皇璽集團
控股國際有限公司
ROYAL GROUP HOLDINGS International Company Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8300

ANNUAL REPORT

2022/23

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*This annual report, for which the directors (collectively the "**Directors**" and individually a "**Director**") of Royal Group Holdings International Company Limited (formerly known as Royal Catering Group Holdings Company Limited) (the "**Company**", together with its subsidiaries, the "**Group**", "**we**", "**our**" or "**us**") 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 annual 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 annual report misleading.*

ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Man Wai *(Chairman and Chief Executive Officer)*
Mr. Chan Chak To Raymond
Ms. Lam Wai Kwan

Independent non-executive Directors

Mr. Ma Yiu Ho Peter
Mr. Cai Chun Fai
Mr. Ng Sai Cheong

COMPLIANCE OFFICER

Mr. Wong Man Wai

AUTHORISED REPRESENTATIVES

Mr. Wong Man Wai
Mr. Ng Shing Kin

COMPANY SECRETARY

Mr. Ng Shing Kin *(HKICPA)*

AUDIT COMMITTEE

Mr. Ma Yiu Ho Peter *(Chairman)*
Mr. Cai Chun Fai
Mr. Ng Sai Cheong

REMUNERATION COMMITTEE

Mr. Cai Chun Fai *(Chairman)*
Mr. Wong Man Wai
Mr. Ng Sai Cheong

NOMINATION COMMITTEE

Mr. Wong Man Wai *(Chairman)*
Mr. Cai Chun Fai
Mr. Ng Sai Cheong

INVESTMENT COMMITTEE

Mr. Wong Man Wai *(Chairman)*
Ms. Lam Wai Kwan
Mr. Ng Shing Kin

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISER TO THE COMPANY

As to Hong Kong law
ONC Lawyers
19th Floor, Three Exchange Square
8 Connaught Place
Central, Hong Kong

PRINCIPAL BANKERS

Nanyang Commercial Bank, Ltd.
151 Des Voeux Road Central, Hong Kong

Bank of China (Hong Kong) Limited
Bank of China Tower, 1 Garden Road
Hong Kong

Chong Hing Bank Limited
Ground Floor, Chong Hing Bank Centre
24 Des Voeux Road Central, Hong Kong

HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Hong Kong Industrial Centre
489-491 Castle Peak Road
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited
Third Floor, Century Yard, Cricket Square
P.O. Box 902, Grand Cayman, KY1-1103
Cayman Islands

HONG KONG SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

COMPANY WEBSITE

www.hkrcg.com

GEM STOCK CODE

8300

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of Directors, I am pleased to present the annual report of the Company for the year ended 31 March 2023.

We are a large food and beverage group in Hong Kong operating casual dining restaurants under a portfolio of brands in Hong Kong. As at 31 March 2023, we operated four restaurants under the brands of "*Du Hsiao Yueh Restaurant (度小月)*" and "*Da Shia Taiwan (大呷台灣)*" in the urban area of Hong Kong.

We have a long history of catering business in Hong Kong. We opened our first self-owned brand restaurant "*Taiwan Beef Noodle (台灣牛肉麵)*" in Kowloon City in 1993. Eyeing the potential of the catering business at the Hong Kong International Airport ("**HKIA**") at the material time, we operated our first restaurant under the brand "*Taiwan Beef Noodle (台灣牛肉麵)*" in 2005 and expanded our self-owned brand restaurant network at the HKIA since then, including the self-owned brand restaurants "*Nosh Café & Bar*" and "*Macao Harbour (阿瑪港澳門餐廳)*" in 2007, "*Chinese Kitchen (中國廚房)*" in 2014 and "*Coffee Express*" in 2015, offering quality casual dining experience to customers who look for quality food in a quick and convenient manner at the HKIA. In 2019, we launched a new self-owned restaurant "*Da Shia Taiwan (大呷台灣)*" in Central, serving mainly Taiwanese delicacies to the local community.

On the other hand, we have obtained the franchising rights in Hong Kong of two famous catering brands, including "*Du Hsiao Yueh Restaurant (度小月)*", which is a household name of Taiwanese cuisine.

The year ended 31 March 2023 has been another difficult year for us. The dining industry in Hong Kong had been adversely affected by the outbreak of COVID-19 (the "**Pandemic**") since January 2020 and our Group was no exception. Following the emergence of the well-documented fifth wave of the Pandemic since January 2022, the Hong Kong government implemented stringent anti-epidemic measures which were effective for a considerable duration during the year ended 31 March 2023. As a result, the catering industry in Hong Kong had once again been severely affected, and the number of customers visiting our Group's restaurants has significantly decreased during the year ended 31 March 2023. With the easing of the Pandemic and the implementation of the relaxation of travel restrictions and stringent anti-epidemic measures (the "**Relaxation Policy**") during the first quarter of 2023, the number of visitors going to Hong Kong increased and hence the catering business was expected to be improved. However, the economic situation in Hong Kong, in particular the catering industry, remains uncertain. We will take conservative and prudent business strategies in order to support daily business operations and to cope with the economic uncertainty in the near future, as well as further diversifying our business and to identify and explore other business opportunities to achieve stable return, which we believe are in the interest and benefit of the Company and its shareholders (the "**Shareholders**") as a whole.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our valued customers, business partners, and Shareholders for their persistent support, and express my appreciation to the management team and employees for their valuable contribution to the development of the Group. Finally, I would like to express my sincere appreciation to the officers of the Stock Exchange for their guidance.

Wong Man Wai
Chairman

Hong Kong, 27 June 2023

FINANCIAL HIGHLIGHTS

CONSOLIDATED RESULTS

	For the year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Revenue	**29,744**	36,206
Loss before tax	**(22,281)**	(10,138)
Loss and total comprehensive loss for the year attributable to owners of the Company	**(22,002)**	(10,178)

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 March	
	2023	2022
	HK$'000	HK$'000
Non-current assets	**13,951**	7,641
Current assets	**39,636**	66,713
Total assets	**53,587**	74,354
Non-current liabilities	**5,146**	1,735
Current liabilities	**27,404**	29,572
Total liabilities	**32,550**	31,307
Total equity	**21,037**	43,047
Total equity and liabilities	**53,587**	74,354
Net current assets	**12,232**	37,141
Total assets less current liabilities	**26,183**	44,782

INDUSTRY OVERVIEW

Economic growth in Hong Kong

In the first quarter of 2023, Hong Kong's economy expanded by approximately 5.3% after the implementation of the Relaxation Policy. Despite the Relaxation Policy, the catering industry in Hong Kong remained uncertain.

BUSINESS REVIEW

We are a food and beverage group in Hong Kong operating casual dining restaurants under a portfolio of brands (the "**Catering Business**"). The Group's operations, financial performance and condition for the year ended 31 March 2023 was adversely affected by the Pandemic. Following the emergence of the well-documented fifth wave of the Pandemic since January 2022, the Hong Kong government implemented stringent anti-epidemic measures which were effective for a considerable duration during the year ended 31 March 2023, and as a result, the number of customers visiting our Group's restaurants has significantly decreased during the year ended 31 March 2023. Although the Relaxation Policy was expected to increase the number of visitors going to Hong Kong, the outlook of the catering industry in Hong Kong remained highly uncertain. In order to cope with the difficulties faced by the Group, the management of the Group adopted cost control measures and periodically evaluated our business strategies. In response to the uncertainty in the Hong Kong economy and in particular the catering industry, the Group will take conservative and prudent business strategies in order to support daily business operations and to cope with the economic uncertainty in the near future, as well as identifying and exploring other business opportunities to achieve stable return.

At 31 March 2023, we had four restaurants (as at 31 March 2022: three) and one physical store of trading luxury branded watches in Hong Kong in operation (at 31 March 2022: nil).

During the years ended 31 March 2022 and 2023, we operated the following restaurants:

Brand name	Location	Self-owned/ franchised brand	Operations during the year ended 31 March		Proportion of ownership interest of the restaurants held by the Group at 31 March	
			2023	2022	**2023**	2022
Chinese Kitchen (中國廚房)	Hong Kong International Airport	Self-owned	**–**	*(Note 1)*	**–**	–
Dashia Taiwan (大呷台灣)	Central	Self-owned	✓	✓	**100%**	100%
Du Hsiao Yueh Restaurant (度小月)	Harbour City, Tsim Sha Tsui	Franchised	✓	✓	**100%**	100%
Du Hsiao Yueh Restaurant (度小月)	Times Square, Causeway Bay	Franchised	✓ ***(Note 4)***	✓	**–**	100%
Du Hsiao Yueh Restaurant (度小月)	V Walk, Nam Cheong	Franchised	**–**	✓ *(Note 2)*	**–**	–

MANAGEMENT DISCUSSION AND ANALYSIS

Brand name	Location	Self-owned/ franchised brand	Operations during the year ended 31 March		Proportion of ownership interest of the restaurants held by the Group at 31 March	
			2023	2022	**2023**	2022
Du Hsiao Yueh Restaurant (度小月)	Jaffe Road, Causeway Bay	Franchised	✓ ***(Note 4)***	N/A	**100%**	N/A
Du Hsiao Yueh Restaurant (度小月)	Portland Street, Mongkok	Franchised	✓ ***(Note 5)***	N/A	**100%**	N/A
Hanlin Tea Room/Hut (翰林茶館/棧)	Harbour City, Tsim Sha Tsui	Franchised	**–**	✓ *(Note 3)*	**–**	–

Notes:

1. *"Chinese Kitchen (中國廚房)"* at the Hong Kong International Airport was temporarily closed from 10 February 2020 and the lease with Hong Kong International Airport expired with effect from 1 October 2021.

2. *"Du Hsiao Yueh Restaurant (度小月)"* in V Walk, Nam Cheong was closed on 31 October 2021.

3. *"Hanlin Tea Room/Hut (翰林茶館/棧)"* in Harbour City, Tsim Sha Tsui was closed on 31 August 2021.

4. *"Du Hsiao Yueh Restaurant (度小月)"* in Times Square, Causeway Bay was closed in August 2022 and was relocated to Jaffe Road, Causeway Bay which commenced operations in October 2022.

5. *"Du Hsiao Yueh Restaurant (度小月)"* in Portland Street, Mongkok commenced operations in January 2023.

As disclosed in the Company's announcement dated 20 June 2022, the Group tap into the business of trading luxury branded watches in Hong Kong during the year ended 31 March 2023.

As disclosed in the Company's announcement dated 10 September 2020, the Group has obtained a money lenders licence in Hong Kong under the Money Lenders Ordinance (Chapter 163 of Laws of Hong Kong). During the year ended 31 March 2023, the Group recognised interest income on loan receivables of approximately HK$0.2 million (2022: approximately HK$40,000).

The Catering Business has been and will continue to be the core business of the Group.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK$6.5 million or 18.0% from approximately HK$36.2 million for the year ended 31 March 2022 to approximately HK$29.7 million for the year ended 31 March 2023. The decrease in revenue was mainly attributable to (i) the negative impacts of the Pandemic to our existing restaurants as discussed in the paragraph headed "Business Review" in this section; (ii) the closure of *"Hanlin Tea Room/Hut (翰林茶館／棧)"* in Harbour City in August 2021 and *"Du Hsiao Yueh Restaurant (度小月)"* in V Walk, Nam Cheong in October 2021 (which contributed revenue for year ended 31 March 2022 but not for the year ended 31 March 2023); and (iii) the relocation of *"Du Hsiao Yueh Restaurant (度小月)"* in Times Square, Causeway Bay to Jaffe Road, Causeway Bay which led to temporary closure of business in August 2022 until the relocation was completed in October 2022 (the "**Restaurants**"). The effect was partially offset by the sales from trading of luxury branded watches which commenced business in the second half of 2022.

Cost of inventories sold

The Group's cost of inventories sold primarily consisted of the cost of all the food and beverages used in restaurant operations and the cost of the luxury branded watches. The Group's cost of inventories sold increased by approximately HK$1.1 million or 13.9% from approximately HK$7.9 million for the year ended 31 March 2022 to approximately HK$9.0 million for the year ended 31 March 2023. The increase in cost of inventories sold was mainly attributable to the increased cost of food and beverage and the luxury branded watches during the year.

Gross profit and gross profit margin

The Group's gross profit for the year ended 31 March 2023 amounted to approximately HK$20.8 million, representing a decrease of approximately HK$7.5 million or 26.5% from approximately HK$28.3 million for the year ended 31 March 2022. The decrease in gross profit was mainly attributable to the decrease in revenue during the year.

The Group's gross profit margin was 78.2% and 69.8% for the years ended 31 March 2022 and 2023, respectively. The decrease in gross profit margin for the year ended 31 March 2023 was mainly driven by the effect of the relatively low profit margin from the business of trading luxury branded watches in Hong Kong, which was commenced business in the second half of 2022.

Other income and other gain or loss, net

	For the year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Interest income on bank balances	**16**	87
Interest income on loan receivables	**240**	40
Government grant	**1,580**	500
Gain on termination of lease	**–**	926
Gain on disposal of property, plant and equipment	**–**	3,261
Loss on deregistration of an associate	**(14)**	–
COVID-19-related rental concession	**257**	2,891
Sundry income	**188**	100
Total	**2,267**	7,805

The Group's other income and other gain or loss, net primarily comprised interest income on bank balances and loan receivables, government grant, sundry income, gain on disposal of property, plant and equipment, loss on deregistration of an associate and COVID-19 related rental concession. The Group's other income and other gain or loss decreased by approximately HK$5.5 million or 70.5% from approximately HK$7.8 million for the year ended 31 March 2022 to approximately HK$2.3 million for the year ended 31 March 2023. The decrease in other income and other gain or loss, net was mainly attributable to the non-recurring gain on the disposal of a property recognised and the significant decrease in COVID-19 related rental concession for the year ended 31 March 2022, the effect of which was partially offset by the increase in government grant for the year ended 31 March 2023.

Staff costs

The Group's staff costs primarily comprised salaries, wages and allowances, pension costs and other employee benefits. The Group's staff costs remained at approximately HK$18.7 million and HK$18.8 million for the years ended 31 March 2022 and 2023, respectively.

Depreciation

The Group's depreciation expenses mainly included the depreciation of right-of-use assets, building, leasehold improvements and catering and other equipment and amounted to approximately HK$6.7 million for the year ended 31 March 2023, representing an increase of approximately HK$2.7 million or 67.5% from approximately HK$4.0 million for the year ended 31 March 2022. The increase in depreciation expenses was mainly attributable to the commencement of business of new operating restaurants and one physical store of trading luxury branched watches in Hong Kong during the year ended 31 March 2023.

Property rentals and related expenses

The Group's property rentals and related expenses amounted to approximately HK$1.4 million and HK$1.3 million for the year ended 31 March 2022 and 2023, respectively.

Fuel and utility expenses

The Group's fuel and utility expenses primarily comprised fuel expenses, electricity expenses and water supplies of the Group. The Group's fuel and utility expenses remained stable at approximately HK$1.7 million and HK$1.7 million for the years ended 31 March 2022 and 2023, respectively.

Impairment loss

The Group is required to assess its non-financial assets for impairment if events indicate the carrying value of the assets may not be recovered. During the year ended 31 March 2023, the Group conducted impairment assessments to its non-financial assets with impairment indicators and recognised a non-cash impairment on non-financial assets of approximately HK$3.0 million. The breakdown is as follows:

	HK$'000
Impairment of property, plant and equipment	799
Impairment of right-of-use assets	1,779
Impairment of intangible assets	407
Total impairment	2,985

Selling expenses

Selling expenses primarily comprised dining coupon promotion in shopping malls of the Group and amount to HK$2.5 million for the year ended 31 March 2023, representing a decrease of approximately HK$0.4 million or 13.8% from approximately HK$2.9 million for the year end 31 March 2022. The decrease in selling expenses was mainly attributable to closure of the Restaurants during the year ended 31 March 2023.

Administrative and operating expenses

The Group's administrative and operating expenses mainly represented expenses incurred for its operations, including cleaning expenses, consumables stores, transportation and travelling, credit card commission, entertainment, repair and maintenance, insurance, and legal and professional fees.

The Group's administrative expenses amounted to HK$12.9 million and HK$10.4 million for the years ended 31 March 2022 and 2023, respectively. Such decrease was mainly due to the decrease in repair and maintenance, credit card commission and legal and professional fee.

Finance costs

The Group's finance costs remained stable at approximately HK$0.8 million and HK$1.0 million for the years ended 31 March 2022 and 2023, respectively.

Income tax expense

The Group's income tax expense amounted to approximately HK$40,000 and HK$29,000 for the years ended 31 March 2022 and 2023, respectively.

Loss

The Group recorded a loss of approximately HK$22.3 million for the year ended 31 March 2023 as compared to a loss of approximately HK$10.2 million for the year ended 31 March 2022. The increase in loss was mainly due to decrease in revenue, gain on disposal of property, plant and equipment, and COVID-19-related rental concession and increase in depreciation expense during the year.

