loss for the year	-	(19,810)	-	-	-	-	-	(19,810)	(878)	(20,688)
Other comprehensive loss:-										
Exchange loss arising from translation of financial statements of foreign operations	-	-	-	-	(822)	-	-	(822)	(9)	(831)
Release of exchange reserve upon disposal of subsidiaries – Note 30	-	-	-	-	19	-	-	19	-	19
Total comprehensive loss for the year	-	(19,810)	-	-	(803)	-	-	(20,613)	(887)	(21,500)
<b>At 31.3.2022</b>	<b>41,662</b>	<b>(410,285)</b>	<b>258,889</b>	<b>3,801</b>	<b>(675)</b>	<b>1,390</b>	<b>17</b>	<b>(105,201)</b>	<b>(1,254)</b>	<b>(106,455)</b>

The notes on pages 79 to 148 form part of these consolidated financial statements.

# Consolidated Statement of Cash Flows

For the year ended 31 March 2022

	2022 HK\$'000	2021 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
(Loss)/profit before income tax	<b>(20,936)</b>	2,851
Adjustments for:–		
Exchange (gain)/loss, net	<b>(16)</b>	28
Loss/(gain) on disposal of subsidiaries	<b>1,699</b>	(1,893)
Interest income	<b>(148)</b>	(456)
(Reversal of provision)/provision of reinstatement costs	<b>(164)</b>	14
Interest expenses on other loans	<b>1,359</b>	1,393
Interest expense on convertible bonds	<b>800</b>	800
Imputed interest expense on convertible bonds	<b>229</b>	384
Interest expenses on lease liabilities	<b>1,043</b>	1,217
Depreciation of plant and equipment	<b>3,452</b>	3,248
Depreciation of right-of-use assets	<b>22,681</b>	22,931
(Gain)/loss on disposal and written off of plant and equipment, net	<b>(143)</b>	504
Amortization of other intangible assets	<b>753</b>	772
Deposits paid for plant and equipment written-off	–	600
Gain on lease modification	–	(163)
Operating profit before working capital changes	<b>10,609</b>	32,230
Decrease/(increase) in inventories	<b>909</b>	(3,445)
Decrease/(increase) in debtors, deposits and prepayments	<b>1,873</b>	(947)
(Decrease)/increase in creditors and accruals	<b>(2,656)</b>	1,993
Increase in contract liabilities	<b>198</b>	37
Cash generated from operations	<b>10,933</b>	29,868
Income tax paid	<b>(610)</b>	–
Interest received	<b>148</b>	456
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>10,471</b>	30,324

# Consolidated Statement of Cash Flows

For the year ended 31 March 2022

	Notes	2022 HK\$'000	2021 HK\$'000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for purchase of plant and equipment		(4,143)	(4,752)
Sales proceeds from disposal of plant and equipment		423	106
Payment for acquisition of other intangible assets		(139)	(184)
Payment for acquisition of right-of-use assets		(181)	(51)
Net cash inflow arising from acquisition of subsidiaries	29	443	–
Net cash (outflow)/inflow arising on disposal of subsidiaries	30	(579)	756
Placement of time deposit		(10,000)	–
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(14,176)</b>	(4,125)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Increase/(decrease) in other loans		7,087	(9,388)
Interests paid on other loans		(800)	(4,140)
Capital element of lease liabilities paid		(22,874)	(22,080)
Interest element of lease liabilities paid		(1,043)	(1,217)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>(17,630)</b>	(36,825)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(21,335)</b>	(10,626)
<b>CASH AND CASH EQUIVALENTS</b>			
AS AT THE BEGINNING OF THE YEAR		72,369	82,552
<b>EFFECT OF EXCHANGE RATES CHANGES</b>		<b>440</b>	443
<b>CASH AND CASH EQUIVALENTS</b>			
AS AT THE END OF THE YEAR	20	51,474	72,369
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Cash and bank balances		36,474	37,369
Time deposits with original maturity of less than 3 months		15,000	35,000
		<b>51,474</b>	72,369

The notes on pages 79 to 148 form part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 1. GENERAL INFORMATION

StarGlory Holdings Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 13 November 2001 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The principal place of its business is 6/F., Southland Building, 48 Connaught Road Central, Central, Hong Kong. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the provision of food and beverage services. The ultimate controlling party of the Group as at 31 March 2022 was Ms. Huang Li (“**Ms. Huang**” or the “**Controlling Shareholder**”).

The Company is listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## 2. BASIS OF PREPARATION

### (a) Compliance with Hong Kong Financial Reporting Standards

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards (“**HKFRS**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (“**HK(IFRIC) – Int**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

### (b) Initial application of HKFRSs

In the current year, the Group initially applied the following amendments to HKFRSs:–

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

Except as described below, the application of the above amendments to HKFRS in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
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The amendment extends the availability of the practical expedient in paragraph 46A of HKFRS 16 Leases (“**HKFRS 16**”) by one year so that the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met.

The application of this amendment has had no material impact on the Group’s financial positions and performance for the current and prior years.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 2. BASIS OF PREPARATION (cont'd)

### (c) HKFRSs in issue but not yet effective

The following new and amendments to HKFRSs in issue at 31 March 2022 have not been applied in the preparation of these consolidated financial statements since they were not yet effective for the annual period beginning on 1 April 2021:–

HKFRS 17	Insurance Contracts and the related Amendments <sup>2</sup>
Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related Amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>2</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>2</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>2</sup>
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>1</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a contract <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018 – 2020 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

The Group is in the process of making an assessment of what the impact of these HKFRSs is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

### (d) Adoption of the going concern basis

When preparing the consolidated financial statements, the Group's ability to continue as a going concern has been assessed. These consolidated financial statements have been prepared by the Directors on a going concern basis notwithstanding that as at 31 March 2022, the Group had net current liabilities and net liabilities of HK\$91,345,000 and HK\$106,455,000 respectively as the Directors considered that:–

- (1) Ms. Huang, being the sole beneficial owner and director of the ultimate holding company of the Group, will provide continuing financial support to the Group; and
- (2) On 14 June 2022, Mr. Tang Sing Ming Sherman, as a lender, who is also the sole beneficial owner of the convertible bonds ("**Convertible Bonds**") issued by the Company, signed a memorandum of loans with a subsidiary of the Company, pursuant to which repayment date of a loan from Mr. Tang with an outstanding balance of approximately HK\$104,119,000 as at 14 June 2022 was extended (the "**Extension**") from 22 June 2022 to 22 June 2023 (the "**Extended Loan**"). The Extended Loan bears the same term after the Extension. The rest of the loan from Mr. Tang is unsecured, interest-free and repayable on demand. Details of other loans and the Extension are set out in Notes 21 and 37(b) to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 2. BASIS OF PREPARATION (cont'd)

### (d) Adoption of the going concern basis (cont'd)

After taking into consideration of the above factors and funds expected to be generated internally based on the Directors' estimation on the future cash flows of the Group, the Directors are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due in the foreseeable future and consider that it is appropriate for the consolidated financial statements to be prepared on a going concern basis since there are no material uncertainties related to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### (a) Measurement basis

The consolidated financial statements are prepared under the historical cost basis.

### (b) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and the subsidiaries controlled by the Company.

Subsidiaries are all entities controlled by the Group. The Group controls an entity when it is exposed, 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (b) Basis of consolidation (cont'd)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the period between non-controlling interests and the owners of the Company.

### (c) Business combination and goodwill

Business combination is accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group from the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definition of an asset and a liability in the Framework for the Preparation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting issued in September 2010).

At the acquisition date, the identifiable assets acquired and the liabilities assumed, as disclosed in Note 29, are recognized at their fair value.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (c) Business combination and goodwill (cont'd)

If the business combination is achieved in stages, fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability is recognized in accordance with HKFRS 13 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or group of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

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

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (d) Revenue recognition

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

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

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

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

Otherwise, revenue is recognized at a point in time when the customer obtains control of the distinct good or service. Revenues of the Group are recognized in profit or loss as follows:–

- Revenue from provision of food and beverage services including services charges is recognized at a point in time when catering services are provided.
- Revenue from the sales of products is recognized when control of the products has transferred, being at the point the products are delivered to the customer's premise and the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales order, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. Revenue excludes value-added tax or other sales taxes and is after deduction of any trade discounts and returns.
- Interest income is recognized as it accrues using the effective interest method. For financial assets measured at amortized cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortized cost (i.e. gross carrying amount net of loss allowance) of the asset (Note 3(i)).
- Service fee income is recognized over time when services have been rendered.
- Franchise fee income is recognized over the franchise periods on a straight-line basis.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (d) Revenue recognition (cont'd)

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

Accounting policy in respect of contract liability is further disclosed in Note 3(m).

### (e) Plant and equipment and depreciation

Plant and equipment including the right-of-use assets arising from leases of the underlying plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its present working condition and location for its intended use. Expenditure incurred after the plant and equipment have been put into operation, such as repairs and maintenance, are charged to profit or loss in the year in which they are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the plant and equipment, the expenditure is capitalized as an additional cost of the asset.

Depreciation is calculated to write down the cost of plant and equipment to their estimated residual values on a straight-line basis over their estimated useful lives at the following annual rates and bases:-

Furniture, fixtures and equipment	10% to 50% or over the lease term whichever is shorter
Leasehold improvement	10% to 33.33% or over the lease term whichever is shorter
Motor vehicles	20% to 33.33%
Right-of-use assets – Leasehold properties	Over the lease term
Right-of-use assets – Motor vehicles	Over the lease term

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss on the date of retirement or disposal.

Construction in progress represents plant and equipment under construction or pending installation, and is stated at cost less impairment losses. The cost of self-constructed items of plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs. Capitalization of these costs ceases and the construction in progress is transferred to plant and equipment when the asset is substantially completed and ready for its intended use.

No depreciation is provided in respect of construction in progress until it is substantially completed and ready for its intended use.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (f) Intangible assets (other than goodwill)

Intangible assets are stated at cost less accumulated amortization and impairment losses.

