

# ANNUAL REPORT 2023



## YING HAI GROUP HOLDINGS COMPANY LIMITED

瀛海集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8668

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this annual report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this annual report*

*This annual report, for which the directors (collectively the "Directors" or individually a "Director") of Ying Hai 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.*

# CONTENTS

2	Corporate Information
3	Chairman's Statement
4	Financial Highlights
5	Management Discussion and Analysis
15	Biographical Details of Directors
18	Corporate Governance Report
35	Environmental, Social and Governance Report
57	Report of Directors
69	Independent Auditors' Report
73	Consolidated Statement of Profit or Loss and Other Comprehensive Income
74	Consolidated Statement of Financial Position
76	Consolidated Statement of Changes in Equity
77	Consolidated Statement of Cash Flows
79	Notes to the Consolidated Financial Statements
144	Summary of Financial Information



# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Choi Wai Chan (*Chairman and chief executive officer*) <sup>(Note)</sup>  
 Ms. Zou Shuer (*Chief operating officer*) <sup>(Note)</sup>

### Independent non-executive Directors

Mr. Sou Sio Kei  
 Mr. Rodrigues Cesar Ernesto  
 Mr. Hu Chung Ming

## COMPLIANCE OFFICER

Mr. Choi Wai Chan (*re-appointed with effect from 19 May 2023*)  
 Ms. Zou Shuer (*resigned with effect from 19 May 2023*)

## AUTHORISED REPRESENTATIVES

Mr. Choi Wai Chan (*re-appointed with effect from 19 May 2023*)  
 Mr. Ng Shing Kin (*HKICPA*)  
 Ms. Zou Shuer (*resigned with effect from 19 May 2023*)

## COMPANY SECRETARY

Mr. Ng Shing Kin (*HKICPA*)

## AUDIT COMMITTEE MEMBERS

Mr. Hu Chung Ming (*Chairman*)  
 Mr. Sou Sio Kei  
 Mr. Rodrigues Cesar Ernesto

## REMUNERATION COMMITTEE MEMBERS

Mr. Sou Sio Kei (*Chairman*)  
 Mr. Rodrigues Cesar Ernesto  
 Mr. Hu Chung Ming

## NOMINATION COMMITTEE MEMBERS

Mr. Rodrigues Cesar Ernesto (*Chairman*)  
 Mr. Sou Sio Kei  
 Mr. Hu Chung Ming

## LEGAL ADVISERS TO THE COMPANY

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

*Note:* Mr. Choi Wai Chan was re-appointed as a chairman, executive Director and chief executive officer with effect from 19 May 2023. Ms. Zou Shuer resigned from the positions of chairman and chief executive officer and was re-designated as chief operating officer with effect from 19 May 2023.

*As to Macau law:*

Ai & Wong Lawyers  
 Alameda Dr. Carlos D' Assumpção  
 n.º 322-362, Centro Comercial Cheng Feng  
 15º Andar L, Macau

## AUDITORS

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*  
 31/F, Gloucester Tower, The Landmark  
 11 Pedder Street, Central, Hong Kong SAR

## PRINCIPAL BANKERS

Bank of China Macau Branch  
 Avenida Doutor Mario Soares  
 Bank of China Building, Macau

Industrial and Commercial Bank of China (Macau) Limited  
 Shop 002, 006, 007, 008, 009  
 Macau Landmark  
 555 Avenida da Amizade, Macau

## PRINCIPAL PLACE OF BUSINESS IN MACAU

Rua de Pequim n.º126,  
 Edifício Comercial "I Tak",  
 23.º andar "D", Macau

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 506, 5/F, Peninsula Centre  
 67 Mody Road, Tsim Sha Tsui East, Hong Kong

## PRINCIPAL SHARE REGISTRAR

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

## HONG KONG BRANCH SHARE REGISTRAR

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

## COMPANY WEBSITE

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

## STOCK CODE

8668



# Chairman's Statement

Dear Shareholders,

We are a licensed travel agent that primarily focuses on the provision of travel services and a car rental services provider in Macau, the People's Republic of China ("PRC") and Hong Kong. During the year ended 31 December 2023, we derived our revenue from the following operating segments: (i) sales and distribution of air tickets and hotel rooms; (ii) sales and provision of ancillary travel-related products and services; (iii) provision of car rental services in Macau; (iv) cross-border car rental services between Macau and Hong Kong; and (v) sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concerts and shows.

Since the emergence of the outbreak of COVID-19 pandemic (the "Pandemic") in 2020, the travel industry of Macau had been significantly hit and our business and financial performance had been adversely affected. With the easing of the Pandemic and the relaxation of travel restrictions and stringent anti-epidemic measures from the first quarter of 2023, the number of visitors going to Macau increased and contributed to the significant improvement of the Group's business and financial performance during the year ended 31 December 2023. We remain positive that the travel industry in Macau will gradually recover and the Group is well-equipped to pick up the opportunities ahead.

Looking forward, we will endeavor to strengthen the development of our existing businesses and to provide steady return as well as growth prospects for the Company's shareholders.

## 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.

**Choi Wai Chan**

*Chairman*

Hong Kong, 26 March 2024



# Financial Highlights

## CONSOLIDATED FINANCIAL PERFORMANCE

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Revenue	94,709	9,253
Loss before tax	(2,546)	(12,080)
Loss and total comprehensive loss for the year attributable to owners of the Company	(2,546)	(12,080)

## CONSOLIDATED ASSETS AND LIABILITIES

	At 31 December	
	2023 HK\$'000	2022 HK\$'000
Assets		
Non-current assets	11,640	9,968
Current assets	47,113	39,237
<b>Total assets</b>	<b>58,753</b>	<b>49,205</b>
Equity and liabilities		
Total equity	33,672	36,121
Non-current liabilities	2,254	3,442
Current liabilities	22,827	9,642
<b>Total liabilities</b>	<b>25,081</b>	<b>13,084</b>
<b>Total equity and liabilities</b>	<b>58,753</b>	<b>49,205</b>
<b>Net current assets</b>	<b>24,286</b>	<b>29,595</b>
<b>Total assets less current liabilities</b>	<b>35,926</b>	<b>39,563</b>



# Management Discussion and Analysis

## INDUSTRY OVERVIEW

With the relaxation of travel restrictions and stringent anti-epidemic measures after the outbreak of COVID-19 (the “**Relaxation Policy**”) from the first quarter of 2023, the number of visitors going to Macau increased and the travel industry of Macau gradually improved. The economy outlook of Macau in 2023 was brighter than last year, and is expected to continue to recover.

## BUSINESS REVIEW AND PROSPECTS

The Company has successfully listed its shares (the “**Shares**”) on GEM of the Stock Exchange (the “**Listing**”) on 26 September 2019 (the “**Listing Date**”).

The Group is a licensed travel agent that primarily focuses on the provision of travel services and a car rental services provider in Macau, the PRC and Hong Kong. The Group derived its revenue from (i) sales and distribution of air tickets and hotel rooms; (ii) sales and provision of ancillary travel-related products and services; (iii) provision of car rental services in Macau; (iv) cross-border car rental services between Macau and Hong Kong; and (v) sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concerts and shows.

Since the emergence of the outbreak of COVID-19 pandemic (the “**Pandemic**”) in 2020, the travel industry in Macau had been significantly hit and as a result our business and financial performance had been adversely affected. With the Relaxation Policy implemented in the first quarter of 2023, the number of visitors going to Macau increased and contributed to the significant improvement of the Group’s business and financial performance during the year ended 31 December 2023. However, it remains uncertain as to whether the number of visitors going to Macau will restore to the level in the pre-Pandemic era, the Directors will continue to closely monitor the Group’s risks and opportunities brought by the Relaxation Policy.

Apart from the business in Macau, the Group has explored the business in Hong Kong. On 22 March 2023, a subsidiary of the Company, namely Ying Hai Tourism Company Limited (瀛海旅遊有限公司), obtained a Travel Agent Licence (旅行代理商牌照) in Hong Kong issued by the Travel Industry Authority (旅遊業監管局).

The Group’s strategic objective is to strengthen its established market position in the Macau’s travel industry in order to generate profits and investment returns for the Company’s shareholders and drive sustainable growth in the future. To do so, the Group plans to strategically look for opportunities to cooperate with more hotel operators, other travel agents and corporate customers in Macau. The Group intends to enter into agreements with more hotel operators to include mid- and high-tier hotel rooms with a view to increase the number of available hotel rooms and to expand its hotel base so as to attract business travellers and high spending customers and to increase the Group’s market share, and thereby generate a higher sales volume and higher revenue from the Group’s other services, such as car rental services. Also, the Group will consider to expand the tourism business to the PRC. During the year ended 31 December 2023, the Group also engaged in the sales of show and event tickets and investment in concerts and shows so as to expand the source of revenue in addition to sales and distribution of hotel rooms and vehicle leasing of the Group to capture income sources related to the tourism industry in Macau. The Group believes that this can bring synergy to its existing travel business of sales and distribution of hotel rooms and car rental services.





## Management Discussion and Analysis

In addition, as disclosed in the Company's announcement dated 3 May 2021 (the "**2021 Announcement**"), the Group entered into a cooperation agreement with a concert promotor (the "**Concert Promotor**") for cooperating the organisation and sponsoring eight singing concerts held in the PRC by a well-known singing artist (the "**Singing Concerts**"). The eight Singing Concerts were originally scheduled to be held in Beijing, Shenzhen, Shanghai and Chengdu of the PRC from August 2021 to November 2021. However, due to the Pandemic in the PRC and the stringent anti-epidemic measures imposed by the PRC government, the Singing Concerts were postponed to the second half of 2022 and were further postponed to 2023. As of 31 December 2023, all the eight Singing Concerts have been successfully held, with the concerts originally scheduled to be held in Chongqing being relocated to Shenzhen. In addition, the Group has completed four shows titled "*Australia's Thunder From Down Under (澳洲雷霆猛男秀)*" in Macau, South Korea, Thailand and Taiwan and two shows titled "*Disney in Concert*" in Macau and the PRC during the year ended 31 December 2023.

### FINANCIAL REVIEW

#### Revenue

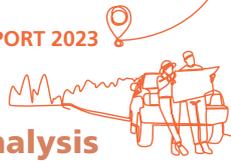
The Group's revenue increased significantly by approximately HK\$85.4 million or 918.3% from approximately HK\$9.3 million for the year ended 31 December 2022 to approximately HK\$94.7 million for the year ended 31 December 2023 as a result of the gradual recovery of the travel industry in Macau following the implementation of the Relaxation Policy. The significant increase in revenue was mainly attributable to the increase in revenue generated from the sales and distribution of hotel rooms and the provision of car rental services. The significant increase in revenue during the year ended 31 December 2023 was also partially attributable to the show and event income from sales of show and event tickets.

#### Cost of sales

The Group's cost of sales mainly comprised (i) cost of hotel rooms; (ii) distribution service fees; (iii) cost of car rental services; and (iv) cost of show and event. For the years ended 31 December 2022 and 2023, the cost of sales amounted to approximately HK\$10.2 million and HK\$81.4 million, respectively, representing a significant increase of approximately HK\$71.2 million or 698.0%. Such increase was mainly driven by the increase in sales from the sales and distribution of hotel rooms and the provision of car rental services.

#### Gross profit/(loss)

The Group recorded gross profit of approximately HK\$13.3 million for the year ended 31 December 2023, as compared to gross loss of approximately HK\$1.0 million for the year ended 31 December 2022. The reversal from gross loss to gross profit was mainly attributable to the significant increase in revenue which was driven by the Relaxation Policy in early 2023. For the year ended 31 December 2023, the Group's gross profit margin was approximately 14.0%.



## Management Discussion and Analysis

### Other income and gains

The Group's other income and gains decreased from approximately HK\$3.8 million for the year ended 31 December 2022 to approximately HK\$0.8 million for the year ended 31 December 2023. The decrease in other income and gain was mainly due to the decrease in government grants received during the year ended 31 December 2023.

### Administrative expenses

The Group's administrative expenses mainly comprised employee benefits expenses, depreciation expenses, rental and related expenses, office expenses, motor vehicle expenses, professional fees and advertising and promotion expenses. The Group's administrative expenses remained relatively stable at approximately HK\$13.9 million and HK\$15.4 million for the years ended 31 December 2022 and 2023, respectively.

### Income tax expense

The Group's income tax expense was nil for the years ended 31 December 2022 and 2023.

### Finance costs

The Group's finance costs remained relatively stable at approximately HK\$353,000 and HK\$240,000 for the years ended 31 December 2022 and 2023, respectively.

### Loss for the year

The Group's loss for the year decreased significantly by approximately HK\$9.6 million or 79.3% from approximately HK\$12.1 million for the year ended 31 December 2022 to approximately HK\$2.5 million for the year ended 31 December 2023. The significant reduction in loss was mainly driven by the significant increase in revenue and the overturn from gross loss to gross profit as a result of the foregoing.



## Management Discussion and Analysis

### Use of net proceeds from the Listing

The net proceeds (the “**Net Proceeds**”) from the Listing, after deducting the actual underwriting fees and expenses paid by the Company, amounted to approximately HK\$39.3 million. The intended use of proceeds was more particularly set out in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 13 September 2019, (the “**Prospectus**”) and subsequently the Board resolved to revise the intended use of proceeds on 3 May 2021 as disclosed in the 2021 Announcement. The particulars of the use of proceeds from the Listing Date up to 31 December 2023 are set forth below:

	Adjusted use of Net Proceeds as stated in the 2021 Announcement (HK\$'000)	Actual amount of Net Proceeds utilised from the Listing Date to 31 December 2022 (HK\$'000)	The amount of Net Proceeds utilised during the year ended 31 December 2023 (HK\$'000)	Actual amount of Net Proceeds utilised as at 31 December 2023 (HK\$'000)	Unutilised amount of the Net Proceeds as at 31 December 2023 (HK\$'000)	Expected timeline for the intended use of the unutilised Net proceeds
Expansion of car fleet	3,965	3,965	—	3,965	—	—
Cooperate with more hotel operators	6,480	2,286	272	2,558	3,922	December 2024
Increase our marketing and expansion of our sales channel	2,319	2,319	—	2,319	—	—
Improve the efficiency of our operation	1,485	1,485	—	1,485	—	—
Expand our workforce	824	824	—	824	—	—
General working capital	1,080	1,080	—	1,080	—	—
Cooperate with the organiser of singing concerts	22,186	22,186	—	22,186	—	—
Expansion of tourism business to the PRC	957	957	—	957	—	—
<b>Total</b>	<b>39,296</b>	<b>35,102</b>	<b>272</b>	<b>35,374</b>	<b>3,922</b>	

*Note:* As disclosed in the 2021 Announcement, the Group’s financial performance and condition were affected by the Pandemic since 2020. In view of the adverse impact of the Pandemic on the Group’s business, the Board resolved to adjust the business strategies in order to diversify business operations risk and to cope with the economic uncertainty in the future by reallocating the then unutilised Net Proceeds from the Listing. For further details in relation to the reallocation, please refer to the 2021 Announcement.

The unutilised Net Proceeds could not be fully utilised during the year ended 31 December 2023 as the Group required more time to identify suitable hotel operators for cooperation. The Group intends to utilise the unutilised Net Proceeds as soon as practicable by 31 December 2024.

All the unutilised Net Proceeds have been placed in licensed banks in Macau.



## Management Discussion and Analysis

### Comparison of business strategies and actual business progress

An analysis comparing the business objectives as set out in the Prospectus and the 2021 Announcement with the Group's actual business progress for the period from the Listing Date to the date of this report is set out below:

Business strategies as stated in the Prospectus and the 2021 Announcement	Actual business progress up to date of this report
Expansion of our car fleet	Up to the date of this report, the Group has purchased 15 new motor vehicles for the provision of point-to-point cross-border transportation services and car rental services in Macau. We will consider market demand in Macau to adjust the progress of our expansion plan of car fleet.
Cooperate with more hotel operators	We are in the progress of identifying popular and quality hotels to cooperate with.
Cooperate with the organiser of singing concerts	As disclosed in the 2021 Announcement, we will cooperate with the organiser of singing concerts by sponsoring singing concerts held in the PRC and Macau of well-known stars and artists, subject to market demand in both the PRC and Macau and the development of the Pandemic. In respect of the Singing Concerts, they have been successfully held as of 31 December 2023 as disclosed above.
Expansion of tourism business to the PRC	As disclosed in the 2021 Announcement and elsewhere in this report, the Group plans to expand its tourism business to the PRC in order to diversify its business. We are in the progress of identifying tourism business opportunities in the PRC.

### Principal risks and uncertainties in achieving our business strategies

During the period under review, the Group faced certain risks and uncertainties in achieving our business strategies in accordance with the use of proceeds plan as set out in the Prospectus and the 2021 Announcement as follows:

- (1) The Pandemic has severely affected the travel and tourism industry in Macau after the imposition of the travel restrictions by the Macau and the PRC governments and sluggish consumers' sentiment. Travel restrictions and lockdown in Macau, the PRC and Hong Kong may re-occur or even tighten up again in the future and thus the outlook of the travel industry remains uncertain and thus, the Group will strategically adhere to the business plan and will actively search for deals and other business opportunities to stabilise the impact of the Pandemic to the Group's business;
- (2) The Group may fail to identify hotel operators with attractive terms to cooperate with to achieve our expansion plans;
- (3) When achieving our business plans, timing is of the essence. The Group may fail to grasp the business trend to determine the optimal time to enter the market or expand our new sales channel; and
- (4) In an increasingly volatile and complex business environment, the Group may face change in consumer behaviour and high competition when we launch our business plan.

In order to alleviate the above risks and uncertainties in achieving the Group's business strategies, the Group will ensure that its business plans are as resilient as possible to meet these challenges based on market conditions. The Group will carefully look at the business trends as well to determine if there is a strong entrepreneurial environment for us to lean on.





## Management Discussion and Analysis

### PRINCIPAL RISKS AND UNCERTAINTIES

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

1. The Group's business and operation have been seriously affected by the Pandemic and the resulting lock-down, travel restrictions and suspension of work in Macau, the PRC and Hong Kong. The number of tourists visiting Macau significantly decreased for a prolonged period due to the Pandemic prior to the launch of the Relaxation Policy. Despite the Relaxation Policy was launched in early 2023, there is no assurance that the number of tourists visiting Macau and Macau's economy will recover to the level in the pre-Pandemic era.
2. The Group's revenue was mainly derived from Macau and the Group's sales performance is susceptible to changes in Macau as well as the PRC policies and economic environment.
3. Customers may delay payment or default payment, yet the Group may be required to pay for the hotel rooms and the Group may bear the cost.
4. The Group's major suppliers might opt to deal with the Group's customers directly, alternatively the Group's travel agent customers may source hotel rooms from each other, thereby bypassing the Group.
5. Historically, the Group's revenue was generated from the sales and distribution of hotel rooms from certain hotel operators in Macau (the "**Hotel Operators**"), and the Group's business and results of operation may be adversely affected if (i) the Hotel Operators terminate or refuse to renew the relevant agreement; or (ii) the renewed terms become less favourable to the Group.
6. The Group is committed to secure a guaranteed number of hotel rooms at pre-determined room rates with various hotels operators. The Group may suffer from a decrease in profits or record a loss from the sales and distribution of the guaranteed hotel rooms if the Group is unable to sell and distribute the hotel rooms at rates higher than its respective pre-determined room rates or if hotels operators reduce the number of hotel rooms sold to the Group.
7. If the Group is unable to obtain and maintain adequate parking spaces at reasonable costs, the Group's growth opportunities may be adversely affected.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

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

### LIQUIDITY AND FINANCIAL RESOURCES

#### Capital structure

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



## Management Discussion and Analysis

### Cash position

As at 31 December 2023, the cash and cash equivalents and bank deposits with maturity dates over three months (the “**Total Bank Balances**”) amounted to approximately of HK\$9.3 million (as at 31 December 2022: HK\$7.9 million). The increase was mainly resulted from increase in revenue generated from the sales and distribution of hotel rooms and the provision of car rental services. Among the Total Bank Balances of HK\$9.3 million as at 31 December 2023:

1. approximately of HK\$6.6 million (as at 31 December 2022: approximately of HK\$3.4 million) represented cash and cash equivalents of the Group; and
2. approximately HK\$2.7 million (as at 31 December 2022: approximately HK\$4.5 million) represented bank deposits with maturity dates over three months of the Group, which were placed in a bank to secure general banking facilities in support of guarantees in favour of the suppliers of the Group and to the Macau and Hong Kong governments to obtain travel agent licence in Macau.

### Borrowings and lease liabilities

As at 31 December 2023, the total borrowings and lease liabilities of the Group, all of which were denominated in Hong Kong dollars, amounted to approximately HK\$3.4 million (as at 31 December 2022: approximately HK\$7.1 million), and outstanding committed banking facilities amounted to approximately HK\$1.7 million (as at 31 December 2022: approximately HK\$4.2 million). In particular:

1. approximately HK\$1.7 million (as at 31 December 2022: HK\$4.2 million) represented the bank borrowings which bore a fixed rate at 3.4% per annum as at 31 December 2023 (as at 31 December 2022: 2.5% per annum). The bank borrowings with carrying amount of approximately HK\$1.7 million as at 31 December 2023 (as at 31 December 2022: approximately HK\$1.8 million) were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK\$2.3 million as at 31 December 2023 (as at 31 December 2022: approximately HK\$2.4 million); and
2. approximately HK\$1.7 million (as at 31 December 2022: approximately HK\$2.9 million) represented lease liabilities of the leases available for use by the Group, carrying an interest rate ranging from 4.3% to 8.0% per annum (as at 31 December 2022: ranging from 4.3% to 8.0% per annum).

### Pledge of assets

As at 31 December 2023, the Group’s bank deposits with maturity dates over three months with amount of approximately HK\$2.7 million (as at 31 December 2022: approximately HK\$4.5 million), have been pledged to secure general banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the Macau government to obtain travel agent licence in Macau.

As at 31 December 2023, the Group’s has pledged properties with carry amount of approximately HK\$2.3 million (as at 31 December 2022: approximately HK\$2.4 million) to secure bank borrowings with carrying amounts of approximately HK\$1.7 million (as at 31 December 2022: approximately HK\$1.8 million). The properties are the carparking space that located in Macau.

### Gearing ratio

As at 31 December 2023, the gearing ratio of the Group was approximately 10.0% (as at 31 December 2022: approximately 19.6%). The gearing ratio is calculated based on the bank borrowings, bank overdrafts and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective year.



## Management Discussion and Analysis

### DIVIDEND

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

### COMMITMENTS

As at 31 December 2023, the Group had capital commitment of approximately HK\$0.8 million (as at 31 December 2022: approximately HK\$0.8 million).

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in the elsewhere of the notes to the consolidated financial statements, there was no material acquisition or disposal of subsidiaries, associate companies or joint ventures for the year ended 31 December 2023 and up to the date of this report.

