

K2 F&B Holdings Limited

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立的有限公司

Stock Code 股份代號 : 2108



2018
ANNUAL REPORT
年報



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Company Information

公司資料

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

83 Genting Lane
#08-00
Genting Building
Singapore 349568

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3708, 37/F
Tower Two Lippo Centre
No. 89 Queensway
Hong Kong

COMPANY'S WEBSITE

www.fuchangroup.com

COMPANY SECRETARY

Mr. Hwang Hau-zen Basil, Solicitor, Hong Kong
Unit 3708, 37/F
Tower Two Lippo Centre
No. 89 Queensway
Hong Kong

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

總部及新加坡主要營業地點

83 Genting Lane
#08-00
Genting Building
Singapore 349568

香港主要營業地點

香港
金鐘道89號
力寶中心二座
37樓3708室

公司網站

www.fuchangroup.com

公司秘書

黃浩宸先生，香港律師
香港
金鐘道89號
力寶中心二座
37樓3708室

Company Information (Continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Chu Chee Keong (Zhu Zhiqiang)
29 Jalan Pokok Serunai
Singapore 468164

Mr. Hwang Hau-zen Basil, Solicitor, Hong Kong
Unit 3708, 37/F
Tower Two Lippo Centre
No. 89 Queensway
Hong Kong

COMPLIANCE OFFICER

Mr. Chu Chee Keong (Zhu Zhiqiang)
29 Jalan Pokok Serunai
Singapore 468164

COMPLIANCE ADVISER

HeungKong Capital Limited
Suite 622, Ocean Centre
Harbour City
Tsim Sha Tsui
Kowloon, Hong Kong

AUDIT COMMITTEE

Mah Seong Kung (*Chairman*)
Loh Eu Tse Derek
Wong Loke Tan

REMUNERATION COMMITTEE

Loh Eu Tse Derek (*Chairman*)
Wong Loke Tan
Mah Seong Kung
Chu Chee Keong

NOMINATION COMMITTEE

Wong Loke Tan (*Chairman*)
Mah Seong Kung
Loh Eu Tse Derek

授權代表

朱志強先生
29 Jalan Pokok Serunai
Singapore 468164

黃浩宸先生，香港律師
香港
金鐘道89號
力寶中心二座
37樓3708室

合規主任

朱志強先生
29 Jalan Pokok Serunai
Singapore 468164

合規顧問

香江資本有限公司
香港九龍
尖沙咀
海港城
海洋中心622室

審核委員會

马雄刚(*主席*)
盧有志
Wong Loke Tan

薪酬委員會

盧有志(*主席*)
Wong Loke Tan
马雄刚
朱志強

提名委員會

Wong Loke Tan(*主席*)
马雄刚
盧有志



Company Information (Continued)

公司資料(續)

INTERNAL CONTROL COMMITTEE

Loh Eu Tse Derek (*Chairman*)
Chu Chee Keong
Cui Kewei Joshua

內部控制委員會

盧有志(主席)
朱志強
崔珂維

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21st Floor
148 Electric Road
North Point
Hong Kong

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

PRINCIPAL BANKERS

DBS Bank Ltd.
12 Marine Boulevard
Level 3, Marina Bay Financial Centre Tower 3
Singapore 018982

主要往來銀行

DBS Bank Ltd.
12 Marina Boulevard
Level 3, Marina Bay Financial Centre Tower 3
Singapore 018982

STOCK CODE

2108

股份代號

2108

BOARD LOT

4,000 shares

買賣單位

4,000股股份

Chairman's Statement

主席報告書

Dear Shareholders,

It is my pleasure to present on behalf of the board ("Board") of directors ("Directors") the annual results of K2 F&B Holdings Limited (the "Company" or "K2 F&B"), together with its subsidiaries (collectively, the "Group") for the financial year ended 31 December 2018 (the "Year" or the "Year under Review").

In 2018, the global economy was challenging with a confluence of uncertainties, such as the escalation of trade tensions between the US and its key trading partners, the abrupt tightening of global financial conditions, as well as the Brexit issue. The heightened uncertainties and risks in the global economy have led to a rise in volatility in global financial markets and could trigger a loss of confidence and hit consumption spending. Against the external environment, the Singapore economy grew by 3.2 percent in 2018, a moderation from the 3.9 percent growth recorded in 2017, according to the Ministry of Trade and Industry ("MTI"), Republic of Singapore.

During the Year, the food and beverage service market remained as one of the most essential service markets in Singapore and accounted for the largest share in terms of consumer spending, according to market research report. 2018 also saw the increasing importance of social and business activities in Singapore, along with residents' increased dining-out expenditures, which are expected to further stimulate the continued development of the country's food and beverage service market. Similarly, there are growing numbers of international visitors to Singapore. The numbers and diversity of the visitors serve as a drive to encourage the market to grow.

敬啟者：

本人謹此代表董事(「董事」)會(「董事會」)提呈 K2 F&B Holdings Limited(「本公司」或「K2 F&B」)連同其附屬公司(統稱為「本集團」)截至2018年12月31日止財政年度(「本年度」或「回顧年度」)之年度業績。

2018年，全球經濟受諸多不確定因素影響，如美國與其主要貿易夥伴之間的貿易局面愈發緊張，全球金融狀況陡然縮緊以及英國退歐等問題。全球經濟的不確定性及風險加劇導致全球金融市場波動性上漲，從而可能降低民眾信心及減少消費支出。根據新加坡貿易及工業部(「貿工部」)，新加坡經濟受外部經濟影響於2018年上漲了3.2%，但較2017年的3.9%略有下降。

於本年度，根據市場研究報告可知，餐飲服務市場於該年度仍舊是新加坡最為重要的服務市場之一，於消費性支出中佔據了最大份額。於2018年，隨著居民外出用餐開支增加，新加坡社會及商業活動的重要性亦有所增加，預期將進一步推動新加坡國內餐飲服務市場的持續發展。此外，新加坡國際遊客數量亦在不斷增加。遊客數量及多元化積極地推動了市場增長。



Chairman's Statement (Continued)

主席報告書(續)

While facing both the global challenges and domestic opportunities at the same time, the Group managed to maintain a healthy and sustainable growth during the Year. During the Year under Review, we operated a total of 13 food establishments, being 12 food centers and one food street, and recorded revenue of approximately S\$45.0 million, represented an increase of 2.3% compared with the revenue of approximately S\$44.0 million in the same period of last year. Furthermore, our recorded profit of approximately S\$6.3 million after adjusting back the one-off listing expenses of approximately S\$2.3 million, represented an increase of 14.5% compared with the profit of approximately S\$5.5 million a year ago. Thus, I am confident that our strong and dynamic management team and staff will lead K2 F&B to an even brighter future, and will take on each challenge and seize each and every opportunity to grow the Group's business.

K2 F&B was listed on the main board of Hong Kong Stock Exchange on 6th March, 2019. Expanding into the Hong Kong capital market is a major milestone in the development of our Company and we see this as a strategy to enhance our brand awareness, reputation, and the Group's financial position.

Moving further into 2019, as a listed company, we will undertake a range of structural actions to further advance corporate governance, strive to expand our market share in Singapore, and spare no efforts to establish the Group in a stronger position to create higher value for shareholders.

On behalf of the Board, I would like to take this opportunity to extend my sincerest gratitude to our experienced management team and staff for their unflagging commitment and contribution over the past year, and to our shareholders, business partners and customers for their relentless support and trust.

Mr. Chu Chee Keong
Chairman

26 April 2019

於本年度，本集團在面對全球挑戰及國內機遇的同時，成功地保持了快速、健康和可持續性發展。於回顧年度，我們合共經營13間食肆（即12間美食中心及一條美食街），錄得收益約45.0百萬新加坡元，較去年同期約44.0百萬新加坡元的收益增加2.3%。此外，調回一次性上市開支約2.3百萬新加坡元後，我們錄得溢利約6.3百萬新加坡元，較去年約5.5百萬新加坡元的溢利增加14.5%。因此，本集團堅信，我們強大而充滿活力的管理團隊及員工將會領導K2 F&B走向更加美好的未來，並將積極迎接每一次挑戰，抓住機遇，促使本集團業務不斷發展。

2019年3月6日，K2 F&B於香港聯交所主板上市。在本公司的發展過程中，進軍香港資本市場乃屬重要里程碑。我們認為，此策略有助於我們擴大品牌知名度、提高聲譽並改善本集團財務狀況。

邁向2019年，本公司作為上市公司將採取一系列結構化行動，進一步推動企業管治，極力擴大本公司於新加坡市場內的市場份額，並不遺餘力地促使本集團佔據絕佳地位，並為股東創造出更大的價值。

本人謹代表董事會，藉此機會向我們經驗豐富的管理團隊及員工致以最誠摯的謝意，感謝彼等在過去一年中堅守承諾且不懈努力，並衷心感謝我們的股東、業務合作夥伴及客戶一直以來的鼎力支持及信任。

朱志強先生
主席

2019年4月26日

Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Directors

Mr. Chu Chee Keong (朱志強) (“Mr. Chu”), aged 47, is the Chairman of the Board, Chief Executive Officer, an Executive Director, a member of the remuneration committee (“Remuneration Committee”) and internal control compliance committee (“Internal Control Compliance Committee”) of our Company. He is also the founder of our Group and has been serving as a director of Fu Chan F&B Pte. Ltd. since 2004. He was redesignated as an executive Director and appointed as the chairman of our Board and chief executive officer of our Group on 30 August 2018. He is primarily responsible for the overall strategic planning, management and operation of our Group.

Mr. Chu is an entrepreneur. Mr. Chu has over 16 years of experience in the food and beverage industry. Since May 1993, Mr. Chu has been the sole proprietor of E Teng What Fisheries, a business that is principally engaged in wholesale import and export and retail of fishes, and he was primarily responsible for the overall management of the business. Since July 2002, Mr. Chu has been working in Fu Chan Food Paradise, a sole-proprietor business that is principally engaged in food and beverage.

Save for being the spouse of Ms. Leow Poh Hoon and the father of Ms. Chu Pek Si, Mr. Chu does not have any relationship with other Directors and senior management.

董事

執行董事

朱志強先生(「朱先生」)，47歲，為本公司董事會主席、行政總裁、薪酬委員會(「薪酬委員會」)及內部控制合規委員會(「內部控制合規委員會」)成員。彼亦為本集團的創辦人，自2004年起一直擔任Fu Chan F&B Pte. Ltd.的董事。彼於2018年8月30日調任為執行董事並獲委任為我們的董事會主席及本集團的行政總裁。彼主要負責本集團的整體策略規劃、管理及營運。

朱先生為一名企業家。朱先生於餐飲業擁有逾16年經驗。自1993年5月起，朱先生為E Teng What Fisheries(主要從事魚類批發進出口及零售業務)的獨資經營者，主要負責整體業務管理。自2002年7月起，朱先生於Fu Chan Food Paradise(主要從事餐飲的獨資經營業務)工作。

除為廖宝云女士之配偶及朱佩诗女士之父外，朱先生與其他董事及高級管理層並無任何關係。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Leow Poh Hoon (廖宝云) (“Ms. Leow”), aged 48, is an Executive Director of our Company. She joined our Group in January 2004 as operations manager. She was appointed as a director of Fu Chan F&B Group Pte. Ltd. in April 2010. She was appointed as an executive Director on 30 August 2018. She is primarily responsible for the day-to-day operation, budget and strategic planning and administration of our Group.

Ms. Leow has over 16 years of experience in the food and beverage industry. Prior to joining our Group, from October 1992 to July 2000, Ms. Leow worked in E Teng What Fisheries as an operation assistant, being primarily responsible for operation of business. Since April 2003, Ms. Leow began working in Fu Chan Food Paradise together with Mr. Chu, being primarily responsible for operation of business. Ms. Leow has been an operations manager of Fu Chan F&B Pte. Ltd. since its incorporation in January 2004.

Save for being the spouse of Mr. Chu and the mother of Ms. Chu Pek Si, Ms. Leow does not have any relationship with other Directors and senior management.

Non-executive Director

Ms. Chu Pek Si (朱佩诗) (“Ms. Chu”), aged 22, is a Non-Executive Director of our Company. She was appointed as our Non-Executive Director on 30 August 2018. Ms. Chu is the daughter of Mr. Chu and Ms. Leow. She is responsible for providing strategic advice to our Group.

Ms. Chu joined our Group in December 2012 and worked as an administrative assistant until June 2017 during which she was responsible for providing administrative support to the business operations and assisting daily operation and co-ordination of the food centres and food street. Ms. Chu rejoined our Group in April 2018 and has been working as a part-time administrative assistant of our Group where she is mainly responsible for payrolls and operations.

Ms. Chu obtained a Certificate in Supervise Construction Work in Workplace Safety and Health (formerly known as Building Construction Supervisors Safety Course) and a Diploma in Civil Engineering with Business, in January 2015 and March 2016, both from Singapore Polytechnic respectively. She is currently pursuing a Bachelor’s Degree in Engineering with Honours in Civil Engineering at the Singapore Institute of Technology.

廖宝云女士(「廖女士」)，48歲，為本公司執行董事。彼於2004年1月加入本集團擔任營運經理。彼於2010年4月獲委任為Fu Chan F&B Group Pte. Ltd.的董事。彼於2018年8月30日獲委任為執行董事。彼主要負責本集團日常營運、預算及策略規劃及行政。

廖女士於餐飲業擁有逾16年經驗。加入本集團前，自1992年10月至2000年7月，廖女士於E Teng What Fisheries任職營運助理，主要負責業務經營。自2003年4月起，廖女士開始與朱先生於Fu Chan Food Paradise工作，主要負責業務經營。廖女士自Fu Chan F&B Pte. Ltd.於2004年1月註冊成立起一直擔任營運經理。

除為朱先生之配偶及朱佩诗女士之母外，朱女士與其他董事及高級管理層並無任何關係。

非執行董事

朱佩诗女士(「朱女士」)，22歲，為本公司非執行董事。彼於2018年8月30日獲委任為我們的非執行董事。彼為朱先生及廖女士的女兒，負責為本集團提供策略建議。

朱女士於2012年12月加入本集團，直至2017年6月擔任行政助理，其間彼負責為業務營運提供行政支援及協助美食中心及美食街的日常營運及協調。朱女士於2018年4月再次加入本集團並擔任兼職行政助理，主要負責工資及營運。

朱女士於2015年1月及2016年3月分別於新加坡理工學院取得建築工作場所安全及健康監督(前稱為樓宇建築監督安全課程)證書及土木工程與商業文憑。彼現正於新加坡理工大學修讀土木工程榮譽工學士學位。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Independent non-executive Directors

Mr. Wong Loke Tan (“Mr. Wong”), aged 63, is an Independent Non-Executive Director, the chairman of the nomination committee (“Nomination Committee”), a member of the audit committee (“Audit Committee”) and a member of the Remuneration Committee of our Company. He was appointed as our Independent Non-Executive Director on 1 February 2019. He is responsible for providing independent judgment on issues of policy, accountability, resources and standards of conduct.

Mr. Wong has over 30 years of banking experience. His experience and expertise span across syndicated loans, project financing, structured trade financing and mergers and acquisitions. Before joining our Group, Mr. Wong worked in various international banks including OCBC Bank where he worked from 1989 to 2003 and was responsible for handling various portfolios of corporate clients. From July 2003 to his retirement in June 2016, he worked at Maybank, with his last position held as Senior Vice President and Head of Singapore Main Branch Business Centre in the bank’s commercial banking unit, where he built a strong SME portfolio consisting of many established players in their respective industries in Singapore.

Mr. Wong is the non-executive independent director of Union Steel Holdings Limited (Main Board of Singapore Stock Exchange, Stock Code: BLA.SI), Adventus Holdings Limited (Catalist Market of Singapore Stock Exchange, Stock Code: 5EF.SI) and Koyo International Limited (Catalist Market of Singapore Stock Exchange, Stock Code: KOYO.SI).

Mr. Wong is dedicated to contribute to civic organisations such as the Saint Gabriel’s School Management Committee. In 2013, he was awarded the Bronze Medallion Service Award by the Ministry of Education of Singapore in recognition of his contributions and services.

Mr. Wong obtained his Master of Business Administration degree from Brunel University London in the United Kingdom in May 1996. He later obtained an Executive Diploma in Directorship from the Singapore Management University and the Singapore Institute of Directors in March 2013.

獨立非執行董事

Wong Loke Tan先生(「Wong先生」)，63歲，為本公司獨立非執行董事、提名委員會(「提名委員會」)主席、審核委員會(「審核委員會」)及薪酬委員會成員。彼於2019年2月1日獲委任為我們的獨立非執行董事。彼負責就政策、問責性、資源及行為標準問題上提供獨立判斷。

Wong先生擁有超過30年銀行從業經驗。其經驗及專業包括聯合貸款、項目融資、結構性貿易融資及合併與收購。於加入本集團前，Wong先生於多家國際銀行工作，包括自1989年至2003年於華僑銀行工作，負責處理公司客戶的各種投資組合。自2003年7月至2016年6月退休，彼於馬來亞銀行工作，其最後職位為高級副總裁及商業銀行部新加坡主分支商業中心的主管，彼於此建立了一個堅實的中小型企業檔案，包括於新加坡各自行業發展良好的企業。

Wong先生為Union Steel Holdings Limited(新加坡交易所，股份代號：BLA.SI)、Adventus Holdings Limited(新加坡交易所凱利板，股份代號：5EF.SI)及Koyo International Limited(新加坡交易所凱利板，股份代號：KOYO.SI)的獨立非執行董事。

Wong先生致力奉獻於社團組織，如Saint Gabriel’s School Management Committee。彼於2013年獲新加坡教育部授予Bronze Medallion Service Award，以肯定其奉獻及服務。

Wong先生於1996年5月於英國布魯爾大學獲得工商管理碩士學位，及後於2013年3月於新加坡管理大學及新加坡董事學會獲得董事行政人員文憑。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Loh Eu Tse Derek (盧有志) (“Mr. Loh”), aged 52, is an Independent Non-Executive Director, the chairman of the Remuneration Committee and the Internal Control Compliance Committee, a member of the Audit Committee and a member of the Nomination Committee of our Company. He was appointed as our Independent Non-Executive Director on 1 February 2019. He is responsible for providing independent judgment on issues of policy, accountability, resources and standard of conduct.

Mr. Loh is a practising lawyer in Singapore. He graduated from the University of Cambridge in the United Kingdom in June 1990. He then obtained his Postgraduate Practical Course in Law Certificate from the Board of Legal Education in Singapore in December 1992. Mr. Loh was admitted as a fellow of the Singapore Institute of Arbitrators in August 2011 and was appointed as an adjudicator of the Singapore Mediation Centre in April 2016. Mr. Loh joined his current firm, TSMP Law Corporation, in September 2001, where he is currently a partner. His practice is focused on construction and engineering law.

Mr. Loh is a non-executive independent Director of Vibrant Group Limited (Main Board of Singapore Stock Exchange, Stock Code: BIP.SI), Adventus Holdings Limited (Catalist Market of Singapore Stock Exchange, Stock Code: 5EF.SI), and DISA Limited (Catalist market of Singapore Stock Exchange, Stock Code: 532.SI). He is also an independent non-executive director of Vietnam Enterprise Investments Limited (London Stock Exchange, Stock Code: VEIL) and Federal International (2000) Limited (Main Board of Singapore Stock Exchange, Stock Code: BDU.SI). He was an independent non-executive director of Metech International Limited (Catalist market of Singapore Stock Exchange, Stock Code: QGI.SI) from November 2011 to November 2018.

盧有志先生(「盧先生」)，52歲，為本公司獨立非執行董事、薪酬委員會及內部控制合規委員會主席、審核委員會及提名委員會成員。彼於2019年2月1日獲委任為我們的獨立非執行董事。彼負責就政策、問責性、資源及行為標準問題上提供獨立判斷。

盧先生為新加坡執業律師。彼於1990年6月畢業於英國劍橋大學，其後於1992年12月於新加坡法律教育委員會取得研究生法學實務課程證書。盧先生於2011年8月被認可為Singapore Institute of Arbitrators一員並於2016年4月獲委任為新加坡調解中心的裁定人。盧先生於2001年9月加入其現任公司TSMP Law Corporation，目前為該公司的合夥人，專攻建造及工程法。

盧先生為Vibrant Group Limited(新加坡交易所主板，股份代號：BIP.SI)、Adventus Holdings Limited(新加坡交易所凱利板，股份代號：5EF.SI)、DISA Limited(新加坡交易所凱利板，股份代號：532.SI)的獨立非執行董事。彼亦為Vietnam Enterprise Investments Limited(倫敦交易所，股份代號：VEIL)及Federal International (2000) Limited(新加坡交易所主板，股份代號：BDU.SI)的獨立非執行董事。自2011年11月至2018年11月，彼為Metech International Limited(新加坡交易所凱利板，股份代號：QGI.SI)的獨立非執行董事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Mah Seong Kung (马雄刚) (“Mr. Mah”), aged 51, is an Independent Non-Executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of our Company. He was appointed as our Independent Non-Executive Director on 1 February 2019. He is responsible for providing independent judgment on issues of policy, accountability, resources and standard of conduct.

Before joining our Group, Mr. Mah has had over 20 years of experience in investment and corporate finance advisory. Mr. Mah started his career in KPMG Peat Marwick (now known as KPMG) in Singapore and worked with the firm from June 1991 to November 1994 with his last position as audit senior, carrying out the planning control and co-ordination of audit assignments allocated to him. From September 1994 to November 1997, Mr. Mah then joined the corporate planning department of United Overseas Bank Limited and in November 1997 he worked as an investment manager at Transpac Capital Pte. Ltd., a venture capital and private equity firm. From November 2000 to October 2003, Mr. Mah worked as the general manager at TMC Education Corporation Limited (formerly known as TMC International Holdings Limited) whose issuer name has now changed to Global Dragon Limited (stock code: 586.SI) in the Singapore Stock Exchange. Afterwards, from November 2003 to July 2009, he joined Omega Capital Pte. Ltd., a licensed capital market advisory firm where he was responsible for business development, supervision and execution of corporate finance projects including initial public offerings and was promoted to the position of executive director.

In December 2012, Mr. Mah joined Sum Cheong Global Pte. Ltd. as a director where he assisted in developing its food commercial hub in Dongguan, PRC and establishing a food trading platform. Later, in January 2016, he joined as a director (designate) of Biztrack Consultants Pte Ltd which is a nominated adviser of the National Stock Exchange of Australia.

Mr. Mah obtained his Bachelor’s Degree of Accountancy from the National University of Singapore in July 1991. Mr. Mah was admitted as a chartered accountant in Singapore by the Institute of Singapore Chartered Accountants in July 2013.

Mr. Mah is the Director of I M Quarries Limited (National Stock Exchange of Australia, Stock Code: NSX.IM1) and an Independent Non-Executive Director of Mecurius Capital Investment Limited (Catalist Market of Singapore Stock Exchange, Stock Code: MERC.SI).

马雄刚先生(「马先生」), 51岁, 为本公司独立非执行董事、审核委员会主席、薪酬委员会及提名委员会成员。彼于2019年2月1日获委任为我们的独立非执行董事。彼负责就政策、问责性、资源及行为标准问题上提供独立判断。

於加入本集團前, 马先生於投資及企業財務顧問方面擁有超過20年經驗。彼自1991年6月至1994年11月起於新加坡畢馬威會計師事務所工作及展開其事業生涯, 其於該事務所中最後職位為高級審核員, 負責執行計劃控制及協調獲委派之審核工作。後來马先生自1994年9月至1997年11月加入大華銀行有限公司的企業規劃部。於1997年11月, 马先生於Transpac Capital Pte Ltd. (一間創業投資及私募投資公司)任職投資經理。自2000年11月至2003年10月, 马先生於TMC Education Corporation Limited (前稱為TMC International Holdings Limited)任職總經理, 發行人名稱現於新加坡交易所現已改為Global Dragon Limited (股份代號: 586.SI)。其後, 彼自2003年11月至2009年7月加入一間持牌資金市場顧問公司Omega Capital Pte. Ltd., 彼負責業務發展、監督、執行企業融資項目, 包括首次公開發售, 並獲晉升為執行董事。

於2012年12月, 马先生加入Sum Cheong Global Pte. Ltd. 成為董事, 彼協助於中國東莞發展餐飲商業中心以及建立餐飲貿易平台。其後, 於2016年1月, 彼加入Biztrack Consultant Pte Ltd (為澳洲國家證券交易所提名顧問)擔任董事(候任)。

马先生於1991年7月於新加坡國立大學取得會計學學士學位, 於2013年7月獲新加坡特許會計認可為新加坡特許會計師。

马先生為I M Quarries Limited (澳大利亞國家證券交易所, 股份代號: NSX.IM1)的董事及Mecurius Capital Investment Limited (新加坡交易所凱利板, 股份代號: MERC.SI)的獨立非執行董事。

Directors and Senior Management (Continued)

董事及高級管理層(續)

COMPANY SECRETARY

Mr. Hwang Hau-zen Basil (黃浩宸) (“Mr. Hwang”), aged 47, was appointed as the company secretary of our Company on 30 August 2018.

Mr. Hwang has been the managing partner of Hauzen LLP since January 2018. He was previously a partner of Zhong Lun Law Firm from February 2015 to January 2016 and was the managing partner of the Hong Kong office of Dechert LLP from November 2007 to January 2014. Mr. Hwang was the general counsel and joint company secretary of China Shandong Hi-Speed Financial Group Limited (Stock Code: 412), a company listed on the Main Board of the Stock Exchange, from May 2017 to September 2017. He was an executive director, general counsel and head of development and investments and member of the executive committee of Daohe Global Group Limited (Stock Code: 915), a company listed on the Main Board of the Stock Exchange, from February 2015 to January 2017. He was also an independent director of First Sponsor Group Limited (Singapore Stock Exchange: ADN), a company listed on the Singapore Stock Exchange, from May 2014 to February 2017.

Mr. Hwang obtained a LLB (Honours) degree from the National University of Singapore in July 1997, and a Master of Science degree in Global Finance jointly granted by New York University's Stern School of Business and the Hong Kong University of Science and Technology in June 2013. Mr. Hwang was admitted as an advocate and solicitor in Singapore in 1998, as a solicitor in England and Wales in 2000 and as a solicitor in Hong Kong in 2004. He holds a solicitor's practising certificate with the Law Society of Hong Kong. Mr. Hwang has been a board member of The Singapore Chamber of Commerce (Hong Kong) since 2007.

Mr. Hwang is currently also the company secretary of Pipeline Engineering Holdings Limited (the Stock Exchange, Stock Code: 1865).

公司秘書

黃浩宸先生(「黃先生」)，47歲，於2018年8月30日獲委任為本公司的公司秘書。

黃先生自2018年1月起為浩宸律師行有限法律責任合夥的執行事務合夥人，彼自2015年2月至2016年1月原為中倫律師事務所合夥人以及自2007年11月至2014年1月為Hong Kong office of Dechert LLP的執行事務合夥人。黃先生自2017年5月至2017年9月為中國山東高速金融集團有限公司(股份代號：412)的總法律顧問及聯席公司秘書，該公司為於聯交所主板上市公司。彼自2015年2月至2017年1月為道和環球集團有限公司(股份代號：915)執行委員會之執行董事、總法律顧問、發展及投資主管及成員，該公司為於聯交所主板上市公司。彼亦自2014年5月至2017年2月為First Sponsor Group Limited(新加坡交易所：ADN)獨立董事，First Sponsor Group Limited為於新加坡交易所上市公司。

黃先生於1997年7月於新加坡國立大學取得法學(榮譽)學士學位，以及於2013年6月取得由史登商學院及香港科技大學聯合頒發的環球金融理學碩士。黃先生於1998年獲認可為新加坡辯護律師及律師、於2000年獲認可為英格蘭及威爾斯律師及於2004年獲認可為香港律師。彼持有香港律師會律師執業證書。彼自2007年起為新加坡商會(香港)的董事會成員。

黃先生目前亦為Pipeline Engineering Holdings Limited(聯交所，股份代號：1865)的公司秘書。

Directors and Senior Management (Continued)

董事及高級管理層(續)

SENIOR MANAGEMENT

Mr. Cui Kewei Joshua (崔珂维) (“Mr. Cui”), aged 34, is a member of the Internal Control Compliance Committee of our Company. He joined our Group in May 2017 as financial controller. He was promoted to chief financial officer in August 2018. He is primarily responsible for the overall accounting and financial management, project management, strategic planning and internal control of our Group.

Mr. Cui has over 10 years of work experience in accounting and finance. From October 2007 to December 2009, Mr. Cui worked in Foo Kon Tan GT as an audit assistant where he was primarily responsible for carrying out statutory audit works. From December 2009 to November 2010, Mr. Cui worked in Ernst & Young LLP, with his last position as an audit senior, where he worked as a team leader in various audit assignments. From March 2011 to February 2012, Mr. Cui worked in Mapletree Logistics Trust Management Ltd. as an accountant where he was primarily responsible for preparing reports related to the compliance with reporting requirements under the rules of the Singapore Stock Exchange. From February 2012 to September 2015, Mr. Cui then worked at Cogent Holdings Limited with his last position as assistant finance manager where he was primarily responsible for the group’s financial reporting, forecast and budget, SGX-ST compliance and preparation of annual report. From September 2015 to April 2017, Mr. Cui worked as financial controller in Conversant Solutions Pte. Ltd. where he was primarily responsible for managing the company’s accounts, strategic planning and internal control.

Since June 2017, Mr. Cui has been a director of Capital Asia Investments Pte. Ltd. where he is primarily responsible for project financing and cash flow planning.

Mr. Cui graduated from Oxford Brookes University with a Degree of Bachelor of Science in applied accounting in July 2007. Mr. Cui has been a member of the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore) since December 2010.

高級管理層

崔珂维先生(「崔先生」)，34歲，為本公司內部控制合規委員會成員。彼於2017年5月加入本集團擔任財務總監。彼於2018年8月獲晉升為首席財務官。彼主要負責本集團整體會計及財務管理、項目管理、策略規劃及內部控制。

崔先生於會計及財務方面擁有逾10年工作經驗。自2007年10月至2009年12月，崔先生於Foo Kon Tan GT任職審核助理，主要負責進行法定審核工作。自2009年12月至2010年11月，崔先生於安永會計師事務所中最後職位為高級審核員，於多個審核工作擔任團隊領導者。自2011年3月至2012年2月，崔先生於Mapletree Logistics Trust Management Ltd.任職會計師，主要負責編製有關新加坡交易所規則項下報告規定合規性的報告。自2012年2月至2015年9月，崔先生加入Cogent Holdings Limited，其最後職位為助理財務經理，主要負責集團的財務報告、預測及預算、新加坡交易所合規性及年報編製。自2015年9月至2017年4月，崔先生於Conversant Solutions Pte. Ltd.任職財務總監，主要負責管理公司會計、策略規劃及內部控制。

自2017年6月起，崔先生一直擔任Capital Asia Investments Pte. Ltd.的董事，主要負責項目融資及現金流量規劃。

崔先生於2007年7月畢業於牛津布魯克斯大學，取得應用會計理學士學位。崔先生自2010年12月起成為新加坡特許會計師公會(前稱為新加坡註冊會計師協會)成員。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Koh Poy Poy (辜宝宝) (“Ms. Koh”), aged 40, joined our Group in February 2008 as an accounts assistant where she was initially responsible for accounts related work and assisting in day to day business operations. In May 2015, Ms. Koh was promoted to the position of operation assistant and began also to oversee human resource and operation matters of our Group. She is now primarily responsible for business development and managing the operations and overseeing the costs and income of all food centres and the food street of our Group.

In June 2018, Ms. Koh was further promoted to head of food centre operations of our Group. Ms. Koh is responsible for the overall management and oversight of all food centres and food street and the operations managers, including the setting up of new food centres as well as coordinating and monitoring compliance with applicable laws, regulations and licencing requirements across our Group.

Before joining our Group in February 2008, Ms. Koh worked in various industries in Malaysia.

辜宝宝女士(「辜女士」)，40歲，於2008年2月加入本集團成為會計助理，彼最初負責處理會計相關工作及協助日常業務運作。於2015年5月，辜女士獲晉升為營運助理，開始監督本集團的人力資源及營運事務。彼目前主要負責業務發展、營運管理及監督本集團所有美食中心及美食街的成本及收入。

辜女士於2018年6月再次獲晉升擔任本集團的美食中心營運主管，負責整體管理及監督所有美食中心及美食街及營運經理，包括成立新美食中心、協調及監察本集團遵循適用法例、法規及持牌要求。

於2008年2月加入本集團之前，辜女士曾於馬來西亞多個行業工作。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the “Board”) of the Company is committed to maintaining high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company’s corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

The Company has devised its own code of corporate governance based on all the principles and practices as set out in the CG Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

The Shares of the Company have been listed on the Stock Exchange since 6 March 2019 (the “Listing Date”). The Board is of the view that the Company has complied with most of the code provisions as set out in the CG Code for the period from the Listing Date to 31 December 2018 and thereafter up to the date of this report (the “Compliance Period”), except for code provision A.2.1.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code during the Compliance Period.

The Company has also established written guidelines (the “Employees Written Guidelines”) no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

企業管治常規

本公司董事會(「董事會」)致力維持高水平的企業管治。

董事會認為，高水平的企業管治標準對為本公司維護股東權益、提升企業價值、制定其業務策略及政策以及提升其透明度及問責制度提供框架屬至關重要。

本公司之企業管治常規乃基於載列於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四之企業管治守則(「企業管治守則」)所載之原則及守則條文。

本公司已按照載列於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四之管治守則所載之所有原則及守則條文為基準設計自身之企業管治常規守則。

本公司股份自2019年3月6日(「上市日期」)起在聯交所上市。董事會認為自上市日期至2018年12月31日期間及其後直至本報告日期(「合規期間」)，本公司已遵守企業管治守則所載之大多數條文，惟守則條文第A.2.1條除外。

進行證券交易之標準守則

本公司已採納上市規則附錄十所載有關董事進行證券交易之標準守則(「標準守則」)。

本公司已向全體董事作出特定查詢，且董事確認，彼等於合規期間一直遵守標準守則。

本公司亦已就可能擁有本公司未公佈價格敏感資料的僱員進行證券交易制訂條款不遜於標準守則的書面指引(「僱員書面指引」)。本公司並無發現有僱員不遵守僱員書面指引的事件。



Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board Composition

The Board currently comprises six Directors, consisting of two Executive Directors, namely Mr. Chu Chee Keong (Zhu Zhiqiang) and Ms. Leow Poh Hoon (Liao Baoyun), one Non-Executive Director, namely Ms. Chu Pek Si (Zhu Peishi) and three Independent Non-Executive Directors, namely Mr. Wong Loke Tan, Mr. Loh Eu Tse Derek and Mr. Mah Seong Kung.

The Board of the Company currently comprises the following Directors:

Executive Directors

Mr. Chu Chee Keong (*Zhu Zhiqiang*)
Ms. Leow Poh Hoon (*Liao Baoyun*)

Non-Executive Directors

Ms. Chu Pek Si (*Zhu Peishi*)

Independent Non-Executive Directors

Mr. Wong Loke Tan
Mr. Loh Eu Tse Derek
Mr. Mah Seong Kung

The biographical information of the Directors is set out in the section headed "Directors and Senior Management" on pages 7 to 14 of the Annual Report for the year ended 31 December 2018.

Relationships between the Directors are disclosed in the respective Director's biography under the section "Directors and Senior Management" on pages 7 to 12.

董事會

董事會監察本集團之業務、策略決定及表現，並客觀地作出符合本公司最佳利益之決定。

董事會應定期審查董事就執行其職責所需對本公司作出之貢獻，及董事有否投入充足時間履行其職責。

董事會組成

董事會現時由六名董事組成，包括兩名執行董事(即朱志強先生及廖宝云女士)、一名非執行董事(即朱佩诗女士)及三名獨立非執行董事(即Wong Loke Tan先生、盧有志先生及马雄刚先生)。

本公司董事會現時由以下董事組成：

執行董事

朱志強先生
廖宝云女士

非執行董事

朱佩诗女士

獨立非執行董事

Wong Loke Tan先生
盧有志先生
马雄刚先生

董事之履歷資料載於截至2018年12月31日止年度年報第7至14頁的「董事及高級管理層」一節。

各董事間的關係於第7至12頁的「董事及高級管理層」一節項下各董事之履歷中披露。

Corporate Governance Report (Continued)

企業管治報告(續)

Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.

The roles of Chairman and Chief Executive Officer of the Company are performed by Mr. Chu Chee Keong (Zhu Zhiqiang). This deviates from Code provision A.2.1 which requires that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

The Board is of the opinion that it is appropriate and in the best interests of the Company and the Group that Mr. Chu should hold these offices. The Board believes that the current arrangements are the most effective arrangements for purposes of monitoring, assessing and managing the Group's business performance, for ensuring consistent leadership and management, and are in the best interests of the Company and its shareholders.