Development costs are capitalized only when it can be demonstrated that completing the development is technically and financially feasible, the product under development will generate probable future economic benefits through sale or use, and the development expenditure can be measured reliably. Development costs which do not meet these criteria are expensed when incurred.

Amortization is calculated to write off the costs of intangible assets over their estimated useful lives on a straight line basis as follows:–

Trademark acquired	5 to 20 years
Franchise rights acquired	5 to 20 years

### (g) Leases

#### *Definition of a lease*

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

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

#### *As a lessee*

#### **Allocation of consideration to components of a contract**

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (g) Leases (cont'd)

#### *As a lessee (cont'd)*

#### **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis or another systematic basis over the lease term.

#### **Right-of-use assets**

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life.

Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (g) Leases (cont'd)

#### *As a lessee (cont'd)*

##### **Refundable rental deposits**

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

##### **Lease liabilities**

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognized as expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (g) Leases (cont'd)

#### *As a lessee (cont'd)*

#### **Lease liabilities** (cont'd)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

### (h) Interests in subsidiaries

Interests in subsidiaries are stated in the Company's statement of financial position at cost less any identified impairment loss. Income from subsidiaries is recognized in the Company's financial statements on the basis of dividends declared by the subsidiaries.

### (i) Financial assets

#### **Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortized cost.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (i) Financial assets (cont'd)

#### *Classification (cont'd)*

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investments at fair value through other comprehensive income.

#### *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the contractual 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.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

#### *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 ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

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

Receivables are stated at amortized cost using the effective interest method less allowance for credit losses.

#### *Impairment of financial assets*

The Group applies the expected credit loss ("ECL") model to financial assets measured at amortized cost, including trade debtors and other debtors, time deposits and cash and cash equivalents. Financial assets measured at fair value are not subject to the ECL assessment.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (i) Financial assets (cont'd)

#### *Impairment of financial assets (cont'd)*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets, trade debtors and other debtors and time deposits: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:–

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the end of reporting; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade debtors are always measured at an amount equal to lifetime ECLs. ECLs on trade debtors are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of reporting period.

For all other financial instruments (including other debtors, time deposits and cash and cash equivalents), the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (i) Financial assets (cont'd)

#### ***Significant increases in credit risk***

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:–

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### ***Definition of default***

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (i) Financial assets (cont'd)

#### ***Basis of calculation of interest income***

Interest income recognized (Note 3(d)) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortized cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

#### ***Credit-impaired financial assets***

At the end of each reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:-

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- the disappearance of an active market for a security because of financial difficulties of the issuer.

#### ***Write-off policy***

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognized as a reversal of impairment in profit or loss in the period in which the recovery occurs.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (i) Financial assets (cont'd)

#### *Measurement and recognition of ECLs*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade debtors where the corresponding adjustment is recognized through a loss allowance account.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (j) Impairment of plant and equipment, other intangible assets (other than goodwill) and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment, other intangible assets (other than goodwill) and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of plant and equipment, other intangible assets and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognized immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (k) Provisions and contingent liabilities

Provisions are recognized for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### (l) Financial liabilities and equity

#### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

#### *Financial liabilities*

All financial liabilities are subsequently measured at amortized cost, using the effective interest method.

#### *Derecognition of financial liabilities*

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (m) Contract liabilities

A contract liability is recognized when the customer pays non-refundable consideration before the Group recognizes the related revenue (Note 3(d)). A contract liability would also be recognized if the Group has an unconditional right to receive consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognized (Note 3(i)).

### (n) Convertible bonds that contain an equity component

Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both liability component and equity component.

At initial recognition the liability component of the convertible bonds is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognized as the liability component is recognized as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortized cost. The interest expense recognized in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognized in the convertible bonds equity reserve until either the note is converted or redeemed. Where the option remains unexercised at the expiry date, the balance stated in convertible bonds equity reserve will be released to accumulated profit or loss. No gain or loss is recognized in profit or loss upon conversion or expiration of the option.

If any bonds are converted, the convertible bonds equity reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the convertible bonds equity reserve is released directly to accumulated profit or loss.

The liability component (or part of the liability component) of the convertible bonds is derecognized when, and only when, it is extinguished – i.e. when the obligation specified in the contract is discharged or cancelled or expired.

A significant modification of the terms of the convertible bonds is accounted for as recognition of a new compound instrument and an extinguishment of the original compound instrument before maturity. The difference between the carrying amount of the original liability component extinguished and its fair value at the date of modification is recognized in profit or loss. The difference between the fair value at the date of modification of the original liability component extinguished and the fair value of the newly recognized liability component is recognized in the convertible bonds equity reserve. The carrying amount of the equity component of the original compound instrument extinguished is released from convertible bonds equity reserve to accumulated profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (o) Employee benefits

Salaries, annual bonuses and annual leave entitlements are accrued in the year in which the associated services are rendered by employees of the Group.

Obligations for contributions to defined contribution retirement plans are recognized as an expense in profit or loss as incurred.

Termination benefits are recognized when, and only when, the Group demonstrably commits itself to terminate employment or provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

The fair value of share options granted to employees measured at the grant date and is adjusted for the estimated number of shares that will eventually be vested is recognized as an employee cost on a straight-line basis over the vesting period, with a corresponding increase in an employee share-based compensation reserve.

For the purposes of diluted earnings per share, the exercise price of the options is adjusted for the cost of employee services to render in the remaining vesting period.

### (p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalization of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred. Borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization of borrowing costs is suspended or ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (q) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is calculated on a first-in-first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognized as a reduction in the amount of inventories recognized as an expense in the period in which the reversal occurs.

### (r) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit or loss because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes profit or loss items that are never taxable and deductible.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (r) Income tax (cont'd)

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 "Income Taxes" requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Deferred tax is charged or credited to profit or loss, except when it relates to items recognized in other comprehensive income or directly to equity, in which case the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

### (s) Government grants

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

Where the grant and subsidy relate to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (t) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Cash equivalents are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### (u) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:–
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:–
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) both entities are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (u) Related parties (cont'd)

(b) An entity is related to the Group if any of the following conditions applies:- (cont'd)

- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### (v) Foreign currency translation

The consolidated financial statements are presented in Hong Kong dollar, which is also the Company's functional currency. The functional currency of the Company or its subsidiaries is the currency of the primary economic environment in which the Company or its subsidiaries operate.

Foreign currency transactions of the Company or its subsidiaries are initially recorded in the functional currency using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at the end of the reporting period and the exchange differences arising are recognized in profit or loss. Non-monetary items carried at fair value denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined and the exchange differences arising are recognized in profit or loss, except for the exchange component of a gain or loss that is recognized directly in equity.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Company's foreign operations are translated into the presentation currency of the Company at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising are recognized as a separate component of equity (exchange reserve). Such translation differences are recognized in profit or loss for the year in which the foreign operation is disposed of.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognized in exchange reserve.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (w) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not material individually may be aggregated if they share a majority of these criteria.

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

The Group has only one business segment for current year (2021: one).

### (x) Critical accounting estimate and judgements

#### *Key sources of estimation uncertainty*

In the process of applying the Group's accounting policies, management makes various estimates based on past experiences, expectations of the future and other information. The key sources of estimation uncertainty that may significantly affect the amounts recognized in the consolidated financial statements are disclosed below:-

#### (i) **Estimated useful lives of tangible and intangible assets with definite useful lives**

The Group estimates the useful lives of tangible and intangible assets based on the periods over which the assets are expected to be available for use. The Group reviews annually their estimated useful lives, based on factors that include asset utilization and anticipated use of the assets tempered by related industry benchmark information. It is possible that future results of operation could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful lives of tangible and intangible assets would increase depreciation charges and decrease non-current assets.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

### (x) Critical accounting estimate and judgements (cont'd)

#### *Key sources of estimation uncertainty (cont'd)*

#### (ii) Impairment of plant and equipment, other intangible assets and right-of-use assets

Plant and equipment, intangible assets (other than goodwill) and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including growth rates, budgeted sales, gross margins and an appropriate discount rate. Changing the assumptions and estimates (including the discount rates or the growth rate) in the cash flow projections, could materially affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to uncertainty on how the Covid-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions in the Group's operation of a restaurant, cafés and cake shops in Hong Kong.

Details of the impairment assessment on plant and equipment, other intangible assets and right-of-use assets are disclosed in Note 16.

#### (iii) Loss allowance for trade and other debtors

The loss allowances for financial assets are based on assumptions about the risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 34(a) to the consolidated financial statements.

#### (iv) Going concern

Management makes an assessment of the Group's ability to continue as a going concern when preparing the consolidated financial statements. As disclosed in Note 2(d) to the consolidated financial statements, the validity of the going concern assumptions depends upon (i) the continuing financial support from Ms. Huang, who is the sole beneficial owner and director of the ultimate holding company; and (ii) other loans, of which the repayment date was subsequently extended from 22 June 2022 to 22 June 2023.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively and to provide for any further liabilities which might arise.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 4. REVENUE

Revenue represents invoiced value recognized in respect of provision of food and beverage services and others and sales of skincare products, net of discounts and value-added tax, during the year. An analysis of the revenue recorded for the year is set out below:-

	2022 HK\$'000	2021 HK\$'000
Revenue from customers and recognized at a point in time		
– Provision of food and beverage services and others	170,460	184,765
– Sales of skincare products	1,424	3,110
	171,884	187,875

## 5. OTHER INCOME

	2022 HK\$'000	2021 HK\$'000
Government grants – Note 5(a)	1,100	15,463
Interest income	148	456
Service fee income	1,674	1,521
Franchise fee income	–	135
Gain on lease modification	–	163
Gain on disposal of plant and equipment	143	–
Exchange gain, net	16	–
Miscellaneous items	267	795
	3,348	18,533

Note:-

- (a) For the year ended 31 March 2022, government grants represent the subsidies received from Anti-epidemic Fund of the government of the HKSAR.

