

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

ANNUAL REPORT 年報

2019



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Company Information

公司資料

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

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Industrial Park
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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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COMPANY'S WEBSITE

www.fuchangroup.com

COMPANY SECRETARY

Mr. Hwang Hau-zen Basil, *Solicitor, Hong Kong*
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Tower Two Lippo Centre
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Hong Kong

註冊辦事處

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KY1-1111
Cayman Islands

總部及新加坡主要營業地點

51 Ubi Avenue 1
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Singapore 408933

香港主要營業地點

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公司網站

www.fuchangroup.com

公司秘書

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37樓3708室

Company Information (Continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Chu Chee Keong (Zhu Zhiqiang)
29 Jalan Pokok Serunai
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Mr. Hwang Hau-zen Basil, *Solicitor, Hong Kong*
Unit 3708, 37/F
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COMPLIANCE OFFICER

Mr. Chu Chee Keong (Zhu Zhiqiang)
29 Jalan Pokok Serunai
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COMPLIANCE ADVISER

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

Mr. Wong Loke Tan (*Chairman*)
Mr. Mah Seong Kung
Mr. 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

馬雄剛先生(主席)
盧有志先生
Wong Loke Tan 先生

薪酬委員會

盧有志先生(主席)
Wong Loke Tan 先生
馬雄剛先生
朱志強先生

提名委員會

Wong Loke Tan 先生(主席)
馬雄剛先生
盧有志先生

Company Information (Continued)

公司資料(續)

INTERNAL CONTROL COMMITTEE

Mr. Loh Eu Tse Derek (*Chairman*)
Mr. Chu Chee Keong (Zhu Zhiqiang)
Mr. Cui Kewei Joshua

內部控制委員會

盧有志先生(主席)
朱志強先生
崔珂維先生

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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Cayman Islands

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
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香港股份過戶登記分處

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主要往來銀行

DBS Bank Ltd.
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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,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of K2 F&B Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”), I would like to present to our shareholders (the “**Shareholders**”) the annual report of the Group for the year ended 31 December 2019 (“**FY2019**”).

The year 2019 marks the Group's fifteenth year in operations, and the Company's first year of its listing. I am proud and humbled to reflect on our journey and the people who have contributed to our success over the years. From the establishment of Fu Chan F&B Pte. Ltd. (“**FCP**”), which is the Group's first indirect wholly-owned subsidiary, we have evolved and grown as a business, with the same commitment and dedication, in full force, that remain to this day.

From the acquisition of our first food centre in 2007, followed by the operation of our first air-conditioned food centre in 2009, and then the purchase of our first corporate headquarters in 2013, to finally the successful completion of the initial public offering relating to the listing of the Company's shares on the Main Board (the “**Share Offer**” and the “**Main Board**” respectively) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 6 March 2019 (the “**Listing Date**”).

Operational Review

After the Company's listing on the Main Board of the Stock Exchange on 6 March 2019, in aligning with its business strategy, the Group utilised approximately S\$7.2 million of the listing proceeds to acquire two Singapore properties located in the Chinatown district and the north region of Singapore.

On 14 February 2020, the Group further established its presence in the Chinatown district by exercising its options pursuant to the option agreements with three independent third parties of the Group, to acquire nine shop units in a mixed-use commercial and residential development for S\$22.2 million. The present intent is to open an air-conditioned food outlet when the existing tenancy agreements of the shop units expire. The acquisition of the nine units was completed on 24 March 2020.

敬啟者：

本人謹此代表K2 F&B Holdings Limited（「本公司」，連同其附屬公司（統稱為「本集團」）董事（「董事」）會（「董事會」）向股東（「股東」）提呈本集團截至2019年12月31日止年度（「2019財政年度」）之年度報告。

2019年是本集團業務營運的第十五個年頭，並為本公司上市首年。本人非常自豪及謙遜地回顧我們多年來的歷程以及對我們成功貢獻力量的人士。自本集團首家間接全資附屬公司Fu Chan F&B Pte. Ltd.（「FCP」）於成立起，我們作為一家企業不斷發展及成長，至今一直秉承堅定的承諾及奉獻精神。

自於2007年收購我們首間食品中心起，我們相繼於2009年經營我們的首間冷氣美食中心、於2013年購買我們的首個公司總部，以及本公司於2019年3月6日（「上市日期」）最終於香港聯合交易所有限公司（「聯交所」）主板（「主板」）成功完成有關本公司股份上市的首次公開發售（「股份發售」）。

營運回顧

在本公司於2019年3月6日在聯交所主板上市後，本集團根據業務策略動用上市所得款項約7.2百萬新加坡元收購位於新加坡牛車水區及北區的兩處新加坡物業。

於2020年2月14日，本集團根據與三名本集團獨立第三方之間的購買選擇權協議行使期購買選擇權，收購位於一處綜合用途商住開發項目的9個價值22.2百萬新加坡元的商鋪單位，進一步確立其在牛車水區的進駐。本集團現有意於現有商鋪單位租賃協議到期時開設一間冷氣美食店。9個單位的收購已於2020年3月24日完成。

Chairman's Statement (Continued)

主席報告書(續)

In aligning with the Singapore Government's push towards a cashless society, the Group is progressively implementing cashless payment systems for all its food establishments. This has resulted in improved efficiency of the Group's cash collection and management processes.

To cater for the changing lifestyles and to reach out to a bigger pool of customers, some of the food establishments of the Group have listed their food offerings on the online food ordering platform. Customer response from these portals has been encouraging and orders have increased.

Going forward, the Group will keep abreast of trends and lifestyles to continue to offer cuisines and services for the changing world. The Group will also continue to seek out investment properties with good yields to expand its property portfolio, with the ultimate aim of achieving superior shareholder value over the long term.

The onset of the outbreak of the coronavirus disease 2019 ("COVID-19") at the end of FY2019 has adversely affected Singapore's economy. Based on estimates from the Singapore Ministry of Trade & Industry, Singapore's economy contracted by 2.2% on a year-on-year in the first quarter of 2020, reversing the 1% growth in the preceding quarter. On a quarter-on-quarter seasonally adjusted annualised basis, the economy shrank by 10.6% — which is a sharp pullback from the 0.6% growth in the previous quarter.

Furthermore, since the beginning of 2020, the Singapore Government has been implementing tough measures to restrict movements and interactions in public and private places to preempt the trend of increasing local transmission of COVID-19. As only essential services that support daily needs remain open, food establishments can only operate for takeaway and delivery services only and no dine-ins are allowed.

Based on the above, the Group does expect an adverse impact on sales and will closely monitor the impact of these measures on its business and make adjustments, where and when necessary. In the meantime, it has reinforced its training for staff on cleanliness and hygiene to ensure the quality of its food offerings and has taken all necessary precautions and implemented procedures to ensure workplace health and safety for its staff, customers and suppliers.

由於新加坡政府推動無現金社會，本集團逐漸對其所有食肆實行無現金付款制度，提高了本集團現金收款及管理流程的效率。

為迎合不斷變化的生活方式及接觸更多的客戶群，本集團部分食肆已於在線訂餐平台列出其食品供應清單。來自該等門戶網站的客戶反應令人鼓舞，訂單增加。

展望未來，本集團將緊跟潮流及生活方式，以不斷為這個瞬息萬變的世界奉上美食與服務。本集團亦會不斷尋覓收益良好的投資物業以擴大其物業組合，以最終實現長遠的卓越股東價值。

2019財政年度底開始爆發的2019冠狀病毒病（「COVID-19」）對新加坡經濟帶來不利影響。基於新加坡貿易和工業部的估計，2020年第一季度新加坡經濟同比將下降2.2%，打破上一季度1%的增長趨勢。基於按季度調整的年化基準，經濟將萎縮10.6%，較上一季度0.6%的增長大幅回落。

此外，自2020年初以來，新加坡政府一直採取強硬措施，限制公共及私人場所的活動及互動，以防止COVID-19在當地加快蔓延。由於只有滿足日常需求的基本服務仍然開放，因此食品企業僅可經營外賣及送餐服務，不允許堂食。

基於上文所述，本集團預計此將對銷售產生不利影響並將密切監察該等措施對其業務的影響並於必要時作出調整。同時，已加強員工的清潔衛生培訓以確保其食品供應的質素並已採取一切必要的預防措施及實施程序，為員工、客戶及供應商確保工作場所的健康與安全。

Chairman's Statement (Continued)

主席報告書(續)

Financial Review

For FY2019, the Group recorded a revenue of approximately S\$42.0 million, a decrease of approximately 7% from S\$45.0 million for the year ended 31 December 2018 ("FY2018"). The decrease was mainly contributed from the closure of one of the top performing food outlets and five food stalls from during FY2019. The decrease, however, was mitigated by the opening of new food establishments.

In FY2019, the Group recorded a consolidated net profit of approximately S\$5.2 million, an increase of approximately 29% from S\$4.0 million in FY2018. This is largely contributed by the fair value gain of the Group's properties in FY2019.

Corporate Social Responsibility

Furthermore, besides encouraging innovation, enhancing customer experience and providing a safe, fair and harmonious workplace environment, the Group has strived to being good corporate citizen and neighbour and also gives back to the community through volunteerism and donation.

In FY2019, the Group donated HK\$1 million (approximately S\$174,000) to The Community Chest of Hong Kong in Hong Kong. The Group further contributed S\$287,000 to other recognised charities in Singapore, including the Sian Chay Medical Institution, which provides free medical care and medication to the poor and needy.

On the education front, the Group also provided funding for the financially needy undergraduate students from the Nanyang Technological University in Singapore. Not forgetting the Group's employees, a study fund for their children was established to provide support to defray the cost of education. For FY2019, 22 employees of the Group benefitted from this initiative.

The Group and its employees have also participated in the monthly distribution of hot meals to the less fortunate at the Asian Women's Welfare Association and one of our new food centres, which was opened in FY2019, located at Block 529 Hougang Avenue 6, #01-245, Singapore 530529 ("**Hougang Avenue 6**") food centre in the north of Singapore.

財務回顧

就2019財政年度而言，本集團錄得收益約42.0百萬新加坡元，較截至2018年12月31日止年度（「**2018財政年度**」）的45.0百萬新加坡元減少約7%。收益減少的主要原因在於於2019財政年度內一家表現突出美食店及五個食檔關門。然而，新食肆的開張緩減了該收益減少情況。

於2019財政年度，本集團錄得綜合純利約5.2百萬新加坡元，較2018財政年度的4.0百萬新加坡元增長約29%，很大程度上得益於2019財政年度本集團物業的公平值收益。

企業社會責任

此外，在鼓勵創新、提升客戶體驗及提供安全、可靠及和諧的工作環境的同時，本集團致力於成為良好企業公民及友鄰，亦參與志願活動及捐贈以回饋社會。

於2019財政年度，本集團向香港的香港公益金捐款1百萬港元（約174,000新加坡元）。本集團進一步向新加坡其他知名慈善機構（包括善濟醫社）供款287,000新加坡元，向貧困人士提供免費醫療及醫藥。

教育方面，本集團亦為新加坡南洋理工大學需要財務資助的大學生提供資金。本集團亦不曾忘記其員工，設立員工子女助學基金以為教育費用的支出提供支持。就2019財政年度而言，本集團有22名員工從中獲益。

本集團及其員工亦參加了向亞洲婦女福利協會（Asian Women's Welfare Association）遭遇不幸人士提供每月熱餐派放，本集團於2019財政年度在新加坡Hougang Avenue 6號529棟#01-245（郵編530529）開設的一間新美食中心（「**Hougang Avenue 6號**」），新加坡北部美食中心，亦提供每月熱餐派放。

Chairman's Statement (Continued)

主席報告書(續)

In Appreciation

I would like to take this opportunity to express my sincere gratitude to my fellow Directors, management team and staff for their diligence, hard work, commitment, dedication and contributions throughout the years, especially in making the initial public offering a success. Finally, I would like to thank our Shareholders, suppliers, clients and other stakeholders for their ongoing trust and support.

I look forward to working together with each and every one of you to achieve further success.

Mr. Chu Chee Keong (Zhu Zhiqiang)

Chairman

27 March 2020

鳴謝

本人謹藉此機會對各董事、管理層團隊以及員工同仁多年來的勤勉辛勞、盡忠職守、兢兢業業及貢獻，尤其是在首次公開發售取得成功上所作努力，致以真誠的謝意。最後，本人謹此感謝我們的股東、供應商、客戶及其他持份者一如既往的信任和支持。

本人期待與各位攜手共進，再創佳績。

朱志強先生

主席

2020年3月27日

Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Directors

Mr. Chu Chee Keong (Zhu Zhiqiang) (朱志強) (“Mr. Chu”), aged 48, has been with the Group since 2004. He is the chairman of the Board, chief executive officer of the Company, an executive Director, and a controlling shareholder of the Company (the “**Controlling Shareholder**”), as well as a member of the remuneration committee of the Board (“**Remuneration Committee**”) and a member of the internal control compliance committee of the Board (“**Internal Control Compliance Committee**”). Mr. Chu was appointed as a Director on 13 March 2018 and redesignated as an executive Director, the chairman of the Board and chief executive officer of the Company on 30 August 2018. He is primarily responsible for the overall strategic planning, management and operation of the Group.

Mr. Chu is an entrepreneur. Mr. Chu has over 17 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 (Liao Baoyun) and the father of Ms. Chu Pek Si (Zhu Peishi), Mr. Chu does not have any relationship with other Directors and members of the senior management.

董事

執行董事

朱志強先生(「朱先生」)，48歲，自2004年起於本集團任職。彼為董事會主席、本公司行政總裁、執行董事及本公司控股股東(「**控股股東**」)以及董事會薪酬委員會(「**薪酬委員會**」)成員及董事會內部控制合規委員會(「**內部控制合規委員會**」)成員。朱先生於2018年3月13日獲委任為董事並於2018年8月30日調任為執行董事、董事會主席及本公司行政總裁。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17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人員並無任何關係。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ms. Leow Poh Hoon (Liao Baoyun) (廖宝云) (“Ms. Leow”), aged 49, has been with the Group since January 2004 as operations manager of FCP. She was appointed as a Director on 13 March 2018 and re-designated 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 the Group.

Ms. Leow has over 17 years of experience in the food and beverage industry. Prior to joining the 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 FCP since its incorporation in January 2004.

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

Non-executive Director

Ms. Chu Pek Si (Zhu Peishi) (朱佩诗) (“Ms. Chu”), aged 23, is a non-executive Director. She was appointed as a 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 the Group.

Ms. Chu joined the 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 the Group in April 2018 and has been working as a part-time administrative assistant of the 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 in Singapore respectively. She is currently pursuing a bachelor's degree in engineering with honours in civil engineering at the Singapore Institute of Technology in Singapore.

Save for being the daughter of Mr. Chu and Ms. Leow, Ms. Chu does not have any relationship with other Directors and members of the senior management.

廖宝云女士(「廖女士」)，49歲，自2004年1月起於本集團任職，擔任FCP營運經理。彼於2018年3月13日獲委任為董事，並於2018年8月30日調任為執行董事。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17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FCP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，廖女士與其他董事及高級管理層人員並無任何關係。

非執行董事

朱佩诗女士(「朱女士」)，23歲，為非執行董事。彼於2018年8月30日獲委任為非執行董事。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月分別於新加坡的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。彼現正於新加坡的新加坡理工大學修讀土木工程榮譽工學士學位。

除為朱先生及廖女士之女外，朱女士與其他董事及高級管理人員並無任何關係。

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 64, was appointed as an independent non-executive Director on 1 February 2019. He is the chairman of the nomination committee of the Board (“**Nomination Committee**”), a member of the audit committee of the Board (“**Audit Committee**”) and a member of the Remuneration Committee. He is responsible for providing independent judgment on issues of policy, accountability, resources and standard 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 the 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 director of the following listed companies:

- (a) Union Steel Holdings Limited, a company listed on the Mainboard of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (stock code: BLA.SI);
- (b) Adventus Holdings Limited, a company listed on the Catalyst board of the SGX-ST (stock code: 5EF.SI); and
- (c) International Cement Group Ltd, a company listed on the Mainboard of the SGX-ST (stock code: KUO.SI).

Mr. Wong is also the non-executive independent chairman of Koyo International Limited, a company listed on the Catalyst board of the SGX-ST (stock code: KOYO.SI).

Mr. Wong is dedicated to contribute to civic organisations such as the Saint Gabriel’s School Management Committee in Singapore. In 2018, he was awarded the silver 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」)，64歲，於2019年2月1日獲委任為獨立非執行董事。彼為董事會提名委員會(「**提名委員會**」)主席、董事會審核委員會(「**審核委員會**」)成員及薪酬委員會成員。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先生亦為以下上市公司的非執行董事：

- (a) 新加坡證券交易所有限公司(「**新加坡交易所**」)上市公司Union Steel Holdings Limited(股份代號：BLA.SI)；
- (b) 新加坡交易所凱利板上市公司Adventus Holdings Limited(股份代號：5EF.SI)；及
- (c) 新加坡交易所主板上市公司International Cement Group Ltd(股份代號：KUO.SI)。

Wong先生亦為新加坡交易所凱利板上市公司Koyo International Limited(股份代號：KOYO.SI)的獨立非執行董事主席。

Wong先生致力奉獻於社團組織，如新加坡Saint Gabriel’s School Management Committee。彼於2018年獲新加坡教育部授予silver 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 53, was appointed as an independent non-executive Director on 1 February 2019. He is 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. 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 Singapore, in September 2001, where he is currently a partner. His practice is focused on construction and engineering law.

Mr. Loh is also a non-executive independent director of the following listed companies:

- (a) Vietnam Enterprise Investments Limited, a company listed on the London Stock Exchange (stock code: VEIL);
- (b) Vibrant Group Limited, a company listed on the Mainboard of the SGX-ST (stock code: BIP.SI);
- (c) Federal International (2000) Limited, a company listed on the Mainboard of the SGX-ST (stock code: BDU.SI);
- (d) Adventus Holdings Limited, a company listed on the Catalist board of the SGX-ST (stock code: 5EF.SI); and
- (e) DISA Limited, a company listed on the Catalist board of the SGX-ST (stock code: 532.SI).

He also sits on the Board of Governors of St Joseph’s Institution International School, a leading private international school in Singapore, and is a trustee in the St Joseph’s Institution Foundation, a registered charity in Singapore that is an institution of public character.

盧有志先生(「盧先生」)，53歲，於2019年2月1日獲委任為獨立非執行董事。彼為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月加入其現任公司新加坡TSMP Law Corporation，目前為該公司的合夥人，專攻建造及工程法。

盧先生亦為以下上市公司的獨立非執行董事：

- (a) 倫敦交易所上市公司Vietnam Enterprise Investments Limited(股份代號：VEIL)；
- (b) 新加坡交易所主板上市公司Vibrant Group Limited(股份代號：BIP.SI)；
- (c) 新加坡交易所主板上市公司Federal International (2000) Limited(股份代號：BDU.SI)；
- (d) 新加坡交易所凱利板上市公司Adventus Holdings Limited(股份代號：5EF.SI)；及
- (e) 新加坡交易所凱利板上市公司DISA Limited(股份代號：532.SI)。

彼亦為新加坡領先私人國際學校St Joseph’s Institution International School的理事會成員及St Joseph’s Institution Foundation(新加坡一間公益性質註冊慈善機構)的受託人。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mr. Mah Seong Kung (马雄刚) ("Mr. Mah"), aged 52, was appointed as an independent non-executive Director on 1 February 2019. He is the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee. He is responsible for providing independent judgment on issues of policy, accountability, resources and standard of conduct.