The Board will continue to review and further improve the Company's corporate governance practices and standards, so as to ensure that its business activities and decision-making processes are regulated in a proper and prudent manner.

Independent Non-executive Directors

During the Compliance Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the Independent Non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all its Independent Non-executive Directors are independent.

主席及行政總裁

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，且不應由一人同時兼任。

朱志強先生擔任本公司主席及行政總裁。守則條文第A.2.1條規定主席與行政總裁的角色應有區分，且不應由一人同時兼任，這與該規定有所偏離。

董事會認為，朱先生擔任該等職位屬適當且符合本公司及本集團之最佳利益。董事會相信，當前之安排為監察、評估及管理本集團之業績，以確保一貫的領導及管理的最佳安排，且符合本公司及其股東之最佳利益。

董事會將繼續審閱及進一步提高本公司企業管治常規及標準，以確保其業務活動及決策過程受到恰當及審慎規管。

獨立非執行董事

於合規期間，董事會一直遵守上市規則有關委任最少三名獨立非執行董事(佔董事會三分之一)而彼等其中一名擁有適當專業資格或會計或相關財務管理專長規定。

本公司已收到各獨立非執行董事根據上市規則第3.13條所載之獨立性指引就其獨立性發出之年度確認書。本公司認為，其全體獨立非執行董事均為獨立人士。



Corporate Governance Report (Continued)

企業管治報告(續)

Appointment and Re-election of Directors

The Non-Executive Directors (including Independent Non-Executive Directors) of the Company are appointed for a specific term of one year, subject to renewal after the expiry of the then-current term.

The Company's Articles of Association provides that all Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment.

Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election.

Responsibilities of the Directors

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including Non-Executive Directors and Independent Non-Executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Independent Non-Executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

董事委任及重選

本公司非執行董事(包括獨立非執行董事)均以一年的特定任期獲委任，任期屆滿後可予重續。

本公司之組織章程細則規定，所有獲委任以填補臨時空缺之董事須於獲委任後之首屆股東大會上由股東選任。

根據本公司之組織章程細則，於每屆股東週年大會上，其時三分之一之董事(或倘董事人數非三或三之倍數時，則最接近但不少於三分之一之董事)須輪值告退，惟每名董事須最少每三年輪值告退一次。退任董事將符合資格膺選連任。

董事之責任

董事會應承擔領導及監控本公司之責任；以及集體負責指導及監管本公司之事務。

董事會直接及間接透過其委員會，帶領並提供指導予管理層，制定策略及監察其實施、監察本集團之營運及財務表現，以及確保設有良好之內部監控及風險管理系統。

全體董事(包括非執行董事及獨立非執行董事)擁有廣泛之寶貴業務經驗、知識及專業精神，有助於董事會高效及有效運作。

獨立非執行董事負責確保本公司之高標準監管報告，並在董事會中提供平衡，以就企業行動和營運提出有效之獨立判斷。

Corporate Governance Report (Continued)

企業管治報告(續)

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Prior to their appointment as Directors of the Company, all Directors received formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of the Director's duties, responsibilities and obligations under the Listing Rules and relevant statutory requirements. Such induction is supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expense.

全體董事均可全面並及時取得本公司所有資料以及可應要求在適當情況下尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事須向本公司披露彼等擔任之其他職務之詳情。

董事會保留有關政策事宜、策略及預算、內部監控及風險管理、重大交易(特別是可能涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜之所有重要事項之決定權。有關執行董事會決策、指導及協調本公司日常營運及管理之職責轉授予管理層。

董事之持續專業發展

董事應不斷了解監管發展及變動，以便有效履行其職責，並確保對董事會作出適切貢獻。

於彼等獲委任為本公司董事前，所有董事於首次獲委任時均會獲得正式、全面及特定入職介紹，以確保其對本公司的業務及運作有適當了解，並完全知悉其在上市規則及相關法定規定下的職務、職責及責任。有關入職培訓還包括考察本公司之主要廠房場地及與本公司之高級管理層會面。

董事應參與適當的持續專業發展，以發展及更新彼等的知識及技能。本公司將為董事安排內部簡報，並於適當時候向董事提供相關議題的閱讀材料。本公司鼓勵所有董事出席相關培訓課程，費用由本公司承擔。



Corporate Governance Report (Continued)

企業管治報告(續)

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Internal Control Compliance Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Company Information" on page 2.

Audit Committee

The Audit Committee consists of three Independent Non-Executive Director, namely Mr. Mah Seong Kung, Mr. Loh Eu Tse Derek and Mr. Wong Loke Tan. Mr. Mah Seong Kung is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Audit Committee held one meeting to review, in respect of the year ended 31 December 2018, and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and engagement of non-audit services and relevant scope of works and, connected transactions and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met the external auditors twice without the presence of the Executive Directors.

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會及內部控制合規委員會，以監管本公司事務之特定方面。本公司成立之所有董事委員會均已訂明書面職權範圍，清晰地闡釋彼等之權力和職責。審核委員會、薪酬委員會及提名委員會之職權範圍刊登於本公司網站及聯交所網站，並可應要求時供股東查閱。

各董事委員會之主席及成員名單載於第2頁之「公司資料」。

審核委員會

審核委員會由三名獨立非執行董事組成，即馬雄剛先生、盧有志先生及Wong Loke Tan先生。馬雄剛先生為審核委員會主席。

審核委員會職權範圍之條款不比企業管治守則所載者寬鬆。審核委員會之主要職責是協助董事會審閱財務資料及報告流程、風險管理及內部監控系統、內部審核職能之有效性、審核範圍及委任外聘核數師，以及讓本公司僱員就財務申報、內部監控或本公司其他事項之可能不當行為提出關注之安排。

審核委員會已舉行一次會議，以審閱截至2018年12月31日止年度之年度財務業績及報告以及有關財務申報、營運及合規監控、風險管理及內部監控系統以及內部審核職能之有效性、委任外聘核數師及委聘非審核服務與相關工作範圍及關連交易之重大事宜，以及讓僱員提出有關可能不當行為之關注之安排。

審核委員會亦在執行董事不在場的情況下與外部核數師進行了兩次面談。

Corporate Governance Report (Continued)

企業管治報告(續)

Remuneration Committee

The Remuneration Committee consists of four members, namely Mr. Loh Eu Tse Derek, Independent Non-Executive Director, Mr. Wong Loke Tan, Independent Non-Executive Director, Mr. Mah Seong Kung, Independent Non-Executive Director, and Mr. Chu Chee Keong (Zhu Zhiqiang), Executive Director. Mr. Loh Eu Tse Derek is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy and structure of the Company and the remuneration packages of the Executive Directors and senior management and other related matters.

Details of the remuneration of the Executive Directors by band are set out in note 11 in the Notes to the Audited Financial Statements for the year ended 31 December 2018.

Nomination Committee

The Nomination Committee consists of three members, namely Mr. Wong Loke Tan, Independent Non-Executive Director, Mr. Mah Seong Kung, Independent Non-Executive Director, and Mr. Loh Eu Tse Derek, Independent Non-Executive Director. Mr. Wong Loke Tan is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of Independent Non-Executive Directors.

薪酬委員會

薪酬委員會由四名成員組成，即獨立非執行董事盧有志先生、獨立非執行董事Wong Loke Tan先生、獨立非執行董事馬雄剛先生及執行董事朱志強先生。盧有志先生為薪酬委員會主席。

薪酬委員會職權範圍之條款不比企業管治守則所載者寬鬆。薪酬委員會之主要職能包括審閱個別執行董事及高級管理層之薪酬待遇、全體董事及高級管理層之薪酬政策及架構並就此向董事會作出推薦建議；及設立透明程序以制定有關薪酬政策及架構，從而確保概無董事或其任何聯繫人士可參與釐定其本身之薪酬。

薪酬委員會已舉行一次會議，以審閱本公司的薪酬政策及結構、執行董事及高級管理層的薪酬組合以及其他有關事宜，並向董事會提出推薦意見。

按組別劃分執行董事薪酬詳情乃載於截至2018年12月31日止年度之經審核財務報表附註11。

提名委員會

提名委員會由三名成員組成，即獨立非執行董事Wong Loke Tan先生、獨立非執行董事馬雄剛先生及獨立非執行董事盧有志先生。Wong Loke Tan先生為提名委員會主席。

提名委員會職權範圍之條款不比企業管治守則所載者寬鬆。

提名委員會之主要職責包括檢討董事會之組成、制定及擬定提名及委任董事之相關程序、就董事委任及繼任計劃向董事會作出推薦建議，以及評估獨立非執行董事之獨立性。



Corporate Governance Report (Continued)

企業管治報告(續)

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience etc. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee did not hold any meetings during the Compliance Period.

The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and has not set any measurable objective implementing the Board diversity policy.

Internal Control Compliance Committee

The Internal Control Compliance Committee consists of three members, namely Mr. Loh Eu Tse Derek, Independent Non-executive Director, Mr. Chu Chee Keong (Zhu Zhiqiang), Executive Director, and Mr. Cui Kewei Joshua. Mr. Loh Eu Tse Derek is the chairman of the Nomination Committee.

The principal duties of the Internal Control Compliance Committee include overseeing our Group's legal and compliance matters relating to our operations going forward in order to ensure compliance with the relevant Singapore laws and regulations as well as to prevent recurrence of our historical non-compliances. The functions of the Internal Control Compliance Committee include (i) monitoring and ensuring our Group's compliance with Singapore laws, rules and regulations as applicable to our Group's operations; (ii) providing status reports to the Board of Directors on a regular basis; (iii) engaging external advisers where necessary; and (iv) taking all necessary measures as it thinks appropriate to ensure the aforesaid measures are properly implemented.

The Internal Control Compliance Committee did not hold any meetings during the Compliance Period.

在評估董事會的組成時，提名委員會將考慮多方面因素以及有關董事會多元化之因素，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業和地區經驗等。提名委員會將在有需要時討論並商定可衡量的目標以實現董事會成員多元化，並向董事會提出建議以供採用。

在物色及甄選合適的董事候選人時，提名委員會將在向董事會作出推薦建議前考慮就補足公司策略及達致董事會成員多元化而言屬必要的候選人的個性、資歷、經驗、獨立性及其他相關標準(如適用)。

於合規期間，提名委員會並無舉行任何會議。

提名委員會認為董事會已維持多元化觀點之適當平衡，且在實施董事會成員多元化政策時並無訂立任何可計量目標。

內部控制合規委員會

內部控制合規委員會由三名成員組成，即獨立非執行董事盧有志先生、執行董事朱志強先生及崔珂維先生。盧有志先生為提名委員會主席。

內部控制合規委員會的主要職責包括監督本集團與日後營運相關的法律及合規事宜，以確保遵守及相關的新加坡法律及法規，並防止再次出現我們的過往違規行為。內部控制合規委員會的職能包括(i)監督及確保本集團遵守適用於本集團業務的新加坡法律、規則及規例；(ii)定期向董事會提交狀態報告；(iii)在必要時聘請外部顧問；及(iv)採取其認為適當的一切必要措施，以確保妥善執行上述措施。

於合規期間，內部控制合規委員會並無舉行任何會議。

Corporate Governance Report (Continued)

企業管治報告(續)

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the Compliance Period, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF DIRECTORS

The attendance record of each director at the Board and Board Committee meetings and the general meetings of the Company held during the Compliance Period is set out in the table below:

Name of Director	董事姓名	Attendance/Number of Meetings 出席次數/會議次數						Other General Meetings (if any) 其他股東大會 (如有)
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會		
Mr. Chu Chee Keong (Zhu Zhiqiang)	朱志強先生	1/1	N/A 不適用	1/1	N/A 不適用	N/A 不適用	N/A 不適用	
Ms. Leow Poh Hoon (Liao Baoyun)	廖宝云女士	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Ms. Chu Pek Si (Zhu Peishi)	朱佩诗女士	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	
Mr. Wong Loke Tan	Wong Loke Tan 先生	1/1	1/1	1/1	0/0	N/A 不適用	N/A 不適用	
Mr. Loh Eu Tse Derek	盧有志先生	1/1	1/1	1/1	0/0	N/A 不適用	N/A 不適用	
Mr. Mah Seong Kung	马雄刚先生	1/1	1/1	1/1	0/0	N/A 不適用	N/A 不適用	

Apart from regular Board meetings, the Chairman also held meetings with the Non-executive Directors (including Independent Non-executive Directors) without the presence of Executive Directors during the year.

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

於合規期間，董事會已檢討本公司之企業管治政策及常規、董事及高級管理層培訓及持續專業發展、本公司在遵守法律及監管規定、遵守標準守則及書面僱員指引及本公司遵守企業管治守則方面之政策及常規，以及於本企業管治報告之披露事宜。

董事出席記錄

各董事於合規期間舉行的董事會及董事委員會會議及本公司股東大會之出席記錄載於下表：

於本年度內，除定期董事會會議外，主席亦與非執行董事（包括獨立非執行董事）舉行沒有執行董事出席的會議。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROLS

風險管理及內部控制

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

董事會確認其有關風險管理及內部監控制度以及檢討其成效之責任。此等制度旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

董事會有整體責任評估及釐定本公司為達成戰略目標所願承擔之風險性質及程度，並建立及維持合適及有效之風險管理及內部監控制度。

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

審核委員會協助董事會領導管理層及監督彼等對風險管理及內部監控制度的設計、實施及監察。

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, sales and leasing, financial reporting, human resources and information technology.

本公司已發展並採納多項權責清晰的風險管理程序及指引，以實施主要業務程序及辦公職能，包括項目管理、銷售及租賃、財務報告、人力資源及信息技術。

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

所有分部／部門定期進行內部監控評估，以識別對本集團業務及各方面(包括主要營運及財務程序、監管合規及資訊保安)具有潛在影響的風險。本公司須每年進行自我評估以確認各分部／部門已妥為遵從監控政策。

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

管理層在分部／部門主管協調下，評估風險發生概率、提供應對計劃及監察風險管理進程，並向審核委員會及董事會報告所有結果及系統成效。

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems during the Compliance Period.

管理層已向董事會及審核委員會確認於合規期間風險管理及內部監控制度的成效。

Corporate Governance Report (Continued)

企業管治報告(續)

The Internal Audit Department is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined key issues in relation to the accounting practices and all material controls and provided its findings and recommendations for improvement to the Audit Committee.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, during the Compliance Period, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2018.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 79 to 179.

內部審計部負責獨立檢討風險管理及內部監控制度的充足性及成效。內部審計職能審查有關會計常規及所有重大控制的關鍵事宜，並向審核委員會提供其發現及改進建議。

董事會在審核委員會的支持下，並經參考管理層報告及內部審計結果，檢討於合規期間之風險管理及內部監控制度(包括財務、營運及合規監控)，且認為該等制度有效及足夠。年度檢討亦涵蓋財務申報及內部審計職能，以及員工資格、經驗及相關資源。

董事有關財務報表之責任

董事知悉彼等須負責編製本公司截至2018年12月31日止年度之財務報表。

董事並不知悉有關可能對本公司持續經營能力構成重大疑問之事件或情況之任何重大不確定因素。

本公司獨立核數師有關彼等就財務報表之申報責任之聲明載於第79至179頁之獨立核數師報告內。



Corporate Governance Report (Continued)

企業管治報告(續)

AUDITORS' REMUNERATION

An analysis of the remuneration paid to the external auditors of the Company, HLB Hodgson Impey Cheng Limited, in respect of audit services and non-audit services for the year ended 31 December 2018 is set out below:

核數師酬金

於截至2018年12月31日止年度就核數服務及非核數服務已付本公司外聘核數師國衛會計師事務所有限公司的酬金分析載列如下：

Fees Paid/Payable		Service Category
已付費用／應付費用		服務類別
		(S\$'000)
		(千新加坡元)
Audit service — Annual audit	核數服務 — 年度審核	124
Audit service — Listing	核數服務 — 上市	421
Non-audit service — Listing	非核數服務 — 上市	9
Total	總計	554

COMPANY SECRETARY

The Company has engaged Hauzen Services Limited, an external service provider, and Mr. Hwang Hau-zen Basil has been appointed as the Company's company secretary. Hauzen Services Limited's primary contact person at the Company is Mr. Cui Kewei Joshua, Chief Finance Officer of the Company.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters.

公司秘書

本公司已委聘浩宸服務有限公司為外部服務提供商及黃浩宸先生獲委任為本公司公司秘書。浩宸服務有限公司在本公司的主要聯繫人為本公司首席財務官崔珂維先生。

全體董事均可就企業管治及董事會常規和事宜取得公司秘書的意見及服務。

Corporate Governance Report (Continued)

企業管治報告(續)

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels and a shareholders' communication policy is in place to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

To safeguard shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Procedures for Convening an Extraordinary General Meeting ("EGM") and Putting Forward Proposals at EGM

Pursuant to article 58 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM.

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (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.

The requisition must state clearly the name of the requisitionists, their shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted in the EGM and signed by the requisitionists.

股東權利

本公司透過各種通訊渠道推動股東參與及實行股東通訊政策以確保股東的意見及關注得到適當解決。該政策予以定期檢討以確保其成效。

為保障股東之利益及權利，本公司將於股東大會上就每項基本上獨立之事項(包括選舉個別董事)提呈獨立決議案。所有於股東大會上提呈之決議案將根據上市規則以投票表決方式進行及投票結果將於各股東大會結束後於本公司及聯交所網站刊登。

召開股東特別大會(「股東特別大會」)的程序及在股東特別大會上提呈議案

根據組織章程細則第58條，董事會在認為適合時可召開股東特別大會。

任何一位或多位於遞呈要求日期持有不少於本公司實繳資本(附有於本公司股東大會表決權利)十分之一的股東，於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支須由本公司向要求人作出償付。

要求書上應清楚列明請求人的姓名、於本公司持股數量、召開股東特別大會的原因、提議收錄的議程及建議在股東特別大會上處理的事宜詳情，並由有關請求人簽署。



Corporate Governance Report (Continued)

企業管治報告(續)

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Suite 3708, 37/F, Tower Two Lippo Centre,
No. 89 Queensway, Hong Kong
(For the attention of the Board of Directors)

Fax: (852) 3798 3201

Email: feedback@fuchangroup.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, directors (or their delegates as appropriate) are available to meet shareholders and answer their enquiries.

During the year under review, the Company has not made any changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

向董事會作出查詢

就向本公司董事會作出任何查詢而言，股東可向本公司發送書面查詢。本公司通常不會處理口頭或匿名查詢。

聯絡詳情

股東可透過以下方式發送彼等之查詢或要求：

地址：香港，金鐘道89號，
力寶中心二座，37樓3708室
(證明收件人為董事會)

傳真：(852) 3798 3201

電子郵件：feedback@fuchangroup.com

為免生疑問，股東必須遞交及發送正式簽署之書面要求、通知或聲明或查詢(視乎情況而定)之正本至上述地址，並提供彼等全名、聯絡詳情及身份，以令其生效。股東資料可根據法律規定予以披露。

與股東及投資者溝通

本公司認為，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現及策略相當重要。本公司致力保持與股東之間之持續對話，尤其是透過股東週年大會及其他股東大會進行。董事(或彼等之代表(如適用))將出席股東週年大會以會見股東及回答彼等之查詢。

於回顧年度內，本公司並無對其組織章程細則作出任何改動。本公司組織章程細則之最新版本亦可於本公司網站及聯交所網站查閱。

Directors' Report

董事會報告

The directors of the Company (the "Directors") have pleasure in presenting their annual report together with the audited consolidated financial statements of the Group (the "Consolidated Financial Statements") for the year ended 31 December 2018 (the "Year").

CORPORATE REORGANISATION AND SHARE OFFER

The Company was incorporated in the Cayman Islands under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised), of the Cayman Islands as an exempted company with limited liability on 13 March 2018.

In preparation for the Listing, the companies comprising the Group underwent a reorganisation (the "Reorganisation"). Pursuant to the Reorganisation, the Company became the holding company of the other members of the Group on 5 September 2018. Further details of the Reorganisation are set out in the section headed "History, Reorganisation and Corporate Structure" of the Prospectus.

The Shares were successfully listed on Main Board on 6 March 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in Note 37 to the Consolidated Financial Statements.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by operating segment is set out in Note 6 to the Consolidated Financial Statements.

BUSINESS REVIEW

The business review of the Group for the Year together the future business development is set out in the section headed "Management Discussion and Analysis" on pages 72 to 78 of this annual report. This discussion form part of the report of directors.

本公司董事(「董事」)欣然提呈本集團截至2018年12月31日止年度(「本年度」)之年報及經審核綜合財務報表(「綜合財務報表」)。

企業重組及股份發售

本公司於2018年3月13日根據開曼群島公司法第22章(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。

為籌備上市，本集團旗下公司已進行重組(「重組」)。根據重組，本公司於2018年9月5日成為本集團其他成員公司的控股公司。重組的進一步詳情載於本招股章程「歷史、重組及公司架構」一節。

股份於2019年3月6日於主板成功上市。

主要業務

本公司的主要業務為投資控股，而本公司主要附屬公司的主要業務則載於綜合財務報表附註37。

分部資料

本集團按經營分部劃分的年內表現之分析載於綜合財務報表附註6。

業務回顧

本集團於本年度之業務回顧與未來業務發展一併載於本年報第72至78頁的「管理層討論及分析」一節。有關討論屬董事會報告的一部分。



Directors' Report (Continued)

董事會報告(續)

RESULTS AND APPROPRIATIONS

The results of the group for the Year are set out in the consolidated statement of comprehensive income on pages 86.

The Directors do not recommend the payment of a final dividend to the shareholders of the Company for the Year 2018 (2017: S\$2,624,000).

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2018 are set out in note 27 to the consolidated financial statements

SHARES ISSUED IN THE YEAR

Details of the shares issued in the year ended 31 December 2018 are set out in note 28 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's did not have reserves available for distribution, calculated in accordance with the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Year or subsisted at the end of the Year.

業績及分配

本集團本年度之業績載於第86頁之綜合全面收益表。

董事不建議向本公司股東派付2018年度末期股息(2017年：2,624,000新加坡元)。

物業、廠房及設備

本集團年內物業、廠房及設備變動之詳情載於綜合財務報表附註17。

借款

於2018年12月31日，本集團的借款詳情載於綜合財務報表附註27。

本年度已發行股份

截至2018年12月31日止年度，已發行股份之詳情載於綜合財務報表附註28。

可供分派儲備

於2018年12月31日，根據開曼群島公司法第22章(1961年第3號法例，經綜合和修訂)計算，本公司無可分派儲備。

股票掛鈎協議

除本公司購股權計劃外，本公司並無於本年度訂立或於本年度末存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立將會或可導致本公司發行股份的任何協議。

Directors' Report (Continued)

董事會報告(續)

PRE-EMPTIVE RIGHTS

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

FOUR YEARS FINANCIAL SUMMARY

A summary of the published results, assets and liabilities of the Group for the last four financial years is set out on page 180. This summary does not form part of the Consolidated Financial Statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the period from the Listing Date to 31 December 2018 and thereafter up to the date of this report (the "Compliance Period"), the Company did not redeem any of its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, which was approved by resolutions in writing of all the sole Shareholder passed on 1 February 2019. The following is a summary of the principal terms of the Share Option Scheme but does not form part of, nor was it intended to be, part of the Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

(a) Purpose of the Share Option Scheme

The purpose of this Share Option Scheme is to enable the Board to grant options to Eligible Persons (as defined below) as incentives or rewards for their contribution or potential contribution to our Group and to recruit and retain high calibre Eligible Persons and attract human resources that are valuable to the Group.

優先購股權

本公司組織章程細則或開曼群島法例並無有關優先購股權的條文致使本公司有責任按比例向現有股東發售新股份。

四年財務概要

本集團過去四個財政年度已刊發業績、資產及負債概要載於第180頁。該概要並不構成綜合財務報表的一部分。

購買、出售或贖回本公司上市證券

自上市日期至2018年12月31日及其後直至本報告日期(「合規期間」)，本公司並無贖回其任何上市證券，且本公司或其任何附屬公司亦無購買或出售該等證券。

購股權計劃

本公司已有條件採納由全體唯一股東於2019年2月1日通過的書面決議批准之購股權計劃。以下為購股權計劃主要條款之概要，但並不構成亦不擬構成購股權計劃的一部分，亦不應被視作對購股權計劃規則之詮釋有影響：

(a) 購股權計劃的目的

本購股權計劃的目的是令董事會向合資格人士(定義見下文)授出購股權作為彼等對本集團所作貢獻或潛在貢獻的激勵或獎勵，以及招聘及挽留高質素合資格人士及吸引對本集團而言屬寶貴的人力資源。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(b) Who may join

Subject to the provisions in the Share Option Scheme, our Directors may at any time and from time to time within a period of ten (10) years commencing from the date of adoption of the Share Option Scheme at their absolute discretion and subject to such terms, conditions, restrictions or limitations as they may think fit offer, at the consideration of HK\$1.00 per option, to grant option to any person belonging to the following classes of participants (the "Eligible Person(s)"):

- (i) any employee or proposed employee (whether full time or part time, including any director) of any member of the Group or invested entity; and
- (ii) any supplier of goods or services, any customer, any person or entity that provides research, development or other technological support, any shareholders or other participants who contribute to the development and growth of our Group or any invested entity.

(c) Maximum number of Shares

- (i) Notwithstanding anything to the contrary herein, the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company shall not, in aggregate, exceed 30% of the total number of Shares in issue from time to time (the "Overall Limit").
- (ii) The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of our Company shall not in aggregate exceed 80,000,000 Shares, being 10% of the total number of Shares (assuming no options are granted under the Share Option Scheme) in issue on the Listing Date (the "Scheme Limit") unless approved by our Shareholders pursuant to paragraph (iv) below. Options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of our Company shall not be counted for the purpose of calculating the Scheme Limit.

購股權計劃(續)

(b) 可參與的人士

根據購股權計劃的條文，董事可自採納購股權計劃日期起計十(10)年內任何時間及不時以彼等可行使之絕對酌情權按彼等認為適合的條款、條件、限制或規限，建議以每份購股權1.00港元的代價向屬於以下類別參與者的任何人士(「合資格人士」)授出購股權：

- (i) 本集團任何成員公司或投資實體的任何僱員或建議僱員(不論全職或兼職，包括任何董事)；及
- (ii) 提供產品或服務的任何供應商；提供研究、開發或其他技術支援的任何客戶、人士或實體；對本集團或任何投資實體的發展及增長作出貢獻的任何股東或其他參與者。

(c) 最高股份數目

- (i) 不論是否與本文件所述內容相抵觸，因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予發行的最高股份數目，合共不得超過不時已發行股份總數的30%(「整體限額」)。
- (ii) 根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，合共不得超過80,000,000股股份，佔上市日期已發行股份總數的10%(「計劃限額」)(假設並無根據購股權計劃授出購股權)，除非根據下文(iv)段獲股東批准則另當別論。根據購股權計劃或本公司任何其他購股權計劃的條款而失效的購股權將不納入計算計劃限額內。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(c) Maximum number of Shares (Continued)

- (iii) Our Company may seek separate approval of the Shareholders in general meeting for refreshing the Scheme Limit, provided that such limit as refreshed shall not exceed 10% of the total number of Shares (assuming no options are granted under the Share Option Scheme) in issue as at the date of the approval of the Shareholders on the refreshment of the Scheme Limit. Options previously granted under the Share Option Scheme or any other share option schemes of our Company (including options outstanding, cancelled, lapsed in accordance with the terms of the Share Option Scheme or any other share option scheme of our Company or exercised) will not be counted for the purpose of calculating the limit as refreshed.

For the purpose of seeking the approval of Shareholders, our Company shall send a circular to the Shareholders containing the information as required under the Listing Rules.

- (iv) Our Company may seek separate approval of our Shareholders in general meeting for granting options beyond the Scheme Limit provided that the Options in excess of the Scheme Limit are granted only to Eligible Persons specifically identified by our Company before such approval is sought and that the proposed grantee(s) and his close associates (or his associates if the proposed grantee is a connected person) shall abstain from voting in the general meeting. For the purpose of seeking the approval of the Shareholders, our Company shall send a circular to the Shareholders containing a generic description of the specified proposed grantees of such options, the number and terms of the options to be granted, the purpose of granting such options to the proposed grantees with an explanation as to how the terms of options serve such purpose and any other information as required under the Listing Rules.

購股權計劃(續)

(c) 最高股份數目(續)

- (iii) 本公司可另行於股東大會上尋求股東批准以更新計劃限額，惟經更新之限額不得超過於股東批准更新計劃限額當日已發行股份總數的10%（假設並無根據購股權計劃授出購股權）。根據購股權計劃或本公司任何其他購股權計劃於先前授出的購股權（包括根據購股權計劃或本公司任何其他購股權計劃的條款尚未行使、已註銷、已失效或已行使的購股權）將不納入計算經更新之限額內。

為尋求股東批准，本公司將向股東寄發通函，當中載有上市規則所需資料。

- (iv) 本公司可另行於股東大會上尋求股東批准授出超過計劃限額的購股權，惟超出計劃限額的購股權僅授予本公司尋求批准前特別選定的合資格人士，且建議承授人及其緊密聯繫人（或倘建議承授人為關連人士，則其聯繫人）須放棄於股東大會上投票。為尋求股東批准，本公司須向股東寄發一份通函，當中載有有關購股權的指定建議承授人的一般描述、將予授出的購股權數目及條款、向建議承授人授予購股權的目的，連同購股權的條款如何符合該目的之解釋及上市規則所規定的任何其他資料。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(d) Maximum entitlement of each Eligible Person

No option shall be granted to any Eligible Person if any further grant of options would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the twelve (12) month period up to and including such further grant would exceed 1% of the total number of Shares in issue from time to time (the "Participant Limit"), unless:

- (i) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which the Eligible Person and his close associates shall abstain from voting;
- (ii) a circular regarding the grant has been despatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules (including the identity of the Eligible Person, the number and terms of the options to be granted and options previously granted to such Eligible Person); and
- (iii) the number and terms (including the subscription price) of the options are fixed before our Shareholders' approval is sought.

(e) Grant of options to connected persons

- (i) Any grant of options to any Director, chief executive or Substantial Shareholder (excluding the proposed director or chief executive) of our Company or any of their respective associates shall be approved by all the independent non-executive Directors (excluding any independent non-executive Director who is any offeree of an option) and shall comply with the relevant provisions of Chapter 17 of the Listing Rules.

購股權計劃(續)

(d) 各合資格人士的最高限額

倘向任何合資格人士進一步授出購股權將導致於直至進一步授出日期(包括該日)止十二(12)個月期間內已授予及將授予該人士的全部購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而發行及將予發行的股份超逾不時已發行股份總數的1%(「參與者限額」),則不會向該合資格人士授出購股權,除非:

- (i) 有關授出已按上市規則第十七章有關條文所規定的方式經股東於股東大會上以決議案正式批准,而該合資格人士及其緊密聯繫人須放棄投票;
- (ii) 已經按上市規則第十七章有關條文所規定的形式向股東寄發一份有關授出的通函,當中載有上市規則第十七章有關條文所規定的資料(包括合資格人士的身份、將授予該合資格人士的購股權及先前已授予該人士的購股權的數目及條款);及
- (iii) 該等購股權的數目及條款(包括認購價)於尋求股東批准前釐定。

(e) 向關連人士授出購股權

- (i) 向任何本公司董事、主要行政人員或主要股東(不包括候任董事或主要行政人員)或彼等各自的任何聯繫人授出購股權須經全體獨立非執行董事(不包括任何為購股權承授人的獨立非執行董事)批准,並須遵守上市規則第十七章的有關條文。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(e) Grant of options to connected persons (Continued)

- (ii) Where an option is to be granted to a Substantial Shareholder or an independent non-executive Director (or any of their respective associates), and such grant will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other share option schemes of our Company in the 12-month period up to and including the date of such grant: (1) representing in aggregate over 0.1% (or such other percentage as may from time to time specified by the Stock Exchange) of the total number of Shares in issue at the relevant time of grant; and (2) having an aggregate value, based on the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of each grant, in excess of HK\$5 million (or such other amount as may from time to time be specified by the Stock Exchange), such grant shall not be valid unless: (aa) a circular containing the details of the grant has been despatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules (including, in particular, a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a grantee of an option) to the independent Shareholders as to voting); and (bb) the grant has been approved by the independent Shareholders in general meeting (taken on a poll), at which the proposed grantee, his associates and all core connected persons of our Company shall abstain from voting in favour of the grant.
- (iii) Where any change is to be made to the terms of any option granted to a Substantial Shareholder or an independent non-executive Director (or any of their respective associates), such change shall not be valid unless the change has been approved by the independent Shareholders in general meeting as required under sub-paragraph (ii) above.

購股權計劃(續)

(e) 向關連人士授出購股權(續)

- (ii) 倘將向主要股東或獨立非執行董事(或彼等各自的任何聯繫人)授出購股權,而上述授出將引致直至授出日期(包括該日)止12個月期間根據購股權計劃及本公司任何其他購股權計劃已授予及將授予該人士的全部購股權(包括已行使、已註銷及尚未行使的購股權)獲行使而已發行及將予發行的股份總數:(1)合共超過於有關授出時間已發行股份總數的0.1%(或聯交所可能不時指定的其他百分比);及(2)按各授出日期股份於聯交所每日報價表所列的收市價計算的總價值超過5百萬港元(或聯交所可能不時指定的其他百分比),則上述授出將告無效,除非:(aa)已按上市規則第十七章有關條文所規定的形式向股東寄發一份通函,當中載有授出詳情及上市規則第十七章有關條文所規定的事宜(尤其包括獨立非執行董事(不包括任何為購股權承授人的獨立非執行董事)向獨立股東作出有關如何投票的建議);及(bb)獨立股東已於股東大會上以投票表決方式批准有關授出,而本公司的建議承授人、其聯繫人及所有核心關連人士須於會上就授出放棄投贊成票。
- (iii) 倘對向主要股東或獨立非執行董事(或彼等各自的任何聯繫人)授出的任何購股權條款作出任何變動,除非有關變動已獲獨立股東於上文(ii)分段規定的股東大會上批准,否則將屬無效。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(f) Time of acceptance and exercise of an option

An offer of grant of an option may be accepted by an Eligible Person within the date as specified in the offer letter issued by our Company, being a date not later than twenty-one (21) days inclusive of, and from, the date upon which it is made, by which the Eligible Person must accept the offer or be deemed to have declined it, provided that such date shall not be more than ten (10) years after the date of adoption of the Share Option Scheme or after the termination of the Share Option Scheme, and no such offer may be accepted by a person who ceases to be an Eligible Person after the offer has been made.

An offer shall be deemed to have been accepted on the date when the duly signed duplicate comprising acceptance of the offer by the Eligible Person, together with a payment in favour of our Company of HK\$1.00 per option by way of consideration for the grant thereof is delivered to our Company. Such consideration shall in no circumstances be refundable. Subject to the rules of the Share Option Scheme, option may be exercised in whole or in part by the grantee at any time before the expiry of the period to be determined and notified by our Board to the grantee which in any event shall not be longer than ten (10) years commencing on the date of the offer letter and expiring on the last day of such ten (10) year period.

(g) Performance targets

There is no performance target that has to be achieved or minimum period in which an option must be held before the exercise of any option save as otherwise imposed by our Board in the relevant offer of options.

購股權計劃(續)

(f) 購股權接納及行使期限

授出購股權的要約可由合資格人士於本公司發出的要約函件所訂明的日期前接納，接納日期為不遲於作出要約日期起計二十一(21)日(包括當日)，屆時合資格人士必須接納要約，否則將被視為已拒絕接納，惟該日期不得超過採納購股權計劃日期或購股權計劃終止的十(10)年後，且於作出要約後不再為合資格人士的人士概不可接納有關要約。

當合資格人士妥為簽署接受要約的副本，連同該人士為相關授予而向本公司作出的每份購股權1.00港元代價的付款送達本公司，則要約須視為於當日獲接受。該代價於任何情況下均不予退還。根據購股權計劃的規則，承授人可於董事會將釐定及知會承授人屆滿期限前隨時行使全部或部分購股權，惟該期間無論如何不得遲於要約函件日期起計十(10)年，並將於該十(10)年期最後一日屆滿。

(g) 表現目標

於任何購股權獲行使前毋須達致任何表現目標，亦無規限持有購股權的最短期間，除非董事會根據相關購股權要約而另行實行則作別論。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(h) Subscription price for Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as determined by our Board, and shall be at least the highest of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant (the "Offer Date"), which must be a trading day, on which our Board passes a resolution approving the making of an offer of grant of an option to an Eligible Person;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the Offer Date; and
- (iii) the nominal value of a Share on the Offer Date.

Where an option is to be granted, the date of our Board meeting at which the grant was proposed shall be taken to be the date of the offer of such option. For the purpose of calculating the subscription price, where an option is to be granted less than five (5) trading days after the listing of the Shares on the Stock Exchange, the new issue price shall be taken to be the closing price for any Business Day within the period before listing.