For the year ended 31 March 2021, it represented the approved amount of wages subsidies under the Employment Support Scheme launched by the government of the HKSAR and subsidies received from the Anti-epidemic Fund of the government of the HKSAR.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 6. (LOSS)/PROFIT BEFORE INCOME TAX

	2022 HK\$'000	2021 HK\$'000
<b>(Loss)/profit before income tax is arrived at after charging/(crediting):-</b>		
<b>(a) Finance costs:-</b>		
Interest expenses on other loans	1,359	1,393
Interest expense on convertible bonds	800	800
Imputed interest expense on convertible bonds – Note 24	229	384
Interest expenses on lease liabilities	1,043	1,217
Other bank charges	2,123	1,986
	<b>5,554</b>	5,780
<b>(b) Other items:-</b>		
Amortization of other intangible assets	753	772
Depreciation of plant and equipment	3,452	3,248
Depreciation of right-of-use assets	22,681	22,931
Auditor's remuneration for audit services	651	709
Auditor's remuneration for non-audit services	8	–
Exchange (gain)/loss, net	(16)	28
Variable lease payment not included in the measurement of lease liabilities	3,720	5,437
COVID-19 related rent concessions from lessors	(460)	(686)
Short-term lease expenses	6,013	8,417
Directors' remuneration – Note 7(a)	1,020	1,020
Other staff salaries and benefits	60,208	61,211
Retirement scheme contributions	2,691	2,566
Other staff costs	62,899	63,777
Cost of inventories sold	76,576	79,557
Deposits paid for plant and equipment written-off	–	600
(Gain)/loss on disposal and written off of plant and equipment, net	(143)	504

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 7. DIRECTORS' REMUNERATIONS AND EMPLOYEES' EMOLUMENTS

- (a) Pursuant to the GEM Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, details of remunerations paid by the Group to the Directors during the year are as follows:-

	Fees HK\$'000	Basic salaries, allowances and other benefits HK\$'000	Retirement scheme contributions HK\$'000	Equity- settled share-based payment expenses HK\$'000	Total HK\$'000
2021					
<i>Executive Directors:-</i>					
Mr. Wu Xiaowen	240	-	-	-	240
Mr. Huang Chao	240	-	-	-	240
	480	-	-	-	480
<i>Independent non-executive Directors:-</i>					
Mr. Chan Yee Ping Michael	180	-	-	-	180
Mr. Zeng Shiquan	180	-	-	-	180
Mr. Yang Haiyu (appointed on 11 December 2020)	55	-	-	-	55
Mr. Deng Guozhen (resigned on 11 December 2020)	125	-	-	-	125
	540	-	-	-	540
	1,020	-	-	-	1,020

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 7. DIRECTORS' REMUNERATIONS AND EMPLOYEES' EMOLUMENTS (cont'd)

- (a) Pursuant to the GEM Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, details of remunerations paid by the Group to the Directors during the year are as follows:– (cont'd)

	Fees HK\$'000	Basic salaries, allowances and other benefits HK\$'000	Retirement scheme contributions HK\$'000	Equity- settled share-based payment expenses HK\$'000	Total HK\$'000
2022					
<i>Executive Directors:–</i>					
Mr. Wu Xiaowen	240	–	–	–	240
Mr. Huang Chao	240	–	–	–	240
	<b>480</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>480</b>
<i>Independent non-executive Directors:–</i>					
Mr. Chan Yee Ping Michael	180	–	–	–	180
Mr. Zeng Shiquan	180	–	–	–	180
Mr. Yang Haiyu	180	–	–	–	180
	<b>540</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>540</b>
	<b>1,020</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1,020</b>

- (i) The executive Directors' remunerations shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (ii) The independent non-executive Directors' remunerations shown above were for their services as directors of the Company.
- (iii) No Directors waived or agreed to waive any remunerations during the years ended 31 March 2022 and 2021.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 7. DIRECTORS' REMUNERATIONS AND EMPLOYEES' EMOLUMENTS (cont'd)

(b) Five highest paid individuals

The remuneration of employees who were not Directors during the year and who were amongst the five (2021: five) highest paid individuals of the Group are as follows:-

	2022 HK\$'000	2021 HK\$'000
Basic salaries, allowances and benefits in kind	4,383	4,349
Performance related bonuses	176	240
Retirement scheme contributions	90	90
	<b>4,649</b>	4,679

The number of employees whose remuneration fell within the following band is as follow:-

	2022	2021
Nil – HK\$1,000,000	3	3
HK\$1,000,001 – HK\$1,500,000	2	2

There was no remuneration paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 March 2022 and 2021.

## 8. INCOME TAX

(a) Taxation in the consolidated statement of profit or loss represents:-

	2022 HK\$'000	2021 HK\$'000
Current tax: –		
– Provision for the year	–	89
– Over-provision in prior years	–	(926)
Deferred tax (credit)/charge – Note 17	<b>(248)</b>	1,273
Income tax (credit)/expense	<b>(248)</b>	436

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 8. INCOME TAX (cont'd)

- (a) Taxation in the profit or loss represents:- (cont'd)
- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.
  - (ii) The Company’s subsidiaries incorporated/established in Hong Kong and the People’s Republic of China (“PRC”) are subject to Hong Kong Profits Tax and PRC Enterprise Income Tax at the rates of 16.5% and 25% respectively (2021: Hong Kong – 16.5% and PRC – 25% respectively) except for a Hong Kong subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.
- (b) The income tax (credit)/expense for the year can be reconciled to the (loss)/profit before income tax per consolidated statement of profit or loss for the year as follows:-

	2022 HK\$'000	2021 HK\$'000
(Loss)/profit before income tax	<b>(20,936)</b>	2,851
Tax effect at the Hong Kong profits tax rate of 16.5% (2021: 16.5%)	<b>(3,454)</b>	470
Tax rates differential	<b>616</b>	797
Tax effect of income that is not taxable	<b>(1,060)</b>	(2,925)
Tax effect of expenses that are not deductible	<b>614</b>	450
Tax effect of unused tax losses not recognized	<b>3,088</b>	2,669
Tax effect of utilization of tax losses not recognized	<b>(52)</b>	-
Over-provision in prior years	-	(926)
Tax effect of two-tiered profits tax rates regime	-	(89)
Tax concession	-	(10)
Income tax (credit)/expense	<b>(248)</b>	436

- (c) The components of unrecognized deductible/taxable temporary differences in certain subsidiaries of the Company were as follows:-
- (i) The Group’s total tax loss from its Hong Kong subsidiaries and PRC subsidiaries are approximately HK\$58,892,000 (2021: HK\$57,001,000) and HK\$50,446,000 (2021: HK\$38,419,000), respectively. The unutilized tax losses accumulated in the Hong Kong subsidiaries of the Company amounted to approximately HK\$57,174,000 (2021: approximately HK\$57,001,000) can be carried forward indefinitely. The unutilized tax losses accumulated in PRC subsidiaries amounted to approximately HK\$50,446,000 (2021: approximately HK\$38,419,000) can be carried forward for a maximum of five years. Deductible temporary differences have not been recognized owing to the absence of objective evidence in respect of the availability of sufficient taxable profits that are expected to arise to offset against the deductible temporary differences.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 8. INCOME TAX (cont'd)

- (c) The components of unrecognized deductible/taxable temporary differences in certain subsidiaries of the Company were as follows:- (cont'd)
- (ii) Pursuant to the Corporate Income Tax Law of the PRC and its implementation rules, the gross amount of dividends received by the Company's subsidiaries incorporated in Hong Kong from its PRC subsidiaries in respect of their profits generated since 1 January 2008 is subject to withholding tax at a rate of 5%. Under the Caishui (2008) No. 1, the undistributed profits of the PRC subsidiaries as at 31 December 2007 determined based on the relevant PRC tax rules and regulations are exempted from withholding tax. Since the Group can control the quantum and timing of distribution of profits of the Group's subsidiaries in the PRC, no deferred tax liability was provided as no profit is expected to be distributed by the PRC subsidiaries in the foreseeable future. The PRC subsidiaries do not have any undistributed profits as at 31 March 2022 and 2021.

## 9. DIVIDEND

No dividend has been paid or declared by the Company for the years ended 31 March 2022 and 2021.

## 10. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the loss attributable to owners of the Company of HK\$19,810,000 (2021: profit attributable to owners of the Company of HK\$2,521,000) and the weighted average number of ordinary shares of 520,771,875 (2021 (restated): ordinary shares of 520,771,875) in issue during the year ended 31 March 2022.

On 11 January 2022, every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company were consolidated into one (1) ordinary share of HK\$0.08 each (each a "**Consolidated Share**") in the share capital of the Company (the "**Share Consolidation**") and resulted in the weighted average number of Consolidated Shares of 520,771,875 in issue during all periods presented. Comparative figures of the weighted average number of ordinary shares for calculating basic earnings per share have been adjusted on the assumption that the Share Consolidation has been effective since the beginning of the prior year.