Mr. Mah obtained his bachelor's degree of accountancy from the National University of Singapore in 1991. He is also a chartered accountant of the Institute of Singapore Chartered Accountants.

Mr. Mah is an associate partner of Biztrack Consultants Private Limited, a nominated advisor with the National Stock Exchange of Australia ("NSX") and a listing advisor with the Dutch Caribbean Securities Exchange. He is on the board of directors of Mercurius Capital Investment Limited, a company listed on the Catalist board of the SGX-ST (stock code: MERC.SI) and I M Quarries Limited, a company listed on the NSX (stock code: NSX.IM1). Mr. Mah has over 20 years of industry experience by having worked in managerial positions of an entertainment content production company, licensed capital market services advisory firm, public listed education provider, and as an investment manager of private equity fund management company.

马雄刚先生(「马先生」)，52歲，於2019年2月1日獲委任為獨立非執行董事。彼為審核委員會主席、薪酬委員會及提名委員會成員。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。

马先生於1991年於新加坡國立大學取得會計學學士學位，亦為新加坡特許會計師學會的特許會計師。

马先生為Biztrack Consultants Private Limited(為澳洲國家證券交易所(「NSX」)提名顧問及Dutch Caribbean Securities Exchange上市顧問)副合夥人。彼為新加坡交易所凱利板上市公司Mercurius Capital Investment Limited(股份代號：MERC.SI)及NSX上市公司I M Quarries Limited(股份代號：NSX.IM1)董事會成員。马先生曾擔任娛樂內容製作公司、持牌資本市場服務諮詢公司及上市教育機構管理職位以及私募基金管理公司投資經理而積累逾20年行業經驗。

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 48, was appointed as the company secretary of the 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, a company listed on the Mainboard of the SGX-ST (stock code: ADN), from May 2014 to February 2017.

Mr. Hwang obtained a bachelors of laws 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 Leonard N. Stern School of Business in the United States and The Hong Kong University of Science and Technology in Hong Kong 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, which is listed on the Main Board of the Stock Exchange (stock code: 1865).

公司秘書

黃浩宸先生(「黃先生」)，48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(新加坡交易所主板上市公司，股份代號：ADN)獨立董事。

黃先生於1997年7月於新加坡國立大學取得法學學士學位，以及於2013年6月取得由美國紐約大學商學院及香港的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(聯交所主板上市公司，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 (崔珂維) (“Mr. Cui”), aged 35, is the chief financial officer of the Group and a member of the Internal Control Compliance Committee. He joined the Group in May 2017 as financial controller and was promoted to chief financial officer in August 2018. Mr. Cui is primarily responsible for the overall accounting and financial management, project management, strategic planning and internal control of the 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 in Singapore 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 the Singapore office of 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. in Singapore as an accountant where he was primarily responsible for preparing reports related to the compliance with reporting requirements under the rules of the SGX-ST. From February 2012 to September 2015, Mr. Cui then worked at Cogent Holdings Limited in Singapore 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 reports. From September 2015 to April 2017, Mr. Cui worked as financial controller in Conversant Solutions Pte. Ltd. in Singapore 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. in Singapore where he is primarily responsible for project financing and cash flow planning.

Mr. Cui graduated from Oxford Brookes University in the United Kingdom with a bachelor of science degree 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

崔珂維先生(「崔先生」)，35歲，為本集團首席財務官及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，於2018年8月獲晉升為首席財務官。崔先生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，崔先生於新加坡的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新加坡辦事處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，崔先生於新加坡的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，崔先生加入新加坡的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，崔先生於新加坡的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，崔先生一直擔任新加坡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月畢業於英國牛津布魯克斯大學，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 41, is the head of food centre operations of the Group. She joined the 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. Ms. Koh was promoted to the position of operation assistant in May 2015 and began also to oversee human resources and operation matters of the Group. In June 2018, she was further promoted to current position as head of food centre operations of the Group. Ms. Koh is responsible for the overall management and oversight of all food establishments, including but not limited to setting up of new food establishments, coordinating with all parties and monitoring compliance with applicable laws, regulations and licensing requirements across the Group.

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

辜宝宝女士(「辜女士」)，41歲，為本集團美食中心營運主管。彼於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。於2018年6月，彼再次獲晉升目前職位，擔任本集團美食中心營運主管。辜女士負責所有食肆的整體管理及監督，包括但不限於成立新食肆、與各方協調及監察本集團有否遵守適用法例、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。

Management Discussion and Analysis

管理層討論及分析

BUSINESS OVERVIEW AND PROSPECT

The core business and revenue structure of the Group remained unchanged for FY2019. The Group's operations are located in Singapore, as it owns and operates food centres and food streets in Singapore since 2004. The revenue was principally derived from the Group's two operating business segments, including (i) the outlet management operation which involves in the leasing of food establishment premises to tenants and the provision of management, cleaning and utilities services to tenants (the "**Outlet Management**"), and the food and beverage stalls operation which primarily involves in the retailing of beverage, tobacco products, and cooked food directly to consumers such as mixed vegetable rice, zi char, roasted meat and chicken rice located in food establishments operated and managed by the Group and third parties (the "**Food and Beverage Stalls**").

As at 31 December 2019, the Group operated and managed a total of fourteen food establishments consisting of (i) thirteen food centres, comprising ten non-air-conditioned food centres and three air-conditioned food centres; and (ii) one food street under the Outlet Management business segment. The food street is leased by the Group from an independent third party, and comprises four food and beverage kiosks, of which three are operated by the Group under the Food and Beverage Stalls business segment. Of the fourteen food establishments managed by the Group under the Outlet Management business segment, one is managed by a food centre owner who is an independent third party. In addition, the Group has engaged an independent third party operator to manage one food centre and also leased three properties to independent third parties.

The outlook for 2020 is increasingly uncertain as a result of the outbreak of the COVID-19. A series of precautionary and control measures have been (and continued to be) implemented across the Singapore, including but not limited to, (i) restrictions on travel; (ii) quarantine of persons; (iii) heightening of hygiene and epidemic prevention requirements and; (iv) social distancing. Given the dynamic nature of the circumstances at both the global and national levels, it is difficult to predict the magnitude and materiality of the impact of the COVID-19 outbreak in future reporting periods for 2020. The Group is closely monitoring the developments and impact of the COVID-19 outbreak on its food establishments, inventories, supply chains, employees and other various aspects of its business operations and will review its business strategies when necessary in order to respond to decisions which may need to be made quickly in taking account of a fast-changing situation.

業務回顧及展望

於2019財政年度，本集團的核心業務及收益結構保持不變。本集團的營運位於新加坡，自2004年起我們於新加坡擁有及經營美食中心及美食街。收益主要來源於本集團的兩個營運業務分部，包括(i)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(「**店舖管理**」)以及(ii)主要涉及透過位於本集團及第三方經營及管理的食肆(「**餐飲檔位**」)(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。

於2019年12月31日，本集團在店舖管理業務分部旗下經營及管理合共十四間食肆，包括(i)十三間美食中心(包括十間無冷氣美食中心及三間冷氣美食中心)；及(ii)一條美食街。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，其中三個由本集團在餐飲檔位業務分部旗下經營。本集團在店舖管理業務分部旗下管理的十四間食肆中，一間由身為獨立第三方的美食中心業主管理。此外，本集團已委聘一名獨立第三方營運商管理其中一間美食中心，而本集團亦出租三項物業予獨立第三方。

COVID-19的爆發導致2020年的前景愈加不明朗。新加坡各地已採取(並將持續)採取一系列預防及控制措施，包括但不限於(i)出行限制；(ii)人員隔離；及(iii)加強衛生及防疫要求；及(iv)社會疏離等。鑒於全球及國家層面情況的動態性質，難以預測爆發COVID-19對2020年未來報告期間的影響程度及嚴重性。本集團正密切監察COVID-19發展情況以及COVID-19對其食肆的建立、存貨、供應鏈、員工及經營業務其他方面造成的影響，並於必要時檢討我們的業務策略以便作出可迅速應對瞬息萬變市況的決策。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Despite an increasingly challenging start at the beginning of the year 2020, in March 2020, the Group intends to expand its presence in the Chinatown district by acquiring nine shop units with a total area of approximately 530 square metres in a mixed-use commercial and residential building for S\$22.2 million i.e. the 101 UCS. The present intent is to open an air-conditioned food outlet.

Going forward, the Group will continue to focus on (i) leveraging its competitive advantages to increase value; and (ii) increasing its market share in the food and beverage industry in Singapore and expand to other regions where there are related opportunities. The Group's development initiatives mainly include the following:

- continue to expand its presence in Singapore through the acquisition of new properties or food centres;
- continue to enhance the dining experience by renovating its existing food centres; and
- continue to invest in technology, such as developing an information management system and point-of-sale system at all food and beverage stalls to lead the Group's operations more effectively and support future expansion and growth.

FINANCIAL REVIEW

Revenue

The food and beverage industry continues to face a competitive environment amid increasing consumer demands for online food delivery service. The Group recorded a decrease in revenue of approximately S\$3.0 million or 6.7% from approximately S\$45.0 million for FY2018 to approximately S\$42.0 million for FY2019. The decrease was mainly due to lower revenue from sale of cooked food, beverages and tobacco products, following the non-renewal of one food centre and five food stalls, as well as the discontinued operations of three food stalls with unsatisfactory performance. During this period, the Group had actively sourced for new food centres and had successfully opened two new food centres in 2019. Therefore, there was a marginal decline in rental and service income from lease of premises to its tenants.

儘管2020年年初挑戰與日俱增，於2020年3月，本集團以22.2百萬新加坡元收購位於綜合商住發展項目的九間商鋪單位（總面積約530平方米）（即101 UCS），擬擴張於唐人街區的業務。目前擬開設一個冷氣美食店。

展望未來，本集團將繼續專注於(i)利用其競爭優勢增值；及(ii)增加其於新加坡餐飲行業的市場份額，並擴展至有相關機會的其他地區，本集團的發展計劃主要包括以下方面：

- 持續透過收購新物業或美食中心擴展其於新加坡的業務網絡；
- 透過翻新我們現有美食中心的方式持續提升就餐體驗；及
- 持續投資技術，如為所有餐飲食檔開發資訊管理系統以及銷售點系統以提升本集團的營運效率及支持未來擴展及增長。

財務回顧

收益

消費者對線上食品外賣服務的需求與日俱增，導致餐飲行業競爭持續激烈。本集團錄得的收益由2018財政年度的約45.0百萬新加坡元減少約3.0百萬新加坡元或6.7%至2019財政年度的約42.0百萬新加坡元。有關減少乃主要由於一間美食中心及五間食檔不續約加上三間食檔因業績不佳而終止營運後導致銷售熟食、飲品及煙草產品的收益減少。於本期間，本集團積極物色新的美食中心，並於2019年成功開設兩間新美食中心。因此，將物業出租予租戶所產生的租金及服務收入略有減少。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The following table sets forth the breakdown of revenue by the three categories:

下表載列按三大類別劃分的收益明細：

		FY2019 2019 財政年度		FY2018 2018 財政年度	
		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	34,068	81.1	36,862	81.9
Rental income from lease of premises to tenants	出租物業予租戶的租金收入	5,538	13.2	5,673	12.6
Provision of management, cleaning and utilities services	提供管理、清潔及公用事業服務	2,398	5.7	2,460	5.5
Total	總計	42,004	100.0	44,995	100.0

For FY2018 and FY2019, the sale of cooked food, beverages and tobacco products was the Group's largest revenue contribution, accounting for approximately 81.9% and 81.1% of revenue respectively. The revenue generated from sale of cooked food, beverages and tobacco products decreased by approximately S\$2.8 million, or 7.6%, from approximately S\$36.9 million for FY2018 to approximately S\$34.1 million for FY2019. The decrease was mainly attributable to the non-renewal of lease for one food centre at Block 168 Bedok South Avenue 3 #01-471, Singapore 460168 ("Bedok South Avenue 3") and five mixed vegetable rice stalls, as well as the discontinued operations of three stalls with unsatisfactory performance.

於2018財政年度及2019財政年度，銷售熟食、飲品及煙草產品為本集團的最大收益來源，分別佔我們的收益的約81.9%及81.1%。產生自銷售熟食、飲品及煙草產品的收益由2018財政年度的約36.9百萬新加坡元減少約2.8百萬新加坡元或7.6%至2019財政年度的約34.1百萬新加坡元。有所減少的主要原因在於位於Block 168 Bedok South Avenue 3 #01-471, Singapore 460168 (「**Bedok South Avenue 3**」) 的一間美食中心及五間什錦蔬菜飯檔不續約以及三個業績不佳的檔位停業。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group had an engagement with NTUC Foodfare Co-operative Ltd (“**NTUC Foodfare**”), to operate an air-conditioned food outlet located at 30 Simei Street 3, #01-01, Simei MRT, Singapore 592888 (the “**Simei FC Business**”) pending for their actions and submissions by NTUC Foodfare to the landlord of Simei FC Business. In April 2019, the Group temporarily opened the Simei FC Business pending further actions and submissions by NTUC Foodfare to the landlord of the Simei FC Business. Unfortunately, the submissions were not satisfactory and the engagement could not proceed. The Group reached a settlement with NTUC Foodfare in December 2019 whereby NTUC Foodfare would reimburse the Group for its losses incurred in relation to the operation of the Simei FC Business during the temporary opening period in FY2019. The relevant sum was settled on March 2020. As the Group continues to expand its presence in Singapore and opened two new food centres located at (i) 150 South Bridge Road, #01-17 Fook Hai Building, Singapore 058727; and (ii) Hougang Avenue 6 during FY2019.

Rental income from leasing of premises to tenants and service income from the provision of management, cleaning and utilities services decreased by approximately S\$0.2 million or 2.4% from S\$8.1 million in FY2018 to S\$7.9 million in FY2019, mainly due to the non-renewal of the food centre at Bedok South Avenue 3.

Both revenue streams from lease of premise and provision of management, cleaning and utilities services are under the Group’s Outlet Management business segment, while sales of cooked food, beverage and tobacco products is under the Group’s Food and Beverage stalls business segment.

Fair Value Gain of Investment Properties

Fair value gain of investment properties depended largely, on economic conditions, property market sentiment and other factors. Fair value of investment property was determined by comparable sales method in Singapore. The assessment of fair value of the investment properties was carried out by Jones Lang LaSalle Property Consultants Pte Ltd, an established independent qualified professional valuer not connected with the Group, which possesses the appropriate qualifications and experience in the valuation of the investment properties in the Group.

本集團已委聘NTUC Foodfare Co-operative Ltd(「**NTUC Foodfare**」)以經營位於30 Simei Street 3, #01-01, Simei MRT, Singapore 592888提供冷氣供應的食檔(「**Simei 美食中心業務**」)，惟待NTUC Foodfare進一步行動及向Simei美食中心業務業主提交遞呈。於2019年4月，本集團臨時經營Simei美食中心業務，以待NTUC Foodfare進一步行動及向Simei美食中心業務業主提交遞呈，惟令人遺憾的是遞呈未獲信納，委聘未能進行。本集團於2019年12月與NTUC Foodfare達成和解，藉此NTUC Foodfare將賠償本集團因2019財政年度臨時營業期間有關經營Simei美食中心業務所蒙受的損失。有關款項於2020年3月結清。本集團持續擴展其於新加坡的業務網絡並於2019財政年度在以下地址開設兩間新美食中心，分別為(i) 150 South Bridge Road, #01-17 Fook Hai Building, Singapore 058727；及(ii) Hougang Avenue 6號。

出租物業予租戶所得租金收入及提供管理、清潔及公用事業服務所產生的服務收入由2018財政年度的8.1百萬新加坡元減少約0.2百萬新加坡元或2.4%至2019財政年度的7.9百萬新加坡元，主要是由於位於Bedok South Avenue 3的美食中心不續約。

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本集團店鋪管理業務分部，而銷售熟食、飲品及煙草產品屬本集團餐飲檔位業務分部。

投資物業的公平值收益

投資物業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。投資物業公平值評估由與本集團並無關連的知名獨立合資格專業估值師Jones Lang LaSalle Property Consultants Pte Ltd進行，其具備本集團投資物業估值的適當資格及經驗。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of Inventories Consumed

The cost of inventories consumed decreased by approximately S\$0.7 million, or 4.1%, from approximately S\$17.2 million in FY2018 to approximately S\$16.5 million in FY2019, which was in line with the decrease in revenue from sale of cooked food, beverages and tobacco products. The cost of inventories consumed primarily represented the cost of purchases of food ingredients for the Group's Food and Beverage Stalls business segment, including fresh and frozen meat, seafood, vegetables, eggs, dried food, canned food and seasonings, as well as beverages, coffee powder and cigarettes.

Staff Costs

The staff costs were the second largest component of the operating expenses and amounted to approximately S\$11.5 million and S\$11.7 million for FY2018 and FY2019 respectively, which comprised approximately 25.6% and 28.0% of the revenue for the respective periods. The increase of S\$0.2 million, or 1.9%, from approximately S\$11.5 million in FY2018 to approximately S\$11.7 million in FY2019 was mainly due to (i) an one-off goodwill bonus given to employees (including executive Directors) following the successful listing; and (ii) annual salary increments.

Property Rentals and Related Expenses

The property rentals and related expenses primarily represented the rental expenses paid for leasing of properties from independent third parties for the operation of the short-term food and beverage stalls, food centres and food street. The property rentals and related expenses decreased by approximately S\$1.9 million, or 30.9%, from approximately S\$6.2 million in FY2018 to approximately S\$4.3 million in FY2019. The decrease was mainly due to the purchase of food centre at Block 101 Yishun Ave 5, #01-93, Singapore 760101, which was previously rented, and the closure of food centre at Bedok South Avenue 3 and other food stalls. In addition, food centres and stalls with lease of more than 12 months were capitalised in accordance with IFRS 16 in 2019.

所消耗存貨成本

所消耗存貨成本由2018財政年度的約17.2百萬新加坡元減少約0.7百萬新加坡元或4.1%至2019財政年度的約16.5百萬新加坡元，與銷售熟食、飲品及煙草產品收益減少相符。所消耗存貨成本主要指就本集團餐飲檔位業務分部採購食材(包括新鮮及冷藏肉類、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。

員工成本

員工成本為經營開支的第二大組成部分，於2018財政年度及2019財政年度分別約為11.5百萬新加坡元及11.7百萬新加坡元，佔各期間收益的約25.6%及28.0%。由2018財政年度約11.5百萬新加坡元增加0.2百萬新加坡元或1.9%至2019財政年度約11.7百萬新加坡元，乃主要由於(i)僱員(包括執行董事)於成功上市後而獲得一次性商譽花紅；及(ii)年薪增幅。

物業租金及相關開支

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短期餐飲檔位、美食中心及美食街而支付的租金開支。物業租金及相關開支由2018財政年度的約6.2百萬新加坡元減少約1.9百萬新加坡元或30.9%至2019財政年度的約4.3百萬新加坡元。該減少主要是由於購買先前租賃的位於Block 101 Yishun Ave 5, #01-93, Singapore 760101的美食中心、關閉位於Bedok South Avenue 3的美食中心及其他食檔。此外，租期為十二個月以上的美食中心及檔位已於2019年根據國際財務報告準則第16號撥充資本。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Management, Cleaning and Utilities Expenses

The management, cleaning and utilities expenses increased marginally by approximately S\$0.1 million, or 1.7%, from approximately S\$1.7 million in FY2018 to approximately S\$1.8 million in FY2019. The increase was mainly attributable to the increased utilities rate and tariffs.