Use of unutilised proceeds from the Listing

The net proceeds from the Listing, after deducting the actual underwriting fees and expenses paid by the Company in connection thereto, were approximately HK$41.3 million. The intended use of proceeds was set out in the prospectus of the Company dated 1 August 2016 (the "**Prospectus**") and has been subsequently amended as summarised in the announcements of the Company dated 9 April 2018, 9 October 2018 and 24 June 2020. The Company has fully utilised all the proceeds from the Listing before 31 March 2022.

Use of unutilised proceeds from issue of Shares

Apart from the net proceeds from the Listing, the Company raised funds from the following issue of ordinary shares of the Company ("**Shares**"):

1. On 13 March 2017, the Company placed an aggregate of 202,800,000 new ordinary Shares to not less than six placees, who were independent third parties at the placing price of HK$0.15 per share (the "**First Placing**"). The net proceeds from the First Placing, after deducting the placing agent commission and other expenses incurred for the First Placing, amounted to approximately HK$29.84 million. The net price per First Placing Share was approximately HK$0.147 and the closing price on the date of the First Placing agreement was HK$0.121 per Share.

2. On 5 January 2018, the Company placed 440,560,000 new ordinary Shares to not less than six placees, who were independent third parties at the placing price of HK$0.105 per share (the "**Second Placing**"). The net proceeds from the Second Placing, after deducting the placing agent commission and other expenses incurred for the Second Placing, amounted to approximately HK$45.2 million. The net price per Second Placing Share was approximately HK$0.103 and the closing price on the date of the Second Placing agreement was HK$0.101 per Share.

As disclosed in the Company's announcements dated 24 June 2020 and 7 April 2022 (collectively, the "**Announcements**"), the intended use of unutilised proceeds from the First Placing and the Second Placing (the "**Placings Proceeds**") was adjusted. The Company has fully utilised all the proceeds from the First Placing before 31 March 2022. The amount of unutilised Placings Proceeds from the Second Placing and the intended use 31 March 2023 and the actual use of the Placings Proceeds from the Second Placing from 1 April 2022 to 31 March 2023 are set forth below:

Intended use	Adjusted use of Placing Proceeds as stated in the Announcements HK$'000	Amount of unutilised Placing Proceeds as at 1 April 2022 HK$'000	Actual use of the Placings Proceeds from 1 April 2022 to 31 March 2023 HK$'000	Amount of unutilised Placing Proceeds as at 31 March 2023 HK$'000	Expected timeline for the intended use of the unutilised Placing Proceeds
General working capital for the Group's businesses	37,500	37,500	36,188	1,312	31 March 2024

The Group originally planned to utilise the unutilised Placings Proceeds from the Second Placing by 31 March 2023. However, due to the outlook of the catering industry and the economy in Hong Kong remaining highly uncertain, the Group has taken conservative and prudent business strategies in order to support daily business operations during the year ended 31 March 2023. The Company intends to utilise the unutilised proceeds from the Second Placing as soon as practicable and by 31 March 2024.

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 March 2023 (2022: nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect its business, financial condition or results of operations:

1. The Group's revenue mainly derived from restaurants in Hong Kong may experience fluctuations from period to period due to seasonality and other factors.

2. All of the Group's revenue was mainly derived from the restaurants in urban area in Hong Kong during the year under review, therefore the Group's operation may be affected by any future development in urban area of Hong Kong.

3. During the year ended 31 March 2023, the Group generated all of our revenue in Hong Kong. If Hong Kong experiences any adverse economic condition due to events beyond our control, such as natural disasters, contagious disease outbreaks, terrorist attacks, a local economic downturn, mass civil disobedience movements or if the local authorities place additional restrictions or burdens on us or on our industry in general, our overall business and results of operations may be materially and adversely affected. As disclosed above, the Group's revenue decreased due to (i) the outbreak of the Pandemic; and (ii) the certain anti-pandemic measures imposed by the Hong Kong government.

Cost of inventories sold, staff costs and property rentals and related expenses contributed the majority of the Group's operating cost. The following factors are uncertain and may affect the cost control measures of our Group:

1. The Group's business depends on reliable sources of large quantities of food ingredients such as vegetable and meat. The price of food ingredients may continue to rise or fluctuate.

2. Minimum wage requirements in Hong Kong was raised from HK$37.5 per hour to HK$40.0 per hour with effect from 1 May 2023, and may further increase and affect our staff costs in the future.

3. At 31 March 2023, the Group licensed or leased all the properties for its restaurants operating in the urban area of Hong Kong. Therefore, the Group is exposed to risks relating to the commercial real estate rental market, including unpredictable and potentially high occupancy costs.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in this annual report, the Group did not have other plans for material investments and capital assets at 31 March 2023.

LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

There has been no material change in the capital structure of the Company during the year ended 31 March 2023.

Cash position

At 31 March 2023, the cash and cash equivalents of the Group amounted to approximately HK$26.7 million (as at 31 March 2022: approximately HK$60.7 million), which were mainly denominated in Hong Kong dollar, representing a decrease of approximately 56.0% as compared to that as at 31 March 2022. The decrease was mainly resulted from (i) the increasing support of the Group's daily business operations during the year ended 31 March 2023 under the Pandemic; (ii) the relocation cost and renovations cost of the new restaurants and new physical store of trading luxury branched watches in Hong Kong; and (iii) the repayment of bank borrowing during the year ended 31 March 2023.

Borrowing

At 31 March 2023, the total borrowings of the Group comprising bank borrowings and lease liabilities, all of which were denominated in Hong Kong dollars, amounted to approximately HK$21.1 million (at 31 March 2022: approximately HK$20.9 million) and the Group had approximately HK$11.0 million of outstanding committed banking facilities (at 31 March 2022: approximately HK$14.9 million), further details of which are set out below:

1. approximately HK$11.0 million (as at 31 March 2022: HK$14.9 million) was derived from bank borrowings which bears interest rate at 3.38% per annum (as at 31 March 2022: 2.75%); and

2. approximately HK$10.1 million was derived from lease liabilities of the Group's properties and motor vehicles (as at 31 March 2022: HK$6.0 million), which had interest rate ranging from 1.81% to 8.06% per annum (as at 31 March 2022: ranging from 1.81% to 5.19% per annum).

Pledge of assets

There is no pledge of asset of the Group as at 31 March 2023 (at 31 March 2022: HK$64,000).

Gearing ratio

At 31 March 2023, the gearing ratio of the Group was approximately 101.0% (as at 31 March 2022: approximately 48.7%). The increase was mainly attributable to the decrease in the equity attributable to owners of the Company. The gearing ratio is calculated based on the total borrowings, which include bank borrowings and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective period.

COMMITMENTS

At 31 March 2023, the Group had no significant capital commitments (at 31 March 2022: Nil).

SIGNIFICANT INVESTMENTS HELD

During the year ended 31 March 2023, the Group did not hold any significant investments.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

During the year ended 31 March 2023, the Group had no material acquisition or disposal of subsidiaries, associates or joint ventures.

CONTINGENT LIABILITIES

As at 31 March 2023, the Group had no significant contingent liabilities (as at 31 March 2022: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group operates in Hong Kong with majority of the transactions being settled in HK$, United States dollar ("**USD**") and Renminbi ("**RMB**"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign exchange risk in respect of HK$ against the USD as long as this currency is pegged.

Since the transactions and monetary assets denominated in RMB were minimal for the years ended 31 March 2022 and 2023, the Group considers that there was no significant foreign exchange risk in respect of RMB for both years.

The Group did not have any foreign exchange contracts, interest or currency swaps, other financial derivatives or any financial instruments for hedging purposes for the years ended 31 March 2022 and 2023.

TREASURY POLICIES AND RISK MANAGEMENT

The main objective of the Group's treasury policies is to seek capital appreciation with the surplus fund in short term and non-speculative in nature. The surplus fund is the fund after reserving the working capital requirement for the next 12-month period of the Group and excluding any unused proceeds from the listing and other fund raising activities by the Company including the Placing (as defined above). The investment activities of the Group shall be undertaken by the Investment Committee. Details of the Investment Committee is set out in the section headed "Corporate Governance Report" of this annual report.

At 31 March 2023, the Group's credit risk is primarily attributable to trade receivables, loan receivables, deposits, other receivables and cash and cash equivalents.

At 31 March 2022 and 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determining credit limits and credit approvals. The Group's monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

In addition, the Group performs impairment assessment under expected credit losses ("**ECL**") model upon application of HKFRS 9 on credit card trade receivables individually and the remaining trade receivables are grouped using a provision matrix with past due status grouping. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Deposits and other receivables

The management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of deposits paid and other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information under ECL model upon application of HKFRS 9. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of deposits paid and other receivables.

Loan receivables

The Group applies the general approach to determine the ECL on loan receivables based on (i) the changes in credit quality of the loan receivables since initial recognition and (ii) the estimated expectation of an economic loss of the loan receivables under consideration. The Group had reversal of ECL for the year ended 31 March 2023 on loan receivables of approximately HK$4,000 (2022: allowance for ECL of approximately HK$73,000).

Cash and cash equivalents

The Group deposited its cash with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. The Directors monitor the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk were minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

RETIREMENT BENEFIT SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

No forfeited contributions (by the Group on behalf of employees who leave the defined contribution plans prior to vesting fully in such contributions) can be used by the Group to reduce the existing level of contributions.

The total retirement benefit scheme contributions made by the Group amounted to approximately HK$0.5 million for the year ended 31 March 2023 (2022: approximately HK$0.6 million).

EMPLOYEES AND REMUNERATION POLICY

At 31 March 2023, the Group had 77 employees (at 31 March 2022: 32 employees). Total staff costs including Directors' emoluments, salaries, wages and other staff benefits, contributions and retirement schemes for the year ended 31 March 2023 amounted to approximately HK$18.7 million (2022: approximately HK$20.5 million).

The Remuneration Policy of Directors

Quality and committed staff are valuable assets contributing to the Group's success. To ensure the ability to attract and retain talents, the Company's remuneration policy of Directors is built upon the principles of providing market-competitive remuneration package that supports the performance culture and enable the achievement of strategic business goals. The Group's remuneration policy of Directors is, therefore, aiming at providing competitive but not excessive remuneration package to the Directors.

The Directors' remuneration comprises fixed salary or service fee and variable components (such as bonus and share options), which is benchmarked against companies of comparable business or scale with reference to a mix of factors such as the prevailing market condition, the Company's performance and the qualifications, skills, experience and educational background of the Directors.

The Directors' remuneration is reviewed annually.

The Remuneration Policy of Employees

In order to attract and retain high quality staff and to enable smooth operations within the Group, the remuneration policy and package of the Group's employees are periodically reviewed. The salary and benefit levels of the employees of the Group are competitive (with reference to market conditions and individual qualifications and experience). The Group provides adequate job training to the employees to equip them with practical knowledge and skills. Apart from contributions to the MPF and job training programmes, salary increments and discretionary bonuses may be awarded to employees according to the assessment of individual performance and market situation. The emoluments of the Directors have been reviewed by the remuneration committee of the Company, having regard to the Group's operating results, market competitiveness, individual performance and achievement, and approved by the Board.

LITIGATIONS

As at 31 March 2023, the Group is not engaged in any litigation or arbitration or claim of material importance and there is no litigation or arbitration or claim of material importance is pending or threatened by or against any member of the Group.

PROSPECTS

Our strategic objective is to continue to strengthen our position in operating restaurants in the urban area of Hong Kong, and strategically looking for opportunities to introduce popular restaurant brands to the urban area of Hong Kong through franchising or other cooperative arrangements.

With the implementation of Relaxation Policy during the first quarter of 2023, the number of visitors going to Hong Kong increased and hence the catering business was expected to gradually improve. Having said that, we consider that the outlook of the catering industry in Hong Kong remains highly uncertain in the near future. In view of the uncertainties and the existing market conditions, we will focus on maintaining sufficient general working capital to support the daily business operation of the Group, and also will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for us to lean on. We shall thus remain conservative and prudent towards its profitability in the coming months and will continue to manage the Group's expenditure and keep monitoring and searching for market opportunities for our expansion plan in order to improve financial performance.

Looking ahead, we will endeavour to strengthen the development of its existing businesses and to provide steady return as well as growth prospects for the Shareholders.

EXECUTIVE DIRECTORS

Mr. Wong Man Wai (王文威先生) ("Mr. Wong"), aged 44, is the Chairman of the Board, the Chief Executive Officer of the Company, an executive Director, the chairman of the Nomination Committee and Investment Committee and a member of the Remuneration Committee. He is also a director of all subsidiaries of the Group. Mr. Wong is responsible for formulating the overall business strategy and planning; overseeing the Group's performance generally; leading and representing the Group in negotiation with potential business partners.

Shortly after Mr. Wong's graduation from The University of New South Wales in May 2003 where he obtained his Bachelor of Commerce in Accounting and Finance, he joined the Group and started taking part in the operation of the restaurants of the Group since April 2004. Up until now, he has over 19 years of experience in the restaurant and catering business.

Mr. Chan Chak To Raymond (陳澤濤先生) ("Mr. Chan"), aged 56, is an executive Director and is responsible for overseeing the day-to-day operation of the restaurants operated by the Group; assessing the performance of frontline staff and formulating training standard and guidance to frontline staff.

Mr. Chan has been with the Group for over 10 years since he joined the Group in October 2009 as the Operation Director. Prior to joining the Group, Mr. Chan had accumulated over 17 years of experience in catering related businesses, of which he had worked as a chef for approximately three years and subsequently held managerial positions with various companies engaging in food production, trading or restaurant operation.

Mr. Chan has completed a certificate programme on business administration at Research Institute of Tsinghua University in 2017.

Ms. Lam Wai Kwan (林慧君女士) ("Ms. Lam"), aged 49, is an executive Director and a member of Investment Committee and is responsible for the finance and accounting matters, procurement and cost control measures of the Group. She is also a director of certain subsidiaries of the Group.

Ms. Lam has been with the Group for over 19 years since she joined the Group in November 2003 as an Assistant Manager. She was subsequently promoted to Accounting Manager in May 2005. After obtaining her Diploma in Commercial Studies from The Chinese Young Men's Christian Association Hong Kong in May 1992, Ms. Lam has worked in various companies performing secretarial and accounting duties.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ma Yiu Ho Peter (馬遙豪先生) ("Mr. Ma"), aged 58, is an independent non-executive Director and the chairman of the Audit Committee. He joined the Group since July 2016.

He is currently the financial controller of Chyau Fwu Properties Limited, a company principally engaged in property development and hospitality. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 1990 and a fellow member of the Association of Chartered Certified Accountants (UK) since April 1994. Mr. Ma obtained a master degree of business administration from the Hong Kong University of Science and Technology in November 1995. He has been a member of the Hong Kong Institute of Directors since December 2015. He has over 20 years of experience in the finance and accounting field and worked as the financial controller and company secretary of The Hong Kong Parkview Group Limited (now named as Joy City Property Limited) (stock code: 207); the financial controller, qualified accountant and authorised representative of V1 Group Limited (formerly known as VODone Limited) (stock code: 82), both are listed companies on the Main Board of the Stock Exchange; chief financial officer of Superior Fastening Technology Limited (stock code: 5DW), a listed company on the Singapore Exchange.

Mr. Ma has also worked for Standard Chartered Equitor Trustee HK Limited and Hong Kong Government's Audit Department. Mr. Ma has been a director of the following listed companies on the Stock Exchange during the periods indicated below:

Name of listed company (stock code)	Position held	Period during which he held directorship
Indigo Star Holdings Limited (stock code: 8373)	Independent non-executive director	October 2017 — CURRENT
TEM Holdings Limited (stock code: 8346)	Independent non-executive director	April 2016 — January 2021
Mobile Internet (China) Holdings Limited (stock code: 1439)	Independent non-executive director	December 2013 — August 2020
Convoy Global Holdings Limited (stock code: 1019)	Independent non-executive director	March 2010 — July 2018
Huisheng International Holdings Limited (stock code: 1340)	Independent non-executive director	February 2014 — July 2017
China Ocean Fishing Holdings Limited (formerly known as Sky Forever Supply Chain Management Group Limited) (stock code: 8047)	Independent non-executive director	July 2014 — May 2015

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Cai Chun Fai (蔡振輝先生) ("Mr. Cai"), aged 42, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. He has joined the Group since July 2016.

Mr. Cai holds the degree of Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cai has over ten years' experience in auditing, accounting and financial management. From March 2019 to June 2022, he was the executive director and the company secretary of Zhaobangji Properties Holdings Limited (stock code: 1660), a company listed on the Main Board of the Stock Exchange. He has been an independent non-executive director of Beijing Digital Telecom Co., Ltd (stock code: 6188), a company listed on the Main Board of Stock Exchange, since 30 June 2021. He was an independent non-executive director of My Heart Bodibra Group Limited (stock code: 8297), a company listed on GEM of the Stock Exchange, from February 2018 to April 2021. He was an independent non-executive director of Inno-Tech Holdings Limited (stock code: 8202), a company listed on GEM of the Stock Exchange, from 2 to 14 February 2018.