### SIGNIFICANT INVESTMENT HELD

During the year ended 31 December 2023, the Group's significant investment comprised financial assets at fair value through profit or loss. The following table sets forth the movement of our financial assets at fair value through profit or loss and its size relative to the Group's total assets as at/for the year ended 31 December 2023:

Significant Investment	For the year ended/As at 31 December 2023						Percentage of fair value to the Group's total assets at end of the year
	Investment cost HK\$'000	Fair value at beginning of the year HK\$'000	Fair value loss recognised HK\$'000	Settlement HK\$'000	Transfer to trade receivables HK\$'000	Fair value at end of the year HK\$'000	
Financial assets at fair value through profit or loss <i>(Note)</i>	24,069	25,003	(1,056)	(15,826)	(8,121)	—	—

*Note:* The financial assets at fair value through profit or loss represented investment in concerts. On 3 May 2021, Ying Hai Entertainment Culture Company Limited (瀛海娛樂文化有限公司), being a wholly-owned subsidiary of the Company, entered into a cooperation agreement (the "**Cooperation Agreement**") with a the Concert Promoter for cooperating the organisation and sponsoring eight Singing Concerts held in the PRC by a well-known singing artist. Pursuant to the Cooperation Agreement, the Group will be entitled to 20% of income, including ticketing and sponsorship income, generated from the concerts while the Concert Promoter will be entitled to 80% of the income generated from the concerts. For further details of the Cooperation Agreement, please refer to the 2021 Announcement. As disclosed above, as of 31 December 2023, all the eight Singing Concerts have been successfully held. To the best knowledge, information and belief of the Directors, the business scope of the Concert Promoter included organising arts and culture exchanges, organising convention and exhibition activities, designing, producing, dealing and distributing advertisement, conducting marketing survey, conducting business planning, importing and exporting of goods and services and providing performing arts brokerage services.

Save as disclosed above and the investments in subsidiaries and an associate by the Company, the Group did not hold any significant investments during the year ended 31 December 2023.



## Management Discussion and Analysis

### The Company's Investment Strategy for Investment in Concerts

Considering the negative impact of the Pandemic on the Group since 2020, the Company entered into the Cooperation Agreement with a view to leverage the resources of the Group and to diversify the source of income. The Group's strategy is to identify opportunities for sponsoring singing concerts of well-known artists organised by reputable concert organisers.

### CONTINGENT LIABILITIES

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

### FOREIGN EXCHANGE EXPOSURE

The Group operates in Macau and the PRC with majority of the transactions being settled in MOP, HK\$, USD, SGD and RMB. The Group is not exposed to material foreign exchange risk in respect of HK\$ against MOP, USD and SGD as long as these currencies are pegged. The Group considers that there is no significant foreign exchange risk exposed to by the Group in its operation. The Group did not enter into any hedging transactions and did not have any foreign exchange contracts, interest or currency swaps, other financial derivatives or any financial instruments for hedging purposes for the year ended 31 December 2023.

### TREASURY AND RISK MANAGEMENT

The Directors will continue to follow a prudent policy in managing the Group's cash and maintaining a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities. No investment in financial products other than cash and bank deposits were held by the Group during the year.

As at 31 December 2023, the Group's credit risk is primarily attributable to trade receivables, deposits paid and other receivables, bank deposits with original maturity over three months and bank balances.

As at 31 December 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 to be responsible for determination of 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 the expected credit losses ("ECL") model upon the 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 paid and other receivables

The management of the Group makes periodic individual assessment on the recoverability of deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information under the 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.





## Management Discussion and Analysis

### Bank deposits with maturity dates over three months and bank balances

The Group deposited its cash with recognised and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to bank balances 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 of banks was 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.

### LITIGATIONS

During the year ended 31 December 2023, the Group was not involved in any litigation or arbitration of material importance and there was no litigation or claim of material importance pending or threatened by or against any member of the Group.

### EMPLOYEES AND REMUNERATION POLICY

The Directors believe that employees are an important asset to the Group and the quality of the employees is an important factor in sustaining the Group's business growth and improving its profitability. The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salary and contributions to the mandatory provident fund, staff benefits also include medical insurance scheme and the options which can be issued under the Scheme (as defined below). The remuneration package of employees is reviewed on regular basis.

As at 31 December 2023, the Group had a total of 88 employees (2022: 48 employees). The Group's staff costs, including Directors' emoluments, amounted to approximately HK\$12.8 million for the year ended 31 December 2023 (2022: approximately HK\$8.7 million). Directors' remuneration amounted to approximately HK\$2.2 million for the year ended 31 December 2023 (2022: approximately HK\$1.7 million) which included remuneration of the independent non-executive Directors for a total amount of approximately HK\$0.2 million (2022: approximately HK\$0.2 million).

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's business is primarily subject to the relevant environmental laws and regulations of Macau. During the year ended 31 December 2023, the Group was not subject to any material environmental claims, lawsuits, penalties, administrative or disciplinary actions.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2023 and up to the date of this report, the Group has complied with all the relevant laws and regulations in Macau, the PRC and Hong Kong in all material respects.

### KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, the Group maintained good relationship with its employees, customers and suppliers. The Group will continue to ensure effective communication and maintain good relationship with them. During the year ended 31 December 2023, there was no material dispute between the Group and its customers, suppliers and employees, respectively.



## Biographical Details of Directors

### EXECUTIVE DIRECTORS

**Mr. Choi Wai Chan (蔡偉振)**, aged 37, is the founder of the Group and has been operating and managing the Group since 2014 until 2022. He was appointed as a Director on 18 December 2018 and was re-designated as an executive Director on 18 February 2019. He also served as the chairman of the Board and the chief executive officer of the Group until his resignation as an executive Director, the chairman of the Board and the chief executive officer of the Group on 3 August 2022. On 19 May 2023, he has been re-appointed as an executive Director, the chairman of the Board and chief executive officer of the Group.

He was responsible for overseeing the overall management and strategic planning of the Group prior to his resignation. He is currently one of the controlling shareholders of the Company. Currently, Mr. Choi serves as a director of certain the subsidiaries of the Group, namely Ying Hai Interurban Passenger Road Transport Company Limited (瀛海陸路跨境客運股份有限公司), and IYH Group Holding PTE. Ltd.

Mr. Choi has over thirteen years of business management experience. Prior to establishing the Group, Mr. Choi was engaged in property investment from June 2007 to October 2009. From October 2009 to February 2019, Mr. Choi gained experience in the consumer market of Macau by operating a catering shop in Macau. Mr. Choi has been a director of the Travel Industry Council of Macau (澳門旅遊業議會) since November 2018. In addition, Mr. Choi has also been a vice chairman of the Jin Jiang Clans Association Macau (澳門晉江同鄉會), an honorary president of the Macao Kam Cheang Youth Association (澳門金井青年會), a vice president of the Associação Macaense dos Amigos de Shanghai (澳門上海聯誼會) and an honorary president of the Macau Electronic Competition Association (澳門電子競賽協會) since December 2017, December 2016, October 2018 and January 2019, respectively. Mr. Choi attended secondary school education till June 2006.

**Ms. Zou Shuer (鄒舒爾)**, aged 34, joined the Group in September 2017 and she has been the chief operating director of the Group since October 2020. Ms. Zou Shuer was appointed as an executive Director with effect from 6 April 2022. From 6 April 2022 to 19 May 2023, she was the chairman of the Board and chief executive officer of the Group. With effect from 19 May 2023, Ms. Zou was re-designated as the chief operating officer of the Group. She is primarily responsible for overseeing the operation of the Group. Currently, Ms. Zou serves as a director of all the subsidiaries of the Group, except for Zhuhai Huanya International Travel Service Company Limited\* (珠海環亞國際旅行社有限公司), Zhuhai Yinghai Information Technology Company Limited\* (珠海瀛海資訊科技有限公司), Zhuhai Yinghai Exhibition Service Company Limited\* (珠海瀛海會展服務有限公司), Zhuhai Ying Hai Interurban Passenger Road Transport Company Limited\* (珠海瀛海陸路客運有限公司) and Zhuhai Ying Hai Rent-A-Car Service Company Limited\* (珠海瀛海汽車租賃服務有限公司).

Ms. Zou graduated from the University of Macau in Macau with a bachelor's degree in law in July 2013. From January 2014 to August 2017, Ms. Zou worked in the Commission Against Corruption of Macau as a senior inspector.





## Biographical Details of Directors

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Sou Sio Kei (蘇兆基)**, aged 54, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee.

Mr. Sou has over 18 years of experience in the legal field in Macau. Mr. Sou is a registered lawyer at the Macau Lawyers Association\* (澳門律師公會) since May 2005. He is a founder/lawyer of the Sou Sio Kei Lawyers since July 2006. He is licensed to be a lawyer in the People's Republic of China (Guangdong-Hongkong-Macao Greater Bay Area)\* (粵港澳大灣區執業律師) since September 2022. He was a member (secretary) of the General Meeting Board of the Macau Lawyers Association\* (澳門律師公會會員大會主席團成員一秘書) and a member of the Macau Superior Council of Advocacy\* (澳門律師業高等委員會委員), from 2019 to 2020 and 2015 to 2018, respectively. Mr. Sou was appointed as a mediator by the China Council Promotion of International Trade/China Chamber of International Commerce Mediation Center\* (中國國際貿易促進委員會/中國國際商會調解中心) in December 2018, and became a Macau Lawyers Association\* (澳門律師公會) and International Dispute Resolution Academy accredited international mediator in July 2019. He was also appointed as a first term of arbitrator (five-year term) by the Zhuhai Court of International Arbitration (珠海國際仲裁院) and a mediator by the Shenzhen Qianhai International Commercial Mediation Center\* (深圳市前海國際商事調解中心), in September 2021 and November 2022, respectively. Currently, he is an executive director of the Council of the Association of Agents of the Legal Area of Macau\* (澳門法律工作者聯合會理事會常務理事) and a Deputy Director of the First Legal Committee of the Council for the Promotion of Guangdong-Hongkong-Macao Cooperation\* (廣東省粵港澳合作促進會第一屆法律專業委員會副主任).

Mr. Sou is a part-time lecturer of the Faculty of Law of the University of Macau and the Faculty of Law of the Macau University of Science and Technology, from March 2009 to August 2023 and January 2019 to August 2023, respectively.

Mr. Sou graduated in law from the University of Macau with a bachelor's degree and a master's degree in Macau, in March 2001 and September 2016, respectively.

**Mr. Rodrigues Cesar Ernesto (施力濤)**, aged 44, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

From January 2005 to December 2005, Mr. Rodrigues Cesar worked as an assistant technician for the Macau 4th East Asian Games Organising Committee. From January 2006 to December 2007, Mr. Rodrigues Cesar worked as technician for the Macau 2nd Asian Indoor Games Organising Committee. From January 2008 to December 2008, Mr. Rodrigues Cesar worked as technician for the Association of Portuguese Speaking Olympic Committees. From January 2009 to June 2015, Mr. Rodrigues Cesar worked at the MGTO, with his last position being the Head of the Business Tourism and Events Division. From July 2015 to September 2020, Mr. Rodrigues Cesar worked as a managing director at Speedy Consultancy Co. Ltd., engaging in providing consultancy services in licensing, immigration, event management, marketing and public relations. From May 2019 to September 2020, Mr. Rodrigues Cesar worked as a director at Bigger A Import and Export Trade Limited, and Tong Sin Catering and Import & Export Group Company Limited, engaging in the import and export of frozen food. From June 2019 to September 2020, Mr. Rodrigues worked as a director at Shuang Zuan Management Restaurant Company Limited, engaging in catering management.



## Biographical Details of Directors

Since February 2021, Mr. Rodrigues Cesar worked as executive director of Solutions Catering and Retail Management Co. Ltd., engaging in management of catering outlets and work as executive director of Solutions Consultancy Company Limited, providing consultancy in licensing and overseas immigration. Mr. Rodrigues Cesar is also a shareholder and vice president of Macau and Luso international Group Co. Ltd., engaging in import and export of Retailing products, and Silk Road International Research Co. Ltd.. Since July 2023, Mr. Rodrigues Cesar is a director of Se Cuisine Limited (些美食有限公司) which is currently managing Se Cuisine, F&B retail at Macau Fisherman's Wharf. Also, Mr. Rodrigues Cesar is director of New Mac Cloud Marketing Strategy Promotion & Consulting Company Limited (雲奧市場策略推廣及顧問有限公司) since July 2023, which provides services related to big data e-marketing and advertising solutions.

Mr. Rodrigues Cesar graduated from the University of Hertfordshire in the United Kingdom with a bachelor's degree in marketing in July 2004. In April 2020, Mr. Rodrigues Cesar graduated from Buckinghamshire New University with Master degree of International Master of Business Administration. Mr. Rodrigues Cesar has been the vice president of the Inspirational Youth Association (勵志青年會) since July 2015.

**Mr. Hu Chung Ming (胡宗明)**, aged 51, was appointed as an independent non-executive Director on 3 September 2019. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Hu has over 27 years of experience in accounting and auditing. From January 1997 to March 2000, Mr. Hu worked at Ernst & Young with the last position as senior accountant. From April 2000 to January 2003, Mr. Hu worked at LANKom Electronics Limited, engaging in the design, development, manufacture and distribution of electromagnetic components for original equipment manufacturers, as chief financial officer. From February 2003 to June 2007, Mr. Hu worked at China Flexible Packaging Holdings Limited, engaging in the manufacture and sales of plastic packaging films, synthetic papers and high barrier films, as chief financial officer. From November 2007 to October 2008, Mr. Hu worked at Yunnan Junfa Real Estate Company Limited\* (雲南俊發房地產有限責任公司), engaging in property development, as chief financial officer. From September 2009 to April 2011, Mr. Hu worked at Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (stock code: 1938), a company listed on the Main Board of the Stock Exchange, as chief financial officer and company secretary. From August 2013 to February 2020, Mr. Hu worked at Mobile Internet (China) Holdings Limited (formerly known as China Packaging Holdings Development Limited) (stock code: 1439), a company listed on the Main Board of the Stock Exchange, as chief financial officer and company secretary. From December 2010 to December 2020, Mr. Hu was an independent non-executive director of Leyou Technologies Holdings Limited (formerly known as Sumpo Food Holdings Limited) (stock code: 1089), a company then listed on the Main Board of the Stock Exchange.

Mr. Hu obtained a bachelor's degree of commerce from the University of Queensland in Australia in December 1996. Mr. Hu was admitted as a fellow member of the HKICPA in January 2010, and was admitted as a member of the Australian Society of Certified Practising Accountants (currently known as CPA Australia) in March 2000.

*Note:* The English names of the bodies/entities which are marked with "\*" are translated, or transliterated from their Chinese names and are for identification purposes only.





# Corporate Governance Report

The Board is pleased to present the corporate governance report of the Company for the year ended 31 December 2023.

## CORPORATE GOVERNANCE PRACTICE

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 government in order to uphold the transparency of the Group and safeguard interests of our shareholders. The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the GEM Listing Rules. In the opinion of the Board, the Company has in all material respects complied with the CG Code for the year ended 31 December 2023, except for the deviations of paragraph C.2.1 of part 2 of the CG Code, which is explained in the paragraphs below.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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. Choi Wai Chan ("**Mr. Choi**") is currently the chairman and the chief executive officer of the Company. Considering that Mr. Choi has been operating and managing the Group since 2014 until his resignation in August 2022 (in which Mr. Choi was re-appointed in May 2023, the details of which are set out in the Company's announcements dated 19 May 2023 and 25 May 2023) and his expertise in the travel industry, the Board believes that it is in the best interest of the Group to have Mr. Choi taking up both roles for effective management and business development. Furthermore, all major decisions of the Company are discussed by the Board, the Board committees and the senior management. The Board also considers that since the members of the Board include competent and independent non-executive Directors, this structure would not impair the balance of power and authority between the Board and its management in the business 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 and in the interest of the Company.

As disclosed in the Company's announcement dated 3 August 2022, Mr. Choi resigned as the executive Director and chairman and ceased to act as the chief executive officer of the Company until his re-appointment in May 2023 as disclosed above. Following the then Mr. Choi's resignation and prior to Mr. Choi's reappointment, Ms. Zou Shuer ("**Ms. Zou**"), being an executive Director of the Company, was the chairman of the Board and the Company's chief executive officer from 3 August 2022 to 19 May 2023. As such, the Company deviated from paragraph C.2.1 of part 2 of the CG Code. Considering that Ms. Zou joined the Group in September 2017 and has been overseeing the operation of the Group, the Board was of the opinion that it was beneficial to the Company and its business to have Ms. Zou taking over the roles of both chairman and chief executive officer for a strong leadership for the Group and can be effective in planning and implementing long-term business strategies. The Board also considered that since the members of the Board include competent and independent non-executive Directors, this structure would not impair the balance of power and authority between the Board and its management in the business of the Group.

## 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 issued notices to the Directors reminding them to 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 enquiry with all 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 under the Model Code throughout the year ended 31 December 2023. The Company was not aware of any non-compliance in respect of the Model Code throughout the year ended 31 December 2023.



## BOARD OF DIRECTORS

As at the date of this report, the Board comprised two executive Directors, namely Mr. Choi Wai Chan and Ms. Zou Shuer, and three independent non-executive Directors, namely, Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto.

During the year ended 31 December 2023, Ms. Zou Shuer and Mr. Choi Wai Chan have separately been the chairman of the Board and the chief executive officer of the Company for the period from 1 January 2023 to 19 May 2023 and for the period from 19 May 2023 to 31 December 2023, respectively.

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 day-to-day management, administration and operation of the Company are delegated to the executive Directors and the management team supporting the Board. 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 Directors and the management team. 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, 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 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 and the Nomination Committee (as defined under the paragraph headed "Board Committees" in this report).

The Board has a minimum of three independent non-executive Directors which complies with Rule 5.05(1) of the GEM Listing Rules. One of the independent non-executive Directors has 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 independent non-executive Directors an annual confirmation of their independence pursuant to Rule 5.09 of the GEM Listing Rules and therefore the Company considers each of them to be independent under the independent guideline of Rule 5.09 of the GEM Listing Rules.

As at 31 December 2023, no independent non-executive Director had served more than nine years on the Board.

The biographical details of the Directors are set out in the section headed with "Biographical Details of Directors" from pages 15 to 17 of this annual report. Save as disclosed in the paragraph headed "Chairman and Chief Executive Officer" in this report and in the section headed "Biographical Details of the Directors" in this annual report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.



## TERM OF APPOINTMENT OF DIRECTORS

Each of the executive Directors, has entered into a service agreement with the Company for an initial fixed term of three years. The term of service shall be renewed and extended automatically by one year on the expiry of the initial term and on the expiry of every successive period of one year 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 one year 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.

## 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 paragraphs C.5.1 and 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 attend physically 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 December 2023, the Board convened a total of 7 Board meetings in person or by means of electronic communication, and an annual general meeting was held on 10 May 2023 (the "2023 AGM"). Attendance of each Director at the 7 Board meetings and 2023 AGM is set out below:

Name of Directors	Board Meeting Attended/Held	2023 AGM
<i>Executive Directors</i>		
Mr. Choi Wai Chan ( <i>re-appointed with effect from 19 May 2023</i> )	7/7	1/1
Ms. Zou Shuer	7/7	1/1
<i>Independent non-executive Directors</i>		
Mr. Hu Chung Ming	7/7	1/1
Mr. Sou Sio Kei	7/7	1/1
Mr. Rodrigues Cesar Ernesto	7/7	1/1



## BOARD COMMITTEES

The Board has established three Board committees, namely the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”). The written terms of reference of Audit Committee, Remuneration Committee and Nomination Committee are available on the websites of the Stock Exchange and of 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 circumstances, 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, training and continuous professional development of directors, reviewing the Company’s policies and practices on compliance with legal and regulatory requirements, and reviewing the Company’s compliance with the code provision in the CG Code and disclosures in this report.

## AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and paragraph D.3.3 and D.3.7 of part 2 of the CG Code pursuant to a resolution of the Directors passed on 3 September 2019. The primary duties of the Audit Committee are, among others, to make recommendation to our Board on the appointment, reappointment and removal of external auditor, monitor integrity of the Group’s consolidated financial statements, review significant financial reporting judgements contained in them, oversee the Group’s financial reporting, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by the Board. The Audit Committee comprises Mr. Hu Chung Ming, Mr. Sou Sio Kei and Mr. Rodrigues Cesar Ernesto, all being independent non-executive Directors. Mr. Hu Chung Ming 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 December 2023, the Audit Committee convened 5 Audit Committee meetings. The Audit Committee had reviewed the Group’s annual results for the year ended 31 December 2022, first quarterly results for the three-month period ended 31 March 2023, interim results for the six-month period ended 30 June 2023 and third quarterly results for the nine-month period ended 30 September 2023, discussed internal controls, risk management and financial reporting matters made recommendation on re-appointment of external auditor and reviewed the annual audit plan, scope of work and fee payable to the external auditor. Attendance of each Audit Committee member at the 5 Audit Committee meetings is set out below:

Name of Directors	Audit Committee Meeting Attended/Held
<i>Independent non-executive Directors</i>	
Mr. Hu Chung Ming ( <i>Chairman of the Audit Committee</i> )	5/5
Mr. Sou Sio Kei	5/5
Mr. Rodrigues Cesar Ernesto	5/5

There is no disagreement between the Board and the Audit Committee regarding the selection and engagement of the Company’s auditors, HLB Hodgson Impey Cheng Limited (“**HLB**”). The Audit Committee is satisfied with their review of the auditors’ remuneration, the independence of HLB and recommended to the Board to re-appoint HLB as the Company’s auditors, 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 December 2023 have been reviewed by the Audit Committee, which opined that all the applicable financial reporting standards and requirements have been complied with and that adequate disclosures have been made in all material respects.

### REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 3 September 2019 with written terms of reference in compliance with Rule 5.35 of the GEM Listing Rules and paragraph E.1.2 of part 2 of the CG code. The primary duties of the Remuneration Committee are, among others, to review and approve the management's remuneration proposals, make recommendations to the Board on the remuneration package of the Directors and senior management and ensure none of the Directors or their associates is involved in deciding their own remuneration. The Remuneration Committee comprises Mr. Sou Sio Kei, Mr. Rodrigues Cesar Ernesto and Mr. Hu Chung Ming, all being independent non-executive Directors. Mr. Sou Sio Kei is the chairman of the Remuneration Committee. During the year ended 31 December 2023, the Remuneration Committee convened 2 Remuneration Committee meetings. Attendance of each Remuneration Committee member at the Remuneration Committee meetings is set out below:

Name of Directors	Remuneration Committee Meeting Attended/Held
<i>Independent non-executive Directors</i>	
Mr. Sou Sio Kei ( <i>Chairman of the Remuneration Committee</i> )	2/2
Mr. Rodrigues Cesar Ernesto	2/2
Mr. Hu Chung Ming	2/2

During the year ended 31 December 2023, Remuneration Committee has assessed the performance of executive Directors and reviewed the remuneration and compensation package of the Directors with reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group, and approved that the remuneration and compensation package remained unchanged, and the proposal to pay performance bonus to certain Directors based on the performance of the Group in 2023.

Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

### REMUNERATION OF SENIOR MANAGEMENT BY BAND

Pursuant to paragraph E.1.5 of the CG Code, the remuneration of the members of Senior Management by band for the year ended 31 December 2023 is set out below:

Annual remuneration by band	Number of Members of senior management
HK\$Nil to HK\$1,000,000	nil



## REMUNERATION POLICY OF THE DIRECTORS

Quality and committed staff are valuable assets contributing to the Group's success. To ensure the ability to attract and retain talents, the Group's remuneration policy of the Directors is built upon the principles of providing equitable and market-competitive remuneration package that support 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 and are subject to shareholders' approval.

## NOMINATION COMMITTEE

The Company established the Nomination Committee on 3 September 2019 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, among others, to review the structure, size and composition of our Board, and select or make recommendations on the selection of individuals nominated for directorships. The Nomination Committee comprises Mr. Rodrigues Cesar Ernesto, Mr. Sou Sio Kei and Mr. Hu Chung Ming, all being independent non-executive Directors. Mr. Rodrigues Cesar Ernesto is the chairman of the Nomination Committee. During the year ended 31 December 2023, the Nomination Committee convened 2 Nomination Committee meetings. Attendance of each Nomination Committee member at the Nomination Committee meetings is set out below:

Name of Directors	Nomination Committee Meeting Attended/Held
<i>Independent non-executive Directors</i>	
Mr. Rodrigues Cesar Ernesto ( <i>Chairman of the Nomination Committee</i> )	2/2
Mr. Sou Sio Kei	2/2
Mr. Hu Chung Ming	2/2

The following is a summary of the work performed by the Nomination Committee during the year ended 31 December 2023 and up to the date of this report:

- reviewed the board diversity policy;
- reviewed the independence of the independent non-executive Directors;
- reviewed and considered the structure, size and composition of the Board; and
- considered the Directors to retire and reappoint at the forthcoming annual general meeting.