(i) Ranking of Shares

The Shares to be allotted and issued upon the exercise of an option shall be subject to our Company's constitutional documents for the time being in force and shall rank *pari passu* in all respects with the fully-paid Shares in issue of our Company as at the date of allotment and will entitle the holders to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment.

購股權計劃(續)

(h) 股份認購價

根據購股權計劃所授出的任何特定購股權所涉及的股份認購價為董事會釐定的有關價格，最低價格須為下列三者中的最高者：

- (i) 董事會通過決議案批准向一名合資格人士作出授予購股權要約及授出購股權當日(「要約日期」，該日須為交易日)，股份於聯交所每日報價表所示的收市價；
- (ii) 股份於緊接要約日期前五個交易日於聯交所每日報價表所報的平均收市價；及
- (iii) 於要約日期一股股份的面值。

倘將授出購股權，則於會上提呈該授出的董事會會議日期須被視為該購股權的要約日期。就計算認購價而言，倘購股權於股份在聯交所上市後五(5)個交易日內授出，新發行價須被視為上市前期間內任何營業日的收市價。

(i) 股份的地位

因購股權獲行使而將予配發及發行的股份須符合本公司當時有效的組織章程文件，並與配發當日的本公司已發行繳足股份在所有方面享有同等權益，並將賦予持有人權利參與記錄日期為於配發日期當日或之後的所有宣派、建議或決議派付或作出的一切股息或其他分派。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(j) Restrictions on the time of grant of options

No offer of an option shall be made and no option shall be granted to any Eligible Person after inside information (as defined in the Listing Rules) has come to the knowledge of our Board until our Board has announced the information pursuant to the requirements of the Listing Rules. In particular, during the period commencing one (1) month immediately preceding the earlier of (i) the date of the meeting of our Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's result for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for our Company to publish an announcement of our results for any year or half-year or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, no option shall be granted.

No offer of an option shall be made and no option may be granted to a Director on any day on which financial results of our Company are published and (i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

(k) Period of the Share Option Scheme

Subject to earlier termination by our Company in general meeting or by our Board, the Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted. All options granted and accepted and remaining unexercised immediately prior to expiry of the Share Option Scheme shall continue to be valid and exercisable in accordance with the terms of the Share Option Scheme.

購股權計劃(續)

(j) 授出購股權的時間限制

在我們董事會知悉內幕消息(定義見上市規則)後,不得向任何合資格人作出購股權要約及授出購股權,直至董事會根據上市規則的規定公佈消息為止。特別是緊接以下兩者(以較早者為準)前一(1)個月開始至公佈業績當天止的期間內不得授出購股權:(i)為批准本公司任何年度、半年、季度或任何其他中期業績而舉行董事會會議(不論上市規則有否規定)的日期(為根據上市規則首次通知聯交所的日期);及(ii)本公司公佈任何年度或半年業績或季度或任何其他中期業績(不論上市規則有否規定)的截止日期。

在本公司的財務業績公佈之任何日及(i)於緊接年度業績刊發日期前六十日期間,或自相關財政年度結算日至業績刊發日期止期間(以較短者為準);及(ii)於緊接季度業績(如有)及半年度業績刊發日期前三十日期間,或自相關季度或半年度期間結算日至業績刊發日期止期間(以較短者為準),不得向董事作出購股權要約及授出購股權。

(k) 購股權計劃的期限

除本公司於股東大會或由董事會提早終止外,購股權計劃的有效期限為自採納購股權計劃日期起計十(10)年,其後不會授出進一步購股權。緊接購股權計劃到期前授出、接納及尚未行使的所有購股權將繼續為有效並可根據購股權計劃的條款行使。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(l) Rights on cessation of employment

Where the grantee of an outstanding option ceases to be an Eligible Person for any reason other than his serious illness, death, retirement in accordance with his contract of employment or service or the termination of his contract of employment or service on one or more of the grounds specified in paragraph (m) below, the grantee may exercise his outstanding options within three months following the date of such cessation, and any such options not exercised shall lapse and determine at the end of the said period of three (3) months.

(m) Rights on dismissal

If the grantee of an option is an Eligible Person and ceases to be an Eligible Person by reason of a termination of his contract of employment or service on any one or more grounds that he has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, his option (to the extent not already exercised) will lapse automatically on the date of cessation of being an Eligible Person.

(n) Rights on death

Where the grantee of an outstanding option dies before exercising the option in full or at all, the option may be exercised in full or in part (to the extent not already exercised) by his personal representative(s) within twelve (12) months from the date of death or such period extended by the Board.

(o) Rights on a general offer

If a general or partial offer is made to all our Shareholders (other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), our Directors shall as soon as practicable notify the option holder accordingly. An option holder shall be entitled to exercise his outstanding options in whole or in part within fourteen (14) days of receipt of such notice. To the extent that any option has not been so exercised, it shall upon the expiry of such period lapse and determine.

購股權計劃(續)

(l) 終止受聘的權利

倘擁有尚未行使購股權的承授人因任何理由(重病、身故或根據其僱傭或服務合約而退休或下文(m)段所列明一項或多項原因導致終止其僱傭或服務合約的理由除外)終止為合資格人士，承授人可於終止受聘後三個月內行使其尚未行使的購股權，而不獲行使的任何該等購股權將於上述三(3)個月期間結束時失效及終止。

(m) 解僱時的權利

倘購股權承授人為合資格人士，其被終止僱傭或服務合約而不再為合資格人士的原因為失職或已破產或無力償債或已經與其債權人訂立任何整體債務重組安排或債務重整協議，或已經觸犯涉及誠信或誠實的任何刑事罪行中的任何一個或多個理由，則其購股權(以尚未行使者為限)將於其不再為合資格人士當日自動失效。

(n) 身故後的權利

倘尚未行使購股權的承授人於全部或從未行使其購股權前身故，其遺產代理人可於其身故日期後十二(12)個月內或董事會延長的相關期間內全部或部分行使購股權(以尚未行使的購股權為限)。

(o) 提出全面收購建議時的權利

倘全體股東(要約人及/或由要約人控制的任何人士及/或與要約人聯合或一致行動的任何人士除外)獲提呈全面或部分收購要約，董事須在切實可行的情況下盡快告知購股權持有人。在收到該通知後的十四(14)天內，購股權持有人有權全數或部分行使其未行使的購股權。若任何購股權未據此行使，其於該期間屆滿時將告失效及終止。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(p) Rights on winding-up

If notice is given of a general meeting of our Company at which a resolution will be proposed for the voluntary winding-up of our Company, our Company shall forthwith give notice thereof to all option holders and each option holder shall be entitled, at any time not later than two (2) Business Days prior to the proposed general meeting of our Company to exercise his outstanding options in whole or in part. Our Company shall as soon as possible and in any event no later than one (1) Business Day prior to the date of such general meeting, allot and issue such number of Shares to the option holders which fall to be issued on such exercise. Subject to the Share Option Scheme, all options then outstanding shall lapse and determine on the commencement of the winding-up.

(q) Rights on compromise or arrangement between our Company and its creditors

If a compromise or arrangement between our Company and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction or amalgamation of our Company, our Company shall give notice thereof to all option holders on the same date as it gives notice of the meeting to our Shareholders and our Company's creditors, and thereupon each option holder shall be entitled, at any time not later than two (2) Business Days prior to the proposed meeting of our Company, to exercise his outstanding options in whole or in part. Our Company shall as soon as possible and in any event no later than one (1) Business Day prior to the date of such general meeting, allot and issue such number of Shares to the option holders which fall to be issued on such exercise. Subject to the Share Option Scheme, all options then outstanding shall lapse and determine upon such compromise or arrangement becoming effective.

購股權計劃(續)

(p) 清盤時的權利

倘本公司發出通告召開股東大會，以提呈有關本公司自動清盤的決議案，則本公司須隨後寄發該通告予所有購股權持有人，且於不遲於本公司建議股東大會日期前的兩(2)個營業日的任何時間內，各購股權持有人有權悉數或部分行使其未行使購股權。無論如何，本公司須在不遲於該股東大會日期前一(1)個營業日盡快向購股權持有人配發及發行因行使購股權而應發行的該等股份數目。根據購股權計劃，清盤開始時，當時未行使購股權將悉數失效及終止。

(q) 本公司與其債權人之間作出債務妥協或債務安排的權利

倘本公司與其股東或債權人為實施或就本公司的重整或合併計劃而作出妥協或安排，本公司須於向其股東及債權人發出大會通告的同日，向所有購股權持有人發出有關通知，則於不遲於本公司建議會議日期前的兩(2)個營業日的任何時間內，各購股權持有人有權悉數或部分行使其未行使購股權。無論如何，本公司須在不遲於該股東大會日期前一(1)個營業日盡快向購股權持有人配發及發行因行使購股權而應發行的該等股份數目。根據購股權計劃，該等妥協或安排生效時，當時未行使購股權將悉數失效及終止。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(r) Reorganisation of capital structure

In the event of any alteration in the capital structure of our Company whilst any option remains exercisable, whether by way of capitalisation issue, rights issue, subdivision or consolidation of Shares or reduction of the share capital of our Company (other than an issue of Shares as consideration in respect of a transaction), our Company shall (if applicable) make corresponding adjustments (if any), in accordance with Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including but not limited to the supplemental guidance issued by the Stock Exchange on 5 September 2005) to:

- (i) the number or nominal amount of Shares comprised in each Option for the time being outstanding; and/or
- (ii) the subscription price; and/or
- (iii) the Scheme Limit; and/or
- (iv) the Participant Limit;

as the auditors or the independent financial adviser to our Company shall certify in writing to the Board to be in their opinion fair and reasonable, provided that:

- (a) the aggregate subscription price payable by an option holder on the full exercise of any option shall remain as nearly as possible the same (but shall not be greater than) as it was before such adjustment;
- (b) no alteration shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (c) no adjustment will be required in circumstances when there is an issue of Shares as consideration in a transaction; and

購股權計劃(續)

(r) 重組資本結構

倘於任何購股權仍可予行使時本公司資本結構發生任何變動，不論資本化發行、供股、拆細股份、合併股份或削減本公司股本(在一項交易中發行股份作為代價除外)，本公司須(如適用)根據上市規則第十七章及聯交所不時頒佈的關於上市規則詮釋的補充指引(包括但不限於2005年9月5日聯交所發出的補充指引)，作出以下的相應調整(如有)：

- (i) 每份購股權未行使時包含的股份數目或面值；及／或
- (ii) 認購價；及／或
- (iii) 計劃限額；及／或
- (iv) 參與者限額；

而本公司的核數師或獨立財務顧問須向董事會以書面方式證明彼等認為有關變動屬公平合理，惟：

- (a) 任何購股權獲悉數行使時，購股權持有人應付的總認購價須盡可能與(但不得大於)調整前的認購價保持一致；
- (b) 所作出的變動不得使將發行的股份低於其面值；
- (c) 如交易的代價為發行股份，則不需作出調整；及



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(r) Reorganisation of capital structure (Continued)

- (d) any adjustment shall be made in accordance with the provisions of Chapter 17 of the Listing Rules and supplementary guidance on the interpretation of the Listing Rules issued by the Stock Exchange from time to time (including but not limited to the supplemental guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes).

In addition, in respect of any such adjustments, other than any made on a capitalisation issue, the auditors or independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

(s) Cancellation of options

Our Board may cancel an option granted but not exercised with the approval of the option holder. Any such options cancelled by our Company cannot be re-granted to the same Eligible Person and the issue of new options must be made under the Share Option Scheme with available unissued options (excluding the cancelled options) within the Scheme Limit.

(t) Termination of the Share Option Scheme

Our Company, by resolution in general meeting, or our Board may at any time terminate the operation of the Share Option Scheme and in such event no further option will be offered but in all other respects the provision of the Share Option Scheme shall remain in full force and effect. All options granted and accepted and remaining unexercised immediately prior to such termination shall continue to be valid and exercisable in accordance with their terms and the terms of the Share Option Scheme.

購股權計劃(續)

(r) 重組資本結構(續)

- (d) 須根據上市規則第十七章條文及聯交所不時頒佈的關於上市規則詮釋的補充指引作出任何調整(包括但不限於2005年9月5日聯交所向所有發行人就購股權計劃發出的函件的隨附補充指引)。

此外，就作出的任何該等調整(就資本化發行所作出者除外)而言，核數師或獨立財務顧問必須向董事書面確認有關調整符合上市規則的相關條文規定。

(s) 註銷購股權

經購股權持有人批准，董事會可註銷任何已授出但未獲行使的購股權。任何經本公司註銷的該等購股權不可再授予相同的合資格人士，以及必須根據購股權計劃及於仍有可用未發行購股權計劃限額的情況下發行新購股權(不包括已註銷購股權)。

(t) 終止購股權計劃

本公司(以股東大會決議案的方式)或董事會可隨時終止購股權計劃的運作，而於此情況下，不可進一步給予任何購股權，惟購股權計劃的條文在所有其他方面仍具十足效力及作用。於緊接購股權計劃終止前已授出、接受及仍未行使的所有購股權仍為有效及可根據彼等條款及購股權計劃條款繼續行使。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(u) Rights are personal to grantee

An option shall be personal to the grantee and shall not be assignable or transferable, and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any option. Any breach of the foregoing shall entitle our Company to cancel any outstanding option or part thereof granted to such grantee.

(v) Lapse of option

The right to exercise an option (to the extent not already exercised) shall lapse immediately upon the earliest of:

- (i) the expiry of the option period to be determined and notified by our Board to the grantee;
- (ii) the expiry of the periods as referred to in sub-paragraphs (l), (n), (o), (p) and (q) respectively;
- (iii) subject to sub-paragraph (p), the date of the commencement of the winding-up of our Company;
- (iv) the date on which the grantee ceases to be an Eligible Person by reason of the termination of his contract of employment or service on any one or more grounds that he has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally or has been convicted of any criminal offence involving his integrity or honesty; and
- (v) the date on which the Directors cancel any outstanding option or part thereof on the ground the grantee commits a breach of sub-paragraph (u).

購股權計劃(續)

(u) 權利屬承授人個人所有

購股權屬承授人個人所有，不得出讓或轉讓。任何承授人不得以任何第三方為受益人或就任何購股權以任何方式出售、轉讓、抵押、按揭、設置產權負擔或設立任何權益(不論是法定或實益權益)。凡抵觸上文，本公司有權註銷向有關承授人的任何尚未行使購股權或其任何部分。

(v) 購股權失效

行使購股權的權利須於以下最早時間隨即失效(以尚未行使者為限)：

- (i) 董事會釐定及知會承授人的購股權期限屆滿時；
- (ii) 第(l)、(n)、(o)、(p)及(q)分段分別所述的期間屆滿時；
- (iii) 在(p)分段的規限下，本公司開始清盤當日；
- (iv) 承授人因不當行為或已破產或已無力償債，或已與其債權人達成全面償債安排或債務重整協議，或被裁定觸犯任何涉及其誠信或誠實的刑事罪行中的一個或多個理由而終止僱傭或服務合約，而不再為合資格人士當日；及
- (v) 因承授人違反(u)分段規定，董事取消任何或部分未行使的購股權當日。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(w) Alterations to the Share Option Scheme

- (i) The Share Option Scheme may be amended or altered in any respect to the extent allowed by the Listing Rules by resolution of our Board except that the following alterations must first be approved by a resolution of the Shareholders in general meeting:
 - (a) the purpose of the Share Option Scheme;
 - (b) the definitions of "Eligible Person", "Option Period" and "Scheme Period";
 - (c) the Scheme Limit;
 - (d) the Participant Limit;
 - (e) the period within which the Shares must be taken up under the option;
 - (f) the minimum period for which an option must be held before it can be exercised;
 - (g) the statement as to performance targets that must be achieved before an option may be exercised;
 - (h) the amount payable on acceptance of an option and the period within which it must be paid for such purpose;
 - (i) the basis of determination of the subscription price;
 - (j) the rights to be attached to the Shares to be issued upon the exercise of options;
 - (k) the life of the Share Option Scheme;
 - (l) the circumstances under which options will automatically lapse;
 - (m) the adjustment made in the event of any alterations of the capital structure of our Company;

購股權計劃(續)

(w) 購股權計劃的更改

- (i) 購股權計劃可通過董事會決議案根據上市規則作出任何方面的修訂或更改，惟下列更改必須事先於股東大會上以股東決議案形式獲批准：
 - (a) 購股權計劃目的；
 - (b) 「合資格人士」、「購股權期限」及「計劃期間」的釋義；
 - (c) 計劃限額；
 - (d) 參與者限額；
 - (e) 購股權項下須接納股份之期限；
 - (f) 購股權可行使前，必須持有的最短期間；
 - (g) 購股權可行使前，必須實現的表現目標的聲明；
 - (h) 接受購股權時應付的款項，以及為該目的而必須支付款項的期間；
 - (i) 釐定認購價的基準；
 - (j) 因行使購股權而發行的股份的附帶權利；
 - (k) 購股權計劃的年期；
 - (l) 購股權自動失效的情況；
 - (m) 倘本公司資本架構出現任何改動而作出的調整；

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(w) Alterations to the Share Option Scheme (Continued)

- (i) (Continued)
- (n) the cancellation of options granted but not exercised;
- (o) the effect on existing options of an early termination of the Share Option Scheme;
- (p) the transferability of options;
- (q) this sub-paragraph (w);
- (r) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted to the advantage of such grantees; and
- (s) any change to the authority of the Directors in relation to any alterations to the terms of the Share Option Scheme.

The amended terms of the Share Option Scheme or the options shall comply with Chapter 17 of the Listing Rules.

- (ii) Notwithstanding the other provisions of the Share Option Scheme, the Share Option Scheme may be altered in any respect by resolution of our Board without the approval of the Shareholders or the grantee(s) to the extent such amendment or alteration is required by the Listing Rules or any guideline issued by the Stock Exchange from time to time.
- (iii) Our Company must provide to all grantees all details relating to changes in the terms of the Share Option Scheme during the life of the Share Option Scheme immediately upon such changes taking effect.

購股權計劃(續)

(w) 購股權計劃的更改(續)

- (i) (續)
- (n) 取消已授出但未獲行使的購股權；
- (o) 提前終止購股權計劃對現有購股權的影響；
- (p) 購股權的可轉讓性；
- (q) 分段(w)；
- (r) 購股權計劃條款及條件的任何性質重大的變動，或授予有關承授人的購股權的條款有任何變動；及
- (s) 購股權計劃條款的任何變動使董事權限出現任何變動。

購股權計劃或購股權的經修訂條款須符合上市規則第十七章。

- (ii) 儘管受購股權計劃的其他條文所限，倘根據上市規則的規定或聯交所不時發出的任何指引作出修訂或更改，則董事會可透過決議案對購股權計劃作出任何方面的更改而毋須獲得股東或承授人的批准。
- (iii) 緊隨有關更改生效後，本公司必須向所有承授人提供有關於購股權計劃有效期內購股權計劃條款變動的詳情。



Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(x) Conditions

The Share Option Scheme is conditional upon:

- (i) the passing of the necessary resolutions by the Shareholders to approve and adopt the Share Option Scheme;
- (ii) the Listing Committee granting approval of the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the Share Offer and the Capitalisation Issue and the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme; and
- (iii) the commencement of dealings in the Shares on the Stock Exchange.

If the conditions referred to above are not satisfied on or before the date falling thirty (30) days after the date of this prospectus, the Share Option Scheme shall forthwith terminate and no person shall be entitled to any rights or benefits or be under any obligations under or in respect of the Share Option Scheme.

(y) Present status of the Share Option Scheme

Application has been made to the Listing Committee for the listing of and permission to deal in the Shares to be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme. The total number of Shares in respect of which options may be granted under the Scheme and any other share option scheme(s) of our Company shall not exceed 80,000,000 Shares, being 10% of the total number of Shares in issue as at the Listing Date unless our Company obtains the approval of the Shareholders in general meeting for refreshing the said 10% limit under the Share Option Scheme, provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of our Company will not be counted for the purpose of calculating the 10% limit above mentioned.

As at the date of this prospectus, no options have been granted or agreed to be granted under the Share Option Scheme.

購股權計劃(續)

(x) 條件

購股權計劃須待下列條件達成後，方可作實：

- (i) 股東通過必要決議案批准及採納購股權計劃；
- (ii) 獲上市委員會批准已發行股份、根據股份發售及資本化發行將予發行的股份及因根據購股權計劃將予授出的購股權獲行使而可能發行的股份上市及買賣；及
- (iii) 股份在聯交所開始買賣。

倘上文所述條件未能於本招股章程日期後滿三十(30)日之日或之前達成，則會即時終止購股權計劃，且概無任何人士根據或就購股權計劃而將享有任何權利或利益或承擔任何責任。

(y) 購股權計劃的現況

本公司已向上市委員會申請批准因根據購股權計劃可能授出的購股權獲行使而將予配發及發行的股份上市及買賣。根據計劃及本公司任何其他購股權計劃可予授出的購股權涉及的股份總數不得超過80,000,000股股份，佔上市日期已發行股份總數的10%，除非本公司於股東大會上獲股東批准更新購股權計劃下的上述10%限額，惟就計算上述10%限額而言，根據購股權計劃或本公司任何其他購股權計劃的條款而失效的購股權將不作計算。

於本招股章程日期，本公司概無根據購股權計劃授出或同意授出任何購股權。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS

The directors of the company during the year and up to the date of this report were:

Executive Directors

Mr. Chu Chee Keong (*Chairman and Chief Executive Officer*)
Ms. Leow Poh Hoon

Non-executive Director

Ms. Chu Pek Si

Independent non-executive Directors

Mr. Wong Loke Tan
Mr. Loh Eu Tse Derek
Mr. Mah Seong Kung

Pursuant to the Articles of Association, all of the directors retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company (the "Annual General Meeting").

DIRECTORS' SERVICE CONTRACTS

Each of our executive Directors has entered into a service contract with our Company on 1 February 2019. The terms and conditions of each of such service contracts are similar in all material aspects. Each service contract is for an initial term of three years with effect from the Listing Date and shall continue thereafter unless and until it is terminated by our Company or our Director giving to the other not less than three months' prior notice in writing.

Each of our non-executive and independent non-executive Directors has entered into a letter of appointment with our Company on 1 February 2019. Each letter of appointment is for an initial term of one year commencing from the Listing Date and shall continue thereafter unless terminated by either party giving at least one month's notice in writing.

董事

於本年度及截至本報告日期，本公司董事為：

執行董事

朱志強先生(主席及行政總裁)
廖宝云女士

非執行董事

朱佩诗女士

獨立非執行董事

Wong Loke Tan 先生
盧有志先生
马雄刚先生

根據組織章程細則，所有董事於本公司應屆股東週年大會(「股東週年大會」)上退任，並符合資格且願意膺選連任。

董事服務合約

執行董事各自已於2019年2月1日與本公司訂立服務合約。各份有關服務合約的條款及條件在所有重大方面均屬類似。各服務合約自上市日期起計初步為期三年，且除非及直至本公司予以終止或董事向對方發出不少於三個月書面通知，否則其將繼續有效。

非執行董事及獨立非執行董事各自已於2019年2月1日與本公司訂立委任函。每份委任函均自上市日期起為期一年，且於其後將繼續有效，惟任何一方發出最少一個月書面通知而終止除外。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' REMUNERATION

Each of our executive Directors is entitled to a discretionary bonus, the amount of which is determined with reference to the operating results of our Group and the performance of that executive Director. Each of our executive Directors shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board regarding the amount of annual salary and discretionary bonus payable to himself or herself.

The Directors' fees are subject to shareholders' approval at annual general meeting. Other emoluments are determined by the Board of the Company with reference to the recommendations by remuneration committee of the Company, directors' duties, responsibilities and performance and the results of the Group. The remuneration of Directors (including executive Directors, non-executive director and independent non-executive Directors) on named basics are set out in note 11 to the consolidated Financial Statements.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

No transactions, arrangements and contracts of significance in relation to the group's business to which the company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 7 to 14.

董事酬金

各執行董事均有權享有酌情花紅，有關金額乃參考本集團的經營業績及執行董事的表現釐定。執行董事各自須就有關應向其支付的年度薪金及酌情花紅金額的任何董事會決議案棄權投票且不得計入法定人數內。

董事袍金須於股東週年大會上獲股東批准。其他酬金乃由本公司董事會經參考本公司薪酬委員會的推薦建議、董事職責、責任及表現以及本集團業績釐定。按上述基準釐定的董事(包括執行董事、非執行董事及獨立非執行董事)酬金載於綜合財務報表附註11。

董事於就本公司之業務而言屬重大之交易、安排及合約中擁有的重大權益

於本年度末或本年度任何時間並無本公司附屬公司、同系附屬公司或其母公司訂立之就本集團業務而言屬重大而本公司董事直接或間接於其中擁有重大權益之交易、安排或合約。

董事及高級管理層履歷詳情

董事及高級管理層的履歷詳情概述於第7至14頁。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at the date of this report, the interests or short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, in each case once the Shares are listed on the Stock Exchange, will be as follows:

Long positions in the Shares of our Company

董事及主要行政人員於本公司或本公司任何指定企業或任何其他相聯法團的股份、相關股份及債權證中的權益及／或淡倉

於本報告日期，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例「證券及期貨條例」第XV部)的股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條記錄於該條所指的登記冊內的權益或淡倉，或根據上市規則所載上市發行人董事進行證券交易的標準守則之規定在股份於聯交所上市後隨即知會本公司及聯交所的權益或淡倉將會如下：

於本公司股份的好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares held immediately after completion of the Share Offer and Capitalisation Issue (Note 1) 緊隨股份發售及資本化發行完成後所持股份數目 (附註1)	Approximate percentage of interest in our issued share capital immediately after the Share Offer and Capitalisation Issue
			佔我們已發行股本的概約權益百分比
Strong Oriental	Beneficial owner (Note 2) 實益擁有人(附註2)	600,000,000 (L)	75%
Mr. Chu 朱先生	Interest in a controlled corporation (Note 2) 受控法團權益(附註2)	600,000,000 (L)	75%
Ms. Leow 廖女士	Interest of spouse (Note 3) 配偶權益(附註3)	600,000,000 (L)	75%

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION (CONTINUED)

Notes:

1. The Letter "L" denotes the person's long position in the relevant Shares.
2. The entire issued share capital of Strong Oriental is legally and beneficially owned by Mr. Chu. Accordingly, Mr. Chu is deemed to be interested in 600,000,000 Shares held by Strong Oriental by virtue of the SFO.
3. Ms. Leow is the spouse of Mr. Chu. She is deemed to be interested in the Shares of Mr. Chu held through Strong Oriental by virtue of the SFO.

Save as disclosed above, our Directors are not aware of any person who will, immediately following the Share Offer and the Capitalisation Issue (excluding Shares which may be allotted and issued pursuant to any options which may be granted under the Share Option Scheme), have an interest or short position in the Shares or underlying Shares which would be required to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

MANAGEMENT CONTRACTS

No contract, other than the employment contracts, concerning management and administration of the whole or any substantial part of the Group's businesses was entered into or existed during the Year.

董事及主要行政人員於本公司或本公司任何指定企業或任何其他相聯法團的股份、相關股份及債權證中的權益及／或淡倉(續)

附註：

1. 字母「L」表示該人士於相關股份的好倉。
2. Strong Oriental的全部已發行股本由朱先生合法及實益擁有。因此，根據證券及期貨條例，朱先生被視為於Strong Oriental持有的600,000,000股股份中擁有權益。
3. 廖女士為朱先生的配偶。根據證券及期貨條例，彼被視為於朱先生透過Strong Oriental持有的股份中擁有權益。

除上文所披露者外，董事並不知悉任何人士於緊隨股份發售及資本化發行後(不包括根據購股權計劃可能授出的任何購股權而可能配發及發行的股份)將於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或直接或間接於附帶權利可於所有情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值中擁有10%或以上權益。

管理合約

於本年度，除僱傭合約外，概無訂立或存在任何與本集團全部業務或其任何重大部分有關的管理及行政合約。

Directors' Report (Continued)

董事會報告(續)

MAJOR CUSTOMERS AND SUPPLIERS

Due to the nature of business, our Group's customers for our F&B Retail Business were mainly individual customers who patronise our food and beverage stalls, and customers for our Outlet Management and Leasing Business were mainly stall tenants who rent food stalls in our food centres and food street. There was no single customer that accounted for more than 5% of our total revenue for the year.

Under our Outlet Management and Leasing Business, we typically enter into tenancy agreements with stall tenants for the rental of food stalls for terms ranging from one to two years. Generally, such tenancy agreements we enter into with stall tenants contain key terms such as the licence or lease period and commencement date, the monthly licence fees or rental and the minimum daily operating hours by the tenant. For the Year, total revenue attributable to the top 5 tenants amounted to approximately S\$1,874,000, or approximately 4.2% of the total revenue, while approximately S\$444,000, or 1.0% attributable to the largest tenant.

For the Year, purchases from the Group's five largest suppliers accounted to approximately S\$9,035,000, or 38.6% of the Group's total cost of inventories consumed and property rentals and related expenses, while approximately S\$2,413,000, or 10.3% of the relevant cost from the largest supplier.

Save as disclosed above, none of the Directors, their respective associates, or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares) had any significant beneficial interest in the major customers and suppliers disclosed above.

CONNECTED TRANSACTIONS

During the year ended 31 December 2018, the Group had no transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

FINANCIAL ASSISTANCE AND GUARANTEES TO AFFILIATED COMPANIES

At 31 December 2018, the Group had not provided any financial assistance and guarantee.

主要客戶及供應商

由於業務性質，本集團的餐飲零售業務客戶主要為光顧我們餐飲檔位的個別客戶，而店舖管理及租賃業務客戶主要為於我們美食中心及美食街租用食檔的檔位租戶。概無單一客戶佔本年度總收益超過5%。

根據店舖管理及租賃業務，我們通常與檔位租戶就食檔租務訂立為期一至兩年的租賃協議。一般而言，我們與檔位租戶訂立的租賃協議會載有許可或租賃期及生效日期、每月許可費用或租金以及租戶每日最少營業時數等主要條款。於本年度，前五大租戶應佔收益總額約為1,874,000新加坡元，或佔總收益的約4.2%，而最大租戶應佔約444,000新加坡元或1.0%。

於本年度，自本集團前五大供應商之採購額約為9,035,000新加坡元，或佔本集團已消耗存貨成本以及物業租金及相關開支總額的38.6%，而最大供應商約為2,413,000新加坡元，或佔相關成本的10.3%。

除上文所披露者外，概無董事、彼等各自的聯繫人或任何股東(就董事所盡悉，擁有本公司5%以上已發行股份)於上文披露的主要客戶及供應商中擁有任何重大實益權益。

關連交易

截至2018年12月31日止年度，本集團並無任何交易須根據上市規則的規定披露為關連交易。

對聯屬公司的財務資助及擔保

於2018年12月31日，本集團並無提供任何財務資助及擔保。

Directors' Report (Continued)

董事會報告(續)

SUFFICIENCY OF PUBLIC FLOAT

As at reporting date, 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 for the period from the date of Listing to 31 December 2018 and up to date of this report.

COMPLIANCE OF NON-COMPETITION UNDERTAKING

Our Controlling Shareholders (each a "Covenantor" and collectively, the "Covenantors") executed the Deed of Non-competition in favour of our Company (for ourselves and as trustee for each of our subsidiaries) under which each of the Covenantors has irrevocably and unconditionally, jointly and severally, warranted and undertaken to our Company (for ourselves and as trustee for each of our subsidiaries) that:

- (a) he/it will not, and will procure any Covenantor and his/its close associates (each a "Controlled Person" and collectively, the "Controlled Persons") and any company directly or indirectly controlled by the Covenantor (which for the purpose of the Deed of Non-competition, shall not include any member of our Group) (the "Controlled Company") not to, except through any member of our Group, directly or indirectly (whether as principal or agent, through any body corporate, partnership, joint venture or other contractual arrangement and whether for profit or otherwise), carry on, participate in, hold, engage in, invest or be interested or otherwise involved in any business that is similar to or in competition with or is likely to be in competition with any business presently carried on or contemplated to be carried on by any member of our Group from time to time or in which any member of our Group is engaged or has invested or is otherwise involved in or which any member of our Group has otherwise publicly announced its intention to enter into, engage in or invest in (whether as principal or agent and whether directly or through any body corporate, partnership, joint venture or other contractual or other arrangement) in any territory that our Group carries on its business from time to time (the "Restricted Business");

公眾持股量充足

於報告日期，根據本公司可獲公開資料及就董事所知，自上市日期至2018年12月31日以及直至本報告日期期間，已確認有足夠公眾持股量，其最少佔本公司已發行股份的25%。

遵守不競爭承諾

控股股東(各為一名「契諾人」，並統稱為「契諾人」)以本公司(為我們本身及作為各附屬公司的受託人)為受益人訂立不競爭契據，據此，各契諾人已共同及個別不可撤回及無條件地向本公司(為我們本身及作為各附屬公司的受託人)保證及承諾：

- (a) 彼將不會並將促使任何契諾人及其緊密聯繫人(各為一名「受控制人士」，並統稱為「受控制人士」)以及契諾人直接或間接控制的任何公司(就不競爭契據而言，不包括本集團任何成員公司(「受控制公司」))不會直接或間接(不論作為委託人或代理人透過任何法團、合夥關係、合營企業或其他合約安排及不論為盈利或其他目的)經營、參與、持有、從事、投資或於當中擁有權益或以其他方式參與任何與本集團任何成員公司不時目前經營或擬經營的任何業務或本集團任何成員公司於本集團不時經營業務的任何領域從事或投資或以其他方式參與，或本集團任何成員公司以任何形式公開宣佈其擬參與、從事或投資(不論作為委託人或代理人直接或透過任何法團、合夥關係、合營企業或其他合約或其他安排)的任何業務相似或構成競爭或可能構成競爭的業務(「受限制業務」)，惟透過本集團任何成員公司進行者除外；

Directors' Report (Continued)

董事會報告(續)

COMPLIANCE OF NON-COMPETITION UNDERTAKING (CONTINUED)

- (b) when any Controlled Person and/or any Controlled Company is offered or becomes aware of any new project or business opportunity ("New Business Opportunity") directly or indirectly to engage or become interested in a Restricted Business, he/it (i) shall promptly notify our Company of such New Business Opportunity in writing, refer the same to our Company for consideration first and provide such information as may be reasonably required by our Company to make an informed assessment of such New Business Opportunity; and (ii) shall not, and shall procure that the Controlled Persons or Controlled Company shall not invest or participate in any such New Business Opportunity unless such New Business Opportunity shall have been declined by our Company in writing and the principal terms of which he/it and/or his/its close associates invest or participate in are no more favourable than those made available to our Company.

The restrictions which each of the Covenantors has agreed to undertake pursuant to the non-competition undertakings will not apply to such Covenantors in the circumstances where the holding of or interests in shares or other securities by any of the Covenantors and/or his/its close associates in any company which conducts or is engaged in any Restricted Business, provided that, in the case of such shares, they are listed on a recognised stock exchange as specified under the SFO and either:

- (a) the relevant Restricted Business (and assets relating thereto) accounts for less than 10% of the relevant combined turnover or combined assets of the company in question, as shown in the latest audited accounts of the company in question; or
- (b) the total number of the shares held by any of the Covenantors and his/its close associates or in which they are together interested does not amount to more than 5% of the issued shares of that class of the company in question, provided that any of the Covenantors and his/its close associates, whether acting singly or jointly, are not entitled to appoint a majority of the directors of that company and that at all times there is a holder of such shares holding (together, where appropriate, with its close associates) a larger percentage of the shares in question than the Covenantors and his/its close associates together hold.