Mr. Ng Sai Cheong (伍世昌先生) ("Mr. Ng"), aged 47, is an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee. He has joined the Group since August 2018.

Mr. Ng has more than 20 years of experience in auditing and accounting. Mr. Ng worked at Lee Sik Wai & Co., an accounting firm, between June 1998 and April 2000 with his last position held as semi-senior. He then worked at Charles Chan, Ip & Fung CPA Limited (currently known as CCIF CPA Limited) from April 2000 to February 2001 with his last position held as auditor. Between February 2001 and September 2002 and between October 2002 and September 2003, he served as a staff accountant and senior accountant, respectively, at Ernst & Young. He later joined Beauty China Holdings Limited (a company formerly listed on the Singapore Stock Exchange (stock code: B15.SG)) as an accounting manager in October 2003 and was promoted to assistant financial controller in October 2007, a position which he had held until August 2009. He then worked at Top Express Holdings Limited between September 2009 and April 2012 with his last position held as the chief financial officer.

Mr. Ng has been the financial controller of Kwan On Holdings Limited (stock code: 1559), a company listed on the Main Board of the Stock Exchange, since August 2012 and its company secretary since January 2013 and has been retitled to chief financial officer and company secretary since February 2018 and resigned as the chief financial officer and company secretary in December 2018. Mr. Ng has been the executive director of Indigo Star Holdings Limited (stock code: 8373), a company listed on GEM of the Stock Exchange, since April 2017 and its company secretary from April 2017 to September 2017.

Mr. Ng graduated from The Hong Kong University of Science and Technology in November 1998 with a bachelor of business administration degree in accounting and obtained a master of corporate governance degree from The Open University of Hong Kong in June 2007. Mr. Ng has been an associate of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) from March 2003 to February 2022. He is an associate of the Hong Kong Institute of Chartered Secretaries and an associate of The Institute of Chartered Secretaries and Administrators and a fellow member of the Association of Chartered Certified Accountants since July 2020.

SENIOR MANAGEMENT

Mr. Ng Shing Kin (吳成堅), aged 42, is the Group's financial controller and company secretary of the Company. He is also a director of certain subsidiaries of the Group. He has joined the Group since November 2015. He is mainly responsible for handling and overseeing the financial reporting, financial planning and reviewing internal control of the Group.

Mr. Ng Shing Kin obtained an honours diploma in business administration from the Hong Kong Shue Yan College in July 2005 and a master's degree of business administration from The University of Louisiana at Monroe in Hong Kong in May 2007. Mr. Ng Shing Kin further obtained a postgraduate diploma in professional accounting from the Hong Kong Baptist University in November 2007. Mr. Ng Shing Kin was granted the designation of financial risk manager by the Global Association of Risk Professionals in July 2008, and was admitted as a member of the HKICPA in January 2012. Mr. Ng Shing Kin is currently a practising certified public accountant in Hong Kong.

Prior to joining the Group in November 2018, Mr. Ng Shing Kin worked at an international audit firm from August 2008 to December 2013. From December 2013 to October 2015, he worked in PricewaterhouseCoopers Limited as a senior associate. Since February 2019, he has been working as the company secretary of Ying Hai Group Holdings Company Limited (stock code: 8668), a company listed on GEM of the Stock Exchange. Since December 2019, he has been an independent non-executive director of WMCH Global Investment Limited (stock code: 8208), a company listed on GEM of the Stock Exchange. From March 2021 to July 2021, he was the company secretary of WT Group Holdings Limited (stock code: 8422), a company listed on GEM of the Stock Exchange. Since June 2021, he has been working as the company secretary of Jiujiuwang Food International Limited (stock code: 1927), a company listed on the Main Board of the Stock Exchange. Since July 2022, he has been an independent non-executive director of Miko International Holdings Limited (stock code: 1247).

CORPORATE GOVERNANCE PRACTICE

The shares of the Company (the "**Shares**") were successfully listed on GEM of the Stock Exchange on 8 August 2016 (the "**Listing Date**"). The Board recognises that transparency and accountability are the cornerstones of the Company's corporate governance. Therefore, the Company is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the Shareholders.

The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix 15 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with the CG Code for the year ended 31 March 2023, except for the deviations from paragraph C.2.1 of part 2 of the CG Code as explained below.

CHAIRMAN AND CHIEF EXECUTIVE

Paragraph C.2.1 of part 2 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wong Man Wai is the Chairman and the Chief Executive Officer of the Company. Considering that Mr. Wong Man Wai has been operating and managing the Group since 2004, the Board believes that it is in the best interest of the Group to have Mr. Wong Man Wai taking up both roles for effective management and business development. It provides a strong and consistent leadership to the Group and that the current management has been effective in the development of the Group and the implementation of business strategies under the leadership of Mr. Wong Man Wai. In allowing the two roles to be vested in the same person, the Group believes both positions require in-depth knowledge and considerable experience of the Group's business and Mr. Wong Man Wai is the most suitable person to occupy both positions for effective management of the Group. Therefore, the Board considers that the deviation from paragraph C.2.1 of part 2 of the CG Code is appropriate in such circumstance.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors 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 (the "**Model Code**"). The Company periodically issues notices to its Directors reminding them the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group. Having made specific enquiries with of the Directors, all Directors confirmed that they have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by the Directors throughout the year under review. The Company was not aware of any non-compliance in respect of the Model Code throughout the year ended 31 March 2023.

BOARD OF DIRECTORS

From 1 April 2022 up to the date of this annual report, the Board comprised three executive Directors, namely Mr. Wong Man Wai, Mr. Chan Chak To Raymond and Ms. Lam Wai Kwan and three independent non-executive Directors, namely, Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong.

Throughout the year ended 31 March 2023, Mr. Wong Man Wai has been the Chairman of the Board and the Chief Executive Officer of the Company.

The overall management of the Company's business is vested in the Board which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All the Directors should make decisions objectively in the interests of the Company. The Board has the full support from the executive Directors and the senior management of the Company to discharge its responsibilities.

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the executive Director(s) and senior management. During the year under review, the Board also assumes the responsibilities of maintaining high standard of corporate governance, including, among others, developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing, reviewing and monitoring the codes of conduct and compliance manual (if any) applicable to Directors and employees and reviewing the Company's compliance with the CG Code and the disclosures in this annual report. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. Executive Directors and independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee (as defined under the paragraph headed "Board Committees" in this section).

The Board has three independent non-executive Directors which complies with Rule 5.05(1) of the GEM Listing Rules. All the three independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules.

The independent non-executive Directors represent at least one-third of the Board in compliance with Rule 5.05A of the GEM Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and therefore considers each of them to be independent within the meaning of Rule 5.09 of the GEM Listing Rules.

The biographical details of the Directors and senior management are set out in the section headed with "Biographical Details of Directors and Senior Management" in this annual report. Save as disclosed under the paragraph headed "Chairman and Chief Executive" and in the section "Biographical Details of the Directors and Senior Management" in this annual report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board is also responsible for implementing policies in relation to financial matters, which include risk management and internal controls and compliance, if applicable. In addition, the Board reviews the financial performance of the Group, approves investment proposals, nomination of Directors to the Board and appointment of key management personnel. These functions are carried out either directly by the Board or through Board committees such as Audit Committee, Nomination Committee and Remuneration Committee.

All Directors are aware of their collective and individual responsibilities to the shareholders of the Company, the duties to act honestly and in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times and to avoid conflicts of interests. During the year ended 31 March 2023, in accordance with paragraph D.1.2 of part 2 of the CG Code, all Directors are provided with monthly updates on the Company's performance, position and prospect to enable the Board as a whole and each Director to discharge their duties.

All Directors have timely access to all relevant information as well as the advice and services of the company secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

MECHANISM ENSURING SUFFICIENT INDEPENDENCE VIEWS TO THE BOARD

The Board recognises Board independence is critical to good corporate governance. The Company has put in place the mechanisms to ensure a strong independence element on the Board, which are summarised below:

Board Composition

The Board endeavours to ensure the appointment of at least three independent non-executive Directors and at least one-third of the Board members being independent non-executive Directors (or such higher threshold as may be required by the GEM Listing Rules from time to time).

Apart from complying with the requirements prescribed by the GEM Listing Rules as to the composition of certain Board committees, independent non-executive Directors will be appointed to other Board committees as far as practicable to ensure independent views are available.

Independence Assessment

The Nomination Committee (as defined below) shall strictly adhere to the nomination policy and the independence assessment criteria as set out in the GEM Listing Rules with regard to the nomination and appointment of independent non-executive Directors.

Each independent non-executive Director is also required to inform the Company as soon as practicable if there is any change in his own personal particulars that may materially affect his independence.

The Nomination Committee (as defined below) is mandated to assess annually the independence of all independent non-executive Directors by reference to the independence criteria as set out in the GEM Listing Rules to ensure that they can continually exercise independent judgement.

Decision Making

All Directors (including independent non-executive Directors) are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense.

All Directors (including independent non-executive Directors) shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his close associates has a material interest.

The Board had made an annual review on the implementation of the abovementioned mechanisms and was of the view that the abovementioned mechanisms had been satisfactorily implemented.

ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors will receive at least 14 days prior written notice of such meetings in compliance with paragraph C.5.3 of part 2 of the CG Code. The company secretary assists the Chairman to prepare the meeting notice and agenda. Each Director may include any item in the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director at least 3 days before each Board meeting or committee meeting to enable the directors to make informed decisions on the matters to be discussed, except where a Board meeting or committee meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

The company secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes will normally be circulated to Directors for comment within a reasonable time after each meeting and all records of Board meeting and committee meetings are open for Directors' inspection.

Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to physically attend may participate at any Board meeting through means of a telephone or tele-conferencing or any other telecommunications facility, in accordance with the articles of association of the Company (the "**Articles**").

During the year ended 31 March 2023, the Board convened a total of 18 Board meetings in person or by means of electronic communication and an annual general meeting which was held on 19 September 2022 (the "**2022 AGM**"). Attendance of each Director at the Board meetings and the 2022 AGM is set out below:

Name of Directors	Board Meeting Attended/Held	2022 AGM
Executive Directors		
Mr. Wong Man Wai *(Chairman)*	18/18	1/1
Mr. Chan Chak To, Raymond	18/18	1/1
Ms. Lam Wai Kwan	18/18	1/1
Independent non-executive Directors		
Mr. Ma Yiu Ho, Peter	18/18	1/1
Mr. Cai Chun Fai	18/18	1/1
Mr. Ng Sai Cheong	18/18	1/1

BOARD COMMITTEES

The Board has established four Board committees, namely the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and the investment committee (the "**Investment Committee**"). The written terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are available on the websites of the Stock Exchange and the Company.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which include developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring training and continuous professional development of Directors and senior management, reviewing the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the code provisions in the CG Code and disclosures in this corporate governance report.

AUDIT COMMITTEE

The Company established the Audit Committee pursuant to a resolution of the Directors passed on 21 July 2016 in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. Written terms of reference in compliance with paragraph D.3.3 of part 2 of the CG Code has been adopted. Among other things, the primary duties of the Audit Committee are to make recommendations to the Board on appointment or reappointment and removal of external auditors; review and monitor the independence of the external auditor of the Group; review financial statements of our Company and judgments in respect of financial reporting; and review and oversee the effectiveness of the procedures of the financial control, risk management and internal control procedures of the Group. The Audit Committee consists of three independent non-executive directors, namely Mr. Ma Yiu Ho Peter, Mr. Cai Chun Fai and Mr. Ng Sai Cheong. Mr. Ma Yiu Ho Peter is the chairman of the Audit Committee.

Pursuant to the terms of reference of the Audit Committee, meetings shall be held not less than twice a year and the external auditor may request a meeting if they consider that one is necessary. During the year ended 31 March 2023, the Audit Committee convened 5 committee meetings. The Audit Committee had reviewed the Group's annual results and annual report for the year ended 31 March 2022, first quarterly results for the three months ended 30 June 2022, interim results for the six months ended 30 September 2022 and third quarterly results for the nine months ended 31 December 2022 and discussed internal controls, risk management and financial reporting matters. Attendance of each Audit Committee member is set out below:

Name of Directors	Audit Committee Meeting Attended/Held
Independent non-executive Directors	
Mr. Ma Yiu Ho, Peter *(chairman)*	5/5
Mr. Cai Chun Fai	5/5
Mr. Ng Sai Cheong	5/5

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of the Company's auditors. The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of the auditors, HLB Hodgson Impey Cheng Limited ("**HLB**"), and recommended to the Board to re-appoint HLB as the Company's auditors for the year ending 31 March 2024, which is subject to the approval of shareholders at the forthcoming annual general meeting.

The Company's annual results and annual report for the year ended 31 March 2023 have been reviewed by the Audit Committee, which opined that applicable accounting standards and requirements have been complied with and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 21 July 2016 pursuant to a resolution in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with paragraph E.1.2 of part 2 of the CG Code.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of our Group and ensure that none of the Directors or any of their associates determine their own remuneration. The Remuneration Committee consists of three members, namely Mr. Cai Chun Fai, Mr. Wong Man Wai and Mr. Ng Sai Cheong. Mr. Cai Chun Fai is the chairman of the Remuneration Committee.

During the year ended 31 March 2023, the Remuneration Committee convened 6 committee meetings. Attendance of each Remuneration Committee member is set out below:

Name of Directors	Remuneration Committee Meeting Attended/Held
Executive Directors	
Mr. Wong Man Wai	6/6
Independent non-executive Directors	
Mr. Cai Chun Fai *(chairman)*	6/6
Mr. Ng Sai Cheong	6/6

During the year ended 31 March 2023, the Remuneration Committee has assessed the performance of executive Directors and reviewed the remuneration and compensation package of the executive Directors and the senior management with reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of the executive Directors and the senior management and the performance of the Group, and made recommendations to the Board regarding salaries of the executive Directors and senior management.

REMUNERATION OF SENIOR MANAGEMENT BY BAND

The remuneration of the members of the senior management by band for the year ended 31 March 2023 is set out below:

Annual remuneration by band	Number of Members of senior management
HK$1,000,000 to HK$1,500,000	1

NOMINATION COMMITTEE

Our Company established the Nomination Committee on 21 July 2016 with written terms of reference in compliance with paragraph B.3.1 of part 2 of the CG Code. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive directors; and make recommendations to the Board on relevant matters relating to appointment or reappointment of directors. The Nomination Committee consists of three members, namely Mr. Wong Man Wai, Mr. Ng Sai Cheong and Mr. Cai Chun Fai. Mr. Wong Man Wai is the chairman of the Nomination Committee.

During the year ended 31 March 2023, the Nomination Committee convened 2 committee meetings. Attendance of each Nomination Committee member is set out below:

Name of Directors	Nomination Committee Meeting Attended/Held
Executive Directors	
Mr. Wong Man Wai *(chairman)*	2/2
Independent non-executive Directors	
Mr. Cai Chun Fai	2/2
Mr. Ng Sai Cheong	2/2

During the year ended 31 March 2023, the Nomination Committee has made recommendation on the re-election by the Shareholders of two Directors at the 2022 AGM, reviewed the structure, size and composition of the Board and assessed the independence of the independent non-executive Directors.

Nomination policy

On 31 December 2018, the Nomination Committee recommended to the Board and the Board approved and adopted the nomination policy, a summary of which is set out below:

1. the Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms. In addition, the Nomination Committee will consider director candidates properly submitted by the shareholders of the Company;

2. the evaluation of director candidates may include, without limitation, review of resume and job history, personal interviews, verification of professional and personal references and performance of background checks;

3. in considering candidates for director nominee, the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can add to and complement the range of skills, experience and background of existing Directors;

4. the Nomination Committee considers that (i) the highest personal and professional ethics and integrity ; (ii) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment; (iii) skills that are complementary to those of the existing Board; (iv) the ability to assist and support management and make significant contributions to the Company's success; and (v) an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of existing Director; and

5. the independent non-executive director candidates should meet the "independence" criteria as required under GEM Listing Rules and the composition of the Board is in conformity with the provisions of the GEM Listing Rules.

To ensure that the nomination policy continues to be implemented smoothly in practice, during the year under review, the Nomination Committee has reviewed the policy having regard to the regulatory requirements, good corporate governance practice and the expectations of the Shareholders and other stakeholders of the Company.

Board diversity policy

The Board had reviewed the implementation and effectiveness of the board diversity policy (the "**Board Diversity Policy**") and was of the view that the Board Diversity Policy and its implementation was sufficient and effective.