Listing Expenses

The listing expenses was one-off, and primarily consisted of fees paid to professionals parties in relation to the listing.

Other Operating Expenses

The other operating expenses increased by approximately S\$0.3 million, or 14.6%, from approximately S\$2.4 million in FY2018 to approximately S\$2.7 million in FY2019. The increase was mainly attributable to (i) an increase in repairs and maintenance as more costs spent on maintenance of food stalls and food centres to improve the ambience and attract more customers; and (ii) donations to recognised charities in Hong Kong and Singapore.

Finance Costs

The finance costs increased from approximately S\$1.2 million in FY2018 to S\$1.4 million in FY2019, which was an increase of approximately 12.2% mainly due to additional loans taken in relation to the two properties acquired, as disclosed on pages 291 to 292 of the prospectus of the Company dated 21 February 2019 (the “Prospectus”).

管理、清潔及公用事業開支

管理、清潔及公用事業開支由2018財政年度的約1.7百萬新加坡元略微增加約0.1百萬新加坡元或1.7%至2019財政年度的約1.8百萬新加坡元。該增加乃主要歸因於公用事業費及關稅增加。

上市開支

上市開支為一次性，主要包括向專業人士支付有關上市的費用。

其他經營開支

其他經營開支由2018財政年度的約2.4百萬新加坡元增加約0.3百萬新加坡元或14.6%至2019財政年度的約2.7百萬新加坡元。增加乃主要歸因於(i)為改善周圍環境及吸引更多客戶而撥資更多款項保養我們的食檔及美食中心導致維修及保養費用增加；及(ii)向香港及新加坡的經認可慈善機構捐款。

財務成本

財務成本由2018財政年度的約1.2百萬新加坡元增至2019財政年度的1.4百萬新加坡元，增長約12.2%，乃主要歸因於有關本公司日期為2019年2月21日之招股章程(「招股章程」)第291至292頁披露因收購兩項物業所借的額外貸款。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Taxation

The income tax expense decreased by approximately 18.3% from approximately S\$0.4 million in FY2018 to approximately S\$0.3 million in FY2019. The effective tax rate reduced from 8.5% in 2018 to 5.5% in 2019. These decreases were primarily due to a decrease in taxable profits of the Group.

Profit for the Year

The increase in the profit after tax was primarily attributable to (i) the unrealised gain on fair value changes of approximately S\$5.1 million in FY2019, approximately S\$3.0 million or an increase of 151.2% from approximately S\$2.1 million in FY2018 in respect of the Group's investment properties; (ii) net decrease in operating expenses of approximately S\$1.1 million, including cost of inventory consumed, property rentals and related expenses but not limited to these expenses, primarily due to decline in revenue; and (iii) lower income tax expenses. The profit after tax increased, but the operating revenue and profit of the Group decreased.

FOREIGN EXCHANGE EXPOSURE

As all of the operations in Singapore, all of the revenue from customers of the Group derived from activities in the Singapore.

In FY2019, the proceeds received from the Share Offer were denominated in Hong Kong dollars. Therefore, the foreign exchange risk assumed by the Group primarily arose from movements in the Hong Kong dollars and Singapore dollars exchange rates. During FY2019, the Group did not experience any significant difficulty or impact on its operations or liquidity due to fluctuations in currency exchange rates. The management will continue to monitor the foreign exchange exposure and take prudent measures to reduce foreign exchange risks.

稅項

所得稅開支由2018財政年度的約0.4百萬新加坡元減少約18.3%至2019財政年度的約0.3百萬新加坡元。實際稅率由2018年的8.5%減少至2019年的5.5%。該等減少乃主要由於本集團應課稅溢利減少。

年度溢利

除稅後溢利增加主要是由於(i)有關本集團投資物業之公平值變動之未變現收益由2018財政年度的約2.1百萬新加坡元增加約3.0百萬新加坡元或151.2%至2019財政年度約5.1百萬新加坡元；(ii)主要由於收益減少導致經營開支(包括所消耗存貨成本、物業租金及相關開支，但不限於該等開支)淨減少約1.1百萬新加坡元；及(iii)所得稅開支減少所致。本集團的除稅後溢利增加，但本集團的經營收益及溢利減少。

外匯風險

由於業務營運全部位於新加坡，故來自本集團客戶之收益全部源自新加坡的活動。

於2019財政年度，股份發售所得款項以港元計值。因此，本集團所承擔的外匯風險主要歸因於港元與新加坡元匯率的變動。於2019財政年度，本集團不曾因匯率波動而遭遇任何重大困難或令其營運或流動資金受到影響。管理層將繼續監控外匯風險並採取審慎措施減少外匯風險。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

流動資金及財務資源

As at 31 December 2019 and 2018, the Group's key financial position indicators as follows:

於2019年及2018年12月31日，本集團的主要財務狀況指標如下：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Current assets	流動資產	15,574	9,526
Current liabilities	流動負債	10,045	13,431
Net current assets/(liabilities)	流動資產／(負債)淨額	5,529	(3,905)
Interest-bearing bank borrowings	計息銀行借款	56,151	51,392
Equity	權益	65,142	36,895

The overall net current assets of the Group increased by approximately S\$9.4 million from net current liabilities position of approximately S\$3.9 million in FY2018 to net current assets position of approximately S\$5.5 million in FY2019. The increase was primarily due to the net proceeds received from the listing after deducting cash payment in relation to the two properties acquired, as disclosed in page 290 of the Prospectus.

本集團的總流動資產淨值增加約9.4百萬新加坡元，由2018財政年度的淨流動負債狀況約3.9百萬新加坡元增至2019財政年度的淨流動資產狀況約5.5百萬新加坡元。該增加主要由於扣除有關招股章程第290頁所披露的收購兩間物業的現金付款後所收取的上市所得款項淨額。

As at 31 December 2019, the Group had aggregate outstanding bank borrowings of approximately S\$56.2 million, increased approximately S\$4.8 million or 9.3% from approximately S\$51.4 million in FY2018. The increase was mainly due to additional loans taken in relation to the two properties acquired, as disclosed in page 290 of the Prospectus.

於2019年12月31日，本集團的未償還銀行借款總額為約56.2百萬新加坡元，較2018財政年度的約51.4百萬新加坡元增加約4.8百萬新加坡元或9.3%。該增加主要由於招股章程第290頁所披露就收購兩項物業所借的額外貸款所致。

These bank borrowings consisted of term loans, secured mortgage loans and working capital loan. The working capital loan, term loans and secured mortgage loans related to financing for the purchase of property, plant and equipment, investment properties and were secured by the respective assets, corporate guarantee provided by the Company and personal guarantee provided by a Controlling Shareholder.

該等銀行借款包括定期貸款、有抵押按揭貸款及營運資金貸款。營運資金貸款、定期貸款及有抵押按揭貸款與購買物業、廠房及設備、投資物業的融資有關，以相關資產、本公司提供的公司擔保以及控股股東提供的個人擔保作抵押。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group had unutilised banking facilities of approximately S\$4.5 million. The Group aims at maintaining flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest-bearing borrowings which enable them to continue its business in a manner consistent with the short-term and long-term financial strategies of the Group.

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%. The Group's interest-bearing liabilities mainly comprised of bank borrowings for the purchase of the investment properties.

As 31 December 2019, the Group's gearing ratio approximately 86.2%, decreased from approximately 139.3% as at 31 December 2018. The change in the Group's gearing ratio was attributable to increase in the Group's equity and reserves for FY2019.

CAPITAL COMMITMENT

As at 31 December 2019, the Group was in active discussions about a property acquisition. However, the acquisition did not proceed, and option monies furnished by the Group were refunded in full. Details of the proposed acquisition can be found in the Group's announcements dated 21 January 2020 and 22 January 2020.

本集團的未動用銀行融資約為4.5百萬新加坡元。本集團旨在透過保持充足的銀行結餘、可動用已承諾信貸額度及計息借貸保持資金的靈活性，從而令本集團以與其短期及長期財務策略一致的方式運用該等資金繼續開展業務。

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。本集團的計息負債主要包括就投資物業之銀行借款。

於2019年12月31日，本集團的資本負債比率約86.2%，較2018年12月31日的約139.3%減少。本集團的資本負債比率變動因2019財政年度股權及儲備增加所致。

資本承擔

於2019年12月31日，本集團對物業收購開展積極的討論。然而，收購並無繼續進行，及本集團提供的期權金已悉數退回。建議收購物業的詳情可於本集團日期為2020年1月21日及2020年1月22的公告內查閱。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Since Listing Date and up to 31 December 2019, the Group had no material acquisition or disposals of subsidiaries, associates and joint ventures.

Reference is made to the Company's announcements dated 14 February 2020 and 6 March 2020 and the circular of the Company dated 17 March 2020. Subsequent to the year end, on 24 March 2020, an indirect wholly-owned subsidiary of the Company, CK Chu Holdings Pte. Ltd. ("**CKC**") completed the acquisition of Units #01-02A, #01-02B, #01-02C, #01-02E, #01-04A, #01-05A, #01-05B, #01-05C and #01-05D on Level 1 of People's Park Centre, 101 Upper Cross Street, Singapore 058357 ("**101 Upper Cross Street**"). The total purchase consideration was S\$22,200,000 (equivalent to approximately HK\$128,094,000) which was partially financed by the net proceeds from the Share Offer. As it is part of the Group's business strategy to expand its presence in Singapore through the acquisition of new properties or food centres, the Board believes that the acquisition of 101 Upper Cross Street would produce commercial results, including (i) foreseeable increase in revenue, profit and market share for the Group and (ii) greater economies of scale and certainty in costs. Furthermore, the acquisition of 101 Upper Cross Street would also improve its ability to withstand ever-increasing rental costs and strengthen its ability to compete with other industry players.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus, maintained a healthy liquidity position throughout FY2019. The finance department of the Group is responsible for treasury management functions, which include, amongst others, researching and sourcing investment options for further consideration by the management and the Board, and monitoring the investments on a continuous basis.

SIGNIFICANT INVESTMENT HELD

During FY2019, the Group held no significant investment.

CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any material contingent liability.

附屬公司、聯營公司及合營公司之重大收購事項及出售事項

自上市日期起直至2019年12月31日，本集團並無任何附屬公司、聯營公司及合營公司之重大收購事項或出售事項。

茲提述本公司日期為2020年2月14日及2020年3月6日之公告以及本公司日期為2020年3月17日之通函。於年結日後，本公司間接全資附屬公司CK Chu Holdings Pte. Ltd. ("**CKC**")於2020年3月24日完成收購新加坡Upper Cross Street 101號People's Park Centre 1樓#01-02A、#01-02B、#01-02C、#01-02E、#01-04A、#01-05A、#01-05B、#01-05C及#01-05D室，郵政編號058357 ("**Upper Cross Street 101號**")。總購買代價為22,200,000新加坡元(相當於約128,094,000港元)，部分已以股份發售所得款項淨額撥付。作為業務策略其中一環，本集團透過收購新物業或美食中心於新加坡擴展業務，董事會認為，收購Upper Cross Street 101號將產生商業效益，包括(i)本集團收益、溢利及市場份額的可預見增長以及(ii)提高規模效益及成本確定性。此外，收購Upper Cross Street 101號亦將提高本集團對不斷增長的租金成本的承受能力，並增強其與同業競爭的能力。

庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略，因此於整個2019財政年度維持健全的流動資金狀況。本集團財務部負責庫務管理職能，其中包括研究及獲取投資方案以供管理層及董事會作進一步考慮，並持續監察投資。

所持有重大投資

於2019財政年度，本集團並無持有重大投資。

或然負債

於2019年12月31日，本集團並無任何重大或然負債。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

USE OF NET PROCEEDS FOR THE LISTING

The shares of the Company (the “Shares”) were listed in the Main Board on the Listing Date for which the Company issued 200,000,000 new Shares at HK\$0.75 per Share on the Listing Date, as set out in the Company’s announcement 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.

上市所得款項淨額的用途

本公司股份(「股份」)於上市日期在主板上市，本公司就此於上市日期按每股0.75港元發行200,000,000股新股份，詳見本公司日期為2019年3月5日內容有關(其中包括)股份發售配發結果的公告。於扣除相關上市開支後，股份發售所得款項淨額為約110.0百萬港元。

		Net Proceeds allocated	Approx. % of Net of Proceeds	Utilised as at 31 December 2019	Balance as at 31 December 2019
		已分配 所得款項 淨額	佔所得 款項淨額 概約百分比	於2019年 12月31日 已動用	於2019年 12月31日 的結餘
		(HK\$'000)	%	(HK\$'000)	(HK\$'000)
		(千港元)	%	(千港元)	(千港元)
1. Purchase of outlets	1. 購買店鋪				
a. 101 Yishun	a. 101 Yishun	34,760	32%	(34,760)	–
b. 150 South Bridge Road	b. 150 South Bridge Road	5,610	5%	(5,610)	–
2. Provision for future acquisitions of food centres	2. 日後收購美食中心撥備				
a. Purchase price/Renovation	a. 採購價／翻新	35,530	32%	–	35,530 ¹
3. Repayment of bank loan	3. 償還銀行貸款	11,110	10%	(11,110)	–
4. Renovation of existing food centres	4. 翻新現有美食中心	5,610	5%	(2,677)	2,933 ²
5 Information technology infrastructure and Systems (“IT”)	5. 信息技術(「信息技術」)基礎設施及系統				
a. IT infrastructure upgrade	a. 信息技術基礎設施升級	1,870	2%	(68)	1,802
b. Touch screen ordering and E-payment	b. 觸屏訂購設備及電子付款	4,400	4%	–	4,400
Sub-total	小計	98,890	90%	(54,225)	44,665
6 General working capital	6. 一般營運資金	11,110	10%	(11,110)	–
Total	總計	110,000	100%	(65,335)	44,665

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Notes:

1. As disclosed on page 116 of the Prospectus, in order to increase its market share and scale of operations in the food and beverage industry in Singapore, it is part of the Group's business strategy to expand its presence in Singapore through the acquisition of new properties or food centres.
2. Renovation will be carried out gradually to improve overall dining experience.

附註：

1. 如招股章程第116頁所披露，為增加其於新加坡飲食行業的市場份額及擴大營運規模，本集團根據其業務策略透過收購新物業或美食中心於新加坡擴展業務。
2. 本集團逐步創新以提升整體用餐體驗。

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had a total of 343 employees (2018: 360). The Group's remuneration policies were in line with the prevailing market practice and were determined on the basis of performance, qualification and experience of individual employee. The Group recognised the importance of a good relationship with its employees. The remuneration payable to its employees included salaries and allowances.

員工及薪酬政策

於2019年12月31日，本集團共有343名(2018年：360名)員工。本集團的薪酬政策符合現行市場慣例，並根據個別員工的表現、資格及經驗釐定。本集團重視與員工維持良好關係。應付其員工的薪酬包括薪資及津貼。

Corporate Governance Report

企業管治報告

The Board is pleased to present this corporate governance report in the annual report of the Company for FY2019.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high corporate governance standards 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 Corporate Governance Code and Corporate Governance Report (the "**CG Code**") contained in Appendix 14 of The Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). During FY2019, the Company has adopted, and save for the deviation from code provision A.2.1 of the CG Code as disclosed in this report, has complied with all applicable code provisions as set out in the CG Code. The Group will continue to review and enhance its corporate governance practices to ensure its continued compliance with the CG Code.

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. Having made specific enquiry with all the Directors and each of the Directors has confirmed that he/she has complied with the Model Code for FY2019.

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.

董事會欣然於本公司2019財政年度的年報內提呈本企業管治報告。

企業管治常規

本集團致力維持高水平的企業管治，以保障股東權益、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。本公司的企業管治常規基於聯交所證券上市規則（「**上市規則**」）附錄十四所載企業管治守則及企業管治報告（「**企業管治守則**」）。於2019財政年度，除本報告所披露的偏離企業管治守則之守則條文第A.2.1條外，本公司已採納並一直遵守企業管治守則所載的所有適用守則條文。本集團將繼續檢討及完善其企業管治常規以確保其持續遵守企業管治守則。

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**」）。經向全體董事作出特定查詢，各董事確認，彼等於2019財政年度一直遵守標準守則。

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

Responsibilities

The Board is primarily responsible for overseeing and supervising the management of business affairs and overall and performance of the Group.

The Board reserves its decisions for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control systems, risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, change of Directors, ad hoc projects and other significant financial and operational matters. The Board has the full support of the management to discharge its responsibilities.

The day to day management, administration and operation of the Company are delegated to executive Directors and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Directors are entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

In addition, the Board has also delegated various responsibilities to the board committees of the Company. Further details of the board committees of the Company are set out on pages 34 to 41 of this report.

For FY2019, the Board has reviewed the above arrangements for the delegation of responsibilities to the senior management and considered it to be appropriate.

董事會

責任

董事會主要負責監察及監管本集團業務管理及整體表現。

董事會保留對本公司所有重大事宜之決策權，包括批准及監察所有政策事宜、整體策略及預算、內部控制系統、風險管理系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事變更、特殊項目以及其他重大財務及營運事宜。董事會獲管理層全力支持履行其責任。

本公司日常管理、行政及營運乃委派予執行董事及高級管理層。委派職能及工作會定期檢討。上述高級職員於訂立任何重大交易前須事先取得董事會批准。

董事有權查閱本集團所有資料，而管理層有責任及時為董事提供充分資料，以便董事履行其職責。董事有權在適當情況下尋求獨立專業意見，費用由本公司承擔。

此外，董事會亦委派多項職責予本公司董事委員會。有關本公司董事委員會的進一步詳情，載於本報告第34至41頁。

就2019財政年度而言，董事會已審核上述有關向高級管理層轉授職責的安排，認為適當。

Corporate Governance Report (Continued)

企業管治報告(續)

Directors and officers' liabilities

The Company has arranged appropriate liability insurance to indemnify the Directors for their liabilities arising from corporate activities. The insurance coverage will be reviewed on an annual basis.

Board Composition

The Board currently comprises six Directors, consisting of two executive Directors, one non-executive Director and three independent non-executive Directors as detailed below:

Executive Directors

Mr. Chu Chee Keong (Zhu Zhiqiang)
(Chairman and Chief Executive Officer)
Ms. Leow Poh Hoon (Liao Baoyun)

Non-executive Director

Ms. Chu Pek Si (Zhu Peishi)

Independent non-executive Directors

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

During FY2019, there was no change in the composition of the Board.

The biographical information of the Directors is set out in the section headed "Directors and Senior Management" on pages 9 to 16 of this report.