遵守不競爭承諾(續)

- (b) 倘任何受控制人士及／或任何受控制公司獲提供或知悉任何直接或間接參與受限制業務或於受限制業務中擁有權益的新項目或業務機會(「新業務機會」)，其(i)須迅速以書面形式通知本公司有關新業務機會，優先將有關新業務機會推介予本公司作考慮，並提供本公司就有關新業務機會作出知情評估而可能合理要求的有關資料；及(ii)不會並將促使受控制人士或受控制公司不得投資或參與任何有關新業務機會，除非本公司已書面拒絕有關新業務機會，且彼及／或其緊密聯繫人投資或參與的主要條款並不優於本公司獲提供者。

各契諾人已根據不競爭承諾已同意承諾的限制在下列情況下不適用於有關契諾人：倘任何契諾人及／或其緊密聯繫人於進行或從事任何受限制業務的任何公司持有股份或其他證券或於當中擁有權益，惟就有關股份而言，該等股份乃於證券及期貨條例指定的獲認可證券交易所上市及：

- (a) 相關受限制業務(及其有關的資產)佔有關公司的相關合併營業額或合併資產(如有關公司最近期經審核賬目所示)少於10%；或
- (b) 任何契諾人及其緊密聯繫人所持有或彼等共同擁有權益的股份總數不超過有關公司該類別已發行股份的5%，惟任何契諾人及其緊密聯繫人(不論單獨或共同行事)均無權委任該公司大部分董事，且於任何時間均有一名該等股份的持有人(倘適用，連同其緊密聯繫人)所持有關股份的百分比高於契諾人及其緊密聯繫人共同持有者。



Directors' Report (Continued)

董事會報告(續)

COMPLIANCE OF NON-COMPETITION UNDERTAKING (CONTINUED)

The non-competition undertakings will take effect from the date on which dealings in the Shares first commence on the Stock Exchange and the obligations of a Covenantor under the Deed of Non-competition will cease to have any effect whatsoever, with respect to a party or parties (as the case may be) on the earliest of the date on which:

- (i) a Covenantor, being a Controlling Shareholder, and his/its associates and/or successor, individually and/or collectively with any other Covenantor(s) ceases to be interested, directly or indirectly, in 30% (or such percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the issued share capital of our Company, or otherwise ceased to be regarded as Controlling Shareholder (as defined under the Listing Rules from time to time) of our Company; or
- (ii) the Shares cease to be listed and traded on the Stock Exchange or other recognised stock exchange except for temporary suspension of Shares due to any reason.

COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors or the controlling shareholders or their respective associates (as defined in the Listing Rules) of the Company had any interests in any businesses which competed with or might compete with the business of the Group.

COMPLIANCE ADVISER'S INTERESTS

As at the date of this report, save and except for the compliance adviser's agreement entered into between the Company and HeungKong Capital Limited (the "Compliance Adviser"), neither the Compliance Adviser nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 3A.23 of the Listing Rules.

遵守不競爭承諾(續)

不競爭承諾將於股份首次開始在聯交所買賣當日起生效，契諾人根據不競爭契據的責任將於下列情況發生當日對訂約方或多個訂約方(視情況而定)不再具有任何效力(以較早者為準)：

- (i) 契諾人(即控股股東)及其聯繫人及／或接任人個別及／或與任何其他契諾人共同不再於本公司已發行股本中直接或間接擁有30%(或收購守則可能不時規定為觸發強制性全面要約所需的其他百分比)或以上權益，或以其他方式不再被視為本公司的控股股東(不時定義見上市規則)；或
- (ii) 股份不再於聯交所或其他獲認可證券交易所上市及買賣，惟由於任何理由而股份暫時停牌除外。

競爭業務

於本年度及直至本報告日期，本公司董事或控股股東或彼等各自的聯繫人(定義見上市規則)並無於與本集團業務構成或可能構成競爭的任何業務中擁有任何權益。

合規顧問權益

於本報告日期，除本公司與香江資本有限公司(「合規顧問」)訂立的合規顧問協議外，合規顧問或其董事、僱員或緊密聯繫人概無於本公司擁有須根據上市規則第3A.23條須知會本集團的任何權益。

Directors' Report (Continued)

董事會報告(續)

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

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

SUBSEQUENT EVENTS

Details of the subsequent events are set out in Note 38 to Consolidated Financial Statements.

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 15 to 28 in this annual report.

PERMITTED INDEMNITY PROVISIONS

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

ANNUAL GENERAL MEETING

The first Annual General Meeting will be held on Friday, 28 June 2019. A notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the Main Board Listing Rules and other applicable laws and regulations.

遵守相關法律及法規

據董事所知悉，除招股章程所披露者外，本集團已在重大方面遵守對本集團業務及營運有重要影響之有關法律及法規。於本年度，本集團概無嚴重違反或不遵守適用法律及法規之情況。

結算日後事項

結算日後事項之詳情載於綜合財務報表附註38。

企業管治報告

本集團企業管治常規之詳情載於本年報第15至28頁之企業管治報告內。

獲準許彌償條文

在財政年度內任何時間及直至本董事會報告日期，均未曾有或現有生效的任何獲準許彌償條文惠及本公司的董事或本公司之聯營公司的任何董事。

股東週年大會

本公司將於2019年6月28日(星期五)舉行第一屆股東週年大會。大會通告將根據細則、主板上市規則及其他適用法律及法規寄發予本公司股東。



Directors' Report (Continued)

董事會報告(續)

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming Annual General Meeting, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019, both dates inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 June 2019.

AUDITOR

The consolidated financial statements have been audited by HLB Hodgson Impey Cheng Limited who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

CHU CHEE KEONG

Chairman and Chief Executive Officer

Hong Kong, 26 April 2019

暫停過戶登記

為確定出席應屆股東週年大會並於會上投票的資格，本公司將於2019年6月25日(星期二)至2019年6月28日(星期五)(包括首尾兩日)暫停辦理過戶登記，期間將不會辦理股份過戶登記。凡欲出席股東週年大會並於會上投票者，須於2019年6月27日(星期四)下午四時三十分前，將所有過戶文件連同有關股票，一併送達本公司的香港股份過戶登記分處寶德隆證券登記有限公司，地址為香港北角電氣道148號21樓2103B室。

核數師

綜合財務報表已經由國衛會計師事務所有限公司審核，該核數師將告退，並符合資格且願意膺選連任。

代表董事會

朱志強先生

主席及行政總裁

香港，2019年4月26日

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

The Group is pleased to present this Environmental, Social and Governance Report (“**ESG Report**”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance (“**ESG**”) issues.

This ESG Report is prepared in accordance with Appendix 27 — “Environmental, Social and Governance Reporting Guide” of the Main Board Listing Rules and has complied with the “comply or explain” provision in the Main Board Listing Rules. All the information in the ESG Report was sourced from the official documents, statistical data and management and operational information of and collected by the Group.

Reporting period and scope

Reporting Period: 1 January 2018 to 31 December 2018 (the “**Reporting Period**”)

Reporting Scope: The report covers the overall sustainability performance of Group, including its Head Office, food establishments and food stalls.

Opinion and feedback

The Group welcomes your feedback on this ESG Report. Please contact us by email at feedback@fuchangroup.com

Your feedback or suggestions would greatly help the Group continuously improve its sustainable performance.

關於本報告

本集團欣然提呈本環境、社會及管治報告(「**環境、社會及管治報告**」)，以提供本集團對影響營運的重大事宜的管理的概覽，包括環境、社會及管治(「**環境、社會及管治**」)事宜。

本環境、社會及管治報告乃根據主板上市規則附錄27「環境、社會及管治報告指引」而編製，並已遵守主板上市規則「不遵守就解釋」條文。環境、社會及管治報告內的所有資料均來自本集團及其收集所得的官方文件、統計數據以及管理及營運資料。

報告期間及範圍

報告期間： 2018年1月1日至2018年12月31日(「**報告期間**」)

報告範圍： 報告涵蓋本集團的整體可持續表現，包括其總辦事處、食肆及食物檔位。

意見及反饋

本集團歡迎閣下對本環境、社會及管治報告提出反饋。請電郵至 feedback@fuchangroup.com 聯絡我們。

閣下的反饋或建議將大大幫助本集團持續提升其可持續發展的表現。



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

INTRODUCTION

The Group strives to incorporate sustainability initiatives into the daily operation and management. While sharing the vision to be the preferred choice of the stakeholders, the Group is committed to improving the ESG performance by upholding good corporate governance standards, protecting the environment, engaging the community and promoting the social integration.

1. Stakeholder engagement

Stakeholder engagement is a key success factor in formulating the Group's ESG strategies. The key stakeholders include customers, suppliers, employees, management and shareholders. The Group has discussed and communicated with various stakeholders in respect of ESG to understand their views, seriously considered and responded to their needs and expectations, evaluated and prioritised their inputs to improve the performance, and finally strived to provide values to the stakeholders, community and the public as a whole.

Based on the stakeholder engagement, the Group has not identified any significant ESG issues.

(A) ENVIRONMENTAL

2.1 Environmental policy and compliance

Environmental protection is of particular concern to the Group. The Group is committed to contribute through more efficient use of resources and implemented waste management into all areas of the business, where possible.

The Group supports the "Green Environment" idea, complies with the requirements of all relevant laws and regulations in the Singapore's food industry, and is committed to the social responsibility of protecting the environment as a responsible corporation. The Group has implemented policies and taken measures to ensure the Group's business and operation to be energy, water and resources saving.

緒言

本集團致力將可持續發展概念融入到日常營運及管理。本集團秉持成為持份者最佳選擇的願景，重視良好企業管治標準、保護環境、關懷社區、推廣共融社會，致力提升環境、社會及管治表現。

1. 持份者參與

持份者參與乃本集團成功制定環境、社會及管治策略的關鍵因素。主要持份者包括客戶、供應商、僱員、管理層及股東。本集團已就環境、社會及管治與若干持份者進行討論及溝通，以知悉彼等的意見、審慎考慮並對彼等的需求及期望作出回應、評估及優先考慮彼等對提高表現反饋的信息，且最終致力為持份者、社區及普羅大眾創造價值。

根據持份者參與，本集團並無發現任何重大環境、社會及管治事宜。

(A) 環境

2.1 環境政策及合規情況

環境保護屬本集團特別關注的一方面。本集團致力於在有可能的情況下，透過於業務的所有方面更有效地利用資源及實施廢棄物管理作出貢獻。

本集團支持「綠色環境」的理念，遵守新加坡食品行業所有相關法律及法規的規定，並致力於以負責任企業的身份就保護環境履行社會責任。本集團已實施政策並採取措施以確保本集團的業務及營運節能、節水及節約資源。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

2.2 Emissions

The major emissions from the usage of town gas in the kitchen operation are greenhouse gases including carbon dioxide (CO₂), methane and nitrous oxides.

The Group controls gas emissions through the installation and the use of appropriate equipment and regular inspection, maintenance and repair of the ventilation system.

The head chef is the responsible officer to supervise the staff to turn off gas stoves and water heaters when not in use and to ensure a proper use of the kitchen facilities and equipment. Unwanted materials and thick ice have been regularly cleared and defrosted from refrigerator. Energy saving cooking facilities and equipment have also been installed in the food cent and office such as LED lighting.

In addition, the Group has also set up an area for storing used cooking oil and grease trap wastes in each of its food establishments for qualified contractors to collect and dispose of.

2.2 排放物

排放物主要來自廚房運作所使用的民用燃氣所產生的溫室氣體(包括二氧化碳(CO₂)、甲烷及氮氧化物)。

本集團通過安裝及使用適當的設備及定期審查、維護及維修通風系統對氣體排放物進行管控。

主廚為監督員工關閉非使用中的燃氣灶及熱水器，並確保合理使用廚房設施及設備的責任主管。無用物料及厚冰塊已予以定期清理並自冰箱取出解凍。美食中心及辦公室亦已安裝節能型烹飪設施及設備(如LED照明設備)。

此外，本集團亦已於各間食肆設有存儲已使用食用油及隔油池廢棄物區域以供合資格承包商收取及處置。



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During the Year, the emission of the Group was as follows:

於本年度，本集團的排放物如下：

Table 1 – Emission

表 1 – 排放物

	Unit 單位	2018 2018年
Greenhouse Gas (“GHS”) emission		
溫室氣體(「溫室氣體」)排放物類別		
Scope 1 (Note 1) 範圍1(附註1)	tonnes of CO ₂ e 二氧化碳當量噸數	111
Scope 2 (Note 2) 範圍2(附註2)	tonnes of CO ₂ e 二氧化碳當量噸數	947
Total GHG emission 溫室氣體排放物總量	tonnes of CO ₂ e 二氧化碳當量噸數	1,058
GHG emission intensity 溫室氣體排放物密度	tonnes of CO ₂ e/SGD'm revenue (Note 4) 二氧化碳當量噸數/百萬新加坡元收益 (附註：4)	24

Notes:

附註：

1. Scope 1: Direct emission from sources that are owned or controlled by the Group.
2. Scope 2: Indirect emissions from the generation of purchased electricity and purchased town gas consumed by the Group.
3. The intensity refers to tonnes of CO₂e per millions of revenue of the Group for the Year.

1. 範圍1：來自本集團擁有或控制的來源的直接排放。
2. 範圍2：來自生產本集團消耗的所購電力及所購民用燃氣的間接排放。
3. 密度指於本年度按本集團百萬收益計算的二氧化碳當量噸數。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

2.3 Hazardous and non-hazardous waste management

The Group did not generally generate hazardous waste from its operation during the Year. For non-hazardous waste, leftovers are the main source of solid waste generated from the F&B retail operation. The Group has included guidelines for the food ordering and processing in the section of Code of Practice in the employee handbook and training manual. With the controls over food ordering and processing fully implemented, the Group is able to reduce the food waste effectively and avoid excessive ingredients and dishes. In addition, the employees are aware of the food waste reduction and the relative concept. Forward looking, the Group will strive to streamline its F&B retail operation process and to use resources in the most efficient manner.

For paper waste, it is mainly generated from paper printing in the head office. The Group constantly encourages all staff to reduce paper usage by duplex printing and adopting electronic information systems for sharing information or internal administration documents.

During the Year, the non-hazardous waste generated by the Group was as follows:

Table 2 – Non-hazardous waste

	Unit 單位	2018 2018年
Total food waste produced 所產生的食物浪費總量	tonnes 噸	15
Total paper waste produced 所產生的廢紙總量	tonnes 噸	2
Total non-hazardous waste produced 所產生的無害廢棄物總量	tonnes 噸	17
Total non-hazardous waste produced intensity 所產生的無害廢棄物總量密度	tonnes/SGD'm revenue (Note) 噸/百萬新加坡元收益(附註)	—*

Note: The intensity refers to tonnes of non-hazardous waste per millions of revenue of the Group for the Year.

* the amount is less than 0.5

2.3 有害及無害廢棄物管理

本集團於本年度的營運過程中一般不會產生有害廢棄物。就無害廢棄物而言，剩飯殘渣為餐飲零售運營過程中所產生固體廢棄物的主要來源。本集團已將有關食品的訂購及處理的指引納入僱員手冊及培訓手冊的慣例守則一節。通過全面執行對於食品訂購及處理的管控，本集團可有效減少食物浪費並避免過多食材及菜餚的浪費。此外，僱員明悉減少食物浪費及相關理念。展望未來，本集團將致力於簡化餐飲零售運營流程，並按最有效的方式利用資源。

就廢紙而言，其主要來自總部打印的紙張。本集團不斷鼓勵全體員工通過雙面打印及使用電子資料系統共享資料或內部行政文件來減少用紙。

於本年度，本集團產生的無害廢棄物如下：

表 2 — 無害廢棄物

附註：密度指於本年度按本集團百萬收益計算的無害廢棄物噸數。

* 數額少於0.5



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

2.4 Use of resources

The Group places a great emphasis on environmental protection to ensure efficient use of energy and resources. It strives to reduce the resources consumption by implementing energy and water efficiency initiatives and encouraging the employees, customers, business partners and the community to adopt environmentally responsible behavior.

(i) Energy Consumption

The energy consumption of the Group mainly comes from purchased towngas and purchased electricity. The Group promotes energy saving with various energy-efficient measures, including turn off gas stoves and water heaters when not in use, switch off idle lightings during non-office hours, and open air-conditioners at suitable temperature around 24 degree. In addition, the Group has also installed energy saving cooking equipment.

During the Year, the energy consumption of the Group was as follows:

Table 3 – Energy consumption

	Unit 單位	2018 2018年
Towngas consumption 民用燃氣消耗量	Kwh 千瓦時	264,380
Electricity consumption 用電量	Kwh 千瓦時	2,258,690
Total energy consumption 能源消耗總量	Kwh 千瓦時	2,523,070
Total energy consumption intensity 能源消耗密度總量	Kwh/SGD'm revenue (Note) 千瓦時/百萬新加坡元收益(附註)	56,075

Note: The intensity refers to Kwh of energy per millions of revenue of the Group for the Year.

2.4 資源使用

本集團十分關注環境保護從而確保有效利用能源及資源。其致力於透過實施能源及水資源效益舉措及鼓勵僱員、客戶、業務夥伴及社區採取對環境負責的行為而減少資源消耗。

(i) 能源消耗

本集團的能源消耗主要來自所購民用燃氣及所購電力。本集團採用多種節能措施促進節能，包括在不使用時關閉燃氣灶及熱水器、在非辦公時間關閉閒置照明設備並將空調開設至24度左右的適當溫度。此外，本集團亦已安裝節能型烹飪設備。

於本年度，本集團的能源消耗情況如下：

表3 – 能源消耗

	2018 2018年
Towngas consumption 民用燃氣消耗量	264,380
Electricity consumption 用電量	2,258,690
Total energy consumption 能源消耗總量	2,523,070
Total energy consumption intensity 能源消耗密度總量	56,075

附註：密度指於本年度按本集團百萬收益計算的能源的千瓦時數。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

(ii) Water Consumption

Water is another important resource used by the Group in daily operation. The Group consumes water in different activities, including food washing, cooking and kitchen utensils cleaning. It endeavours effective water usage concept by identifying water saving initiatives and has adopted water-saving production methods and equipment to reduce the water consumption. The used water is re-used under feasible circumstances. Head chefs and outlet managers have been assigned to ensure there is no unwarranted use of water. Furthermore, the Group has conducted regular maintenance of water pipes to prevent leakage of water and repaired any defective components. The Group is fully licensed prior to establishing its F&B retail operations. Also, it aims to improve its waste water practice and programmes to align with the Group's sustainability management approach.

During the Year, the water consumption of the Group was as follows:

Table 4 – Water consumption

	Unit 單位	2018 2018年
Water consumption 用水量	m ³ 立方米	165,595
Water consumption intensity 用水密度	m ³ /SGD'm revenue (Note) 立方米/百萬新加坡元收益(附註)	3,680

Note: The intensity refers to m³ of water per millions of revenue of the Group for the Year.

(ii) 用水

水為本集團日常營運中使用的另一項重要資源。本集團於不同活動中用水，包括清洗食品、烹調及清洗廚房用具。本集團致力透過識別節水措施以實現有效用水理念並已採納節水生產方式及設備以減少用水。廢水在可行情況下重複使用。主廚及店鋪經理已獲指派確保不會出現不必要用水的情況。此外，本集團對水管進行常規維護，以避免漏水並修復任何有缺陷之零部件。本集團開始餐飲零售業務前已獲全面許可。此外，本集團旨在改善廢水處理慣例及規劃以符合本集團可持續管理方法。

於本年度，本集團用水情況如下：

表4 – 用水

附註：密度指於本年度按本集團百萬收益計算的水的立方米數。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

(iii) Packing Material Management

Take-away is also one of the F&B retails' services to the customers. The Group uses plastic wraps and containers for food products packaging. It sets out guidelines for the staff to minimise the usage of the packaging materials.

During the Year, the packaging materials used by the Group was as follows:

Table 5 – Packaging materials

	Unit 單位	2018 2018年
Packaging materials used 所用包裝材料	tonnes 噸	65
Packaging materials used intensity 所用包裝材料密度	tonnes/SGD'm revenue (Note) 噸/百萬新加坡元收益(附註)	1

Note: The intensity refers to tonnes of packaging materials per millions of revenue of the Group for the Year.

(iii) 包裝材料管理

打包亦為對客戶提供的餐飲零售服務之一。本集團使用塑料保鮮膜及容器進行食品包裝。本集團為員工制定指引，以盡量減少包裝材料的使用。

於本年度，本集團所用的包裝材料如下：

表5 – 包裝材料

附註：密度指於本年度按本集團百萬收益計算的包裝材料噸數。

2.5 The environment and natural resources

In an industry where daily operations may have an impact on the environment, the Group is aware of its responsibility to advocate environmental protection as part of its business goals and strategy, by minimising adverse environmental impact and maximising its resource efficiency and waste management.

With the integration of policies and measures to reduce emissions and resources consumption, the Group strives to reduce the negative impacts on the environment and natural resources. The Group raises staff awareness on environmental issues at work and in life through education and training and enlists employees' support in improving the Group's performance. The Group also supports community activities in relation to environmental protection and sustainability and evaluates regularly and monitors the past and present business activities impacting upon health, safety and environmental matters.

2.5 環境及天然資源

身處日常營運可能對環境造成影響的行業中，本集團深知其有責任提倡環保，盡量減少對環境的不利影響及最大化資源使用效率及增強廢物管理能力，使環保成為業務目標及策略的一部分。

透過整合減少排放及資源消耗的政策及措施，本集團致力於減少對環境及天然資源的負面影響。本集團透過教育及培訓，提升員工對工作及生活環境問題的意識，並爭取員工支持以提升本集團的績效。本集團亦支持有關環境保護與可持續發展的社區活動，並定期評估及監測過往及現時影響健康、安全及環境問題的業務活動。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

(B) SOCIAL

3. Employment and Labour Practices

The Group aims to ensure that the health, safety and welfare of its employees are well taken care of and the Group acknowledges its responsibility towards employees who may be affected by its activities. While the Group regards legislative compliance as a minimum, whenever possible, the Group seeks to implement higher health and safety standards throughout the Group.

3.1 Employment and labour

The Group believes people are valuable assets and their diligent efforts and continuous support are crucial to the Group's development and success. As such, the Group aims to attract and retain talent, provide a safe and equal working environment for its employees and promote employees' health and well-being. In addition to offering competitive remuneration packages to employees, discretionary bonuses and share options may also be granted to eligible employees based on individual performance.

The Group seeks to provide a work environment with equal opportunities and diversified human resources. The Group's guidelines on staff recruitment and avoidance of unlawful employment policy outline the obligations as a responsible employer and the procedures necessary to ensure all candidates are treated equally and the employment is in compliance with the relevant laws and regulations.

The Group is committed to upholding the elimination of all forms of forced labor and supporting the effective abolition of child labor. The Group strictly prohibits the use of child labor in accordance with the relevant laws and regulations related to, among other things, prevention of child labor and forced labor.

(B) 社會

3. 僱傭及勞工常規

本集團旨在確保僱員健康、安全及福利得到妥善照顧，且本集團承認其業務活動可能對僱員造成影響之責任。視法律合規為最低限度的同時，本集團盡可能於本集團內尋求貫徹更高的健康及安全標準。

3.1 僱傭及勞工

本集團認為員工乃寶貴資產，而彼等的辛勤努力及持續支持對本集團的發展及成功至為重要。故此，本集團致力吸引及挽留人才，為其僱員提供安全及平等工作環境，並提升僱員健康及福利。除為僱員提供具有競爭力的薪酬待遇後，本集團亦可能根據個人表現向合資格僱員授予酌情花紅及購股權。

本集團致力提供機遇平等及人力資源多元化的工作環境。本集團有關員工招聘及避免非法僱傭政策的指引概述作為負責任僱主的責任及必須執行的程序，以確保所有候選人獲得公平對待以及僱傭符合相關法律及法規。

本集團致力於鼓勵消除一切形式的強制勞工並支持有效廢除童工。根據有關(其中包括)防止童工及強制勞工的相關法律法規，本集團嚴禁使用童工。



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group also appreciates the importance of cultural diversity and employs a workforce in a wide range of age, gender, ethnicity, and education background. By providing on-the-job training, the Group helped the new recruits to integrate into the team of members successfully.

Information, such as statement on work hours, pay and performance issues, policies on benefits, training and leave, and disciplinary procedures and possible sanctions, is clearly stated on a written employee hand book provided in the national language of the employees.

During the Year, the Group has not identified any major non-compliance with the relevant employment, child and forced labor-related laws and regulations. The employment status of the Group during the Year was as follows:

Table 6 – Employment and labour

		Number of employee 僱員數目	Occupied percentage 所佔百分比
Gender	性別		
Female	女性	157	46%
Male	男性	203	54%
Employment type	僱傭類型		
Full time	全職	339	94%
Part time	兼職	21	6%
Age range	年齡範圍		
18–30	18歲–30歲	78	22%
31–40	31歲–40歲	66	18%
41–50	41歲–50歲	48	13%
51–64	51歲–64歲	109	33%
≥ 65	65歲及以上	59	14%
Total number of employees	僱員總數	360	100%

本集團亦深明多元文化的重要性聘請員工時不論年齡、性別、種族及教育背景。透過提供在職培訓，本集團幫助新員工成功融入成員團隊。

以僱員母語提供的書面僱員手冊內清楚地載明工時、薪資及績效事宜、福利政策、培訓及休假、以及紀律程序及可能的處罰等資料。

於本年度，本集團並未發現任何有關僱傭、童工及強制勞工相關法律及法規的重大不合規情況。本集團於本年度的僱傭情況如下：

表 6 – 僱傭及勞工

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

3.2 Development and training

The Group recognises that maximising and developing the potential of its employees is an integral factor in ensuring sustainable business growth. In its dedication to maintaining a diverse talent pool, the Group invests time and effort to provide a wide range of training and development programmes for its staff. The Group supports all employees for continuous learning and improving their knowledge and job skills in relation to food preparation and preservation, customer services and quality control in different aspects of the operation.

On-the-job training is provided for every newly employed staff, whether with previous experience or not, and for those being relocated to a new post, to ensure employees are familiar with the new working environment, job requirements as well as all other safety and environmental conservation practices at the work place. Employees are also provided with the opportunities to participate in trainings offered by professional training institutions or experts.

Food safety and hygiene training on (1) proper temperature regulation of food and dish ingredients, (2) factors contributing to outbreaks of foodborne illnesses and (3) practices to maintain good personal hygiene. Through this training, employees will gain knowledge about correct equipment utilisation and temperature control of potential hazardous foods.

Training course conducted by National Environment Agency (“**NEA**”)/SkillsFuture Singapore (“**SSG**”) Approved Food Hygiene Training Provider for all food handlers. The Group ensures that there is at least one supervisor in each outlet to strictly impose food safety and hygiene requirements during food processing.

3.2 發展及培訓

本集團意識到最大化及發展僱員的潛力為確保可持續業務發展的關鍵因素。本集團投入時間及精力為其員工提供眾多培訓及發展課程，致力於維持多元化的人才儲備。本集團支持所有僱員繼續學習及提升彼等於業務營運的各個方面有關食品製備及儲存、客戶服務及質量控制的知識及工作技巧。

本集團會為每位新聘員工(無論是否具備過往經驗)以及轉新職位之僱員提供在職培訓，以確保其熟悉新工作環境、工作要求以及在工作場所推行的所有其他安全及環保措施。僱員亦有機會參加由專業培訓機構或專家提供的培訓。

食品安全及衛生培訓，有關(1)食品及菜餚原料的適當溫度管理，(2)爆發食源性疾病的影響因素及(3)維持良好個人衛生的措施。通過此培訓，僱員將獲得正確設備使用及潛在有害食品溫度控制的相關知識。

新加坡國家環境局(「**NEA**」)/新加坡未來技能局(SkillsFuture Singapore)(「**SSG**」)批准的食品衛生培訓員將對所有食品處理員進行培訓課程。本集團確保各店舖至少有一名督導員在食品加工過程中嚴格實施食品安全與衛生要求。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group's team members receive training in alignment to their job nature and requirements. The Group continually assesses the training needs of its staff and emphasises the importance of continuous learning to enhance their competency and development.

3.3 Health and safety

Health and safety of employees in the workplace is always the top priority of the Group. To ensure safe working environment, the Group has established safety policies and guidelines which set out the safety procedures and promote safety at work sites stipulated by the relevant applicable laws and regulations.

Reinforcing employees' safety awareness is of crucial importance as prevention is always better than cure. All newly hired operational workers educated on occupational safety and health hazards during the orientation. Training buddies are assigned to encourage and support newly joined employees to follow safety measures and to ensure that they are able to adapt to the new working environment smoothly. In case of accident, insurance is covered by the basic security package.

During the Year, the Group has not identified any material non-compliance with the relevant laws and regulations in relation to working environment and protection for employees from occupational hazards.

本集團的團隊成員接受與其工作性質及要求相適應的培訓。本集團持續評估其員工的培訓需要，並向員工強調持續學習以增強自身能力及發展的重要性。

3.3 健康與安全

僱員於工作場所的健康與安全一直為本集團的首要關注事宜。為確保安全的工作環境，本集團已建立安全政策及指引，當中列載相關適用法律及法規所規定的安全程序及倡導工作場所安全。

基於預防永勝於治療，我們加強僱員的安全意識尤顯重要。所有新僱用的作業人員在任職期間均會接受職業安全與健康風險教育。我們會指派培訓專員鼓勵及支持新加入僱員遵守安全措施，並確保彼等能夠順利適應新的工作環境。倘發生意外，我們的基本保障已覆蓋保險。

於本年度，本集團並未發現關於工作環境及保護僱員免受職業危害的相關法律及法規的任何重大不合規情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4. Operational Practices

4.1 Supply chain management

The Group aims not to be directly or indirectly involved in corrupt practices or complicit in human rights abuses. Hence, the Group requires its supply chain partners to uphold the Group's principles of ethical business conduct.

The Group arranges meetings with food suppliers and other service providers on a regular basis to ensure the provision of quality dining service to customers, and the food and beverages suppliers are carefully selected based on factors including food quality, food safety management, sources of ingredients, pricing and other terms, capacity and availability, track record and reputation, payment method and terms, delivery options and schedules, etc. The Group monitors the performance of suppliers from time to time to ensure that their food ingredients meet the stringent requirements on a consistent basis. For other suppliers, the Group selects based on quality, pricing, payment terms and availability, etc.

When purchasing the ingredients and food items, the Group arranges the head chefs to check and inspect before using in the stall. If any non-conformity found, the Group will return the ingredients or food items back to the suppliers.

The Group diversifies the source of key ingredients suppliers to ensure a continuous supply chain regardless of emergency cases.

4. 營運慣例

4.1 供應鏈管理

本集團的宗旨為不直接或間接牽涉於貪污行為或串謀侵犯人權。因此，本集團要求其供應鏈合作夥伴秉承本集團的商業道德操守原則。

本集團與食品供應商及其他服務供應商定期安排會面，以確保為客戶提供優質的餐飲服務，並根據食品質量、食品安全管理、食材來源、定價及其他條款、產能及供應量、往績記錄及信譽、付款方法及條款、送貨選擇及時間表等因素細心挑選食品及飲料供應商。本集團不時監察供應商的表現，以確保其食材始終符合嚴格的要求。本集團根據質量、定價、付款條款及供應情況等選擇其他供應商。

在採購食材及食品時，本集團會安排主廚在檔位使用前進行檢查及檢測。如發現任何不合規情況，本集團會將該等食材或食品退回至供應商。

本集團拓展主要食材供應商的來源，以確保持續供應鏈不受緊急情況影響。



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.2 Product responsibility

With an aim to maintain good quality of food and service, the Group ensures that the food ingredients are safe, fresh and of good quality upon delivery, in storage and during processing. The Group selects suppliers carefully and maintains relationship only with qualified suppliers.

In addition to food ingredients procurement, the Group continuously improves the production process in order to further enhance the quality and safety of food products. The Group also performs regular identification of hazards, determination of critical control points and timely implementation of effective control and monitoring measures.

The head chefs and supervisors are responsible for the quality control at each of the food establishments. They are responsible for inspecting the food and beverage supplies and ingredients, overseeing the food preparation process and monitoring the dining environment and kitchen area. The Group's operational workers clean and sanitise each of the food establishments in accordance with the policies and procedures.

The Group believes the opinions from customers can drive its continuous improvement. Multiple feedback channels, including email and fax, have therefore been established to facilitate communication with customers and to satisfy customers' requirements. In the receipt of complaints, the Group will take prompt actions and carry out remedial actions.

During the Year, the Group was not aware of any non-compliance with relevant laws and regulations regarding product responsibility.

4.2 產品責任

為了保持食品及服務的良好質量，本集團確保食材在運輸、儲存及加工過程中為安全、新鮮及優質。本集團審慎挑選供應商，並僅與合資格供應商維持關係。

除食材採購外，本集團持續改善生產流程，以進一步提升食品的質量及安全。本集團亦進行定期危害識別、釐定關鍵控制點與及時實施有效控制及監察措施。

主廚及督導員負責各食肆的質量控制。彼等負責檢查餐飲供應及食材，監督食品製備過程及監察餐飲環境與廚房區域。本集團的作業人員按照政策及程序對各食肆進行清理及消毒。

本集團相信，客戶意見可推動其持續改善。因此，本集團已建立電子郵件及傳真等多個反饋渠道，以促進與客戶的溝通及滿足客戶要求。於接獲投訴後，本集團將迅速採取行動並開展補救措施。

於本年度，本集團並未知悉任何有關產品責任之相關法律及法規的不合規情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

4.3 Anti-corruption

The Group firmly believes that developing its employees' integrity and credibility is as vital as maximising their potential.

The Code was established to serve as the general guideline in conducting business operations to the highest ethical standards. All directors, officers and employees are expected to fully adhere to the principles contained in it which highlights that each team member must observe all anti-corruption laws, rules and regulations that are relevant to the Group.

The employee handbook sets out internal control policies and procedures to govern the investigation and follow-up procedures of reported fraud incidents, and mandatory for the employees to report any action or behavior of bribery or misconduct. A grievance channel is well-developed.

In addition, company rules, which are included in the handbook, are developed in accordance with applicable business ethic ordinances such as the Personal Data Protection Act 2012 ("PDPA").

During the Year, no non-compliance issue was noted or reported to the relevant authorities in relation to any corruption or fraudulent activities.

5. Community Investment

The Group is constantly aware of the needs of community and takes up the corporate responsibility to contribute to the society, such as monthly event to help elders in Asian Women's Welfare Association ("AWWA"). The Group will continue to organise and participate in a variety of charitable events in the coming future. The Group also strives to develop long-term relationships with the stakeholders and brings a positive impact on community development.

4.3 反貪污

本集團堅信培養僱員的誠信及信譽對於最大化彼等的潛力至關重要。

制定守則乃為提供按最高道德標準開展業務運營的一般指引。全體董事、高級職員及僱員應當全面遵守守則內包含原則，其強調各團隊成員須遵守所有與本集團相關的反貪污法律、規則及法規。

僱員手冊載有監控申報欺詐事件調查及跟進程序的內部監控政策及程序，並強制僱員報告賄賂或不當行為的任何行動或行為，因此申訴渠道可得到良好發展。

此外，手冊內載列的公司規則乃根據適用商業道德條例（如2012年個人資料保障法（「個人資料保障法」））編製。

於本年度，本集團概不知悉，亦無向有關當局申報涉及任何貪污或欺詐活動的不合規事宜。

5. 社區投資

本集團不斷瞭解社區之需要，並履行企業責任為社會作出貢獻，如每月組織幫助亞洲婦女福利協會（「AWWA」）長者的活動。本集團將於未來繼續組織並參與各類慈善活動。本集團亦力求與持份者建立長期關係及為社區發展帶來正面影響。



Management Discussion and Analysis

管理層討論及分析

BUSINESS OVERVIEW AND PROSPECTS

We are a food and beverage group based in Singapore with more than 15 years of experience in the ownership and operation of food centres and food street in Singapore. Currently, our business can be categorised into (1) the F&B Retail Business and the (2) Outlet Management and Leasing Business.

For the financial year ended 31 December 2018, we operated and managed a total of 13 food establishments, being (i) 12 food centres, comprising nine non-air-conditioned food centres and three air-conditioned food centres; and (ii) one food street, under our Outlet Management and Leasing Business. Our food street is leased by our Group from an Independent Third Party, and comprises four food and beverage kiosks, of which three are operated by us under our F&B Retail Business. Of the 13 food establishments (12 food centres and one food street) managed by us under our Outlet Management and Leasing Business, one is managed on behalf of an Independent Third Party food centre owner. In addition, we have engaged an Independent Third Party operator to manage one of the food centres leased by us on our behalf, and we also leased three properties to Independent Third Parties.

The Group successfully listed on Hong Kong Main Board on 6 March 2019 (“Listing Date”). The Board believes that the Listing Proceeds would facilitate the Group’s future expansion and business growth.

FINANCIAL REVIEW

Revenue

The Group recorded revenue increased approximately S\$1.0 million or 2.3% from approximately S\$44.0 million to approximately S\$45.0 million as at year ended 31 December 2018. Such increase was mainly driven by (i) an increase in the revenue from sale of cooked food, beverages and tobacco products with the opening of 12 food stalls in June 2017; and (ii) an increase in rental income from lease of premises to our tenants due to positive fixed rental revisions for leases renewed during the year and the purchase of a new investment property at 51 Ubi Avenue with full occupancy achieved in May 2017.