### Nomination policy

The Company had adopted the nomination policy, which establishes written guidelines to the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group. The Nomination Committee has been delegated with the overall responsibility for implementing monitoring and periodic review of the policy as follows:

### Nomination Criteria

In evaluating and selecting any candidate for the directorship, the following criteria should be considered:

- (i) the candidate's character and integrity;
- (ii) the candidate's qualifications including professional qualifications, skills, knowledge and experience, and diversity aspects under the Board Diversity Policy (as defined below) that are relevant to the Company's business and corporate strategy;
- (iii) any measurable objectives adopted for achieving diversity on the Board;
- (iv) for independent non-executive Directors, whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- (v) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (vi) willingness and ability of the candidate to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- (vii) such other perspectives that are appropriate to the Company's business and succession plan and where applicable may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

### Nomination Procedures

The Company has put in place the following director nomination procedures:

#### Appointment of New and Replacement Directors

- (i) 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.
- (ii) Upon compilation and interview of the list of potential candidates, the relevant Nomination Committee will shortlist candidates for consideration by the Nomination Committee/Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.



### Appointment and Re-election of Directors

Each of the executive Director has entered into a service agreement with the Company for an initial fixed term of three years. The term of service shall be renewed and extended automatically by one year on the expiry of the initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto giving at least six 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 one year 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.

The procedure and process of appointment, re-election and removal of Directors are laid down in the amended and restated articles of association of the Company (the "**Articles**"). The Nomination Committee is responsible for reviewing Board composition, monitoring appointment of Directors and assessing independence of the independent non-executive Directors.

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.

### Independence views to the Board

The Board recognises Board's 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:

(i) 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.



(ii) Independence assessment

The Nomination Committee 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 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.

(iii) 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.

### Nomination of Directors by Shareholder

Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgement period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under the GEM Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

### Board diversity policy

The Board has adopted a board diversity policy (the "**Board Diversity Policy**") pursuant to requirement of the CG Code. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, Board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural background and educational background, ethnicity, professional experience and qualifications, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of the Group, and support succession planning and development of the Board. For achieving an optimal Board, additional measurable objectives and specific diversity targets may be set and reviewed from time to time to ensure their appropriateness.



Selection of candidates will be based on the Company's nomination policy and will take into account this policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors with direct experience in the Group's core markets from different ethnic backgrounds and in line with the Group's strategy.

The Board had reviewed the implementation and effectiveness of the Board Diversity Policy and was of the view that the Board Diversity Policy and its implementation were sufficient and effective.

### Board Diversity

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 with immediate effect and may further increase in the next five years. During the year ended 31 December 2023 and as at the date of this report, the Board had one female Board member (i.e. Ms. Zou Shuer), 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 will review 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.

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.

### Independent non-executive Directors

Throughout the year ended 31 December 2023, the Company has three independent non-executive Directors which represent at least one-third of the Board members, and that at least one of the independent non-executive Directors, namely Mr. Hu Chung Ming, has appropriate professional qualifications or accounting or related financial management expertise. The Company has complied with Rules 5.05 and 5.05A of the GEM Listing Rules.

The independent non-executive Directors bring a wide spectrum of business and financial expertise, experience and independent judgment to the Board for its efficient and effective functioning. They are invited to serve on the Board committees of the Company. Through active participation at Board and Board committees meetings, taking the lead in managing issues involving potential conflict of interests, all independent non-executive Directors have made various contributions to the effective direction of the Company and provided adequate checks and balances to safeguard the interests of both the Group and the shareholders.

The Company has received written annual confirmation from each of the independent non-executive Directors of their independence pursuant to Rule 5.09 of the GEM Listing Rules. Upon the recommendation of the Nomination Committee, the Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules.



## WORKFORCE DIVERSITY POLICY

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 December 2023, the Group had a total of 88 staff members (excluding the Directors). The gender composition of the staff members (excluding the Directors) was approximately 64.8% male staff members and 35.2% female staff members.

The Board considered that gender diversity of the workforce of the Group has been well maintained during the year ended 31 December 2023. 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.

## DIVIDEND POLICY

As at the date of this report, the Board has adopted a dividend policy (the “**Dividend Policy**”) in compliance with F.1.1 of part 2 of the CG Code, which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company. Summary of the Dividend Policy is set out below:

- (i) In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things of the Group:–
  - a. operating and financial results;
  - b. cash flow situation;
  - c. business conditions and strategies;
  - d. future operations and earnings;
  - e. taxation consideration;
  - f. interim dividend paid, if any;
  - g. capital requirement and expenditure plans;
  - h. interests of shareholders;
  - i. statutory and regulatory restrictions;
  - j. any restrictions on payment of dividends; and
  - k. any other factors that the Board may consider relevant.
- (ii) The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and the Articles. Any final dividends declared by the Company must be approved by an ordinary resolution of the shareholders at an annual general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the shareholders such interim and/or special dividends as it considers to be justified by the profits of the Group.
- (iii) The Board endeavours to strike a balance between the shareholders’ interests and prudent capital management with a sustainable Dividend Policy. The Board will review the Dividend Policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the policy at any time as it deems fit and necessary.

The Company will review the Dividend Policy from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.



## 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 the requirement under paragraph C.1.4 of part 2 of the CG Code regarding continuous professional development. During the year ended 31 December 2023, 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.

Name of Directors	Fulfilment of continuous professional development
<i>Executive Directors</i>	
Mr. Choi Wai Chan ( <i>re-appointed with effect from 19 May 2023</i> )	✓
Ms. Zou Shuer	✓
<i>Independent non-executive Directors</i>	
Mr. Hu Chung Ming	✓
Mr. Sou Sio Kei	✓
Mr. Rodrigues Cesar Ernesto	✓

## DEED OF NON-COMPETITION

Each of the Controlling Shareholders (i.e. Mr. Choi Wai Chan and Silver Esteem Limited) has confirmed to the Company of his/its compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 3 September 2019 during the year ended 31 December 2023. 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 complied with during the year ended 31 December 2023.

## DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED 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 consolidated financial statements of the Group.

The responsibility of the external auditors is to form an independent opinion, based on their audit, on the 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 auditors' report included in this annual report.



## 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 December 2023, in accordance with code provision 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.

## 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 Audit Committee assists the Board in fulfilling its oversight and corporate roles in the Group's financial, operational, compliance, risk management and internal controls, while senior management designs, implements and monitors the risk management and internal control systems, and provides reports to the Board and the Audit Committee on the effectiveness of these systems.

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.

Up to the date of this report, the Board has 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. As review will be done by the Board on an annual basis. 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. Upon conducting annual review on risk management and internal control system of the Group, the Board was satisfied with the adequacy and effectiveness of the risk management and internal control system of the Group.

The Group has engaged CT Consultants Limited, external professional consultant, to conduct an independent internal control review for the year ended 31 December 2023 and the review was completed on 26 March 2024.

During the year ended 31 December 2023, the Board considered the risk management and internal control systems of the Group to be effective and adequate. The Audit Committee has reviewed and is satisfied with the adequacy of resources, staff qualifications and experience of the Group's accounting and financial reporting function.



Although the Group does not currently have its own internal audit function, upon reviewing the internal control report prepared by the external internal review consultant, the Group maintained effective risk management and internal control in all material respects, and the Board of Directors was not aware of any significant or material defects in relation to the risk management and internal control. The Board of Directors has conducted a review of the effectiveness of the risk management and internal control systems of the Group and considered them effective and adequate.

## AUDITORS' REMUNERATION

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

Type of Services	Amount HK\$'000
Audit service	600
Non-audit services	—
	600

## COMPANY SECRETARY

**Mr. Ng Shing Kin (吳成堅)**, aged 42, was appointed as the company secretary of the Company on 18 February 2019.

Mr. Ng 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 further obtained a postgraduate diploma in professional accounting from the Hong Kong Baptist University in November 2007. Mr. Ng was granted the designation of financial risk manager by the Global Association of Risk Professionals (FRM®) in July 2008, was admitted as a member of the HKICPA in January 2012. He was admitted as a member The Institute of Chartered Accountants in England and Wales in June 2020, a member of Associate of Chartered Certified Accountants in July 2020 and a member of the Chartered Institute of Management Accountants in August 2023. Mr. Ng is currently a practising certified public accountant in Hong Kong.

Prior to joining the Group in November 2018, Mr. Ng 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. From November 2015 to December 2023, Mr. Ng worked as the financial controller and company secretary of Jin Mi Fang Group Holdings Limited (formerly known as Royal Group Holdings International Company Limited) (stock code: 8300), a company listed on GEM of the Stock Exchange. From January 2024, he continued to serve as the financial controller and company secretary under an external professional services contract of Redford Business Advisory Services Limited ("Redford"). Mr. Ng is a director of Redford. 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 June 2021 to December 2023, he worked 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), a company listed on the Main Board of the Stock Exchange.

During the year ended 31 December 2023, Mr. Ng had attended at least 15 hours of relevant professional training pursuant to Rule 5.15 of the GEM Listing Rules.



## COMPLIANCE OFFICER

Throughout the year ended 31 December 2023, Ms. Zou Shuer (鄒舒爾) and Mr. Choi Wai Chan (蔡偉振) have separately been the compliance officer of the Company for the period from 1 January 2023 to 19 May 2023 and for the period from 19 May 2023 to 31 December 2023, respectively. Please refer to the section headed “Biographical Details of Directors” in this annual report for biography of Ms. Zou and Mr. Choi.

## 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, details of which is summarised below:

#### (i) 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](http://www.hkexnews.hk)) and the Company’s website ([www.yinghaiholding.com](http://www.yinghaiholding.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](http://www.hkexnews.hk)) and the Company’s website ([www.yinghaiholding.com](http://www.yinghaiholding.com)) subsequent to the close of the general meetings.

#### (ii) 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, notices of shareholders’ meeting, listing documents, circulars, and proxy forms, to the Shareholders.
- Please refer to the website of the Company for the arrangements of dissemination of corporate communications and the request form for printed copies of the annual reports, interim reports and circulars.
- Shareholders are encouraged to provide their up-to-date contact details (including electronic contact details) to the Hong Kong branch share registrar (the Tricor Investor Services Limited) of the Company in order to facilitate timely and effective communications.

#### (iii) Share registration

- The Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, serves the shareholders in respect of share registration, dividend payment and related matters.
- Share registration matters shall be handled for the Shareholders by the Company’s share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.



#### (iv) Company's website

- The Company's website ([www.yinghaiholding.com](http://www.yinghaiholding.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 corporate communications of the Company are posted as soon as practicable on the Company's website following their release on the Stock Exchange's website ([www.hkexnews.hk](http://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.

The Company is committed to maintain effective and timely dissemination of the Group's information to shareholders and potential investors. Any enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

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 shareholders' communication means and measures adopted by the Company, the Board is of the view that the shareholders' communication policy implemented during the year ended 31 December 2023 was sufficient and effective.

## CONSTITUTIONAL DOCUMENTS

The Company adopted the amended Articles on 3 September 2019 and effective on the Listing Date in preparation of the Listing. As disclosed in the Company's announcement dated 6 May 2022, a special resolution to amend the amended Articles was passed by the shareholders of the Company. No changes were made to the constitutional documents and other corporate communication materials of the Company during the year ended 31 December 2023.

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting

The following procedures for Shareholders to convene an extraordinary general meeting are subject to the Articles (as amended from time to time), and the applicable legislation and regulation, in particular the GEM Listing Rules (as amended from time to time):

1. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings.
2. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
3. Such meeting shall be held within two months after the deposit of such requisition.
4. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.



### Communication with the Company

Shareholders may raise questions, request for publicly available information and provide comments and suggestions to the Directors and management of the Company. Such questions, requests, comments and suggestions can be addressed to the Company by post to Room 506, 5/F, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Hong Kong or via telephone at (853) 2885 5550.

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.

### 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 "Communication with the Company" 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.

### Procedures for nomination of Director by Shareholders

For any Shareholder who wishes to nominate a person to stand for election as a director at any general meeting of the Company, the following documents must be validly served on the company secretary at the Company's principal place of business in Hong Kong at Room 506, 5/F, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Hong Kong, provided that the minimum length of the period, during which such documents are given, shall be at least seven days and that (if such documents are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such documents shall commence on the day after the despatch of the notice of the general meeting appointed for election of director and end no later than seven days prior to the date of such general meeting:

- (a) a written notice signed by the Shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose such person for election (the "**Nominated Candidate**");
- (b) letter of consent signed by the Nominated Candidate of his/her willingness to be elected; and
- (c) the full name and the biographical details of the Nominated Candidate as required under Rule 17.50(2) of the GEM Listing Rules for publication by the Company.

### 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.



# Environmental, Social and Governance Report

## OVERVIEW

Ying Hai Group Holdings Company Limited (the “**Company**”), together with its subsidiaries (collectively, the “**Group**”) is pleased to present its fifth Environmental, Social and Governance (“**ESG**”) report. This ESG report (“**ESG Report**”) summarizes the key issues, challenges and performance in implementing our ESG initiatives and commitment to achieving sustainability during the reporting period starting from 1 January 2023 to 31 December 2023 (“**2023**” or “**2023 Reporting Period**”).

The Group prepared this report in accordance with the ESG reporting guide (“**ESG Guide**”) as stated in Appendix C2 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Guidance set out by The Stock Exchange of Hong Kong Limited (“**HKEX**”) and its principles of materiality, quantitative, balance and consistency.

This ESG Report covers the main operations and activities of the offices in Macau and Zhuhai, the People’s Republic of China (the “**PRC**”). The office-based operation in Hong Kong is served as an administrative office with minimum operations, and given the operational site is immaterial, its environmental implication is immaterial and as such is covered only in the social section in the ESG Report. The ESG Report was compiled in compliance with the “comply or explain” provisions in the ESG Guide.

The ESG Report has been approved by the management and board of directors (the “**Board**”) of the Group.

## ESG SCOPE, OBJECTIVES AND STRATEGIES

The Group is principally engaged in sales and distribution of air tickets and hotel rooms, sales and provision of ancillary travel-related products and services, provision of car rental services in Macau, cross-border car rental services between Macau and Hong Kong, sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concert.

The Group operates in strict compliance to the principles of minimising the risks associated with the listed ESG areas and aspects stipulated in the ESG Guide, including but not limited to the compliance with legal and regulatory requirements, adherence to high ethical standards, minimizing negative impacts on the environment, improving the well-being of the employees, enhancing the relationship with the business parties, offering highest possible level of services to our clients, creating value to the stakeholders, and supporting the disadvantaged and growth of the community. We uphold the importance of sustainability as one of the key driving forces to the growth of the Group and creation of value for our stakeholders. We believe that the listed ESG areas and aspects in the ESG Guide are significant considerations for our business planning and operations.

## BOARD STATEMENT

The Board is committed to the sustainable development of the Group and the performance of its corporate social responsibilities. The Board believes that focusing on resources management, occupational safety, health, and ESG management can enhance the Group’s corporate image, reduce ESG risks, and improve compliance with relevant laws and regulations. This, in turn, can boost the Group’s competitiveness and promote its sustainable business development.



## Environmental, Social and Governance Report

The Group's ESG philosophy is to create long-term value for its stakeholders in alignment with the strategic development and sustainability of its business. The Group is committed to maintaining a rigorous corporate governance framework to promote and safeguard the interests of shareholders and other stakeholders, thereby upholding the Group's credibility and reputation.

The Board continuously enhances its supervision over the Company's ESG governance and increases its engagement efforts. The Company sets annual environmental targets related to its business, and the Board regularly reviews and discusses the establishment and progress of these targets. The Company has adopted the Hong Kong Stock Exchange Environmental, Social, and Governance Reporting Guide, under which it carries out sustainability tasks in environmental protection, employee welfare, and production safety.

### ESG APPROACH AND MANAGEMENT

Throughout the 2023 Reporting Period, the Group maintained the same ESG management structure and process as the last reporting period (from 1 January 2022 to 31 December 2022, "2022" or "2022 Reporting Period"). The Board of the Group is responsible for formulating and setting goals and targets, approving strategic direction and policies, and monitoring performance including ESG issues. The Board has delegated the chief executive officer (the "CEO") and his operation managers (collectively, the "Management Team") with the responsibility to formulate and implement policies and measures to all ESG related matters. The Management Team has thus committed company resources and instructed various departmental managers and subject matter working groups with the following responsibilities:

- Review and identify the environmental and social risks that may be materialistic to the Group's core business activities;
- Formulate, approve and implement ESG strategies and policies;
- Establish and designate ESG Key Performance Indices ("KPIs") to monitor the implementation of such ESG strategies and policies;
- Collect, analyze and compare such statistics to ESG KPIs;
- Evaluate and assess the overall performance of the ESG strategies and policies;
- Identify and determine the shortcomings and weaknesses in all ESG related matters;
- Device solutions and action plans to remedy weaknesses in implementation of ESG strategies and policies and revise ESG strategies or policies if necessary; and
- Consult with external stakeholders and independent professionals on ESG matters where internal subject matter leaders and resources cannot resolve weaknesses in ESG strategies and policies.

Changes in business operations, structures, technologies, laws and regulations, and the environment may drive changes to our ESG policies and practices. The Group undertakes and invests substantial resources to monitor ESG issues, policies and practices and performance on an ongoing basis. Furthermore, in order to contribute to the sustainable development of the environment and society at large, the Group exercises due responsibility in maintaining the highest level of ethical standards on conducting its business and uphold strict compliance with all relevant laws, rules and regulations in all ESG matters.

For 2023, the Group compiled the ESG KPIs for the fifth time, in which we have used the previous records as the basis for comparison to measure the related ESG areas and aspects.



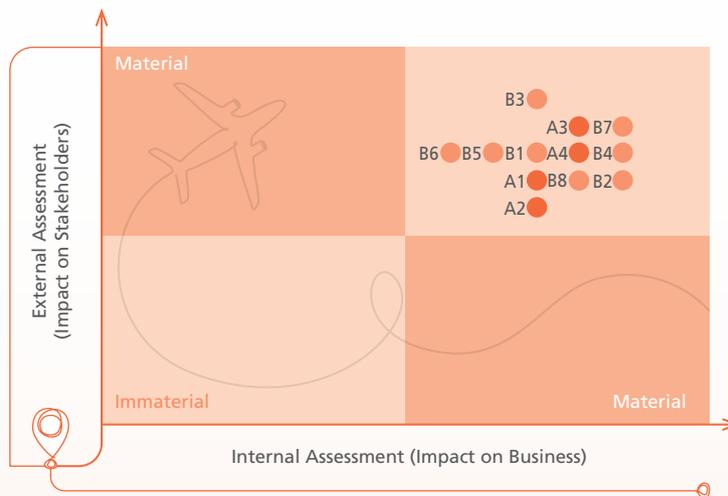
# Environmental, Social and Governance Report

## STAKEHOLDERS COMMUNICATION AND MATERIALITY

Inputs and feedbacks from our stakeholders are critical to our operations and business activities. As such, we maintain regular reviews with internal and external stakeholders to listen to and collect their views and opinions regarding the Group’s operations and performance. We value highly these views and opinions from stakeholders, and our Management Team will carry out materiality assessments internally with the related managers and externally with related stakeholders through the stated communication channels as listed below:

Stakeholders	Communication Channels
Shareholders/Investors	<ul style="list-style-type: none"> <li>• General meetings</li> <li>• Information published on websites of the Group and the HKEX</li> <li>• Direct emails or phone enquiries</li> <li>• Dispatched documents</li> </ul>
Employees	<ul style="list-style-type: none"> <li>• Direct meetings with the management executives</li> <li>• Emails</li> <li>• Annual and regular appraisal</li> <li>• Organized functions and activities for the employees</li> </ul>
Customers	<ul style="list-style-type: none"> <li>• Day-to-day communication through front line staff</li> <li>• Emails</li> <li>• Official websites</li> </ul>
Suppliers/Service providers/ Professional advisors	<ul style="list-style-type: none"> <li>• Day-to-day communication through front line staff</li> <li>• Regular review of the signed arrangements by the management</li> </ul>
NGO partners	<ul style="list-style-type: none"> <li>• Volunteer activities</li> <li>• Sponsors and donations</li> </ul>
Industry associations	<ul style="list-style-type: none"> <li>• Participation in annual and regular meetings, conferences, events, etc.</li> </ul>

For 2023, the Group and the stakeholders have identified the following material areas and aspects:





# Environmental, Social and Governance Report

Subject Areas		Subject Aspects
<b>Environmental</b>		A1. Emissions A2. Use of Resources A3. Environment and Natural Resources A4. Climate Change
<b>Social</b>	<b>Employment and Labour Practices</b>	B1. Employment B2. Health and Safety B3. Development and Training B4. Labour Standards
	<b>Operating Practices</b>	B5. Supply Chain Management B6. Product Responsibility B7. Anti-corruption
	<b>Community</b>	B8. Community Investment

The above ESG material areas and aspects have continued to be strictly managed and monitored through the Group’s established management structure, process, policies and guidelines as described in this ESG reporting and herein summarize in below:

## THE GROUP’S ENVIRONMENTAL AND SOCIAL AREAS AND ASPECTS AND THEIR PERFORMANCE

### A. ENVIRONMENTAL

#### 1.1 Environmental Areas

##### Introduction & Policies

As one of the leading providers of travel and car rental services in Macau, the Group has always sought to operate in a responsible, transparent and sustainable way. The Group follows strictly all applicable environmental laws and regulations and has implemented the “Green Environmental Policies and Procedures”, which aims at striking a delicate balance between achieving commercial returns and protecting the environment. The “Green Environmental Policies and Procedures” are summarized below:

##### Purpose

To establish and maintain procedures to assist on identifying, evaluating and determining the significances of environmental aspects for all activities and its corresponding impacts.

##### Procedures

- (i) The Management Team shall identify and evaluate the environmental aspects for all activities that are most likely give rise to significant environmental impacts.



## Environmental, Social and Governance Report

- (ii) The Management Team shall hold brainstorming meetings with internally and externally with other related parties and classify the activities under normal or abnormal situation.
- Normal is defined as a routine activity or work that is carried out daily and is part of the process;
  - Abnormal refers to unusual or non-routine work that should not happen but happen somehow; and
  - Emergency refers to an occurrence of an event that will cause a drastic impact or severity to the environment and immediate action has to be taken, e.g. major leakage and spillage, fire, injury, etc.
- (iii) When identifying the environmental aspects, consider the following where relevant:
- Hazardous or non-hazardous air emissions to the atmosphere;
  - Polluted water discharge;
  - Disposal of hazardous and non-hazardous wastes;
  - Land contamination;
  - Use of raw materials, energy, water and other natural resources; and
  - Other local environmental issues such as noise or light pollution.

All activities likely to cause significant environmental impact shall be identified.

- (iv) For each environmental aspect, the Management Team shall identify and assess the environmental impacts, in consideration of global warming, ozone layer depletion, air, water and soil pollution, and wastage of natural resources

The “Green Environmental Policies and Procedures” is in place to help us to achieve a balance between carrying out our business operations and activities and protecting the environment. The policies will guide us to prevent pollution, reduce wastes and minimize negative impacts on the environment. Successful implementation of these policies and procedures may reduce our use energy, water and other natural resources, which will result in savings in our operation costs.