Ms. Leow is the spouse of Mr. Chu and Ms. Chu is the daughter of Mr. Chu and Ms. Leow.

Save as disclosed in the section headed "Directors and Senior Management" on pages 9 to 16 of this report, the Directors have no other financial, business, family or other material, reference relationships with each other.

董事及高級職員之責任

本公司已安排適當的責任險，以對董事因公司活動所承擔之責任進行彌償，並將按年對保險責任範圍進行審核。

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、一名非執行董事及三名獨立非執行董事，載述如下：

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

於2019財政年度，董事會組成並無變動。

董事之履歷資料載於本報告第9至16頁的「董事及高級管理層」一節。

廖女士為朱先生之配偶，而朱女士為朱先生及廖女士之女。

除本報告第9至16頁「董事及高級管理層」一節所披露者外，董事相互之間並無其他財務、業務、家庭或其他重大、引薦關係。

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 officer should be separate and should not be performed by the same individual. Under the current organisational structure of the Company, Mr. Chu is the chairman and chief executive officer. With extensive experience in the food and beverage industry, the Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high caliber individuals. The Board currently comprises two executive Directors, one non-executive Director and three independent non-executive Directors and therefor has a fairly strong independence element in its composition.

Independent non-executive Directors

During FY2019, 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. These independent non-executive Directors are seasoned individuals from diversified backgrounds and industries and one member has the appropriate professional qualifications or accounting or related financial management expertise.

The independent non-executive Directors serve the relevant function of bringing independent judgment and advice on the overall management of the Company. They take the lead where potential conflicts of interests arise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence pursuant to Rule 3.13 of the Listing Rules for FY2019. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines throughout FY2019.

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。根據本公司的現行組織架構，朱先生現為主席兼行政總裁。憑藉於餐飲業擁有豐富經驗，董事會認為由同一人出任主席及行政總裁兩職有利於本集團的業務前景及管理。高級管理層與由富有經驗及才能的人士組成的董事會，可確保權力與權限之間有所制衡。董事會現時由兩名執行董事、一名非執行董事及三名獨立非執行董事組成，故此組合具備充分獨立性。

獨立非執行董事

於2019年財政年度期間，董事會一直遵守上市規則有關委任最少三名(相當於三分之一董事會)獨立非執行董事。該等獨立非執行董事乃來自多元化背景及行業的經驗豐富人士，其中一名成員擁有適當專業資格或會計或相關財務管理專業知識。

獨立非執行董事擔當有關職能，就本公司的整體管理提供獨立判斷及意見。當發生潛在利益衝突時，彼等將發揮領導功能。

本公司已收到各獨立非執行董事根據上市規則第3.13條就其於2019財政年度之獨立性發出之年度確認書。本公司認為，全體獨立非執行董事符合上市規則第3.13條所載獨立性指引且根據指引條款於整個2019財政年度均屬獨立。

Corporate Governance Report (Continued)

企業管治報告(續)

Appointment and Re-election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

Each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than one month's notice in writing by served by either party on the other, which notice shall not expire until after the fixed term.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). In accordance with the Company's articles of association (the "**Articles of Association**"), all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy shall submit himself for election by Shareholders at the first general meeting of the Company after appointment and new Directors appointed as an addition to the Board shall submit himself for re-election by Shareholders at the next following annual general meeting of the Company (the "**Annual General Meeting**") after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

董事委任及重選

各執行董事已與本公司訂立服務合約，自上市日期起初步固定為期三年，並將於其後持續有效，直至一方向另一方發出不少於三個月的書面通知終止，該通知不得在固定年期前屆滿。

各非執行董事及獨立非執行董事已與本公司訂立委任函，自上市日期起初步固定為期一年，並將於其後持續有效，直至一方向另一方發出不少於一個月的書面通知終止，該通知不得在固定年期前屆滿。

董事概無訂立本集團不可於一年內免付賠償（法定賠償除外）而終止之服務合約。根據本公司組織章程細則（「**組織章程細則**」），全體董事須每三年至少輪值退任一次，而任何新委任以填補臨時空缺之董事須於獲委任後的本公司首屆股東大會上接受股東選舉，而董事會增任之新董事須於獲委任後在本公司下屆股東週年大會（「**股東週年大會**」）上接受股東重選。

委任、重選及罷免董事之程序及過程載於組織章程細則。提名委員會負責審閱董事會組成以及監察董事之委任、重選及繼任計劃。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD COMMITTEES

To oversee particular aspect of the Company's affairs, the Board has established four Board committees including the Audit Committee, the Remuneration Committee, the Nomination Committee and the Internal Control Compliance Committee (together, the "**Board Committees**"). The Board has delegated responsibilities to the Board Committees as set out in their respective terms of reference.

Audit Committee

The Company established the Audit Committee on 1 February 2019 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code as set out in Appendix 14 to the Listing Rules. The written terms of reference of the Audit Committee are available on the websites of the Company and the Stock Exchange.

The principal roles and functions of the Audit Committee include but are not limited to:

- making recommendations to the Board on the appointment, reappointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, and handling any question of resignation or dismissal of that auditor;
- reviewing and monitoring the external auditor's independence, objectivity and the effectiveness of the audit process in accordance with applicable standards and discussing with the auditor the nature and scope of the audit and reporting obligations before the commercial of the audit;

董事委員會

為監督本公司事務的特定方面，董事會已成立四個董事委員會，包括審核委員會、薪酬委員會、提名委員會及內部控制合規委員會（統稱「**董事委員會**」）。董事會已向董事委員會授權其各自職權範圍所載的職責。

審核委員會

本公司於2019年2月1日成立審核委員會，設有符合上市規則第3.21條及上市規則附錄14所載企業管治守則的書面職權範圍。審核委員會的書面職權範圍登載於本公司及聯交所的網站。

審核委員會的主要角色及職能包括但不限於：

- 就外聘核數師的委任、續任及罷免向董事會提供推薦建議，通過外聘核數師的酬金及聘用條款，以及處理任何有關該核數師辭任或解僱該核數師的問題；
- 按適用準則檢討及監察外聘核數師的獨立性及客觀性以及審核程序的成效，以及於審核工作開始前與核數師討論審核性質及範圍以及申報責任；

Corporate Governance Report (Continued)

企業管治報告(續)

- developing and implementing a policy on the engagement of an external auditor to supply non-audit services;
- monitoring the integrity of the Company's financial statements, annual report and accounts, half-year report and quarterly reports, and reviewing significant financial reporting judgments contained in them;
- discussing the Company's risk management and internal control systems with the Company's management to ensure that it has performed its duty in having effective internal control systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- reviewing the Group's financial and accounting policies and practices; and
- establishing a whistle blowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) so that they can, in confidence, to raise concerns about possible improprieties in any matter related to the Company and ensure that proper arrangements are in place for fair and independent investigation of these matters.
- 制定並執行關於委聘外聘核數師提供非審核服務的政策；
- 監察本公司的財務報表、年報及賬目、半年度報告及季度報告的完整性，並審閱當中所載的重大財務申報判斷；
- 與本公司管理層討論本公司的風險管理及內部監控系統，以確保其已履行職責建立有效的內部監控系統。討論內容應包括本公司在會計及財務申報職能方面的資源、員工資格及經驗、培訓計劃及預算是否足夠；
- 檢討本集團的財務及會計政策及常規；及
- 制定舉報政策及系統，讓僱員及與本公司有往來的人士（如客戶及供應商）可保密地提出其對涉及本公司的任何事宜可能存在不當行為的關注，以及確保為公平獨立調查該等事宜設有適當安排。

The Audit Committee comprises three independent non-executive Directors, namely Mr. Mah, Mr. Loh and Mr. Wong. Mr. Mah is the chairman of the Audit Committee.

審核委員會包括三名獨立非執行董事，即馬先生、盧先生及Wong先生。馬先生為審核委員會主席。

The members of the committee possess appropriate professional qualifications and/or experience in financial matters.

委員會各成員擁有適當的專業資格及／或財務經驗。

Corporate Governance Report (Continued)

企業管治報告(續)

The Audit Committee reviewed, together with senior management and the external auditors, the financial statements for the six months ended 30 June 2019 and for FY2019, the accounting principles and practices adopted by the Company, statutory compliance, other financial reporting matters, risk management and internal control systems and continuing connected transactions of the Company.

During FY2019, the Audit Committee held two meetings for considering the interim results of the Company for the six months ended 30 June 2019 and the annual results of the Company for FY2019. Details of the attendance of the members of the Audit Committee in the said meetings are set out under the sub-heading "Attendance Records of Directors and Board Committee Members" on page 42.

The Audit Committee has recommended to the Board (which endorsed the recommendation) that, subject to Shareholders' approval at the Company's forthcoming Annual General Meeting, HLB Hodgson Impey Cheng Limited be re-appointed as the Company's external auditors for 2020.

Remuneration Committee

The Company established the Remuneration Committee on 1 February 2019 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The written terms of reference of the Remuneration Committee are available on the websites of the Company and the Stock Exchange.

The principal roles and functions of the Remuneration Committee include but are not limited to:

- making recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and members of the senior management and on the establishment of a formal and transparent procedure in the development of a remuneration policy;

審核委員會與高級管理層及外部核數師一同審核截至2019年6月30日止六個月及2019財政年度之財務報表、本公司所採納之會計原則及常規、本公司之監管合規、其他財務申報事宜、風險管理及內部控制系統及持續關連交易。

於2019財政年度，審核委員會已舉行兩次會議，以審查本公司截至2019年6月30日止六個月之中期業績及本公司於2019財政年度之全年業績。審核委員會成員於上述會議之出席詳情載於第42頁「董事及董事委員會成員出席記錄」分節。

審核委員會已向董事會推薦並獲贊同，視乎股東於本公司應屆股東週年大會之批准情況，國衛會計師事務所有限公司獲重新委任為本公司2020年之外部核數師。

薪酬委員會

本公司於2019年2月1日成立薪酬委員會，設有符合上市規則第3.25條及企業管治守則的書面職權範圍。薪酬委員會的書面職權範圍登載於本公司及聯交所的網站。

薪酬委員會的主要角色及職能包括但不限於：

- 就本公司全體董事及高級管理層人員的薪酬政策及架構，以及就為制訂薪酬政策設立正規而具透明度的程序向董事會提供推薦建議；

Corporate Governance Report (Continued)

企業管治報告(續)

- making recommendations to the Board on the remuneration packages of all individual executive Directors and members of the senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board on the remuneration of non-executive Directors;
- reviewing and approving the management's performance-based remuneration proposals by reference to the Board's corporate goals and objectives from time to time; and
- ensuring that no Director or any of his/her associate(s) is involved in deciding his/her own remuneration.
- 就所有個別執行董事及高級管理層人員的薪酬待遇(包括實物福利、退休金權利及賠償金額(包括喪失或終止職務或委任的任何應付賠償)，以及就非執行董事的薪酬向董事會提供建議；
- 參考董事會不時釐定的企業目標及目的，審閱及批准管理層按表現釐定的薪酬建議；及
- 確保概無董事或其任何聯繫人參與釐定其本身薪酬。

The Remuneration Committee comprises an executive Director Mr. Chu and three independent non-executive Directors, namely Mr. Loh, Mr. Wong and Mr. Mah. Mr. Loh is the chairman of the Remuneration Committee.

薪酬委員會包括一名執行董事朱先生，三名獨立非執行董事盧先生、Wong先生及馬先生。盧先生為薪酬委員會主席。

During FY2019, the Remuneration Committee held one meeting to review the remuneration policy and structure and to make recommendations to the Board on determining the annual remuneration packages of the executive Directors and members of the senior management and other related matters.

於2019財政年度，薪酬委員會已舉行一次會議，以審閱薪酬政策及結構及就釐定執行董事及高級管理層的年度薪酬組合以及其他有關事宜向董事會提出推薦意見。

Details of the attendance of the members of the Remuneration Committee in the said meetings are set out under the sub-heading "Attendance Records of Directors and Board Committee Members" on page 42.

薪酬委員會成員於上述會議之出席詳情載於第42頁「董事及董事委員會成員出席記錄」分節。

Corporate Governance Report (Continued)

企業管治報告(續)

Details of the fees and other emoluments paid or payable to the Directors and the five individuals with the highest emoluments are set out in notes 11 and 12 to the consolidated financial statements of the Group for FY2019 (the “**Consolidated Financial Statements**”) respectively.

有關已付或應付董事及五名最高薪酬人士之袍金及其他薪酬之詳情，分別載於本集團2019財政年度綜合財務報表(「**綜合財務報表**」)附註11及12內。

The remuneration paid to members of the senior management by band during FY2019 is set out below:

於2019財政年度，按薪酬範圍劃分之已付高級管理層成員之薪酬載列如下：

In Singapore dollars (“S\$”)	以新加坡元(「新元」)計	Number of Individuals 人數
0–200,000	0–200,000	2

Nomination Committee

提名委員會

The Company established the Nomination Committee on 1 February 2019 with written terms of reference in compliance with the CG Code. The written terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange.

本公司於2019年2月1日成立提名委員會，設有符合企業管治守則的書面職權範圍。提名委員會的書面職權範圍登載於本公司及聯交所的網站。

The principal roles and functions of the Nomination Committee include but are not limited to:

提名委員會的主要角色及職能包括但不限於：

- reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, skills, knowledge, professional qualifications and industry experience) of the Board at least on an annual basis and making recommendations on any proposed change to the Board to complement the Company’s corporate strategy;
- identifying individuals who are suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- assessing the independence of independent non-executive Directors;
- 至少每年檢討董事會的架構、規模及多元化(包括但不限於性別、年齡、文化及教育背景、技能、知識、專業資格及行業經驗)，並就因應本公司企業策略而對董事會所作的建議變動提供推薦建議；
- 物色具備合適資格出任董事會成員的人士，並甄選獲提名出任董事職務的人士或就此向董事會提供推薦建議；
- 評核獨立非執行董事的獨立性；

Corporate Governance Report (Continued)

企業管治報告(續)

- making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive officer of the Company; and
- developing and reviewing the policy of the Board on diversity and measurable objectives for implementing such policy from time to time and adopted by the Board and reviewing progress on achieving the objectives.
- 就董事的委任或續任及董事(尤其是董事會主席及本公司行政總裁)的繼任計劃向董事會提供推薦建議；及
- 制訂及檢討董事會成員多元化政策，以及由董事會為推行政策不時採納的可計量目標，並檢討達成該等目標的進度。

The Nomination Committee consults the chairman of the Board about his proposals relating to the process for Board appointments and for identifying and nominating candidates as members of the Board.

提名委員會就其有關董事會任命以及確定及提名候選人為董事會成員的程序的建議諮詢董事會主席。

The criteria for the Nomination Committee to select and recommend a candidate for directorship include the candidate's skills, knowledge, experience and integrity and whether he/she can demonstrate a standard of competence commensurate with his/her position as a director of the Company.

提名委員會選擇及推薦候選人擔任董事的標準包括候選人的技能、知識、經驗及誠信，以及彼是否能夠表現出與本公司董事職位相稱的能力水平。

The Nomination Committee has also adopted a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedure of appointing and re-appointing a Director. Details of the Nomination Policy are set out under the sub-heading “Nomination Policy” on pages 45 to 46.

提名委員會亦已採納一項提名政策(「**提名政策**」)，當中列載新委任及重新委任董事之甄選準則及程序。提名政策的詳情載於第45至46頁「提名政策」分節。

The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant experience in the industry, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the board diversity policy (the “**Board Diversity Policy**”). Details of the Board Diversity Policy are set out under the sub-heading “Board Diversity Policy” on page 44.

用以評估候選人的甄選準則包括(尤其是)其學歷背景及專業資格、與行業有關之經驗、品格及誠信及彼是否能如董事會成員多元化政策(「**董事會成員多元化政策**」)所述為董事會成員多元化作出貢獻。董事會成員多元化政策的詳情載於第44頁「董事會成員多元化政策」分節。

Corporate Governance Report (Continued)

企業管治報告(續)

The Nomination Committee comprises three independent non-executive Directors, namely Mr. Wong, Mr. Mah and Mr. Loh. Mr. Wong is the chairman of the Nomination Committee.

During FY2019, the Nomination Committee held one meeting to review composition of the Board, review the Nomination Policy, assess the independence of independent non-executive Directors and recommend the Board on the re-election of Directors.

Details of the attendance of the members of the Nomination Committee in the said meeting are set out under the sub-heading "Attendance Records of Directors and Board Committee Members" on page 42.

Internal Control Compliance Committee

The Company established the Internal Control Compliance Committee on 1 February 2019 with written terms of reference in compliance with the CG Code.

The principal roles and functions of the Internal Control Compliance Committee include the following:

- monitoring and ensuring the Group's compliance with Singapore laws, rules and regulations as applicable to the Group's operations;
- providing status reports to the Board on a regular basis;
- engaging external advisers where necessary; and
- taking all necessary measures as it thinks appropriate to ensure the aforesaid measures are properly implemented.

The Internal Control Compliance Committee comprises an executive Director Mr. Chu, an independent non-executive Director Mr. Loh and a member of the senior management team Mr. Cui. Mr. Loh is the chairman of the Internal Control Compliance Committee.

提名委員會包括三名獨立非執行董事，即Wong先生、馬先生及盧先生。Wong先生為提名委員會主席。

於2019財政年度，提名委員會舉行一次會議，以檢討董事會組成、審閱提名政策、評估獨立非執行董事的獨立性及就重選董事向董事會提供推薦建議。

提名委員會成員於上述會議之出席詳情載於第42頁「董事及董事委員會成員出席記錄」分節。

內部控制合規委員會

本公司於2019年2月1日成立內部控制合規委員會，設有符合企業管治守則的書面職權範圍。

內部控制合規委員會的主要角色及職能包括：

- 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；
- 定期向董事會提交狀態報告；
- 在必要時聘請外部顧問；及
- 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。

內部控制合規委員會包括一名執行董事朱先生、一名獨立非執行董事盧先生及一名高級管理層成員崔先生。盧先生為內部控制合規委員會的主席。

Corporate Governance Report (Continued)

企業管治報告(續)

During FY2019, the Internal Control Compliance Committee held one meeting, to review the Company's policies and practices on its internal control and policies and practices and compliance with legal and regulatory requirements.

Details of the attendance of the members of the Internal Control Compliance Committee in the said meetings are set out under the sub-heading "Attendance Records of Directors and Board Committee Members" on page 42.

Corporate Governance Functions

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

- developing and reviewing the Company's policies and practices on corporate governance;
- reviewing and monitoring the training and continuous professional development of the Directors and members of the senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report.

During FY2019, the Board had reviewed the Company's policies and practices on corporate governance issues, the Company's compliance with CG Code, 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 disclosure in the corporate governance report, and it monitored the training and continuous professional development of the Directors and members of the senior management.