業務回顧及展望

我們為新加坡餐飲集團，在擁有及營運新加坡美食中心及美食街方面擁有超過15年經驗。目前，我們的業務分為(1)餐飲零售業務及(2)店舖管理及租賃業務。

截至2018年12月31日止財政年度，我們在店舖管理及租賃業務旗下經營及管理共13間食肆，即(i)12間美食中心(包括九間無冷氣美食中心及三間冷氣美食中心)；及(ii)一條美食街。我們的美食街由本集團向一名獨立第三方租用並包括四個餐飲小食亭，其中三個由我們在餐飲零售業務旗下經營。我們在店舖管理及租賃業務旗下管理的13間食肆(12間美食中心及一條美食街)中，一間乃代表一名獨立第三方美食中心擁有人管理。此外，我們委聘一名獨立第三方營運商代我們管理我們租用的其中一間美食中心，而我們亦出租三項物業予多名獨立第三方。

本集團於2019年3月6日(「上市日期」)於香港主板成功上市。董事會相信上市所得款項將有助於本集團的進一步擴張及業務增長。

財務回顧

收益

截至2018年12月31日止年度，本集團錄得收益由約44.0百萬新加坡元增加約1.0百萬新加坡元或2.3%至約45.0百萬新加坡元。有關增長乃主要由於(i)於2017年6月開始營運12個食檔後銷售熟食、飲品及煙草產品的收益增加；及(ii)年內續新租賃的固定租金上調以及購買位於51 Ubi Avenue的新投資物業於2017年5月達到悉數入駐，使得出租物業予租戶的租金收入增加。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

We derived our revenue from: (i) sale of cooked food, beverages and tobacco products; (ii) rental income from lease of premises to tenants; and (iii) provision of management, cleaning and utilities services.

我們的收益產生自(i)銷售熟食、飲品及煙草產品；(ii)出租物業予租戶的租金收入；及(iii)提供管理、清潔及公用事業服務。

The following table sets forth our revenue breakdown by the three categories of our revenue for the years end indicated:

下表載列於所示年末按收益的三大類別劃分的收益明細：

		For the year ended 31 December 截至12月31日止年度			
		2018 2018年		2017 2017年	
		\$S'000	%	\$S'000	%
		千新加坡元	%	千新加坡元	%
Sale of cooked food, beverages and tobacco products	銷售熟食、飲品及煙草產品	36,862	81.9	35,200	80.0
Rental income from lease of premises to tenants	出租物業予租戶的租金收入	5,673	12.6	5,291	12.0
Provision of management, cleaning and utilities services	提供管理、清潔及公用事業服務	2,460	5.5	3,484	8.0
Total	總計	44,995	100.0	43,975	100.0

For the financial year ended 31 December 2017 and 2018, sale of cooked food, beverages and tobacco products was our largest revenue contributor, accounting for approximately 80.0% and 81.9% of our revenue respectively. Our revenue generated from sale of cooked food, beverages and tobacco products increased by approximately S\$1.7 million, or 4.7%, from approximately S\$35.2 million to approximately S\$36.9 million. Such increase was mainly attributable to new mixed vegetable rice stalls since June 2017 such as (i) 116 Bukit Merah View #01-211; (ii) 56/58 Lorong 25A Geylang; (iii) 1 Maritime Square, Harbourfront Centre, #03-19/20/21; (iv) Block 215 Jurong East Street 21, #01-541; (v) Block 498 Jurong West Street 41, #01-426; and (vi) Block 476 Tampines Street 44, #01-207/209.

截至2017年及2018年12月31日止財政年度，銷售熟食、飲品及煙草產品為我們的最大收益來源，分別佔我們的收益的約80.0%及81.9%。產生自銷售熟食、飲品及煙草產品的收益由約35.2百萬新加坡元增加約1.7百萬新加坡元或4.7%至約36.9百萬新加坡元。有關增長乃主要歸因於自2017年6月開業的新雜菜飯檔位，如(i)116 Bukit Merah View #01-211；(ii)56/58 Lorong 25A Geylang；(iii)1 Maritime Square, Harbourfront Centre, #03-19/20/21；(iv)Block 215 Jurong East Street 21, #01-541；(v)Block 498 Jurong West Street 41, #01-426；及(vi)Block 476 Tampines Street 44, #01-207/209。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Our revenue generated from rental income from lease of premises to tenants increased approximately S\$0.4 million or 7.2%, mainly due to positive rental revisions.

Our revenue generated from provision of management, cleaning and utilities services decreased approximately S\$1.0 million, or 29.4% from approximately S\$3.5 million to approximately S\$2.5 million. The decrease in revenue was primarily attributable to our Group's decision to divert more resources towards our F&B Retail Business and away from our Outlet Management and Leasing Business. This was in line with the increase in the revenue from sale of cooked food, beverages and tobacco products as well as its contribution to our overall revenue.

Both revenue streams from lease premise and provision of management, cleaning and utilities services are under Outlet Management segment, while sales of cooked food, beverage and tobacco products is under our food and beverage stalls segment.

Fair value gain of investment properties and other financial assets

Our fair value gain of investment properties and other financial assets depend, to a large extent, on the economic conditions, the property market sentiment and other factors. Fair value of investment property is determined by Comparable Sales Method in Singapore. The fair value of the investment properties has been carried out by an independent valuer, Cushman & Wakefield VHS Pte. Ltd., who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued. While the fair value of financial assets were valued by Manulife (Singapore) Pte. Limited.

Cost of inventories consumed

Our cost of inventories consumed increased by approximately S\$0.7 million, or 4.4%, from approximately S\$16.5 million to approximately S\$17.2 million, which was in line with the increase in revenue from sale of cooked food, beverages and tobacco products. Our cost of inventories consumed primarily represents the cost of purchases of food ingredients for our F&B Retail Business, such as fresh and frozen meat, seafood, vegetables, eggs, dried food, canned food and seasonings, as well as beverages, coffee powder and cigarettes.

產生自出租物業予租戶的租金收入增加約0.4百萬新加坡元或7.2%，乃主要由於租金上調。

產生自提供管理、清潔及公用事業服務的收益由約3.5百萬新加坡元減少約1.0百萬新加坡元或29.4%至約2.5百萬新加坡元。收益減少乃主要歸因於本集團決定將更多資源由店鋪管理及租賃業務轉移至餐飲零售業務。其與銷售熟食、飲品及煙草產品收益及其對我們的整體收益貢獻增加相符。

來自租賃物業及提供管理、清潔及公用事業服務的收益流屬店鋪管理分部，而銷售熟食、飲品及煙草產品屬餐飲檔位分部。

投資物業及其他金融資產的公平值收益

我們的投資物業及其他金融資產公平值收益在很大程度上取決於經濟條件、物業市場氣氛及其他因素。投資物業的公平值乃於新加坡按可比銷售法釐定。投資物業公平值由獨立估值師Cushman & Wakefield VHS Pte. Ltd. 進行，其持有認可及相關專業資格，並於估值的投資物業地點及類別方面有近期經驗。而金融資產的公平值由Manulife (Singapore) Pte. Limited. 估值。

所消耗存貨成本

我們的所消耗存貨成本由約16.5百萬新加坡元增加約0.7百萬新加坡元或4.4%至約17.2百萬新加坡元，其與銷售熟食、飲品及煙草產品收益增加相符。我們的所消耗存貨成本主要指就我們的餐飲零售業務採購食材(如新鮮及冷藏肉類、海鮮、蔬菜、雞蛋、乾製食材、罐頭食品及調味品)以及飲品、咖啡粉及香煙的成本。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Staff costs

Our staff costs increased by approximately S\$0.8 million, or 7.6%, from approximately S\$10.7 million to approximately S\$11.5 million mainly due to the full impact of the higher salaries paid to existing staff as well as to attract new staff since 2017.

Our staff costs are the second largest component of our operating expenses and amounted to approximately S\$10.7 million and S\$11.5 million for the years ended 31 December 2017 and 31 December 2018, respectively, representing approximately 24.3% and 25.6% of our revenue for the respective periods.

Property rentals and related expenses

Our property rentals and related expenses primarily represents the rental paid for leasing of properties from Independent Third Parties for the operation of our food and beverage stalls, food centres and food street. Our property rentals and related expenses increased by approximately S\$0.5 million, or 8.5%, from approximately S\$5.7 million to approximately S\$6.2 million. The increase is in line with the opening of 12 of our food stalls in June 2017.

Management, cleaning and utilities expenses

Our management, cleaning and utilities expenses decreased by approximately S\$0.6 million, or 25.5%, from approximately S\$2.3 million to approximately S\$1.7 million. The decrease was mainly attributable to the (i) decrease in subcontracting fee as we were able to recruit the necessary staff and no longer require the temporary manpower from outsourced service providers; and (ii) decrease in licence fees as we incurred for the commencement of operations for the 12 food stalls opened in June 2017. That partially offset by the increase in other expenses due to an increase in the food centres' and food street's cleaning expenses as we undertook a comprehensive cleaning exercise to enhance the dining experience since the beginning of 2018.

員工成本

我們的員工成本由約10.7百萬新加坡元增加約0.8百萬新加坡元或7.6%至約11.5百萬新加坡元，其乃主要由於為現有員工以及吸引新員工而自2017年起支付較高薪資的全面影響。

我們的員工成本為我們的經營開支的第二大組成部分，於截至2017年12月31日及2018年12月31日止年度分別約為10.7百萬新加坡元及11.5百萬新加坡元，佔各期間我們的收益的約24.3%及25.6%。

物業租金及相關開支

我們的物業租金及相關開支主要指自獨立第三方租賃物業以經營我們的餐飲檔位、美食中心及美食街而支付的租金。我們的物業租金及相關開支由約5.7百萬新加坡元增加約0.5百萬新加坡元或8.5%至約6.2百萬新加坡元。該增長與2017年6月開業的12個食檔相符。

管理、清潔及公用事業開支

我們的管理、清潔及公用事業開支由約2.3百萬新加坡元減少約0.6百萬新加坡元或25.5%至約1.7百萬新加坡元。該減少乃主要由於(i)我們能夠招募必要員工而不再需要自外包服務供應商僱傭臨時人力，使得分包費用減少；及(ii)許可費用減少，原因為我們於2017年6月開始經營12個食檔而產生許可費用。其部分由我們於2018年年初開始承接綜合清潔服務以提升用餐體驗，使得美食中心及美食街的清潔開支增加所致的其他開支增加抵銷。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Other operating expenses

Our other operating expenses increased by approximately S\$0.5 million, or 26.6%, from approximately S\$1.9 million to approximately S\$2.4 million. The increase was mainly attributable to (i) an increase in property tax and related expenses due to acquisition of the investment property at 51 Ubi Avenue in May 2017 and stamp duties incurred for the Reorganisation in preparation for the Listing; (ii) an increase in repairs and maintenance as we spent more on maintenance of our stalls, food centres and food street to enhance the dining experience for our customers in 2018; and (iii) an increase in travelling and professional fees due to higher compliance costs incurred in preparation for the listing, such as hiring an international professional firm for statutory audit and corporate services, as compared to a local professional firm previously.

Finance costs

Our finance costs marginal increased, which primarily attributable to an increase in interest rates and quantum of borrowing size as at the end of financial year 2018.

Taxation

Our income tax expense decreased by approximately S\$0.2 million or 37.1%, from approximately S\$0.6 million to approximately S\$0.4 million. The effective tax rate reduced from 9.7% in year 2017 to 8.5% in year 2018. These decreases were primarily due to a decrease in taxable profits of our Group, due to higher fair value gain of investment properties and partially offset by listing expenses as listing expenses are non-tax deductible for corporate income tax purpose.

Profit for the year

Our profit after tax decreased by approximately S\$1.5 million, or 27.4% from approximately S\$5.5 million to approximately S\$4.0 million, which was largely due to one-off listing expenses and offset by increased fair value gain of investment properties.

其他經營開支

我們的其他經營開支由約1.9百萬新加坡元增加約0.5百萬新加坡元或26.6%至約2.4百萬新加坡元。其乃主要歸因於(i)於2017年5月收購位於51 Ubi Avenue的投資物業所致物業稅及相關開支增加，以及為籌備上市進行重組產生的印花稅；(ii)由於我們於2018年花費更多金額保養我們的檔位、美食中心及美食街以提升客戶的用餐體驗，使得維修及保養費用增加；及(iii)為籌備上市產生的合規成本增加(如僱傭國際專業公司(相較過往僱傭當地專業公司)進行法定審計及公司服務)，使得差旅及專業費用增加。

財務成本

我們的財務成本略有增長，其乃主要歸因於2018財政年度末之利率及借款規模數額增長。

稅項

我們的所得稅開支由約0.6百萬新加坡元減少約0.2百萬新加坡元或37.1%至約0.4百萬新加坡元。實際稅率由2017年的9.7%減少至2018年的8.5%。該等減少乃主要由於投資物業公平值收益增加，並部分由上市開支抵銷(原因為上市開支就企業所得稅而言屬不可扣稅)，導致本集團應課稅溢利減少。

年度溢利

我們的除稅後溢利由約5.5百萬新加坡元減少約1.5百萬新加坡元或27.4%至約4.0百萬新加坡元，其乃主要由於一次性上市開支，並由投資物業公平值收益增加抵銷。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Borrowings

As at 31 December 2018, the Group did not enter any new arrangement beside those disclosed in the prospectus of the Group dated on 21 February 2019 (the “Prospectus”)

Capital commitment and Significant Investments held

As at 31 December 2018, the Group was in the process of acquiring two new food centers, details of properties and way of acquiring are set out in both headed “Business — Business strategy” and headed “Future plans and use of proceeds” in the Prospectus. As at this report date, one of the properties — 150 South Bridge Road has been successful acquired according to the Prospectus.

Gearing ratio

Gearing ratio is calculated based on the interest-bearing liabilities divided by the total equity as at the respective year/period end and multiplied by 100%. Our interest-bearing liabilities mainly comprised of bank borrowings for the purchase of the investment properties.

As 31 December 2018 our gearing ratio approximately 139.3%, decreased slightly from approximately 145.3% as at 31 December 2017. The change in our gearing ratio was attributable to increase in our reserves as a result of profit for the year and lower outstanding balance of borrowings as a result of repayment during the year.

DIVIDEND

The Board does not recommend any final dividend for the year ended 31 December 2018. (2018 interim dividend: approximately S\$3,438,000 and 2017: approximately S\$2,624,000)

借款

於2018年12月31日，除本集團日期為2019年2月21日之招股章程(「招股章程」)內所披露者外，本集團並無訂立任何新安排。

資本承擔及所持重大投資

於2018年12月31日，本集團正在收購兩間美食中心，有關物業詳情及收購方式載於招股章程「業務 — 業務策略」及「未來計劃及所得款項用途」等節。於本報告日期，招股章程所述之物業之一 — 150 South Bridge Road已被成功收購。

資本負債比率

資本負債比率乃按各年度／期間末計息負債除以總權益再乘以100%計算。我們的計息負債主要包括就投資物業之銀行借款。

於2018年12月31日，我們的資本負債比率約139.3%，較2017年12月31日的約145.3%輕微減少。我們的資本負債比率變動因本年度溢利而儲備增加所致及因本年度償還致使借款未償還結餘減少所致。

股息

董事會並不建議派發截至2018年12月31日止年度之任何末期股息(2018年中期股息：約3,438,000新加坡元及2017年：約2,624,000新加坡元)。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

The overall increase of approximately S\$2.2 million or 134.7% from approximately S\$1.7 million to approximately S\$3.9 million as at 31 December 2018 was also due to the amount due from a shareholder has been offset by interim dividend. Despite the net current liabilities positions as at 31 December 2018, our Group had sufficient financial resources to run our business operation and fulfil our obligations as supported by our strong operating cash inflows.

As at 6 March 2019, The Group was listed on the Stock Exchange receiving approximate net proceeds of HK\$110.0 million. Our Directors believe that our Group will continue to have sufficient financial resources with better financial position for our business operations going forward.

The gearing ratio, calculated based on the interest-bearing liabilities divided by total equity, was approximately 139.3% as at 31 December 2018 (2017: approximately 145.3%).

EVENTS AFTER THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The issued shares were initially listed on Main Board of the Stock Exchange on 6 March 2019 and 200,000,000 ordinary shares were issued at HK\$0.75 per offer share on 6 March 2019 (the "Share Offer") in connection with the listing as detailed in the Prospectus and the announcement of the Company dated 5 March 2019 in relation to, among others, the allotment results of the Share Offer. After deducting related listing expenses, the net proceeds of the Share Offer were approximately HK\$110.0 million.

流動資金及財務資源

流動資金及財務資源總體上由約1.7百萬新加坡元增加約2.2百萬新加坡元或134.7%至於2018年12月31日的約3.9百萬新加坡元，亦由於應收一名股東款項已由中期股息抵銷。儘管於2018年12月31日出現流動負債淨額狀況，但憑藉強大的經營現金流入，本集團仍有足夠財務資源用以經營業務並履行責任。

於2019年3月6日，本集團於聯交所上市，收到所得款項淨額約為110.0百萬港元。我們的董事相信本集團將持續擁有足夠財務資源及良好財務狀況用於日後業務運營。

基於計息負債除以總權益計算之資本負債比率於2018年12月31日約為139.3% (2017年：約145.3%)。

截至2018年12月31日止財政年度期後事項

已發行股份於2019年3月6日在聯交所主板首次上市，200,000,000股普通股於2019年3月6日根據招股章程及本公司日期為2019年3月5日之公告所述上市按每股發售股份0.75港元發行(「股份發售」)，該公告內容有關(其中包括)股份發售的配發結果。於扣除相關上市開支後，股份發售所得款項淨額約為110.0百萬港元。

Independent Auditors' Report

獨立核數師報告



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

香港
中環
畢打街11號
置地廣場
告羅士打大廈31樓

TO THE SHAREHOLDERS OF K2 F&B HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of K2 F&B Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 86 to 179, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standard Boards (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致 K2 F&B HOLDINGS LIMITED

股東

(於開曼群島註冊成立之有限公司)

意見

吾等已審核載於第86至179頁K2 F&B Holdings Limited (「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，包括於2018年12月31日之綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，該等綜合財務報表已根據國際會計準則委員會(「**國際會計準則委員會**」)頒佈之國際財務報告準則(「**國際財務報告準則**」)真實而公平地反映 貴集團於2018年12月31日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港公司條例之披露規定妥為編製。



Independent Auditors' Report (Continued)

獨立核數師報告(續)

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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.

意見之基礎

吾等根據香港會計師公會(「**香港會計師公會**」)頒佈之香港核數準則(「**香港核數準則**」)進行吾等之審核工作。吾等於該等準則下承擔的責任已在吾等的報告核數師就審核綜合財務報表須承擔的責任一節內進一步闡述。根據香港會計師公會頒佈的職業會計師道德守則(「**守則**」)，吾等獨立於 貴集團，並已根據守則履行其他道德責任。吾等相信，吾等所獲得的審計憑證可充足及適當地為吾等的意見提供基礎。

關鍵審計事項

關鍵審計事項為根據吾等的專業判斷，認為於吾等對本期間的綜合財務報表審核中最為重要的事宜。吾等在對綜合財務報表整體進行審核並就此達致意見時處理此等事宜，而不會就此等事項發表單獨的意見。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

吾等審核如何處理關鍵審計事項

Revenue recognition from food and beverage stalls operations

來自食品及飲品檔位營運的收益確認

Refer to note 3 and 7 to the consolidated financial statements

請參閱綜合財務報表附註3及7

We identified revenue recognition from food and beverage stalls operations as a key audit matter as revenue recognition is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income and material revenue transactions may occur close to the end of the reporting period.

吾等已識別來自食品及飲品檔位營運的收益確認為關鍵審計事項，因為收益確認對綜合損益表及其他全面收益表而言在數額上屬重大，且於緊貼報告期末的時間可能發生重大收益交易。

Our procedures in relation to revenue recognition from food and beverage stalls operations included: 吾等就來自食品及飲品檔位營運的收益確認進行的程序包括：

- Obtaining an understanding of the revenue recognition process for food and beverage stalls operations;
- 了解食品及飲品檔位營運的收益確認的過程；
- Obtaining an understanding of the revenue business processes and key controls, and testing key manual and information technology controls for validity of revenue recognition from food and beverage stalls operations; and
- 了解收益業務過程及主要控制措施，並測試主要人手及資訊科技控制措施以確定來自食品及飲品檔位營運的收益確認的有效性；及
- Performing test of details, on a sample basis, by comparing the details and amounts of the amounts shown on the underlying documentation, including the journal vouchers and sales invoices.
- 透過比較相關文件(包括記賬憑證及銷售發票)所示款項的詳情及數額，按抽樣基準對詳情進行測試。

We found that the amount and timing of revenue recognition were supported by the available evidence.

吾等發現收益確認之金額及時間均有可獲得證據支持。



Independent Auditors' Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether this 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 THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事須對其他資料負責。其他資料包括年報內的資料，但不包括綜合財務報表及吾等的核數師報告(「其他資料」)。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

就吾等對綜合財務報表的審計而言，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。倘吾等基於吾等已執行的工作得出結論，其他資料存在重大錯誤陳述，則吾等需要報告該事實。就此而言，吾等並無任何報告。

董事及審核委員會就綜合財務報表承擔的責任

董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並須負責進行董事確定屬必要的內部監控，以使編製綜合財務報表不存在因欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會須負責監督 貴集團的財務報告過程。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

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 skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下(作為整體)報告吾等的意見，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證總能發現按照香港審計準則進行的審計中存在的某一重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，且倘可合理預期彼等單獨或匯總起來將影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，吾等運用了專業判斷，保持了專業懷疑的態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險；設計及執行審計程序以應對該等風險；以及獲取充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以針對各種情況設計適當的審計程序，但目的並非對貴集團內部監控的成效發表意見。
- 評估董事所採用會計政策是否恰當以及其作出的會計估計及相關披露是否合理。



Independent Auditors' Report (Continued)

獨立核數師報告(續)

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

- 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, related safeguards.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎是否恰當作出結論，並根據獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則吾等須在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平呈列有關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等對貴集團審計的方向、監督及執行負責。吾等為審計意見承擔全部責任。

除其他事項外，吾等與審核委員會溝通了計劃的審計範圍及時間安排以及重大審計發現等，包括吾等在審計時所識別的內部監控任何重大缺失。

吾等亦向審核委員會提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

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

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

The engagement director on the audit resulting in this independent auditors' report is Shek Lui.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Shek Lui
Practising Certificate Number: P05895

Hong Kong, 29 March 2019

核數師就審計綜合財務報表承擔的責任(續)

從與審核委員會溝通的事項中，吾等釐定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中載述該等事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中溝通有關事項。

出具本獨立核數師報告的審計項目主任是石磊。

國衛會計師事務所有限公司
執業會計師

石磊
執業證書編號：P05895
謹啟

香港，2019年3月29日



Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Note	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
		附註		
Revenue	收益	7	44,995	43,975
Fair value gain of investment properties	投資物業公平值收益	16	2,050	589
Other gains and losses, net	其他收益及虧損淨額	8	202	211
Cost of inventories consumed	所消耗存貨成本		(17,179)	(16,459)
Staff costs	員工成本		(11,517)	(10,702)
Property rentals and related expenses	物業租金及相關開支		(6,226)	(5,737)
Management, cleaning and utilities expenses	管理、清潔及公用事業開支		(1,732)	(2,324)
Depreciation	折舊	17	(367)	(404)
Listing expenses	上市開支	10	(2,265)	–
Other operating expenses	其他經營開支		(2,363)	(1,866)
Finance costs	財務成本	9	(1,228)	(1,182)
Profit before taxation	除稅前溢利	10	4,370	6,101
Taxation	稅項	13	(371)	(590)
Profit for the year	年度溢利		3,999	5,511
Other comprehensive income, net of tax	其他全面收益，已扣除稅項		–	–
Profit and total comprehensive income for the year	年度溢利及全面收益總額		3,999	5,511
Earnings per share	每股盈利			
Basic and diluted (Singapore cents)	基本及攤薄(新加坡分)	15	0.67	0.92

Consolidated Statement of Financial Position

綜合財務狀況表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Notes 附註	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Non-current assets	非流動資產			
Investment properties	投資物業	16	83,650	81,600
Property, plant and equipment	物業、廠房及設備	17	2,118	2,371
Deposits paid	已付押金	20	225	343
			85,993	84,314
Current assets	流動資產			
Inventories	存貨	18	161	176
Trade and other receivables	貿易及其他應收款項	19	532	371
Prepayments and deposits paid	預付款項及已付押金	20	3,243	550
Other financial assets	其他金融資產	21	664	628
Amount due from a shareholder	應收一名股東款項	22	–	4,274
Pledged bank deposit	已抵押銀行存款	23	15	15
Cash and cash equivalents	現金及現金等價物	23	4,911	6,415
			9,526	12,429
Current liabilities	流動負債			
Trade payables	貿易應付款項	24	2,766	2,845
Accruals and other payables	應計費用及其他應付款項	25	2,747	2,815
Deposits received and receipts in advance	已收押金及預收款項	26	786	1,051
Borrowings	借款	27	6,458	6,746
Tax payables	應付稅項		674	636
			13,431	14,093
Net current liabilities	流動負債淨額		(3,905)	(1,664)

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

		Notes 附註	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Total assets less current liabilities	總資產減流動負債		82,088	82,650
Non-current liabilities	非流動負債			
Borrowings	借款	27	44,934	46,054
Deposits received	已收押金	26	259	262
			45,193	46,316
Net assets	淨資產		36,895	36,334
Capital and reserves	資本及儲備			
Share capital	股本	28	—*	—*
Reserves	儲備	29	36,895	36,334
Total equity	總權益		36,895	36,334

* The balance represents an amount less than S\$1,000.

* 結餘指金額少於1,000新加坡元。

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

隨附附註構成此等綜合財務報表的組成部分。

Approved and authorised for issue by the board of directors on 29 March 2019 and signed on its behalf by:

於2019年3月29日獲董事會批准及授權刊發，並由以下董事代表簽署：

Mr. Chu Chee Keong

朱志強先生

Director

董事

Ms. Leow Poh Hoon

廖宝云女士

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2018 截至2018年12月31日止年度

		Share Capital	Other reserve	Retained earnings	Total
		股本	其他儲備	保留盈利	總計
		S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元
As at 1 January 2017	於2017年1月1日	—*	2,780	30,657	33,437
Dividends	股息	—	—	(2,624)	(2,624)
Issue of share of subsidiaries	發行附屬公司股份	—	10	—	10
Profit and total comprehensive income for the year	年度溢利及全面收益總額	—	—	5,511	5,511
As at 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	—*	2,790	33,544	36,334
Dividends	股息	—	—	(3,438)	(3,438)
Profit and total comprehensive income for the period	期間溢利及全面收益總額	—	—	3,999	3,999
As at 31 December 2018	於2018年12月31日	—*	2,790	34,105	36,895

* The balance represents an amount less than S\$1,000.

* 結餘指金額少於1,000新加坡元。

Note: The other reserve of the Group represents the reserve arose pursuant to the Reorganisation as set out in Note 2 to the Consolidated Financial Statements.

附註：本集團其他儲備指根據綜合財務報表附註2所載重組產生的儲備。

Consolidated Statements of Cash Flows

綜合現金流量表

For the year ended 31 December 2018 截至2018年12月31日止年度

	Notes 附註	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Cash flows from operating activities 經營活動所得現金流量			
Profit before taxation 除稅前溢利		4,370	6,101
Adjustments for: 就以下項目作出調整：			
Depreciation 折舊	17	367	404
Finance costs 財務成本	9	1,228	1,182
Bad debts written off 壞賬撇銷	10	34	–
Exchange (gain)/loss 匯兌(收益)/虧損	8	(67)	17
Gain on other financial asset 其他金融資產收益		(23)	–
Interest income 利息收入	8	(77)	(95)
Fair value gain from investment properties 投資物業公平值收益	16	(2,050)	(589)
Loss on disposal of property, plant and equipment 出售物業、廠房及設備的虧損	8	43	–
Operating cash flows before movements in working capital 營運資金變動前經營現金流量		3,825	7,020
(Increase)/decrease in trade and other receivables 貿易及其他應收款項(增加)/減少		(195)	724
Decrease in inventories 存貨減少		15	15
(Increase)/decrease in prepayments and deposits paid 預付款項及已付押金(增加)/減少		(2,575)	145
(Decrease)/increase in trade payables 貿易應付款項(減少)/增加		(79)	717
(Decrease)/increase in other payables and accruals 其他應付款項及應計費用(減少)/增加		(68)	277
Decrease in deposits received and receipts in advance 已收押金及預收款項減少		(268)	(303)
Cash generated from operating activities 經營活動所得現金		655	8,595
Income tax paid 已付所得稅		(451)	(218)
Income tax refund 所得稅退款		118	5
Net cash generated from operating activities 經營活動所得現金淨額		322	8,382

Consolidated Statements of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

	Notes 附註	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(158)	(676)
Purchase of investment properties	購買投資物業	–	(3,311)
Purchase of other financial asset	購買其他金融資產	–	(645)
Net cash used in investing activities	投資活動所用現金淨額	(158)	(4,632)
Cash flows from financing activities	融資活動所得現金流量		
Repayment from/(Advance to) a shareholder	向一名股東收取還款/(墊款)	968	(4,638)
Repayment of bank borrowings	償還銀行借款	(2,408)	(2,306)
Proceeds from new bank borrowings	新銀行借款所得款項	1,000	5,846
Finance costs paid	已付財務成本	(1,228)	(1,182)
Proceeds from issuance of shares of subsidiaries	發行附屬公司股份所得款項	–	10
Net cash used in financing activities	融資活動所用現金淨額	(1,668)	(2,270)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(1,504)	1,480
Cash and cash equivalents at the beginning of the year	年度初現金及現金等價物	6,415	4,935
Cash and cash equivalents at the end of year	年度末現金及現金等價物	4,911	6,415

Note: The dividends declared during the year ended 31 December 2018 approximately S\$3,438,000 (2017: approximately S\$2,624,000) was settled with amount due from a shareholder as below mentioned in Note 14.

附註：截至2018年12月31日止年度宣派的股息約3,438,000新加坡元(2017年：約2,624,000新加坡元)乃以應收一名股東款項(如下文附註14所述)結算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2018 截至2018年12月31日止年度

1. GENERAL INFORMATION

K2 F&B Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 13 March 2018 under the name of the K2 Capital Investment Holdings Limited. On 27 December 2018 the name of the Company changed to K2 F&B Holdings Limited. Its ultimate controlling party is Mr. Chu Chee Keong (“**Mr. Chu**”), who is also the executive director of the Company. The Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) on 25 July 2018. Its shares were initially listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 6 March 2019.

The Company’s registered office address is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The head office and principal place of business of the Group is at 83 Genting Lane, #08-00, Genting Building, Singapore, 349568.

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in the leasing, outlet and stall management (Note 37). The consolidated financial statements are presented in Singapore dollars (“**S\$**”), which is the functional currency of its Group. All values are rounded to the nearest thousand (“**S\$’000**”), except when otherwise indicated.

2. REORGANISATION

Prior to the reorganisation (the “**Reorganisation**”) as fully explained in the paragraph headed “Reorganisation” in the section headed “History, Reorganisation and Group Structure” of the Company’s prospectus dated 21 February 2019 (the “**Prospectus**”), Mr. Chu held 100% of the equity interests of K2 F&B Holdings Limited (the “**Controlling Shareholder**”) is acting in concert, and beyond on his ownerships and exercise his control collectively over the companies now comprising the Group.

1. 一般資料

K2 F&B Holdings Limited (「**本公司**」) 於 2018 年 3 月 13 日根據公司法在開曼群島註冊成立成獲豁免有限公司及登記名為 K2 Capital Investment Holdings Limited。於 2018 年 12 月 27 日，本公司名稱更改為 K2 F&B Holdings Limited。其最終控股方為朱志強先生(「**朱先生**」)，彼亦為本公司執行董事。本公司於 2018 年 7 月 25 日根據公司條例第 16 部(香港法例第 622 章)註冊為非香港公司。其股份於 2019 年 3 月 6 日在香港聯合交易所有限公司(「**聯交所**」)主板首次上市。

本公司的註冊辦事處地址為 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本集團總辦事處及主要營運地點位於 83 Genting Lane, #08-00, Genting Building, Singapore, 349568。

本公司為一間投資控股公司及其附屬公司(「**本集團**」)主要從事提供租賃、店舖及檔位管理(附註 37)。綜合財務報表乃以新加坡元(「**新加坡元**」)呈列，此乃本集團的功能貨幣。除另有列明外，所有數值均湊整至最接近千位(「**千新加坡元**」)。

2. 重組

於本公司日期為 2019 年 2 月 21 日之招股章程(「**招股章程**」)「歷史、重組及集團架構」一節「重組」一段所詳述的重組(「**重組**」)前，朱先生持有 K2 F&B Holdings Limited 的 100% 股權。(「**控股股東**」)一致行動，並於其後就其所有權一致行動及共同對現時組成本集團的各公司行使其控制權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

2. REORGANISATION (Continued)

Pursuant to the Reorganisation, the Company becomes the holding company of the companies now comprising the Group on 5 September 2018. The companies now comprising the Group were under the control of subsidiaries before and after the Reorganisation. Accordingly, the consolidated financial statement has been prepared on the basis by applying the principles of merger accounting as if the Reorganisation has been completed at the beginning of the reporting period.

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows include the results and cash flows of the companies now comprising the Group have been prepared as if the current group structure upon completion of the Reorganisation had been in existence throughout the reporting period or since their respective date of incorporation, where there is a shorter period. The consolidated statement of financial position of the Group as at 31 December 2017 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure upon completion of the Reorganisation had been in existence as at those dates, taking into account the respective dates of incorporation.

All intra-group transactions and balances have been eliminated on consolidation.

2. 重組(續)

根據重組，本公司於2018年9月5日成為現時組成本集團各公司的控股公司。於重組前後，現時組成本集團的各公司均由附屬公司控制。因此，綜合財務報表乃透過應用合併會計法原則編製，猶如重組已於報告期間開始時完成。

綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表(包括本集團現時旗下公司的業績及現金流量)已獲編製，猶如重組完成時當前集團架構於整個報告期或自該等公司各自註冊成立日期以來(以較短者為準)一直存在。本集團於2017年12月31日的綜合財務狀況表乃為呈列本集團現時旗下公司的資產及負債而編製，猶如重組完成時的當前集團架構於該等日期(計及各自註冊成立日期)一直存在。

所有集團內公司間的交易及結餘已於綜合賬目時對銷。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

(a) New standards and revised existing standards adopted by the Group

The Group has applied the following new standards which are effective for the financial year beginning on 1 January 2018.

IFRIC-Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
Amendments to IAS 28	As part of the Annual Improvements to IFRSs 2014–2016 Cycle
Amendments to IAS 40	Transfers of Investment Property

Except as described below, the application of the new standards and revised IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in the consolidated financial statements.

Amendments to IAS 40 Transfers of Investment Property

The amendments clarify that a transfer to, or from, investment property necessitates an assessment of whether a property meets, or has ceased to meet, the definition of investment property, supported by evidence that a change in use has occurred. The amendments further clarify that situations other than the ones listed in IAS 40 may evidence a change in use, and that a change in use is possible for properties under construction (i.e. a change in use is not limited to completed properties).

3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

(a) 本集團採納的新訂準則及對現有準則的修訂

本集團已應用以下新準則，其於2018年1月1日開始的財政年度生效。

國際財務報告詮釋委員會—詮釋第22號	外幣交易及預收/付代價
國際財務報告準則第2號(修訂本)	股份為基礎之付款交易的分類及計量
國際財務報告準則第4號(修訂本)	應用國際財務報告準則第4號保險合約時一併應用國際財務報告準則第9號金融工具
國際會計準則第28號(修訂本)	作為國際財務報告準則2014年至2016年週期之年度改進之一部分
國際會計準則第40號(修訂本)	投資物業之轉化

除下文所述外，於本年度應用新訂準則及經修訂國際財務報告準則不會對本集團當前及過往期間的財務表現及狀況及/或綜合財務報表所載之披露資料造成重大影響。

國際會計準則第40號投資物業之轉化(修訂本)

該等修訂澄清，轉化為投資物業或由投資物業轉化需要評估物業是否符合或已不再符合投資物業之定義，並須以可觀察的憑證支持用途已改變。該等修訂進一步澄清，國際會計準則第40號所列情況外之情況或可證實為用途改變，而建造中物業亦可能出現用途改變(即指用途改變非只限於已完成物業)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

(a) New standards and revised existing standards adopted by the Group (Continued)

Amendments to IAS 40 Transfers of Investment Property (Continued)

At the date of initial application, the Group assessed the classification of certain properties based on conditions existing at that date. There is no impact to the classification at 1 January 2018.

(b) New and revised IFRSs not yet adopted by the Group

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective in the consolidated financial statements.