The computation of diluted loss per share (2021: earnings per share) does not assume the conversion of the Company's outstanding convertible bonds since the exercise price of those convertible bonds was higher than the average market price for both 2022 and 2021.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 11. PLANT AND EQUIPMENT

	Leasehold improvement HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Construction in progress HK\$'000	Total HK\$'000
Cost:-					
At 1.4.2020	21,984	21,936	599	560	45,079
Exchange adjustment	161	54	-	22	237
Additions	2,212	2,519	-	-	4,731
Disposal of subsidiaries – Note 30	(7,110)	(1,103)	-	-	(8,213)
Disposals and written off	(1,479)	(1,805)	(403)	(582)	(4,269)
At 31.3.2021	15,768	21,601	196	-	37,565
Accumulated depreciation:-					
At 1.4.2020	19,064	16,817	599	-	36,480
Exchange adjustment	115	3	-	-	118
Charge for the year	514	2,734	-	-	3,248
Disposal of subsidiaries – Note 30	(6,123)	(801)	-	-	(6,924)
Written back on disposals and written off	(1,467)	(1,789)	(403)	-	(3,659)
At 31.3.2021	12,103	16,964	196	-	29,263
Accumulated impairment:-					
At 1.4.2020 and 31.3.2021	2,033	1,011	-	-	3,044
Net book value:-					
At 31.3.2021	1,632	3,626	-	-	5,258
Cost:-					
At 1.4.2021	15,768	21,601	196	-	37,565
Exchange adjustment	8	29	-	-	37
Acquisition of subsidiaries – Note 29	131	115	-	-	246
Additions	2,557	1,607	-	-	4,164
Disposal of subsidiaries – Note 30	(177)	(118)	-	-	(295)
Disposals and written off	(1,320)	(2,210)	(196)	-	(3,726)
<b>At 31.3.2022</b>	<b>16,967</b>	<b>21,024</b>	<b>-</b>	<b>-</b>	<b>37,991</b>
Accumulated depreciation:-					
At 1.4.2021	12,103	16,964	196	-	29,263
Exchange adjustment	11	8	-	-	19
Charge for the year	1,137	2,315	-	-	3,452
Disposal of subsidiaries – Note 30	(58)	(42)	-	-	(100)
Written back on disposals and written off	(1,049)	(2,201)	(196)	-	(3,446)
<b>At 31.3.2022</b>	<b>12,144</b>	<b>17,044</b>	<b>-</b>	<b>-</b>	<b>29,188</b>
Accumulated impairment:-					
<b>At 1.4.2021 and 31.3.2022</b>	<b>2,033</b>	<b>1,011</b>	<b>-</b>	<b>-</b>	<b>3,044</b>
Net book value:-					
<b>At 31.3.2022</b>	<b>2,790</b>	<b>2,969</b>	<b>-</b>	<b>-</b>	<b>5,759</b>

Details of impairment assessment are disclosed in note 16 to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 12. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries are as follows:-

Name of company	Place of incorporation and type of legal entity	Attributable equity interest %		Issued or paid up/ registered capital	Principal activities
		Direct	Indirect		
Marvel Success Limited	BVI, limited liability company	100	-	US\$1	Investment holding in Hong Kong
Epicurean Management (Asia) Limited	Hong Kong, limited liability company	-	100	HK\$1	Provision of management services in Hong Kong
I. T. H. K. Limited ("ITHK")	Hong Kong, limited liability company	-	100	HK\$300,000	Provision of food and beverage services in Hong Kong
Ginza Bairin (Greater China) Holdings Limited	Hong Kong, limited liability company	-	100	HK\$2,000,000	Franchise and investment holding in Hong Kong
Hobby Limited	Hong Kong, limited liability company	-	100	HK\$1	Provision of food and beverage services in Hong Kong
榮暉企業管理(深圳)有限公司	PRC, limited liability company - Note 12(a)	-	100	RMB20,000,000 (paid up RMB18,000,000)	Trading of skincare products in the PRC
海韻彩科技(深圳)有限公司 (formerly known as 惠州市大亞灣區新鵬城科技發展有限公司)	PRC, limited liability company - Note 12(a)	-	100	RMB5,000,000 (paid up RMB2,500,000)	Not yet commenced business in the PRC
華胤(深圳)生物科技有限公司	PRC, limited liability company - Note 12(b)	-	70	RMB11,000,000 (paid up RMB Nil)	Investment holding in the PRC
中科華胤(深圳)生物有限公司	PRC, domestic limited liability company	-	35.7 - Note 12(c)	RMB10,780,000 (paid up RMB10,000,000)	Not yet commenced business in the PRC

Notes:-

- (a) These subsidiaries are established as wholly foreign-owned enterprises under the PRC Law.
- (b) This subsidiary is established as non-wholly foreign-owned enterprises under the PRC Law.
- (c) This subsidiary is accounted for as a subsidiary by virtue of the Group's control through its voting rights that are eligible to be casted in shareholders' and directors' meetings.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors of the Company, principally affected the results or assets or liabilities of the Group. To give details of other subsidiaries would in the opinion of the Directors of the Company, result in particulars of excessive length.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 13. GOODWILL

	2022 HK\$'000	2021 HK\$'000
Cost:–		
At the beginning of the year	59,388	59,388
Acquisition of subsidiaries – Note 29	2,098	–
Disposal of subsidiaries - Note 30	(2,098)	–
At the end of the year	59,388	59,388
Impairment:–		
At the beginning and end of the year	59,388	59,388
Carrying amount:–		
At the end of the year	–	–

Goodwill acquired in a business combination is allocated, at acquisition, to the CGUs that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of goodwill had been allocated as follows:–

	2022 HK\$'000	2021 HK\$'000
Restaurants, cafés and cake shops	56,823	56,823
Logistic and production centre	2,565	2,565
	59,388	59,388

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 14. OTHER INTANGIBLE ASSETS

	Trademark HK\$'000	Franchise rights HK\$'000	Total HK\$'000
Cost:–			
At 1.4.2020	2,579	23,803	26,382
Additions	–	184	184
Disposal of subsidiaries – Note 30	(232)	(1,243)	(1,475)
Disposals	–	(115)	(115)
At 31.3.2021	2,347	22,629	24,976
Accumulated amortization:–			
At 1.4.2020	658	5,852	6,510
Charge for the year	8	764	772
Disposal of subsidiaries – Note 30	(116)	(432)	(548)
Written back on disposals	–	(115)	(115)
At 31.3.2021	550	6,069	6,619
Accumulated impairment:–			
At 1.4.2020 and 31.3.2021	1,795	9,334	11,129
Net book value:–			
At 31.3.2021	2	7,226	7,228
Cost:–			
At 1.4.2021	2,347	22,629	24,976
Additions	–	139	139
Disposals	–	(144)	(144)
<b>At 31.3.2022</b>	<b>2,347</b>	<b>22,624</b>	<b>24,971</b>
Accumulated amortization:–			
At 1.4.2021	550	6,069	6,619
Charge for the year	–	753	753
Written back on disposals	–	(144)	(144)
<b>At 31.3.2022</b>	<b>550</b>	<b>6,678</b>	<b>7,228</b>
Accumulated impairment:–			
<b>At 1.4.2021 and 31.3.2022</b>	<b>1,795</b>	<b>9,334</b>	<b>11,129</b>
Net book value:–			
<b>At 31.3.2022</b>	<b>2</b>	<b>6,612</b>	<b>6,614</b>

Details of impairment assessment are disclosed in Note 16 to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 15. RIGHT-OF-USE ASSETS

	Leasehold properties HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost:–			
At 1.4.2020	57,153	–	57,153
Additions	16,838	491	17,329
Disposal of subsidiaries – Note 30	(8,492)	–	(8,492)
Expiry of leases arrangements	(11,071)	–	(11,071)
Lease modification	(2,163)	–	(2,163)
At 31.3.2021	52,265	491	52,756
Accumulated depreciation:–			
At 1.4.2020	18,078	–	18,078
Charge for the year	22,726	205	22,931
Disposal of subsidiaries – Note 30	(3,197)	–	(3,197)
Expiry of leases arrangements	(11,071)	–	(11,071)
Written back on lease modification	(646)	–	(646)
At 31.3.2021	25,890	205	26,095
Accumulated impairment:–			
At 1.4.2020 and 31.3.2021	6,541	–	6,541
Net book value:–			
At 31.3.2021	19,834	286	20,120

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 15. RIGHT-OF-USE ASSETS (cont'd)

	Leasehold properties HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost:–			
At 1.4.2021	52,265	491	52,756
Exchange adjustment	101	–	101
Additions	23,274	491	23,765
Expiry of leases arrangements	(19,731)	–	(19,731)
<b>At 31.3.2022</b>	<b>55,909</b>	<b>982</b>	<b>56,891</b>
Accumulated depreciation:–			
At 1.4.2021	25,890	205	26,095
Exchange adjustment	24	–	24
Charge for the year	22,252	429	22,681
Expiry of leases arrangements	(19,731)	–	(19,731)
<b>At 31.3.2022</b>	<b>28,435</b>	<b>634</b>	<b>29,069</b>
Accumulated impairment:–			
<b>At 1.4.2021 and 31.3.2022</b>	<b>6,541</b>	<b>–</b>	<b>6,541</b>
Net book value:–			
<b>At 31.3.2022</b>	<b>20,933</b>	<b>348</b>	<b>21,281</b>

The Group has entered into lease agreements to obtain the right to use properties as its office premises, restaurants, cafés, cake shops and motor vehicles and as a result recognised corresponding lease liabilities (Note 23). The leases (other than short-term leases) typically run for an initial period of 1 to 3 years. In determining the lease term, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Details of impairment assessment are disclosed in Note 16 to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 15. RIGHT-OF-USE ASSETS (cont'd)

### Variable lease payments

Leases of restaurants, cafés and cake shops are either with only fixed lease payments or contain variable lease payment that are based on 9% to 25% (2021: 9% to 25%) of sales and minimum annual lease payment that are fixed over the lease term. The payment terms are common in restaurants, cafés and cake shops in the locations where the Group operates. Leases of office premises, warehouses, staff quarters and motor vehicles are with fixed lease payments only. The amounts of fixed and variable lease payments paid/payable to relevant lessors (including short-term leases) for the years ended 31 March 2022 and 2021 include:

2021

	Number of leases	Fixed payments HK'000	Variable payments HK'000	Total payments HK'000
Office premises, warehouse, staff quarters and a motor vehicle without variable lease payments	9	7,638	–	7,638
Restaurants, cafés and cake shops without variable lease payments	5	4,559	–	4,559
Restaurants, cafés and cake shops with variable lease payments	30	19,760	4,751	24,511
<b>Total</b>	<b>44</b>	<b>31,957</b>	<b>4,751</b>	<b>36,708</b>

2022

	Number of leases	Fixed payments HK'000	Variable payments HK'000	Total payments HK'000
Office premises, staff quarters and motor vehicles without variable lease payments	10	6,849	–	6,849
Restaurants, cafés and cake shops without variable lease payments	1	684	–	684
Restaurants, cafés and cake shops with variable lease payments	34	22,578	3,260	25,838
<b>Total</b>	<b>45</b>	<b>30,111</b>	<b>3,260</b>	<b>33,371</b>

The overall financial effect of using variable payment terms is that higher rental costs are incurred by restaurants, cafés and cake shops with higher sales. Variable rent expenses are expected to continue to represent a similar proportion of restaurants, cafés and cake shops sales in future years.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 15. RIGHT-OF-USE ASSETS (cont'd)

### Restrictions or covenants on leases

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used by the Group as security for borrowing purposes.