The Company is conscious of maintaining Board diversity with an appropriate level of female members on the Board, which shall not be less than one female member and may further increase in the next five years. During the year under review and as at the date of this report, the Board comprised one female Board member (i.e. Ms. Lam Wai Kwan), in which case the Board considered gender diversity has been achieved. While conscious efforts are being taken by the Company to fulfil its Board Diversity Policy, all appointments are ultimately made on a merit basis taking into account available and suitable candidates.

The Nominations Committee is responsible for reviewing the implementation of the Board Diversity Policy at least annually and make recommendation on any proposed changes to the Board for the Board's review and approval to ensure its continued appropriateness and effectiveness. On 31 December 2018, the Nomination Committee recommended to the Board and the Board approved and adopted an updated board diversity policy, a summary of which is set out below:

1. the Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of race, gender, disability, nationality, religious or philosophical belief, age, sexual orientation, family status or any other factor; and

2. the Company believes that a diversity of perspectives can be achieved through consideration of a number of factors, including skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities etc.

For recruiting potential successors to the Board to achieve Board diversity including gender diversity, the Board has prepared a list of desirable skills, experience, qualifications, gender or perspectives which the candidate should have. If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

Workforce Diversity

The Group strictly adheres to fair and appropriate employment practices and labour standards. With an anti-discriminatory and equal-opportunity policy in place, the Group provides job applicant and employees with equal opportunities of employment and promotion, and prohibits all forms of discrimination on gender, religion, race, disability or age.

As at 31 March 2023, the Group had a total of 77 staff members (including members of the senior management but excluding Directors). The gender composition of the staff members (including members of the senior management but excluding Directors) was approximately 57% male staff members and 43% female staff members.

The Board considered that gender diversity of the workforce of the Group has been well maintained during the year under review. As such, the plan for the Group in terms of gender diversity in workforce is to maintain the balance of gender diversity in the foreseeable future.

INVESTMENT COMMITTEE

Our Company established the Investment Committee on 23 May 2017. The primary duties of the Investment Committee are to establish the Group's investment policies and strategies; controlling the day-to-day investment activities and associated financing activities; executing investment transactions in accordance with the treasury policies of the Group; managing the investment portfolio within approved policies, parameters and limits; preparing regular investment portfolio reports; maintaining business relationships with external investment managers, banks and broker firms; monitoring the investment regularly to ensure the investment does not exceed the investment cap in accordance with the treasury policies of the Group and reporting the same in a monthly report to the Board; and monitoring the investment activities to ensure compliance with the treasury policies of the Group and any other statutory and regulatory requirements, including the GEM Listing Rules. The Investment Committee consists of three members, namely Mr. Wong Man Wai, Ms. Lam Wai Kwan and Mr. Ng Shing Kin. Mr. Wong Man Wai is the chairman of the Investment Committee.

During the year ended 31 March 2023, the Investment Committee convened 12 committee meetings. Attendance of each Investment Committee member is set out below:

Name of Directors	Investment Committee Meeting Attended/Held
Executive Directors	
Mr. Wong Man Wai *(chairman)*	12/12
Ms. Lam Wai Kwan	12/12
Senior Management	
Mr. Ng Shing Kin	12/12

During the year ended 31 March 2023, the Investment Committee has reviewed financial performance of the investment portfolio of the Group.

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of our executive Directors has entered into a service contract with our Company and each of our independent non-executive Directors has entered into a letter of appointment with our Company for a fixed term of three years. All service contracts and letters of appointment are terminable by giving at least three months' notice and subject to termination provisions therein and provisions on retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules.

The Articles provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by 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 that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

According to the Articles, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. In addition, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The Company has taken out Directors and officers liability insurance to cover the liabilities arising out of the legal action against the Directors in the course of their performance of directors' roles functions.

Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the GEM Listing Rules.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Wong Man Wai and Ms. Lam Wai Kwan to the Board for it to recommend to Shareholders for re-election at the upcoming annual general meeting of the Company. The nominations were made in accordance with the terms of reference of the Nomination Committee and the objective criteria (including without limitation skills, experience, knowledge, expertise, culture, independence, age and gender), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of Mr. Wong Man Wai and Ms. Lam Wai Kwan to the Board and their firm commitment to their roles. As a good corporate governance practice, each of Mr. Wong Man Wai and Ms. Lam Wai Kwan had abstained from voting at the Board meeting on their nominations for re-election by Shareholders. Mr. Wong Man Wai and Ms. Lam Wai Kwan do not have any service contracts with any member of the Group that are not determinable by the Group within one year without compensation (other than statutory compensation). Their particulars will be set out in the circular to Shareholders to be sent together with this report and posted on the websites of the Stock Exchange and the Company.

DIVIDEND POLICY

On 31 December 2018, the Board has adopted a dividend policy, the details of which are as follows:

1. The Company considers stable and sustainable returns to shareholders of the Company to be its goal and endeavours to maintain a dividend policy to achieve such goal. In deciding whether to propose a dividend and in determining the dividend amount, the Board would take into account the Group's results of operations, earnings performance, cashflows, financial condition, future prospects, as well as statutory and regulatory restrictions on the payment of dividends, and other factors that the Board may consider relevant.

2. Whilst the Board will review from time to time for determination on proposed dividend with the above factors taken into account, there can be no assurance that dividends will be declared or paid in any particular amount for any given period.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

The Directors are aware of and have complied with the requirement under the paragraph C.1.4 of part 2 of the CG Code regarding continuous professional development by participating in various relevant continuous professional training. During the year under review, the Directors had reviewed the reading materials related to corporate governance and regulations that provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments.

DEED OF NON-COMPETITION

Each of the controlling Shareholders has confirmed with the Company of his/its compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 25 July 2016. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the deed of non-competition have been complied with by the controlling Shareholders and duly enforced during the year under review and up to the date of this report.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group that gives a true and fair view of the state of affairs of the Group. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects with timely publication of the financial statements of the Group. As at 31 March 2023, the Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern.

The responsibility of the external auditors is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. The statements by external auditors, HLB, about their reporting responsibility on the consolidated financial statements of the Group are set out in the independent auditor's report included in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for reviewing the effectiveness of the Group's risk management and internal control systems. The risk management process includes risk identification, risk evaluation, risk management and risk control and review.

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority.

During the year under review, the Audit Committee and the Board have conducted an annual review of the adequacy and effectiveness of the implemented risk management and internal control system and procedures, including areas covering financial, operational, compliance and risk management functions. The systems are implemented to minimise the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against misstatement or losses. The Board was satisfied with the adequacy and effectiveness of the risk management and internal control system.

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Group and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Group has engaged CT Consultants Limited, an external professional consultant, to conduct independent internal control review for the year ended 31 March 2023 and the review has been completed as at the date of this annual report.

For the year ended 31 March 2023, the Board considered the Group's internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the CG Code.

AUDITORS' REMUNERATION

During the year under review, HLB (including its affiliates) provided audit and non-audit services to the Group. The remuneration for the audit service and non-audit services provided by HLB (including its affiliates) to the Group during the year ended 31 March 2023 was approximately as follows:

Type of Services	Amount HK$'000
Audit services	550
Non-audit services	–
Total	550

COMPANY SECRETARY

Mr. Ng Shing Kin is the company secretary of the Company, whose biographical details are set out under the section headed "Biographical Details of Directors and Senior Management" of this annual report. During the year ended 31 March 2023, Mr. Ng Shing Kin has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

COMPLIANCE OFFICER

Mr. Wong Man Wai is the compliance officer of the Company. Please refer to the section headed "Biographical Details of Directors and Senior Management" in this annual report for Mr. Wong's biography.

INVESTOR RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to the shareholders and the investing public.

The Shareholders' Communication Policy

The Company has adopted a shareholders' communication policy, the details of which is summarised below:

Shareholders' Meetings

- The annual general meetings and other general meetings of the Company are the primary communication forum between the Company and the Shareholders. Shareholders are encouraged to participate in general meetings physically or to appoint proxies to attend and vote at such meetings for and on their behalf if they are unable to attend.

- Notices of the general meetings, related circulars and forms of proxy are provided within a prescribed time prior to the general meetings on Stock Exchange's website (www.hkexnews.hk) and the Company's website (http://www.hkrcg.com) and by post to the Shareholders.

- The Directors, in particular, the chairman of the Board committees or their delegates, appropriate senior executives and external auditor will attend the general meetings to answer the Shareholders' questions.

- The chairman of the general meetings will propose to vote the resolutions (except resolutions which relate purely to procedural or administrative matters) by poll in accordance with the Articles. Scrutineer will be appointed for the vote-taking at the general meetings and the voting results will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.hkrcg.com) subsequent to the close of the general meetings.

Corporate Communications

- The Company will send (by post or by electronic means as permitted by the Articles or the GEM Listing Rules) corporate communications of the Company, which include annual reports, interim reports, quarterly reports, notices of shareholders' meeting, listing documents, circulars, and proxy forms, to the Shareholders.

- Shareholders are encouraged to provide their up-to-date contact details to the Hong Kong branch share registrar of the Company in order to facilitate timely and effective communications.

Company's Website

- The Company's website (www.hkrcg.com) provides the Shareholders with corporate information on the Group. It also provides information on corporate governance of the Group and the compositions and functions of the Board and the committees of the Board.

- In addition to the "Investor Relations" section in which corporate communications of the Company are posted as soon as practicable following their release on the Stock Exchange's website (www.hkexnews.hk), press releases and newsletters issued by the Company from time to time are also available on the Company's website to facilitate communication between the Company, Shareholders and investment community.

- Information on the Company's website is updated on a regular basis.

Share registration matters shall be handled for the Shareholders by the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders and stakeholders may at any time send their enquiries and concerns to the Board by addressing them to the contact details in the section headed "Enquiries to the Board" in this report.

The Company highly values the view and comment by the Shareholders and relevant stakeholders to the Company and would invite the Shareholders and relevant stakeholders to communicate with the Company by employing the abovementioned means. In view of the above, the Board considered the Company's communication policy effective for the year ended 31 March 2023.

CONSTITUTIONAL DOCUMENTS

As disclosed in the Company's announcement dated 19 September 2022, during the 2022 AGM, a special resolution to amend the amended Articles was passed by the shareholders of the Company. The amendments were to bring the amended Articles in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022. For further information in relation to the amendments, please refer to the announcement of the Company dated 19 September 2022 and the circular of the Company for the 2022 AGM dated 25 August 2022. No changes were made to other corporate communication materials of the Company during the year ended 31 March 2023.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each issue at Shareholders' meetings, including the election of individual Directors.

All resolutions put forward at Shareholders' meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting.

Pursuant to the Articles, any two or more Shareholders holding not less than one-tenth of the paid up share capital of the Company carrying the right of voting at general meetings of the Company has statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders by sending to the Board or the company secretary of the Company at the principal place of business of the Company in Hong Kong a written request for such general meeting duly signed by the Shareholders concerned together with the proposed agenda items and such meeting shall be held within three months of the deposit of such requisition. Shareholders also have the right to propose a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

Enquiries to the Board

Shareholders may at any time raise questions, provide comments and suggestions to the Directors and management of the Company and make a request for the Company's information to the extent such information is publicly available to the company secretary of the Company at the following contact details who is responsible for forwarding communications relating to matters within the Board and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the chief executive officer.

The contact details of the company secretary of the Company is set out below:

Address: Unit 603, 6/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Kowloon, Hong Kong
Telephone: 2388 9423
Fax: 3188 0501
Email: info@hkrcg.com

Putting forward proposals at a general meeting

Shareholders are welcomed 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 at the contact details as set out in the paragraph headed "Enquiries to the Board" by a written requisition. 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.

LOOKING FORWARD

The Group will keep on 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.

REPORT OF DIRECTORS

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 36 to the consolidated financial statements. The principal activities of the Group are the provision of casual dining food catering services in Hong Kong and the Group has committed trading of luxury watches business during the reporting period.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 59.

The Board resolved not to recommend payment of a final dividend for the year ended 31 March 2023 (2022: Nil).

BUSINESS REVIEW

A review and an analysis of the business of the Group, a discussion of the principal business risks and uncertainties facing the Group and the future development of the Group's business are set out in the section headed "Chairman's Statement" and paragraphs headed "Business Review", "Financial Review", "Principal Risks and Uncertainties" and "Prospects" in the section headed "Management Discussion and Analysis" in this annual report, respectively. Additionally, the financial risk management objectives and policies of the Company are disclosed in note 4 to the consolidated financial statements. These discussions form an integral part of this Report of Directors.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has always encouraged environmental protection, strictly complied with environmental regulations and promoted environmental protection awareness among employees. The Group implements strict monitoring through the establishment of an ever-improving environmental management system. During the year ended 31 March 2023, the Group was in compliance, in all material respects, with the relevant environmental laws and regulations.

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of significant related party transactions undertaken in the normal course of business of the Group are set out in note 33 to the consolidated financial statements. None of these transactions with the related parties of the Group carried out during the year under review constituted non-exempted connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules, which require disclosure in this annual report.

DONATIONS

Donations of amount approximately HK$253,000 had been made by the Group for the year ended 31 March 2023 (2022: approximately HK$213,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 March 2023 are set out in note 16 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 62 and note 32(b) to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

There is no distributable reserves of the Company as at 31 March 2023, calculated under Part 6 of the Companies Ordinance (Cap.622 of the laws of Hong Kong) (as at 31 March 2022: Nil).

PRE-EMPTIVE RIGHTS

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

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasised that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

EMPLOYEES AND REMUNERATION POLICIES

Remuneration of employees (excluding the Directors) is determined with reference to market terms and in accordance with the performance, qualification and experience of each individual employee. The Remuneration Committee reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. As incentives or rewards for their contribution to our Group, the Group has adopted the Share Option Scheme (as defined below) and may grant options under the Share Option Scheme (as defined below) to reward its employees, the Directors and other selected participants for their contributions to the Group.

The Directors are of view that employees are one of the keys to the sustainable development of the Group. Our Directors believe that our Group maintains good working relations with its employees.

Employees are regarded as the most important and valuable assets of the Group. We provide various types of trainings to our employees, including (i) conducting in-house continuous professional development seminars; and (ii) provision of safety training programme to staff to enhance their safety awareness.

RETIREMENT SCHEME

The Group participates in the Mandatory Provident Fund. Save as the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 March 2023.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme (as defined below), the Company did not enter into any equity-linked agreement during the year or subsisted at the end of the year ended 31 March 2023.

FINANCIAL SUMMARY

A summary of the Group's results and financial position is set out on page 132 of this annual report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the year ended 31 March 2023.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A separate environmental, social and governance report is expected to be published on the Stock Exchange's website and the Company's website at the same time as the publication of this report.

SHARE OPTIONS SCHEME

The share option scheme (the "**Share Option Scheme**") was conditionally adopted by a written resolution of the sole shareholders passed on 21 July 2016. The key terms of the Share Option Scheme are as follows:

1. Purpose

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group.

2. Qualifying participants

The Directors may, at its absolute discretion, invite any person belonging to any of the following classes of participants (the "**Eligible Participants**"), to take up options to subscribe for Shares:

(i) any employee (whether full-time or part-time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries (the "**Subsidiaries**") or any entity (the "**Invested Entity**") in which the Group holds an equity interest (the "**Eligible Employee**");

(ii) any non-executive directors (including independent non-executive directors) of the Company, any Subsidiaries or any Invested Entity;

(iii) any supplier of goods or services to any member of the Group or any Invested Entity;

(iv) any customer of any member of the Group or any Invested Entity;

(v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

(vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

(viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The eligibility of any of the above class of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors' option as to his contribution to the development and growth of the Group.

3. Maximum number of the Shares

(i) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group shall not exceed 30% of the issued share capital of the Company from time to time.

(ii) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10.0% of the Shares in issue (the "**General Scheme Limit**").

(iii) Subject to (i) above but without prejudice to (iv) below, the Company may issue a circular to its Shareholders and seek approval of its Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share options scheme of our Group shall not exceed 10.0% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to its Shareholders shall contain, among other information, the information required under the GEM Listing Rules.

(iv) Subject to (i) above and without prejudice to (iii) above, the Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (iii) above to Eligible Participants specifically identified by our Company before such approval is sought. In such event, the Company must send a circular to its Shareholders containing a general description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under the GEM Listing Rules.

4. Limit for each participants

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of our Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1.0% of the issued share capital of the Company for the time being (the "**Individual Limit**"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his close associates (or his associates, if such participant is a connected person) abstaining from voting. The number and terms (including the exercise price) of options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 23.03(9) of the GEM Listing Rules.

5. Exercise of an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

6. Acceptance and payment on acceptance

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A consideration of HK$1.0 is payable on acceptance of the grant of an option.

7. Subscription price

The subscription price per Share under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations for the five Business Days immediately preceding the date of the offer of grant; and (iii) the nominal value of a Share.