### 1.2 Environmental Aspects

The Group generates revenues mostly from three main revenue streams in 2023. The first revenue stream derives from the sales and distribution of hotel rooms, air tickets and other ancillary travel-related products and services. The second revenue stream comes from the provision of car rental services. The third revenue stream comes from the sales of concert and show tickets and investment in concerts and shows. While both sales and distribution of hotel rooms and sales of concert and show tickets do not produce, emit or discharge any serious hazardous gas, pollutants, polluted water and wastes, noise or light, it however generates greenhouse gas (“GHG”) namely carbon dioxide (“CO<sub>2</sub>”) indirectly through the use of electricity. The provision of rental car services involves the use of a large fleet of vehicles and does directly produce and emit hazardous gas, pollutants and noise and non-hazardous GHG. As at the end of the 2023 Reporting Period, the Group owned and operated a total of 40 vehicles, including 2 coaches leased out to corporate customers and travel agencies. The fuel consumption and corresponding air emissions stated in Section A1(i) only covers the Group’s internal usage. The offices in Macau and Zhuhai consumed water for general living and hygiene purposes, and papers for printing purposes only.





## Environmental, Social and Governance Report

### A1. Emissions and Wastes

#### (i) Hazardous and Non-Hazardous Air Emissions

The daily usage of the Group owned vehicles mainly consume petrol, that emit hazardous air pollutants, such as sulphur oxides (“SO<sub>x</sub>”), nitrogen oxides (“NO<sub>x</sub>”) and particulate matter (“PM”), and GHG, such as CO<sub>2</sub> and its non-hazardous equivalents including nitrous oxide (“N<sub>2</sub>O”) and methane (“CH<sub>4</sub>”) (collectively with CO<sub>2</sub>, “CO<sub>2</sub>e”) directly, while the offices in Macau and Zhuhai generate indirect emission of CO<sub>2</sub> through the consumption of electricity. CO<sub>2</sub> is the major contributor to global warming, which we have regarded as a materialistic aspect to monitor.

The table below recorded and compared the 2023 Reporting Period and the 2022 Reporting Period’s resultant total hazardous and non-hazardous emissions:

Sources	Emission KPIs <sup>Note (1)</sup>	Unit	Year ended 31 December		
			2023	2022	Changes
Unleaded Petrol For Internal Use	Nitrogen Oxide (NO <sub>x</sub> )	Kilograms	<b>28.03</b>	7.35	+281.36%
	Sulphur Oxide (SO <sub>x</sub> )	Kilograms	<b>0.08</b>	0.02	+300.00%
	Particulate Matter (PM)	Kilograms	<b>2.69</b>	0.68	+295.59%
	Total CO <sub>2</sub> e Intensity	Tonnes	<b>15.08</b>	3.90	+286.67%
	- CO <sub>2</sub> e/employee in Macau		<b>0.26</b>	0.14	+85.71%
Electricity	CO <sub>2</sub> in CO <sub>2</sub> e <sup>Note (2)</sup> Intensity	Tonnes	<b>17.99</b>	30.85	-41.69%
	- CO <sub>2</sub> e/employee in Macau		<b>0.19</b>	0.94	-79.79%
	- CO <sub>2</sub> e/employee in Zhuhai		<b>0.43</b>	0.38	+13.16%
<b>Total CO<sub>2</sub>e Emission</b>			<b>33.07</b>	34.75	-4.83%

Note 1: Emission factors for calculations in this ESG Report were made reference to the “How to prepare an ESG Report-Appendix 2: Reporting Guidance on Environmental KPIs (version updated on 25 March 2022)” by The Stock Exchange of Hong Kong Limited, unless otherwise specified.

Note 2: Emission factors for purchased electricity are based on data stated in “Sustainability Report 2022” published by Companhia de Electricidade de Macau.

In 2023, the Group decided not to renew the lease for our sales outlet located at Praça do Tap Seac. This decision has led to a significant decrease in our electricity consumption in Macau.

The vehicles owned by the Group is utilized for business operations, as well as for internal company purposes. Thus, the amount of emissions produced by internal-use vehicles will fluctuate in relation to the particular vehicle type. For the 2023 Reporting Period, five light goods vehicle (<=2.5 tonnes) were used for internal purposes.



## Environmental, Social and Governance Report

Air emissions and CO<sub>2</sub>e are major contributors to climate change. The Group has been rigorously monitoring and reducing the air emissions and GHG emissions from its fleet of vehicles. Specifically, the Group insists on purchasing environmental-friendly vehicles, applies high-quality preventive maintenance practices and uses only high-quality fuel for its fleet of vehicles. We target to lower the air emissions and CO<sub>2</sub>e emissions by 2-3% for the coming year.

### (ii) Water Pollution and Discharge

Fresh water is mainly used for daily cleaning and hygienic usage by our staff in our offices during the office hours and therefore, our operations and activities do not consume and generate much polluted water. The fresh water used in our offices are provided and discharged through the respective centralized water supply and discharge network in each of our offices. The water consumption fees of the Macau office are included in the office management fees, no water consumption data is compiled for the 2023 ESG Report. Similar to our offices, water is consumed for daily cleaning and hygienic usage and do not generate much polluted water and discharged through centralized discharge network.

### (iii) Noise Pollution and Light Emission

Operations and activities in our offices are in-office nature and do not generate any noise and light pollution. Our fleet of vehicles may generate a minimal level of noise during its operations. We apply the principle of preventive maintenance in the operations of our fleet and have been providing periodic maintenance to all our vehicles. The practice of preventive maintenance resulted in a fleet of mechanically strong vehicles for our customers and emit the least amount of emissions and noise to the environment.

In the coming years, we will provide trainings to our drivers and end-customers that use our vehicles to apply good driving and maintenance practices to further reduce the emission of noise to the environment. During the 2023 Reporting Period, no complaints nor warning notices were received.

### (iv) Hazardous and Non-hazardous Wastes Discharge and Disposal

The Group's principal activities are mostly conducted in leased office and retail spaces that only produce non-hazardous wastes such as paper and office staples items. An insignificant amount of hazardous wastes such as printer toner cartridges, ink boxes and batteries are generated. They are collected regularly by qualified collectors who will dispose them in an environmental-friendly process. On the other hand, the fleet of vehicles we operate for rental purposes produce hazardous wastes, such as contaminated motors oil and depleted batteries.

Because of the proactive stance in maintaining our fleet of vehicles, we had only commissioned qualified vehicle service and repair facilities that complied with relevant environmental laws to provide maintenance services to our vehicles and dispose of or recycle all related hazardous materials during the 2023 Reporting Period. For the coming years, we will increase our efforts in choosing car-repair facilities that adopt the same high standards of social responsibility as ours and in monitoring the disposal of vehicular waste by requesting traceable disposal records.

For the 2023 Reporting Period, same as the 2022 Reporting Period, the Group did not have any cases of non-compliance or warning notices or fines or disputes in relation to hazardous and non-hazardous air emissions and wastes disposal, and polluted water discharges. For the paper usage, please refer to Section A2(iv). For the coming year, we target to reduce the overall paper consumption by 2-3%:





## Environmental, Social and Governance Report

### (v) Mitigation Measures and Reduction Initiatives

As a responsible corporation, we are conscious of the effects of our business operations and activities on the environment, especially concerning the usage of expanding fleet of vehicles. We will spare no efforts in adopting policies and actions to maximize the efficient use of energy and to minimize air emissions, waste generation, and related disposal and discharges. We fully comply with all applicable environmental laws, rules and regulations in the markets we operate in during the 2023 Reporting Period.

Specifically, we insist on purchasing environmental-friendly vehicles, use only high-quality fuel, apply high-quality preventive maintenance and hazardous wastes disposal practices, although these practices will result in higher costs for us. We also advocate and educate our office staff the importance of reducing electricity consumption and have introduced measures to ensure to that end. For example, we replace conventional lighting source with LED lighting and advise our staff to turn off all use of electricity when our offices are not in use, to use natural ventilation to replace air-conditioning in allowable conditions, and to set all indoor and in-vehicle' temperature to not lower than 25°C. The Group has also invested in energy saving tools and equipment such as energy-saving copiers and computers.

### A2. Use of Resources

The Group is committed to becoming a resource-saving and environment- friendly enterprise and believes that this will not only promote a greener society but also will help us to realize savings in operating expenses. We practice the 3R principles: reduce, reuse and recycle in the daily use of resources in our business activities. Our use of resources for 2023 were summarized below:

#### (i) Unleaded Petrol Fuel Consumption

The table below recorded and compared the 2023 Reporting Period and the 2022 Reporting Period's resultant unleaded petrol consumption:

		Year ended 31 December		
Unleaded Petrol Fuel Consumption in Macau	Unit	2023	2022	Changes
Consumption	Litres	5,668.69	1,502.35	+277.32%
	kWh	54,937.35	14,559.78	+277.32%
Intensity – kWh/employee in Macau		947.20	539.25	+75.65%

With the easing of COVID-19 travel restrictions in Macau, our company's operations have recovered from COVID-19 impact. This return to regular operations has resulted in an uptick in fuel consumption for our vehicles as part of our daily operations.



## Environmental, Social and Governance Report

We plan to reduce the average fuel consumption per vehicle by at least 2-3% for the coming year with the following measures:

- Use only high-quality petrol fuel in our fleet of vehicles;
- Advise and train our drivers to avoid prolonged idling and reckless driving behaviors when using our vehicles;
- Setting the temperature at not lower than 25°C at all time;
- Implement mandatory maintenance schedule among all vehicles; and
- Explore the introduction of new-energy vehicles in our fleet, such as vehicles that have hydride, all-electric and fuel-cell powertrains.

### (ii) Electricity Consumption

The table below recorded and compared the 2023 Reporting Period and the 2022 Reporting Period's resultant electricity consumption:

		Year ended 31 December		
Electricity Consumption by Operation	Unit	2023	2022	Changes
– Macau	kWh	<b>17,680.00</b>	41,101.80	-56.98%
– Zhuhai	kWh	<b>12,678.00</b>	13,006.00	-2.52%
<b>Total</b>	kWh	<b>30,358.00</b>	54,107.80	-43.89%
Intensity				
– kWh/employee in Macau		<b>304.83</b>	1,522.29	-79.98%
– kWh/employee in Zhuhai		<b>745.76</b>	929.00	-19.72%

For the coming year, we will continue to monitor our employees on energy saving practices, and target to lower the electricity consumption by 2-3% with the continuous application of energy-saving practices such as:

- Turn off electrical appliances and lights when not in use;
- Install and use energy-saving electrical appliances and lighting source; and
- Control heating and cooling devices with time and temperature controls.





## Environmental, Social and Governance Report

### (iii) Fresh Water Consumption and Sourcing

Our business activities do not use a large amount of fresh water. Water is mainly used for our employees' daily general cleaning and hygiene needs. All our offices use fresh water supplied from the cities' central water supply network and we do not have any problem on the sourcing of our water needs.

We regularly remind our employees to efficiently use fresh water and to avoid excessive usage of fresh water as it is one of the most important and scarce resources on our planet.

As explained in the aforementioned "Water Pollution and Discharge" section, the water consumption fees are included in the office management fees, we therefore do not compile the water consumption data. Nonetheless, we have continued to encourage employees to use fresh water wisely to conserve water.

For the coming year, we will continue to encourage our employees to use freshwater wisely to conserve water and target to reduce the overall freshwater consumption by 1-2%.

### (iv) Paper and Packaging Materials and Other Raw Materials Consumption

Apart from printing paper, the Group has no material consumption of packaging materials and other raw materials for ESG reporting purpose.

The table below recorded and compared the 2023 Reporting Period and the 2022 Reporting Period's paper usage:

		Year ended 31 December		
Non-Hazardous Waste (Paper)	Unit	2023	2022	Changes
– Macau	Pieces	<b>63,266.00</b>	55,325.00	+14.35%
	Tonnes <sup>Note (3)</sup>	<b>0.04</b>	0.04	N/A
– Zhuhai	Pieces	<b>2,259.00</b>	2,635.00	-14.27%
	Tonnes <sup>Note (3)</sup>	<b>0.00</b>	0.00	N/A

Note 3: Conversion factors for paper are based on data published by Conversion.org.

In the 2023 Reporting Period, the Macau office has a slight increase in paper usage of approximately 14.35% due to the increased operational activities. On the other hand, the Zhuhai office, where efforts were made to encourage employees to use paper efficiently, experienced lower levels of paper waste during that period.

The Group did not consume any significant amount of packaging materials in 2023.



## Environmental, Social and Governance Report

For the coming year, we target to reduce the overall paper consumption by 2-3% among our offices by promoting the following measures:

- Minimise and avoid unnecessary printing and print on both sides;
- Apply employee-specific printing technologies so that we can identify sources of heavy printing and help to reduce;
- Promote the use of electronic documents including tickets for all ticket-related business, such as air flight, concerts, attractions and shows;
- Use recycled papers and reuse paper-made products such as envelopes and folders;
- Replace the use of papers by sharing and storing information and documents in electronic formats and cloud servers; and
- Adopt company-wide cloud based working environment to reduce the need of printed documentation.

### A3. The Environment and Natural Resources

Energy resources in forms of fossil fuels are essential for tourism and travel-related business. Different forms of fossil fuels, such as petrol fuel and aviation kerosene must be used in transporting tourists. The Group has always been committed to optimizing its uses of petrol fuel for its fleet of vehicles.

For the coming years, the Group will gradually introduce 'green' trips to its customers, such that shorter routing of trips and greener airplanes are to be suggested to customers. The Group continues to promote environmental education and advocacy amongst our employees to motivate environmental-friendly behaviours across our organization.

The management cogitates that resources conservation is a continuing practice which will benefit both the environment as well as our operations over time.

For the 2023 Reporting Period, the Group did not receive any warning or complaint notice from any governmental environmental agencies, clients or business partners that we violated any environmental rules and regulations, polluted the environment or caused any environmental troubles. We aim to achieve zero complaint on pollution issues for the coming years.

### A4. Climate Change

Global warming is mainly caused by the excessive release of CO<sub>2</sub>e into the atmosphere, which is direct and indirect the result of the uses of fossil fuels for transportation and electricity generation. After communication with the stakeholders and considering current global environmental conditions, the Management Team has identified that global warming and vehicular emissions are the two most significant climatic issues that may impact the Group. These two climatic issues do not only affect the environmental conditions at large, they will also affect the Group's operations.

In addition to complying with all applicable legislatures, laws and regulations in protecting the environment, the Group makes every effort to contribute to minimizing its impacts on climate change, especially when operating its fleet of vehicles. We have implemented policies and measures, as explained in prior sections, to use electricity efficiently in order to reduce our CO<sub>2</sub> emission. Furthermore, we support reforestation and the implementation of a paperless office to curb our contributions to global warming.





# Environmental, Social and Governance Report

For the 2023 Reporting Period, the Group’s business operations and activities did not lead or participate in any events or issues that might impact the climate or result in the change of the climate significantly. The Group also has already taken measures to lower indirect CO<sub>2</sub>e emission consumption for the coming year.

## B. SOCIAL

### 2.1 Social Areas

The Group aims at creating social values while maintaining profitability in a sustainable manner. In order to accomplish this, the Group upholds transparency and equality in communicating with its customers and all other stakeholders including employees, suppliers, investors, local communities and the government agencies. Moreover, when formulating and implementing our ESG strategies and policies, the Group incorporated not only its own long and short-term goals, but also with full consideration of major stakeholders and the society with the belief that this will ultimately benefit the stakeholders and the general society at large.

### 2.2 Employment and Labour Practices Areas and Aspects

As the travel industry is service oriented in which human capital is generally its largest asset, the management believes that a diverse, inclusive and equitable workforce will enhance the commitment, passion and communication skills when dealing with our customers. The Group had a total of 84 staffs among its offices in Macau, Zhuhai, and Hong Kong at the end of the 2023 Reporting Period.

With regards to managing the hiring process, employee compensation, rights, and other conditions of service (such as compensation and dismissal, social insurance, recruitment and promotion, performance assessment, other benefits and welfare, equal opportunities, diversity, anti-discrimination, etc.), the Group is committed to strict compliance with all applicable laws, rules, and regulations in all jurisdictions in which it operates, including but not limited to the following:

#### Relevant Legislation

#### Nature of Legislation

##### Jurisdiction: Macau

Law No. 4/98/M  
Law No. 7/2008  
Law No. 21/2009

Framework Law on Employment Policy and Worker’s Rights  
Labour Relations Law  
Law on Employment of Non-Resident Workers

##### Jurisdiction: the PRC

Labour Laws of the PRC  
Social Insurance Law of the PRC

Employment Framework and Employee Rights  
Regulate insurance activities and protect the legitimate rights and interests of the parties involved

##### Jurisdiction: Hong Kong

The Employment Ordinance  
(Chapter 57 of the Laws of Hong Kong)  
The MPF Schemes Ordinance  
(Chapter 485 of the Laws of Hong Kong)

Employment Framework and Employee Rights  
Mandatory Provident Fund

## Environmental, Social and Governance Report

To summarize, the Group remains committed to its employment policies, practices, and procedures pertaining to recruitment, promotion, dismissal, and anti-discrimination with the primary objective of fostering a just and equitable work environment for all employees. Furthermore, we have made significant investments to ensure a safe, healthy, and equitable working environment for our workforce. We firmly adhere to non-discriminatory practices in the recruitment and employment of individuals, irrespective of their gender, age, marital status, ethnicity, sexual orientation, or religion.

All employees work on a 48-hour work schedule per week and, because of the nature of the travel industry, all employees work on a rotating schedule. All new employees receive an Employee Handbook which stipulates the basic code of conducts, terms and conditions of employment as well as employees' rights and statutory benefits including holidays and leaves, appraisal and promotion, insurance, confidentiality, etc.

### B1. Employment

#### (i) Employment Mix

At the end of 2023, the Group employed a total of 84 employees in Macau, Zhuhai, and Hong Kong offices. The Group's employment mix had the following features:

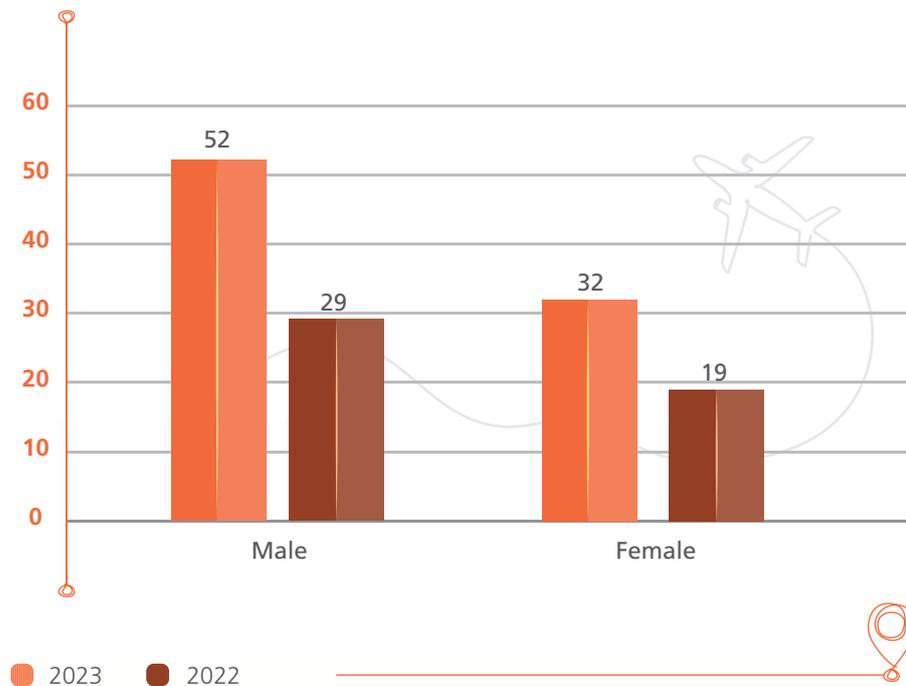


Figure 1: Number of Employee by Gender



# Environmental, Social and Governance Report

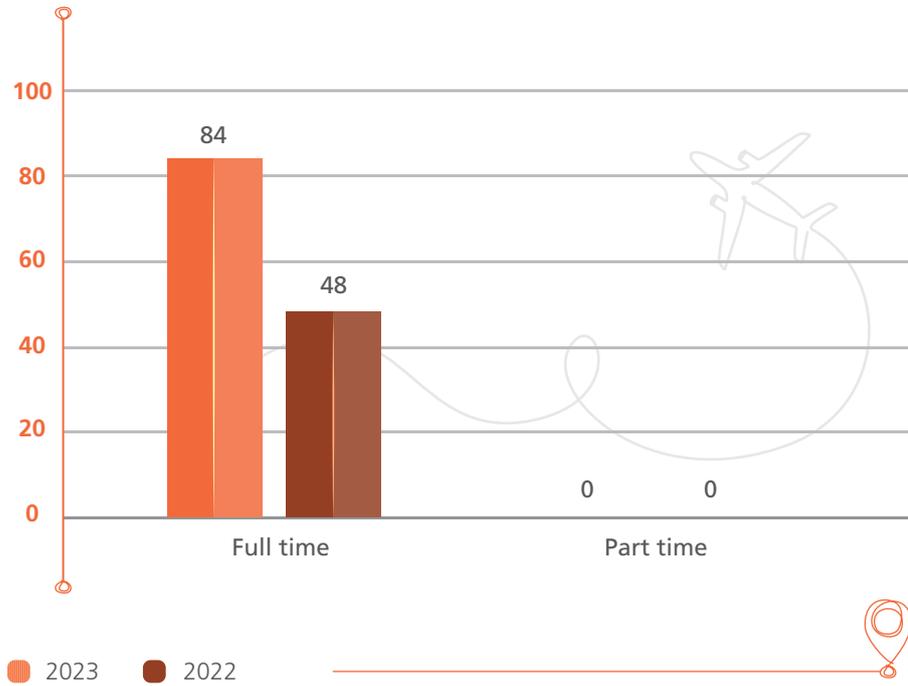


Figure 2: Number of Employee by Employment Type

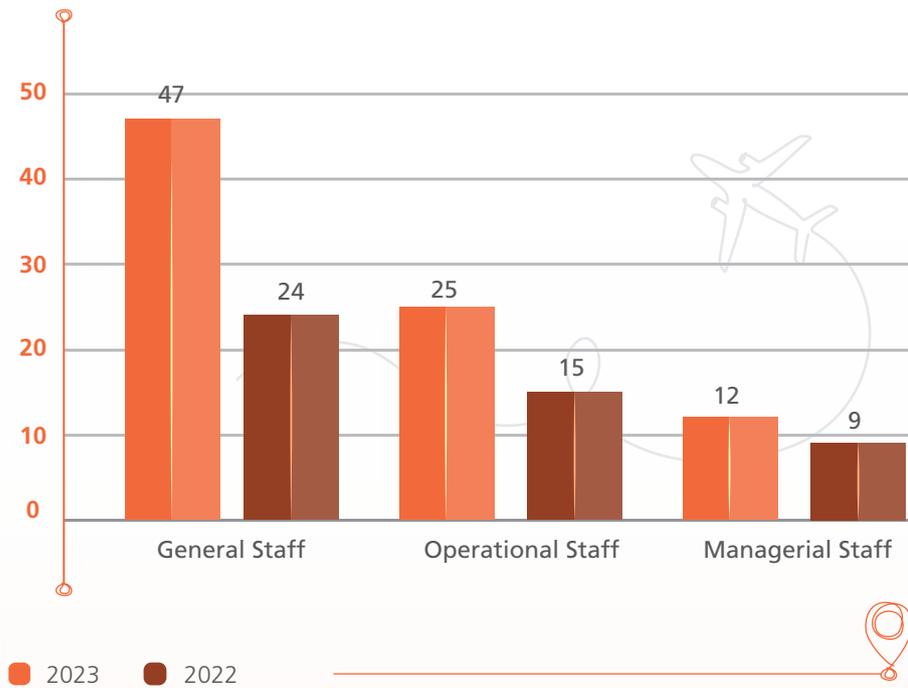


Figure 3: Number of Employee by Role





# Environmental, Social and Governance Report

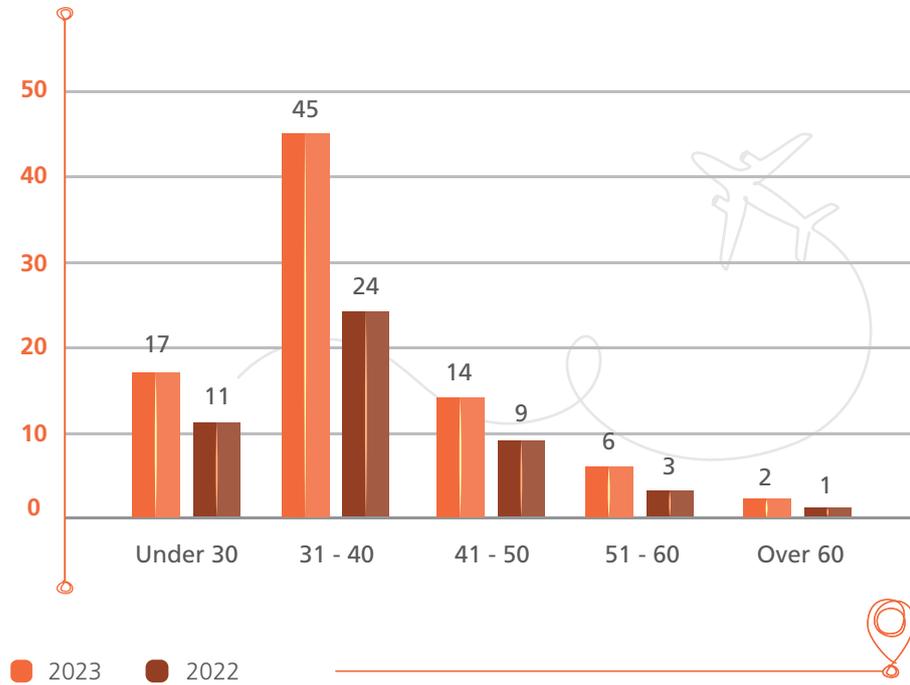


Figure 4: Number of Employee by Age

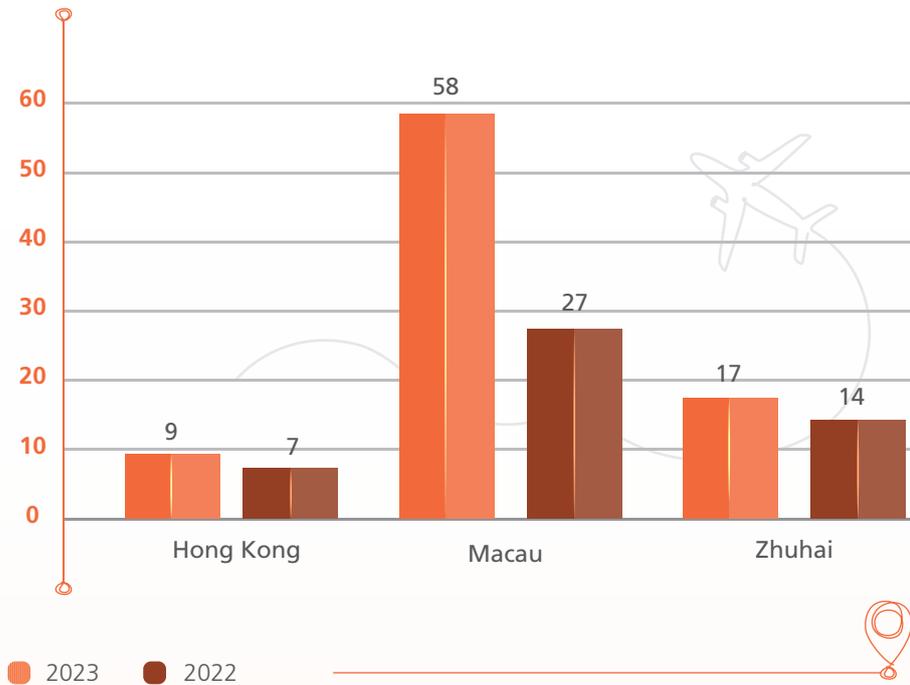


Figure 5: Number of Employee by Geographic Region





# Environmental, Social and Governance Report

## (ii) Employment Turnover

As at 31 December 2023, the Group had 58 employees whom voluntarily left. Below is the breakdown of the employment turnover by gender, age group and geographic region:

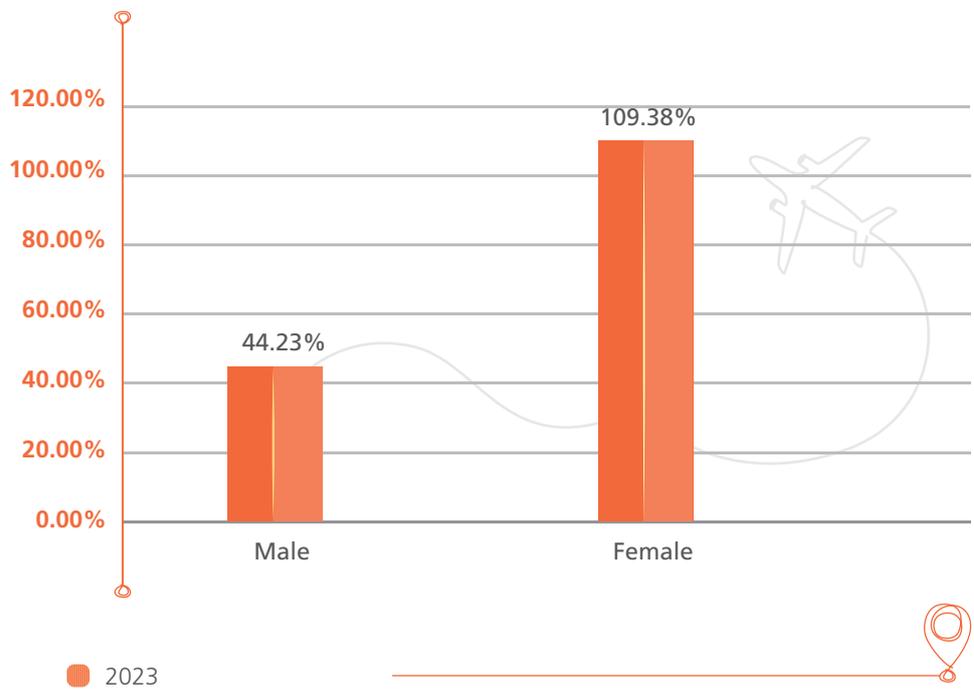


Figure 6: Employee Turnover Rate by Gender



Figure 7: Employee Turnover Rate by Age

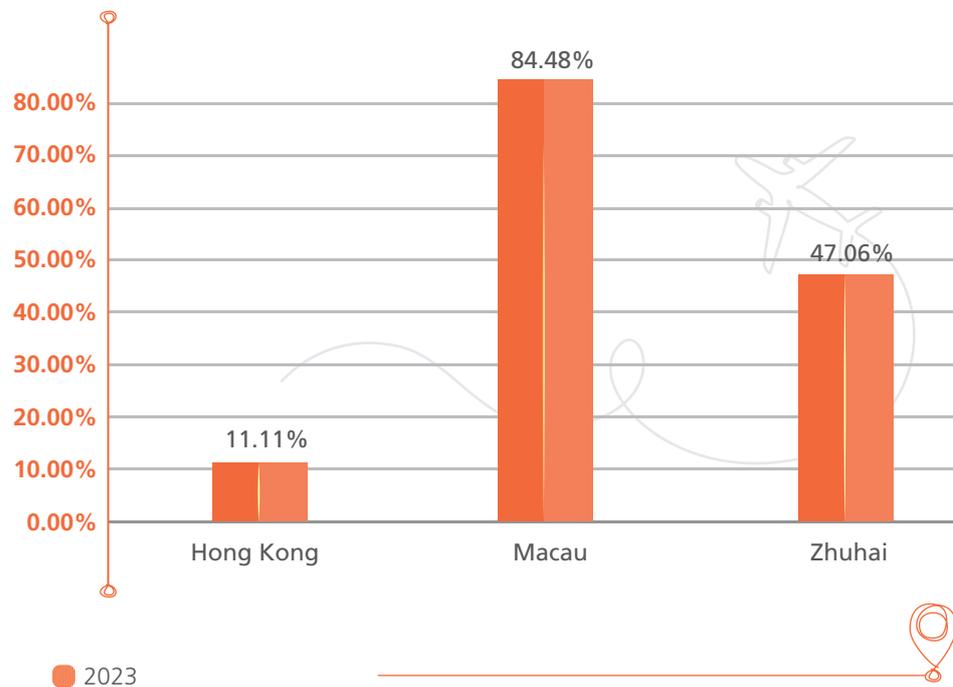


Figure 8: Employee Turnover Rate by Geographic Region

### (iii) Employee Compensation & Package

The Group operates a number of offices in Macau, Zhuhai, and Hong Kong. It follows strictly respective laws, rules and regulations relating to employment and talent management in all jurisdictions that it operates including the Macau Labour Relations Law (Law 7/2008), Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and Labor Law of the PRC 《中華人民共和國勞動法》. These laws and regulations set out the basic terms and parameters for the Group in setting policies regarding employees' rights, compensations and statutory benefits and entitlements such as MPF and other retirement contributions, holidays and leaves, health and accidental insurance.

The Group firmly believes that a well-balanced compensation policies and talent management is critical to a sustainable growth and to development of long-term competitiveness for the Group. In determining compensation and packages for employees, the Group considers employees' competency, qualifications, work experience and prevailing compensation benchmarks in the labour market. The management awards bonuses in amounts and at intervals on discretionary basis to outstanding employees based on their performance.

During the 2023 Reporting Period, the Group honored all its obligations with regards to paying the salaries and wages, statutory benefits and agreed benefits under the signed employment contracts. The Group received no complaints nor any dispute in relation to all aspects of employment and labour practices in 2023. The Group is confident to continuously attract competitive talents for the coming year.



## Environmental, Social and Governance Report

### B2. Health and Safety

Our business involves the operation of a fleet of vehicles, thus maintaining a safe and accident-free work environment is of utmost importance to our Company. We insist on selecting the most experienced drivers through a rigorous screening processes and provide our drivers with on-the-job training from highly regarded driving instructors.

The Group's Employee Handbook describes clearly the procedures for employees to adhere to when handling accidents. The Group complies strictly with all relevant laws, rules and regulations relating to safety and health requirements of Macau and Hong Kong including the Occupational Safety And Health Ordinance (Chapter 509 of the Laws of Hong Kong) and Employees Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). In addition, the Group provides applicable statutory insurance coverage for qualified employees including social insurance, group health insurance and occupational accident insurance. These policies and insurance together form a worry-free environment for our employees.

The Group organizes regular on-the-job training for our employees to promote occupational safety and health in the workplace. The Group has also equipped all our vehicles and offices with all the necessary safety tools and equipment.

The Group had zero work-related fatalities in the past three years including the 2023 Reporting Period in any of our operations. Furthermore, during the 2023 Reporting Period, same as the 2022 Reporting Period, zero lost days due to work-related injuries was recorded, and the Group does not have any history of claim or dispute arising from health or safety matters. For the coming year, we will continuously monitor and audit our safety performance closely and are confidential to maintain zero-accident for all our business activities.

### B3. Development and Training

The Group understands thoroughly, a well-trained workforce is vital to the Group's continuous business growth and success, therefore, the Group integrates on-the-job trainings to fortify employees' skills and capabilities from senior and more experienced staff. In addition, a few days of familiarization training program is given to all incoming staff, followed by an induction training during the 3 months' probation period. Employees are also encouraged to take external training programs relevant to their jobs and to enhance their professional skills. Employees are encouraged to make suggestions on training needs to the management. The management will review and approve all training suggestions. The Group's Human Resources department will help to organize all approved training and bear related costs. The Group recognizes the need to introduce a proper and structured training and development program for its staff as it expands its business.

During the 2023 Reporting Period, the Group did not initiate any training courses or events. Despite this, it's important to note that the Group remains committed to the professional development of its employees. The Group's aim is to provide training opportunities for its employees in the future. This is part of a strategic effort to retain talent and foster growth within the organization. The Group recognizes the value of continuous learning and is dedicated to creating an environment that supports the career progression of its employees.



## Environmental, Social and Governance Report

### B4. Labour Standards

The Group is committed to total compliance with all applicable employment laws including the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other related labour laws and regulations in Hong Kong, Macau and other operating regions to prohibit any child and forced labour employment. We do not employ any person below the age of eighteen years at any of our offices. We require all job applicants to provide valid identity documents to ensure that they are lawfully employable prior to confirmation of any employment to combat against illegal employment of child labour, underage workers and forced labour. The Group also monitors closely that no such violations exist in all offices and that all our suppliers are expected to follow the same standard of labour practices when working with us.

In 2023, the Group was not found in violation of any relevant laws and regulations in relation to the prevention of child and forced labour. For the coming year, we will maintain our zero tolerance policy to forced and child labour.

## 2.3 Operation Practices Areas & Aspects

### B5. Supply Chain Management

The Group normally has 3 types of purchases: purchase of hotel rooms for wholesaling and retailing, purchase of cars to provide rental car services, and general office stationaries and utensils.

The first type is the Group's largest source of revenue. This business model is extremely price-sensitive to the price of hotel rooms. Most of the hotel rooms are purchased in bulks hotel rooms through purchase agreements with a limited number of hotels to drive down the costs of hotel rooms. To manage the purchase of hotel rooms, very structured purchase procedures were developed and adhered to in all hotel purchase situations which fall into three categories:

1. Purchase of Hotel Rooms under Guaranteed Room Agreement;
2. Purchase of Hotel Room under Allotment Agreement; and
3. Purchase of Hotel Room without Agreement.

These procedures were designed to assure supply of hotel rooms in lowest possible prices while maintaining a degree of flexibility to accommodate fluctuations in hotel room prices.

For the purchase of vehicles, which are major investments and fixed assets, the Group applies strict policies and procedures to monitor and control the entire vehicle purchase process. These policies and procedures identify clear responsibilities and approval authority for different value of vehicles to be purchased. For example, for vehicles valued below HKD10,000, the authority to approve rests with the Group's deputy general manager; while the purchase of vehicles above HKD10,000 in value requires the approval of the Group's CEO. Splitting of purchase into smaller purchase orders to bypass the approval limits is strictly prohibited.



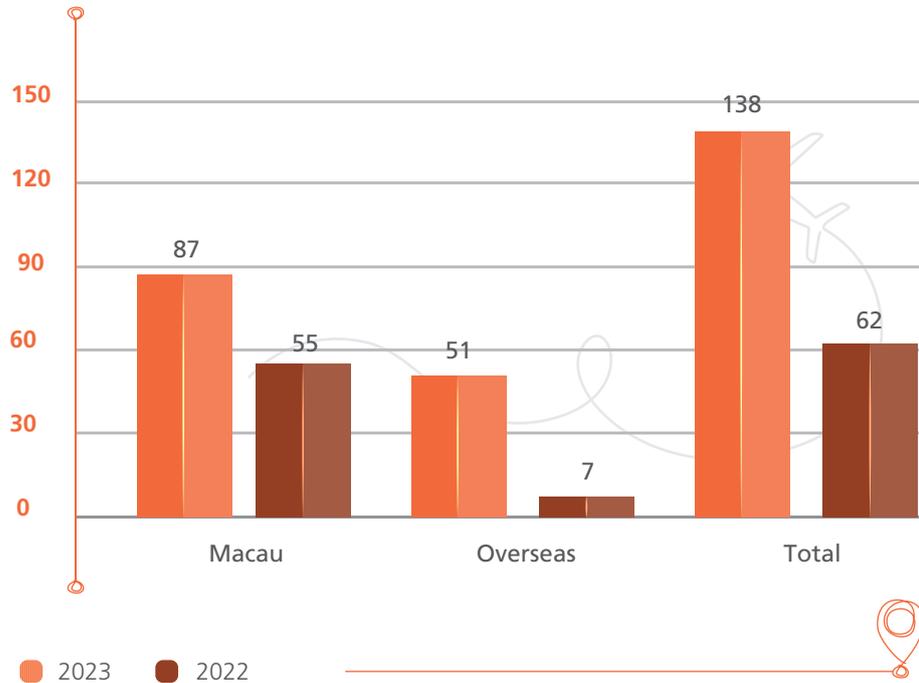


## Environmental, Social and Governance Report

The Group’s deputy general manager is responsible for approval of all purchases of office stationeries and equipment.

Suppliers of services are selected on competitive basis. Prices, qualities and flexibility in payment terms are the main considerations. The Group keeps an approved supplier list which will be updated regularly.

To support the local community, the Group gives preferential status to local suppliers in sourcing its services and equipment. For 2023, the registered suppliers of the Group consisted of 87 suppliers from Macau and 51 suppliers from other countries.



**Figure 9: Number of Suppliers by Geographical Location**

In terms of energy efficiency and environmental protection aspect, the Group will take in consideration whether the supplier takes actions on energy efficiency and environmental protection and without polluting the environment when purchasing, to promote suppliers to pay more attention to environmental protection requirements and avoid relevant environmental risks.

We strictly manage the cooperation with suppliers, identify and correct any potential problems in a timely manner. During the 2023 Reporting Period, no supplier violates any laws or regulations regarding business ethics, environmental protection, human rights or labour practices.

The Group will continuously monitor changes to its supply chain and make necessary adjustment if necessary, to ensure quality and competitive products and services are purchased.



## Environmental, Social and Governance Report

### B6. Product Responsibility

Being a major hotel room wholesaler, the Group is extremely conscious of the product quality and responsibilities stemming from the hotel rooms it wholesales and ultimately offered to end consumers. To ensure the quality of hotel rooms it wholesales, the Group selects hotels that are willing to agree to a Hotel Room Guarantee Agreement, which allows it to collect direct feedbacks from patrons of its hotel rooms to evaluate the experience of the hotel rooms and quality of hotel services such that consumers have a safe and pleasant stay.

For car rental business, the Group insists on hiring highly competent and experienced drivers and applies preventive maintenance to its fleet of vehicles. The group believes that well-experienced drivers and well-maintained vehicles together are the best assurance of safe and healthy service experiences for car rental customers. The Group from time to time collects feedback from its car rental customers to evaluate the condition of vehicles, as well as, the services quality of the drivers.

For the 2023 Reporting Period, same as the 2022 Reporting Period, the Group did not receive any quality complaints or claims against its products including hotel rooms and car rental services it offers. The Group will continue to provide and maintain top service quality to its clients in coming year.

#### Intellectual Property Rights

The Group aspires to protect its own Intellectual Property Rights (“**IP Rights**”) and respects third party’s IP Rights and strictly complies with all related applicable laws and regulations.

We registered eight trademarks for its various platforms and travel-related services. We will constantly monitor the validity of these trademarks and shall take the necessary action to protect our IP Rights.

The Group’s policy is to observe third party IP Rights, especially in computer software, and requires employees to purchase business software from the patent right holders or their authorized agents. No unauthorized software is allowed to be installed in company’s computers or servers for uses.

For the 2023 Reporting Period, same as the 2022 Reporting Period, there was no infringement by third parties on our IP Rights or by ourselves to any IP Rights of third parties reported and the Group will continue to enforce our measures to maintain our clean record on intellectual property rights.

#### Privacy Protection

The Group is fully aware of its obligation to safeguard the large volumes of personal information it collects when conducting our business activities. Such kind of personal information is extremely sensitive and important, and by law must be kept confidential and be protected.

Strictest possible policies are applied to prevent our employees from accessing and/or disclosing any private and confidential information without approval from management. As clearly stated in the Employee handbook and relevant employment contracts, all employees are prohibited, whether during employment, or after, irrespective of the circumstances of termination, to disclose to any other person, firm, company, press, media, or trade association any confidential information of the Group’s potential, actual or past customers. Employees are to return to the Group all private and confidential information they may hold upon their termination. The Group may take legal action against any privacy violation.





## Environmental, Social and Governance Report

We have also implemented and enforced management rules on information technology covering protection procedures for information security, as well as, handling processes and application procedures. The Group applies the latest information technologies to continuously, where possible, monitor, maintain and update all hardware, software and security systems to prevent unauthorized access and hacking attacks to our information systems at any time.

For the 2023 Reporting Period, same as the 2022 Reporting Period, we did not receive any case filed against us nor any complaints received, regarding any breach of relevant privacy laws, regulations and policies in any jurisdiction in which we operated. The Group will continue to implement measures to safeguard privacy and confidential information.

### B7. Anti-Corruption

The Group recognizes its social responsibility to safeguard the assets and interests of all our stakeholders including investors. We operate with a high standard of ethics, integrity and impartiality, and adopt a zero-tolerance approach to bribery, extortion fraud, and money laundering along with clear internal-control policies.

All our employees and suppliers must follow our strict but clear internal-control policies and well-structured business processes that are designed to prohibit bribery and corruption in any form. These policies have been effectively communicated to all staff and in all jurisdictions we operate. It is clearly stated in our employment contracts and Employee Handbook that all employees are prohibited to demand or accept any undue advantage (such as money, favours, gifts, discounts, services, loans, contracts etc.) from any person including the clients, contractors, suppliers, under any circumstances. Employees are not allowed to offer to any person including the clients, contractors, suppliers, under any circumstances, any undue advantage (such as money, favours, gifts, discounts, services, loans, contracts etc.) in order to obtain or retain business or other improper advantage.

Anti-corruption training is provided to employees in induction training, and senior management and directors are encouraged to attend special anti-corruption courses organized professional bodies such as the HKEx.

For the 2023 Reporting Period, same as the 2022 Reporting Period, the Group did not have any bribery or corruption cases reported. The Group will monitor closely making sure that no bribery or corruption cases will happen in the coming years.

### B8. Community Investment

The Group strives to implement corporate social responsibility and actively participates in public welfare activities and will consider formulating formal policies on community engagement in the future. The Group has implemented measures with an objective to reduce hazardous and non-hazardous air emissions and wastes discharges and continues to find ways and to implement measures to reduce air emissions and wastes discharge. Furthermore, the Group supported the local communities by prioritising its purchases with the local suppliers and sponsoring the employees to participate in the volunteering and charity events. The Group continues to encourage and educate all our employees to adopt green practices and to participate in environmental protection activities.



# Report of Directors

The Directors are pleased to present the report of Directors together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements. The principal activities of the Group are sales and distribution of air tickets and hotel rooms, sales and provision of ancillary travel-related products and services, provision of car rental services in Macau, cross-border car rental services between Macau and Hong Kong and sales of show and event tickets, organizing the shows and events and related ancillary services in Asia and investment in concerts and shows.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 73.

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

## BUSINESS REVIEW

A fair review and an analysis of the business of the Group using financial key performance indicators, 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 paragraphs headed "Business Review and Prospects", "Financial Review", "Principal Risks and Uncertainties" and "Future Plans for Material Investments and Capital Assets" under the section headed "Management Discussion and Analysis" in this annual report. 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.

## COMPLIANCE WITH THE LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the year ended 31 December 2023 and up to the date of this annual report, the Group in all material aspects has complied with the relevant laws and regulations that have a significant impact on the business and operations of the Group.