### Rent concessions

During the year ended 31 March 2022, lessors of certain of restaurants, cafés and cake shops provided rent concessions that occurred as a direct consequence of Covid-19 pandemic to the Group.

These rent concessions occurred as a direct consequence of Covid-19 pandemic and met all of the conditions in HKFRS 16.46B. The Group applied the practical expedient not to assess whether the changes constitute lease modification. The effects of changes in lease payments due to forgiveness or waiver by the lessors for the relevant lease of HK\$460,000 (2021: HK\$686,000) were recognised as negative variable lease payments.

## 16. IMPAIRMENT ASSESSMENT

The non-financial assets subject to the impairment loss for the years ended 31 March 2022 and 2021 were in relation to Mark Limited (together with its subsidiaries, "**Mark Group**"), which is a subsidiary of the Company and is primarily engaged in the operation of a restaurant, cafés and cake shops in Hong Kong.

During the years ended 31 March 2022 and 2021, the Group has consolidated under-performing restaurants to further enhance the structure and reduce unnecessary expenses. The management of the Group expected that the cake shop business, which was the Group's main source of revenue, was less affected by the social distancing measures. Based on the management's assessment, the corresponding recoverable amounts of certain plant and equipment, other intangible assets and right-of-use assets associated with Mark Group are higher than the carrying amounts, indicating no impairment. No further impairments are recognized to write down the carrying amounts of these items of plant and equipment, other intangible assets and right-of-use assets.

The recoverable amount of Mark Group has been determined based on a discount cash flow approach to estimate the value-in-use. For the year ended 31 March 2022, the forecast period is from the year ending 31 March 2023 to the year ending 31 March 2032 (the "**Forecast Period**"), which was based on the financial budgets approved by the senior management of the Company covering a five-year period from the year ending 31 March 2023 to the year ending 31 March 2027 while the cash flow forecast for the remaining of the Forecast Period (i.e. the year ending 31 March 2028 to the year ending 31 March 2032) is extrapolated using a long-term growth rate of 0%.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 16. IMPAIRMENT ASSESSMENT (cont'd)

The key assumptions used in determining the amount of the impairment loss and those adopted in the impairment review for the years ended 31 March 2022 and 2021 are as follows:–

Key assumptions	Impairment review for the year ended 31 March 2022 (the “2022 Forecast”)	Impairment review for the year ended 31 March 2021 (the “2021 Forecast”)
Budgeted gross margin	56%	59%
Budgeted operating costs to turnover ratio	52% – 56%	52% – 55%
Annual growth rates in turnover	Café operation: 1.8% Cake shops operation: 3.2%	Café operation: –0.7% Cake shops operation: 5%
Long-term growth rates	0%	0%
Discount rates	23.18%	19.25%

### Budgeted gross margin

The budgeted gross margin used in the 2022 Forecast and the 2021 Forecast was the actual gross margins in the previous year. Having considered the slight decrease in the gross margin of Mark Group from the year ended 31 March 2021 to the year ended 31 March 2022 and for the sake of prudence, the budgeted gross margin in the 2022 Forecast is assumed to be 56%, which is the actual figure of gross margin for the year ended 31 March 2022.

### Budgeted operating cost to turnover ratio

Budgeted operating costs of Mark Group for the 2022 Forecast included operating costs (including lease payments) and management service fee. Mark Group continues to implement tight operating cost control and maintained the operating costs to turnover ratio under 60% during the year ended 31 March 2022 and in the 2022 Forecast. As such, the Directors consider that the budgeted operating costs to turnover ratio ranging from 52% to 56% (2021: 52% to 55%) is reasonable and appropriate considering the management’s closely monitoring of any under performing restaurants.

### Discount rate

An independent valuer was engaged for the estimation of the appropriate discount rate. The pre-tax discount rates of 23.18% and 19.25% for the 2022 Forecast and the 2021 Forecast were adopted respectively with reference to the weighted-average cost of capital arrived by the independent valuer.

The management of the Company believes that any adverse change in the assumptions used in the calculations of recoverable amounts would result in further impairment losses on plant and equipment, other intangible assets and right-of-use assets associated to Mark Group.

Based on the result of the assessment, the management of the Company determined that the recoverable amount of Mark Group is higher than the carrying amount for the year ended 31 March 2022. Based on the value-in-use calculation and the allocation, no impairment loss was recognized against the carrying amounts of plant and equipment, other intangible assets and right-of-use assets for the year ended 31 March 2022 (2021: Nil).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 17. DEFERRED TAX

The followings were deferred tax liabilities/(assets) recognized by the Group and movements thereon during the year:-

	Tax losses HK\$'000	Accelerated depreciation allowances HK\$'000	Total HK\$'000
At 1.4.2020	(805)	474	(331)
Charge for the year – Note 8(a)	808	465	1,273
Disposal of subsidiaries – Note 30	–	(186)	(186)
Exchange adjustments	(3)	–	(3)
At 31.3.2021 and 1.4.2021	–	753	753
(Credit)/charge for the year – Note 8(a)	(283)	35	(248)
<b>At 31.3.2022</b>	<b>(283)</b>	<b>788</b>	<b>505</b>

Represented by:-

	2022 HK\$'000	2021 HK\$'000
Deferred tax liabilities	505	753

## 18. INVENTORIES

	2022 HK\$'000	2021 HK\$'000
Raw materials	1,743	2,148
Work in progress	24	19
Finished goods	385	3,545
	<b>2,152</b>	<b>5,712</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 19. DEBTORS, DEPOSITS AND PREPAYMENTS

Debtors, deposits and prepayments comprise:-

	2022 HK\$'000	2021 HK\$'000
Trade debtors	2,642	6,535
Less: loss allowance	(478)	(478)
	2,164	6,057
Rental and utility deposits	13,477	11,504
Prepayments	833	947
Other debtors	1,108	622
	17,582	19,130

### (a) Loss allowance

Loss allowance in respect of trade debtors is recorded using loss allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the loss allowance is written off against trade debtors.

Movements of loss allowance for trade debtors are as follows:-

	2022 HK\$'000	2021 HK\$'000
At the beginning and end of the year	478	478

Details of impairment assessment of trade and other debtors and deposits paid are set out in Note 34(a).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 19. DEBTORS, DEPOSITS AND PREPAYMENTS (cont'd)

### (b) Aging analysis

The Group normally allows credit term of 180 days to its customers for trading of skincare products. The trading terms with the Group's customers for provision of food and beverage services are mainly on cash and credit card settlements, except for well established corporate customers who are granted credit term of 30-60 days. For credit card settlements, the banks normally settle the balances within 2-3 days. The following was an aging analysis of trade debtors (net of loss allowance), which included outstanding balances for credit card settlements, based on the invoice date, at the end of the reporting period:-

	2022 HK\$'000	2021 HK\$'000
0 – 30 days	1,884	5,979
31 – 60 days	23	29
61 – 90 days	10	13
91 – 180 days	247	36
	<b>2,164</b>	6,057

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 19. DEBTORS, DEPOSITS AND PREPAYMENTS (cont'd)

### (c) Trade debtors that are not impaired

The aging analysis of trade debtors that are not considered to be impaired was as follow:-

	2022 HK\$'000	2021 HK\$'000
Neither past due nor impaired	1,884	5,979
Past due but not impaired:-		
1 – 30 days	23	29
31 – 60 days	10	13
61 – 90 days	247	36
	280	78
	2,164	6,057

Trade debtors that were neither past due nor impaired relate to customers for whom there was no recent history of default.

Trade debtors that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no loss allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade debtors. To measure the expected credit losses, these debtors have been grouped based on shared credit risk characteristics and the aging from billing. Further information about expected credit loss provision refers to Note 34(a) to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 20. CASH AND CASH EQUIVALENTS/TIME DEPOSITS

	2022 HK\$'000	2021 HK\$'000
Cash and bank balances, including time deposits of HK\$15,000,000 (2021: HK\$35,000,000) with original maturity of less than 3 months	51,474	72,369
Time deposit with original maturity of more than 3 months	10,000	–
	<b>61,474</b>	72,369

Time deposits of HK\$25,000,000 (2021: HK\$35,000,000) carry fixed interest rate of 1.02% to 1.18% (2021: 0.35%) per annum.

As at 31 March 2022, cash and cash equivalents of the Group which is denominated in RMB amounted to approximately HK\$18,206,000 (2021: approximately HK\$6,283,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

## 21. CREDITORS AND ACCRUALS

Creditors and accruals comprise:–

	2022 HK\$'000	2021 HK\$'000
Trade creditors	6,700	10,843
Accruals and provisions	13,688	11,431
Other creditors and payables	9,209	7,993
Other loans – Note 21(a)	122,071	114,867
	<b>151,668</b>	145,134
Less: amounts classified in non-current liabilities	(257)	(519)
Amounts classified in current liabilities	<b>151,411</b>	144,615

Note:–

- (a) Other loan of approximately HK\$102,991,000 (2021: approximately HK\$112,091,000) as at 31 March 2022 is unsecured, carries interest rate at 0.1% per month and repayable on 22 June 2022. Remaining loan of HK\$2,890,000 (2021: HK\$2,776,000) is interest-free, unsecured and repayable on demand. On 14 June 2022, Mr. Tang Sing Ming Sherman, as a lender, who is also the sole beneficial owner of the convertible bonds (Note 24) issued by the Company, signed a memorandum of loans with a subsidiary of the Company, pursuant to which repayment date of a loan from Mr. Tang with an outstanding balance of approximately HK\$104,119,000 as at 14 June 2022 was extended from 22 June 2022 to 22 June 2023. The Extended Loan bears the same term after the Extension. The rest of the loan from Mr. Tang is interest-free, unsecured and repayable on demand.