8. Remaining life of the scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on 21 July 2016.

REPORT OF DIRECTORS

The summary of the options granted under the Share Option Scheme that were still outstanding as at 31 March 2022 is as follows:

Name of the grantee	Position	Date of grant	Vesting period	Exercise period	Exercise price per Share (HK$)	No. of share options outstandings as at 1 April 2022 *(Note)*	No. of share options granted during the year ended 31 March 2023	No. of share options exercised during the year ended 31 March 2023	No. of share options cancelled during the year ended 31 March 2023	No. of share options lapsed during the year ended 31 March 2023	No. of share options outstanding as at 31 March 2023
Mr. Chan Chak To Raymond	Executive Director	5 October 2016	Nil	From 5 October 2016 to 4 October 2026 (both dates inclusive)	0.163	20,000,000	–	–	–	–	20,000,000
Mrs. Lam Wai Kwan	Executive Director	5 October 2016	Nil	From 5 October 2016 to 4 October 2026 (both dates inclusive)	0.163	20,000,000	–	–	–	–	20,000,000
Employee (in aggregate)		5 October 2016	Nil	From 5 October 2016 to 4 October 2026 (both dates inclusive)	0.163	20,000,000	–	–	–	–	20,000,000
						60,000,000	–	–	–	–	60,000,000

Note: Each share option is entitled to subscribe for 1 Share of the Company of HK$0.01 each.

As at 1 April 2022 and 31 March 2023, the number of share options available for grant under the Share Option Scheme was 140,000,000. As at 31 March 2023, the number of Shares that may be issued under the Share Option Scheme was 140,000,000 Shares, representing approximately 5.3% of the total issued number of Shares as at that date.

No awards or options had been granted, agreed to be granted, exercised, cancelled, forfeited or lapsed under the Share Option Scheme during the year ended 31 March 2023 and up to the date of this annual report.

DIRECTORS

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

Executive Directors

Mr. Wong Man Wai *(Chairman)*
Mr. Chan Chak To Raymond
Ms. Lam Wai Kwan

Independent non-executive Directors

Mr. Ma Yiu Ho Peter
Mr. Cai Chun Fai
Mr. Ng Sai Cheong

In accordance with Article 16.18 of the Articles of Association, Mr. Wong Man Wai and Ms. Lam Wai Kwan had retired by rotation and been re-elected as Directors at the upcoming annual general meeting of the Company.

The Company received annual confirmation of independence from each of the INEDs as required under Rule 5.09 of the GEM Listing Rules. The Company considered all INEDs to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date. The term of service shall be renewed and extended automatically by three years on the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto giving at least three months' written notice before the expiry of the then existing term.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial fixed term of three years commencing from the Listing Date. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto giving at least two months' written notice before the expiry of the then existing term.

There is no director's service contract with the Company or any of its subsidiary which is not determinable by the Company or its subsidiary within one year without payment of compensation (other than statutory compensation) as at 31 March 2023.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year and up to the date of this report was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate.

MANAGEMENT CONTRACT

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

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Except for the transactions disclosed in note 33 to the consolidated financial statements, no transaction, arrangement or contract that is significant in relation to the Group's business to which the Company or any of its subsidiaries, fellow subsidiaries or parent company was a party and in which a Director or his or her connected entity had, directly or indirectly, a material interest subsisted at any time during the year under review.

CONTRACTS BETWEEN THE COMPANY AND ITS CONTROLLING SHAREHOLDERS

No contract of significance, whether for provision of service or otherwise, between the Company or any of its subsidiaries and the controlling Shareholders or any of the controlling Shareholders' subsidiaries subsisted at any time during the year under review.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Company are set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report.

THE INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity	Number of ordinary Shares interested	Percentage of shareholding
Mr. Wong Man Wai	Interest of controlled corporation *(Note 1)*	1,500,000,000	56.75%
	Beneficial owner *(Note 2)*	162,120,000	6.13%

Notes:

1. 1,500,000,000 Shares are held by Fortune Round Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Wong Man Wai. Therefore, Mr. Wong Man Wai is deemed to be interested in all the Shares held by Fortune Round Limited for the purpose of the SFO. Mr. Wong Man Wai is the sole director of Fortune Round Limited.

2. 162,120,000 Shares are held by Mr. Wong Man Wai in his own name.

Long positions in the underlying shares

Name of Director	Capacity	Number of ordinary Shares interested	Percentage of shareholding
Ms. Lam Wai Kwan	Beneficial owner	20,000,000	0.76%
Mr. Chan Chak To Raymond	Beneficial owner	20,000,000	0.76%

On 5 October 2016, each of Ms. Lam Wai Kwan and Mr. Chan Chak To Raymond was granted 20,000,000 options exercisable within 10 years from 5 October 2016 to subscribe for Shares at the exercise price of HK$0.163 per Share pursuant to the Share Option Scheme.

Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Wong Man Wai	Fortune Round Limited	Beneficial owner	one	100%

Save as disclosed above and so far as is known to the Directors, as at 31 March 2023, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

As at 31 March 2023 and so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Name of shareholders	Capacity	Number of ordinary Shares interested	Percentage of shareholding
Fortune Round Limited	Beneficial owner *(note 1)*	1,500,000,000	56.75%
Ms. Li Wing Yin	Interest of spouse *(note 2)*	1,662,120,000	62.88%
Keenfull Investments Limited	Beneficial owner *(note 3)*	317,280,000	12.00%
Mr. Li Chi Keung	Interest of controlled corporation *(note 3)*	317,280,000	12.00%
Ms. Wong Hoi Ping	Interest of spouse *(note 4)*	317,280,000	12.00%

Notes:

1. Fortune Round Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Wong Man Wai. Therefore, Mr. Wong Man Wai is deemed to be interested in all the Shares held by Fortune Round Limited for the purposes of the SFO. Mr. Wong Man Wai is the sole director of Fortune Round Limited.

2. Ms. Li Wing Yin is the spouse of Mr. Wong Man Wai. She is deemed to be interested in all the Shares in which Mr. Wong Man Wai is interested under the SFO.

3. Keenfull Investments Limited, a company incorporated in the British Virgin Islands, is wholly owned by Mr. Li Chi Keung. Therefore, Mr. Li Chi Keung is deemed to be interested in the 317,280,000 Shares held by Keenfull Investments Limited for the purposes of the SFO. Mr. Li Chi Keung is the father of Ms. Li Wing Yin and the father-in-law of Mr. Wong Man Wai, our controlling shareholder.

4. Ms. Wong Hoi Ping is the spouse of Mr. Li Chi Keung. She is deemed to be interested in all the Shares in which Mr. Li Chi Keung is interested under the SFO.

Save as disclosed above, as at 31 March 2023, the Directors were not aware of any interests or short positions of any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 11 and 12 to the consolidated financial statements, respectively.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Upon specific enquiry by the Company and following confirmations from the Directors, save as disclosed in the section headed "Biographical Details of Directors and Senior Management" in this annual report, there was no change in the information of the Directors required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules during the year under review.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and has been in force since 8 August 2016. The Company has taken out and maintained appropriate insurance coverage in respect of potential legal actions against its Directors in the execution and discharge of his or her duties or in relation thereto.

MAJOR SUPPLIERS AND CUSTOMERS

The Group's customers were mainly retail customers and the Group was not dependent on any single customer. As such, the Directors consider that it is not practicable to identify our five largest customers of our Group for the year ended 31 March 2023.

The Group five largest suppliers together accounted for approximately 46.0% (2022: 78.9%) of the Group's total purchase for the year under review. The largest supplier accounted for approximately 17.7% (2022: 49.6%) of the total purchase of the Group for the year under review.

None of the Directors, their respective close associates, or any Shareholder (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares) had any interest in the major suppliers of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares throughout the year under review and up to the date of this report.

COMPETING BUSINESS

Save as disclosed in the Prospectus and this annual report, the Directors are not aware of any business or interest of the Directors or the controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the year ended 31 March 2023.

RELATIONSHIP WITH MAJOR STAKEHOLDERS

The Directors are of the view that customers and business partners are one of the keys to the sustainable development of the Group. Our Directors believe that our Group maintains good working relations with its business partners and it endeavours to improving the quality of services to the customers.

The Group stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions. The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its short-term and long-term goals.

Key Relationships with stakeholders

Employees

The Group respects its employees and endeavours to provide better working conditions for its employees. In accordance with the requirements of the Employment Ordinance (Cap. 57), the Company provides and maintains statutory benefits for its staff, including but not limited to mandatory provident fund and statutory holidays.

The Group has also established the policies for remuneration of employees so as to provide fair remuneration packages for the employees under the systemic remuneration management. The Group provides equal opportunity for employees in respect of promotion, appraisal, training, development and other aspects and to build up a sound career platform for employees.

Customers

The Group values comments from its customers, and it aims to improve continuously. Feedbacks and comments are regularly reviewed, as complaints are promptly and fairly investigated and resolved. As a result, the Group has earned trusted relationships with its broad customer base through providing excellent customer services.

Customer complaints shall be mainly handled by the assistant shop manager, as reasonable resolution shall be offered immediately where possible, which includes improvement on the flavor of the particular ordered dishes in accordance with the customers' expectations, or to offer to exchange the unsatisfactory dish for another dish to customers if necessary.

The assistant shop manager shall also be responsible for handling complaints toward the service quality of a particular employee, and proper response shall be offered to the customer. Details shall be collected and recorded for internal review by the senior management and directors for future improvement.

Suppliers

The Group used to work with the suppliers with the same objectives and develops mutually-successful working relationships with the key suppliers. The Group strictly follows its policy, which is constructed under the Group's corporate culture and professional standard in the selection of suppliers and purchasing process. Although the cost of purchase is a major consideration in selecting suppliers, the Group would also consider the suppliers' corporate social responsibility performances, which include the suppliers' performances on the aspects of legal and regulatory compliance and business ethics etc.

During the year, there was no material or significant dispute between the Group and its suppliers, customers and/or other stakeholders.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 14 August 2023 to 17 August 2023, both days inclusive, during which period no transfer of the Shares will be registered. Shareholders are reminded to ensure that all completed Share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 11 August 2023.

ANNUAL GENERAL MEETING

The annual general meeting for 2022 will be held on 17 August 2023. A notice of meeting together with the circular for the annual general meeting will be dispatched to the shareholders of the Company according to the articles of association of the Company and the GEM Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above and in note 40 to the consolidated financial statements, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to the date of this report.

AUDITORS

The consolidated financial statements have been audited by HLB who retire and, being eligible, offer themselves for reappointment. In the last three years preceding 31 March 2023, there has been no change in auditors of the Company.

AUDIT COMMITTEE

The Audit Committee, together with the management and external auditor of the Company, have reviewed the accounting principles and policies adopted by the Group, discussed internal controls and financial reporting matters and the audited consolidated financial statements for the year ended 31 March 2023.

On behalf of the Board
Wong Man Wai
Chairman

Hong Kong, 27 June 2023

INDEPENDENT AUDITORS' REPORT

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF
ROYAL GROUP HOLDINGS INTERNATIONAL COMPANY LIMITED
(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Royal Group Holdings International Company Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 131, which comprise the consolidated statement of financial position as at 31 March 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2023, 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 (the "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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
Impairment of property, plant and equipment, right-of-use assets and intangible assets *Refer to notes 16, 17 and 18 respectively to the consolidated financial statements*	
We identified the impairment of property, plant and equipment, intangible assets and right-of-use assets as a key audit matter due to the significance of the balance of these operational assets on the consolidated statement of financial position at 31 March 2023 and the significant management estimation involved in determining the recoverable amounts of cash generating units to which property, plant and equipment, right-of-use assets and intangible assets were allocated. The Group recorded property, plant and equipment, right-of-use assets and intangible assets of approximately HK$3,707,000, HK$7,329,000 and HK$289,000 at 31 March 2023 respectively and impairment loss of amount of approximately HK$799,000, HK$1,779,000 and HK$407,000 were recognised respectively for the year ended 31 March 2023. As disclosed in note 5 to the consolidated financial statements, that management determined whether property, plant and equipment, right-of-use assets and intangible assets are impaired requires an estimation of the recoverable amount of individual assets or the cash generating units to which the assets belongs using a value in use calculation. Management's estimation is primarily based on the cash flow projections and the discount rate.	Our procedures in relation to impairment of property, plant and equipment, right-of-use assets and intangible assets included, but not limited to: • Inquiring the management on their identification of impairment indicators and their method used for the impairment assessment of property, plant and equipment, right-of-use assets and intangible assets of cash generating unit; • Evaluating the appropriateness of the valuation methodology and assumption of pre-tax discount rate used in determining the recoverable amount; and • Evaluating the appropriateness of other key assumptions and inputs, including revenue growth rate and gross margin by comparing to historical performance and relevant operation plans. We found that management's impairment assessment of property, plant and equipment, right-of-use assets and intangible assets were supportable by available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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 the Other Information, we are required to report that fact. We have nothing to report in this regard.

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

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' 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 auditors' 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.

As part of an audit in accordance with HKSAs, 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Ng Ka Wah.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Ng Ka Wah
Practising Certificate Number: P06417

Hong Kong, 27 June 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Revenue	7	**29,744**	36,206
Cost of inventories sold		**(8,974)**	(7,897)
Gross profit		**20,770**	28,309
Other income and other gain or loss, net	8	**2,267**	7,805
Staff costs		**(18,790)**	(18,687)
Depreciation		**(6,728)**	(4,042)
Property rentals and related expenses		**(1,290)**	(1,366)
Fuel and utility expenses		**(1,720)**	(1,682)
Impairment loss recognised in respect of property, plant and equipment		**(799)**	(2,169)
Impairment loss recognised in respect of right-of-use assets		**(1,779)**	(1,043)
Impairment loss recognised in respect of intangible assets		**(407)**	(464)
Reversal of/(allowance for) expected credit losses in respect of loan receivables		**4**	(73)
Selling expenses		**(2,453)**	(2,888)
Administrative and operating expenses		**(10,383)**	(12,914)
Loss from operations		**(21,308)**	(9,214)
Share of results of associates		**–**	(84)
Finance costs	9	**(973)**	(840)
Loss before tax	10	**(22,281)**	(10,138)
Income tax expense	13	**(29)**	(40)
Loss and total comprehensive expense for the year		**(22,310)**	(10,178)
Loss and total comprehensive expense for the year attributable to:			
Owners of the Company		**(22,002)**	(10,178)
Non-controlling interests		**(308)**	–
		(22,310)	(10,178)
Loss per share			
Basic and diluted loss per share (HK cents)	15	**(0.83)**	(0.39)

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Non-current assets			
Property, plant and equipment	16	**3,707**	72
Right-of-use assets	17	**7,329**	4,879
Intangible assets	18	**289**	775
Interests in an associate	19	**–**	14
Rental deposits and prepayments	23	**1,884**	1,131
Deferred tax asset	29	**742**	770
		13,951	7,641
Current assets			
Inventories	20	**6,517**	171
Trade receivables	21	**178**	139
Loan receivables	22	**1,971**	1,967
Deposits, prepayments and other receivables	23	**4,067**	3,284
Prepaid tax		**206**	480
Cash and cash equivalents	24	**26,697**	60,672
		39,636	66,713
Current liabilities			
Trade payables	25	**1,458**	1,007
Accruals and other payables	26	**9,707**	9,229
Bank borrowings	27	**10,979**	14,854
Lease liabilities	28	**5,246**	4,482
Tax payables		**14**	–
		27,404	29,572
Net current assets		**12,232**	37,141
Total assets less current liabilities		**26,183**	44,782

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Non-current liabilities			
Provision for reinstatement costs	29	**160**	–
Lease liabilities	28	**4,871**	1,607
Deferred tax liability	30	**115**	128
		5,146	1,735
Net assets		**21,037**	43,047
Capital and reserve			
Share capital	31	**26,434**	26,434
Reserves		**(5,389)**	16,613
Equity attributable to owners of the Company		**21,045**	43,047
Non-controlling interest		**(8)**	–
Total equity		**21,037**	43,047

The consolidated financial statements were approved and authorised for issue by the board of directors on 27 June 2023 and signed on its behalf by:

Wong Man Wai
Director

Lam Wai Kwan
Director

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

	Attributable to owners of the Company						
	Share capital HK$'000	**Share premium** HK$'000	**Share option reserve** HK$'000 *(Note)*	**Accumulated losses** HK$'000	**Sub-total** HK$'000	**Non-controlling interests** HK$'000	**Total equity** HK$000
At 1 April 2021	26,434	113,760	2,750	(89,719)	53,225	–	53,225
Loss and total comprehensive expense for the year	–	–	–	(10,178)	(10,178)	–	(10,178)
At 31 March 2022 and 1 April 2022	26,434	113,760	2,750	(99,897)	43,047	–	43,047
Loss and total comprehensive expense for the year	–	–	–	(22,002)	(22,002)	(308)	(22,310)
Capital injection from non-controlling interest	–	–	–	–	–	300	300
At 31 March 2023	**26,434**	**113,760**	**2,750**	**(121,899)**	**21,045**	**(8)**	**21,037**