## 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 December 2023, the Group was in compliance, in all material respects, with the relevant environmental laws and regulations.

## RELATED PARTY TRANSACTIONS

Details of related party transactions undertaken in the normal course of business of the Group are set out in note 30 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.



## CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group did not enter into any connected transactions or continuing connected transactions under Chapter 20 of the GEM Listing Rules which require disclosure in this annual report.

## DONATIONS

Donation of amount approximately HK\$19,000 was made by the Group for the year ended 31 December 2023 (2022: Nil).

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 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 76 and note 28 to the consolidated financial statements, respectively.

## DISTRIBUTABLE RESERVES

There are no distributable reserves of the Company as at 31 December 2023, calculated under Part 6 of the Companies Ordinance (Cap.622) (2022: Nil).

## PRE-EMPTIVE RIGHTS

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

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2023, the Group had 88 employees (at 31 December 2022: 48 employees). 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 the Group, the Group has adopted the Scheme (as defined below) and may grant options under the Scheme (as defined below) to reward its employees, the Directors and other selected participants for their contributions to the Group.

The Directors are of the view that employees are one of the keys to the sustainable development of the Group. The Directors believe that the 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.

## MANAGEMENT CONTRACTS

There was no contracts concerning the management or administration of the whole or any substantial part of the business of the Company which was entered into or existed during the year ended 31 December 2023.



## FINANCIAL SUMMARY

A summary of the Group's results and financial position is set out on page 144 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 December 2023.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Please refer to the section headed "Environmental, Social and Governance Report" in this annual report, which forms an integral part of this Report of Directors.

## SHARE OPTION SCHEME

The Company had adopted a share option scheme (the "**Scheme**") on 3 September 2019 (the "**Adoption Date**"). No awards or options had been granted, agreed to be granted, exercised, cancelled, forfeited or lapsed under the Scheme since the Adoption Date and up to the date of this annual report.

A summary of the terms of the Scheme are set out below:

### 1. Purpose

The purpose of the Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group or any entity which is an associated company of any member of the Group (the "**Invested Entity**").

### 2. Qualifying participants

The Directors shall, in accordance with the provisions of the Scheme and the GEM Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the date of the adoption of the Scheme to make an offer to any employee (whether full time or part time, including the Directors (including any executive Director and independent non-executive Director)) of the Company, any of its subsidiaries (within the meaning of the Companies Ordinance) or any Invested Entity (an "**eligible employee**"), and, for the purpose of the Scheme, the offer for the grant of an option may be made to any company wholly-owned by one or more eligible participants.

### 3. Maximum number of the Shares

- (i) The maximum number of the Shares in respect of which options may be granted under the Scheme and under any other share option schemes of the Company (excluding, for this purpose, Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Scheme or any other share option scheme of the Company) must not in aggregate exceed 10% of the total number of the Shares in issue as at Listing Date, being 120,000,000 Shares (the "**General Scheme Limit**").
- (ii) Without prejudice to paragraph 3(iii) below, the Company may, subject to the Shareholders' approval in general meeting and/or such other requirements prescribed under the GEM Listing Rules, refresh the General Scheme Limit every three years to no more than 10% of the Shares in issue as at the date of the shareholders' approval of the limit, and for the purpose of calculating the limit, options (including options outstanding, cancelled, lapsed or exercised in accordance with the Scheme and any other share option schemes of the Group) previously granted under the Scheme and any other share option schemes of the Group will not be counted.





## Report of Directors

- (iii) Without prejudice to paragraph 3(ii) above, the Company may seek separate Shareholder's approval in a general meeting to grant options under the Scheme beyond the General Scheme Limit or, if applicable, the extended limited referred to in paragraph 3(ii) above to eligible participants identified by the Company before such approval is sought.
- (iv) As at the date of this report, no Share options has been granted by the Company and the outstanding number of Share options available for grant under the Scheme is 12,000,000 Share options to subscribe for the Shares, representing approximately 10% of the issued share capital of the Company. There was no service provider sublimit set under the Scheme during the year ended 31 December 2023.

### 4. Limit for each participant

The total number of the Shares of the Company issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the Shares in issue for the time being. Any further grant of options in excess of this 1% limit shall be subject to the approval of the shareholders of the Company in general meeting and/or other requirements prescribed under the GEM Listing Rules.

### 5. Grant of options to core connected persons

- (i) Without prejudice to paragraph 5(ii) below, the making of an offer under the Scheme to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of an option under the scheme).
- (ii) Without prejudice to paragraph 5(i) above, where any grant of options under the Scheme to a substantial shareholder or an independent non-executive Director or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options under the Scheme already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the share in issue, such further grant of options must be approved by the Shareholders in a general meeting. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

For the purpose of seeking the approval of the Shareholders under paragraphs 2, 3, 4 above, the Company must send a circular to the Shareholders containing the information required under the GEM Listing Rules and where the GEM Listing Rules shall so require, the vote at the Shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with those persons required under the GEM Listing Rules abstaining from voting.

### 6. Exercise of an option

An option may be exercised in accordance with the terms of the Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on the date upon which the offer for the grant of is made but shall end in any event not later than ten years from the date of the 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 the option to a grantee, there is no minimum period required under the Scheme for the holding of an option before it can be exercised.



## 7. Acceptance and payment on acceptance

The options granted under the Scheme shall remain open for acceptance for a period of up to 21 days from the date on which the options are offered to an eligible person. Upon acceptance of the option, the eligible person shall pay HK\$1 to the Company as consideration for the grant.

## 8. Subscription price

The subscription price of a Share in respect of any option granted under the Scheme will be a price determined by the Board at its discretion and shall not be less than the highest of (i) the closing price of the Shares as stated in the daily quotations sheet of Stock Exchange for trade in one or more board lots of the offer date; (ii) the average closing price of the Shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of a Share.

## 9. Remaining life of the Scheme

The Scheme will remain valid and effective for a period of 10 years commencing from 3 September 2019 after which no further option shall be granted.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares. Having made specific enquiry with all the Directors, all Directors have confirmed that they have complied with the required standard of dealing and the code of conduct for securities transactions by the Directors during the year ended 31 December 2023.

## DIRECTORS

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

### Executive Directors

Mr. Choi Wai Chan (*re-appointed with effect from 19 May 2023*)  
Ms. Zou Shuer

### Independent non-executive Directors

Mr. Hu Chung Ming  
Mr. Sou Sio Kei  
Mr. Rodrigues Cesar Ernesto



## Report of Directors

### **DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS**

Except for the transactions disclosed in note 30 to the consolidated financial statements and the service contracts or letters of appointment, 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 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.

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

Save as disclosed elsewhere in this annual report, there were no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, its holding Company, or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023.

### **COMPETING BUSINESS**

During the year ended 31 December 2023 and up to the date of this annual report, none of the Controlling Shareholders or the Directors or their close associates (as defined under the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

### **BIOGRAPHICAL DETAILS OF DIRECTORS**

The biographical details of the Directors of the Company are set out in the section headed "Biographical Details of Directors" 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

At 31 December 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 Rule 5.46 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. Choi Wai Chan <sup>(Note)</sup>	Interest of controlled corporation	900,000,000	75.0%

Note:

These 900,000,000 Shares are held by Silver Esteem Limited, a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purpose of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.

### 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. Choi Wai Chan	Silver Esteem Limited	Beneficial owner	1	100.0%

Save as disclosed above and so far as is known to the Directors, at 31 December 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 Rule 5.46 of the GEM Listing Rules.





## Report of Directors

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

At 31 December 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:

#### Long positions in the Shares

Name of shareholder	Capacity	Number of ordinary shares interested	Percentage of shareholding
Silver Esteem Limited	Beneficial owner <i>(Note 1)</i>	900,000,000	75.0%
Ms. Wong Pui Keng	Interest of spouse <i>(Note 2)</i>	900,000,000	75.0%

*Notes:*

1. Silver Esteem Limited is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Choi Wai Chan. Therefore, Mr. Choi Wai Chan is deemed to be interested in all the Shares held by Silver Esteem Limited for the purposes of the SFO. Mr. Choi Wai Chan is the sole director of Silver Esteem Limited.
2. Ms. Wong Pui Keng is the spouse of Mr. Choi Wai Chan. She is deemed to be interested in all the Shares in which Mr. Choi Wai Chan is interested under the SFO.

Save as disclosed above, at 31 December 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 note 12 to the consolidated financial statements.

## 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" 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 26 September 2019. The Company has taken out and maintained appropriate insurance cover 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 travel agents and corporates in Macau as well as individual customers. The Group five largest customers in aggregate accounted for approximately 91.0% (2022: 94.8%) for the year ended 31 December 2023. The largest customer accounted for approximately 51.7% (2022: 38.9%) for the year ended 31 December 2023.

The Group's five largest suppliers in aggregate accounted for approximately 82.4% (2022: 81.0%) of the Group's total purchase for the year ended 31 December 2023. The largest supplier accounted for approximately 49.8% (2022: 31.5%) of the total purchase of the Group for the year ended 31 December 2023.

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 customers or 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 as required under the GEM Listing Rules during the year ended 31 December 2023 and up to the date of this report.

## 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. The term of service shall be renewed and extended automatically by one year on the expiry of the initial term and on the expiry of every successive period of one year 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 one year 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 December 2023. For further information of the Directors' service contracts or letters of appointment, please refer to the paragraph headed "Appointment and Re-election of Directors" in the corporate governance report in this annual report.

## RETIREMENT BENEFIT SCHEMES

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.

The employees of the Group's subsidiaries which operate in Macau are required to participate in a pension scheme operated by the government. The Group's Macau subsidiaries are required to contribute a percentage of their payroll costs to the pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the pension scheme.

No forfeited contributions (by the Group on behalf of employees who leave the defined contribution plans prior to vesting fully in such contributions) may 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\$0.4 million for the year ended 31 December 2023 (2022: approximately HK\$0.4 million).



## 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. The Directors believe that the 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. For the staff in Macau, they are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both staff and the Company by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government. For the staff in Hong Kong, the Company provides and maintains statutory benefits for its staff, including but not limited to mandatory provident fund and statutory holidays, in accordance with the requirements of the Employment Ordinance (Cap. 57). For the staff in PRC, they are members of state-managed retirement benefit schemes operated by the government of the PRC. The Company are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits.

The Group has also established the policies for the 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 focuses on improving the quality of its travel services and car rental services to enhance customer satisfaction, details of which will be elaborated in the environmental, social and governance report of the Company which will be published in due course.

#### Suppliers

The Group used to work with the suppliers with the same objectives and develop 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 under review, there was no material or significant dispute between the Group and its suppliers, customers and/or other stakeholders.



## Report of Directors

### ANNUAL GENERAL MEETING

The annual general meeting for 2024 will be held on 10 May 2024 (the “**2024 AGM**”). A notice of meeting together with the circular for the 2024 AGM will be published in the manner as required by the GEM Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Tuesday, 7 May 2024, to Friday, 10 May 2024, both dates inclusive, the period during which 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 Monday, 6 May 2024.

### EVENTS AFTER REPORTING PERIOD

Save as disclosed in this annual report, the Group had no material events for disclosure subsequent to 31 December 2023 and up to the date of this annual report.

### AUDITORS

The consolidated financial statements have been audited by HLB who will retire and, being eligible, offer themselves for reappointment at the 2024 AGM. In the last three years preceding 31 December 2023, there has been no change in auditors of the Company.

### AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed internal controls and financial reporting matters and the audited consolidated financial statements for the year ended 31 December 2023. The audit committee is of the opinion that the audited consolidated financial statements of the Group for the year ended 31 December 2023 comply with the applicable financial reporting standards and the GEM Listing Rules and that adequate disclosures have been made.

On behalf of the Board  
**Choi Wai Chan**  
*Chairman*

Hong Kong, 26 March 2024



# 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 YING HAI GROUP HOLDINGS COMPANY LIMITED

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

### OPINION

We have audited the consolidated financial statements of Ying Hai Group Holdings Company Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 73 to 143 which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information and other explanatory information.

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





## Independent Auditors' Report

### Key audit matter

#### **Allowance for expected credit losses on trade and other receivables**

Refer to Notes 4, 20 and 21 to the consolidated financial statements

As at 31 December 2023, the Group had trade and other receivables of approximately HK\$24,483,000 and HK\$8,718,000 respectively, net of allowance for expected credit losses of approximately HK\$1,428,000 and HK\$314,000 respectively.

Management performed periodic assessment on the recoverability of the trade and other receivables and the sufficiency of provision for allowance for expected credit losses based on information including credit profile of different customers or debtors, ageing of the receivables to historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances and on-going trading relationships with the relevant customers or debtors. Management also considered forward-looking information that may impact the customers' or debtors' ability to repay the outstanding balances in order to estimate the loss allowance for expected credit losses assessment.

We focused on this area due to the allowance for expected credit losses assessment of trade and other receivables under expected credit losses model involved the use of significant management judgements and estimates.

### How our audit addressed the key audit matter

Our procedures in relation to management's impairment assessment on trade and other receivables included but not limited to:

- Understanding the key controls that the Group has implemented to manage and monitor its credit risk and evaluating management's assessment process for allowance for expected credit losses;
- Checking, on a sample basis, the ageing profile of the receivables as at 31 December 2023 to the underlying financial records;
- Inquiring of management for the status of each of the material trade and other receivables past due as at year end and corroborating explanations from management with supporting evidence, such as understanding ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records and other correspondence with the counterparties; and
- Assessing the appropriateness of the expected credit losses provisioning methodology and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses.

We found that the management judgment and estimates used to assess the recoverability of the trade and other receivables and determine the allowance for expected credit losses on trade and other receivables were to be supportable by available evidence.



## Independent Auditors' Report

### OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information included in the annual report other than 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 and will not express any form of assurance conclusion thereon.

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

### RESPONSIBILITIES OF DIRECTORS AND 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 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



## Independent Auditors' Report

- 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.
- 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 the independent auditors' report is Ng Chi Ho.

### **HLB Hodgson Impey Cheng Limited**

Certified Public Accountants

### **Ng Chi Ho**

Practising Certificate Number: P08084

Hong Kong, 26 March 2024



# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>Revenue</b>	7	<b>94,709</b>	9,253
Cost of sales		<b>(81,411)</b>	(10,205)
Gross profit/(loss)		<b>13,298</b>	(952)
Other income, gains and losses, net	9	<b>793</b>	3,803
Administrative expenses		<b>(15,417)</b>	(13,920)
Impairment loss recognised under expected credit losses model, net		<b>(1,451)</b>	(155)
Impairment loss recognised in respect of right-of-use assets		—	(556)
Impairment loss recognised in respect of property, plant and equipment		—	(2)
<b>Loss from operations</b>		<b>(2,777)</b>	(11,782)
Share of result of associate		<b>471</b>	55
Finance costs	10	<b>(240)</b>	(353)
<b>Loss before tax</b>	11	<b>(2,546)</b>	(12,080)
Income tax expense	13	—	—
<b>Loss for the year</b>		<b>(2,546)</b>	(12,080)
<b>Other comprehensive income/(loss)</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of foreign operations:		<b>97</b>	(64)
		<b>97</b>	(64)
<b>Total comprehensive loss for the year</b>		<b>(2,449)</b>	(12,144)
<b>Loss for the year attributable to owner of the Company</b>		<b>(2,546)</b>	(12,080)
<b>Total comprehensive loss for the year attributable to owner of the Company</b>		<b>(2,449)</b>	(12,144)
<b>Loss per share</b>			
Basic and diluted	15	<b>(0.21) cents</b>	(1.01) cents

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



# Consolidated Statement of Financial Position

As at 31 December 2023

	<i>Notes</i>	<b>2023</b> HK\$'000	2022 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	16	<b>9,273</b>	7,653
Right-of-use assets	17	—	—
Intangible assets	18	—	—
Investment in an associate	19	<b>526</b>	55
Deposits paid and prepayments	21	<b>1,841</b>	2,260
		<b>11,640</b>	9,968
<b>Current assets</b>			
Trade receivables	20	<b>24,483</b>	1,780
Deposits, prepayments and other receivables	21	<b>13,369</b>	4,567
Financial assets at fair value through profit or loss	22	—	25,003
Bank deposits with original maturity over three months	23	<b>2,679</b>	4,477
Cash and cash equivalents	24	<b>6,582</b>	3,410
		<b>47,113</b>	39,237
<b>Current liabilities</b>			
Trade and other payables	25	<b>21,724</b>	6,015
Borrowings	26	<b>121</b>	2,497
Lease liabilities	17	<b>982</b>	1,130
		<b>22,827</b>	9,642
<b>Net current assets</b>		<b>24,286</b>	29,595
<b>Total assets less current liabilities</b>		<b>35,926</b>	39,563
<b>Non-current liabilities</b>			
Borrowings	26	<b>1,595</b>	1,709
Lease liabilities	17	<b>659</b>	1,733
		<b>2,254</b>	3,442



## Consolidated Statement of Financial Position

As at 31 December 2023

	<i>Notes</i>	<b>2023</b> HK\$'000	2022 HK\$'000
<b>Net assets</b>		<b>33,672</b>	36,121
<b>Capital and reserves</b>			
Share capital	27	<b>12,000</b>	12,000
Reserves		<b>21,672</b>	24,121
<b>Total equity attributable to owners of the Company</b>		<b>33,672</b>	36,121

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2024 and signed on its behalf by:

**Choi Wai Chan**  
*Director*

**Zou Shuer**  
*Director*

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



# Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

	Share capital HK\$'000	Share premium HK\$'000 (Note (a))	Merger reserve HK\$'000 (Note (b))	Statutory reserve HK\$'000 (Note (c))	Translation reserve HK\$'000 (Note (d))	Accumulated losses HK\$'000	Total equity HK\$'000
At 1 January 2022	12,000	50,302	3,011	801	255	(18,104)	48,265
Loss for the year	—	—	—	—	—	(12,080)	(12,080)
Other comprehensive loss:							
Exchange differences arising from translation of financial statements	—	—	—	—	(64)	—	(64)
Total comprehensive loss for the year	—	—	—	—	(64)	(12,080)	(12,144)
At 31 December 2022 and at 1 January 2023	<b>12,000</b>	<b>50,302</b>	<b>3,011</b>	<b>801</b>	<b>191</b>	<b>(30,184)</b>	<b>36,121</b>
Loss for the year	—	—	—	—	—	(2,546)	(2,546)
Other comprehensive income:							
Exchange differences arising from translation of financial statements	—	—	—	—	97	—	97
Total comprehensive income/(loss) for the year	—	—	—	—	97	(2,546)	(2,449)
<b>At 31 December 2023</b>	<b>12,000</b>	<b>50,302</b>	<b>3,011</b>	<b>801</b>	<b>288</b>	<b>(32,730)</b>	<b>33,672</b>

Notes:

## (a) Share premium

The share premium represents the differences between par value of the shares of the Company and proceeds received from the issuance of the shares of the Company which is governed by the Cayman Companies Law.

## (b) Merger reserve

Merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired pursuant to the reorganisation and the nominal value of the share capital of the Company issued in exchange thereof.

## (c) Statutory reserve

In accordance with the relevant laws and regulation provided in Macau and the PRC, the Group's subsidiaries in Macau and the PRC are required to appropriate 25% and 10% of their profit for the year, as determined in accordance with the generally accepted accounting principles of Macau and PRC respectively, to the statutory reserve, until the statutory reserve balance of that subsidiary equals 50% of that quota capital and the registered capital respectively. The appropriation to statutory reserve must to be made before the distribution of dividends to its shareholders. This reserve is not distributable to its shareholders.

The statutory reserve of PRC subsidiary can be used to offset previous years' losses or to increase capital.

## (d) Translation reserve

Translation reserve of the Group represents the exchange difference on translation of financial statements of the entities with functional currencies other than HK\$.



# Consolidated Statement of Cash Flows

For the year ended 31 December 2023

<i>Notes</i>	<b>2023</b> HK\$'000	2022 HK\$'000
<b>Cash flows from operating activities</b>		
Loss before tax	(2,546)	(12,080)
Adjustments for:		
Share of result of an associate	(471)	(55)
Finance costs	240	353
Impairment loss recognised under expected credit losses model, net	1,451	155
Loss/(gain) on disposal of property, plant and equipment	1	(909)
Impairment loss of right-of-use assets	—	556
Impairment loss of property, plant and equipment	—	2
Depreciation of property, plant and equipment	2,580	3,374
Depreciation of right-of-use assets	—	81
Gain on termination of lease	(196)	(58)
Interest income	(37)	(23)
Fair value loss on financial assets at FVTPL	1,056	1,240
<b>Operating cash flows before movements in working capital</b>	<b>2,078</b>	(7,364)
(Increase)/decrease in trade receivables, deposits and prepayments	(24,816)	2,948
Increase in trade and other payables	15,709	318
<b>Cash used in operations</b>	<b>(7,029)</b>	(4,098)
Tax paid	—	(1)
<b>Net cash used in operating activities</b>	<b>(7,029)</b>	(4,099)
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(3,867)	(660)
Proceeds from disposal of property, plant and equipment	66	2,937
Proceeds from of financial assets at FVTPL	15,826	—
Placement of bank deposits with original maturity over three months	(500)	—
Withdrawal of bank deposits with original maturity over three months	2,298	546
Interest received	37	23
<b>Net cash generated from investing activities</b>	<b>13,860</b>	2,846

## Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	<i>Notes</i>	<b>2023</b> HK\$'000	2022 HK\$'000
<b>Cash flows from financing activities</b>			
Repayment of borrowings		<b>(2,490)</b>	(2,710)
Payment of lease liabilities		<b>(1,152)</b>	(1,234)
Interest paid		<b>(114)</b>	(202)
<b>Net cash used in financing activities</b>		<b>(3,756)</b>	(4,146)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>3,075</b>	(5,399)
<b>Cash and cash equivalents at the beginning of the year</b>		<b>3,410</b>	8,873
Effect of foreign exchange rate changes		<b>97</b>	(64)
<b>Cash and cash equivalents at the end of the year</b>	24	<b>6,582</b>	3,410

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



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 1. GENERAL INFORMATION

Ying Hai Group Holdings Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 18 December 2018 as an exempted company with limited liability under the Companies Law 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 Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company is Room 506, 5/F, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Hong Kong. The Company’s immediate and ultimate holding company is Silver Esteem Limited (the “**Silver Esteem**”), a company incorporated in the British Virgin Islands (“**BVI**”) with limited liability and is wholly owned by Mr. Choi Wai Chan (“**Mr. Choi**”), who is a shareholder of the Company.

The Company is an investment holding company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in sales and distribution of air tickets and hotel rooms, sales and provision of ancillary travel-related products and services, provision of car rental services in Macau, cross-border car rental services between Macau and Hong Kong, sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concert.

The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”) which is the functional currency of the Company. The consolidated financial statements are presented in the nearest thousand (HK\$’000) unless otherwise stated.

## 2. APPLICATION OF NEW AND 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 Accountants (the “**HKICPA**”) for the first time, which are mandatory effective for the Group’s annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform-Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year 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 consolidation financial statements.





# Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in Note 3 to the consolidated financial statements.

### Change in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund - Long Service Payment offsetting mechanism in Hong Kong

In June 2022, the Government of the Hong Kong Special Administrative Region (“Government”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (“Amendment Ordinance”), which will come into effect from 1 May 2025 (“Transition Date”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“MPF”) scheme to reduce the long service payment (“LSP”) in respect of an employee’s service from the Transition Date (the abolition of the “offsetting mechanism”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

In July 2023, the HKICPA published the captioned accounting guidance relating to the abolition of the offsetting mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

To better reflect the substance of the abolition of the offsetting mechanism, the Group has applied the above HKICPA guidance and changed its accounting policy in connection with its LSP liability.