Interest payable to this lender of approximately HK\$1,723,000 (2021: approximately HK\$454,000) is included in other creditors and payables.

Other loan of approximately HK\$16,190,000 (2021: Nil) as at 31 March 2022 is unsecured and carries interest rate at 4.35% per annum. Amounts of approximately HK\$12,330,000 and HK\$3,860,000 are repayable on 28 January 2023 and 23 March 2023, respectively.

Interest payable to this lender of approximately HK\$91,000 (2021: Nil) is included in other creditors and payables.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 21. CREDITORS AND ACCRUALS (cont'd)

The following was an aging analysis, based on invoice date, of trade creditors:–

	2022 HK\$'000	2021 HK\$'000
0 – 30 days	6,026	9,994
31 – 60 days	–	284
61 – 90 days	19	–
91 – 180 days	231	5
Over 180 days	424	560
	<b>6,700</b>	10,843

## 22. CONTRACT LIABILITIES

	2022 HK\$'000	2021 HK\$'000
At beginning of the year	807	770
Decrease as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(352)	(418)
Increase as a result of receiving advance payments from customers during the year	550	455
At end of the year	<b>1,005</b>	807

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 23. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period:-

	Present value of minimum lease payments		Minimum lease payments	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Amounts payable:-				
Within one year	20,337	16,826	20,699	17,139
In the second to fifth year	8,002	10,725	8,312	10,945
	<b>28,339</b>	27,551	<b>29,011</b>	28,084
Less: Future finance charges			(672)	(533)
Present value of lease obligation			<b>28,339</b>	27,551

## 24. CONVERTIBLE BONDS

On 21 August 2012, the Company issued Convertible Bonds in the principal amount of HK\$80,000,000 to the then bondholder for the acquisition of subsidiaries. The Convertible Bonds were interest bearing at 2% per annum with a maturity date on 21 August 2015 which were convertible into shares of the Company at the conversion price of HK\$0.08 per share (subject to the standard adjustment clauses relating to share subdivision, share consolidation, capitalization issues and right issues, etc) at any time after the issue date. Details of the Convertible Bonds were set out in the circular of the Company dated 30 July 2012.

On 8 July 2015, the Company entered into the first supplemental deed with the then bondholder pursuant to which the Company and the then bondholder agreed to extend the maturity date of the Convertible Bonds for 36 months from the date falling on the third anniversary to the sixth anniversary of the date of issue of the Convertible Bonds. Save and except the amendment to the maturity date pursuant to the supplemental first deed, all the terms and conditions of the Convertible Bonds remained unchanged, valid and in full force. The supplemental deed was approved by the independent shareholders of the Company at the extraordinary general meeting of the Company held on 10 August 2015.

On 21 August 2015, the then bondholder transferred all Convertible Bonds to Mr. Tang Sing Ming Sherman ("Mr. Tang" or the "Bondholder") in consideration of HK\$80,000,000.

On 9 October 2015, Mr. Tang exercised partially the conversion rights attaching to the Convertible Bonds in respect of the principal amount of HK\$40,000,000 of the Convertible Bonds at the conversion price of HK\$0.08 per conversion shares.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 24. CONVERTIBLE BONDS (cont'd)

On 22 May 2017, the conversion price of the outstanding convertible bonds has been adjusted from the initial conversion price of HK\$0.08 per ordinary share to HK\$0.07 per ordinary share in accordance with the terms of convertible bonds as a result of the completion of the rights issue on 14 June 2017. All other terms of the convertible bonds remained unchanged.

On 15 August 2018, the Company entered into the second supplemental deed with Mr. Tang pursuant to which the Company and Mr. Tang agreed to extend the maturity date of the Convertible Bonds for 36 months from the date falling on the sixth anniversary to the ninth anniversary of the date of issue of the Convertible Bonds. Save and except the amendment to the maturity date pursuant to the supplemental deed, all the terms and conditions of the Convertible Bonds remained unchanged, valid and in full force. The second supplemental deed was approved by the Directors of the Company at the board meeting of the Company held on 14 August 2018.

On 13 August 2021, the Company entered into the third supplemental deed with Mr. Tang pursuant to which the Company and Mr. Tang agreed to extend the maturity date of the Convertible Bonds for 36 months from the date falling on the ninth anniversary to the twelfth anniversary of the date of issue of the Convertible Bonds. Save and except the amendment to the maturity date pursuant to the supplemental deed, all the terms and conditions of the Convertible Bonds remain unchanged, valid and in full force. The third supplemental deed was approved by the Directors of the Company at the board meeting of the Company held on 11 August 2021.

The amount represents convertible bonds issued with principal amount of HK\$40,000,000 and the maturity will be on the twelfth anniversary of the date of issue of the Convertible Bonds.

The conversion price of the outstanding Convertible Bonds has been adjusted from the initial conversion price of HK\$0.07 per share to HK\$0.56 per share as a result of the Share Consolidation.

Movement of liability component of convertible bonds for the years ended 31 March 2022 and 2021 was as follow:-

	HK\$'000
At 1.4.2020	39,387
Imputed interest expense – Note 6(a)	384
At 31.3.2021 and 1.4.2021	39,771
Imputed interest expense – Note 6(a)	229
<b>At 31.3.2022</b>	<b>40,000</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 25. CAPITAL AND RESERVES ATTRIBUTABLE TO OWNERS OF THE COMPANY

### (a) Share capital

Ordinary shares of HK\$0.08 (2021 (restated): HK\$0.08) each

	2022		2021	
	Number of shares	HK\$'000	Number of shares (restated)	HK\$'000
Authorized:-				
At the beginning and end of the year	625,000,000	50,000	625,000,000	50,000
Issued and fully paid:-				
At the beginning and end of the year	520,771,875	41,662	520,771,875	41,662

On 11 January 2022, every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company were consolidated into one (1) ordinary share of HK\$0.08 each in the share capital of the Company and the authorized share capital of the Company became HK\$50,000,000 divided into 625,000,000 shares of HK\$0.08 each, of which 520,771,875 consolidated Shares are in issue.

### (b) Capital management

The Group's equity capital management objectives are to safeguard the Group's ability to continue as a going concern and to provide an adequate return to owners commensurately with the level of risk. To meet these objectives, the Group manages the equity capital structure and makes adjustments to it in the light of changes in economic conditions by issuing new equity shares, and raising or repaying debts as appropriate.

The Group's equity capital management strategy, which was unchanged from the previous periods, was to maintain a reasonable proportion in total debts and equity capital. The Group monitors equity capital on the basis of the debt-to-equity capital ratio, which is calculated as net debt over equity capital. Net debt is calculated as total debt less cash and cash equivalents/time deposits. Equity capital comprises all components of equity (i.e. share capital, share premium, accumulated losses and reserves).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 26. RESERVES

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year were set out below:–

	Share premium HK\$'000	Accumulated losses HK\$'000	Convertible bonds equity reserve HK\$'000	Total HK\$'000
At 1.4.2020	268,875	(282,914)	1,390	(12,649)
Loss and total comprehensive loss for the year	–	(5,485)	–	(5,485)
At 31.3.2021 and 1.4.2021	268,875	(288,399)	1,390	(18,134)
Loss and total comprehensive loss for the year	–	(10,459)	–	(10,459)
<b>At 31.3.2022</b>	<b>268,875</b>	<b>(298,858)</b>	<b>1,390</b>	<b>(28,593)</b>

- (a) The share premium of the Company includes (i) shares issued at premium and (ii) the difference between the nominal value of the shares of the Company issued in exchange for the entire issued share capital and the value of the underlying net assets of its subsidiaries at the date they were acquired by the Company. Under the Companies Law, Cap. 22 of the (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium is distributable to the owners of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.
- (b) As at 31 March 2022 and 2021, in the opinion of the Directors, no reserves are available for distribution to the owners of the Company.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 27. SHARE OPTIONS

The Company adopted two share option schemes on 26 February 2003 (“Old Share Option Scheme”) and 20 July 2012 (“New Share Option Scheme”), (collectively referred to as the “Share Option Schemes”).

The committee (the “Committee”) which was authorized and charged by the Directors with the administration of the Share Option Schemes, are authorized, at their discretion, to invite employees of the Group, including any executive Director or non-executive Director of the Company or other eligible employees to take up options to subscribe for the shares of the Company.

A sum of HK\$1 is payable by the participant on acceptance of the option offer. As a vesting condition for the Share Option Schemes, the grantees have to be remained as Directors or employees of the Group during the vesting period.

The exercise price of the shares (the “Exercise Price”) in relation to options to be granted under the Share Option Schemes shall be determined by the Committee and notified to a participant and shall be at least the higher of:–

- (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the date an option is offered (the “Offer Date”); and
- (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the Offer Date,

provided that the Exercise Price shall not be lower than the nominal value of the shares.