Note: Share option reserve represents the fair value of services estimated to be received in exchange for the grant of the relevant share options over the relevant vesting periods, the total of which is based on the fair value of the share options at grant date. The amount for each period is determined by spreading the fair value of the share options over the relevant vesting period (if any) and is recognised as staff costs and related expenses with a corresponding increase in the share option reserve.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Cash flows from operating activities			
Loss before tax		**(22,281)**	(10,138)
Adjustments for:			
Interest income on bank balances	8	**(16)**	(87)
Gain on termination of lease	8	**–**	(926)
Covid-19-related rental concession	8	**(257)**	(2,891)
Gain on disposal of property, plant and equipment	8	**–**	(3,261)
Finance costs	9	**973**	840
Impairment loss recognised in respect of property, plant and equipment	16	**799**	2,169
Impairment loss recognised in respect of right-of-use assets	17	**1,779**	1,043
Impairment loss recognised in respect of intangible assets	18	**407**	464
Reversal of/(allowances for) expected credit losses in respect of loan receivables		**(4)**	73
Written down of inventories		**473**	–
Amortisation of intangible assets	18	**79**	126
Depreciation of property, plant and equipment	16	**415**	943
Depreciation of right-of-use assets	17	**6,314**	3,099
Loss on deregistration of an associate	8	**14**	–
Share of results of associates		**–**	84
Operating cash flows before movements in working capital		**(11,305)**	(8,462)
(Increase)/decrease in inventories		**(6,819)**	90
(Increase)/decrease in trade receivables		**(39)**	1,421
(Increase)/decrease in deposits, prepayments, and other receivables		**(1,536)**	2,389
Increase/(decrease) in trade payables		**451**	(411)
Increase in accruals and other payables		**478**	152
Increase in loan receivables		**–**	(2,040)
Cash used in operations		**(18,770)**	(6,861)
Tax refund/(paid)		**274**	(973)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000
Net cash used in operating activities		**(18,496)**	(7,834)
Cash flows from investing activities			
Interest received		**16**	87
Purchase of property, plant and equipment		**(4,849)**	(262)
Proceeds from disposal of property, plant and equipment		**–**	34,027
Net cash (used in)/generating from investing activities		**(4,833)**	33,852
Cash flows from financing activities			
Interest paid		**(384)**	(429)
Capital injection from non-controlling interest		**300**	–
Repayment of bank borrowings		**(3,875)**	(646)
Repayment for lease liabilities		**(6,687)**	(9,133)
Net cash used in financing activities		**(10,646)**	(10,208)
Net (decrease)/increase in cash and cash equivalents		**(33,975)**	15,810
Cash and cash equivalents at the beginning of the reporting period		**60,672**	44,862
Cash and cash equivalents at the end of the reporting period	24	**26,697**	60,672

1. GENERAL

Royal Group Holdings International Company Limited (formerly known as Royal Catering Group Holdings Company Limited) (the "Company") was incorporated in the Cayman Islands on 19 August 2015 as an exempted company with limited liability under the Companies Act of the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is Unit 603, 6/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Kowloon, Hong Kong. Its immediate and ultimate holding company is Fortune Round Limited, a company incorporated in the British Virgin Islands ("BVI") with limited liability and wholly-owned by Mr. Wong Man Wai ("Mr. Wong"), a director of the Company.

The Company is an investment holding company and its subsidiaries (collectively referred to as the "Group") are principally engaged in provision of casual dining food catering services and trading of luxury watches business in Hong Kong.

The consolidated financial statements are presented in Hong Kong dollar ("HK$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand (HK$'000), unless otherwise stated.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountant ("HKICPA") for the first time, which are mandatorily effective for their annual reporting period commencing 1 April 2022 for the preparation of consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to HKFRSs 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.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective.

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[2]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[3]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)[3]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Definition of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]

1 Effective for annual periods beginning on or after 1 January 2023.
2 Effective for annual periods beginning on or after a date to be determined.
3 Effective for annual periods beginning on or after 1 January 2024.

The directors anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and by the disclosure requirements of the Hong Kong Companies Ordinance.

The directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participates would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

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

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

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies

Basis of consolidation

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

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

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

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

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

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

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

Non-controlling interest in subsidiaries are presented separately from the Group's equity herein, which represent present ownership interest entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Business combination

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

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

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Business combination *(Continued)*

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share – based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date;

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard; and

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16 Leases) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

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

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

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Interests in an associate and a joint venture

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

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

The results and assets and liabilities of an associate or a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, interest in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net interest in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the interest (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the interest. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the interest subsequently increases.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Interests in an associate and a joint venture *(Continued)*

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repair and maintenance, is normally charged to profit or loss in the period in which it is 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 property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Building	50 years
Leasehold improvements	Over the shorter of lease terms or 5 years
Furniture and fixtures	1–5 years
Catering and other equipment	1–5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are recognised at cost less any accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Impairment on property, plant and equipment, right-of-use assets and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these 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 property, plant and equipment, right-of-use assets and intangible 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 to which the asset belongs.

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

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 cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Impairment on property, plant and equipment, right-of-use assets and intangible assets *(Continued)*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) 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 cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. 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 cash-generating units. 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 cash-generating units. An impairment loss is recognised immediately in profit or loss.

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less all costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 Revenue from Contracts with Customers. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of HKFRS 9 of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or

- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

- it is a derivative that is not designated and effective as a hedging instrument.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets *(Continued)*

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income and other gain or loss, net” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, loan receivables, deposits paid and other receivables and bank balances). The amount of ECL is updated at end of the each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

The Group always recognise lifetime ECL for trade receivables.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the end of the reporting period 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 the credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread and the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor; or

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(ii) 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 the instrument 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.

(iii) Credit-impaired financial assets

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 assets have been occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probably that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice when appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2023

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on certain trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

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

Lifetime ECL for certain 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 the management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, loan receivables and other receivables where the corresponding adjustment is recognised through a loss allowance account.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements 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 Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

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

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

***Financial instruments** (Continued)*

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities (including trade payables, accruals and other payables, bank borrowings and lease liabilities) are subsequently measured at amortised cost, using the effective interest method.

Except for changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform in which the Group applies the practical expedient, when the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Derecognition of financial liabilities

The Group derecognises 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 derecognised and the consideration paid and payable is recognised in profit or loss.

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.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. When inflow is virtually certain, an asset is recognised.

Revenue from contracts with customers

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

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

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Revenue from contracts with customers *(Continued)*

Control of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time 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 recognised at a point in time when the customer obtains control of the distinct good or service.

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. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Further details of the Group's revenue and other income recognition policies are as follows:

Revenue from restaurants operations

Revenue from restaurants operations is recognised at a point in time when the catering services are rendered. A receivable is recognised by the Group when the services are rendered to the customers at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from trading of luxury watches business

Revenue from trading of luxury watches business are recognised at the point in time when control of the asset is transferred to the customer.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Revenue from contracts with customers *(Continued)*

Interest income

Interest income is recognised by applying the effective interest rate to the gross carrying amount of a financial asset.

Dividend income

Dividend income is recognised when the shareholder's right to receive payment is established.

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 Leases 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 practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

The Group as 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.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

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 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 recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as lessee (Continued)

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 other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

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.

The Group presents right-of-use assets that as a separate line item on the consolidated statement of financial position.

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.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Leases *(Continued)*

The Group as lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises 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.

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

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/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

***Leases** (Continued)*

The Group as lessee (Continued)

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand–alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non- lease components, the Group allocates the consideration in the modified 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.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and

- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividend is approved by shareholders of the entity.

Employee benefits

Retirement benefit costs

Payment to Mandatory Provident Fund Scheme (the "MPF Scheme") is recognised as an expense when employees have rendered service entitling them to the contributions. The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK$30,000. The Group's contributions to the scheme are expensed as incurred and vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Share-based payments

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income and other gain or loss, net".

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised 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 recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associate and interest in a joint venture, 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 investment and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Taxation *(Continued)*

Deferred tax (Continued)

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

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 right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Significant accounting policies *(Continued)*

Related parties

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

(a) A person, or a close member of that person's family, is related to the Group if that person:

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

A related party transaction is a transfer of resources, services or obligation between the Group and a related party, regardless of whether a price is charged.

Close family members 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.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

Categories of financial assets and financial liabilities

The carrying amounts of the Group's financial assets and financial liabilities recognised in the consolidated statement of financial position at the end of the reporting period categorised as follows:

	2023 HK$'000	2022 HK$'000
Financial assets		
At amortised cost	**32,940**	66,064
Financial liabilities		
At amortised cost	**32,261**	31,179

The Group is exposed to a variety of financial risks which result from the use of financial instruments in its ordinary course of operations. The financial risks include market risk (foreign currency risk and interest rate risk), credit risks and liquidity risk. Details of these financial instruments are disclosed in the notes below. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the directors. The Group does not have written risk management policies. However, the directors and senior management meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks on timely and effective manner. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below.

Market risk

Foreign currency risk

The Group operates in Hong Kong and majority of transactions are denominated in HK$, United States dollar ("USD") and Renminbi ("RMB"). Foreign currency risk arises from future commercial transactions, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign currency risk in respect of HK$ against USD as long as these currencies are pegged.

The transactions and monetary assets denominated in RMB are minimal, the Group considers there have no significant foreign exchange risk in respect of RMB and thus no sensitivity is presented.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Market risk *(Continued)*

Interest rate risk

The Group is exposed to fair value interest rate risk to loan receivables (note 22) and lease liabilities (note 28). The Group is also exposed to cash flow interest rate risk relates primarily to variable rate borrowings (note 27). The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of each reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2023 would increase/decrease by approximately HK$46,000 (2022: HK$62,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate of bank borrowings.

Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, loan receivables, deposits, other receivables and bank balances.

At 31 March 2023 and 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

Trade receivables of the Group represent amounts due from various financial institutions arising from credit cards payment arrangement and amounts due from landlord arising from shopping mall promotion campaign. At 31 March 2023, the Group has concentration of credit risk as 22% and 99% (2022: 57% and 86%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors respectively.

The management assessed ECL by applying simplified approach on trade receivables collectively taking into consideration of historical credit loss experience and forward-looking information. The management estimated the average loss rates with reference to historical observed settlement record and adjusted with forward-looking factor. As there was no recent history of default in relation to the trade receivables, the estimated average loss rates were insignificant. Based on estimated average loss rates, the management concluded that the lifetime ECL on trade receivables are insignificant and hence no allowance for ECL of trade receivables was recognised.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Deposits and other receivables

Deposits mainly consist of rental deposit paid to landlord and utility deposits. The management assesses the recoverability of the deposits individually based on the credit rating and public financial information of the counterparties and forward-looking information. The management believed that there was no significant increase in credit risk of these deposits since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 March 2023 and 2022, the Group assessed the ECL for deposits is insignificant and thus no loss allowance for ECL is recognised.

For other receivables, the management makes periodic individual assessment on the recoverability of other receivables based on historical settlement records, past experiences, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there is no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-months ECL. For the years ended 31 March 2023 and 2022, the Group assessed the ECL for other receivables and considered that the amounts are insignificant, and thus no loss allowance is recognised.

Loan receivables

The Group applies the general approach, which is often referred to "three-stage model", under HKFRS 9, in which ECL of loan receivable are determined based on (i) the changes in credit quality of the loan receivable since initial recognition, and (ii) the estimated expectation of an economic loss of the loan receivable under consideration.

The allowance for ECL of the Group's loan receivables are recognised in the following three stages:

(i) Stage 1 (initial recognition) includes loan receivables that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these loan receivables, 12m ECL is recognised.

(ii) Stage 2 (significant increase in credit risk) includes loan receivables that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these loan receivables, lifetime ECL is recognised.

(iii) Stage 3 (credit-impaired) includes loan receivables that have objective evidence of impairment at the reporting date. For these loan receivables, lifetime ECL is recognised.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Loan receivables *(Continued)*

The ECL rate for loan receivables is 3.40% (2022: 3.58%) for the year ended 31 March 2023.

Movements of allowance for ECL recognised in respect of loan receivables are as follows:

	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Total HK$'000
At 1 April 2021	–	–	–	–
Allowance for ECL recognised	73	–	–	73
At 31 March 2022 and 1 April 2022	73	–	–	73
Reversal of ECL recognised	(4)	–	–	(4)
At 31 March 2023	**69**	**–**	**–**	**69**

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The liquidity policies have been followed by the Group since prior years and considered by the management to have been effective in managing liquidity risks.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Liquidity risk *(Continued)*

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	At 31 March 2023					
	Effective interest rate	**Within 1 year or on demand HK$'000**	**Within 1-2 years HK$'000**	**Within 2-5 years HK$'000**	**Total undiscounted amount HK$'000**	**Carrying amount HK$'000**
Non-derivative financial liabilities						
Trade payables	**–**	**1,458**	**–**	**–**	**1,458**	**1,458**
Accruals and other payables	**–**	**9,707**	**–**	**–**	**9,707**	**9,707**
Bank borrowings	**3.38**	**10,979**	**–**	**–**	**10,979**	**10,979**
Lease liabilities	**6.68**	**5,765**	**3,790**	**1,330**	**10,885**	**10,117**
		27,909	**3,790**	**1,330**	**33,029**	**32,261**

	At 31 March 2022					
	Effective interest rate	Within 1 year or on demand HK$'000	Within 1-2 years HK$'000	Within 2-5 years HK$'000	Total undiscounted amount HK$'000	Carrying amount HK$'000
Non-derivative financial liabilities						
Trade payables	–	1,007	–	–	1,007	1,007
Accruals and other payables	–	9,229	–	–	9,229	9,229
Bank borrowings	2.75	14,854	–	–	14,854	14,854
Lease liabilities	4.48	4,651	1,446	190	6,287	6,089
		29,741	1,446	190	31,377	31,179

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Liquidity risk *(Continued)*

Bank borrowings with a repayable on demand clause are included in the "within one year or on demand" time band in the above maturity analysis. The Group's bank borrowings contain repayable on demand clause. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that these bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

The following table details the Group's aggregate principal and interest cash outflows for bank borrowings with a repayable on demand clause. To the extent that interest flows are variable rate, the undiscounted amount is derived from weighted average interest rate at the end of each reporting period.

	Maturity analysis — bank borrowings subject to a repayment on demand clause based on scheduled repayments					
	Effective interest rate	Within 1 year or on demand HK$'000	Within 1-2 years HK$'000	Within 2-5 years HK$'000	Total undiscounted amount HK$'000	Carrying amount HK$'000
At 31 March 2023	**3.38**	**4,185**	**4,055**	**3,280**	**11,520**	**10,979**
At 31 March 2022	2.75	4,236	4,127	7,292	15,655	14,854

Fair value of financial instruments that are not measured at fair value on a recurring basis

The carrying amounts of the Group's financial assets and financial liabilities carried at amortised cost were not materially different from their fair values at 31 March 2023 and 2022.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern and to provide an adequate return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the current and prior years.

The Group is not subject to any external imposed capital requirements.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Capital management *(Continued)*

Gearing ratio

The directors review the capital structure on annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, issue of new shares and repurchase of existing shares as well as issue of new debts or the redemption of existing debts.

The gearing ratio at the end of the reporting period was as follows:

	2023 HK$'000	2022 HK$'000
Total debts *(Note)*	**21,096**	20,943
Less: cash and cash equivalent	**(26,697)**	(60,672)
Net cash	**(5,601)**	(39,729)
Equity attributable to owners of the Company	**21,045**	43,047
Total debts to equity ratio	**N/A**	N/A

Note: Total debts include bank borrowings and lease liabilities in notes 27 and 28 to the consolidated financial statements respectively.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL of financial assets

The Group applies simplified approach to assess ECL for trade receivables and applies general approach to assess ECL for loan receivables, deposits, other receivables and bank balances. Forward-looking information is also considered in ECL assessment. At each reporting date, the historical observed default rates are updated and changes in the credit status of the debtors and forward-looking information are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of the customer's actual default in the future. The information about the ECLs on the Group's financial assets are disclosed in notes 4, 21, 22 and 23 to the consolidated financial statements.

Impairment of property, plant and equipment, right-of-use assets and intangible assets

Property, plant and equipment, right-of-use assets and intangible 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 cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generation units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

At 31 March 2023, the carrying amounts of property, plant and equipment, right-of-use assets and intangible assets subject to impairment assessment were HK$3,707,000, HK$7,329,000 and HK$289,000 (2022: HK$72,000, HK$4,879,000 and HK$775,000) respectively, after taking into account the impairment losses of HK$799,000, HK$1,779,000 and HK$407,000 (2022: HK$2,169,000, HK$1,043,000 and HK$464,000) in respect of property, plant and equipment, right-of-use assets, and intangible assets that have been recognised respectively.