於2019財政年度，內部控制合規委員會舉行一次會議，以檢討本公司的內部控制政策及常規、政策及常規以及遵守法律及監管規定的情況。

內部控制合規委員會成員於上述會議之出席詳情載於第42頁「董事及董事委員會成員出席記錄」分節。

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，其中包括：

- 制定及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則及合規手冊；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

於2019財政年度，董事會檢討本公司有關企業管治事宜、本公司遵守企業管治守則的政策及常規，本公司有關遵守法律及監管規定、遵守標準守則及書面僱員指引和於企業管治報告披露的政策及常規，以及監察董事及高級管理人員的培訓及持續專業發展。

Corporate Governance Report (Continued)

企業管治報告(續)

ATTENDANCE RECORDS OF DIRECTORS AND BOARD COMMITTEE MEMBERS

董事及董事委員會成員出席記錄

The attendance record of each Director at the Board, Board Committee meetings and the general meetings of the Company held for FY2019 is set out in the table below:

各董事於2019年財政年度舉行的董事會、董事委員會會議及本公司股東大會之出席記錄載於下表：

		Attendance/Number of Meetings 出席次數／會議次數					
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Internal Control Compliance Committee	Annual General Meeting
Name of Directors	董事姓名	董事會	審核委員會	薪酬委員會	提名委員會	內部控制 合規委員會	股東週年大會
Executive Directors	執行董事						
Mr. Chu	朱先生	4/4	-	1/1	-	1/1	1/1
Ms. Leow	廖女士	4/4	-	-	-	-	1/1
Non-executive Director	非執行董事						
Ms. Chu	朱女士	4/4	-	-	-	-	1/1
Independent non-executive Directors	獨立非執行董事						
Mr. Wong	Wong先生	4/4	2/2	1/1	1/1	-	1/1
Mr. Loh	盧先生	4/4	2/2	1/1	1/1	1/1	1/1
Mr. Mah	馬先生	4/4	2/2	1/1	1/1	-	1/1
Senior Management	高級管理層						
Mr. Cui	崔先生	-	-	-	-	1/1	1/1

Corporate Governance Report (Continued)

企業管治報告(續)

Continuous Professional Development of Directors

The Company will from time to time arrange continuous professional development training to the Directors such as internally-facilitated briefings and provision of reading material on relevant topics to ensure the Directors 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. All Directors are also encouraged to attend relevant training courses at the Company's expense.

The following Directors pursued continuous professional development and relevant details are summarised as follows:

董事的持續專業發展

本公司將不時為董事安排持續專業發展培訓，如內部簡報及提供相關議題的閱讀材料，確保董事掌握監管發展及轉變以有效地履行其責任，並確保其在知情情況下對董事會作出相關貢獻。本公司鼓勵亦所有董事出席相關培訓課程，費用由本公司承擔。

下列董事曾進行持續專業發展，有關詳情概述如下：

Name of Directors	董事姓名	Attended services/ briefings 出席服務／簡介	Reading materials 閱讀材料
Executive Directors	執行董事		
Mr. Chu	朱先生	√	√
Ms. Leow	廖女士	√	√
Non-executive Director	非執行董事		
Ms. Chu	朱女士	√	√
Independent non-executive Directors	獨立非執行董事		
Mr. Wong	Wong 先生	√	√
Mr. Loh	盧先生	√	√
Mr. Mah	马先生	√	√

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD DIVERSITY POLICY

Pursuant to the code provision A.5.6 of the CG Code, the Board has adopted Board Diversity Policy which sets out the approach to achieve diversity of the Board.

The Board sees diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, the board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and any other factors that the Board might consider relevant and applicable from time to time. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile.

The Company aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth and is also committed to ensure that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered.

At present, the Nomination Committee considers that the updated Board Diversity Policy is sufficient to serve the purpose and will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

董事會成員多元化政策

根據企業管治守則之守則條文第A.5.6條，董事會已採納董事會成員多元化政策，該政策列明達致董事會成員多元化的方針。

董事會認為董事會成員多元化是支持實現策略目標及可持續發展的關鍵因素。確定董事會組成時，本公司考慮多項因素以令董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務期限及董事會可能不時認為相關及適用之任何其他因素。董事會所有委任均以用人唯才為原則，並兼顧董事會成員多元化的益處根據客觀條件考慮人選。

根據董事會成員多元化政策，提名委員會將每年檢討董事會的架構、規模及組成，並在適當時向董事會作出有關任何變更的推薦意見，以配合本公司的企業策略及確保董事會維持均衡多元化格局。

本公司旨在與本公司業務增長有關的多元化觀點維持適當平衡，亦致力於確保所有層級（自董事會往下）的招聘及甄選慣例得以適當構成，從而考慮候選人之多元化範疇。

目前，提名委員會認為經修訂的董事會成員多元化政策能夠達致目的及將適時檢討董事會成員多元化政策，確保行之有效。

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee.

The Company has adopted Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of the proposed independent non-executive Directors;
- Independent non-executive Directors in accordance with the Listing Rules; and
- Directorship in other public companies and corporate governance structure of these companies; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board Committee(s).

提名政策

董事會將其甄選及委任董事的責任及權力授予提名委員會。

本公司已採納提名政策，當中載列有關提名及委任董事之甄選標準及程序以及董事會的繼任規劃考慮因素，旨在確保董事會具備切合本公司業務所需的技能、經驗及多元化觀點以及董事會的持續性及維持其領導角色。

提名政策載列評估建議候選人的適當性及對董事會所作的潛在貢獻的因素，包括但不限於下列各項：

- 品格與誠實；
- 資格，包括專業資格、技能、知識及與本公司業務及企業策略相關的經驗；
- 所有方面的多樣性，包括但不限於性別、年齡(18周歲或以上)、文化及教育背景、種族、專業經驗、技能、知識和服務年期；
- 建議獨立非執行董事之要求；
- 獨立非執行董事根據上市規則的獨立性；及
- 於其他上市公司之董事職位以及該等公司之企業管治架構；及
- 其履行身為董事會成員及／或董事委員會委員的職責的可投入時間及相關利益。

Corporate Governance Report (Continued)

企業管治報告(續)

The procedure of appointing and re-appointing a Director is summarised as follows:

委任及重新委任董事的程序概述如下：

- nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board;
- evaluation of the candidate by the Board based on all selection criteria as set out in the Nomination Policy;
- performing due diligence in respect of each candidate and making recommendation for the Board's consideration and approval;
- in the case of the nomination of an independent non-executive Director, assessing the candidate's independence under the relevant code provisions from the CG Code and the Listing Rules;
- where nominating an independent non-executive Director for election at general meetings, having due consideration of matters under code provision A.5.5;
- in the context of the re-appointment of retiring Directors, reviewing the candidate's overall contribution and performance and making recommendations to the Board and/or the Shareholders in connection with his/her re-election at general meeting; and
- convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director.
- 由提名委員會或董事會任何成員提名及邀請合適人選；
- 董事會根據提名政策中載列所有甄選標準對候選人進行評估；
- 就各候選人進行盡職審查，並就董事會之審議及批准提出建議；
- 倘提名獨立非執行董事，則根據企業管治守則的相關守則條文及上市規則評估候選人之獨立性；
- 於提名獨立非執行董事參加股東大會選舉時，適當考慮守則條文第A.5.5條規定事項；
- 於重新委任退任董事之情況下，檢討候選人整體貢獻及表現，並向董事會及／或股東提出有關其於股東大會上重選連任的建議；及
- 召開董事會會議，考慮委任或重新委任候選人為董事。

The Nomination Committee will review the Nomination Policy, as appropriate, to ensure its effectiveness.

提名委員會將適時檢討提名政策，確保行之有效。

Corporate Governance Report (Continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems of the Group on an on-going basis and reviewing their effectiveness. Such systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and they can only provide reasonable and not absolute assurance against material misstatement or loss.

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.

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

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.

All divisions/departments have 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.

During FY2019, the Board, through the Audit Committee, conducted a review of the effectiveness of the risk management and internal control systems of the Group, including the adequacy of resources, staff qualifications and experiences, training programmes, internal audit and financial reporting functions. In this respect, the Audit Committee communicates any material issue to the Board.

風險管理及內部控制

董事會確認其持續負責本集團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。

董事會有整體責任評估及釐定本公司為達成策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。

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。

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。

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。

於2019財政年度，董事會透過審核委員會對本集團之風險管理及內部控制系統之有效性進行審核，包括資源的充分性、員工資質及經驗、培訓計劃、內部審核及財務申報職能。審核委員會就此向董事會彙報任何重大問題。

Corporate Governance Report (Continued)

企業管治報告(續)

The internal auditor is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The internal audit function examined the 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 FY2019 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 FY2019.

The Directors are not aware of any material uncertainty 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 104 to 110.

內部核數師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2019財政年度之風險管理及內部監控制度（包括財務、營運及合規監控），且認為該等制度於報告期間有效及足夠。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2019財政年度之財務報表。

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104至110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 FY2019 is set out below:

核數師酬金

於2019財政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：

		Fee Paid/Payable 已付費用／應付費用 (S\$'000) (千新加坡元)
Service Category	服務類別	
Audit service	核數服務	
— annual audit services	— 年度核數服務	132
— listing services (included in listing expenses)	— 上市服務(計入上市開支)	781
Non-audit service	非核數服務	—
Total	總計	912

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 financial officer of the Company.

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。

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

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 and Putting Forward Proposals at Extraordinary General Meeting

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

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 Company's company secretary, 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 requisitionist(s), their shareholding in the Company, the reason(s) to convene an extraordinary general meeting, the agenda proposed to be included and the details of the business(es) proposed to be transacted in the extraordinary general meeting and signed by the requisitionist(s).

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本公司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 enquiry to the Board, 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 the 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.

向董事會作出查詢

就向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
(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。

Corporate Governance Report (Continued)

企業管治報告(續)

To promote effective communication, the Company adopts a communication policy for the Shareholders which aims at establishing a two-way relationship, communicating between the Company and Shareholders and maintaining a website at www.fuchangroup.com, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

During FY2019, the Company has not made any change to the Articles of Association. An up-to-date version of the Articles of Association is also available on the Company's website and the Stock Exchange's website.

DIVIDEND POLICY

The Company has adopted a dividend policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the Group and the conditions and factors as set out in the dividend policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval.

為促進有效的溝通，本公司為股東採納通訊政策，旨在本公司與股東之間建立雙向關係及溝通，並設有公司網站(www.fuchangroup.com)，以刊登有關本公司業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，以供公眾人士查閱。

於2019財政年度內，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。

股息政策

本公司已就派付股息採納股息政策。本公司並無任何預先釐定之派息比率。視乎本公司及本集團的財務狀況以及股息政策所載的條件及因素，董事會可於任何財政年度內建議宣派及／或派付股息及任何財政年度的末期股息均須獲得股東批准。

Directors' Report

董事會報告

The Directors have the pleasure in presenting the annual report together with the Consolidated Financial Statements.

PRINCIPAL ACTIVITIES

The Company was incorporated and registered in the Cayman Islands with limited liability on 13 March 2018. The Shares were initially listed on the Main Board of the Stock Exchange on the Listing Date.

The Company is an investment holding company. Details of the principal activities of its principal subsidiaries are set out in note 37 to the Consolidated Financial Statements. During FY2019, there was no significant change in the nature of the Group's principal activities.

SEGMENT INFORMATION

An analysis of the Group's revenue and contribution to the results by principal operating activities and the Group's assets and liabilities by reportable segments of operations for FY2019 is set out in note 6 to the Consolidated Financial Statements. All of the Group's businesses were carried out in Singapore during FY2019 and all of the Group's revenue from external customers was generated in Singapore during FY2019.

BUSINESS REVIEW

The business review of the Group as at 31 December 2019 together with the future business development is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" on pages 5 to 8 and pages 17 to 28 respectively of this report. A description of the Group's corporate governance and the Group's risk management and internal control system is provided in the section headed "Corporate Governance Report" on pages 29 to 52 of this report. A discussion on the Group's environmental policies, relationships with its key stakeholders and the relevant laws and regulations that have a significant impact on the Group are provided in the section headed "Environmental, Social and Governance Report" on pages 72 to 103 of this report.

董事欣然提呈年報及綜合財務報表。

主要業務

本公司於2018年3月13日在開曼群島註冊成立及登記為有限公司。本公司股份於上市日期在聯交所主板首次上市。

本公司為投資控股公司。其主要附屬公司的主要業務詳情載於綜合財務報表附註37。於2019財政年度，本集團主要業務的性質並無發生重大變化。

分部資料

本集團於2019財政年度按主要經營活動劃分的收益及業績貢獻和按可呈報經營分部劃分的資產及負債分析載於綜合財務報表附註6。本集團於2019財政年度的業務全部在新加坡開展，且本集團於2019財政年度來自外部客戶的收益全部來自新加坡。

業務回顧

本集團於2019年12月31日之業務回顧與未來業務發展分別載於本報告第5至8頁及17至28頁的「主席報告書」及「管理層討論及分析」一節。有關本集團企業管治及本集團風險管理及內部控制制度的概況載於本報告第29至52頁「企業管治報告」一節。有關本集團環保政策、與主要持份者關係以及對本集團有重大影響之相關法律法規之討論載於本報告第72至103頁「環境、社會及管治報告」一節。

Directors' Report (Continued)

董事會報告(續)

RESULTS AND DIVIDENDS

The Consolidated Financial Statements are set out on pages 111 to 223 of this report.

The Board does not recommend the payment of any final dividend for FY2019 (2018: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed tentatively from Monday, 22 June 2020 to Friday, 26 June 2020, both days inclusive, during which no transfer of shares of the Company will be registered. To be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited of 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 June 2020 or at another time and/or date as advised.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during FY2019 are set out in note 17 to the Consolidated Financial Statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2019 are set out in note 26 to the Consolidated Financial Statements.

SHARES CAPITAL

Details of the movement in the share capital of the Company during FY2019 are set out in note 28 to the Consolidated Financial Statements.

業績及股息

綜合財務報表載於本報告第111頁至223頁。

董事會不建議就2019財政年度派付任何末期股息(2018年：零)。

暫停過戶登記

本公司將於2020年6月22日(星期一)至2020年6月26日(星期五)(包括首尾兩日)暫停辦理過戶登記，期間將不會辦理本公司股份過戶登記。為符合資格出席股東週年大會並於會上投票，須於2020年6月19日(星期五)下午四時三十分或獲告知的其他日期及／或時間前，將所有過戶表格連同有關股票，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。

物業、廠房及設備

於2019財政年度，本集團物業、廠房及設備變動之詳情載於綜合財務報表附註17。

借款

於2019年12月31日，本集團的借款詳情載於綜合財務報表附註26。

股本

於2019財政年度，本公司股本變動的詳情載於綜合財務報表附註28。

Directors' Report (Continued)

董事會報告(續)

RESERVES AND DISTRIBUTABLE RESERVES

As at 31 December 2019, the Company's reserves available for distribution to equity holders comprising share premium and retained earnings amounted to approximately S\$17,261,000 calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Details of the movements in the reserves of the Company during FY2019 are set out in note 29 to the Consolidated Financial Statements and in the consolidated statement of changes in equity on page 114.

PRE-EMPTIVE RIGHTS

There are no provisions for the pre-emptive rights under the 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.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 224 of this report. This summary does not form part of the Consolidated Financial Statements.

DONATIONS

During FY2019, the Group donated approximately HK\$1,000,000 (approximately S\$174,000) to The Community Chest of Hong Kong and S\$287,000 to other recognised charities in Singapore, including the Sian Chay Medical Institution, which provides free medical care and medication to the poor and needy.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For FY2019, the Company did not redeem any of its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

儲備及可供分派儲備

於2019年12月31日，本公司可供分派予權益持有人之儲備(包括股份溢價及保留盈利)約17,261,000新加坡元乃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)計算。於2019財政年度本年度之儲備變動詳情載於綜合財務報表附註29及114頁之綜合權益變動表。

優先購股權

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。

五年財務概要

本集團過去五個財政年度之業績、資產及負債概要載於本年報第224頁。該概要並不構成綜合財務報表的一部分。

捐款

於2019財政年度，本集團向香港公益金捐款約1,000,000港元(約174,000新加坡元)，及向新加坡其他認可慈善機構捐款(包括善濟醫社，其向貧困人員提供免費醫療及藥品)287,000新加坡元。

購買、出售或贖回本公司上市證券

於2019財政年度，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。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS

The Directors during FY2019 and up to the date of this report were:

Executive Directors

Mr. Chu Chee Keong (Zhu Zhiqiang)
(Chairman and Chief Executive Officer)
Ms. Leow Poh Hoon (Liao Baoyun)

Non-executive Director

Ms. Chu Pek Si (Zhu Peishi)

Independent non-executive Directors

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

Pursuant to the Articles of Association, Ms. Chu and Mr. Mah shall retire and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and, as at the date of this report, still considers them to be independent.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of the Directors and members of the senior management are set out on pages 9 to 16.

董事

於2019財政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，朱女士及马先生將於應屆股東週年大會上退任，並符合資格且願意重選連任。

本公司已收到各獨立非執行董事根據上市規則第3.13條所作年度獨立性確認，且於本報告日期，仍然認為彼等為獨立人士。

董事及高級管理層履歷詳情

董事及高級管理層人員的履歷詳情載於第9至16頁。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company, under which they agreed to act as executive Directors for an initial term of three years commencing on the Listing Date, which may be terminated by not less than three months' notice in writing served by either the Director or the Company.

Each of the non-executive and independent non-executive Directors has signed an appointment letter with the Company for an initial term of one year commencing on the Listing Date, which may be terminated by not less than one month's notice in writing served by either the non-executive Director or independent non-executive Director or the Company. Under the respective appointment letters, each of the non-executive Director or independent non-executive Directors is entitled to a fixed Director's fee.

The appointments of the Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association. None of the Directors has entered into a service contract or appointment letter with members of the Group that cannot be terminated by the Group within one year without payment of compensation, other than statutory compensation.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Related Party Transactions" in note 32 to the Consolidated Financial Statements of this report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during FY2019 or subsisted as at 31 December 2019 and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during FY2019 or subsisted as at 31 December 2019.

董事服務合約

執行董事各自已與本公司訂立服務合約，據此，彼等同意擔任執行董事，初始任期為自上市日期起計為期三年，董事或本公司可藉發出不少於三個月的書面通知終止該合約。

非執行董事及獨立非執行董事各自已與本公司訂立委任函，初始任期為自上市日期起計為期一年，非執行董事或獨立非執行董事或本公司可藉發出不少於一個月的書面通知終止該委任。根據相關委任函，各非執行董事或獨立非執行董事有權收取固定董事袍金。

董事委任須遵守組織章程細則項下的董事輪席告退條文的規定。概無董事與本集團成員公司訂立不可由本集團於一年內毋須支付賠償(法定賠償除外)終止之服務合約或委任函。

控股股東於合約的權益

除本報告綜合財務報表附註32的「關聯方交易」一節所披露者外，於2019財政年度，本公司或其任何附屬公司概無與控股股東或其附屬公司訂立任何重大合約，於2019年12月31日亦無有關合約存續；且於2019財政年度，亦無就控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務而訂立任何重大合約，於2019年12月31日亦無有關合約存續。

Directors' Report (Continued)

董事會報告(續)

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

Save as disclosed in the section headed "Related Party Transactions" in note 32 to the Consolidated Financial Statements contained in this report, no transaction, arrangement and contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted as at 31 December 2019 or at any time during FY2019.