The change in accounting policy in the current year had no material impact on the consolidated financial statements.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 2. APPLICATION OF NEW AND 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:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>2</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2025.

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





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL 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 Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out 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 participants 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*.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure at fair value in subsequent periods, the valuation technique is calibrated is that at initial recognition the results of the valuation equals the transaction price.

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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information

##### 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.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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 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.

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

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Investments in subsidiaries

Investments in subsidiaries included in the Company's statement of financial position at cost less any identified impairment losses.

##### Investments in associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over those policies.

The results and assets and liabilities of associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates 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, an investment in an associate 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. When the Group's share of losses of associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, 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 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 Impairment of Assets* 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 investment. 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.

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Property, plant and equipment

Property, plant and equipment are stated in the consolidated statements of financial position at costs, 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:

Properties	4%
Leasehold improvements	Over the lease terms
Furniture, fixtures and equipment	25%
Motor vehicles	20%

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.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization 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 are recognised separately from goodwill and 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 reported at costs less accumulated amortisation and any accumulated impairment losses on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

##### Impairment of 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 to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the 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.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

#### Impairment of property, plant and equipment, right-of-use assets and intangible assets (continued)

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 for which the estimates of future cash flows have not been adjusted.

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-rate 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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### 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 derecognised on a trade date basis. Regular way purchases or sales are 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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

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 the date of initial application of HKFRS 9/ initial recognition 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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Classification and subsequent measurement of financial assets (continued)*

A financial asset is classified as held for trading if:

- 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.

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. 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 recognized 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 creditimpaired, 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) Equity instruments designated as 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 includes any dividend or interest earned on the financial asset and is included in the "fair value gain on financial asset at FVTPL" line item.

##### *(iii) Equity instruments designated as at FVTOCI*

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and loss arising from changes in fair value recognised on other comprehensive income and accumulated in the revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "Revenue" line item in profit or loss.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets subject to impairment assessment under HKFRS 9*

The Group perform impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade receivables, deposits and other receivables, amounts due from related companies, bank deposits with maturity over three months and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date 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 reporting date. 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 reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

##### *(i) Significant increase in credit risk (continued)*

In particular, the following information is taken into account when assessing whether credit risk has increase 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, 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 the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- 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.

##### *(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 a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

##### *(iii) Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) 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;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) 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 two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. 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 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (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 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 the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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

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

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

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

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 where the corresponding adjustment is recognised through a loss allowance account.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial assets (continued)

##### *Impairment of financial assets subject to impairment assessment under HKFRS 9 (continued)*

##### *Foreign exchange gains and losses*

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the revenue line item as part of the gain/(loss) from changes in fair value of financial assets.

##### *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.

On derecognition of the of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

##### Financial liabilities and equity instruments

##### *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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial liabilities and equity instruments (continued)

##### *Financial liabilities*

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

##### *Financial liabilities at amortised cost*

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

##### *Foreign exchange gains and losses*

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the 'Other income, gains and losses, net' line item in profit or loss as part of net foreign exchange gains/(losses) for financial liabilities that are not part of a designated hedging relationship. For those which are designated as a hedging instrument for a hedge of foreign currency risk, foreign exchange gains and losses are recognised in other comprehensive income and accumulated in a separate component of equity.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

##### *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.

##### *Modification of financial liabilities*

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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Financial instruments (continued)

##### Financial liabilities and equity instruments (continued)

##### *Modification of financial liabilities (continued)*

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.

##### Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

##### 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".

##### Taxation

Income tax expenses represent the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "loss before tax" as reported in the consolidated statements 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.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Taxation (continued)

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 recognized 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 recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affect neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only 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.

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

Deferred tax 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 is 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.

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 are recognised in profit or loss.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Employee benefits

###### Retirement benefit costs

Payment to defined contribution refitment benefit plans is recognised as an expense when employees have rendered service entitling them to the contributions. The Group operates the Mandatory Provident Fund Scheme (the “**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 employees employed by the Group’s subsidiaries in PRC are members of state-managed retirement benefit schemes operated by the government of the PRC. The subsidiaries are required to contribute a specific percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes operated by the government of the PRC is to make the specified contributions under the schemes.

###### Social security fund

Full-time employees of the Group’s Macau subsidiaries are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government.

###### Short-term and other long-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.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities’ carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Employee benefits (continued)

##### Short-term and other long-term employee benefits (continued)

For the long service payment obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the long service payment obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

##### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than HK\$ 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. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "translation reserve".

##### Revenue from contract with customers

Under HKFRS 15, 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.

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and 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.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Revenue from contract with customers (continued)

##### Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

##### Sales and distribution of hotel rooms

The Group sells and distributes hotel rooms to travel agents, corporate customers, online travel agent platforms and direct customers.

For the sales and distribution of hotel rooms, revenue is recognised at a point in time upon provision of accommodation services by the hotel operators. The normal credit terms granted to travel agents and other corporate customers range from 30 to 45 days upon issuance of invoice.

Under the Group's standard contract terms, customers have no right to exchange or refund the hotel rooms.

##### Margin income

The Group sells, distributes and provides air tickets, show and event tickets, hotel rooms, ancillary travel-related products and services to customers on behalf of another party. The Group's performance obligation is to arrange for the provision of specified good or service by other party, thus, the Group recognises revenue in the amount of any fee or commission to which the Group expects to be entitled in exchange for arranging for the specified goods or services to be provided by other parties.

Margin income is recognised at a point in time when the services are rendered by the Group as an agent on a net basis.

##### Provision of limousine services

The Group provides limousine services to travel agents, corporate customers, online travel agent platforms and direct customers and revenue is recognised at a point in time when the relevant services are rendered.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Show and event income

Income from show and event business is recognised at a point in time when the goods are provided, services are rendered or events are held.

##### Provision

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, 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.

##### 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.

##### Leases

###### Definition of a lease

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

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Leases (continued)

##### The Group as a lessee

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

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

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.

##### Right-of-use assets

The cost of right-of-use asset includes:

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

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

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Leases (continued)

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

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

###### **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.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Leases (continued)

##### The Group as a lessee (continued)

##### Lease liabilities (continued)

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

##### Lease modifications

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.

##### The Group as lessor

Leases for which the Group is a lessor are classified as operating leases.

Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Lease income which are derived from the Group's ordinary course of business are presented in "Revenue" line item.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Borrowing costs

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

##### 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.

##### 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 condition 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 which the other entity is a member);
  - (iii) both entities are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); 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 obligations between the Group and a related party, regardless of whether a price is charged.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 3. BASIS OF PREPARATION OF CONSOLIDATION FINANCIAL STATEMENTS AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

#### Material accounting policy information (continued)

##### Related parties (continued)

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.

##### Segment reporting

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

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





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT

#### Financial risk management

##### Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
<b>Financial assets</b>		
At FVTPL	—	25,003
At amortised cost	<b>42,462</b>	13,960
	<b>42,462</b>	38,963
<b>Financial liabilities</b>		
At amortised cost	<b>23,910</b>	13,072

The Group's activities expose it to variety of financial risks, including market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### Market risk

##### Foreign exchange risk

The Group operates in Macau and the PRC with majority of the transactions being settled in MOP, HK\$, USD, SGD and 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 MOP, USD and SGD as long as these currencies are pegged.

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

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 arises.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

#### Financial risk management (continued)

##### Interest rate risk

The Group is exposed to fair value interest rate risk in relation to bank deposits with original maturity over three months, fixed-rate borrowings and lease liabilities, of which details are disclosed in notes 23, 26 and 17 respectively. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances, of which details are disclosed in note 24. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

##### Sensitivity analysis

Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

##### Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, deposits paid and other receivables, bank deposit with original maturity over three months and bank balances.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligation by counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position at the end of each reporting period.

##### Deposits paid and other receivables

For deposits paid and other receivables, the management makes periodic individual assessment on the recoverability of deposits paid and other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

##### Bank deposits with original maturity over three months and bank balances

The credit risks on bank deposit with original maturity over three months and bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for bank deposit with original maturity over three months and 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 deposits is considered to be insignificant and therefore no loss allowance was recognised.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

#### Financial risk management (continued)

##### Credit risk and impairment assessment (continued)

##### Trade receivables

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired) and individual assessment. Debtors with significant outstanding balances with gross carrying amounts of approximately HK\$8,121,000 (2022: Nil) as at 31 December 2023 were assessed individually.

	Expected loss rate %	2023 Gross carrying amount HK\$'000	Loss allowance HK\$'000
Current (Not yet past due)	0.68	11,808	80
1-30 days past due	4.91	1,096	54
31-60 days past due	9.56	2,066	197
61-90 days past due	17.83	105	19
Over 90 days past due	35.16	2,715	954
Individual assessment	1.53	8,121	124
		25,911	1,428



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

## Financial risk management (continued)

## Credit risk and impairment assessment (continued)

## Trade receivables (continued)

	Expected loss rate %	2022 Gross carrying amount HK\$'000	Loss allowance HK\$'000
Current (Not yet past due)	2.18	217	5
1-30 days past due	2.87	1,012	29
31-60 days past due	4.92	468	23
61-90 days past due	12.32	49	6
Over 90 days past due	23.72	127	30
		1,873	93

The expected loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables.

	Lifetime ECL (not credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 January 2022	99	—	99
Reversal of loss allowance recognised in profit or loss	(6)	—	(6)
At 31 December 2022 and at 1 January 2023	93	—	93
Loss allowance recognised in profit or loss	1,335	—	1,335
<b>At 31 December 2023</b>	<b>1,428</b>	<b>—</b>	<b>1,428</b>



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

#### Financial risk management (continued)

##### Credit risk and impairment assessment (continued)

##### Deposits paid and other receivables

The following table shows the movement in ECL that has been recognised for deposits paid and other receivables.

	ECL (not credit- impaired) HK\$'000
At 1 January 2022	37
Loss allowance recognised in profit or loss	161
At 31 December 2022 and at 1 January 2023	198
Loss allowance recognised in profit or loss	116
<b>At 31 December 2023</b>	<b>314</b>

##### Liquidity risk

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have 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, borrowing with repayable on demand clause are included in the earliest time band regardless of the probability of the counterparty choosing to exercise its' rights.

	At 31 December 2023						
	Effective interest rate %	On demand or within one year HK\$'000	Within one to two years HK\$'000	Within two to five years HK\$'000	Over five years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
<i>Non-derivative financial liabilities</i>							
Trade and other payables	—	20,553	—	—	—	20,553	20,553
Lease liabilities	4.28-8.01	1,050	674	—	—	1,724	1,641
Borrowings	3.38	177	177	531	1,196	2,081	1,716
		21,780	851	531	1,196	24,358	23,910



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

## Financial risk management (continued)

At 31 December 2022							
	Effective interest rate %	On demand or within one year HK\$'000	Within one to two years HK\$'000	Within two to five years HK\$'000	Over five years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
<i>Non-derivative financial liabilities</i>							
Trade and other payables	—	6,003	—	—	—	6,003	6,003
Lease liabilities	4.28-8.01	1,262	1,127	692	—	3,081	2,863
Borrowings	2.50-4.00	2,589	168	504	1,302	4,563	4,206
		9,854	1,295	1,196	1,302	13,647	13,072

## Fair value of financial instruments

The following table gives information about how the fair values of these financial assets are determined.

Financial assets	2023 HK\$'000	2022 HK\$'000	Fair value hierarchy	Valuation techniques	Significant unobservable inputs
Financial assets at fair value through profit or loss				Discounted cash flow method	Occupancy rate
Investment in concert	—	25,003	Level 3		

It is estimated that the higher in occupancy rate, will all other variables held constant, would result in higher the fair value of the financial assets at fair value through profit or loss.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 4. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT (CONTINUED)

#### Fair value of financial instruments (continued)

Reconciliation of Level 3 fair value measurements:

	Financial assets at FVTPL HK\$'000
At 1 January 2022	26,243
Fair value change during the year	(1,240)
Settlement	—
At 31 December 2022 and at 1 January 2023	25,003
Fair value change during the year	(1,056)
Settlement	(15,826)
Transfer to trade receivables	(8,121)
<b>At 31 December 2023</b>	<b>—</b>

There were no transfers between Level 1 and 2, or Level 3 during the years ended 31 December 2023 and 2022.

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

### 5. CAPITAL RISK MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise the shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the amounts of dividend paid to the shareholders, return on capital to the shareholders or issue of new shares as well as issue of new debts or redemption of existing debts. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the reporting period.

The Group monitors capital using a gearing ratio, which is expressed as a percentage of total debt over total equity. The gearing ratios at the end of each reporting period are as follows:

	2023 HK\$'000	2022 HK\$'000
Total debt ( <i>Note</i> )	3,357	7,069
Equity attributable to owners of the Company	33,672	36,121
Total debt to equity ratio	9.97%	19.57%

*Note:* Total debt represents lease liabilities and borrowings in notes 17 and 26 to the consolidated financial statements respectively.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 6. 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 associated 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.

#### Critical judgements in applying accounting policies

The followings are the critical judgements, apart from those involving estimations, that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### Revenue recognition on sales and distribution of hotel rooms

When determining the revenue recognition policy in respect of revenue from sales and distribution of hotel rooms, the Group has made reference to the relevant requirements concerning "Principal versus agent considerations" as set out in HKFRS 15 to determine whether the Group is acting as principal or as agent in these arrangements.

The Group procures and is guaranteed a fixed number of hotel rooms from the hotel operators and is contractually liable to pay these hotel operators for these hotel rooms regardless of whether those hotel rooms are sold to the customers. Accordingly, it is considered that the Group has obtained control over the hotel rooms procured and continues to control these hotel rooms until such time that these controls are subsequently transferred to the customers. Hence it is considered that the Group has inventory risk in respect of the procured hotel rooms.

The Group also has the discretion in establishing the price for the hotel rooms sold to the customers, and indicates that the Group has the ability to direct the use of the hotel rooms.

Accordingly, the Group is acting as principal for the sales and distribution of hotel rooms and therefore revenue is recognised at the amount of the consideration that the Group is entitled from transferring the control of the hotel rooms to the customers.

#### Margin income on sales and distribution of hotel rooms

The Group also arranges for the sales and distribution of hotel rooms on behalf of another party and recognises margin income from sales and distribution of such hotel rooms. For those purchases of hotel rooms to be provided by other parties to customers, i.e. hotel operators or other suppliers, the Group does not control these hotel rooms before they are transferred to customers. Thus, the Group recognises margin income on net basis as agent.

#### Key sources of estimation uncertainty

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement 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, the Group estimates the recoverable amount of the CGU to which the assets belong, 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 CGUs, 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 affect the recoverable amounts.

As at 31 December 2023, the carrying amounts of property, plant and equipment and right-of-use assets subject to impairment assessment were HK\$9,273,000 (2022: HK\$7,653,000) and HK\$Nil (2022: HK\$Nil) respectively. No impairment losses (2022: HK\$2,000 and HK\$556,000) in respect of property, plant and equipment and right-of-use assets that have been recognised respectively. Details of the impairment of property, plant and equipment and right-of-use assets are set out in notes 16 and 17 respectively.

#### Provision of ECL for trade and other receivables

Trade and other receivables with significant balances and credit-impaired are assessed for ECL individually.

The Group's management determines the provision of ECL for trade receivables based on the ECL which uses a lifetime expected loss allowance for all trade receivables. For other receivables, the provision of ECL is based on 12m ECL. The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. Management reassesses the provision at each reporting date.

The provision of ECL is sensitive to change in estimates. The information about the ECL and the Group' trade receivables and other receivables are disclosed in note 4 to the consolidated financial statements.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 7. REVENUE

	2023 HK\$'000	2022 HK\$'000
<b>Revenue from contracts with customers</b>		
Sales and distribution of hotel rooms	69,714	6,612
Margin income: <i>(Note)</i>		
– sale of air tickets	47	10
– sale of show and event tickets	47	—
– sale and distribution of hotel rooms	1,764	433
– sale and provision of ancillary travel-related products and services	59	37
Provision of limousine services	10,228	433
Show and event income	10,830	—
Total revenue from contracts with customers	92,689	7,525
Fair value loss on financial assets at FVTPL	(1,056)	(1,240)
Lease income from vehicle leasing	3,076	2,968
<b>Total revenue</b>	<b>94,709</b>	<b>9,253</b>

All of the Group's revenue from contracts with customers are recognised at a point in time.

*Note:* The Group's margin income from sales, distribution and provision of air tickets, show and event tickets, hotel rooms and ancillary travel-related products and services, are considered as cash collected on behalf of a principal as an agent, and thus recorded on a net basis.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 8. SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance focuses on types of products and services provided. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable operating segments of the Group.

The chief operating decision maker considers the Group has three reportable operating segments which are based on the internal organisation and reporting structure. This is the basis upon which the Group is organised.

#### (i) Travel business

The travel business consists of sales and distribution of hotel rooms and margin income from sales, distribution and provision of air tickets, hotel rooms and ancillary travel-related products in Macau.

#### (ii) Vehicle business

The vehicle business represents the provision of vehicle leasing and limousine services in Macau.

#### (iii) Show and event business

The show and event business represents the sales of show and event tickets, organising the shows and events and related ancillary services in Asia and investment in concert in PRC.

### Segment revenue and results

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

*For the year ended 31 December 2023*

	Travel business HK\$'000	Vehicle business HK\$'000	Show and event business HK\$'000	Total HK\$'000
<b>Reportable segment revenue</b>	<b>71,584</b>	<b>13,304</b>	<b>9,821</b>	<b>94,709</b>
<b>Reportable segment results</b>	<b>2,908</b>	<b>1,113</b>	<b>(3,287)</b>	<b>734</b>
Interest income				37
Government grants				82
Share of result of associate				471
Finance cost				(240)
Unallocated income and expenses				(3,630)
<b>Loss before tax</b>				<b>(2,546)</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 8. SEGMENT INFORMATION (CONTINUED)

#### Segment revenue and results (continued)

For the year ended 31 December 2022

	Travel business HK\$'000	Vehicle business HK\$'000	Show and event business HK\$'000	Total HK\$'000
<b>Reportable segment revenue</b>	7,092	3,401	(1,240)	9,253
<b>Reportable segment results</b>	(5,286)	(4,416)	(1,665)	(11,367)
Interest income				23
Government grants				1,933
Share of result of associate				55
Finance costs				(353)
Unallocated income and expenses				(2,371)
<b>Loss before tax</b>				(12,080)

Reportable segment revenue represents revenue generated from external customers. There were no inter-segment sales during the reporting period.

Segment results represents profit earned by or loss from each segment without allocation of partial other income, government grants, directors' remuneration, partial depreciation, share of result of associate, finance costs and other corporate income and expenses under the heading of "unallocated income and expenses". This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

#### Segment assets and liabilities

Information regarding the Group's reportable segments assets and liabilities are as follows:

For the year ended 31 December 2023

	Travel business HK\$'000	Vehicle business HK\$'000	Show and event business HK\$'000	Total HK\$'000
Reportable segment assets	28,041	13,448	15,612	57,101
Unallocated assets				1,652
<b>Total assets</b>				58,753
Reportable segment liabilities	20,533	1,479	761	22,773
Unallocated liabilities				2,308
<b>Total liabilities</b>				25,081



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 8. SEGMENT INFORMATION (CONTINUED)

#### Segment assets and liabilities (continued)

For the year ended 31 December 2022

	Travel business HK\$'000	Vehicle business HK\$'000	Show and event business HK\$'000	Total HK\$'000
Reportable segment assets	11,010	11,849	25,679	48,538
Unallocated assets				667
<b>Total assets</b>				<b>49,205</b>
Reportable segment liabilities	6,455	1,661	99	8,215
Unallocated liabilities				4,869
<b>Total liabilities</b>				<b>13,084</b>

For the purpose of monitoring performance assessment between segments and resources allocation, all assets and liabilities are allocated to the reportable segments other than partial property, plant and equipment, partial right-of-use assets, partial deposits and prepayments, investment in an associate, partial cash and cash equivalents, partial accruals and other payables, bank borrowings and partial lease liabilities.

#### Other segment information

For the year ended 31 December 2023

Amounts included in the measurement of segment profit or loss or segment assets:

	Travel Business HK\$'000	Vehicle business HK\$'000	Show and event business HK\$'000	Unallocated HK\$'000	Total HK\$'000
Interest income	—	—	—	(37)	(37)
Depreciation of property, plant and equipment	46	2,534	—	—	2,580
Impairment loss recognised under ECL model, net					
- Allowance for ECL on trade receivables, net	1,064	126	145	—	1,335
- Allowance for ECL on deposits and other receivables, net	82	13	21	—	116
Fair value loss on financial assets at fair value through profit or loss	—	—	1,056	—	1,056
Share of result of associate	—	—	—	(471)	(471)
Additions to non-current assets (Note)	1,024	3,243	—	—	4,267

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 8. SEGMENT INFORMATION (CONTINUED)

## Other segment information (continued)

For the year ended 31 December 2022

	Travel Business HK\$'000	Vehicle business HK\$'000	Concert business HK\$'000	Unallocated HK\$'000	Total HK\$'000
Interest income	—	—	—	(23)	(23)
Depreciation of property, plant and equipment	219	3,155	—	—	3,374
Depreciation of right-of-use assets	13	68	—	—	81
Impairment loss on right-of-use assets	308	248	—	—	556
Impairment loss on property, plant and equipment	2	—	—	—	2
Impairment loss recognised under ECL model, net					
- Allowance for ECL on trade receivables, net	(16)	10	—	—	(6)
- Allowance for ECL on deposits and other receivables, net	151	9	6	(5)	161
Fair value loss on financial assets at fair value through profit or loss	—	—	1,240	—	1,240
Share of result of associate	—	—	—	(55)	(55)
Additions to non-current assets (Note)	—	658	—	2	660

Note: Additions to non-current assets exclude the additions of financial instruments and right-of-use assets.

## Geographical information

During the years ended 31 December 2023 and 2022, the Group's operations are mainly located in Macau and PRC.

The Group's revenue from external customers based on the location of the customers is detailed as below:

	2023 HK\$'000	2022 HK\$'000
Macau	93,571	10,493
PRC	(1,056)	(1,240)
Others*	2,194	—
	94,709	9,253

\* Other represents the revenue generated from Hong Kong and other asia countries.

Over 90% of the Group's non-current assets were located in Macau, no geography information in relation to the non-current assets are presented.

Note: Non-current assets excluded financial instruments.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 8. SEGMENT INFORMATION (CONTINUED)

#### Information about major customers

Revenue from customers during the reporting period contributing over 10% of the total revenue of the Group are as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A Travel business	48,924	3,589
Customer B Travel business	23,243	2,045
Customer C Travel business	*	1,887

\* The corresponding revenue does not contribute over 10% of the Group's revenue for the respective year.

Except as disclosed above, no other customers contributed 10% or more of the Group's total revenue during the reporting period.

### 9. OTHER INCOME, GAINS AND LOSSES, NET

	2023 HK\$'000	2022 HK\$'000
Interest income	37	23
Government grants ( <i>note</i> )	82	1,933
Gain on termination of lease	196	58
(Loss)/gain on disposal of property, plant and equipment	(1)	909
Sundry income	479	736
Income from event organisation	—	144
	<b>793</b>	<b>3,803</b>

*Note:* In 2023, the Group recognised government grants of approximately HK\$82,000 (2022: HK\$1,933,000) in respect of COVID-19- related-subsidies, of which HK\$17,000 (2022: HK\$266,000) relates to Anti-epidemic Fund provides by the Hong Kong government and HK\$65,000 (2022: HK\$1,667,000) related to Subsidy Scheme for Business provides by the Macau government.