Further details are disclosed in note 16 to the consolidated financial statements.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Net realisable value of inventories

The Group makes provision for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of slow-moving stock and obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories.

6. SEGMENT INFORMATION

The board of directors is the chief operating decision maker ("CODM").The Group is principally engaged in provision of catering services through a chain of casual dining food catering services restaurants. During the year, the Group commenced the business engaging in trading of luxury watches business, and it is considered as a new operating and reportable segment by the CODM.

In the current year, the Group reorganised its internal reporting structure which resulted in changes to the composition of its reportable segments as the money lending business met the quantitative thresholds of the operating segments. Prior year segment disclosures have been represented to conform with the current year's presentation.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 March 2023

	Restaurant operations HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Total HK$'000
Segment revenue	**27,598**	**2,146**	**–**	**29,744**
Segment (loss)/profit	**(3,247)**	**(1,625)**	**168**	**(4,704)**
Unallocated other income				**512**
Unallocated corporate expenses				**(17,116)**
Finance costs				**(973)**
Loss before tax				**(22,281)**

6. SEGMENT INFORMATION *(Continued)*

Segment revenues and results *(Continued)*

For the year ended 31 March 2022

	Restaurant operations HK$'000	Money lending business HK$'000	Total HK$'000
Segment revenue	36,206	–	36,206
Segment profit/(loss)	1,615	(89)	1,526
Unallocated other income			5,972
Unallocated corporate expenses			(16,796)
Finance costs			(840)
Loss before tax			(10,138)

Amounts included in the measure of segment profit or loss:

For the year ended 31 March 2023

	Restaurant operations HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Unallocated HK$'000	Total HK$'000
Addition to non-current assets *(Note)*	**13,251**	**2,141**	**–**	**–**	**15,392**
Depreciation and amortisation	**5,980**	**764**	**–**	**64**	**6,808**
Impairment loss recognised in respect of property, plant and equipment	**56**	**743**	**–**	**–**	**799**
Impairment loss recognised in respect of right-of-use assets	**1,146**	**633**	**–**	**–**	**1,779**
Impairment loss recognised in respect of intangible assets	**407**	**–**	**–**	**–**	**407**
Reversal of ECL in respect of loan receivables	**–**	**–**	**(4)**	**–**	**(4)**
Loss on deregistration of an associate	**–**	**–**	**–**	**14**	**14**
Written-down of inventories	**–**	**473**	**–**	**–**	**473**

6. SEGMENT INFORMATION *(Continued)*

Segment revenues and results *(Continued)*

For the year ended 31 March 2022

	Restaurant operations HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Unallocated HK$'000	Total HK$'000
Addition to non-current assets *(Note)*	262	–	–	1,331	1,593
Depreciation and amortisation	3,131	–	–	1,037	4,168
Impairment loss recognised in respect of right-of-use assets	–	–	–	1,043	1,043
Impairment loss recognised in respect of property, plant and equipment	–	–	–	2,169	2,169
Impairment loss recognised in respect of intangible assets	464	–	–	–	464
Allowance for ECL in respect of loan receivables	–	–	73	–	73
Gain on disposal of property, plant and equipment	–	–	–	(3,261)	(3,261)
Gain on termination of lease	(926)	–	–	–	(926)

Note: Non-current assets included property, plant and equipments and right-of-use assets.

The CODM makes decisions according to operating results of each segment. The Group does not monitor the measurement of total assets and liabilities by each reportable segment due to the nature of the Group's operations. Therefore, only segment revenue and segment results are presented.

All of the non-current assets are located in Hong Kong.

7. REVENUE

	2023 HK$'000	2022 HK$'000
Revenue from contracts with customers:		
Restaurants operations	**27,598**	36,206
Trading of luxury watches business	**2,146**	–
	29,744	36,206

7. REVENUE *(Continued)*

All of the Group's revenue is derived in Hong Kong.

	2023 **HK$'000**	2022 HK$'000
Timing of revenue recognition:		
At a point in time	**29,744**	36,206

All revenue contracts are for period of one year or less, as permitted by practical expedient under HKFRS 15, the transact price allocated to these unsatisfied contracts is not disclosed.

8. OTHER INCOME AND OTHER GAIN OR LOSS, NET

	2023 **HK$'000**	2022 HK$'000
Interest income on bank balances	**16**	87
Interest income on loan receivables	**240**	40
Government grant *(Note)*	**1,580**	500
Gain on termination of lease	**–**	926
Gain on disposal of property, plant and equipment	**–**	3,261
Loss on deregistration of an associate	**(14)**	–
Covid-19-related rental concession	**257**	2,891
Sundry income	**188**	100
	2,267	7,805

Note: During the year ended 31 March 2023, the Group recognised government grants of approximately HK$1,080,000 relates to Employment Support Scheme and HK$500,000 relates to Food Licence Holders Subsidy Scheme.

During the year ended 31 March 2022, the Group recognised government grants of approximately HK$500,000 in respect of Food Licence Holders Subsidy Scheme.

9. FINANCE COSTS

	2023 HK$'000	2022 HK$'000
Interest on bank borrowings	**384**	429
Interest on lease liabilities	**583**	411
Interest on provision for reinstatement costs	**6**	–
	973	840

10. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

	2023 HK$'000	2022 HK$'000
Auditors' remuneration:		
— Audit service	**550**	550
— Non-audit services	**–**	42
	550	592
Cost of inventories sold	**8,974**	7,897
Written down of inventories (included in cost of inventories sold)	**473**	–
Amortisation of intangible assets	**79**	126
Depreciation of property, plant and equipment	**415**	943
Depreciation of right-of-use assets	**6,314**	3,099
Employee benefit expenses (excluding directors' remuneration *(note 11)*):		
— Salaries, allowance and benefits in kind	**10,835**	12,441
— Retirement benefit scheme contributions	**461**	552
— Discretionary bonus	**600**	–
	11,896	12,993

11. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, are as follows:

	Year ended 31 March 2023				
	Directors' fees HK$'000	**Discretionary bonus HK$'000**	**Salaries, allowance, and benefits in kind HK$'000**	**Retirement benefit scheme contributions HK$'000**	**Total HK$'000**
Executive directors:					
Mr.Wong	**–**	**1,000**	**3,000**	**18**	**4,018**
Chan Chak To Raymond	**–**	**800**	**960**	**18**	**1,778**
Lam Wai Kwan	**–**	**–**	**630**	**18**	**648**
Independent non-executive directors:					
Ma Yiu Ho Peter	**150**	**–**	**–**	**–**	**150**
Cai Chun Fai	**150**	**–**	**–**	**–**	**150**
Ng Sai Cheong	**150**	**–**	**–**	**–**	**150**
	450	**1,800**	**4,590**	**54**	**6,894**

	Year ended 31 March 2022				
	Directors' fees HK$'000	Discretionary bonus HK$'000	Salaries, allowance, and benefits in kind HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Executive directors:					
Mr.Wong	–	–	3,000	18	3,018
Chan Chak To Raymond	–	600	960	18	1,578
Lam Wai Kwan	–	–	630	18	648
Independent non-executive directors:					
Ma Yiu Ho Peter	150	–	–	–	150
Cai Chun Fai	150	–	–	–	150
Ng Sai Cheong	150	–	–	–	150
	450	600	4,590	54	5,694

11. DIRECTORS' REMUNERATION *(Continued)*

Mr. Wong is also the Chief Executive Officer of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive Officer.

No directors have waived or agreed to waive any remuneration during the years ended 31 March 2023 and 2022.

During the years ended 31 March 2023 and 2022, there was no amount paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Directors' interest in transactions, arrangements or contracts of significance

Except as disclosed in note 33 to the consolidated financial statements, no other transactions, arrangements or contracts of significance to which the Company, its ultimate holding company, or any subsidiaries of its ultimate holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals include three (2022: three) directors, whose emoluments are disclosed in note 11 to the consolidated financial statements, for the year ended 31 March 2023. The aggregate of the emoluments in respect of the remaining two (2022: two) highest paid employees who were neither a director nor chief executive of the Company are as follows:

	2023	2022
	HK$'000	HK$'000
Salaries, allowance and benefits in kind	**992**	1,026
Discretionary bonus	**600**	–
Retirement benefit scheme contributions	**36**	36
	1,628	1,062

The aggregated emoluments of the above individuals fell within the following bands:

	Number of individuals	
	2023	2022
Nil to HK$1,000,000	**1**	2
HK$1,000,001 to HK$1,500,000	**1**	–
	2	2

The above individuals include one (2022: one) senior management as disclosed in the section headed "Biographical Details of Directors and Senior Management".

During the years ended 31 March 2023 and 2022, there was no amount paid or payable by the Group to the above individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13. INCOME TAX EXPENSE

	2023 HK$'000	2022 HK$'000
Hong Kong Profits Tax		
— Current tax	**14**	71
Deferred tax		
— Charge/(credit) for the year *(note 30)*	**15**	(31)
	29	40

Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million for both years.

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 HK$'000	2022 HK$'000
Loss before tax	**(22,281)**	(10,138)
Tax at Hong Kong Profits Tax rate of 16.5% (2022: 16.5%)	**(3,676)**	(1,673)
Tax effect of:		
Tax relief on 8.25% on first HK$2 million of assessable profit	**–**	(165)
Share of results of associates	**–**	14
Income not taxable for tax purpose	**(263)**	(402)
Expenses not deductible for tax purpose	**596**	635
Estimated tax losses not recognised	**3,498**	1,949
Utilisation of tax losses previously not recognised	**(8)**	(340)
Deductible temporary differences not recognised	**–**	12
Utilisation of deductible temporary differences previously not recognised	**(112)**	–
One-off reduction of Hong Kong Profits Tax by Inland Revenue Department	**(6)**	(10)
Income tax expense for the year	**29**	40

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the years ended 31 March 2023 and 2022, nor has any dividend been proposed since the end of both periods.

15. LOSS PER SHARE

The computations of basic and diluted loss per share attributable to owners of the Company are based on the following data:

	2023	2022
	HK$'000	HK$'000
Loss		
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	**(22,002)**	(10,178)

	2023	2022
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**2,643,360**	2,643,360

The computation of diluted loss per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price of shares for both years.

16. PROPERTY, PLANT AND EQUIPMENT

	Building	Leasehold improvements	Furniture and fixtures	Catering and other equipment	Motor vehicles	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Cost						
At 1 April 2021	32,673	21,911	703	11,395	–	66,682
Additions	–	172	90	–	–	262
Transfer from right-of-use assets	–	–	–	–	2,360	2,360
Disposals	(32,673)	–	–	–	(782)	(33,455)
At 31 March 2022 and 1 April 2022	–	22,083	793	11,395	1,578	35,849
Additions	–	4,531	58	260	–	4,849
Transfer from right-of-use assets	–	–	–	–	342	342
At 31 March 2023	**–**	**26,614**	**851**	**11,655**	**1,920**	**41,040**
Accumulated depreciation and impairment						
At 1 April 2021	1,579	19,322	698	11,395	–	32,994
Charge for the year	328	604	11	–	–	943
Transfer from right-of-use assets	–	–	–	–	2,360	2,360
Disposals	(1,907)	–	–	–	(782)	(2,689)
Impairment loss	–	2,157	12	–	–	2,169
At 31 March 2022 and 1 April 2022	–	22,083	721	11,395	1,578	35,777
Charge for the year	–	363	20	32	–	415
Transfer from right-of-use assets	–	–	–	–	342	342
Impairment loss	–	628	56	115	–	799
At 31 March 2023	–	23,074	797	11,542	1,920	37,333
Carrying amount						
At 31 March 2023	**–**	**3,540**	**54**	**113**	**–**	**3,707**
At 31 March 2022	–	–	72	–	–	72

16. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Impairment assessment

At 31 March 2023, in view of poor performance of the restaurant business and trading of luxury watches business (2022: unfavourable prospect due to the outbreak of the Covid-19 pandemic), the management of the Group concluded there was indicator for impairment and conducted impairment assessment on property, plant and equipment, right-of-use assets and intangible assets with finite useful life with carrying amounts of approximately HK$3,707,000 (2022: HK$72,000), HK$7,329,000 (2022: HK$4,879,000) and HK$289,000 (2022: HK$775,000) respectively.

The Group conducted impairment assessment on property, plant and equipment, intangible assets and right-of-use assets of each restaurants or retail store by estimating the recoverable amount of each of the restaurants or retail store which represent smallest identifiable CGU, including allocation of corporate assets using a reasonable and consistent basis.

The recoverable amount of each of the CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering the following 5 years with a pre-tax discount rate is 9.9% (2022: 9%). The cash flows beyond the five-year period are extrapolated using 2.7% growth rate (2022: 2.5%). Another key assumption for the value in use calculated is the budgeted gross margin, which is determined based on the CGUs' past performance and management expectations for the market development.

Based on the value in use calculation and the allocation, an impairment loss of approximately HK$799,000 (2022: HK$2,169,000), HK$1,779,000 (2022: HK$1,043,000) and HK$407,000 (2022: HK$464,000) has been recognised for property, plant and equipment, right-of-use assets and intangible assets with finite useful lives respectively.

17. RIGHT-OF-USE ASSETS

	Head office HK$'000	Restaurants and retail store HK$'000	Motor vehicles HK$'000	Total HK$'000
At 31 March 2023				
Carrying amount	**–**	**7,329**	**–**	**7,329**
At 31 March 2022				
Carrying amount	–	4,815	64	4,879
For the year ended 31 March 2023				
Depreciation charge	**–**	**6,250**	**64**	**6,314**
Impairment loss	**–**	**1,779**	**–**	**1,779**
	–	**7,997**	**64**	**8,061**
For the year ended 31 March 2022				
Depreciation charge	288	2,709	102	3,099
Impairment loss	1,043	–	–	1,043
	1,331	2,709	102	4,142

	2023 HK$'000	2022 HK$'000
Expense relating to short-term leases	**141**	222
Variable lease payments not included in the measurement of lease liabilities	**316**	–
Total cash outflow for leases	**7,144**	9,355
Modification to right-of-use assets	**–**	7,339
Addition to right-of-use assets *(Note)*	**10,543**	1,331

Note: Amount includes right-of-use assets resulting from new leases entered.

For the year ended 31 March 2023, the Group leases head office, restaurants and retail store for its operations (2022: head office, restaurants and motor vehicles). Lease contracts are entered into for fixed term of two to three years (2022: one to five years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

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For the year ended 31 March 2023

17. RIGHT-OF-USE ASSETS *(Continued)*

Leases of restaurants are either with only fixed lease payments or contain variable lease payment that are based on 10% to 12% (2022: 10% to 15%) of gross revenue of the relevant restaurant.

Details of impairment assessment on right-of-use assets are disclosed in note 16 to the consolidated financial statements.

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 as security for borrowing purposes.

18. INTANGIBLE ASSETS

	Franchise agreements HK$'000
Cost	
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	10,600
Accumulated amortisation and impairment	
At 1 April 2021	9,235
Charge for the year	126
Impairment loss	464
At 31 March 2022 and 1 April 2022	9,825
Charge for the year	79
Impairment loss	407
At 31 March 2023	10,311
Carrying amount	
At 31 March 2023	**289**
At 31 March 2022	**775**

The intangible assets are amortised on a straight-line basis over a period of 10 years (2022: 8 to 15 years).

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

19. INTERESTS IN AN ASSOCIATE

	2023 HK$'000	2022 HK$'000
Cost of investment in associates	–	–*
Share of post-acquisition profit and other comprehensive income in associate, net of dividend received	–	14
	–	14

* The amount is less than HK$1,000.

Particulars of the associates at the end of the report period are as follows:

Name of associate	Place of incorporation/ operation	Percentage of ownership interest attributable to the Group 2023 %	2022 %
Wingo Hong Kong Investment Limited ("Wingo")	Hong Kong	–	42

Wingo

	2023 HK$'000	2022 HK$'000
Current assets	–	240
Current liabilities	–	207

19. INTERESTS IN AN ASSOCIATE *(Continued)*

Wingo *(Continued)*

	For the year ended 31 March	
	2023	2022
	HK$'000	HK$'000
Revenue	**–**	–
Loss and total comprehensive expense	**–**	(201)

Reconciliation of the above summarised financial information to the carrying amount of interest in Wingo recognised in the consolidated financial statements is disclosed below:

	2023	2022
	HK$'000	HK$'000
Net assets of Wingo	**–**	33
Proportion of the Group's ownership interest in Wingo	**–**	42%
	–	14

Wingo has been deregistered during the year ended 31 March 2023.