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

As at 31 December 2019, the interests or short positions of each Director and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in the Shares of the Company

Name of Director	Capacity/nature of interest	Number of Shares held (Note 1) 所持股份數目 (附註1)	Percentage of shareholding (%) 股權百分比 (%)
董事姓名	身份／權益性質		
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%

董事於與本公司業務有關之重要交易、安排及合約的重大權益

除本報告綜合財務報表附註32「關聯方交易」一節所披露者外，於2019年12月31日或2019財政年度任何時間本公司或其任何附屬公司概無訂立就本集團業務而言屬重大而董事或與董事相關連之任何實體於其中直接或間接擁有重大權益之交易、安排或合約。

董事及主要行政人員於本公司或其相聯法團股份、相關股份及債權證中的權益及／或淡倉

於2019年12月31日，本公司各董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)(第XV部)的股份、相關股份及債權證中，擁有記錄於本公司根據證券及期貨條例第352條須存置之登記冊內或根據標準守則須另行知會本公司及聯交所之權益或淡倉如下：

於本公司股份的好倉

Directors' Report (Continued)

董事會報告(續)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS 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 Limited ("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 all the shares in which Mr. Chu is interested or deemed to be interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2019, none of the Directors and the chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於本公司或其相聯法團股份、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 Limited (「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，彼被視為於朱先生所擁有或被視為所擁有權益的所有股份中擁有權益。

除上文所披露者外，於2019年12月31日，概無董事及本公司主要行政人員於本公司或其任何相聯法團之股份、相關股份或債權證中擁有根據證券及期貨條例第352條須予記錄或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2019, the following corporation (other than a Director or the chief executive of the Company) had interests or short positions in the Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions in ordinary shares of the Company

Name of Shareholder	Capacity/nature of interest	Number of Shares held (Note 1) 所持股份數目 (附註1)	Percentage of shareholding (%) 持股量百分比(%)
Strong Oriental	Beneficial Owner 實益擁有人	600,000,000 (L)	75%

Note:

- The letter "L" denotes the person's long position in the Shares.

Save as disclosed above, as at 31 December 2019, no other corporation which/person (other than a Director or the chief executive of the Company) had any interest or short position in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

主要股東於股份及相關股份的權益

於2019年12月31日，以下法團(董事或本公司主要行政人員除外)於股份中擁有記錄於根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉如下：

於本公司普通股的好倉

Number of Shares held (Note 1) 所持股份數目 (附註1)	Percentage of shareholding (%) 持股量百分比(%)
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附註：

- 字母「L」指該名人士於股份之好倉。

除上文所披露者外，於2019年12月31日，概無其他法團／人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第336條須存置之登記冊所記錄之任何權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and members of the senior management of the Group are decided by the Board by reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group for FY2019 are set out in notes 11 and 12 to the Consolidated Financial Statements.

For FY2019, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments for FY2019.

Saved as disclosed above, no other payments have been made or are payable, for FY2019, by the Group to or on behalf of any of the Directors.

The Company has adopted the Share Option Scheme for the purpose of providing incentives or rewards to eligible persons, including the Directors and employees of the Group.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreement that will or may result in the Company issuing the Shares were entered into by the Group during FY2019 or existed as at 31 December 2019.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during FY2019 under review or as at 31 December 2019 was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities including debentures of, the Company or any other body corporate.

董事及高級管理人員薪酬

董事及本集團高級管理人員的薪酬由董事會參照薪酬委員會提出的推薦建議後決定，其中已考慮本集團的經營業績、個人表現及可資比較的市場統計數據。

2019財政年度之董事薪酬及本集團五名最高薪酬人士之薪酬詳情載於綜合財務報表附註11及12。

於2019財政年度，本集團概無向任何董事或五名最高薪酬人士支付酬金作為加入本集團或加入本集團時的獎勵或作為離職補償。概無任何董事放棄2019財政年度的任何酬金。

除上文所披露者外，於2019財政年度，本集團概無向或代表任何董事支付或應付任何其他款項。

本公司已採納購股權計劃，以獎勵或回報合資格人士(包括本集團董事及僱員)。

股票掛鈎協議

本集團並無於2019財政年度訂立或於2019年12月31日存在任何股票掛鈎協議(i)將會或可導致本公司發行股份，或(ii)規定本公司訂立任何將會或可導致本公司發行股份的任何協議。

購買股份或債權證的安排

於2019財政年度內任何時間或於2019年12月31日，本公司、其控股公司、或其任何附屬公司或同系附屬公司概無訂立任何安排，以使董事可藉收購本公司或任何其他法人團體的股份或債務證券而獲得利益。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME

Pursuant to the written resolution of the sole Shareholder passed on 1 February 2019, the Company adopted a share option scheme conditional upon the Listing (the **"Share Option Scheme"**). The Share Option Scheme became effective on the Listing Date. As no share option has been granted by the Company under the Share Option Scheme since the Listing Date, there was no share option outstanding as at 31 December 2019 and no option was exercised or cancelled or lapsed during FY2019.

(a) Purpose

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

(b) Eligible persons

The Directors may at any time and 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 the Group or any invested entity.

購股權計劃

根據唯一股東於2019年2月1日通過的書面決議案，本公司待上市後採納一項購股權計劃（「購股權計劃」）。購股權計劃於上市日期生效。由於本公司自上市日期以來概無根據購股權計劃授出任何購股權，故於2019年12月31日概無尚未行使之購股權，且於2019財政年度概無購股權獲行使、註銷或失效。

(a) 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。

(b) 可參與的人士

董事可自採納購股權計劃日期起計十(10)年內任何時間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。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(c) Maximum number of Shares available for issue

- (i) The maximum number of shares of the Company which may be allotted and issued upon the exercised of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not, in aggregate, exceed 30% of the total number of Shares in issue from time to time.
- (ii) The total number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 80,000,000 Shares, being 10% of the total number of Shares in issue as at the date of this report.

(d) Maximum entitlement of each Eligible Person

Unless approved by the Shareholders in general meeting and subject to the following paragraph, 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) months period up to and including such further grant would exceed 1% of the total number of Shares in issue from time to time.

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 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 the Company in the twelve(12) months period up to and including the date of such grant: (1) representing in aggregate over 0.1% 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, such grant shall not be valid unless approved by the independent Shareholders in general meeting.

購股權計劃(續)

(c) 可供發行股份數目上限

- (i) 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配發及發行的本公司最高股份數目，合共不得超過不時已發行股份總數的30%。
- (ii) 根據購股權計劃可授出的購股權涉及股份總數，合共不得超過80,000,000股，即於本報告日期已發行股份總數的10%。

(d) 各合資格人士的配額上限

除非經股東於股東大會上批准及在下段規限，倘向任何合資格人士進一步授出購股權將導致直至進一步授出購股權為止十二(12)個月期間(包括該日)於已經及將會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)獲行使時已經及將予發行的股份超逾不時已發行股份總數的1%，則不會向其進一步授出購股權。

除非經獨立股東於股東大會上批准，否則倘將向一名主要股東或獨立非執行董事(或彼等各自任何聯繫人)授出購股權，而此舉將導致直至授出購股日期為止十二(12)個月期間(包括該日)於根據購股權計劃及本公司任何其他購股權計劃已經及將會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)獲行使時已經及將予發行的股份：(1)合計超逾相關授出時間已發行股份總數的0.1%；及(2)總價值(基於各授出日期聯交所每日報價表所報之股份收市價)超過5百萬港元，則有關授出將屬無效，則不會向其進一步授出購股權。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(e) Period within which the securities must be exercised under an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

(f) Performance target or minimum period for which an option must be held before it can be exercised

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 the Board in the relevant offer of options.

(g) Period for and consideration payable on acceptance 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 the Company, being a date not later than twenty-one(21) days inclusive of the date upon which it is made, provided that such date shall not be more than ten(10) years after the date of adoption of the Share Option Scheme or after 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. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1. 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 the 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) years period.

購股權計劃(續)

(e) 證券必須根據購股權行使的期間

購股權可於董事會可能釐定的期間內隨時按照購股權計劃的條款行使，而該期間不得超過自授出日期起十年，須受其提早終止的條文規限。

(f) 購股權於獲行使前的表現目標或必須持有的最短期間

購股權於獲行使前毋須達致任何表現目標，亦無任何必須持有的最短期間，惟董事會於相關購股權要約中另行施加者除外。

(g) 接納購股權的期間及於接納購股權時應付的代價

授出購股權的要約可由合資格人士於本公司所發出要約函件訂明的日期內接納，即為不遲於自要約作出日期起二十一(21)日(包括該日)，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。購股權承授人於接納購股權授出要約時應付本公司的金額為1港元。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。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEME (CONTINUED)

(h) Basis of determining the exercise price

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 the 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 offer to grant an option (the "**Offer Date**"), which must be a trading day, on which the 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.

(i) Remaining life

Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme, after which period no further option shall be granted.

COMPETING BUSINESS

During FY2019, none of the Directors, the Controlling Shareholders or their respective associates (as defined in the Listing Rules) had any interest in any business (apart from the business of the Group) that competed or was likely to compete, either directly or indirectly, with the business of the Group other than being a director of the Company and/or its subsidiaries.

購股權計劃(續)

(h) 釐定行使價的基準

根據購股權計劃所授出任何特定購股權涉及的股份認購價應為董事會釐定的價格，最低須為下列三者中的最高者：(i) 於授出購股權的要約日期(即董事會通過有關批准向一名合資格人士作出授予購股權要約的決議案當日)(「**要約日期**」，必須為交易日)聯交所每日報價表所報股份的收市價；(ii) 於緊接要約日期前五個交易日聯交所每日報價表所報股份的平均收市價；及(iii)股份於要約日期的面值。

(i) 餘下年期

在本公司於股東大會上或董事會提早終止的規限下，購股權計劃自採納日期起十年期間有效及生效，其後不得進一步授出購股權。

競爭業務

於2019財政年度，董事、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直接或間接構成或可能構成競爭的任何業務(本集團業務除外)中擁有任何權益(擔任本公司及／或其附屬公司之董事除外)。

Directors' Report (Continued)

董事會報告(續)

NON-COMPETITION UNDERTAKING

Mr. Chu and Strong Oriental, each being a Controlling Shareholder have entered into a deed of non-competition dated 1 February 2019 in favour of the Company (the **"Deed of Non-Competition"**), pursuant to which each of them had irrevocably undertaken with the Company on joint and several basis (for itself and for the benefit of each of the subsidiaries) that he/it would not, and would procure that any of his/its associates (except any member of the Group) would not, during the period from the Listing Date, to the date when the Controlling Shareholders or their associates cease to hold equity interest in the Company and they are not considered as substantial Shareholders directly or indirectly, either on his own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, principal, agent, director, employee or otherwise) any business which is or may be in competition with the business of any member of the Group from time to time.

The Company has received the confirmation from the Controlling Shareholders in respect of their compliance with the terms of Deed of Non-competition for FY2019.

The independent non-executive Directors had reviewed and confirmed that the Controlling Shareholders have complied with the non-competition undertaking and the non-competition undertaking has been enforced by the Company in accordance with its terms for FY2019.

Saved as disclosed above, during FY2019, none of the Directors, the substantial Shareholders or the management Shareholders or any of their respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the business of the Group or has any other conflict of interests with the Group.

不競爭承諾

朱先生與Strong Oriental(各自為控股股東)已訂立日期為2019年2月1日以本公司為受益人之不競爭契據(「**不競爭契據**」)，據此，彼等已各自共同及個別(為其本身及代表各附屬公司的利益)向本公司作出不可撤回承諾，承諾其將不會並將促使其任何聯繫人(本集團任何成員公司除外)不會在上市日期至控股股東或其聯繫人不再持有本公司股權及不再被視為主要股東之日止期間內，直接或間接以其本身身份或聯同或代表任何人士、商號或公司(其中包括)進行、參與任何不時與或可能與本集團任何成員公司的業務構成競爭之業務或於當中擁有權益或從事或收購或持有有關業務(在各情況下不論是否以股東、合夥人、負責人、代理、董事、僱員或其他身份)。

本公司已接獲控股股東就彼等於2019財政年度已遵守不競爭契據條款發出的確認書。

獨立非執行董事已審閱並確認，控股股東於2019財政年度已遵守不競爭承諾而本公司已按照不競爭承諾的條款強制執行有關承諾。

除上述所披露者外，於2019財政年度內，董事、主要股東或管理層股東或彼等各自任何聯繫人概無從事任何直接或間接與本集團業務構成或可能構成競爭的業務，亦無與本集團存在任何其他利益衝突。

Directors' Report (Continued)

董事會報告(續)

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at 31 December 2019 or at any time during FY2019.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during FY2019.

MAJOR CUSTOMERS AND SUPPLIERS

Due to the nature of business, the Group's customers for the food and beverage retail business were mainly individual customers who patronise its food and beverage stalls, and customers for its outlet management and leasing business were mainly stall tenants who rent food stalls in the Group's food centres and food street. There was no single customer that accounted for more than 5% of the total revenue for FY2019.

Under the outlet management and leasing business, the Group 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 the Group 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.

上市規則項下的持續披露責任

除本報告所披露者外，本公司於上市規則第13.20條、第13.21條及第13.22條項下並無任何其他披露責任。

管理合約

除董事的服務合約及委任函外，於2019年12月31日或於2019財政年度的任何時間，概無就本集團整體或任何重大部分業務的管理及行政工作簽訂或存在任何合約。

重大法律程序

於2019財政年度，本集團並無牽涉任何重大法律程序。

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其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本集團美食中心及美食街租用食檔的檔位租戶。於2019年財政年度，概無單一客戶佔2019財政年度總收益超過5%。

根據店舖管理及租賃業務，本集團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，本集團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。

Directors' Report (Continued)

董事會報告(續)

MAJOR CUSTOMERS AND SUPPLIERS (Continued)

For FY2019, total revenue attributable to the top 5 tenants amounted to approximately S\$1,536,000, or approximately 3.7% of the total revenue, while approximately S\$441,000, or 1.0% attributable to the largest tenant. For FY2019, purchases from the Group's five largest suppliers accounted to approximately S\$8,150,000, or 39.2% of the Group's total cost of inventories consumed and property rentals and related expenses, while approximately S\$2,392,000, or 11.5% of the relevant cost from the largest supplier.

Save as disclosed above, none of the Directors or any of their close associates (as defined in the Listing Rules), or any Shareholder (which, to the best knowledge of the Directors, own more than 5% of the issued Shares) had any significant beneficial interest in the Group's five major customers or the Group's five major suppliers.

FINANCIAL ASSISTANCE AND GUARANTEES TO AFFILIATED COMPANIES

As at 31 December 2019, the Group had not provided any financial assistance and guarantee.

COMPLIANCE ADVISER'S INTERESTS

As at 31 December 2019, 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 interest in relation to the Company which is require to be notified to the Group pursuant to Rule 3A.23 of the Listing Rules.

主要客戶及供應商(續)

於2019財政年度，前五大租戶應佔收益總額約為1,536,000新加坡元，或佔總收益的約3.7%，而最大租戶應佔約441,000新加坡元或1.0%。2019財政年度，自本集團前五大供應商之採購額約為8,150,000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39.2%，而最大供應商約為2,392,000新加坡元，或佔相關成本的11.5%。

除上文所披露者外，概無董事、彼等的任何緊密聯繫人(定義見上市規則)或任何股東(就董事所盡悉，擁有5%以上已發行股份)於本集團五大客戶或本集團五大供應商中擁有任何重大實益權益。

對聯屬公司的財務資助及擔保

截至2019年12月31日，本集團並無提供任何財務資助及擔保。

合規顧問權益

截至2019年12月31日，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

Sufficient resources and training have been allocated and provided to ensure the on-going compliance with applicable laws and regulations. During FY2019, the Board is not aware of any incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business where the Group is operating and the Group has complied in material respects in the relevant laws and regulations that have a significant impact on the business and operation of the Group.

SUBSEQUENT EVENTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained the public float (i.e. at least 25% of the Company's total issued Shares was held by the public) as required under the Listing Rules.

RELATED PARTIES TRANSACTIONS

Details of the related party transactions of the Group for FY2019 are set out in the note 32 to the Consolidated Financial Statements, and none of the related party transactions constitutes a connected transaction or continuing connected transaction subject to independent Shareholders' approval, annual review and all disclosure requirements in Chapter 14A of the Listing Rules.

遵守相關法律及法規

本公司已分配及提供充足的資源及培訓以確保持續遵守適用法律及法規。於2019財政年度，據董事會所知，並無發生不遵守對本集團營運當中業務有重要影響之有關法律及法規之事項，且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。

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。

公眾持股量充足

根據本公司所得公開資料及據董事所知，於本報告日期，本公司已維持上市規則規定之公眾持股量（即本公司已發行股份總數的至少25%由公眾人士持有）。

關聯方交易

本集團於2019財政年度之關聯方交易詳情載於綜合財務報表附註32，且概無關聯方交易構成上市規則第14A章項下的關連交易或持續關連交易，而須遵守獨立股東批准、年度審閱及所有披露規定。

Directors' Report (Continued)

董事會報告(續)

AUDIT COMMITTEE

The Audit Committee has reviewed, with the management of the Company, the Consolidated Financial Statements, and the effectiveness of the risk management and internal control system of the Company.

CORPORATE GOVERNANCE

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the Shareholders as a whole. The Company has adopted the code provisions set out in the CG Code as its own code to govern its corporate governance practices.

In the opinion of the Directors, save for the deviations as disclosed in the section headed "Corporate Governance Report" on pages 29 to 52 of this report, the Company has complied with the relevant code provisions contained in the CG Code during the Review Period.

The Board will continue to review and monitor the practices of the Company with an aim to maintain a high standard of corporate governance.

Details of the Group's corporate governance practices can be found in the section headed "Corporate Governance Report" on pages 29 to 52 of this report.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in or exercising of any right in relation to the Shares, they are advised to consult their professional advisers.

審核委員會

審核委員會已與本公司管理層審核綜合財務報表及本公司風險管理及內部控制系統的有效性。

企業管治

本公司肯定良好企業管治對提升本公司管理及保障整體股東利益的重要性。本公司已採納載於企業管治守則的守則條文，作為其管治企業管治常規的守則。

董事認為，除本報告第29至52頁「企業管治報告」一節所披露之偏離外，本公司於回顧期間已遵守載於企業管治守則的相關守則條文。

董事會將繼續檢討及監察本公司常規，以維持高水平的企業管治。

有關本集團企業管治常規之詳情，載於本報告第29至52頁「企業管治報告」一節內。

稅項減免

本公司並不知悉股東因持有股份而可獲任何稅項減免。倘股東不確定購買、持有、處置、買賣股份或行使任何相關權利對稅項的影響，務請諮詢彼等的專業顧問。

Directors' Report (Continued)

董事會報告(續)

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, every Director or other officers of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages or expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties. The relevant provisions in the Articles of Association were in force during FY2019 and as at the date of this report.

Throughout FY2019, the Company has maintained appropriate directors and officers liability insurance cover providing indemnity against liability, including but not limited to liability in respect of legal action against the Directors and officers thereby sustained or incurred arising from or incidental to execution of duties of his/her offices.

INDEPENDENT AUDITORS

HLB Hodgson Impey Cheng Limited shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company is to be proposed at the Annual General Meeting.