3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

(a) 本集團採納的新訂準則及對現有準則的修訂(續)

國際會計準則第40號投資物業之轉化(修訂本)(續)

於首次應用日期，本集團根據該日存在的條件評估若干物業的分類。對於2018年1月1日的分類並無影響。

(b) 本集團尚未採納的新訂及經修訂國際財務報告準則

本集團在本綜合財務報表中並無提早運用以下已頒佈但未生效的新訂及經修訂國際財務報告準則。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

(b) New and revised IFRSs not yet adopted by the Group (Continued)

Amendments to IFRSs	Annual Improvements to IFRSs 2015–2017 Cycle ¹
Amendments to IFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to IFRS 10 and IAS 28	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
IFRS 3 (Amendments)	Business Combinations ⁵
IFRS 16	Leases ¹
IFRS 17	Insurance Contracts ³
IAS 1 and IAS 8 (Amendments)	Amendments to Definition of Material ²
Amendments to IAS 19	Employee Benefits on Plan Amendment, Curtailment or Settlement ¹
Amendments to IAS 28	Long-term Interest in Associates and Joint Ventures ¹
IFRIC 23	Uncertainty over Income Tax Treatments ¹

¹ Effective for annual periods beginning on or after 1 January 2019.

² Effective for annual periods beginning on or after 1 January 2020.

³ Effective for annual periods beginning on or after 1 January 2021.

⁴ No mandatory effective date yet determined but available for adoption.

⁵ Effective for business combination and assets acquisition for which the acquisition date is on or after the beginning of the first annual period on or after 1 January 2020.

Except as described below, the management of the Group consider that the application of the other new and revised standards are unlikely to have a material impact on the Group’s financial position and performance as well as disclosure to be set out in the future financial statement of the Group.

3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

(b) 本集團尚未採納的新訂及經修訂國際財務報告準則(續)

國際財務報告準則(修訂本)	2015年至2017年週期國際財務報告準則之年度改進 ¹
國際財務報告準則第9號(修訂本)	提早還款特性及負補償 ¹
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
國際財務報告準則第3號(修訂本)	業務合併 ⁵
國際財務報告準則第16號	租賃 ¹
國際財務報告準則第17號	保險合同 ³
國際會計準則第1號及國際會計準則第8號(修訂本)	重要性定義的修訂 ²
國際會計準則第19號(修訂本)	僱員福利計劃的修訂、縮減或清償 ¹
國際會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益 ¹
國際財務報告詮釋委員會第23號	所得稅處理之不確定性 ¹

¹ 於2019年1月1日或之後開始的年度期間生效。

² 於2020年1月1日或之後開始的年度期間生效。

³ 於2021年1月1日或之後開始的年度期間生效。

⁴ 並未釐定強制生效日期，但可提早採納。

⁵ 適用於收購日期於2020年1月1日或之後開始的首個年度開始或之後的業務合併及資產收購。

除下文所述者外，本集團管理層認為應用其他新訂及經修訂準則對本集團的財務狀況及表現及本集團未來財務報表將載列的披露不大可能有重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

(b) New and revised IFRSs not yet adopted by the Group (Continued)

IFRS 16 Leases

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 *Leases* and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, IFRS 16 requires sales and leaseback transactions to be determined based on the requirements of IFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. IFRS 16 also includes requirements relating to subleases and lease modifications.

Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

(b) 本集團尚未採納的新訂及經修訂國際財務報告準則(續)

國際財務報告準則第16號租賃

國際財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一個綜合模式。於生效後，國際財務報告準則第16號將取代國際會計準則第17號租賃及相關詮釋。

國際財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。此外，國際財務報告準則第16號規定售後租回交易根據國際財務報告準則第15號規定而釐定，以識別相關資產轉移應否入賬列作銷售。國際財務報告準則第16號亦包括與分租及租賃修訂有關之規定。

除短期租賃及低值資產租賃情況外，經營租賃及融資租賃之差異自承租人會計處理中移除，並由承租人須就所有租賃確認使用權資產及相應負債之模式替代。

使用權資產初步以成本計量，其後按成本(若干特殊情況例外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。租賃負債初步按當日未付租賃付款的現值計量。其後，租賃負債就利息及租賃付款以及(其中包括)租賃修訂的影響作出調整。就現金流量分類而言，本集團目前就自用租賃土地呈列預付租賃款項為投資現金流量，而其他經營租賃款項則以經營現金流量呈列。於應用國際財務報告準則第16號後，有關租賃負債的租賃付款將分配至將呈列為本集團融資現金流量的本金及利息部分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

(b) New and revised IFRSs not yet adopted by the Group (Continued)

IFRS 16 Leases (Continued)

Furthermore, extensive disclosures are required by IFRS 16.

At 31 December 2018, the Group has non-cancellable operating lease commitments of approximately S\$4,619,000 (2017: approximately S\$6,027,000) as disclosed in note 31 to the financial statements. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of IFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases.

The application of new requirements may result in changes in measurement, presentation and disclosure as indicated above. The Group intends to elect the modified retrospective approach for the application of IFRS 16 as lessee and will recognise the cumulative effect of initial application to opening retained earnings without restating comparative information.

Except disclosed above, the directors of the Company do not anticipate that the application of other new and revised IFRSs will have a material impact on the Group’s financial performance and financial positions.

3. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

(b) 本集團尚未採納的新訂及經修訂國際財務報告準則(續)

國際財務報告準則第16號租賃(續)

此外，國際財務報告準則第16號要求作出更詳盡披露。

於2018年12月31日，誠如財務報表附註31所披露，本集團擁有約4,619,000新加坡元(2017年：約6,027,000新加坡元)的不可撤銷經營租賃承擔。初步評估顯示，此等安排將符合租賃之定義。於應用國際財務報告準則第16號後，本集團將確認所有該等租賃之使用權利資產及相應負債，惟符合低值或短期租賃之情況則除外。

應用新規定可能導致上述所指之計量、呈列及披露變動。本集團擬選擇經修訂的追溯法作為承租人適用國際財務報告準則第16號，並將在不重述比較資料的情況下，確認首次應用於期初保留盈利的累積影響。

除上述所披露者外，本公司董事預期應用其他新訂及經修訂國際財務報告準則不會對本集團財務表現及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRSs issued by the International Accounting Standard Boards (the "IASB"). In addition, The consolidated financial statements include applicable disclosures required by the Rules Governing the listing of securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for investment properties which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market 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 these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based payment*, leasing transactions that are within the scope of IAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

4. 重大會計政策概要

合規聲明

綜合財務報表乃根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例規定的適用披露事項。

編製基準

誠如下文會計政策所述，綜合財務報表乃於各報告期末根據歷史成本法編製，惟以公平值計量的投資物業除外。

歷史成本一般根據交換貨品及服務給予的代價公平值釐定。

公平值為市場參與者於計量日期在有序交易中出售資產所收取或轉讓負債所支付的價格，而不論該價格為可直接觀察或使用其他估值技術估計得出。於估計資產或負債公平值時，倘市場參與者於計量日期對資產或負債定價時會考慮該等資產或負債的特點，則本集團會計及該等特點。於此等綜合財務報表中計量及／或披露用途的公平值乃按此基準釐定，惟屬國際財務報告準則第2號股份基礎給付內以股份為基礎付款交易、國際會計準則第17號租賃範圍內的租賃交易及與公平值存在若干相似之處但並非公平值的計量(例如國際會計準則第2號存貨的可變現淨值或國際會計準則第36號資產減值的使用價值)除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique 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 significant 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.

The principal accounting policies are set out below.

4. 重大會計政策概要(續)

編製基準(續)

非金融資產的公平值計量會計及市場參與者透過最大限度使用該資產達致最佳用途或透過出售該資產予將最大限度使用該資產達致最佳用途的另一市場參與者而產生經濟效益的能力。

就按公平值交易的投資物業以及於其後期間計量公平值時使用不可觀察輸入數據之估值技術而言，估計技術會予以校準以使得估值技術結果於首次確認時與交易價相等。

此外，就財務報告而言，公平值計量根據公平值計量輸入數據的可觀察性及該等輸入數據對公平值計量整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據乃資產或負債的直接或間接可觀察輸入數據(第一級所包括報價除外)；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

主要會計政策載列於下文。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

Going Concern

In preparing the consolidated financial statements, the directors have been giving careful consideration to the future liquidity and performance of the Group and the Company in light of the fact that, as at 31 December 2018, the Group's current liabilities exceeded its current assets by approximately S\$3,905,000.

The directors of the Company have reviewed the Group's cash flow projection, which cover at least twelve months from the end of each reporting period. The directors are of the opinion that, the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the next twelve months from end of each reporting period. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured 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 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.

4. 重大會計政策概要(續)

編製基準(續)

持續經營

於編製綜合財務報表時，鑒於2018年12月31日，本集團流動負債超過其流動資產約3,905,000新加坡元，董事已仔細考慮本集團及本公司的未來流動資金及表現。

本公司董事已審閱本集團的現金流量預測，該預測涵蓋自每個報告期末起至少十二個月。董事認為，本集團將有足夠營運資金以於其自每個報告期末起下一個十二個月內到期時履行其財務責任。因此，本公司董事信納按持續經營基準編製綜合財務報表屬恰當。

綜合基準

綜合財務報表包括本公司及本公司控制的實體(包括結構化實體)及其附屬公司的財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象的業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報；

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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 size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- 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 expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement 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 item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

4. 重大會計政策概要(續)

綜合基準(續)

倘本集團於投資對象之投票權未能佔大多數，則當投票權足以賦予本集團實際能力以單方面指揮投資對象之相關活動時即對投資對象擁有權力。本集團於評估本集團於投資對象之投票權是否足以賦予其權力時考慮所有相關事實及情況，包括：

- 相對其他投票權持有人所持投票權之數量及分散情況，本集團持有投票權之數量；
- 本集團、其他投票權持有人或其他人士持有之潛在投票權；
- 其他合約安排產生之權利；及
- 需要作出決定時，顯示本集團目前能夠或不能指揮相關活動之任何額外事實及情況(包括於過往股東大會上之投票模式)。

本集團於獲得附屬公司控制權時開始將附屬公司合併入賬，並於失去附屬公司控制權時終止合併入賬。具體而言，於年內購入或出售的附屬公司的收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表。

損益及其他全面收益的各項目乃歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額乃歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

Merger accounting for common control combination

The consolidated financial statements incorporate the financial statement items of the combining entities or business in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or business are combined using the existing book values from the controlling party's perspective. No amount is recognised with respect to goodwill or any excess of acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over its cost at the time of common control combination, to the extent of the contribution of the controlling party's interest.

The consolidated statements of profit or loss and other comprehensive income include the results of each of the combining entities or business from the earliest date presented or since the date when combining entities or business first came under common control, where this is a shorter period, regardless of the date of common control combination.

Intra-group transactions, balances and unrealised gains on transactions between the combining entities or business are eliminated. Unrealised losses are eliminated but considered as an impairment indicator of the asset transferred. Accounting policies of combining entities or business have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 重大會計政策概要(續)

綜合基準(續)

附屬公司的財務報表於有需要情況下調整，以使其會計政策與本集團會計政策一致。

與本集團成員公司間交易有關的所有集團內公司間資產、負債、權益、收入、開支以及現金流量均於合併賬目時悉數對銷。

共同控制合併的合併會計法

綜合財務報表包括發生共同控制合併的合併實體或業務的財務報表項目，猶如該等項目自合併實體或業務首次受控制方控制當日起已合併計算。

合併實體或業務的資產淨值按控制方角度採用現有賬面值合併入賬。在控制方的權益持續的情況下，則不會就商譽或共同控制合併時收購方於收購對象的可識別資產、負債及或然負債公平值淨額的權益超逾成本的差額確認任何金額。

綜合損益及其他全面收益表包括各合併實體或業務自所呈列的最早日期或合併實體或業務首次受共同控制日期以來(以較短期間為準)的業績，而不論共同控制合併的日期。

集團間交易、結餘及因合併實體或業務間交易而產生之未變現收益予以對銷。未變現虧損亦會對銷，惟視作已轉讓資產之減值指標。合併實體或業務之會計政策已作必要修改，以確保與本集團所採納之政策一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Merger accounting for common control combination (Continued)

Transaction costs, including professional fees, registration fees, cost of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting are recognised as an expense in the period in which they are incurred.

Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using the merger accounting.

Under the acquisition method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange and, all acquisition-related costs are expensed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

4. 重大會計政策概要(續)

共同控制合併的合併會計法(續)

就採用合併會計法入賬之共同控制合併產生之交易成本(包括專業費用、註冊費、提供資料予股東之成本、將先前個別業務合併經營產生之成本或虧損等)，於產生期間確認為開支。

附屬公司

附屬公司指本集團有權規管其財務及經營政策，一般附帶超過半數表決權的所有實體(包括特殊目的實體)。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換的潛在表決權的存在及影響。

本集團收購附屬公司如符合資格作為業務合併，會採用收購會計法列賬，惟如收購符合資格作為共同控制合併，則採用合併會計法列賬。

根據收購會計法，附屬公司由控制權轉讓予本集團當日起全面綜合入賬，並於控制權終止當日起終止綜合入賬。收購成本乃按交易當日所獲資產、所發行權益工具及所產生或承擔負債的公平值計量，所有與收購有關的成本均會支銷。在業務合併過程中所收購可識別資產以及所承擔負債及或然負債，均於收購當日按其公平值初步計量。本集團根據個別收購基準，按非控股權益應佔收購對象資產淨值的比例，確認於收購對象的任何非控股權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

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

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policy adopted by the Group.

Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable. Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

4. 重大會計政策概要(續)

附屬公司(續)

所轉讓代價、於收購對象的任何非控股權益金額及任何先前於收購對象的股權於收購日期的公平值超過所收購可識別資產淨值的公平值的差額入賬列作商譽。倘該數額低於以議價收購附屬公司資產淨值的公平值，則該差額會直接於綜合損益及其他全面收益表確認。

集團公司之間的公司間交易、結餘及未變現交易收益予以對銷。未變現虧損亦會對銷。

附屬公司的會計政策已作必要改動，以確保與本集團所採納政策貫徹一致。

獨立財務報表

於附屬公司的投資按成本值扣除減值入賬。成本包括直接應佔投資成本。附屬公司的業績乃由本公司按已收股息及應收款項基準入賬。倘股息超出附屬公司宣派股息期間的全面收益總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則須於自該等投資收取股息時，對該等附屬公司的投資進行減值測試。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income recognition

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 towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

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

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

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

4. 重大會計政策概要(續)

收益及其他收入確認

根據香港財務報告準則第15號，本集團於完成履約責任時，即於特定履約責任相關的貨品或服務的控制權「控制權」轉移予客戶時。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項標準，控制權按時間轉移，而收益則經參考完全達成相關履約責任的進度按時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約時提供的利益；
- 本集團的履約創建及增強客戶於本集團履約時控制的資產；或
- 本集團的履約並無創建對本集團具有替代用途的資產，而本集團有強制執行權收取迄今已履約部分的款項。

否則，於客戶獲得明確貨品或服務控制權時確認收益。

合約資產指本集團可就交換本集團已向客戶轉交的貨品或服務獲得代價的尚未屬無條件的權利，其乃根據香港財務報告準則第9號評估減值。相反，應收款項指本集團可獲得代價的無條件權利，即於該代價到期支付前僅須待時間流逝。

合約負債指本集團向客戶轉交貨品或服務的責任，而本集團已就此向客戶收取代價(或到期應收的代價金額)。

與一項合約有關的合約資產及合約負債按淨額基準入賬及呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income recognition (Continued)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

(a) Food and beverages income

Revenue arising from the sale of food and beverages is recognised in profit or loss at the point of sale to customers. Revenue is after deduction of any sale discount.

(b) Rental income

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term. Contingent rentals are recognised as income in the accounting period in which they are earned.

(c) Provision of management, cleaning and utilities services

Revenue from the rendering of outlet management services and utilities services to the tenants are recognized upon the completion of the services rendered.

Revenue from provision of cleaning services is recognised on a straight-line basis over the terms of the service agreements upon rendering of services

(d) Interest income

Interest income is recognised as it accrues using the effective interest method.

For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

4. 重大會計政策概要(續)

收益及其他收入確認(續)

收益於經濟利益很可能流向本集團且收益能可靠地計量時按以下基準確認：

(a) 食品及飲品收入

食品及飲品銷售所產生的收益乃於向客戶作出銷售時在損益確認。收益乃於扣除所有銷售折扣後計算得出。

(b) 租金收入

經營租賃的租金收入應收款項在租賃期所涵蓋之期間內，以等額分期於損益確認。或然租金乃於賺取的會計期間確認為收入。

(c) 提供管理、清潔及公用事業服務

向租戶提供店舖管理服務及公用事業服務的收益乃於完成所提供服務時確認。

提供清潔服務的收益乃按服務協議條款於提供服務時以直線基準確認。

(d) 利息收入

利息收入乃於產生時按實際利率法確認。

就按攤銷成本計量且並無存在信貸減值的金融資產而言，資產賬面總值採用實際利率。就出現信貸減值之金融資產而言，資產攤銷成本(即賬面總值扣除虧損撥備)採用實際利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see the accounting policy below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

4. 重大會計政策概要(續)

租賃

凡租賃條款將擁有權的絕大部分風險及回報轉移至承租人，租賃會分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為承租人

經營租賃付款於租賃期內按直線基準確認為開支，惟另有系統基準更能代表使用所租賃資產經濟利益的時間模式則除外。經營租賃所產生或然租金於其產生期間確認為開支。

倘於訂立經營租賃時收取租賃優惠，則有關優惠確認為負債。優惠利益總額以直線基準確認為租金開支減少，惟另有系統基準更能代表使用所租賃資產經濟利益的時間模式則除外。

租賃付款於融資開支及租賃承擔減少之間按比例分配，以就負債之餘額達致固定利率。融資開支及時於損益內確認，除非彼等為合資格資產直接應佔者，於此情況下，該等開支根據本集團借款成本之一般政策(見下文會計政策)予以資本化。或然租金於彼等產生期間確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs with more than an insignificant amount are capitalised when incurred, and are recognized in profit or loss on the same basis as rental income over the lease term. Other initial direct costs with an insignificant amount are charged to profit or loss in the period in which they are incurred. Contingent rents are charged to profit or loss in the period in which they are actually arise.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than that entity (foreign currencies) are recognised in the respective functional currency (i.e. the currency of the primary economics environment in which the entity operates) at the exchange rates prevailing on the dates of the transactions. At the end of the 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, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

4. 重大會計政策概要(續)

租賃(續)

本集團作為出租人

經營租賃的租金收入在有關租賃期內按直線基準於損益確認。對金額較大的初始直接成本於發生時予以資本化，在整個租賃期內按照與租金收入相同的基準於損益確認。其他金額較小的初始直接成本於發生時計入當期損益。或然租金於實際發生時計入當期損益。

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外貨幣(外幣)所進行的交易乃按其各自功能貨幣(即實體經營業務的主要經濟環境的貨幣)於交易日期的現行匯率確認。於報告期末，以外幣計值的貨幣項目乃按該日的現行匯率重新換算。按公平值列賬以外幣計值的非貨幣項目乃按釐定公平值當日的現行匯率重新換算。按歷史成本列賬以外幣計量的非貨幣項目不予重新換算。

因結算及換算貨幣項目而產生的匯兌差額乃於彼等產生期間於損益確認，惟以下各項除外：

- 當有關日後生產所用在建資產的外幣借款匯兌差額被視為外幣借款的利息成本的調整時，匯兌差額計入該等資產的成本；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

- exchange differences on transactions entered into in order to hedge certain foreign currency risks (see the accounting policies below); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting consolidation financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Singapore dollars) using exchange rates prevailing at the end of the 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 foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

4. 重大會計政策概要(續)

外幣(續)

- 為對沖若干外幣風險(見下文會計政策)而訂立的交易的匯兌差額；及
- 應收或應付海外業務貨幣項目的匯兌差額初步於其他全面收益確認，並於償還貨幣項目時由權益重新分類至損益，該等貨幣項目既無計劃亦不大可能結算，因此構成海外業務投資淨額其中部分。

就呈列綜合財務報表而言，本集團海外業務的資產及負債乃使用於該報告期末的現行匯率換算為本集團的呈列貨幣(即新加坡元)。收入及開支項目乃按期內的平均匯率換算，除非匯率於該期內大幅波動，在該情況下，則使用交易日期的匯率換算。所產生匯兌差額(如有)乃於其他全面收益確認，並於外幣匯兌儲備項下累計為權益(歸屬於非控股權益(如適用))。

於出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對包括海外業務附屬公司控制權的出售，或出售包括海外業務的合營安排或聯營公司部分權益且當中的保留權益成為金融資產)時，就本公司擁有人應佔該業務而於權益內累計的所有匯兌差額乃重新分類至損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributable to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

4. 重大會計政策概要(續)

外幣(續)

此外，倘部分出售附屬公司(包括海外業務)不會導致本集團失去對附屬公司的控制權，按比例所佔累計匯兌差額乃重新歸於非控股權益，亦不會於損益確認。就所有其他部分出售(即不會導致本集團失去重大影響力或共同控制權的聯營公司或合營安排的部分出售)而言，按比例所佔累計匯兌差額乃重新分類至損益。

收購海外業務所收購可識別資產及所承擔負債的商譽及公平值調整乃被視作海外業務的資產及負債，並按於各報告期末的現行匯率換算。所產生匯兌差額乃於其他全面收益確認。

借款成本

因收購、興建或生產需要長時間籌備方可供彼等擬定用途或銷售之合資格資產所直接產生之借款成本，計入該等資產之成本中，直至該資產已大致上可供彼等擬定用途或銷售為止。

在合資格資產產生支出前，臨時投資於該等特定借款所賺取之投資收入，乃在合資格資本化之借款成本中扣除。

所有其他借款成本乃於彼等產生期間於損益確認。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits

Defined contribution retirement plans

The Group makes contributions to the Central Provident Fund ("CPF") scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the period in which they become payable in accordance with the scheme.

Taxation

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

(a) Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statements of profit or loss and other comprehensive income because of 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.

4. 重大會計政策概要(續)

僱員福利

定額供款退休計劃

本集團於新加坡對中央公積金(「中央公積金」)計劃(為定額供款退休金計劃)供款。該等供款根據計劃變為應付款項，於期間內確認為開支。

稅項

所得稅開支指即期應付稅項及遞延稅項的總和。

(a) 即期所得稅

即期應付稅項乃根據年內的應課稅溢利計算。由於並無計入其他年度應課稅或可扣減的收入或開支項目以及毋須課稅或不獲扣減的項目，故應課稅溢利有別於綜合損益及其他全面收益表所呈報告的「除稅前溢利」。本集團的即期稅項負債乃採用於報告期末已頒佈或實際已頒佈的稅率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

(b) Deferred tax

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

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

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.

4. 重大會計政策概要(續)

稅項(續)

(b) 遞延稅項

遞延稅項按綜合財務報表內資產與負債賬面值與計算應課稅溢利時採用的相應稅基之間的暫時差額確認。一般而言，所有應課稅暫時差額均確認為遞延稅項負債。倘可能出現可供使用可扣減暫時差額的應課稅溢利，則所有可扣減暫時差額一般會確認為遞延稅項資產。倘該暫時差額乃源自商譽或一項交易(業務合併除外)中首次確認其他資產與負債，而該差額並無影響應課稅溢利或會計溢利，則不會確認該等遞延稅項資產與負債。

與投資於附屬公司及聯營公司以及於合營企業之權益相關的應課稅暫時差額確認為遞延稅項負債，惟本集團可控制暫時差額的撥回，及有關暫時差額可能不會於可見未來撥回則除外。與該等投資及權益有關的可扣減暫時差額所產生的遞延稅項資產，僅於可能會存在足夠應課稅溢利而須動用暫時差額的利益及彼等預期於可見未來撥回時方會確認。

遞延稅項資產的賬面值於各報告期末審閱，並削減至不可能再有足夠應課稅溢利以收回全部或部分資產為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

(b) Deferred tax (Continued)

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 重大會計政策概要(續)

稅項(續)

(b) 遞延稅項(續)

遞延稅項資產及負債乃依據預期清償負債或已變現資產期間使用的稅率計量，該稅率根據報告期末已頒佈或實際已頒佈的稅率(及稅法)計算。

遞延稅項負債及資產的計量反映本集團於報告期末預期可收回或清償其資產及負債賬面值的方式將會產生的稅務結果。

就使用公平值模式計量的投資物業計量遞延稅項負債或遞延稅項資產而言，該物業的賬面值假設通過銷售悉數收回，除非該假設被駁回。投資物業可予折舊及以隨著時間流逝而非通過銷售大致消耗該投資物業所具有全部經濟利益為目標的商業模式持有時，該假設被駁回。

當存在合法可強制執行權力以即期稅項資產抵銷即期稅項負債，以及當其與同一稅務機關收取的所得稅有關，且本集團有意按淨額基準結算即期稅項資產及負債時，遞延稅項資產及負債可予抵銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

(c) Current and deferred tax for the reporting period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

(d) Goods and services tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

Receivables and payables are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of other receivables or payables in the consolidated statements of financial position.

Property, plant and equipment

Property, plant and equipment other than construction in process are stated at cost less depreciation and accumulated impairment losses, if any.

Depreciation is provided 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.

4. 重大會計政策概要(續)

稅項(續)

(c) 於報告期間的即期及遞延稅項

即期及遞延稅項於損益確認，惟即期及遞延稅項與於其他全面收益或直接於權益確認的項目相關時則除外，在此情況下，即期及遞延稅項分別於其他全面收益或直接於權益確認。因業務合併初步入賬而產生即期稅項或遞延稅項時，稅務影響計入業務合併會計處理。

(d) 商品及服務稅(「商品及服務稅」)

收益、開支及資產乃扣除商品及服務稅金額確認，惟購買資產或服務的已產生商品及服務稅不能向稅務機關收回除外，於此情況下，商品及服務稅確認為收購資產成本的一部分或開支項目的一部分(如適用)。

應收款項及應付款項與已包括在內的商品及服務稅金額一併列賬。

應收或應付稅務機關商品及服務稅淨額於綜合財務狀況表計入其他應收款項或應付款項的一部分。

物業、廠房及設備

除在建工程外，物業、廠房及設備乃按成本減折舊及累計減值虧損(如有)列賬。

折舊乃為使用直線法撇銷資產成本減彼等於可使用年期的剩餘價值而撥備。於各報告期末會檢討估計可使用年期、剩餘價值及折舊方法，而任何估計變動的影響按前瞻基準入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

Freehold land is stated at cost and not depreciated.

The property, plant and equipments are depreciated over their estimated useful lives or amortised over the lease period on a straight-line basis as follow:

Freehold building	50 years
Furniture and fittings	3 years
Food establishment and office equipment	3 years
Motor vehicles	3 to 5 years

Depreciation methods, useful lives and residual values are reassessed at each reporting period.

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at fair value.

4. 重大會計政策概要(續)

物業、廠房及設備(續)

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生日後經濟利益時終止確認。因終止確認資產而產生的任何收益或虧損(按出售該項目的所得款項淨額與項目賬面值的差額計算)於該項目被終止確認時計入當期損益。

永久業權土地按成本列賬，且並不折舊。

物業、廠房及設備根據下文按直線基準於其估計可使用年期內折舊或於租期內攤銷：

永久業權樓宇	50年
傢俬及裝置	3年
食肆及辦公室設備	3年
汽車	3至5年

折舊方法、可使用年期及剩餘價值於各報告期間重新評估。

出售物業、廠房及設備之收益或虧損為出售所得款淨額與相關資產之賬面值兩者之間差額，於損益確認。

投資物業

投資物業為持有以賺取租金及/或作資本增值之物業。初步確認時，投資物業按成本(包括任何直接應佔開支)計量。於初步確認後，投資物業乃按公平值列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income in the year in which the item is derecognised.

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is computed using the weighted average and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price for inventories less the estimated costs of completion and costs necessary to make the sale.

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

4. 重大會計政策概要(續)

投資物業(續)

投資物業於出售時或當投資物業永遠不再使用或預計出售該物業不會帶來任何未來經濟利益時終止確認。終止確認資產所產生之任何收益或虧損(按該資產之出售所得款項淨額與資產之賬面值之差額計算)於終止確認項目的年度計入綜合損益及其他全面收益表。

存貨

存貨乃按成本及可變現淨值之較低者計量。存貨成本按加權平均法計算，則包括收購存貨所產生的開支、生產或轉換成本及使其達致現時地點及狀態所產生的其他成本。

可變現淨值為估計存貨售價減估計完成成本及進行銷售所需的成本。

當出售存貨時，該等存貨的賬面值於期內乃確認為於確認相關收益的開支。存貨撇減至可變現淨值的任何金額及存貨的所有虧損乃於出現撇減或虧損期間內確認為開支。任何存貨撇減的任何撥回金額乃確認為於出現撥回的開支確認的存貨金額扣減。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives 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). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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 CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

4. 重大會計政策概要(續)

非金融資產(商譽除外)減值

於各報告期末，本集團審閱其具有有限可使用年期的有形資產賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘存在任何該等跡象，則會估計資產的可收回金額以釐定減值虧損(如有)之程度。當無法估計個別資產的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。當可識別合理及一致的分配基準，則公司資產亦會分配至個別現金產生單位，或以其他方式分配至可識別合理及一致分配基準的最小現金產生單位組別。

可收回金額為公平值減銷售成本與使用價值兩者中的較高者。當無法估計個別資產的可回收金額，則本集團估計該資產所屬現金產生單位的可收回金額。倘可識別合理及一致的分配基準，則公司資產亦會分配至個別現金產生單位，或以其他方式分配至可識別合理及一致分配基準的最小現金產生單位組別。

評估使用價值時，由於估計未來現金流量未作調整，估計未來現金流量按稅前貼現率折讓至其現值，該貼現率反映當時市場對貨幣時間價值及該項資產之特有風險之評估。倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則該資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損即時於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets other than goodwill (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Provisions

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

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

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

4. 重大會計政策概要(續)

非金融資產(商譽除外)減值(續)

倘減值虧損於其後撥回，該資產(或現金產生單位)的賬面值則會增至經修訂的估計可收回金額，惟增加後的賬面值不得超出該資產(或現金產生單位)於過往年度並無確認減值虧損時應予釐定的賬面值。減值虧損撥回即時於損益確認。

撥備

倘本集團因過往事件而現時承擔法定或推定責任，本集團有可能須清償該責任，且該責任金額能可靠估計，則會確認撥備。

確認為撥備的金額為清償報告期末的現時責任所需代價的最佳估計，並已計及該責任的風險及不明朗因素。倘使用估計用以清償現時責任的現金流量計量撥備，倘金錢時間價值影響屬重大，其賬面值為該等現金流量的現值。

預期可自第三方收回須清償撥備的若干或所有經濟利益時，倘基本確定償付將被收回且應收款項金額能可靠計量，則應收款項會確認為資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

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.

Interest and dividend income which are derived from the financial assets and shareholders' rights are presented as other revenue and other income.

4. 重大會計政策概要(續)

金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時確認。所有以常規方式購入或出售的金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所定時限內交付資產的金融資產購入或出售。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益的金融資產除外)直接應佔交易成本乃於初步確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除(視適用情況而定)。收購按公平值計入損益的金融資產直接應佔交易成本會即時於損益確認。

實際利率法乃計算金融資產或金融負債之攤銷成本以及分攤相關期間之利息收入及利息開支之方法。實際利率乃按金融資產或金融負債之預計年期或(如適用)較短期間內準確折現估計未來現金收入及付款(包括構成實際利率不可或缺部分之已付或已收之一切費用及點數、交易成本及其他溢價或折讓)至初步確認時之賬面淨值之利率。

源自金融資產及股東權益的利息及股息收入按其他收益及其他收入呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. 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 marketplace.

Classification and subsequent measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with IFRS 15.

All recognised financial assets that are within the scope of IFRS 9 are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the 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 dated to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. 重大會計政策概要(續)

金融工具(續)

金融資產

金融資產分類為貸款及應收款項。分類取決於金融資產的性質及用途，並於初步確認時釐定。金融資產的所有常規買賣均以交易日基準確認及終止確認。常規買賣為需要於法規或市場慣例制定的時限內交付資產的金融資產買賣。

金融資產的分類及其後計量

與客戶合約產生的貿易應收款項初步按國際財務報告準則第15號計量。

所有在國際財務報告準則第9號範圍內的已確認金融資產其後視乎金融資產的分類整體按攤銷成本或公平值計量。

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產按目的為收取合約現金流量的業務模式持有；及
- 合約條款於特定日期產生的現金流量僅為支付本金及未償還本金的利息。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

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 collecting contractual cash flows and selling; 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 fair value through profit or loss, except that at the date of initial application or 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 ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

All recognised financial assets (including trade receivables, deposits and other receivables, other financial assets, amount due from a shareholder, pledged bank deposit and cash and cash equivalents) are subsequently measured at amortised costs.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

符合下列條件之金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 金融資產於目標為同時收回收合約現金流量及出售的業務模式下持有；及
- 合約條款於特定日期產生的現金流量僅為支付本金及未償還本金的利息。

所有其他金融資產其後按公平值計入損益計量。除首次應用或初始確認金融資產之日外，如股權投資並未持作買賣亦非國際財務報告準則第3號業務合併適用的收購方於業務合併所確認的或然代價，本集團可能不可撤回選擇將股權投資公平值的其後變化列示於其他全面收益(「其他全面收益」)。

所有已確認金融資產(包括貿易應收款項、押金及其他應收款項、其他金融資產、應收一名股東款項、已抵押銀行存款以及現金及現金等價物)其後均按攤銷成本計量。

滿足下列條件之一的金融資產劃分為交易性投資：

- 購入之金融資產主要用作於近期出售；或
- 於初步確認時，其為可辨認金融工具組合的一部分，且本集團一併管理並於近期採用短期獲利方式；或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

- 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.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant periods.

The effective interest method rate is the rate that exactly discounts estimated future cash receipts (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, where appropriate, a shorter period, to the gross carrying amount of the financial asset on initial recognition.

The amortised cost of a financial assets is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產分類及其後計量(續)

- 屬於衍生工具，惟並非指定及作為有效對沖工具。

此外，本集團可以不可撤回地指定金融資產(須按攤銷成本或按公平值計入其他全面收益計量)為按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

攤銷成本及實際利率法

實際利率法是計算金融資產的攤銷成本及於相關期間分配利息收入的方法。

實際利率為於金融資產的預計年期或(如適用)較短期間內可將估計未來現金收入(包括構成實際利率不可或缺部分的所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確貼現至初步確認的金融資產賬面總值的比率。

金融資產的攤銷成本(已就任何虧損撥備作出調整)指初始確認時用以計量金融資產之金額減本金還款，加初始金額與到期金額之差額的累計攤銷(採用實際利率法)。另一方面，金融資產賬面總值為調整任何虧損撥備前的金融資產攤銷成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and effective interest method (Continued)

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

Interest income is recognised in profit or loss using the effective interest method and is included in the “other gains and losses, net” line item.

Impairment of financial assets

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade receivables, deposits, other receivables, other financial assets, amount due from a shareholder, pledged bank deposits and cash and cash equivalents). The amount of ECL is updated at each reporting period to reflect changes in credit risk since initial recognition.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

攤銷成本及實際利率法(續)

就其後按攤銷成本及按公平值計入其他全面收益計量的金融資產而言，利息收入採用實際利率法確認。利息收入透過於金融資產賬面總值採用實際利率計算（其後出現信貸減值的金融資產除外）。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入透過於金融資產的攤銷成本採用實際利率確認。倘有關信貸減值的金融工具的信貸風險得到改善，使得有關金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入透過於金融資產賬面總值採用實際利率確認。

利息收入採用實際利息法於損益內確認，並計入「其他收益及虧損淨額」項目。

金融資產減值

本集團就須根據國際財務報告準則第9號計提減值的金融資產（包括貿易應收款項、押金、其他應收款項、其他金融資產、應收一名股東款項、已質押銀行存款以及現金及現金等價物）的預期信貸虧損確認虧損撥備。預期信貸虧損於各報告期間更新，以反映自初步確認以來信貸風險的變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 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 period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, 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.

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

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

全期預期信貸虧損指於相關工具預期年內發生的所有可能違約事件所導致的預期信貸虧損。與此相對，12個月預期信貸虧損指預期於報告期間後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及於報告期間對當前狀況及未來狀況預測的評估而作出調整。

本集團確認貿易應收款項的全期預期信貸虧損。該等資產的預期信貸虧損使用具有適當分組的撥備矩陣單獨及／或集體評估。

就所有其他工具而言，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初始確認後信貸風險顯著增加，本集團則確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃基於自初始確認起發生違約的可能性或風險的顯著增加。

信貸風險大幅增加

於評估信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告期間出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須花費不必要成本或努力即可獲得的前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, 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;
- 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 considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

信貸風險大幅增加(續)

尤其是，評估信貸風險有否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加，債務人的信貸違約掉期價大幅上升；
- 業務、財務或經濟狀況的現有或預測不利變動，預期將導致債務人履行其債務責任的能力大幅下降；
- 債務人經營業績的實際或預期重大惡化；
- 債務人於監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力大幅下降。

不論上述評估結果如何，本集團假定，倘合約付款逾期超過30天，則信貸風險自初始確認以來已大幅增加，惟本集團擁有合理並有證據支持的資料顯示情況並非如此，則作別論。

本集團認為，倘該工具逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆的違約標準更為合適的合理並有證據支持的資料，則作別論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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.