20. INVENTORIES

	2023	2022
	HK$'000	HK$'000
Food and beverage, and other operating items for restaurant operations	**105**	171
Watches	**6,412**	–
	6,517	171

21. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly by cash and credit card settlement. The settlement terms of credit card companies are usually 7 days after the service rendered date. The credit terms of the Group's trade receivables granted to corporate customers are generally ranging from 1 day to 60 days. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. Trade receivables are interest-free.

	2023 **HK$'000**	2022 HK$'000
Credit card receivables	**63**	23
Receivables from corporate debtors	**115**	116
	178	139

The following is an aging analysis of trade receivables, presented based on the invoice dates, which approximates the respective revenue recognition dates and net of allowance for ECL, if any:

	2023 **HK$'000**	2022 HK$'000
0–30 days	**138**	105
31–60 days	**11**	21
61–90 days	**1**	8
Over 90 days	**28**	5
	178	139

Details of impairment assessment of trade receivables are set out in note 4 to the consolidated financial statements.

22. LOAN RECEIVABLES

	2023 HK$'000	2022 HK$'000
Fixed-rate loan receivables	**2,040**	2,040
Less: allowance for ECL	**(69)**	(73)
	1,971	1,967

The loan receivables are unsecured, interest-bearing at 12% per annum and recoverable within one year.

Details of impairment assessment of loan receivables are set out in note 4 to the consolidated financial statements.

23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2023 HK$'000	2022 HK$'000
Deposits *(note)*	**4,061**	3,273
Prepayment	**1,857**	1,129
Other receivables, net allowance for ECL	**33**	13
	5,951	4,415
Less: Non-current portion	**(1,884)**	(1,131)
Current portion	**4,067**	3,284

Note: Deposits mainly consist of rental deposits and utility deposits related to restaurant and trading of luxury watches operations.

Details of impairment assessment of deposits and other receivables are set out in note 4 to the consolidated financial statements.

24. CASH AND CASH EQUIVALENTS

	2023 HK$'000	2022 HK$'000
Cash and bank balances	**26,697**	60,672

At 31 March 2023 and 2022, bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

At 31 March 2022, short-term time deposits are made for varying periods of between one week and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates at 0.70% to 0.75% per annum.

RMB is not a freely convertible currency in the People's Republic of China (the "PRC") and the remittance of funds out of the PRC is subject to the foreign exchange control imposed by the PRC government. The Group's cash and cash equivalents denominated in RMB are located in Hong Kong which is not subject to the foreign exchange control.

Details of impairment assessment of bank balances are set out in note 4 to the consolidated financial statements.

25. TRADE PAYABLES

The following is an aging analysis of trade payables, based on the invoice dates:

	2023 HK$'000	2022 HK$'000
0–30 days	**506**	397
31–60 days	**551**	349
61–90 days	**229**	109
Over 90 days	**172**	152
	1,458	1,007

The average credit period granted by suppliers ranging from 30 to 90 days.

26. ACCRUALS AND OTHER PAYABLES

	2023 HK$'000	2022 HK$'000
Accruals	**4,677**	4,256
Other payables	**5,030**	4,973
	9,707	9,229

27. BANK BORROWINGS

	2023 HK$'000	2022 HK$'000
Secured bank borrowings	**10,979**	14,854
Carrying amounts (shown under current liabilities) that contain repayable on demand clause based on scheduled repayment terms:		
— Within one year	**3,875**	3,875
— More than one year but less than two years	**3,875**	3,875
— More than two years but less than five years	**3,229**	7,104
	10,979	14,854

All of the Group's bank borrowings are denominated in HK$.

At 31 March 2023 and 2022, all bank borrowings are guaranteed by Mr. Wong.

At 31 March 2023 and 2022, all bank borrowings are interest bearing at HK$ prime rate minus a spread. The effective interest rate on the bank borrowings was 3.38% (2022: 2.75%) per annum.

28. LEASE LIABILITIES

	2023 HK$'000	2022 HK$'000
Minimum lease payment		
Within one year	**5,765**	4,651
Within a period of more than one year but not more than two years	**3,790**	1,446
Within a period of more than two years but not more than five years	**1,330**	190
	10,885	6,287
Less: future finance charges	**(768)**	(198)
Present value of lease liabilities	**10,117**	6,089

	2023 HK$'000	2022 HK$'000
Present value of lease payment		
Within one year	**5,246**	4,482
Within a period of more than one year but not more than two years	**3,563**	1,418
Within a period of more than two years but not more than five years	**1,308**	189
Present value of lease liabilities	**10,117**	6,089
Less: amount due for settlement within 12 months shown under current liabilities	**(5,246)**	(4,482)
Amounts due for settlement after 12 months shown under non-current liabilities	**4,871**	1,607

All of the Group's lease liabilities are denominated in HK$.

The weighted average incremental borrowing rates applied to lease liabilities range from 1.81% to 8.06% (2022: 1.81% to 5.19%).

29. PROVISION FOR REINSTATEMENT COSTS

	HK$'000
At 1 April 2022	–
Additions	154
Unwinding of discount on provision *(Note 9)*	6
At 31 March 2023	**160**
Analysed for reporting purpose as:	
Non-current portion	160

Provision for reinstatement costs is recognised at the net present value of costs to be incurred for the reinstatement of the leased property used by the Group for its operations upon expiration of the relevant lease.

30. DEFERRED TAX

The followings are the major deferred tax (assets)/liabilities recognised by the Group and movements thereon:

	Accelerated tax depreciation HK$'000	Franchise agreement HK$'000	Total HK$'000
At 1 April 2021	(836)	225	(611)
Charge/(credit) to profit or loss *(note 13)*	66	(97)	(31)
At 31 March 2022 and 1 April 2022	(770)	128	(642)
Charge/(credit) to profit or loss *(note 13)*	28	(13)	15
At 31 March 2023	**(742)**	**115**	**(627)**

The Group had unused estimated tax losses of approximately HK$122,090,000 (2022: HK$101,569,000) available for offsetting against future profits at 31 March 2023. No deferred tax asset has been recognised in respective of tax losses due to the unpredictability of future profit streams and unrecognised tax losses may be carried forward indefinitely.

The Group has deductible temporary differences of HK$69,000 (2022: HK$73,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

31. SHARE CAPITAL

	2023	2022	**2023**	2022
	'000	'000	**HK$'000**	HK$'000
Ordinary share of HK$0.01 each				
Authorised:				
At the beginning and end of the reporting period	**20,000,000**	20,000,000	**200,000**	200,000
Issued and fully paid:				
At the beginning and end of the reporting period	**2,643,360**	2,643,360	**26,434**	26,434

32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Statement of financial position of the Company

	2023 HK$'000	2022 HK$'000
Non-current asset		
Deposit	**–**	50
Current assets		
Deposits and prepayments	**78**	91
Amounts due from subsidiaries	**–**	40,088
Cash and bank balances	**137**	82
	215	40,261
Current liabilities		
Accruals	**1,207**	1,246
Amounts due to subsidiaries	**56,691**	48,582
	57,898	49,828
Net current liabilities	**(57,683)**	(9,567)
Net liabilities	**(57,683)**	(9,517)
Capital and reserves		
Share capital	**26,434**	26,434
Reserves	**(84,117)**	(35,951)
Total equity	**(57,683)**	(9,517)

Approved by the board of directors on 27 June 2023 and signed on its behalf by:

Wong Man Wai *Director*	**Lam Wai Kwan** *Director*

32. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY *(Continued)*

(b) Movement of reserves of the Company

	Share premium HK$'000	Share option reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2021	113,760	2,750	(140,753)	(24,243)
Loss and total comprehensive expense for the year	–	–	(11,708)	(11,708)
At 31 March 2022 and 1 April 2022	113,760	2,750	(152,461)	(35,951)
Loss and total comprehensive expense for the year	–	–	(48,166)	(48,166)
At 31 March 2023	**113,760**	**2,750**	**(200,627)**	**(84,117)**

33. MATERIAL RELATED PARTY TRANSACTION

Compensation of key management personnel of the Group, including directors' remuneration as disclosed in note 11 to the consolidated financial statements, is as follows:

	2023 HK$'000	2022 HK$'000
Salaries, allowance and benefit in kind	**5,616**	5,616
Discretionary bonus	**2,400**	600
Retirement benefit schemes contributions	**72**	72
	8,088	6,288

34. SHARE OPTIONS

Pursuant to a resolution passed on 21 July 2016, a share option scheme (the "Option Scheme") was adopted by the Company.

The major terms of the Option Scheme are summarised as follows:

(i) The purpose is to attract and retain quality personnel and other persons to provide incentive to them to contribute to the business and operation of the Group.

(ii) The eligible person include full time or part time employees of the Group (including any director, whether executive or non-executive and whether independent or not, or consultant of the Company or any subsidiary or any entity in which the Group holds an equity interest); any holder of any securities issued by the Group; and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, customers, licensees (including any sub-licensee), landlords or tenants (including any sub-tenants) of the Group or any invested entity or any person who, in the sole discretion of the board of directors, has contributed or may contribute to the Group.

(iii) The total number of shares in respect of which share options may be granted under the Option Scheme shall not exceed 10% of the issued shares capital of the Company at any point in time, without prior approval from the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding share option granted and yet to be exercised under the Option Scheme and any other share option scheme shall not exceed 30% of the issued share capital of the Company from time to time.

(iv) The total number of shares issued and to be issued upon exercise of the share options granted to each participant or grantee (including exercised, cancelled and outstanding share options) in any 12-month period shall not exceed 1% of the shares in issue from time to time unless the same is approved by the shareholders.

(v) The total number of shares issued and to be issued upon exercise of the share options granted to each substantial shareholder (as defined in the GEM Listing Rules) of the Company or any of its respective associates or an independent non-executive director or any of his associates (including exercised, cancelled and outstanding share options) in the 12-month period up to and including the date of such grant: (a) representing in aggregate over 0.1% of the shares in issue; and (b) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK$5 million, unless the same is approved by the shareholders.

(vi) The exercisable period should be determined by the board of directors upon grant of the share option but in any event should not exceed 10 years from the date of offer for grant.

(vii) Save as determined by the board of directors provided in the offer of the grant of the relevant share options, there is no general requirement that a share option must be held for any minimum period before it can be exercised.

34. SHARE OPTIONS *(Continued)*

(viii) Offer of options shall be open for acceptance in writing or by telex received by the secretary of the Company for a period of 21 days inclusive of, and from, the date of grant.

(ix) The subscription price of a share option must be the highest of:

a. the closing price of a share of the Company on the Stock Exchange on the date of grant of the option;

b. the average closing price of a share of the Company from the 5 business days immediately preceding the date of grant of the option; and

c. the nominal value of a share of the Company on the date of grant of the option.

(x) The Option Scheme is effective for 10 years from the date of grant.

At the end of the reporting period, the number of shares in respect of which may be issued upon exercise of share options granted and remain outstanding under the Option Scheme and was 60,000,000 (2022: 60,000,000), representing 2.7% (2022: 2.7%) of the shares of the Company in issue at that date.

Details of specific categories of options are as follows:

Exercisable period	**Outstanding at 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023**
5 October 2016 to 4 October 2026	
Directors	
Chan Chak To Raymond	20,000,000
Lam Wai Kwan	20,000,000
	40,000,000
Other employee	20,000,000
Exercisable at the end of the reporting period	60,000,000
Weighted average exercise price	HK$0.163

No share options were granted, exercised or lapsed during the years ended 31 March 2023 and 2022.

35. RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 (2022: HK$1,500) and they can choose to make additional contributions. Employers monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (2022: HK$1,500) (the "mandatory contributions"). Employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

During the years ended 31 March 2023 and 2022, the Group had no forfeite contributions under the MPF Scheme utilised to reduce the existing levels of contributions. As at 31 March 2023 and 2022, there was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce the contribution payable in the future years.

36. PARTICULARS OF SUBSIDIARIES

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

Name of subsidiary	Place of incorporation/ principle place of operations	Class of share	Issued and fully paid share capital	Proportion of ownership interest and voting power held by the Company 2023 %	2022 %	Principal activities
Du Hsiao Yueh (Hong Kong) Limited	Hong Kong	Ordinary	HK$9,000,000	**100**	100	Provision of casual dining food catering services
Grand Richest Limited	Hong Kong	Ordinary	HK$100	**100**	100	Provision of casual dining food catering services
Hong Kong Watches Trading Center Limited	Hong Kong	Ordinary	HK$3,000,000	**90**	100	Trading of luxury watches
Kingdom Star Investment Limited	Hong Kong	Ordinary	HK$100	**100**	100	Provision of casual dining food catering services
Palace Corporation Limited	Hong Kong	Ordinary	HK$1	**100**	100	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2023

36. PARTICULARS OF SUBSIDIARIES *(Continued)*

Name of subsidiary	Place of incorporation/ principle place of operations	Class of share	Issued and fully paid share capital	Proportion of ownership interest and voting power held by the Company 2023 %	2022 %	Principal activities
Royal Capital (HK) Limited	Hong Kong	Ordinary	HK$100	**100**	100	Provision of money lending services
Royal HR Management Limited	Hong Kong	Ordinary	HK$1	**100**	100	Provision of human resources management services
Royal Time Enterprises Limited	Hong Kong	Ordinary	HK$2	**100**	100	Provision of casual dining food catering services
Simple Future Investment Limited	BVI/Hong Kong	Ordinary	USD1	**100**	100	Investment holding
Top Future Management Limited	BVI/Hong Kong	Ordinary	USD1	**100**	100	Holding of franchise

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

Except for Simple Future Investment Limited which is directly held by the Company, all other subsidiaries are indirectly held by the Company.

37. MAJOR NON-CASH TRANSACTIONS

The Group entered into the following major non-cash investing and financing activities, which were not reflected in the consolidated statement of cash flows:

(a) During the year ended 31 March 2023, the Group entered into leases agreements in respect right-of-use assets for two to three years. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of approximately HK$10,543,000 and HK$10,543,000 respectively.

(b) During the year ended 31 March 2022, the Group entered into leases agreement in respect right-of-use assets for three years. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of approximately HK$1,331,000 and HK$1,331,000 respectively.

38. 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 those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payable HK$'000	Bank borrowings HK$'000	Lease liabilities HK$'000	Total HK$'000
At 1 April 2021	–	15,500	9,958	25,458
Financing cash flows	(429)	(646)	(9,133)	(10,208)
Non-cash changes:				
Interest expenses	429	–	411	840
Modification of lease	–	–	7,339	7,339
Addition of lease	–	–	1,331	1,331
Termination of lease	–	–	(926)	(926)
Covid-19-related rental concession	–	–	(2,891)	(2,891)
At 31 March 2022 and 1 April 2022	–	14,854	6,089	20,943
Financing cash flows	(384)	(3,875)	(6,687)	(10,946)
Non-cash changes:				
Interest expenses	384	–	583	967
Addition of lease	–	–	10,389	10,389
Covid-19-related rental concession	–	–	(257)	(257)
At 31 March 2023	**–**	**10,979**	**10,117**	**21,096**

39. COMPARATIVE INFORMATION

Certain comparative figures have been reclassified to conform with current year's presentation of the consolidated financial statements.

40. SUBSEQUENT EVENT

On 28 April 2023, VR Capital Limited ("VR Capital"), a limited liability company incorporated in Hong Kong, which is owned as to 50% and 50% by Mr. Wong and Mrs. Wong respectively, acquired the premises from Joinsun International Limited, a landlord of Royal Time Enterprises Limited ("Royal Time"), a wholly-owned subsidiary of the Company. Upon the completion of the acquisition, VR Capital entered into a memorandum with Royal Time and became the new landlord of the premises.

41. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 27 June 2023.

FINANCIAL SUMMARY

For the year ended 31 March 2023

A summary of the published results and of the assets and liabilities of the Group pursuant to Rule 18.33 of the GEM Listing Rules, as extracted from the published prospectus of the Company, is set out below:

RESULTS

	Year ended 31 March				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**29,744**	36,206	42,707	68,837	92,662
(Loss) before tax	**(22,281)**	(10,138)	(5,161)	(66,867)	(15,909)
Income tax (expense)/credit	**(29)**	(40)	1,686	(1,045)	(1,504)
(Loss) for the year	**(22,310)**	(10,178)	(3,475)	(67,912)	(17,413)
(Loss)/profit for the year attributable to:					
Owners of the Company	**(22,002)**	(10,178)	(4,098)	(65,476)	(18,377)
Non-controlling interests	**(308)**	–	623	(2,436)	964
	(22,310)	(10,178)	(3,475)	(67,912)	(17,413)

ASSETS AND LIABILITIES

	At 31 March				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**53,587**	74,354	89,922	99,595	165,718
Total liabilities	**(32,550)**	(31,307)	(36,697)	(41,495)	(31,956)
	21,037	43,047	53,225	58,100	133,762
Equity attributable to:					
Owners of the Company	**21,045**	43,047	53,225	57,733	121,907
Non-controlling interests	**(8)**	–	–	367	11,855
	21,037	43,047	53,225	58,100	133,762