On behalf of the Board

MR. CHU CHEE KEONG (ZHU ZHIQIANG)

Chairman, Executive Director and Chief Executive Officer

Singapore, 27 March 2020

獲准許的彌償條文

根據組織章程細則，本公司每名董事或其他高級人員有權從本公司資產及利潤中，就其在履行職責時因所作出、同意或遺漏作出的任何行為而將會或可能招致或蒙受的所有訴訟、費用、收費、損失、損害或開支獲得彌償及免受損害。組織章程細則的相關條文於2019財政年度內及於本報告日期生效。

於整個2019財政年度，本公司已投購適當的董事及高級人員責任保險以彌償責任，其中包括但不限於董事及高級人員因履行其職責而產生或附帶產生的法律訴訟責任。

獨立核數師

國衛會計師事務所有限公司任滿告退，惟合資格並願意膺選連任。續聘國衛會計師事務所有限公司為本公司核數師之決議案將於本公司股東週年大會上提呈。

代表董事會

朱志強先生

主席、執行董事及行政總裁

新加坡，2020年3月27日

Environmental, Social and Governance Report

環境、社會及管治報告

INTRODUCTION, ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

The Group based in Singapore with more than 15 years of experience in the ownership and operation of food centres and food street. Currently, the Group's business operations include the (1) Outlet Management and (2) Food & Beverage Stalls.

This environmental, social and governance report (the “**ESG Report**”) summarises the environmental, social and governance (“**ESG**”) initiatives, plans and performances of the Group and demonstrates its commitment to sustainable development.

The ESG Governance Structure

The Group has assigned staff from relevant departments assisting in data collection and compilation of the ESG Report. The assigned staff would periodically report to the senior management, assist in assessing, identifying and managing risks of the Group on ESG aspects, and whether its internal control system is appropriate and effective. The senior management reviews the ESG performance of the Group, including environmental, labour practices, and other ESG aspects. The senior management sets the tone at the top for the ESG strategies, and is responsible for ensuring effective risk management and internal controls.

SCOPE OF REPORTING

Unless specified otherwise, this ESG Report covers the Group's overall sustainability performance, including its head office, food establishments and food stalls, which represent the Group's major sources of revenue. The ESG key performance indicator (“**KPI**”) data is gathered and included subsidiaries under the Group's direct control. The Group will extend the scope of disclosures when and where applicable.

緒言、環境、社會及管治政策

本集團位於新加坡，在擁有及營運美食中心及美食街方面擁有超過15年經驗。目前，本集團的業務營運包括(1)店舖管理及(2)餐飲檔位。

本環境、社會及管治報告(「**環境、社會及管治報告**」)概述本集團的環境、社會及管治(「**環境、社會及管治**」)倡議、計劃及表現，並展示其對可持續發展的承諾。

環境、社會及管治治理架構

本集團已指派相關部門員工協助數據收集及編製環境、社會及管治報告。獲指派員工會定期向高級管理層作出報告，協助評估、識別及管理本集團有關環境、社會及管治方面的風險，及內部監控系統是否適宜有效。高級管理層對本集團的環境、社會及管治表現進行審查，包括環境、勞工常規及其他環境、社會及管治層面。高級管理層就其環境、社會及管治策略以身作則，並負責確保風險管理及內部監控的有效性。

報告範圍

除另有指明者外，本環境、社會及管治報告涵蓋本集團的整體可持續發展表現，包括其總辦事處、食肆及食檔，即本集團收益的主要來源。環境、社會及管治關鍵績效指標(「**關鍵績效指標**」)數據收集及採納於本集團直接控制的附屬公司。本集團將於適當時候擴大披露範圍。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

REPORTING FRAMEWORK

The ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) as set out in the Appendix 27 of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange.

Information relating to the corporate governance practices of the Group has been set out in the section headed “Corporate Governance Report” on pages 29 to 52 of this report.

REPORTING PERIOD

The ESG Report describes the ESG activities, challenges and measures taken by the Group for FY2019.

STAKEHOLDER ENGAGEMENT

The Company values its stakeholders and its feedback regarding its businesses and ESG aspects. In order to understand and address their key concerns, the Company has maintained close communication with its key stakeholders, including but not limited to employees, shareholders and investors, customers and tenants, suppliers, government and regulators, media, non-governmental organisations (“**NGOs**”) and the public.

The Company takes stakeholders’ expectations into consideration in formulating its businesses and ESG strategies by utilising diversified engagement methods and communication channels. The following table shows stakeholders’ expectations to the Group and related communication channels.

報告框架

本環境、社會及管治報告乃根據聯交所主板證券上市規則附錄27所載《環境、社會及管治報告指引》(「**環境、社會及管治報告指引**」)編製。

有關本集團企業管治常規之資料載於本報告第29至52頁「企業管治報告」一節。

報告期間

本環境、社會及管治報告詳述本集團於2019財政年度在環境、社會及管治層面的活動、挑戰及所採取的措施。

持份者參與

本公司重視持份者及其對本公司的業務及環境、社會及管治事宜的反饋。為了解及回應彼等的關注事項，本公司一直與主要持份者維持密切溝通，包括但不限於僱員、股東及投資者、客戶及租戶、供應商、政府及監管機構、媒體、非政府組織(「**非政府組織**」)及公眾。

於制定本公司的業務及環境、社會及管治策略時，本公司利用多元化的參與方式及溝通渠道顧及持份者的期望。下表載列持份者對本集團的期望及相關溝通渠道。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Communication channels 溝通渠道	Expectations 期望
Employees 僱員	<ul style="list-style-type: none"> • Trainings, seminars and briefing sessions • Regular meetings • Performance reviews • 培訓、研討會及簡報會 • 定期會議 • 績效考核 	<ul style="list-style-type: none"> • Employee health and safety • Employee development and training • Compliant operation • 僱員健康與安全 • 僱員發展及培訓 • 合規營運
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> • Annual general meeting and other shareholder meetings • Financial reports • Announcements and circulars • Company website • 股東週年大會及其他股東大會 • 財務報告 • 公告及通函 • 公司網站 	<ul style="list-style-type: none"> • Compliant operation • Anti-corruption • 合規營運 • 反貪污
Customers and tenants 客戶及租戶	<ul style="list-style-type: none"> • Customer satisfaction survey • Progress meetings • 客戶滿意度調查 • 進度會議 	<ul style="list-style-type: none"> • Food safety and quality • Quality of products and services provided • Protection of customers' and tenants' privacy • Compliant operation • 食品安全及質量 • 所提供產品及服務的質量 • 保障客戶及租戶私隱 • 合規營運
Suppliers 供應商	<ul style="list-style-type: none"> • Supplier management meetings and events • Supplier audit • 供應商管理會議及活動 • 供應商審計 	<ul style="list-style-type: none"> • Fair and open procurement • Sustainable development of supply chain • 公平公開採購 • 供應鏈的可持續發展
Government and regulators 政府及監管機構	<ul style="list-style-type: none"> • Site visits • 實地考察 	<ul style="list-style-type: none"> • Compliant operation • Payment of tax • 合規營運 • 納稅
Media, NGOs and the public 媒體、非政府組織及公眾	<ul style="list-style-type: none"> • Company website • ESG report • 公司網站 • 環境、社會及管治報告 	<ul style="list-style-type: none"> • Transparent information disclosure • Community service • 透明的信息披露 • 社區服務

The Company aims to collaborate with its stakeholders to improve its ESG performance and create greater value for the wider community on a continuous basis.

本公司旨在與持份者合作，以提升其環境、社會及管治表現及不斷為更廣泛社區創造更大價值。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

MATERIALITY ASSESSMENT

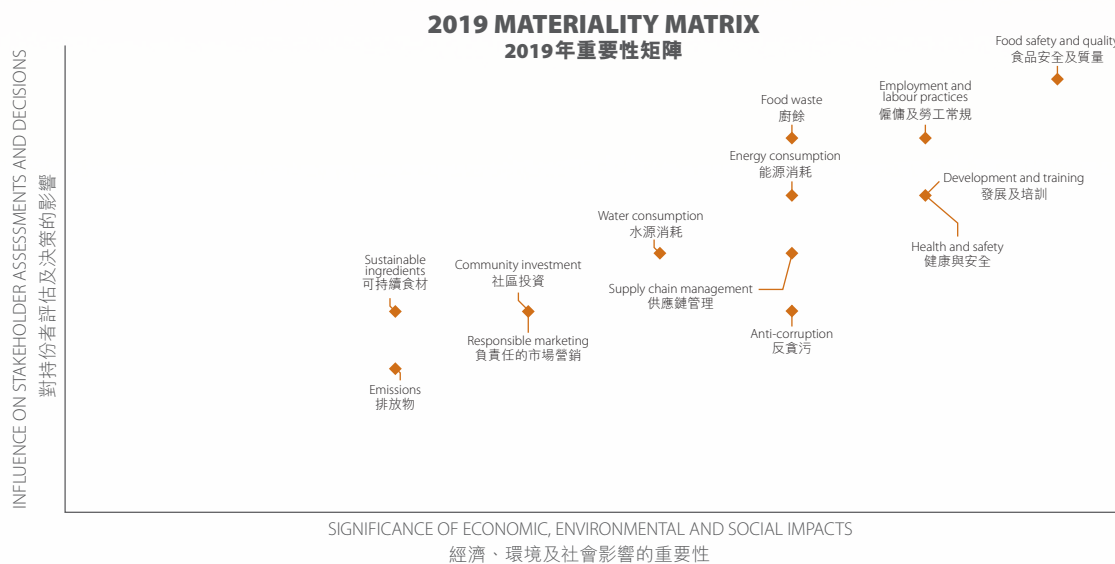
The management and staff of the Group's respective major operations have participated in the preparation of the ESG Report to assist the Group in reviewing its operations and identifying relevant ESG issues and assess the importance of related matters to its businesses and stakeholders. Based on the assessed significant ESG issues, a data collection questionnaire was prepared to collect information from relevant departments and business units of the Group.

The following matrix is a summary of the Group's material ESG issues included in this ESG Report.

重要性評估

管理層及本集團主要營運的員工均有參與編製本環境、社會及管治報告，協助本集團檢討其營運及甄別相關環境、社會及管治事宜並評估該等事宜對其業務及持份者的重要性。根據經評估的重大環境、社會及管治議題，我們編製資料收集問卷，以向本集團相關部門及業務單位收集資料。

下列矩陣概述本環境、社會及管治報告所載本集團的重大環境、社會及管治事宜：



During FY2019, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues, and confirmed that the disclosed contents are in compliance with the requirements of the ESG Reporting Guide.

於2019財政年度，本集團確認其已就環境、社會及管治議題制定適當及有效的管理政策及內部監控系統，並確認披露內容符合環境、社會及管治報告指引的規定。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

CONTACT DETAILS

The Company welcomes stakeholders to provide their opinions and suggestions. They can provide valuable advices in respect of the ESG Report or its performances in sustainable development by email at feedback@fuchangroup.com.

A. ENVIRONMENTAL

A1. Emissions

The Group has integrated the “Green Environment” into its decision-making process and embraced the responsibilities to create an environmentally sustainable business. To enhance its environmental governance practice and mitigate the environmental impacts produced by its operations, the Group has complied with the requirement of all relevant policies in the Singapore’s food industry, and committed to the social responsibility of protecting the environment. Considering the Group’s business nature, it has taken measures to facilitate the environmental-friendliness of its business and operation in terms of energy, water and resources saving. In the long run, it will continue to enhance its environmental management strategies in monitoring and minimising the environmental impacts brought by its businesses regularly.

During FY2019, the Group was not aware of any material non-compliance with the relevant environmental laws and regulations in Singapore, including but not limited to the “Environmental Protection and Management Act” of Singapore, that have a significant influence on the Group’s operations.

聯絡方式

本公司歡迎持份者提供意見及建議。彼等可透過發送電郵至 feedback@fuchangroup.com 提供有關環境、社會及管治報告或本公司在可持續發展方面的表現的寶貴意見。

A. 環境

A1. 排放物

本集團將「綠色環境」納入其決策過程，並承擔創建環境可持續發展業務的責任。為加強其環境管治實務及減輕營運對環境產生的影響，本集團已遵守新加坡食品行業所有相關政策的規定，並致力於就保護環境履行社會責任。考慮到本集團的業務性質，本集團已採取措施提升其業務及營運在節能、節水及節約資源方面的環保表現。長遠而言，本集團將繼續定期提升其環境管理策略，以監察及盡量減低業務帶來的環境影響。

於2019財政年度，本集團並不知悉任何嚴重違反相關環境法律法規（包括但不限於新加坡的《環境保護與管理法案》），而對本集團營運造成重大影響的情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Emissions

Exhaust Gas Emissions

The Group's businesses focus in the provision of food and beverage, with limited use of motor vehicles for travelling. Hence the Group generates limited exhaust gas emissions during its operation and regards exhaust gas emissions immaterial or insignificant to its operation. It has adopted the following measures to mitigate the exhaust gas emissions:

- Remind employees to turn off engines for idling vehicles; and
- Encourage the use of public transportation for business commuting purposes.

The awareness of employees on exhaust gas emissions has been enhanced through the implementation of the above measures.

Greenhouse Gas ("GHG") Emissions

The Group is committed to contribute through more efficient use of resources and implemented waste management into all areas of the business, where possible. It has installed and used appropriate equipment and, regularly inspected, maintained and repaired ventilation system, with the aim to lower the GHG emissions and reduce non-hazardous wastes generation.

排放物

廢氣排放

本集團的業務集中於提供餐飲，少量使用機動車出行。因此，本集團於其營運過程中產生的廢氣排放有限，並認為廢氣排放對其營運而言並不重大或微不足道。本集團已採取下列措施減少廢氣排放：

- 提醒僱員關閉空轉車輛的引擎；及
- 鼓勵乘坐公共交通工具通勤。

通過實施上述措施，僱員的廢氣排放意識得以提高。

溫室氣體(「溫室氣體」)排放

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。本集團已安裝及使用適當的設備，並定期檢查、維護及修理通風系統，以降低溫室氣體排放及減少無害廢棄物的產生。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Due to its business nature, the principal direct GHG emissions of the Group are generated from consumption of fuels for kitchen operation and vehicles (Scope 1). The principal energy indirect GHG emissions of the Group are generated from purchased electricity (Scope 2). During the FY2019, the summary of GHG emissions and its intensity were as follows:

由於本集團的業務性質，其主要直接溫室氣體排放來自廚房運作及車輛的燃料消耗(範圍1)。本集團的主要能源間接溫室氣體排放來自所購電力(範圍2)。於2019財政年度，溫室氣體排放量及其密度總結如下：

Indicator ¹ 指標 ¹	Unit 單位	2019 2019年
Direct GHG emissions (Scope 1) 直接溫室氣體排放量(範圍1)	tCO ₂ e 噸二氧化碳當量	503.29
Energy indirect GHG emissions (Scope 2) 能源間接溫室氣體排放量(範圍2)	tCO ₂ e 噸二氧化碳當量	1,747.96
Total GHG emissions (Scope 1 and 2) 溫室氣體排放物總量(範圍1和2)	tCO ₂ e 噸二氧化碳當量	2,251.25
Intensity of total GHG emissions 溫室氣體排放物總量密度	tCO ₂ e/\$ million revenue ² 噸二氧化碳當量/百萬新加坡元收益 ²	53.60

Notes:

附註：

- GHG emission data is presented in terms of carbon dioxide equivalent and are based on, but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest released emission factors of Singapore's power grid basis, "Greenhouse Gas (GHG) Emissions Measurement and Reporting Guidelines — Appendix to Part II: Monitoring Plan" (Version 14 February 2018) issued by the National Environment Agency of Singapore, "How to prepare an ESG Report? — Appendix II: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, "Global Warming Potential Values" from the IPCC Fifth Assessment Report, 2014 (AR5).
- As at 31 December 2019, the Group recorded revenue of approximately S\$42.0 million. Unless specified otherwise, the data is also used for calculating other intensity data.

- 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、新加坡電網基準線最新發佈的排放因子、新加坡國家環境局發佈的《溫室氣體排放量測量與報告指南 — 第二部分附錄：監測計劃》(2018年2月14日版本)、聯交所發佈的《如何準備環境、社會及管治報告？— 附錄二：環境關鍵績效指標匯報指引》及2014年IPCC第五次評估報告(AR5)的《全球暖化潛能值》。
- 於2019年12月31日，本集團錄得收益約42.0百萬新加坡元。除另有指明者外，該數據亦用於計算其他密度數據。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group has adopted the following measures to mitigate the direct GHG emissions (Scope 1) in its operations:

- Appoint head chefs to supervise the staff to turn off gas stoves and water heaters when not in use;
- Clear and defrost unwanted materials and thick ice regularly from refrigerators;
- Install energy saving cooking facilities and equipment in the food centres; and
- Set up an area in each of its food establishments for qualified contractors to collect and disposed of used cooking oil and grease trap wastes.

Consumption of electricity is considered as the most significant source of energy indirect GHG emissions (Scope 2). To reduce energy consumption, the Group has implemented measures as stated in “Energy Consumption” of Aspect A2 below in order to enhance energy efficiency and minimise carbon footprint.

Sewage Discharge

During daily operation, the Group generates domestic sewage mainly in the course of food preparation and cleaning. The Group has rigorously monitored the disposal of sewage, and complied with relevant laws and regulations to meet local government sewage discharge standards. Since the Group’s sewage are discharged through the municipal sewage pipe network to the regional water purification plant, its sewage discharged amount is considered as the water consumption amount. Hence, the performance of sewage discharged will be disclosed in the section headed “Water Consumption” in Aspect A2.

本集團已採取下列措施減輕其營運中的直接溫室氣體排放量(範圍1)：

- 任命主廚監督員工在不使用時關閉燃氣灶及熱水器；
- 定期清理冰箱中的無用物料及厚冰塊並自冰箱取出解凍；
- 在美食中心安裝節能型烹飪設施及設備；及
- 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。

用電被認為是最主要的能源間接溫室氣體排放來源(範圍2)。為減少能源消耗，本集團已實施下文層面A2「能源消耗」中所述的措施，以提高能源效率並盡量減少碳足跡。

污水排放

於日常營運中，本集團主要在食品製備及清洗過程中產生生活污水。本集團嚴格監控污水的排放，並遵守相關法律法規，以符合地方政府的污水排放標準。由於本集團的污水通過市政污水管網排放至地區淨水廠，本集團的污水排放量被視為用水量。因此，污水排放情況將於層面A2「水源消耗」一節中披露。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Waste Management

Hazardous waste handling method

Due to the Group's business nature, it will not generate any hazardous waste during its operation. Yet, it has established guidelines in governing the management and disposal of hazardous wastes. In case there is any hazardous waste produced, it must engage a qualified chemical waste collector to handle such waste, which is complied with the relevant environmental regulations and rules.

Non-hazardous waste handling method

Food Waste

The Group's wastes mainly come from Food and Beverage Stalls, including non-hazardous wastes such as leftover. With the aim of minimising the environmental impacts from non-hazardous wastes generated from its business operations, the Group has implemented guidelines for food ordering and processing in the section headed Code of Practice in the Employee Handbook and training manual. The Group's employees are aware of food waste reduction and the relative concept. With the controls over food ordering and processing fully implemented, the Group is able to reduce food waste effectively and avoid excessive ingredients and dishes. In a long run, the Group will strive to streamline its Food and Beverage Stalls process and to use resources in the most efficient manner.