Generally, the ECL is estimated as 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.

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.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率的依據是過往數據，並按前瞻性資料調整。預期信貸虧損的估計反映無偏頗及概率加權金額，其乃根據加權之相應違約風險而確定。

一般而言，預期信貸虧損乃根據合約中應付本集團之合約現金流量總額及本集團預計收取之現金流量(以初次確認時釐定之實際利率貼現)之差額估計。

利息收入根據金融資產的賬面值總額計算，惟金融資產為信貸減值的情況除外，於此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認彼等之減值收益或虧損，惟貿易應收款項除外，此種情況下透過虧損撥備賬確認相應調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

- significant financial difficulty of the issuer or the borrower; or
- a breach of contract, such as a default or past due event; or
- 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; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

出現信貸減值之金融資產

當發生一件或以上違約事件對金融資產的估計未來現金流量造成不利影響時，該金融資產即出現「信貸減值」。金融資產信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人遭遇重大財政困難；或
- 違約，例如拖欠或逾期付款事件；或
- 借款人的放貸人就經濟或與借款人財務困難有關的合約理由，給予借款人在一般情況下放貸人不予考慮之優惠條件；或
- 借款人可能破產或進行其他財務重組；或
- 因財困致使金融資產失去活躍市場。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Write off

A default on receivables are when the counterparty fails to make contractual payments within 90 days of when they fall due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group and the amount due is significantly larger than the deposit receive by the Group. The Group categories a receivable for write off when a debtor fails to make contractual payments greater than 180 days and the receivables is larger than the deposit receive by the Group. Where receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. When recoveries are made, these are recognised in profit or loss.

Financial liabilities and equity instruments

Classification as financial liabilities or equity

Financial liabilities 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 Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4. 主要會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

撇銷

應收款項違約是指對手未能於到期日後90天內支付合約款項。若無合理預期的回收時，本集團會撇銷金融資產，例如債務人未能與本集團訂立還款計劃，而該到期金額遠超於本集團收取的押金。若當債務人未能於到期日後180天內支付合約款項，並且其應收款項多於本集團收取的押金時，本集團將該應收款項列為撇銷。倘若已撇銷應收款項，本集團會繼續執行工作以試圖收回該應收款項。於回收期間，該等款項將於損益確認。

金融負債及權益工具

分類為金融負債或權益

集團實體發行的金融負債及權益工具乃根據合約安排的內容以及金融負債及權益工具的定義分類為金融負債或權益。

權益工具

權益工具為證明實體資產於扣除其所有負債後剩餘權益的任何合約。本公司發行的權益工具按已收所得款項扣除直接發行成本確認。

購回本公司本身權益工具直接於權益確認及扣除。概無於損益就買賣、發行或註銷本公司本身權益工具確認收益或虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

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

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at amortised cost

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

4. 主要會計政策概要(續)

金融工具(續)

金融負債及權益工具(續)

金融負債

金融負債(包括貿易及其他應付款項、應計費用及其他應付款項及借款)其後按攤銷成本使用實際利率法計量。

實際利率法

實際利率法乃計算金融負債的攤銷成本及於有關期間內分配利息開支的方法。實際利率乃按金融負債的預期年期或較短期間(如適用)，準確貼現估計未來現金付款(包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓)至初步確認時的賬面淨值的利率。

利息開支乃按實際利率基準確認。

按攤銷成本計量之金融負債

金融負債(包括借款、貿易應付款項及應計費用及其他應付款項(預收款項除外))其後按攤銷成本使用實際利率法計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition

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 continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. 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 in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety, the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

4. 主要會計政策概要(續)

金融工具(續)

終止確認

本集團僅在自資產收取現金流量的合約權利屆滿，或於其轉讓金融資產而資產擁有權的絕大部分風險及回報轉移至另一實體時，方會終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會繼續確認資產，惟以其持續參與者為限，並確認相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

倘全面終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計的累計損益總和之間的差額會於損益確認。

倘並非全面終止確認金融資產，本集團在其繼續確認的部分資產與不再確認的部分資產之間，按該等部分資產於轉讓日期相關公平值分配金融資產的過往賬面值。分配至不再確認的部分資產賬面值與就不再確認的部分資產已收代價及分配至該部分且已於其他全面收益確認的任何累計收益或虧損總和之間的差額，會於損益確認。已於其他全面收益確認的累計收益或虧損在繼續確認的部分資產與不再確認的部分資產之間，按該等部分資產的相關公平值分配。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition (Continued)

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.

Related parties transactions

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 of a parent of the Group;
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiaries 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;

4. 主要會計政策概要(續)

金融工具(續)

終止確認(續)

僅當本集團的責任獲解除、取消或已屆滿時，本集團方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額會於損益確認。

關聯方交易

倘屬以下人士，則被視為與本集團有關聯：

- (a) 倘屬以下人士，即該人士或該人士的近親與本集團有關聯：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；
- (b) 倘符合以下任何條件，即實體與本集團有關聯：
 - (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此之間均有關聯)；
 - (ii) 一家實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業)；
 - (iii) 兩個實體均為同一第三方的合營企業；
 - (iv) 一家實體為第三方實體的合營企業，而另一實體則為該第三方實體的聯營公司；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties transactions (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a);
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) The entity or any member of a group of which it is a part, provides key management personnel services to the Group or the Group's parent.

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

A transaction is considered to be a related party transaction when there is a transfer of resources, or obligations between the Group and a related party, regardless of whether a price is charged.

Fair value measurement

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

4. 主要會計政策概要(續)

關聯方交易(續)

- (b) 倘符合以下任何條件，即實體與本集團有關聯：(續)
- (v) 該實體為就本集團或與本集團有關聯的實體的僱員利益而設立的離職福利計劃；
 - (vi) 該實體受(a)所識別的人士控制或共同控制；
 - (vii) 於(a)(i)所識別的人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員；或
 - (viii) 該實體或屬於組成部分的任何集團成員公司向本集團或本集團母公司提供主要管理人員服務。

個別人士的近親是指預期在處理實體事務上可影響該個別人士的親屬或預期受該個別人士影響的親屬。

當一項交易涉及本集團與關聯方之間的資源轉讓或責任(不論是否收取款項)，則會被視為關聯方交易。

公平值計量

公平值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公平值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或在沒有主要市場情況下，於最有利該資產或負債的市場進行而作出。主要或最有利市場須為本集團可進入的市場。資產或負債的公平值乃按市場參與者(假設其會以最佳經濟利益行事)於資產或負債定價時所用的假設計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

4. 主要會計政策概要(續)

公平值計量(續)

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平值的估值技術，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有於財務資料計量或披露公平值的資產及負債乃基於對公平值計量整體而言屬重大的最低級別輸入數據按以下公平值等級分類：

- 第一級 — 根據相同資產或負債於活躍市場之報價(未經調整)
- 第二級 — 根據對公平值計量屬重大的最低級別輸入數據為可直接或間接觀察的估值技術
- 第三級 — 根據對公平值計量屬重大的最低級別輸入數據為不可觀察的估值技術

就按經常性基準於財務資料確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公平值計量整體而言屬重大的最低級別輸入數據)確定是否發生不同等級轉移。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 executive directors, being the chief operating decision maker, for the purpose of allocating resources to, and assessing the performance of the Group's various lines of business and geographical locations.

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

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and at banks that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand and at banks, which are not restricted as to use.

4. 主要會計政策概要(續)

分部報告

經營分部及綜合財務報表所呈報各分部項目的金額乃根據定期提供予本集團執行董事(即主要營運決策者)以供分配資源及評估本集團多個業務線及地區表現的財務資料識別。

個別重大的經營分部不會就財務報告目的綜合入賬，除非該等分部有相似的經濟特性且其產品及服務的性質、生產工序的性質、客戶類型或類別、分銷產品或提供服務所用方法以及監管環境的性質相若，則另作別論。個別不重大的經營分部倘符合以上大部分標準，則會綜合入賬。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及銀行存款，均為可隨時轉換成已知數額現金，價值變動風險不大且一般自購入後三個月內較短期間到期，並減去須按要求償還且構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金及銀行存款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset by equal annual instalments.

Dividends

Dividends proposed by the Directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's accounting policies require management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

4. 主要會計政策概要(續)

政府補助

政府補助在可以合理確定將會收到補助且將符合所有附帶條件時予以確認。倘補助涉及開支項目，則在補助擬用作抵銷的相關成本支銷的期間內有系統地確認為收入。倘補助涉及資產，則在有關資產的預計可使用年期內以等額確認為收入。

倘本集團收取非貨幣資產的補助，有關資產及補助按面值入賬，並於預計可用年期內按有關資產利益耗用形式以每年等額分期撥歸損益。

股息

董事建議派付的股息分類為財務狀況表內權益部分中保留溢利的獨立分配，直至股息獲股東於股東大會上批准為止。當該等股息獲股東批准及宣派，則確認為一項負債。

5. 關鍵會計判斷及估計

管理層於編製本集團會計政策時須作出判斷、估計及假設，此舉會影響收益、開支、資產及負債呈報金額及其隨附披露。該等假設及估計存在不確定因素，或會導致受影響資產或負債的賬面值須於日後作出重大調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

In the applications of the Group's accounting policies, which are described in Note 3, 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 on-going 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 accounting judgement

Management is of the opinion that there is no significant judgement, apart from those involving estimations, made in applying accounting policies that has a significant effect on the amounts recognised in the consolidated financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each 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, are described below.

5. 關鍵會計判斷及估計(續)

應用本集團的會計政策(載於附註3)時，董事須就未能輕易從其他來源確定的資產與負債的賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及被認為相關的其他因素而作出。實際結果或會有別於該等估計。

本集團持續檢討估計及相關假設。倘會計估計的修訂僅影響修訂估計之期間，則有關修訂於該期間確認。如該項會計估計的修訂影響當期及未來期間，則有關修訂於當期及未來期間確認。

關鍵會計判斷

在應用會計政策時，除涉及估計的判斷外，管理層認為並無對於綜合財務報表的確認金額有重大影響的重大判斷。

估計不確定因素的主要來源

以下為有關未來的主要假設以及於各報告期末估計不確定因素的其他主要來源，該等假設及估計不確定因素均存有重大風險可導致下一個財政年度的資產及負債賬面值須作出重大調整。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of trade and other receivables

Upon adoption of IFRS 9, the management estimates the amount of loss allowance for ECL on trade and other receivables that are measured at amortised cost based on the credit risk of the respective financial instruments and counterparty. The loss allowance amount is measured as the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the trade and other receivables. The assessment of the credit risk of the trade and other receivables involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

Impairment of property, plant and equipment

The Group reviews its property, plant and equipment for indications of impairment at each reporting period. In analysing potential impairments identified, the Group uses projections of future cash flows from the assets based on management's assignment of a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

5. 關鍵會計判斷及估計(續)

估計不確定因素的主要來源(續)

貿易及其他應收款項減值

採納國際財務報告準則第9號後，管理層根據相關金融工具及對手方的信貸風險估計按攤銷成本計量的貿易及其他應收款項的預期信貸虧損的虧損撥備金額。虧損撥備金額按資產賬面值及估計未來現金流量現值計量，並考慮貿易及其他應收款項的預期未來信貸虧損。評估貿易其他應收款項的信貸風險涉及較大程度的估計及不確定因素。若實際未來現金流量低於預期或高於預期，可能會因此產生重大減值虧損或重大減值虧損撥回。

物業、廠房及設備減值

本集團於各報告期審閱其物業、廠房及設備是否有減值跡象。本集團根據管理層指定的稅前貼現率(反映金錢時間值及資產的特定風險的現行市場評估)，利用來自資產的未來現金流量預測，分析已識別潛在減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

Income tax expense

The Group has exposure to income taxes in Singapore. In determining the income tax liabilities, management is required to estimate the amount of capital allowances, deductibility of certain expenses and applicable tax incentives. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred income tax recognised in the period in which such determination is made. The carrying amounts of the Group's current income tax liabilities as at 31 December 2018 were approximately S\$674,000 (2017: approximately S\$636,000).

Depreciation

Items of property, plant and equipment are depreciated on a straight-line basis over the estimated useful life of the assets, after taking into account the estimated residual value. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expenses for future period are adjusted if there are significant changes from previous estimates.

5. 關鍵會計判斷及估計(續)

估計不確定因素的主要來源(續)

所得稅開支

本集團須於新加坡繳納所得稅。於釐定所得稅負債時，管理層須估計資本免稅額、若干支出的扣稅情況及適用稅項優惠的金額。在日常業務過程中，若干交易及釐定最終稅項的計算方法未能確定。本集團根據額外稅項是否到期繳付的估計，就預計稅務事宜確認負債。倘該等事宜的最終稅務結果有別於最初確認金額，此等差額將影響作出有關釐定期間的已確認所得稅及遞延所得稅。於2018年12月31日，本集團的即期所得稅負債賬面值約為674,000新加坡元(2017年：約636,000新加坡元)。

折舊

物業、廠房及設備項目於資產的估計可使用年期按直線基準折舊，當中計及估計餘值。本集團定期檢討資產的估計可使用年期，以釐定於任何報告期間記錄的折舊開支金額。可使用年期根據本集團對類似資產的過往經驗，並計及預料技術變動。倘過往估計有重大變動，則調整未來期間的折舊開支。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

6. OPERATING SEGMENT INFORMATION

For management's purpose, the Group is organised into two operating business segments, namely:

(a) Outlet management

Outlet management operations are involved in the leasing of food establishment premises to tenants and the provision of management, cleaning and utilities services to tenants.

(b) Food and beverage stalls

Food and beverage operations are primarily involved in retailing of beverage, tobacco products, and cooked food directly to consumers through the stalls such as mixed vegetable rice, zi char, roasted meat and chicken rice located in food establishments operated and managed by the Group and third party.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating profit or loss in the consolidated financial statements.

Geographical information

The Group operates mainly in Singapore with revenue generated in Singapore. Accordingly, analysis of revenue and assets of the Group by geographical distribution has not been presented.

Information about major customers

There is no single major customer that contributed more than 10% of the Group's total revenue. The revenue is spread over a broad base of customers.

6. 經營分部資料

就管理目的而言，本集團現分為兩類經營業務分部，即：

(a) 店舖管理

店舖管理業務涉及向租戶出租食肆場地及向租戶提供管理、清潔及公用事業服務。

(b) 餐飲檔位

食品及飲品業務主要涉及透過位於本集團及第三方經營及管理的食肆內的檔位(如雜菜飯、煮炒、燒臘及雞飯)直接向消費者零售飲品、煙草產品及熟食。

管理層按個別基準監察其業務單位之經營業績，以決定資源分配及評估表現。分部表現乃按經營溢利或虧損(計量方式在若干方面有別於綜合財務報表內之經營溢利或虧損)評估。

地理資料

本集團主要於新加坡營運，收益亦源於新加坡。因此，概無呈列按地域分佈的本集團收益及資產分析。

有關主要客戶的資料

概無單一主要客戶佔本集團總收益超過10%。收益分佈於廣泛客戶群。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

6. 經營分部資料(續)

Year ended 31 December 2018

截至2018年12月31日止年度

		Outlet Management 店舖管理 S\$'000 千新加坡元	Food and beverage stalls 餐飲檔位 S\$'000 千新加坡元	Unallocated 未分配 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Revenue	收益				
Revenue from contracts with customers:	客戶合約收益：				
Recognised at a point in time	於某一時間點確認	-	36,862	-	36,862
Recognised over time	於一段時間內確認	2,460	-	-	2,460
		2,460	36,862	-	39,322
Revenue from other sources:	其他來源收益：				
Rent income	租金收入	5,673	-	-	5,673
Inter segment revenue	分部間收益	12,578	-	-	12,578
Adjustment and elimination	調整及對銷	(12,578)	-	-	(12,578)
Total revenue	總收益	8,133	36,862	-	44,995
Segment profit/(loss)	分部溢利/(虧損)	4,741	2,500	(2,871)	4,370
Other segment information:	其他分部資料：				
Bad debts written off	壞賬撇銷	(34)	-	-	(34)
Fair value gain from investment properties	投資物業的公平值收益	2,050	-	-	2,050
Exchange gain	匯兌收益	-	-	67	67
Finance costs	財務成本	(925)	-	(303)	(1,228)
Depreciation	折舊	(57)	(205)	(105)	(367)
Staff costs	員工成本	(9,404)	-	(2,113)	(11,517)
Property rentals and related expenses	物業租金及相關開支	(5,443)	(783)	-	(6,226)
Interest income	利息收入	-	-	77	77
Assets and liabilities:	資產及負債：				
Segment assets	分部資產	87,800	2,406	5,313	95,519
Segment liabilities	分部負債	43,494	3,254	11,876	58,624

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

6. 經營分部資料(續)

Year ended 31 December 2017

截至2017年12月31日止年度

		Outlet Management 店舖管理 S\$'000 千新加坡元	Food and beverage stalls 餐飲檔位 S\$'000 千新加坡元	Unallocated 未分配 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Revenue	收益				
Revenue from contracts with customers:	客戶合約收益：				
Recognised at a point in time	於某一時間點確認	–	35,200	–	35,200
Recognised over time	於一段時間內確認	3,484	–	–	3,484
		3,484	35,200	–	38,684
Revenue from other sources:	其他來源收益：				
Rent income	租金收入	5,291	–	–	5,291
Inter segment revenue	分部間收益	8,666	–	–	8,666
Adjustment and elimination	調整及對銷	(8,666)	–	–	(8,666)
Total revenue	總收益	8,775	35,200	–	43,975
Segment profit/(loss)	分部溢利/(虧損)	4,116	4,912	(2,927)	6,101
Other segment information:	其他分部資料：				
Fair value gain from investment properties	投資物業的公平值收益	589	–	–	589
Exchange loss	匯兌虧損	(17)	–	–	(17)
Finance costs	財務成本	(934)	–	(248)	(1,182)
Depreciation	折舊	(71)	(164)	(169)	(404)
Staff costs	員工成本	(8,011)	(86)	(2,605)	(10,702)
Property rentals and related expenses	物業租金及相關開支	(4,686)	(1,051)	–	(5,737)
Interest income	利息收入	–	–	95	95
Assets and liabilities:	資產及負債：				
Segment assets	分部資產	84,485	4,558	7,700	96,743
Segment liabilities	分部負債	45,185	3,245	11,979	60,409

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

(c) Unsatisfied performance obligations

For provision of management, cleaning and utilities services, the Group recognise revenue in the amount equals to the rights to invoice which corresponds directly with the value to the customers of the Group's performance to date, on a monthly basis. The Group will not have a significant unsatisfied performance obligations.

6. 經營分部資料(續)

(c) 未履行的履約責任

就提供管理、清潔及公用事業服務而言，本集團按月將收益確認為相等於有權開具發票的金額，該金額與本集團客戶迄今為止達致的表現價值直接相關。本集團不會有重大的未履行履約責任。

7. REVENUE

7. 收益

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Revenue from contract with customers	客戶合約收益		
Revenue recognised at point in time	於某一時間點確認之收益		
Sale of cooked food, beverages and tobacco products	熟食、飲品及煙草產品銷售	36,862	35,200
Revenue recognised over time	於一段時間內確認之收益		
Provision of management, cleaning and utilities services	提供管理、清潔及公用事業服務	2,460	3,484
		39,322	38,694
Revenue from other sources	其他來源收益		
Rental income from lease of premises to tenants	向租戶出租場地的租金收入	5,673	5,291
		44,995	43,975

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

8. OTHER GAINS AND LOSSES, NET

8. 其他收益及虧損淨額

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Government grants:	政府補助：		
— Productivity and Innovation Credit	— 生產力及創新優惠	5	12
Loss on property, plant and equipment	物業、廠房及設備之虧損	(43)	—
Exchange gain/(loss)	匯兌收益/(虧損)	67	(17)
Interest income	利息收入	77	95
Sundry income	雜項收入	96	121
		202	211

9. FINANCE COSTS

9. 財務成本

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Interest on:	以下各項的利息：		
Bank borrowings	銀行借款	1,228	1,182

10. PROFIT BEFORE TAXATION

10. 除稅前溢利

Profit before taxation has been arrived at after charging:

除稅前溢利已扣除以下各項：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Staff costs (including directors' emoluments in Note 11)	員工成本(包括附註11內董事酬金)		
Salaries and other employee benefits	薪金及其他僱員福利	10,853	10,129
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	664	573
		11,517	10,702
Auditors' remuneration	核數師薪酬	124	27
Bad debts written off	壞賬撇銷	34	—
Subcontracting labour	分包勞務	175	557
Listing expenses	上市開支	2,265	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

11. DIRECTORS' EMOLUMENTS

Details for the emoluments of each director of the Company during the reporting period are as follows:

11. 董事酬金

本公司各董事於報告期內的薪酬詳情如下：

		For the ended 31 December 2018 截至2018年12月31日止年度				
		Directors' fees	Salaries and bonuses	Contributions to defined contribution retirement plan	Other short-term benefits	Total
		董事袍金	薪金及花紅	定額供款退休計劃的供款	其他短期福利	總計
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
Executive directors:	執行董事：					
Mr. Chu Chee Keong (Note (a))	朱志強先生(附註(a))	480	77	13	-	570
Ms. Leow Poh Hoon (Note (b))	廖宝云女士(附註(b))	-	115	19	-	134
Non-executive director:	非執行董事：					
Ms. Chu Pek Si (Note (c))	朱佩诗女士(附註(c))	-	16	3	-	19
Independent non-executive directors:	獨立非執行董事：					
Mr. Wong Loke Tan (Note (d))	Wong Loke Tan 先生(附註(d))	-	-	-	-	-
Mr. Loh Eu Tse Derek (Note (e))	盧有志先生(附註(e))	-	-	-	-	-
Mr. Mah Seong Kung (Note (f))	马雄刚先生(附註(f))	-	-	-	-	-
		480	208	35	-	723



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

11. DIRECTORS' EMOLUMENTS (Continued)

11. 董事酬金(續)

For the ended 31 December 2017
截至2017年12月31日止年度

	Directors' fees	Salaries and bonuses	Contributions to defined contribution retirement plan	Other short-term benefits	Total
	董事袍金	薪金及花紅	定額供款退休計劃的供款	其他短期福利	總計
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
Executive directors:	執行董事：				
Mr. Chu Chee Keong	朱志強先生	427	77	13	517
Ms. Leow Poh Hoon	廖宝云女士	-	102	17	119
Non-executive director:	非執行董事：				
Ms. Chu Pek Si	朱佩诗女士	-	8	1	9
Independent non-executive directors:	獨立非執行董事：				
Mr. Wong Loke Tan	Wong Loke Tan 先生	-	-	-	-
Mr. Loh Eu Tse Derek	盧有志先生	-	-	-	-
Mr. Mah Seong Kung	马雄刚先生	-	-	-	-
		427	187	31	645

Notes:

- (a) Mr. Chu Chee Keong (Mr. Zhu Zhiqiang) has been redesignated as an executive director dated on 30 August 2018 and appointed as the chairman of the board and chief executive officer of the Group on 30 August 2018.
- (b) Ms. Leow Poh Hoon (Ms. Liao Baoyun) has been appointed as an executive director of the dated on 30 August 2018.
- (c) Ms. Chu Pek Si (Ms. Zhu Pekshi) has been appointed as a non-executive director of the board dated on 30 August 2018.
- (d) Mr. Wong Loke Tan has been appointed as an independent non-executive director of the board dated on 1 February 2019.
- (e) Mr. Loh Eu Tse Derek has been appointed as an independent non-executive director of the board dated on 1 February 2019.
- (f) Mr. Mah Seong Kung has been appointed as an independent non-executive director of the board dated on 1 February 2019.

附註：

- (a) 朱志強先生於2018年8月30日獲調任為執行董事並於2018年8月30日獲委任為董事會主席及本集團的行政總裁。
- (b) 廖宝云女士於2018年8月30日獲委任為執行董事。
- (c) 朱佩诗女士於2018年8月30日獲委任為董事會非執行董事。
- (d) Wong Loke Tan 先生於2019年2月1日獲委任為董事會獨立非執行董事。
- (e) 盧有志先生於2019年2月1日獲委任為董事會獨立非執行董事。
- (f) 马雄刚先生於2019年2月1日獲委任為董事會獨立非執行董事。

No directors have waived or agreed to waive any remuneration during the year. No remuneration was paid to the independent non-executive directors during the year as the independent non-executive directors have not been appointed during the year (2017: Nil).

於本年度，概無董事放棄或同意放棄任何薪酬。由於獨立非執行董事於本年度未獲委任，故於本年度並無向獨立非執行董事支付薪酬(2017年：零)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years ended 31 December 2018 and 2017 included 2 and 2 directors, respectively and details of whose emoluments are set out in Note 11 above. Details of the emoluments of the remaining 3 (2017: 3) highest paid employees who are not a director during the year are as follows:

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Salaries and bonuses	薪金及花紅	501	335
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	53	31
		554	366

The number of non-director highest paid employees whose emoluments fell within the following bands is as follows:

		2018 2018年	2017 2017年
Nil to HK\$1,000,000 (equivalent to Nil to S\$180,505)	零至1,000,000港元(相等於零至180,505新加坡元)	2	2
HK\$1,000,001 to HK\$2,000,000 (equivalent to S\$180,506 to S\$361,010)	1,000,001港元至2,000,000港元(相等於180,506新加坡元至361,010新加坡元)	1	1
		3	3

During the year, no emoluments were paid by the Group to the 5 highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the 5 highest paid individuals have waived any emoluments during the year.

12. 五名最高薪酬僱員

截至2018年及2017年12月31日止年度，五名最高薪酬僱員分別包括2名及2名董事，彼等的酬金詳情載於上文附註11。於本年度，餘下3名(2017年：3名)最高薪酬僱員(並非董事)的酬金詳情如下：

薪酬屬以下範圍的非董事最高薪酬僱員人數如下：

於本年度，本集團概無向5名最高薪酬人士支付薪酬，作為加入本集團或加入本集團後的獎勵或作為離職補償金。於本年度，該5名最高薪酬人士概無放棄任何酬金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

13. TAXATION

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

The Singapore corporate income tax rate was 17% (2017: 17%) during the year. Income tax expense for the Group relates wholly to the profits of the subsidiaries, which were taxed at a corporate income tax rate of 17% in Singapore. Major components of income tax expense for the years ended 31 December 2018 and 2017 are:

13. 稅項

根據開曼群島及英屬處女群島的規則及法規，本集團毋須於開曼群島及英屬處女群島繳納任何所得稅。

於本年度，新加坡企業所得稅率為17% (2017年：17%)。本集團的所得稅開支僅與附屬公司的溢利有關，該等附屬公司於新加坡按17%的企業所得稅率繳稅。截至2018年及2017年12月31日止年度的所得稅開支主要組成部分為：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Current tax	即期稅項		
Singapore Corporate Income Tax ("CIT")	新加坡企業所得稅 (「企業所得稅」)	489	595
Over provision in respect of prior years	過往年度超額撥備	(118)	(5)
		371	590

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for country in which the Company's subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

按本公司附屬公司所在國家法定適用稅率就除稅前溢利計算的稅項開支與按實際稅率計算的稅項開支對賬如下：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Profit before taxation	除稅前溢利	4,370	6,101
Income tax using the statutory tax rate	按法定稅率計算的所得稅	743	1,037
Non-deductible expenses	不可扣稅開支	448	66
Non-taxable incomes	無需繳稅收入	(349)	(134)
Unrecognised temporary difference	未確認暫時差額	40	13
Effect of tax exemption and tax relief	稅項豁免及稅項減免的影響	(394)	(453)
Unutilised tax losses	未動用稅項虧損	1	66
Over provision in prior years	過往年度超額撥備	(118)	(5)
		371	590

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

14. DIVIDENDS

The Company has not declare dividend since its incorporation.

The Board does not recommend any final dividend for the year ended 31 December 2018 (2018 interim dividend: approximately S\$3,438,000 and 2017: approximately S\$2,624,000).

15. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year of approximately S\$3,999,000 (2017: approximately S\$5,511,000) and the weighted average number of ordinary shares of the Company in issue during the year calculated as follows:

		2018 2018年	2017 2017年
Weighted average number of ordinary shares	普通股加權平均數		
Effect of capitalisation issue	資本化發行之影響	600,000,000	600,000,000

The weighted average number of ordinary shares used in the calculation of basic earnings per share for the year has been adjusted for 600,000,000 shares issued pursuant to the capitalisation issue which took place upon the completion of the share offer of the Company's shares, which were assumed to occur at 1 January 2017.

No dilutive earnings per share is presented as there was no potential dilutive ordinary shares in issue during both years.

14. 股息

本公司自其註冊成立以來並無宣派任何股息。

董事會並無建議派付截至2018年12月31日止年度之任何末期股息(2018年中期股息：約3,438,000新加坡元及2017年：約2,624,000新加坡元)。

15. 每股盈利

每股基本盈利乃根據年度溢利約3,999,000新加坡元(2017年：約5,511,000新加坡元)以及本公司年內已發行普通股之加權平均數計算如下：

計算年內每股基本盈利所使用之普通股加權平均數，已根據資本化發行(於本公司股份之股份發售完成後進行，計算時已假定於2017年1月1日發生)所發行之600,000,000股已發行股份作出調整。

由於兩個年度均無潛在攤薄已發行普通股，故並無呈列每股攤薄盈利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

16. INVESTMENT PROPERTIES

16. 投資物業

		Total 總計 S\$'000 千新加坡元
Fair value	公平值	
As at 1 January 2017	於2017年1月1日	77,700
Additions	添置	3,311
Net gain arising from change in fair value of investment properties	投資物業公平值變動產生的淨收益	589
As at 31 December 2017 and 1 January 2018	於2017年12月31日及2018年1月1日	81,600
Net gain arising from change in fair value of investment properties	投資物業公平值變動產生的淨收益	2,050
As at 31 December 2018	於2018年12月31日	83,650

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

16. INVESTMENT PROPERTIES (Continued)

The investment properties of the Group consist of 8 food courts and building are held to earn rentals and/or for capital appreciation as at 31 December 2018 and 2017 which located at Singapore. The investment properties are stated at fair value. Fair value is estimate by the management of the Company by Comparable Sales Method reference to valuation report provide by an independent valuer, Cushman & Wakefield VHS Pte. Ltd., who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value disclosed is categorised as Level 2 valuation. The highest and best use of the investment properties of the Group do not differ from its current use. The Group's investment properties' fair value is determined by Comparable Sales Method, base on selling price of similar properties at nearby location. As the fair value of investment properties was derived using valuation technique and input which was quoted prices for similar assets in active markets and no unobservable input that will results in a significantly higher or lower of the fair value measured, the directors of the Company classified the fair value of investment properties as level 2 fair value hierarchy.

In estimating the fair value of investment properties, the highest and best use of investment properties is their current use.

There was no change to the valuation technique during the year.

During the year, there were no transfer into or out of level 2 or any other level.

The Group's policy is to recognise transfer between levels of the fair value hierarchy as at the end of the reporting period in which they occur.

All of the investment properties were secured for the Group's mortgage loans (Note 27).

16. 投資物業(續)

於2018年及2017年12月31日，本集團持作賺取租金及／或資本升值用途的投資物業包括8個美食中心及樓宇，全部位於新加坡。投資物業乃以公平值列賬。公平值乃由本公司管理層使用可比銷售法估計，並經參考由獨立估值師Cushman & Wakefield VHS Pte. Ltd.提供的估值報告，該獨立估值師持有經認可相關專業資質，並於經估值投資物業所在地點及所屬類別擁有近期經驗。所披露的公平值分類為第二級估值。本集團投資物業的最高及最佳用途與其現時用途相同。本集團的投資物業公平值由可比銷售法釐定，基於附近地區類似物業的售價。由於投資物業公平值乃使用估值技術及輸入數據(即活躍市場中類似資產的報價)得出，而且無不可觀察輸入數據導致公平值計量大幅增加或減少，本公司董事將投資物業公平值分類為公平值層級第二級。

於估計投資物業的公平值時，投資物業現有用途及其最佳用途。

於本年度，估值技術不變。

於本年度，無轉撥轉入或轉出第二級或其他級別。

本集團之政策於公平值層級間轉撥發生的報告期末時確認有關轉撥。

所有投資物業已用作本集團按揭貸款的抵押(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Freehold land 永久 業權土地 S\$'000 千新加坡元	Freehold building 永久 業權樓宇 S\$'000 千新加坡元	Furniture and fittings 傢俬 及裝置 S\$'000 千新加坡元	Food establishment and office equipment 食肆及辦公 室設備 S\$'000 千新加坡元	Motor vehicles 汽車 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Cost	成本						
As at 1 January 2017	於2017年1月1日	1,510	220	322	2,592	305	4,949
Written off	撇銷	-	-	-	-	(50)	(50)
Addition	添置	-	-	-	676	-	676
As at 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	1,510	220	322	3,268	255	5,575
Additions	添置	-	-	-	158	-	158
Disposal	出售	-	-	-	(106)	-	(106)
As at 31 December 2018	於2018年12月31日	1,510	220	322	3,320	255	5,627
Accumulated depreciation	累計折舊						
As at 1 January 2017	於2017年1月1日	-	5	306	2,316	223	2,850
Written off	撇銷	-	-	-	-	(50)	(50)
Provided for the year	年內撥備	-	9	11	315	69	404
As at 31 December 2017 and 1 January 2018	於2017年12月31日及 2018年1月1日	-	14	317	2,631	242	3,204
Provided for the year	年內撥備	-	9	5	340	13	367
Disposal	出售	-	-	-	(62)	-	(62)
As at 31 December 2018	於2018年12月31日	-	23	322	2,909	255	3,509
Net carrying amount	賬面淨值						
As at 31 December 2018	於2018年12月31日	1,510	197	-	411	-	2,118
As at 31 December 2017	於2017年12月31日	1,510	206	5	637	13	2,371

Note:

(a) As at 31 December 2018, property, plant and equipment with carrying amount of approximately S\$1,707,000 (2017: approximately S\$1,716,000) was secured under mortgage loan as below mentioned in Note 27.

附註：

(a) 於2018年12月31日，物業、廠房及設備賬面值約1,707,000新加坡元(2017年：約1,716,000新加坡元)已用作下文附註27所述按揭貸款的抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

18. INVENTORIES

18. 存貨

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Raw materials and consumables	原材料及消耗品	161	176

19. TRADE AND OTHER RECEIVABLES

19. 貿易及其他應收款項

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Trade receivables (Note)	貿易應收款項(附註)	107	184
Other receivables	其他應收款項	425	187
		532	371

Note: During the year ended 31 December 2018, trade receivables had been written off amounted to approximately S\$34,000 (2017: Nil).

附註：截至2018年12月31日止年度，貿易應收款項已撇銷約34,000新加坡元(2017年：零)。

Based on invoices date and net of impairment, ageing analysis of the Group's trade receivables at the end of the reporting period is as follows:

基於發票日期及扣除減值，本集團於報告期末的貿易應收款項賬齡分析如下：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
0 to 30 days	0至30天	91	67
31 to 90 days	31至90天	14	29
91 to 180 days	91至180天	2	69
181 to 365 days	181至365天	-	19
		107	184

The Group allows an average credit period at 7 days to its customers.

本集團給予客戶的平均信貸期為7天。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

19. TRADE AND OTHER RECEIVABLES (Continued) 19. 貿易及其他應收款項(續)

Ageing analysis of the Group's trade receivables at the end of the reporting period that are not impaired is as follows:

本集團於報告期末的未減值貿易應收款項賬齡分析如下：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Neither past due nor impaired	未逾期亦未減值	33	67
1 to 30 days	1至30天	28	26
31 to 90 days	31至90天	46	34
91 to 180 days	91至180天	-	54
181 to 365 days	181至365天	-	3
		107	184

Upon the adoption of IFRS 9, the Group applies the IFRS 9 simplified approach to measure ECL which uses a lifetime ECL model. Trade receivables have been grouped based on shared credit risk characteristics and the historical observed default rates adjusted by forward looking estimates.

採納國際財務報告準則第9號後，本集團採用國際財務報告準則第9號之簡化方式計量預期信貸虧損，使用全期預期信貸虧損模型。貿易應收款項已根據共享信貸風險特徵及透過前瞻性估計調整的觀察所得的歷史違約率進行分組。

The Group applies simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. Based on historical experience, majority of trade receivables were settled within credit term and the Group received certain deposits from these customers, hence the expected loss rate of current trade receivables is assessed to be immaterial, no loss allowance on trade receivable was recognised.