### 10. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest on lease liabilities	126	151
Interest on bank borrowings	114	202
	<b>240</b>	<b>353</b>



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 11. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2023 HK\$'000	2022 HK\$'000
Auditor's remuneration for:		
– audit service	600	600
– non-audit services	—	—
	<b>600</b>	600
Depreciation of property, plant and equipment ( <i>note</i> )	<b>2,580</b>	3,374
Depreciation of right-of-use assets	—	81
Impairment loss on right-of-use assets	—	556
Impairment loss on property, plant and equipment	—	2
Impairment loss recognised under ECL model, net		
– Allowance for ECL on trade receivables, net	<b>1,335</b>	(6)
– Allowance for ECL on deposits and other receivables, net	<b>116</b>	161
	<b>1,451</b>	155
Employee benefit expenses (excluding directors' remuneration) ( <i>note 12</i> ) ( <i>note</i> )		
– Salaries, allowances and benefits in kind	<b>10,236</b>	6,620
– Retirement benefit scheme contribution	<b>357</b>	384
	<b>10,593</b>	7,004

*Note:* Included in the Group's cost of sales are depreciation of property, plant and equipment of approximately HK\$1,873,000 (2022: HK\$1,006,000), and employee benefit expenses (excluding directors' remuneration) of approximately HK\$3,965,000 (2022: HKD\$1,954,000), for the year ended 31 December 2023.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

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

Year ended 31 December 2023				
	Directors' fees HK\$'000	Salaries allowances, and benefits in kind HK\$'000	Retirement benefit scheme contribution HK\$'000	Total HK\$'000
<b>Executive directors:</b>				
Mr. Choi ( <i>note (i)</i> )	—	1,350	14	1,364
Ms. Zou Shuer ( <i>note (iii)</i> )	—	645	9	654
<b>Independent non-executive directors:</b>				
Mr. Sou Sio Kei	75	—	—	75
Mr. Rodrigues Cesar Ernesto	75	—	—	75
Mr. Hu Chung Ming	75	—	—	75
	225	1,995	23	2,243

Notes:

- (i) Mr. Choi resigned as executive director with effect from 3 August 2022 and re-appointed as executive director on 19 May 2023.
- (ii) Mr. Leong Tat Meng resigned as executive director with effect from 6 April 2022.
- (iii) Ms. Zou Shuer was appointed as executive director with effect from 6 April 2022.

Year ended 31 December 2022				
	Directors' fees HK\$'000	Salaries allowances, and benefits in kind HK\$'000	Retirement benefit scheme contribution HK\$'000	Total HK\$'000
<b>Executive directors:</b>				
Mr. Choi ( <i>note (i)</i> )	—	533	10	543
Mr. Leong Tat Meng ( <i>note (ii)</i> )	—	478	20	498
Ms. Zou Shuer ( <i>note (iii)</i> )	—	381	6	387
<b>Independent non-executive directors:</b>				
Mr. Sou Sio Kei	75	—	—	75
Mr. Rodrigues Cesar Ernesto	75	—	—	75
Mr. Hu Chung Ming	75	—	—	75
	225	1,392	36	1,653

Note:

Mr. Choi is also the chief executive officer ("CEO") of the Company and his emoluments disclosed above include those for services rendered by him as the CEO.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

The five highest paid individuals included two (2022: three) directors for the year ended 31 December 2023. Details of whom emoluments are set out above. The emoluments of the remaining individuals for the years ended 31 December 2023 and 2022 are as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries, allowance and benefits in kind	1,052	649
Retirement benefit scheme contribution	21	1
	<b>1,073</b>	650

The above individuals with the highest emolument are within the following bands:

	2023	2022
Nil to HK\$1,000,000	3	2

During the reporting period, no emoluments were paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during the reporting period.

No bonus was paid or receivable by directors or five highest paid employees after considering the Group's operational and financial performance during the year ended 31 December 2023 (2022: HK\$nil).

Except as disclosed in note 30 to the consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 13. INCOME TAX EXPENSE

	2023 HK\$'000	2022 HK\$'000
Current tax:		
– Macau Complementary Tax	—	—

Macau Complementary Tax are calculated at 12% of the estimated assessable profits for both years.

Hong Kong Profits Tax is calculated at 16.5% of estimated assessable profit for both years.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years.

No provision for Macau Complementary Tax, Hong Kong Profits Tax and PRC Enterprise Income Tax have been made as there is no assessable profits for the years ended 31 December 2023 and 2022.

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.

The income tax expense for each of the reporting period can be reconciled to the loss as per the consolidated statements of profit or loss and other comprehensive income as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before tax	<b>(2,546)</b>	(12,080)
Tax calculated at tax rates applicable to the jurisdictions concern	<b>(632)</b>	(1,495)
Tax effect of:		
Expenses not deductible for tax purposes	<b>1,426</b>	812
Income not taxable for tax purposes	<b>(95)</b>	(254)
Estimated tax losses not recognised	<b>516</b>	937
Utilisation of tax losses previously not recognised	<b>(1,215)</b>	—
Income tax expense for the year	—	—

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$23,463,000 (2022: HK\$41,877,000) available for offset against future profits. Included in unrecognised tax losses of approximately HK\$16,528,000 (2022: HK\$29,857,000) which can be carried forward up to three years from the year of assessment in which the loss was incurred. No deferred tax assets have been recognised in respect of the tax losses due to the unpredictability of future profit streams.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 14. DIVIDENDS

There were no dividends declared during the years ended 31 December 2023 and 2022.

### 15. LOSS PER SHARE

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

	2023 HK\$'000	2022 HK\$'000
<b>Loss</b>		
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	(2,546)	(12,080)
	2023 '000	2022 '000
<b>Number of shares</b>		
Weighted average number of shares for the purpose of calculating basic and diluted loss per share	1,200,000	1,200,000

Diluted loss per share were same as the basic loss per share as there were no potential dilutive ordinary shares in issue.





## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 16. PROPERTY, PLANT AND EQUIPMENT

	Properties HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>Cost</b>					
At 1 January 2022	4,600	7,142	859	23,892	36,493
Additions	—	—	2	658	660
Disposal	—	—	—	(5,908)	(5,908)
At 31 December 2022 and at 1 January 2023	4,600	7,142	861	18,642	31,245
Additions	—	—	24	4,243	4,267
Disposal	—	—	—	(770)	(770)
At 31 December 2023	4,600	7,142	885	22,115	34,742
<b>Accumulated depreciation and impairment</b>					
At 1 January 2022	820	7,142	859	15,275	24,096
Charge for the year	173	—	—	3,201	3,374
Disposal	—	—	—	(3,880)	(3,880)
Impairment	—	—	2	—	2
At 31 December 2022 and at 1 January 2023	993	7,142	861	14,596	23,592
Charge for the year	173	—	6	2,401	2,580
Disposal	—	—	—	(703)	(703)
At 31 December 2023	1,166	7,142	867	16,294	25,469
<b>Carrying amount</b>					
<b>At 31 December 2023</b>	<b>3,434</b>	<b>—</b>	<b>18</b>	<b>5,821</b>	<b>9,273</b>
At 31 December 2022	3,607	—	—	4,046	7,653

The Group has pledged properties with carrying amount of approximately HK\$2,276,000 (2022: HK\$2,388,000) to secure bank borrowings with carrying amount of approximately HK\$1,716,000 (2022: HK\$1,833,000). The properties are the car parking spaces that located at Macau.

For the impairment assessment, the details are disclosed in note 17.







## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 17. LEASES (CONTINUED)

#### (ii) Lease liabilities

	2023 HK\$'000	2022 HK\$'000
<b>Lease liabilities</b>		
<i>Minimum lease payments due</i>		
– Within one year	1,050	1,262
– More than one year but not exceeding two years	674	1,127
– More than two years but not exceeding five years	—	692
	1,724	3,081
Less: future finance charges	(83)	(218)
Present value of lease liabilities	1,641	2,863

	2023 HK\$'000	2022 HK\$'000
<b>Present value of lease liabilities</b>		
– Within one year	982	1,130
– More than one year but not exceeding two years	659	1,073
– More than two years but not exceeding five years	—	660
	1,641	2,863

The Group leases various properties and car parking spaces. Rental contracts are typically made for fixed periods of 1 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The weighted average incremental borrowing rates applied to underlying lease liabilities range from 4.28% to 8.01% (2022: range from 4.28% to 8.01%).

Extension options are included in a number of leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 18. INTANGIBLE ASSETS

	PRC travel licences HK\$'000	Computer software HK\$'000	Total HK\$'000
<b>Cost</b>			
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	1,182	1,700	2,882
<b>Amortisation and impairment</b>			
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	1,182	1,700	2,882
<b>Carrying amount</b>			
<b>At 31 December 2023 and 2022</b>	—	—	—

The Computer software are amortised on a straight-line basis over 3 years. Details of impairment assessment are set out in note 17.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 19. INVESTMENT IN AN ASSOCIATE

	2023 HK\$'000	2022 HK\$'000
Investment	2,162	2,162
Share of post-acquisition results	56	(415)
	2,218	1,747
Accumulated impairment loss	(1,692)	(1,692)
	526	55

No impairment loss was recognised during the years ended 31 December 2023 and 2022.

The Group's associate is unlisted corporate entities whose quoted market prices are not available.

Details of the associate at the end of the reporting period are as follows:

Name of associate	Country of incorporation/ registration	Principal place of business	Proportion of ownership interests held by the Group
Meet Culture Limited ("Meet Culture")	Macau	Macau	49%

Meet Culture is principally engaged in design and sale of souvenir business in Macau.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 19. INVESTMENT IN AN ASSOCIATE (CONTINUED)

## Meet Culture

Summarised financial information of Meet Culture is disclosed below:

	2023 HK\$'000	2022 HK\$'000
Current assets	1,731	236
Non-current assets	82	98
Current liabilities	(1,648)	(1,133)
	2023 HK\$'000	2022 HK\$'000
Revenue	7,807	3,447
Profit and total comprehensive income for the year	960	113



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 20. TRADE RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables, gross	25,911	1,873
Less: allowance for ECL	(1,428)	(93)
	<b>24,483</b>	1,780

As at 31 December 2023 and 2022, included in the Group's trade receivables are balances of approximately HK\$42,000 and HK\$36,000 respectively, that are due from related party. Such balances are trade nature, unsecured, interest-free and recoverable on demand.

The credit terms granted to major customers generally range from 30 to 45 days.

The ageing analysis of the Group's trade receivables, is based on invoice dates at the end of each reporting period, net of allowance for ECL, as follows:

	2023 HK\$'000	2022 HK\$'000
0-30 days	11,728	1,195
31-60 days	1,042	445
61-90 days	1,869	43
Over 90 days	9,844	97
	<b>24,483</b>	1,780

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

### 21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Deposits paid	7,092	3,272
Other receivables (note)	1,940	1,219
	<b>9,032</b>	4,491
Less: allowance for ECL	(314)	(198)
	<b>8,718</b>	4,293
Prepayments	6,492	2,534
	<b>15,210</b>	6,827
Analysed as reporting purposes as		
– Non-current assets	1,841	2,260
– Current assets	13,369	4,567
	<b>15,210</b>	6,827

Note: Included in other receivables, an amounting of approximately HK\$1,081,000 (2022: HK\$476,000) was the amount from an associate which is unsecured, interest-free and recoverable on demand as at 31 December 2023.

Details of impairment assessment are set out in note 4 to the consolidated financial statement.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK\$'000	2022 HK\$'000
Investment in concerts	—	25,003

The Group's investment in concerts are classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

During the year ended 31 December 2021, the Group entered into an investment agreement of sponsorship for cooperating concerts which entitles the Group, among others, the rights to share the net profit or loss of the respective concerts attributable to the Group, as appropriate, in accordance with the terms of the investment agreement. The Group measured, at initial recognition, the cost of the investment based on the cash consideration paid. The carrying amount represented the fair values of the estimated net future cash flows from the investment attributable to the Group at the end of each reporting period.

Detail of the investment in concerts are set out in the "Management Discussion and Analysis" section.

### 23. BANK DEPOSITS WITH ORIGINAL MATURITY OVER THREE MONTHS

Bank deposits with original maturity over three months carry interest ranging from 0% to 2% and 0.25% to 0.7% per annum as at 31 December 2023 and 2022 respectively.

As at 31 December 2023 and 2022, bank deposits with original maturity over three months with amount of approximately HK\$2,656,000 and HK\$3,952,000 respectively, represent deposits pledged to a bank to secure banking facilities granted to the Group and guarantees issued to the suppliers of the Group as general trade deposits and to the government of the Macau Special Administrative Region (the "government of Macau SAR") to obtain travel agent licence in Macau.

### 24. CASH AND CASH EQUIVALENTS

	2023 HK\$'000	2022 HK\$'000
Cash and cash equivalents denominated in:		
HK\$	3,424	1,632
MOP	2,470	1,189
RMB	430	589
SGD	258	—
	<b>6,582</b>	3,410

Bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

RMB is not a freely convertible currency in the PRC and the remittance of funds out of the PRC is subject to the foreign exchange control promulgated by the PRC government. The Group's cash and cash equivalents denominated in RMB of approximately HK\$427,000 and HK\$353,000 at 31 December 2023 and 2022 respectively are located outside of the PRC which are not subject to the foreign exchange control.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 25. TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables	15,910	2,793
Accruals and other payables	4,063	2,887
Deposits received	580	323
Contract liabilities (Note)	1,171	12
	<b>21,724</b>	<b>6,015</b>

At 31 December 2023 and 2022, included in the Group's trade payables are balance of approximately HK\$4,081,000 and HK\$660,000 respectively, that are due to related parties. Such balances are trade nature, unsecured, interest-free and repayable on demand.

The average credit period granted by suppliers is 30 days.

The following is ageing of trade payables, based on the invoice dates:

	2023 HK\$'000	2022 HK\$'000
0-30 days	7,462	851
31-60 days	5,063	355
61-90 days	2,080	1,587
Over 90 days	1,305	—
	<b>15,910</b>	<b>2,793</b>

#### Deposits received from customers for travel business and vehicle business

Contract liabilities represent advance payments received from customers for hotel and vehicle services that have not yet been rendered to the customers. The Group expects to deliver the services to satisfy the remaining obligations of these contract liabilities within one year or less. The deposits are non-refundable.

Note: The balances of contract liabilities at the end of each reporting period are recognised as revenue in the following financial year.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 26. BORROWINGS

	2023 HK\$'000	2022 HK\$'000
Secured	1,716	1,833
Unsecured	—	2,373
	1,716	4,206

The Group's borrowings were at a fixed rate 3.38% for the year ended 31 December 2023 (2022: from 2.5% to 4%), which were derived at a discount of the prevailing best lending rate. Pursuant to the terms and conditions of the agreements, the lenders would have the rights to adjust the interest rates based on the market condition.

The carrying amounts of the above borrowings are repayable based on the scheduled repayment dates set in the loan agreements as:

	2023 HK\$'000	2022 HK\$'000
Within one year	121	2,497
More than one year but not exceeding two years	125	127
More than two years but not exceeding five years	402	400
More than five years	1,068	1,182
	1,716	4,206
Less: amounts due within one year shown under current liabilities	(121)	(2,497)
Amounts shown under non-current liabilities	1,595	1,709

At 31 December 2023, the secured bank borrowings with carrying amount of approximately HK\$1,716,000 (2022: HK\$1,833,000) were secured by properties included in the property, plant and equipment with net carrying amount of approximately HK\$2,276,000 (2022: HK\$2,388,000).

In view of the adverse impact brought by Covid-19, Macau government implemented a SME Financing Loan Interest-Subsidy Scheme (the "Interest-Subsidy Scheme") during the year ended 31 December 2021. Eligible entity would be granted an interest subsidy up to 4% per year on a maximum of MOP2,000,000 bank loan up to 3 years.

The Group had applied the Interest-Subsidy Scheme and was approved by the relevant government authority. Interest expenses of approximately HK\$151,000 for the year 31 December 2022 for the Group's borrowing with carrying amount of approximately HK\$2,373,000 which carries effective interest rate of 4% per annum would be reimbursed by the Macau government.

The Group's borrowings are mainly denominated in MOP.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 27. SHARE CAPITAL

	Number of ordinary shares 2023 '000	Carrying amount 2023 HK\$'000	Number of ordinary shares 2022 '000	Carrying amount 2022 HK\$'000
<b>Authorised:</b>				
At 1 January and 31 December	12,000,000	120,000	12,000,000	120,000

	Number of ordinary shares 2023 '000	Carrying amount 2023 HK\$'000	Number of ordinary shares 2022 '000	Carrying amount 2022 HK\$'000
<b>Issued and fully paid:</b>				
At 1 January and 31 December	1,200,000	12,000	1,200,000	12,000



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

**28. 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
<b>Non-current asset</b>		
Investments in subsidiaries	1	1
<b>Current assets</b>		
Prepayment	46	46
Amount due from subsidiaries	35,185	21,181
Cash and bank balances	18	27
	<b>35,249</b>	<b>21,254</b>
<b>Current liabilities</b>		
Accruals and other payables	297	298
Amount due to subsidiaries	5,065	3,568
	<b>5,362</b>	<b>3,866</b>
<b>Net current assets</b>	<b>29,887</b>	<b>17,388</b>
<b>Total assets less current liabilities</b>	<b>29,888</b>	<b>17,389</b>
<b>Net assets</b>	<b>29,888</b>	<b>17,389</b>
<b>Capital and reserve</b>		
Share capital	12,000	12,000
Reserves	17,888	5,389
<b>Total equity</b>	<b>29,888</b>	<b>17,389</b>

Approved by the board of directors on 26 March 2024 and signed on its behalf by:

**Choi Wai Chan**  
Director

**Zou Shuer**  
Director



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 28. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (CONTINUED)

#### (b) Movement of reserves of the Company

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2022	50,302	(36,556)	13,746
Loss and total comprehensive loss for the year	—	(8,357)	(8,357)
At 31 December 2022 and at 1 January 2023	50,302	(44,913)	5,389
Profit and total comprehensive income for the year	—	12,499	12,499
<b>At 31 December 2023</b>	<b>50,302</b>	<b>(32,414)</b>	<b>17,888</b>

### 29. COMMITMENTS

#### Operating lease commitments

##### The Group as lessor

The Group leases certain of its motor vehicles under operating lease arrangements, with leases negotiated for terms ranging from 1 year to 2 years during the reporting period.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases falling due as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	2,669	644
More than one year but within two years	1,082	—
	<b>3,751</b>	<b>644</b>

##### Capital commitment

	2023 HK\$'000	2022 HK\$'000
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	810	810



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

## 30. MATERIAL RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties:

	2023 HK\$'000	2022 HK\$'000
Purchase from a related company		
– Waldo Hotel Limited (“ <b>Waldo Hotel</b> ”) (Note i)	12,568	4,390
Revenue generated from a related company		
– Waldo Hotel (Note i)	239	856
Software maintenance fee paid to a related company		
– Gamsun Information Technology Limited (“ <b>Gamsun</b> ”) (Note ii)	302	176

Notes:

- (i) Mr. Choi is a director of Waldo Hotel up to 26 June 2022 and Ms. Zou Shuer, an executive director of the Company, appointed as a director of Waldo Hotel from 27 June 2022 .
- (ii) Ms. Zou Shuer is the beneficial owner of Gamsun.
- (b) Compensation of key management personnel of the Group, including directors’ remuneration as disclosed in note 12 to the consolidated financial statements, is as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries, allowance and benefits in kind	1,995	1,392
Retirement benefit scheme contributions	23	36
	<b>2,018</b>	<b>1,428</b>

- (c) Details of the balances with related parties as at 31 December 2023 and 2022 are set out in notes 20 and 25 to the consolidated financial statements.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 31. RETIREMENT BENEFIT SCHEME

The Group operates 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 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 (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.

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57)

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula: Last monthly wages (before termination of employment)  $\times$  2/3  $\times$  Years of service. Last monthly wages are capped at HK\$22,500 while the amount of LSP shall not exceed HK\$390,000. This obligation is accounted for as a postemployment defined benefit plan.

Furthermore, the MPF Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee.

The Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazetted on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP (the "Abolition"). The Abolition will officially take effect on 1 May 2025 (the "Transition Date"). Separately, the Government of the Hong Kong Special Administrative Region is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

The employees of the Group's subsidiaries in Macau and the PRC are members of state-managed retirement benefit schemes operated by the Macau and PRC government. The Group is required to contribute a certain percentage of its payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the scheme.

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 32. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name of subsidiary	Place of incorporation/ operations and Date of incorporation	Class of shares held	Issued and paid up shares capital/ registered capital	At 31 December		Principal activities
				2022 %	2023 %	
<b>Indirectly held:</b>						
Ying Hai Rent-A-Car Service Company Limited	Macau/ 19 May 2015	Quota capital	MOP100,000	100	100	Provision of car rent services
Ying Hai Tourism (HK)	Hong Kong/ 20 May 2016	Ordinary shares	HK\$1,000	100	100	Back office of the Group
Ying Hai Tourism Company Limited	Macau/ 28 February 2014	Quota capital	MOP1,500,000	100	100	Provision of travel agent services
Ying Hai Culture Company Limited	Macau and PRC/ 20 January 2020	Quota capital	MOP25,000	100	100	Provision of entertainment and exhibition business

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

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



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2023

### 33. MAJOR NON-CASH TRANSACTIONS

The Group entered into the following major non-cash investing financing activities which are not reflected in the consolidated statements of cash flows:

- (a) During the year ended 31 December 2022, the Group had leased certain properties and carparking spaces and recognised amount of approximately HK\$637,000 in the right-of-use assets and lease liabilities.

### 34. 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 noncash 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 statements of cash flows as cash flows from financing activities.

	Lease liabilities HK\$'000	Borrowings HK\$'000	Total HK\$'000
At 1 January 2022	3,367	6,916	10,283
Financing cash outflows	(1,234)	(2,912)	(4,146)
Addition of new lease	637	—	637
Lease modification	(58)	—	(58)
Finance costs	151	202	353
At 31 December 2022 and at 1 January 2023	<b>2,863</b>	<b>4,206</b>	<b>7,069</b>
Financing cash outflows	<b>(1,152)</b>	<b>(2,604)</b>	<b>(3,756)</b>
Gain on termination of lease	<b>(196)</b>	—	<b>(196)</b>
Finance costs	<b>126</b>	<b>114</b>	<b>240</b>
At 31 December 2023	<b>1,641</b>	<b>1,716</b>	<b>3,357</b>

### 35. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2024.



# Summary of Financial Information

For the year ended 31 December 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 is set out below:

## RESULTS

	Year ended 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue	<b>94,709</b>	9,253	14,621	20,114	180,241
Loss before tax	<b>(2,546)</b>	(12,080)	(25,112)	(25,360)	(921)
Income tax expense	—	(—)	259	(112)	(145)
Loss for the year	<b>(2,546)</b>	(12,080)	(24,853)	(25,472)	(1,066)
Other comprehensive income/(loss)	<b>97</b>	(64)	212	136	(68)
Total comprehensive loss for the year	<b>(2,449)</b>	(12,144)	(24,641)	(25,336)	(1,134)
Loss for the year attributable to owner of the Company	<b>(2,546)</b>	(12,080)	(24,853)	(25,472)	(1,066)
Total comprehensive loss for the year attributable to owners of the Company	<b>(2,449)</b>	(12,144)	(24,641)	(25,336)	(1,134)

## ASSETS AND LIABILITIES

	As at 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Total assets	<b>58,753</b>	49,205	64,246	92,830	119,314
Total liabilities	<b>25,081</b>	13,084	15,981	19,924	21,072
Net assets	<b>33,672</b>	36,121	48,265	72,906	98,242
Equity attributable to owners of the Company	<b>33,672</b>	36,121	48,265	72,906	98,242