No share option was granted during the years ended 31 March 2022 and 2021. As at both dates, there was no share options outstanding under the Share Option Schemes.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 28. CASH FLOW INFORMATION

### (a) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK\$'000	Other loans HK\$'000	Interest payable HK\$'000	Total HK\$'000
At 1.4.2020	39,513	124,027	3,201	166,741
Changes from financing cash flows:				
Capital element of lease liabilities paid	(22,080)	-	-	(22,080)
Interest element of lease liabilities paid	(1,217)	-	-	(1,217)
Interests paid on other loans	-	-	(4,140)	(4,140)
Decrease in other loans	-	(9,388)	-	(9,388)
	16,216	114,639	(939)	129,916
Exchange adjustments	-	228	-	228
Other changes:				
New leases entered	17,278	-	-	17,278
Disposal of subsidiaries – Note 30	(5,480)	-	-	(5,480)
Interest expense	1,217	-	1,393	2,610
Lease modification	(1,680)	-	-	(1,680)
At 31.3.2021 and 1.4.2021	27,551	114,867	454	142,872
Changes from financing cash flows:				
Capital element of lease liabilities paid	(22,874)	-	-	(22,874)
Interest element of lease liabilities paid	(1,043)	-	-	(1,043)
Increase in other loans	-	7,087	-	7,087
	3,634	121,954	454	126,042
Exchange adjustments	78	117	1	196
Other changes:				
New leases entered	23,584	-	-	23,584
Interest expense	1,043	-	1,359	2,402
<b>At 31.3.2022</b>	<b>28,339</b>	<b>122,071</b>	<b>1,814</b>	<b>152,224</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 28. CASH FLOW INFORMATION (cont'd)

### (b) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for leases comprise the following:–

	2022 HK\$'000	2021 HK\$'000
Within:		
Operating cash flows	(9,273)	(13,360)
Investing cash flows	(181)	(51)
Financing cash flows	(23,917)	(23,297)
	(33,371)	(36,708)

These amounts relate to the following:

	2022 HK\$'000	2021 HK\$'000
Lease rentals paid	(33,371)	(36,708)

## 29. ACQUISITION OF SUBSIDIARIES

On 14 May 2021, the Group completed the acquisition of 70% equity interest in 華胤 (深圳) 生物科技股份有限公司 and its subsidiaries (collectively referred to as the “**Huayin Group**”) which are engaged in developing biotechnology technology and skincare products, at a total cash consideration of RMB100 (equivalent to approximately HK\$120). The acquisition was accounted for using the acquisition method.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 29. ACQUISITION OF SUBSIDIARIES (cont'd)

The fair value of the identifiable assets and liabilities of the Huayin Group acquired at the date of acquisition was as follows:

	Note	HK\$'000
Plant and equipment	11	246
Inventories		3,948
Debtors, deposits and prepayments		1,397
Cash and bank balances		443
Creditors and accruals		(8,614)
Contract liabilities		(320)
Net liabilities acquired		(2,900)
Non-controlling interests		802
Goodwill		2,098
Cash consideration and net cash flow arising from acquisition of subsidiaries		443

The non-controlling interests recognised at the acquisition date were measured with reference to the non-controlling interests' proportionate share of fair value of the net liabilities at that date.

Goodwill arose in the acquisition of Huayin Group because the cost of the combination effectively included amounts in relation to the benefit of expected future revenue growth, future market development and business potential through strategic collaboration with beauty salons, hospitals and pharmacies. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Since the acquisition, Huayin Group contributed revenue of HK\$914,000 to the Group and loss for the year of HK\$3,742,000 to the Group for the year ended 31 March 2022.

Had the acquisition taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year would have been HK\$171,931,000 and HK\$20,815,000, respectively. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2021 nor is it intended to be a projection of future results.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 30. (LOSS)/GAIN ON DISPOSAL OF SUBSIDIARIES

During the year ended 31 March 2021, the Group disposed of its entire issued share capital and the shareholder's loan in Townsman Limited and its subsidiaries (collectively referred to as the "Townsman Group") to Shirokuma & Co., which is an independent third party, at an aggregate cash consideration of JPY45,000,000 (equivalent to approximately HK\$3.3 million).

The net liabilities of the Townsman Group being disposed of were as follows:

	Notes	HK\$'000
Plant and equipment	11	1,289
Right-of-use assets	15	5,295
Other intangible assets	14	927
Inventories		287
Debtors, deposits and prepayments		1,449
Income tax recoverable		206
Cash and bank balances		2,541
Creditors and accruals		(7,191)
Deferred tax liabilities	17	(186)
Lease liabilities		(5,480)
Net liabilities disposed of		(863)
Release of exchange reserve		1,671
Release of other reserve		160
		968
Non-controlling interests		436
Gain on disposal of subsidiaries		1,893
		3,297
Total consideration satisfied by:-		
Cash consideration		3,297
Net cash inflow arising:-		
Cash consideration received		3,297
Cash and bank balances disposed of		(2,541)
		756

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 30. (LOSS)/GAIN ON DISPOSAL OF SUBSIDIARIES (cont'd)

During the year ended 31 March 2022, the Group disposed of its entire issued share capital in 無斑時代國際生物科技(深圳)有限公司 and its subsidiary (collectively referred to as the "無斑時代 Group") to an independent third party, at an aggregate cash consideration of RMB100 (equivalent to approximately HK\$123).

The net assets of 無斑時代 Group being disposed of were as follows:

	Notes	HK\$'000
Plant and equipment	11	195
Goodwill	13	2,098
Inventories		6,721
Debtors, deposits and prepayments		1,305
Cash and bank balances		579
Creditors and accruals		(9,653)
Net assets disposed of		1,245
Release of exchange reserve		19
		1,264
Non-controlling interests		435
Loss on disposal of subsidiaries		(1,699)
		-
Total consideration satisfied by:-		
Cash consideration		-
Net cash outflow arising:-		
Cash consideration received		-
Cash and bank balances disposed of		(579)
		(579)

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 31. COMMITMENTS

### Short-term lease commitments

At 31 March 2022, the Group had outstanding short-term lease commitments for properties as follows:-

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Within one year	<b>2,247</b>	5,811

The Group regularly entered into short-term leases for certain leasehold properties of office premises, staff quarters, cafés and cake shops. As at 31 March 2022 and 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

### Capital commitments

At the end of the reporting period, the Group had outstanding capital commitments as follows:-

	<b>2022</b> <b>HK\$'000</b>	2021 HK\$'000
Contracted but not provided for		
Plant and machinery	–	475
Capital contribution to subsidiaries	<b>8,505</b>	4,141
	<b>8,505</b>	4,616

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 32. RELATED PARTY AND CONNECTED TRANSACTIONS

The Group had no material transactions with its related parties and connected persons as defined in HKAS 24 and GEM Listing Rules in both years.

The remunerations of Directors (Note 7) and other members of key management personnel during the year ended 31 March 2022 and 2021 were as follows:

<b>Directors and key management personnel remunerations</b>	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
Fees	<b>1,020</b>	1,020
Salaries, allowances and other benefits in kind	<b>3,462</b>	3,503
Retirement scheme contributions	<b>54</b>	54
	<b>4,536</b>	4,577

## 33. RETIREMENT BENEFIT COSTS

The Company's subsidiaries in Hong Kong had participated in the Mandatory Provident Fund Scheme ("MPF Scheme"). The assets of the MPF Scheme are held separately in an independently managed and administered fund. Contributions to the MPF Scheme are made by both the employer and employees at 5% on the employees' salaries or HK\$1,500, whichever is lower.

The Company's subsidiaries in the PRC had participated in the state-sponsored retirement plan, contributions are made by the subsidiaries to the plan based on 14% to 20% of the applicable payroll costs. The Group has no other obligation other than the above-mentioned contributions.

No forfeited contributions may be used by the Group to reduce the existing level of contributions.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS

### (a) Credit risk

Credit risk is the risk that a party to a financial instrument will cause a financial loss for the Group by failing to discharge an obligation. The Group has a credit policy in place and exposure to the credit risk is monitored on an ongoing basis.

The carrying amounts of financial assets as at 31 March 2022, which represented the Group's significant exposure to credit risks, were as follows:-

	2022 HK\$'000	2021 HK\$'000
Debtors and deposits paid	16,749	18,183
Time deposits	10,000	–
Cash and cash equivalents	51,474	72,369
	<b>78,223</b>	90,552

The Group's credit risk is primarily attributable to debtors, deposits, time deposits and cash and cash equivalents. With respect to trade debtors, the Group has adopted credit policies, which include the analysis of the financial position of its customers and a regular review of their credit limits. The Group maintains an allowance for doubtful accounts and actual losses have been less than management's expectations and the Group has policies in place to ensure that sales are made to clients with an appropriate credit history. Also, the Group's time deposits and cash and cash equivalents are held by major financial institutions located in Hong Kong and the PRC, which the management believes are of high credit quality. Accordingly, the overall credit risk is considered limited.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all trade debtors. To measure the ECLs, trade debtors have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forward-looking information.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS (cont'd)

### (a) Credit risk (cont'd)

#### *Trade debtors*

At 31 March 2022, trade debtors that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

At 31 March 2022, the Group has concentration of credit risk as 27% (2021: 50%) and 69% (2021: 81%) of the total trade debtors were due from the Group's largest customer and five largest customers respectively.

In respect of trade debtors, the Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The trading terms of the Group's customers for provision of food and beverage services are mainly made on cash, Octopus or via major credit cards, except for well established corporate customers who entitled credit term of 30-60 days and for customers of skincare products who normally entitled credit term of 180 days. In view of the history of business dealings with the debtors and the sound collection history of the receivables due from them, management believes that there is no material credit risk inherent in the Group's outstanding receivable balance due from these debtors saved for the debtor related to the impaired trade debtors disclosed in the below. Management makes periodic assessment on the recoverability of the trade and other debtors based on historical payment records, the length of overdue period, the financial strength of the debtors and whether there are any disputes with the debtors. The Directors consider the Group's credit risk of these receivables to be low except for the impaired trade debtors disclosed in the below.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS (cont'd)

### (a) Credit risk (cont'd)

The following table provides information about the Group's exposure to credit risk and ECLs for trade debtors at 31 March 2022.