本集團採用簡化方法按國際財務報告準則第9號所規定計提預期信貸虧損，該準則允許就所有貿易應收款項使用全期預期虧損撥備。根據過往經驗，大部分貿易應收款項已於信貸期內結算，而且本集團向該等客戶收取若干押金，因此即期貿易應收款項的預期虧損率估計為並不重大，並無確認貿易應收款項的虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

19. TRADE AND OTHER RECEIVABLES (Continued)

A default on receivables are when the counterparty fails to make contractual payments within 90 days of when they fall due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group and the amount due is significantly larger than the deposit received by the Group. The Group categories a receivable for write off when a debtor fails to make contractual payments greater than 180 days and the receivables is larger than the deposit received by the Group. Where receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. When recoveries are made, these are recognised in profit or loss.

The carrying amount of trade receivables approximate their fair values.

19. 貿易及其他應收款項(續)

應收款項違約是指對手未能於到期日後90天內支付合約款項。若無合理預期的回收時，本集團會撇銷金融資產，例如債務人未能與本集團訂立還款計劃，而該金額遠超於本集團收取的押金。若當債務人未能於到期日後180天內支付合約款項，並且其應收款項多於本集團收取的押金時，本集團將該應收款項列為撇銷。倘若已撇銷應收款項，本集團會繼續執行工作以試圖收回該到期應收款項。於回收期間，該等款項將於損益確認。

貿易應收款項的賬面值與其公平值相若。

20. PREPAYMENTS AND DEPOSITS PAID

20. 預付款項及已付押金

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Prepaid listing expenses	預付上市開支	838	-
Deposits paid	已付押金	2,405	550
		3,243	550
Add: Deposits paid (non-current portion)	加：已付押金(非即期部分)	225	343
		3,468	893

Note: As at 31 December 2018, deposits paid mainly represented the amount of rental deposit at approximately S\$609,000 (2017: approximately S\$715,000).

As at 31 December 2018, deposits paid mainly represented the amount of acquisition of properties located at 30 Semei Street 3 and 101 Yishun at S\$385,000 and S\$750,000 respectively. After the acquisition, the properties will be operated and managed as food centres.

附註：於2018年12月31日，已付押金主要指租金押金約609,000新加坡元(2017年：約715,000新加坡元)。

於2018年12月31日，已付押金主要指收購位於30 Semei Street 3及101 Yishun的物業的分別385,000新加坡元及750,000新加坡元。收購後，有關物業將作為美食中心運營及管理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

21. OTHER FINANCIAL ASSETS

21. 其他金融資產

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Key management personnel life insurance policies	主要管理人員人壽保單	664	628

On 24 July 2017, a subsidiary of the Company has entered into a life insurance policies (the “Policies”) to insure directors of the Company, Mr. Chu Chee Keong and Ms. Leow Poh Hoon. Under the policies, the beneficiary and policy holder is a subsidiary of the Company and the insured USD1,000,000 to each of the director. The Group is required to pay an upfront deposit of USD562,000. The Group can terminate the Policies at any time and receive cash back based on the cash value of the Policies at the date of withdrawal, which is determined by the upfront payments plus accumulated interest earned and minus the accumulated insurance charge and policy expense charge. The Group receives an interest at interest rates guaranteed by the insurer.

The other financial assets are carried at amortised cost using the effective interest method, less any identified impairment loss. Interest income on Policies is recognised in the consolidated statement of profit or loss and other comprehensive income.

The entire amount of the rights under life insurance policies is denominated in United States Dollar.

於2017年7月24日，本集團一間附屬公司購買人壽保單(「保單」)，為本公司董事(朱志強先生及廖宝云女士)投保。根據該等保單，受益人及保單持有人為本公司一間附屬公司，各董事的承保金額為1,000,000美元。本集團須支付562,000美元預付的押金。本集團可隨時終止保單，並按撤銷日期之保單現金價值收回現金，此由預付款項加累計已賺利息減累計保費及保費開支所釐定。本集團按保險公司擔保利率收取利息。

其他金融資產採用實際利率法按攤銷成本扣除任何已識別減值虧損列賬。保單的利息收入於綜合損益及其他全面收益表確認。

人壽保單的所有權利金額均以美元計值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

22. AMOUNT DUE FROM A SHAREHOLDER

22. 應收一名股東款項

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Mr. Chu Chee Keong	朱志強先生	-	4,274

		Maximum balance outstanding during	
		於以下年度的 尚未償還最高結餘	
		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Mr. Chu Chee Keong	朱志強先生	4,274	6,338

The amount due from a shareholder was in non-trade nature, is unsecured, charge at 3.0% interest per annum and recoverable on demand.

非交易性質的應收一名股東款項為無抵押、按年息3.0%計息及須按要求收回。

23. CASH AND CASH EQUIVALENTS/PLEGDED BANK DEPOSIT

23. 現金及現金等價物／已抵押銀行存款

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Cash and bank balances	現金及銀行結餘	4,926	6,430
Less: Pledged bank deposit	減：已抵押銀行存款	(15)	(15)
Cash and cash equivalents	現金及現金等價物	4,911	6,415

As at 31 December 2018 and 2017, cash and bank balances were denominated in Singapore dollars.

於2018年及2017年12月31日，現金及銀行結餘乃以新加坡元計值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

23. CASH AND CASH EQUIVALENTS/PLEGGED BANK DEPOSIT (Continued)

Reconciliation of liabilities arising from financing activities:

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Borrowings	借款		
As at the beginning of the year	於年初	52,800	49,260
Proceeds from bank borrowings	銀行借款所得款項	1,000	5,846
Repayment of bank borrowings	償還銀行借款	(2,408)	(2,306)
Finance costs paid	已付財務成本	(1,228)	(1,182)
Finance costs	財務成本	1,228	1,182
As at the end of the year	於年末	51,392	52,800

As at 31 December 2018, The Group's bank deposits of approximately S\$15,000 (2017: approximately S\$15,000) were pledged as security for the Group's credit facilities granted by a bank. The bank deposits will be released on clearance of the facility.

融資活動產生的負債對賬：

於2018年12月31日，本集團的銀行存款約15,000新加坡元(2017年：約15,000新加坡元)已用作本集團獲一間銀行授予信貸融資的抵押。該等銀行存款將於相關信貸結算時解除。

24. TRADE PAYABLES

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Trade payables	貿易應付款項	2,766	2,845

Trade payables are non-interest bearing. Trade payables are generally settled within 15 days to 90 days credit terms.

24. 貿易應付款項

貿易應付款項為不計息。貿易應付款項通常於15天至90天內的信貸期結付。

As at 31 December 2018 and 2017, trade payables were denominated in Singapore dollars.

於2018年及2017年12月31日，貿易應付款項乃以新加坡元計值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

24. TRADE PAYABLES (Continued)

Ageing analysis of trade payables based on invoice date as at the end of the reporting period is as follows:

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
0 to 30 days	0至30天	2,754	1,556
31 to 90 days	31至90天	12	1,289
		2,766	2,845

24. 貿易應付款項(續)

於報告期末按發票日期的貿易應付款項賬齡分析如下：

25. ACCRUALS AND OTHER PAYABLES

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Accrued operating expenses (Note a)	應計營運開支(附註a)	1,490	2,079
Other payables (Note b)	其他應付款項(附註b)	1,257	736
		2,747	2,815

25. 應計費用及其他應付款項

Notes:

- (a) As at 31 December 2018, accrued operating expenses mainly represented the accrued staff costs of approximately S\$1,251,000 (2017: approximately S\$1,230,000).
- (b) As at 31 December 2018, other payables included GST payables of approximately S\$351,000 (2017: approximately S\$348,000).

As at 31 December 2018, other payable included listing expenses payables of approximately S\$323,000.

附註：

- (a) 於2018年12月31日，應計營運開支主要指應計員工成本約1,251,000新加坡元(2017年：約1,230,000新加坡元)。
- (b) 於2018年12月31日，其他應付款項包括商品及服務稅應付款項約351,000新加坡元(2017年：約348,000新加坡元)。

於2018年12月31日，其他應付款項包括應付上市開支約323,000新加坡元。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

26. DEPOSITS RECEIVED AND RECEIPTS IN ADVANCE

26. 已收押金及預收款項

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Deposits received	已收押金	591	642
Receipts in advance	預收款項	195	409
		786	1,051
Add: Deposits received (non-current portion)	加：已收押金(非即期部分)	259	262
		1,045	1,313

Note:

(a) As at 31 December 2018, receipt in advance mainly represented the utility incentive of approximately S\$195,000 (2017: approximately S\$409,000).

附註：

(a) 於2018年12月31日，預收款項主要指公用事業優惠約195,000新加坡元(2017年：約409,000新加坡元)。

27. BORROWINGS

27. 借款

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Borrowings in current portion:	即期部分借款：		
Secured mortgage loans	已抵押按揭貸款	2,040	2,181
Term loans	定期貸款	4,403	4,550
Working capital loans	營運資金貸款	15	15
		6,458	6,746
Borrowings in non-current portion:	非即期部分貸款：		
Secured mortgage loans	已抵押按揭貸款	37,022	38,822
Term loans	定期貸款	5,487	5,792
Working capital loans	營運資金貸款	2,425	1,440
		44,934	46,054
		51,392	52,800

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

27. BORROWINGS (Continued)

27. 借款(續)

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Analysis by payment term:	按付款期限分析:		
Within one year or on demand	一年內或按要求	6,458	6,746
In the second year	於第二年	3,459	2,461
In the third to fifth years, inclusive	於第三至五年(包括首尾兩年)	7,279	7,476
Beyond 5 years	超過5年	34,196	36,117
		51,392	52,800

Note: As at 31 December 2018, the borrowings of approximately S\$51,392,000 (2017: approximately S\$52,800,000) were secured by the pledge of certain Group's (i) property plant and equipment (Note 17), (ii) investment properties (Note 16), (iii) future rental income, (iv) personal guarantee of Mr. Chu Chee Keong; (v) corporate guarantee of Fu Chan F&B Group Pte. Ltd. and Master Coffee Cafe Pte. Ltd., and (iv) pledged bank deposit (Note 23), which carries variable effective interest rate from 1.98% to 4.64% per annum.

附註：於2018年12月31日，借款約51,392,000新加坡元(2017年：約52,800,000新加坡元)乃以本集團若干(i)物業、廠房及設備(附註17)；(ii)投資物業(附註16)；(iii)未來租金收入；(iv)朱志強先生個人擔保；(v) Fu Chan F&B Group Pte. Ltd. 及 Master Coffee Cafe Pte. Ltd. 企業擔保；及(vi)浮動實際年利率約1.98%至4.64%的已抵押銀行存款作抵押(附註23)。

28. SHARE CAPITAL

28. 股本

		2018 2018年 HK\$ 港元	2017 2017年 HK\$ 港元
Authorised	法定		
38,000,000 shares of HK\$0.01 each	38,000,000 股每股0.01 港元股份	380,000	-
Issued	已發行		
72 shares of HK\$0.01 each	72 股每股0.01 港元股份	1	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

28. SHARE CAPITAL (Continued)

28. 股本(續)

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Issued and fully paid	已發行及繳足		
72 shares of HK\$0.01 each	72股每股0.01港元股份	—*	—

* The balance represents an amount less than S\$1,000.

* 結餘指金額少於1,000新加坡元。

The Company was incorporated on 13 March 2018 and the Reorganisation was only completed on 5 September 2018, hence, the paid-in capital in the consolidated statements of financial position as at 31 December 2018 was HK\$1.

本公司於2018年3月13日註冊成立及重組於2018年9月5日方完成，因此，綜合財務狀況表內實繳股本於2018年12月31日為1港元。

The share capital shown in the statement of financial position represents the share capital of the Company after reorganisation.

財務狀況表所示股本指重組後本公司的股本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

29. RESERVES

(a) Reserves

The amounts of the Group's reserves and the movements therein for the current year and prior year are presented in the consolidated statement of changes in equity.

(b) Statement of changes in equity of the Company

29. 儲備

(a) 儲備

本集團儲備內的金額及其於本年度及上一年度的變動，已於綜合權益變動表呈列。

(b) 本公司權益變動表

		Accumulated loss	Total
		累計虧損	總計
		S\$'000	S\$'000
		千新加坡元	千新加坡元
As at 13 March 2018 (Date of Incorporation)	於2018年3月13日 (註冊成立日期)	-	-
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	(2,265)	(2,265)
As at 31 December 2018	於2018年12月31日	(2,265)	(2,265)



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

30. COMPANY'S STATEMENT OF FINANCIAL POSITION

30. 本公司財務狀況表

	Note 附註	2018 2018年 S\$'000 千新加坡元
Non-current assets	非流動資產	
Investments in subsidiaries	於附屬公司之投資	—*
		—*
Current assets	流動資產	
Prepayments and deposits paid	預付款項及已付押金	592
		592
Current liabilities	流動負債	
Due to a subsidiary	應付一間附屬公司款項	2,857
		2,857
Net current liability and net liability	流動負債淨額及淨負債	(2,265)
Capital and reserves	資本及儲備	
Share capital	股本	—*
Reserves	儲備	(2,265)
Total equity	總權益	(2,265)

* The balance represents an amount less than S\$1,000.

* 結餘指金額少於1,000新加坡元。

Approved and authorised for issue by the board of directors
on 29 March 2019 and signed on its behalf by:

於2019年3月29日獲董事會批准及授權
刊發，並由下列董事代表簽署：

Mr. Chu Chee Keong
朱志強先生
Director
董事

Ms. Leow Poh Hoon
廖宝云女士
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

31. OPERATING LEASE COMMITMENTS

(a) As lessor

Future minimum lease rental receivables under non-cancellable operating leases of the Group as at the reporting dates are as follows:

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Within one year	一年內	3,446	3,027
Within two to five years	二至五年內	1,185	1,256
		4,631	4,283

The Group leases its investment properties under operating leases. The leases run for an initial period of 1 to 3 years. Certain of the leases contain escalation clauses and provide for contingent rentals based on a percentage of sales derived.

(b) As lessee

Future minimum rental payables under non-cancellable operating lease of the Group in respect of as at the reporting dates are as follows:

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Within one year	一年內	3,585	4,391
Within two to five years	二至五年內	1,034	1,636
		4,619	6,027

The Group leases food establishments under non-cancellable operating leases. The leases run for an initial period of 1 to 5 years, with options to renew the lease terms upon expiry when all terms are re-negotiated. The above table excludes any contingent rentals.

31. 經營租賃承擔

(a) 作為出租人

本集團於報告日期根據不可撤銷經營租賃的未來最低租賃應收款項如下：

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Within one year	一年內	3,446	3,027
Within two to five years	二至五年內	1,185	1,256
		4,631	4,283

本集團根據經營租約租賃其投資物業。租賃的初始租期為1至3年。若干租約含有自動調整條款，並根據銷售額或百分比提供或然租金。

(b) 作為承租人

本集團於報告日期根據不可撤銷經營租賃的未來最低應付租金如下：

		2018	2017
		2018年	2017年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Within one year	一年內	3,585	4,391
Within two to five years	二至五年內	1,034	1,636
		4,619	6,027

本集團根據不可撤銷經營租約租賃食肆。租賃的初始租期為1至5年，可選擇於屆滿時重續租約，屆時將重新磋商所有條款。上表概不包括任何或然租金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

32. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the consolidation financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Compensation of key management personnel

Compensation of key management personal of the Group, including director's remuneration as detailed in Note 11 above.

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Directors' fees	董事袍金	480	427
Salaries and bonuses	薪金及花紅	381	187
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	57	31
		918	645

The remuneration of directors and key management personnel is determined by the remuneration committee having regard to the performance of individuals.

- (b) During the year, Mr. Chu Chee Keong has entered into personal guarantee agreements to secure mortgage, term and working capital loans.

32. 關聯方交易

除綜合財務報表其他部分所披露的資料外，本集團與關聯方按相關方協定的條款進行以下交易：

(a) 主要管理層人員之補償

本集團主要管理層人員之補償，包括上述附註11所載之董事薪酬。

董事及主要管理層人員之薪酬由薪酬委員會按個別人士之表現釐定。

- (b) 於年內，朱志強先生訂立個人擔保協議以取得按揭、定期及營運資金貸款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

32. RELATED PARTY TRANSACTIONS (Continued) 32. 關聯方交易(續)

(c) During the year, the Group had the following transactions with related parties:

(c) 於年內，本集團有以下關聯方交易：

Name of the related party 關聯方名稱	Nature of transactions 交易性質	Note 附註	2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
108 Coffee F & B Pte. Ltd.	Service expenses	(1)	—	(7)
108 Coffee F & B Pte. Ltd.	服務開支			
108 Coffee F & B Pte. Ltd.	Administrative income	(1)	—	52
108 Coffee F & B Pte. Ltd.	行政收入			
108 Coffee Eating House	Lease and management	(1)		
	Pte. Ltd. fee expenses		—	(16)
108 Coffee Eating House Pte. Ltd.	租賃及管理費開支			
			—	29

Note:

- 108 Coffee F&B Pte. Ltd. and 108 Coffee Eating House Pte. Ltd. (the "108 Coffee Related Parties") were wholly owned initially by Mr. Chu Chee Keong from March 2017 to June 2017, then by Ms. Chu Pek Si (Ms. Zhu Peishi), the daughter of Mr. Chu Chee Keong and the non-executive director of the Group, from June 2017 to January 2018. The nature of administrative income is the Group's purchase on behalf of 108 Coffee F&B Pte. Ltd., and then charged costs with a 5% markup rate. All those charges were subject to GST and such GST was settled by the Group during the reporting period.

附註：

- 108 Coffee F&B Pte. Ltd. 及 108 Coffee Eating House Pte. Ltd. (「108 Coffee 關聯方」) 乃最初自 2017 年 3 月至 2017 年 6 月由朱志強先生全資擁有，隨後自 2017 年 6 月至 2018 年 1 月由朱志強先生之女兒及本集團非執行董事朱佩詩女士全資擁有。行政收入的性質為本集團代 108 Coffee F&B Pte. Ltd. 購買，其後按加成率 5% 收取成本。於報告期間，所有該等費用已繳納商品及服務稅，而有關商品及服務稅由本集團償付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

33. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

33. 按類別劃分的金融工具

於報告期末的各金融工具類別賬面值如下：

		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Financial assets	金融資產		
<i>Financial assets carried at amortised costs:</i>	<i>按攤銷成本列賬的金融資產：</i>		
— Trade and other receivables	— 貿易及其他應收款項	532	371
— Other financial assets	— 其他金融資產	664	628
— Amount due from a shareholder	— 應收一名股東款項	—	4,274
— Pledged bank deposit	— 已抵押銀行存款	15	15
— Cash and cash equivalents	— 現金及現金等價物	4,911	6,415
		6,122	11,703
		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元
Financial liabilities	金融負債		
<i>Financial liabilities measured at amortised cost:</i>	<i>按攤銷成本計量的金融負債：</i>		
— Trade payables	— 貿易應付款項	2,766	2,845
— Accruals and other payables	— 應計費用及其他應付款項	2,747	2,815
— Borrowings	— 借款	51,392	52,800
		56,905	58,460

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

34. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts of the Group's financial assets, including trade and other receivables, other financial assets, amount due from a shareholder, pledged bank deposit, and cash and cash equivalents and the Group's financial liabilities, including trade payables, accruals and other payables, amount due to a shareholder and borrowings, approximate their fair values due to their short maturities. The nominal values less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group and the Company for similar financial instruments.

No analysis is disclosed since the Group has no financial instruments that are measured subsequent to initial recognition at fair value at the end of the year. There were no transfers between levels 1 and 2 during the year.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

34. 公平值及公平值層級

由於到期日較短，本集團金融資產(包括貿易及其他應收款項、其他金融資產、應收一名股東款項、已抵押銀行存款，以及現金及現金等價物)及本集團的金融負債(包括貿易應付款項、應計費用及其他應付款項、應收一名股東款項以及借款)的賬面值與其公平值相若。名義價值減就到期日少於一年的金融資產及負債所作任何估計信貸調整假設為與其公平值相若。就披露而言，金融負債公平值按以本集團及本公司就類似金融工具可取得的現時市場利率貼現未來合約現金流估計得出。

由於本集團於年末並無於初步按公平值確認後計量的金融工具，因此並未披露分析。於年內，第一及二級之間並無轉撥。

35. 財務風險管理目標及政策

本集團因其業務營運及使用金融工具而承擔財務風險。主要財務風險包括信貸風險及流動資金風險。

以下各節提供有關本集團所承擔上述財務風險的詳情及管理該等風險的目標、政策及程序。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile

(a) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets of the Group are cash and cash equivalents, pledged bank deposit, other financial assets and trade and other receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

As the Group does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

The Group assesses concentration of credit risk by monitoring the individual profile of its trade receivables on an ongoing basis.

At 31 December 2018, approximately 65.7% (2017: approximately 74.4%) of the Group's trade receivables were due from the top five customers.

As at 31 December 2018, substantially all of the Group's pledged bank deposit and other financial assets were deposited with major financial institutions and insurance company incorporated in the Singapore, which directors of the Company believe they are of high-credit-quality without significant credit risk. For the amount due from a shareholder, the directors of the Company expect the amount will be recover on demand and without default. The directors of the Company expect will not have material ECL.

35. 財務風險管理目標及政策(續)

信貸集中風險情況

(a) 信貸風險

信貸風險指對手方未履行其合約責任而導致本集團承擔財政損失的風險。本集團的主要金融資產類別為現金及現金等價物、已抵押銀行存款、其他金融資產、貿易及其他應收款項。就貿易應收款項而言，本集團採納的政策是僅與信貸記錄合適的客戶交易。就其他金融資產而言，本集團採納的政策是僅與信貸質素高的對手方交易。

由於本集團並未持有任何抵押品，故各金融工具類別的最高信貸風險為財務狀況表所呈列的該類別金融工具賬面值。

本集團通過持續監控其貿易應收款項個別組合評估信貸風險集中情況。

於2018年12月31日，本集團應收五大客戶的貿易應收款項約65.7% (2017年：約74.4%)。

於2018年12月31日，本集團絕大部分已抵押銀行存款及其他金融資產均存放於新加坡註冊成立的主要金融機構及保險公司，而本公司董事認為具有高信貸質素且無重大信貸風險。就應收一名股東款項而言，本公司董事預期該金額會按要求收回且並無違約。本公司董事預期無重大預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(a) Credit risk (Continued)

(i) Trade receivables

The Group applies simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. Based on historical experience, majority of trade receivables were settled within credit term and the Group receive sufficient deposit from these customer, hence the expected loss rate of current trade receivables is assessed to be approximately to zero, no loss allowance on trade receivable was recognised.

A default on receivables are when the counterparty fails to make contractual payments within 90 days of when they fall due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group and the amount due is significantly larger than the deposit receive by the Group. The Group categories a receivable for write off when a debtor fails to make contractual payments greater than 180 days and the receivables is larger than the deposit receive by the Group. Where receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. When recoveries are made, these are recognised in profit or loss.

35. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(a) 信貸風險(續)

(i) 貿易應收款項

本集團採用簡化方法按國際財務報告準則第9號所規定計提預期信貸虧損，該準則允許就所有貿易應收款項使用全期預期虧損撥備。根據過往經驗，大部分貿易應收款項已於信貸期內結算，而且本集團向該等客戶收取足夠押金，因此即期貿易應收款項的預期虧損率估計約為零，並無確認貿易應收款項的虧損撥備。

應收款項違約是指對手未能於到期日後90天內支付合約款項。若無合理預期的回收時，本集團會撤銷金融資產，例如債務人未能與本集團訂立還款計劃，而該金額遠超於本集團收取的押金。若當債務人未能於到期日後180天內支付合約款項，並且其應收款項多於本集團收取的押金時，本集團將該應收款項列為撤銷。倘若已撤銷應收款項，本集團會繼續執行工作以試圖收回該應收款項。於回收期間，其款項將於損益確認。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(a) Credit risk (Continued)

(ii) Other receivables

As at 31 December 2018, the other receivables was mainly related to raw material suppliers' incentive receivable from multi-national companies or listed company. As a result, the directors assessed the expected loss rate of other receivables was immaterial. Thus, no loss allowance for other receivables was recognised during the year.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity risk is to ensure, as far as possible, it will always have sufficient liquidity to meet its liabilities when due, such as maintaining sufficient cash and cash equivalents as disclosed in Note 23 to the consolidated financial statements.

The table below summaries the maturity profile of the Group's financial liabilities based on contractual undiscounted repayment obligations.

35. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(a) 信貸風險(續)

(ii) 其他應收款項

於2018年12月31日，其他應收款項主要與原材料供應商應收的跨國公司或上市公司的優惠有關。因此，董事評估其他應收款項的預期虧損率並不重大。因此，於年內，並無確認其他應收款項的虧損撥備。

(b) 流動資金風險

流動資金風險指本集團於達成其以交付現金或另一金融資產的方式結付之財務負債所涉及責任時遭遇困難的風險。本集團管理流動資金風險的方式為盡可能確保其一直擁有充足流動資金可結付其到期負債，例如維持充足的現金及現金等價物(見綜合財務報表附註23所披露)。

下表概述根據合約未折現還款責任本集團財務負債的到期情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 35. 財務風險管理目標及政策(續)

Credit risk concentration profile (Continued)

信貸集中風險情況(續)

(b) Liquidity risk (Continued)

(b) 流動資金風險(續)

As at 31 December 2018

於2018年12月31日

	Weighted average effective interest rate	On demand or within 1 year	More than 1 year but less than 2 years	More than 2 year but less than 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	加權平均實際利率	按要求或1年內	超過1年但少於2年	超過2年但少於5年	超過5年	未貼現現金流量總額	賬面值
	%	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
	%	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
Financial liabilities:							
Trade payables	-	2,766	-	-	-	2,766	2,766
Accruals and other payables	-	2,747	-	-	-	2,797	2,747
Borrowings	2.41	7,484	4,454	9,717	40,768	62,423	51,392
		12,997	4,454	9,717	40,768	67,936	56,905

As at 31 December 2017

於2017年12月31日

	Weighted average effective interest rate	On demand or within 1 year	More than 1 year but less than 2 years	More than 2 year but less than 5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
	加權平均實際利率	按要求或1年內	超過1年但少於2年	超過2年但少於5年	超過5年	未貼現現金流量總額	賬面值
	%	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
	%	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
Financial liabilities:							
Trade payables	-	2,845	-	-	-	2,845	2,845
Accruals and other payables	-	2,815	-	-	-	2,815	2,815
Borrowings	2.21	7,576	6,886	16,233	33,445	64,140	52,800
		13,236	6,886	16,233	33,445	69,800	58,460

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

36. CAPITAL MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholder through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year. The capital structure of the Group consists of debt, which includes borrowings, as disclosed in Note 27, net of bank balances and cash and equity attributable to owners of the Group, comprising share capital and retained earnings. The management of the Group reviews the capital structure from time to time. As a part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares and new debts.

36. 資本管理

本集團的資本管理旨在於債務與權益間作出最佳平衡，確保其可持續經營之餘，亦為股東締造最大回報。本集團的整體策略於整個年度保持不變。本集團的資本架構包括債務(包括分別於附註27披露的借款)扣除銀行結餘及現金及本集團擁有人應佔權益(包括股本及保留盈利)。本集團管理層不時檢討資本架構。有關檢討的其中一環為管理層審閱資本成本及各類資本涉及的風險。根據管理層的推薦建議，本集團將透過支付股息、發行新股及新債務平衡整體資本架構。

37. PARTICULARS OF SUBSIDIARIES

Upon completion of the Reorganisation, the company becomes the holding company of the companies listed below. As at the date of this report, the Company has direct and indirect equity interests in the following subsidiaries:

37. 附屬公司詳情

於重組完成後，本公司成為下列公司的控股公司。於本報告日期，本公司於以下附屬公司擁有直接及間接股權：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital registered capital at the date of this report 於本報告日期已發行及繳足股本/註冊股本	Attributable equity interest and voting power held by the Company 本公司應佔股權及所持投票權		Principal activities 主要業務
			2017 2017年 %	2018 2018年 %	
Directly held: 直接持有：					
Entire Courage Limited	British Virgin Island ("BVI"), 15 November, 2017	US\$1	100	100	Investment holdings
Entire Courage Limited	英屬處女群島 ([英屬處女群島])， 2017年11月15日	1 美元	100	100	投資控股
Eastern Native Limited	BVI, 30 January, 2018	US\$1	-	100	Investment holding
Eastern Native Limited	英屬處女群島， 2018年1月30日	1 美元	-	100	投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital registered capital at the date of this report 於本報告日期已發行及繳足股本／註冊股本	Attributable equity interest and voting power held by the Company 本公司應佔股權及所持投票權		Principal activities 主要業務
			2017 2017年 %	2018 2018年 %	
Indirectly held: 間接持有：					
Fu Chan F&B Group Pte. Ltd.	Singapore, 10 December, 2009	SGD500,000	100	100	The ownership and operation of food centres, and management of food and beverage stalls
Fu Chan F&B Group Pte. Ltd.	新加坡， 2009年12月10日	500,000新加坡元	100	100	擁有及經營美食中心，以及管理餐飲檔位
Fu Chan (100FC) Pte. Ltd.	Singapore, 8 August, 2010	SGD1	100	100	General Management
Fu Chan (100FC) Pte. Ltd.	新加坡， 2010年8月8日	1新加坡元	100	100	一般管理
U Property Holdings Pte. Ltd.	Singapore 12 December, 2008	SGD1,000,000	100	100	The ownership and operation of food centres
U Property Holdings Pte. Ltd.	新加坡， 2008年12月12日	1,000,000新加坡元	100	100	擁有及經營美食中心
CK Chu Holdings Pte. Ltd.	Singapore, 5 May, 2005	SGD270,000	100	100	The ownership and operation of food centres, and operation of food and beverage stalls
CK Chu Holdings Pte. Ltd.	新加坡， 2005年5月5日	270,000新加坡元	100	100	擁有及經營美食中心，以及經營餐飲檔位
FC 883 Pte. Ltd.	Singapore, 18 March, 2015	SGD10,000	100	100	The ownership and operation of food centres, and operation of food and beverage stalls
FC 883 Pte. Ltd.	新加坡， 2015年3月18日	10,000新加坡元	100	100	擁有及經營美食中心，以及經營餐飲檔位
Fu Chan F&B Pte. Ltd.	Singapore, 29 January, 2004	SGD300,000	100	100	The ownership and operation of food centres
Fu Chan F&B Pte. Ltd.	新加坡， 2004年1月29日	300,000新加坡元	100	100	擁有及經營美食中心

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital registered capital at the date of this report 於本報告日期已發行及繳足股本／註冊股本	Attributable equity interest and voting power held by the Company 本公司應佔股權及所持投票權		Principal activities 主要業務
			2017 2017年 %	2018 2018年 %	
Indirectly held: (Continued) 間接持有：(續)					
Fu Chan (23) F&B Pte. Ltd.	Singapore, 16 May, 2005	SGD160,000	100	100	The operation of food and beverage stalls
Fu Chan (23) F&B Pte. Ltd.	新加坡， 2005年5月16日	160,000新加坡元	100	100	經營餐飲檔位
Master Coffee Cafe Pte. Ltd.	Singapore, 26 May, 2009	SGD100,000	100	100	The operation of food and beverage stalls
Master Coffee Cafe Pte. Ltd.	新加坡，2009年5月26日	100,000新加坡元	100	100	經營餐飲檔位
The Cosmopolitan F&B Pte. Ltd.	Singapore, 1 November, 2013	SGD300,000	100	100	The operation of food and beverage stalls
The Cosmopolitan F&B Pte. Ltd.	新加坡， 2013年11月1日	300,000新加坡元	100	100	經營餐飲檔位
Lady Boss Kitchen Pte. Ltd.	Singapore, 16 May, 2013	SGD50,000	100	100	The operation of food and beverage stalls
Lady Boss Kitchen Pte. Ltd.	新加坡， 2013年5月16日	50,000新加坡元	100	100	經營餐飲檔位
FS 100 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and Beverage stalls
FS 100 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 200 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 200 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 300 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 300 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 400 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 400 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital registered capital at the date of this report 於本報告日期 已發行及繳足 股本/註冊股本	Attributable equity interest and voting power held by the Company 本公司應佔股權及 所持投票權		Principal activities 主要業務
			2017 2017年 %	2018 2018年 %	
Indirectly held: (Continued) 間接持有：(續)					
FS 500 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 500 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 600 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 600 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 700 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 700 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 800 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 800 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 900 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 900 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 881 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 881 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 882 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 882 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位
FS 884 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 884 Pte. Ltd.	新加坡， 2015年3月18日	1新加坡元	100	100	經營餐飲檔位

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital registered capital at the date of this report 於本報告日期已發行及繳足股本／註冊股本	Attributable equity interest and voting power held by the Company 本公司應佔股權及所持投票權		Principal activities 主要業務
			2017 2017年 %	2018 2018年 %	
Indirectly held: (Continued) 間接持有：(續)					
FS 885 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 885 Pte. Ltd.	新加坡， 2015年3月18日	1 新加坡元	100	100	經營餐飲檔位
FS 886 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
FS 886 Pte. Ltd.	新加坡， 2015年3月18日	1 新加坡元	100	100	經營餐飲檔位
LB 101 Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
LB 101 Pte. Ltd.	新加坡， 2015年3月18日	1 新加坡元	100	100	經營餐飲檔位
Lady Boss Food Channel Pte. Ltd.	Singapore, 18 March, 2015	SGD1	100	100	The operation of food and beverage stalls
Lady Boss Food Channel Pte. Ltd.	新加坡， 2015年3月18日	1 新加坡元	100	100	經營餐飲檔位
Winston's Recipe Pte. Ltd.	Singapore, 16 December, 2013	SGD1	100	100	The operation of food and beverage stalls
Winston's Recipe Pte. Ltd.	新加坡， 2013年12月16日	1 新加坡元	100	100	經營餐飲檔位
Chu Dynasty Pte. Ltd.	Singapore, 15 February, 2016	SGD1	100	100	The operation of food and beverage stalls
Chu Dynasty Pte. Ltd.	新加坡， 2016年2月15日	1 新加坡元	100	100	經營餐飲檔位

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2018 截至2018年12月31日止年度

38. SUBSEQUENT EVENTS

- (a) On 1 February 2019, the authorized share capital of the Company was increased from HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each by creation of additional 9,962,000,000 shares of HK\$0.01 each which rank pari passu in all respect with the existing shares.
- (b) The Company was successfully listed on the Stock Exchange on 6 March 2019 by way of share offer of 20,000,000 public offer share and 180,000,000 placing shares respectively at the offer price of HK\$0.75 per share, the net proceeds were approximately HK\$110,000,000. The proceeds were proposed to be used to finance the implementation plan as set forth in the section headed "Future Plans and use of Proceeds" of the Company's Prospectus dated 21 February 2019.

39. AUTHORISATION FOR ISSUE OF CONSOLIDATE FINANCIAL STATEMENTS

The consolidated financial statement were approved and authorised for issue by the Directors on 29 March 2019.

38. 結算日後事項

- (a) 於2019年2月1日，本公司的法定股本藉增加額外9,962,000,000股每股面值0.01港元的股份，由38,000,000港元(分為38,000,000股每股面值0.01港元的股份)增加至100,000,000港元(分為10,000,000,000股每股面值0.01港元的股份)，額外股份在各方面與現有股份享有同等權益。
- (b) 本公司於2019年3月6日成功以股份發售方式於聯交所上市，以每股發售價0.75港元分別發售20,000,000股公開發售股份及180,000,000股配售股份，所得款項淨額約110,000,000港元。有關所得款項擬用於撥付本公司於2019年2月21日刊發的招股章程「未來計劃及所得款項用途」一節所述的實施計劃。

39. 授權刊發綜合財務報表

綜合財務報表已於2019年3月29日獲董事批准並授權刊發。



FOUR YEARS FINANCIAL SUMMARY

四年財務概要

For the year ended 31 December 2018 截至2018年12月31日止年度

For the four years ended 31 December 2015, 2016, 2017 and 2018: 截至2015年、2016年、2017年及2018年12月31日止四個年度：

RESULTS


業績

		Year ended 31 December 截至12月31日止年度			
		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元	2016 2016年 S\$'000 千新加坡元	2015 2015年 S\$'000 千新加坡元
Revenue	收益	44,995	43,975	36,596	39,224
Profit before taxation	除稅前溢利	4,370	6,101	6,381	4,098
Income tax expense	所得稅開支	371	(590)	(166)	(124)
Profit for the year	年內溢利	3,999	5,511	6,215	3,974
Total profit and comprehensive income for the year	年內溢利及全面收益總額	3,999	5,511	6,215	3,974

ASSETS AND LIABILITIES

資產及負債

		Year ended 31 December 截至12月31日止年度			
		2018 2018年 S\$'000 千新加坡元	2017 2017年 S\$'000 千新加坡元	2016 2016年 S\$'000 千新加坡元	2015 2015年 S\$'000 千新加坡元
Total assets	資產總額	95,519	96,743	89,238	71,977
Total liabilities	負債總額	58,624	60,409	55,801	42,855
Total equity	總權益	36,895	36,334	33,437	29,122



**K2 F&B
Holdings Limited**