	At 31 March 2022			
	Lifetime expected credit loss rate HK\$'000	Gross carrying amount HK\$'000	Lifetime expected credit loss HK\$'000	Net carrying amount HK\$'000
Provision on individual basis	100%	478	478	–
Provision on collective basis	0%	2,164	–	2,164
		<b>2,642</b>	<b>478</b>	<b>2,164</b>

	At 31 March 2021			
	Lifetime expected credit loss rate HK\$'000	Gross carrying amount HK\$'000	Lifetime expected credit loss HK\$'000	Net carrying amount HK\$'000
Provision on individual basis	100%	478	478	–
Provision on collective basis	0%	6,057	–	6,057
		<b>6,535</b>	<b>478</b>	<b>6,057</b>

### **Other debtors and deposits paid**

The credit quality of the other debtors excluding prepayments has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. The Directors are of the opinion that the credit risk of other debtors is low due to the sound collection history of the receivables due from them. Therefore, ECL rate of other debtors excluding prepayments is assessed to be close to zero and no provision was made at 31 March 2022 and 2021.

### **Time deposits and cash and cash equivalents**

The credit risk on time deposits and cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Accordingly, no loss allowance was provided as the ECL in respect of time deposits and cash and cash equivalents as the amount is not material.



# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS (cont'd)

### (c) Currency risk

Currency 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.

The following table details the Group's exposure at the end of reporting period to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The exposure arising from the current accounts among the Company and its subsidiaries which form part of net investment in foreign operations is excluded.

	2022			2021			
	United States Dollar HK\$'000	Renminbi HK\$'000	Japanese Yen HK\$'000	United States Dollar HK\$'000	Renminbi HK\$'000	Japanese Yen HK\$'000	Taiwan Dollar HK\$'000
Cash and bank balances	93	18,206	21	3	15	21	1

The Group's operations are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Renminbi, Japanese Yen and Taiwan Dollar. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Since Hong Kong Dollar is pegged to United States Dollar, material fluctuation in the exchange rates of Hong Kong Dollar against United States Dollar is remote.

It is estimated that a fluctuation of 5% in foreign exchange rates with all other variables held constant would not have a material impact on the Group's profit/loss for the years ended 31 March 2022 and 2021 and accumulated losses as at these dates.

The Group does not use financial derivatives to hedge against the currency risk. However, the currency risk of the Group is closely monitored by the management to ensure that the net exposure is kept to an acceptable level, by buying and selling foreign currencies at spot rates where necessary to address short-term imbalances.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS (cont'd)

### (d) Interest rate risk

The Group's interest rate risk arises primarily from lease liabilities, liability component of convertible bonds, other loans, time deposits and bank balances. Except for the lease liabilities, liability component of convertible bonds, other loans and time deposits which are held at fixed interest rates, all the bank balances are held at variable rates. The Group does not use financial derivatives to hedge against the interest rate risk. However, the interest rate profile of the Group is closely monitored by the management and may enter into appropriate swap contracts, when it is considered significant and cost-effective, to manage the interest rate risk.

#### (i) Effective interest profile

In respect of interest-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates per annum at the end of reporting period.

	2022 Effective interest rate %	HK\$'000	2021 Effective interest rate %	HK\$'000
Fixed rate financial liabilities				
– Lease liabilities	<b>2.82-4.34</b>	<b>(28,339)</b>	3.25-3.72	(27,551)
– Convertible bonds				
– liability component	<b>2</b>	<b>(40,000)</b>	3.14	(39,771)
– Creditors and accruals				
– other loans	<b>1.2-4.35</b>	<b>(122,071)</b>	1.2	(112,091)
Fixed rate financial assets				
– Time deposits	<b>1.02-1.18</b>	<b>25,000</b>	0.35	35,000
Variable rate financial assets				
– Bank balances	<b>0.01-0.05</b>	<b>24,679</b>	0.01-0.05	13,312
Net financial liabilities		<b>(140,731)</b>		(131,101)

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 34. NATURE AND EXTENT OF FINANCIAL INSTRUMENT RISKS (cont'd)

### (d) Interest rate risk (cont'd)

- (ii) It is estimated that a general increase of 100 basis points in interest rates, with all other variables held constant, the Group's loss (2021: profit) for the year ended 31 March 2022 would decrease by approximately HK\$247,000 (2021: increase by approximately HK\$133,000), and accumulated losses as at that date would decrease by approximately HK\$247,000 (2021: approximately HK\$133,000).

The sensitivity analysis above has been determined based on the exposure to interest rate for both derivatives and non-derivative instruments at the end of reporting period. The analysis is prepared assuming the amount of asset and liability outstanding at the end of reporting period was outstanding for the whole year. 100 basis points increase are used when reporting interest rate risk internally to key management personnel and represent management's assessment of the reasonable possible change in interest rates.

### (e) Market price risk

Market price risk is the risk that the fair value or future cash flows of a financial instrument traded in the market will fluctuate because of changes in market prices. As at 31 March 2022 and 2021, the Group did not have any financial instrument which is subject to market price risk.

### (f) Fair values

The carrying amounts of the Group's financial instruments carried at cost or amortized cost were not materially different from their values as at 31 March 2022 and 2021.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 35. SEGMENT AND ENTITY-WIDE INFORMATION

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (the Directors) in order to allocate resources to the segment and to assess its performance.

(a) The Group principally operates in one business unit, and has one reportable and operating segment: food and beverage. Accordingly, the Group does not have any identifiable segment or any discrete information for segment reporting purpose.

### (b) Geographical information

	PRC		Hong Kong		Consolidated	
	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000	2022 HK\$'000	2021 HK\$'000
Revenue	1,424	14,969	170,460	172,906	171,884	187,875
Other income	660	188	2,688	18,345	3,348	18,533
Total revenue	2,084	15,157	173,148	191,251	175,232	206,408
Non-current assets	3,009	508	30,645	32,119	33,654	32,627

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on (i) the physical location of the assets, in the case of plant and equipment (ii) the location of the operation to which they are allocated, in the case of intangible assets, right-of-use assets and goodwill, and (iii) the location of operation to which they are incurred, in the case of deposits paid.

### (c) Major customers

The Group's customer base is diversified and no revenues from transactions with a single external customer amount to 10% or more of the Group's revenue for the years ended 31 March 2022 and 2021.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2022 HK\$'000	2021 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Plant and equipment		1	15
Interests in subsidiaries – Note		23,406	21,168
Right-of-use assets		1,650	2,039
		<b>25,057</b>	23,222
<b>CURRENT ASSETS</b>			
Debtors, deposits and prepayments		683	698
Time deposits		10,000	–
Cash and cash equivalents		24,109	45,598
		<b>34,792</b>	46,296
<b>DEDUCT:–</b>			
<b>CURRENT LIABILITIES</b>			
Creditors and accruals		5,103	4,066
Lease liabilities		1,498	1,455
Convertible bonds	24	–	39,771
		<b>6,601</b>	45,292
<b>NET CURRENT ASSETS</b>		<b>28,191</b>	1,004
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>53,248</b>	24,226
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		179	698
Convertible bonds	24	40,000	–
		<b>40,179</b>	698
<b>NET ASSETS</b>		<b>13,069</b>	23,528
<b>REPRESENTING:–</b>			
Share capital	25(a)	41,662	41,662
Reserves	26	(28,593)	(18,134)
<b>TOTAL EQUITY</b>		<b>13,069</b>	23,528

Note: Interests in subsidiaries comprised of investments in subsidiaries of HK\$23 (2021: HK\$23) and amounts due from subsidiaries of HK\$23,406,000 (2021: HK\$21,167,000).

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2022

## 37. EVENTS AFTER THE REPORTING PERIOD

- (a) On 15 April 2022, the Group acquired the remaining 30% of the issued shares of 華胤(深圳)生物科技有限公司 held by the non-controlling interests for a cash consideration of RMB100.
- (b) On 14 June 2022, Mr. Tang Sing Ming Sherman, as a lender, who is also the sole beneficial owner of the Convertible Bonds issued by the Company, signed a memorandum of loans with a subsidiary of the Company, pursuant to which repayment date of a loan from Mr. Tang with an outstanding balance of approximately HK\$104,119,000 as at 14 June 2022 was extended from 22 June 2022 to 22 June 2023. The Extended Loan bears the same term after the Extension. The rest of the loan from Mr. Tang is interest-free, unsecured and is repayable on demand.

## 38. ULTIMATE HOLDING COMPANY

The Directors consider the ultimate holding company as at 31 March 2022 to be Oceanic Fortress Holdings Limited, a company incorporated in BVI.

# Financial Summary

## RESULTS

	For the year ended 31 March				
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000
Revenue	305,543	251,792	188,125	187,875	171,884
(Loss)/profit before income tax	(34,262)	(75,362)	(22,486)	2,851	(20,936)
Income tax (expense)/credit	(4,521)	(1,363)	(667)	(436)	248
Attributable to:-					
Owners of the Company	(37,687)	(75,916)	(22,967)	2,521	(19,810)
Non-controlling interests	(1,096)	(809)	(186)	(106)	(878)
(Loss)/profit for the year	(38,783)	(76,725)	(23,153)	2,415	(20,688)

# Financial Summary

## ASSETS AND LIABILITIES

	At 31 March				2022 HK\$'000
	2018 HK\$'000	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	
NON-CURRENT ASSETS	83,495	19,721	47,742	32,627	<b>33,654</b>
CURRENT ASSETS	145,029	149,762	104,527	97,211	<b>81,408</b>
DEDUCT:-					
CURRENT LIABILITIES	216,038	163,296	182,451	202,429	<b>172,753</b>
NET CURRENT LIABILITIES	(71,009)	(13,534)	(77,924)	(105,218)	<b>(91,345)</b>
TOTAL ASSETS LESS CURRENT LIABILITIES	12,486	6,187	(30,182)	(72,591)	<b>(57,691)</b>
NON-CURRENT LIABILITIES	(1,741)	(71,576)	(57,993)	(11,997)	<b>(48,764)</b>
NET ASSETS/(LIABILITIES)	10,745	(65,389)	(88,175)	(84,588)	<b>(106,455)</b>