廢棄物管理

有害廢棄物處理方法

由於本集團的業務性質，其於營運過程中不會產生任何有害廢棄物。然而，本集團已制定管理及處置有害廢棄物的管治指引。倘若產生任何有害廢棄物，本集團須委聘合資格化學廢棄物收集商處理該等廢棄物，以遵守相關環境規例及規則。

無害廢棄物處理方法

廚餘

本集團的廢棄物主要來自餐飲檔位，包括剩飯殘渣等無害廢棄物。為最大限度地降低其業務營運產生的無害廢棄物對環境的影響，本集團推行僱員手冊及培訓手冊的慣例守則一節所載的食品訂購及處理指引。本集團的僱員明悉減少食物浪費及相關理念。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。長期而言，本集團將致力於簡化餐飲檔位流程，並按最有效的方式利用資源。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

On the other hand, paper printing in the head office is the main source of paper waste. 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. It has implemented the following procedures to encourage employees to share the responsibilities in waste management, minimise waste generations and promote recycling:

- Utilise electronic media for communication;
- Avoid single-use disposable items; and
- Place "Green Message" reminders in office and food centres.

With the above waste reduction initiatives, employees' awareness on waste management has been enhanced.

During the FY2019, the amount of non-hazardous waste generated and its intensity were as follows:

另一方面，總部的紙張打印是廢紙的主要來源。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。本集團實施下列程序以鼓勵僱員分擔廢棄物管理的責任、盡量減低廢棄物產量及促進循環利用：

- 使用電子媒體溝通；
- 避免使用一次性用品；及
- 在辦公室及美食中心張貼「環保訊息」提示。

透過上述減少廢棄物的舉措，僱員的廢棄物管理意識得以提高。

於2019財政年度，所產生的無害廢棄物數量及其密度如下：

Type of non-hazardous waste 無害廢棄物類別	Unit 單位	2019 2019年
Food waste 廚餘	tonnes 噸	12.62
Paper 紙張	tonnes 噸	0.50
Total non-hazardous waste 無害廢棄物總量	tonnes 噸	13.12
Intensity 密度	tonnes/S\$ million revenue 噸／百萬新加坡元收益	0.31

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

A2. Use of Resources

As a sustainability-oriented corporation, the Group's places great emphasis on environmental protection to the efficient use of energy and resources. The Group strives to optimise resource consumption and takes initiatives to introduce measures on promoting resource efficiency towards different stakeholders and adopt eco-friendly approaches in its operations.

Energy Consumption

Purchased gas for cooking (i.e. LPG and town gas) and purchased electricity are the major energy consumption of the Group. The Group aims to minimise environmental impacts in its operations by promoting energy saving with various energy-efficient measures and related policies. Employees are encouraged to execute the adopted policies and measures in energy consumption. Regular review is conducted on its energy objectives and targets to seek continuous improvement in the Group's energy performance.

Monthly monitoring on the usage of electricity, water and other resources is implemented. Unexpected high electricity consumption will be investigated to find out the root cause and preventive measures will be adopted. The Group has implemented the following measures to reduce energy consumption:

- Turn off gas stoves and water heaters when not in use;
- Switch off idle lightings during non-office hours;
- Open air-conditioners at suitable temperature around 24 degree Celsius; and
- Install LED lightings in office.

A2. 資源使用

作為一家以可持續發展為導向的公司，本集團十分重視環境保護，以有效利用能源及資源。本集團致力於優化資源消耗，並針對不同持份者主動採取措施提高資源效率，於營運中採用環保做法。

能源消耗

外購烹飪用燃氣(即液化石油氣及煤氣)及外購電力為本集團的主要能源消耗。本集團旨在通過多項節能措施和相關政策來促進節能，從而盡量降低營運的環境影響。本集團鼓勵僱員執行已採納的能源消耗方針及措施。本集團定期檢討能源目標及指標，以尋求本集團能源績效的持續提升。

本集團每月監測水電及其他資源的使用情況。如出現意外電力高消耗，將對該等情況作出調查，尋找根本原因並採取預防措施。本集團已實施以下措施減少能源消耗：

- 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；
- 將空調開設至24攝氏度左右的適當溫度；及
- 在辦公室安裝LED照明設備。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

During FY2019, the energy consumption of the Group and its intensity were as follows:

於2019財政年度，本集團的能源消耗及其密度如下：

Type of energy 能源類型	Unit 單位	2019 2019年
Electricity 電力	MWh 兆瓦時	4,173.72
LPG 液化石油氣	MWh 兆瓦時	1,952.11
Town gas 煤氣	MWh 兆瓦時	94.11
Petrol 汽油	MWh 兆瓦時	85.40
Charcoal 木炭	MWh 兆瓦時	39.07
Diesel 柴油	MWh 兆瓦時	23.69
Total energy consumption 能源消耗總量	MWh 兆瓦時	6,368.10
Intensity 密度	MWh/S\$ million revenue 兆瓦時／百萬新加坡元收益	151.62

Water Consumption

水源消耗

Water consumption of the Group is mainly for daily operation, including food washing, cooking and kitchen utensils cleaning. To encourage water conservation, the Group has identified water saving initiatives and has adopted water-saving production methods and equipment to reduce water consumed. It has also assigned its head chefs and outlet managers 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 repair any defective component. The Group is fully licensed prior to establishing the Food and Beverage Stalls. It has been strengthening its waste water practice and programmes to align with the Group's sustainability management approach.

本集團的水源消耗主要於日常營運中產生，包括清洗食品、烹調及清洗廚房用具。為鼓勵節水，本集團已確定節水措施，並已採納節水生產方式及設備以減少用水。本集團亦已指派主廚及店舖經理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件。本集團開設餐飲檔位前已獲全面許可。本集團一直強化廢水處理慣例及規劃以符合本集團可持續管理方法。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

To increase water efficiency, the Group has implemented the following measures:

- Reduce water pressure to the lowest practicable level; and
- Fix dripping taps to avoid further leakage and wastage.

Through the above measures, the Group has enhanced employees' awareness on water efficiency.

During FY2019, the water consumption of the Group and its intensity were as follows:

Water consumption 水源消耗	Unit 單位	2019 2019年
Freshwater 淡水	m ³ 立方米	135,939
Intensity 密度	m ³ /S\$ million revenue 立方米／百萬新加坡元收益	3,236.64

Due to its operating locations, the Group has not identified any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.

為提高用水效率，本集團已實施以下措施：

- 將水壓降低至最低可行水平；及
- 修理滴水的水龍頭，以避免進一步洩漏及浪費。

透過以上措施，本集團提高了僱員的節水意識。

於2019財政年度，本集團的用水及其密度如下：

由於其營運位置，本集團並無發現在求取適用水源上的任何問題，並已實現用水效益計劃及成果。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Use of Packaging Materials

As the Group's main business is food and beverage, one of the main services provided to customers includes take-away. Plastic wraps and containers are major packing materials used in its business operation. To minimise the usage of the packing materials, the Group has set out guidelines for staff to use packing materials reasonably.

During FY2019, the packaging materials consumption of the Group and its intensity were as follows:

包裝材料使用

由於本集團的主要業務為餐飲，故向客戶提供的其中一項主要服務包括外賣。塑料保鮮膜及容器為其業務營運所用的主要包裝材料。為盡量減少包裝材料的使用，本集團已為員工合理使用包裝材料制定指引。

於2019財政年度，本集團的包裝材料消耗及其密度如下：

Indicator 指標	Unit 單位	2019 2019年
Packing materials 包裝材料	tonnes 噸	66
Intensity 密度	tonnes/S\$ million revenue 噸／百萬新加坡元收益	1.57

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

A3. The Environment and Natural Resources

As an on-going commitment to corporate sustainability, the Group recognises the importance in minimising the potential negative environmental impacts of its business operations and maximising the resource efficiency and waste management. The Group regards environmental protection as part of the Group's business goals and strategy, and strives to raise awareness on environmental issues at work and in life among staff through education and training, and encourages employees' engagement in improving the Group's environmental performance. The Group regularly assesses the environmental impacts of its businesses, supports community activities in relation to environmental protection and sustainability. It is also devoted to achieving sustainable development for generating long-term values to the community and its stakeholders.

Sustainable Ingredients

In addition, the Group is aware of the influence of the selection of food source brought to sustainability. There is rising concerns of the selection of sustainable food source in society. As a responsible corporation to protect the environment and promote sustainability, it does not serve any endangered animal in its dishes, such as shark fins.

A3. 環境及天然資源

作為對企業可持續發展的持續承諾，本集團深知盡量減低業務營運對環境的潛在負面影響並最大化資源使用效率及增強廢棄物管理能力的重要性。本集團將環保視為業務目標及策略的一部分，透過教育及培訓致力提升全體員工對工作及生活環境問題的意識，並鼓勵員工參與提升本集團的環境績效。本集團定期評估其業務的環境影響，支持有關環境保護與可持續發展的社區活動。本集團亦致力於實現可持續發展，為社區及持份者創造長期價值。

可持續食材

此外，本集團深明選擇食物來源對可持續發展所帶來的影響。社會各界愈來愈注重選擇可持續的食物來源。作為一家致力保護環境及促進可持續發展的負責任企業，本集團不會提供以任何瀕危動物烹製的菜餚（例如魚翅）。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B. SOCIAL

B1. Employment

Employment and Labour Practices

Human talents are the foundation for the Group's continuous development. Therefore, employment policies relevant to health, safety and welfare were established to present the Group's responsibility towards employees. The Group is strictly in compliance with various legislative law and regulations, and also seek to implement higher health and safety standards throughout the Group.

During FY2019, the Group was not aware of any material non-compliance with employment related laws and regulations in Singapore, including but not limited to the "Employment Act" of Singapore that would have a significant impact on the Group.

Remuneration and Dismissal

To attract and retain talents, the Group strives to provide an equal working environment for its employees. The Group has developed a set of sound employment rules and regulations and made clear provisions of the rights and obligations imposed on the employees in the Employee Handbook.

The Group highly appreciates the contributions of employees to its development hence developed a comprehensive remuneration package for employees. The Employee Handbook clearly states the welfare that the employees are entitled to, such as daily working hours and annual leave benefits. In addition to offering competitive remuneration packages to employees, discretionary bonuses and share options may also be granted to realise the full potential of employees based on individual performance. A long-service award is set up to appreciate employees who worked for the Group over 5 and 10 years.

B. 社會

B1. 僱傭

僱傭及勞工常規

人才是本集團持續發展的基礎。因此，本集團已制定健康、安全及福利相關僱傭政策，以體現本集團對僱員的責任。本集團嚴格遵守各項法律法規，並尋求於本集團內貫徹更高的健康及安全標準。

於2019財政年度，本集團並不知悉任何嚴重違反新加坡僱傭相關法律法規(包括但不限於新加坡的《僱傭法令》)，而對本集團造成重大影響的情況。

薪酬及解僱

為吸引及挽留人才，本集團致力為僱員提供平等的工作環境。本集團已制定一套完善的僱傭規則及規例，並在僱員手冊中明確規定向僱員施加的權利及義務。

本集團高度肯定僱員對其發展的貢獻，故而為僱員制定了全面的薪酬待遇。僱員手冊明確說明僱員有權享有的福利，例如每日工作時數及年假福利。除為僱員提供具競爭力的薪酬待遇外，本集團亦可能根據個人表現授予酌情花紅及購股權，以充分發揮僱員的潛力。本集團設立長期服務獎，表彰為本集團效力超過5年及10年的僱員。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Moreover, the Group is aware of the importance of education and the potential financial burden posed to parents. Thus, it has set up the Fu Chan Education Fund for employees who attain the basic requirements to apply for in order to minimise their financial burdens. During FY2019, 22 employees received financial support from Fu Chan Education Fund to support their children in education.

In the case of dismissal for misconduct or contravention of the express or implied terms and conditions of employment, the Group does not tolerate the dismissal of employees under any unreasonable basis. The dismissal process will only be carried out on a reasonable basis, and dismissal will be notified in writing when the employee has persistently committed the offence and has not improved after giving warnings.

Recruitment and Promotion

The Group adheres to the principles of openness and fairness when recruiting and considers candidates based on their merits instead of age, gender and ethnic backgrounds. Candidates are assessed based on their suitability for the position and potential to fulfil the Group's current and future needs.

The Group offers promotion and development opportunities that is equally applied to all employees. Through an open and fair assessment system, eligible employees are offered the opportunity for promotion to develop their career and stimulate good performance that can as well benefit the Group. Staff performance review will be carried out regularly to ensure that all employees can be recognised by the Group with respect to their efforts and contributions.

此外，本集團深知教育的重要性及對家長帶來的潛在財務負擔。因此，本集團已為達到基本要求的申請僱員設立富城教育基金，以最大限度地減輕其財務負擔。於2019財政年度，本集團22名僱員受惠於富城教育基金的資助支持其子女的教育。

至於因失當行為或違反明示或暗示條款及僱傭條件的解僱，本集團絕不容許以不合理的依據解僱員工。解僱過程只會在合理基礎上進行，倘在發出警告後僱員持續犯錯且並無改進，本集團將會以書面通知解僱。

招聘及晉升

本集團於招聘時堅持公開公正的原則，並基於候選人的優點而非年齡、性別及種族背景進行考慮。本集團根據候選人對職位的合適性及潛力對其進行評估，以滿足本集團現時及未來的需求。

本集團提供晉升及發展機會，全體僱員機會均等。透過公開公正的評估系統，合資格僱員可獲得晉升機會，以發展其職業及激發良好表現，亦可使本集團受益。本集團將定期進行員工績效考核，以確保全體僱員的努力及貢獻均得到本集團認可。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Diversity, Equal Opportunity and Anti-discrimination

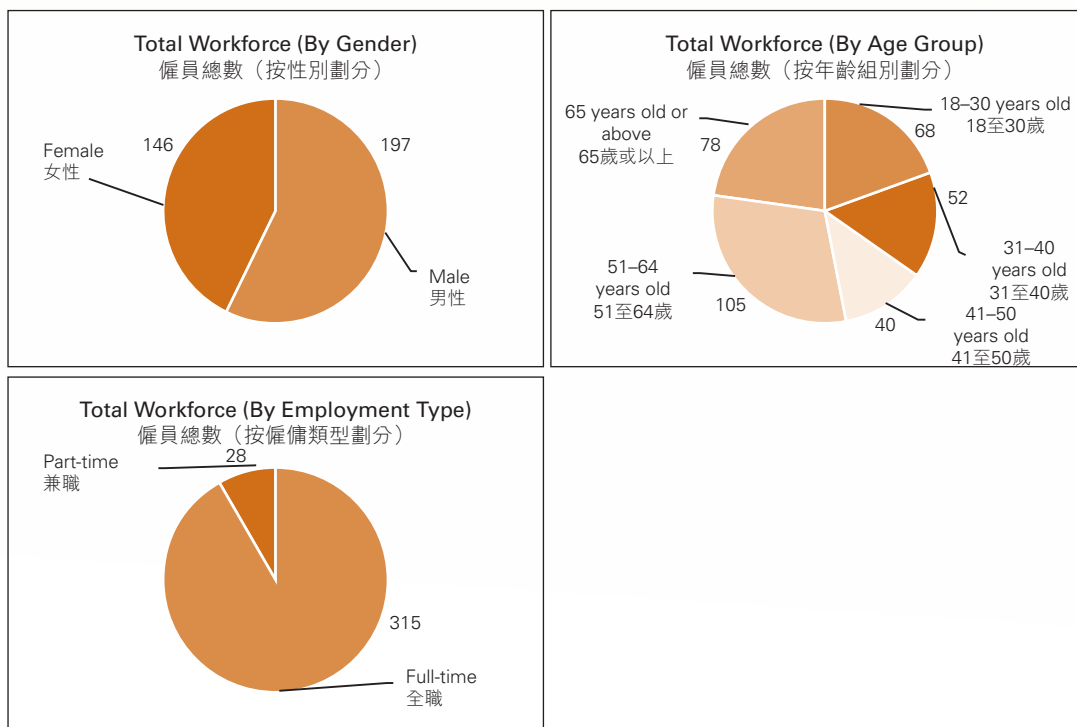
The Group appreciates the importance of cultural diversity and is committed to provide an inclusive and collaborative work environment that is free from discrimination, physical or verbal harassment against any individual on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status and sexual orientation. The Group seeks to establish necessary procedures to ensure all candidates are treated equally and the employment is in compliance with the relevant laws and regulations.

The following graphs show details of employees as at 31 December 2019:

多元化、平等機會及反歧視

本集團深明文化多元性的重要性，致力於提供包容及協作的工作環境，任何個人不受基於種族、宗教、膚色、性別、身體或精神殘疾、年齡、出生地、婚姻狀況及性取向的歧視、身體或口頭騷擾。本集團致力確立必要的程序，以確保所有候選人獲得公平對待及僱傭符合相關法律法規。

下圖列示於2019年12月31日的僱員詳情：



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B2. Health and Safety

Health and safety of employees in the working environment is always the utmost concern of the Group. To ensure a safe workplace for its employees, the Group has established safety policies and guidelines which set out the safety procedures and promote safety at work sites stipulated by the relevant laws and regulations. The Group is dedicated to provide a safe working environment and will continue to invest in resources and devote efforts to reduce the risks involved in health and safety.

During FY2019, the Group was not aware of any material non-compliance with health and safety-related laws and regulations in Singapore, including but not limited to “Workplace Safety and Health Act” of Singapore, that would have a significant impact on the Group.

Health and Safety

Reinforcing employees’ safety awareness is of crucial importance to the Group. All newly hired operational workers are compulsory to participate in the training on occupational safety and health hazards during the orientation. To encourage and support newly joined employees, training buddies are assigned to them to ensure they are able to adapt to the new working environment smoothly and follow safety measures. The Group has also purchased insurance covering the basic security package.

The measures for fire emergency occurring in certain buildings or installations are also regulated in the safety policies and guidelines to assist employees in taking sensible immediate action should fire accidents occur.

B2. 健康與安全

僱員在工作環境中的健康與安全一直是本集團最為關注的事宜。為確保僱員安全的工作環境，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。本集團致力於提供安全的工作環境，並將繼續投入資源及盡力降低健康與安全所涉及的風險。

於2019財政年度，本集團並不知悉任何嚴重違反新加坡健康與安全相關法律法規（包括但不限於新加坡的《職場安全與健康法案》），而對本集團造成重大影響的情況。

健康與安全

加強僱員的安全意識對本集團至關重要。所有新僱用的作業人員在任職期間均強制參加有關職業安全與健康風險的培訓。為鼓勵及支持新加入僱員，我們會向其指派培訓專員以確保彼等能夠順利適應新的工作環境及遵守安全措施。本集團亦已投購覆蓋基本保障的保險。

針對於若干樓宇或設施中發生火災緊急情況的措施亦在安全政策及指引中作出規定，以協助僱員在發生火災事故時立即採取明智的行動。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B3. Development and Training

The Group recognises the valuable contribution of its talents for the sustainable growth of its business. Nurturing talents and polishing the skills of its human capital is crucial in striving for excellence. It is committed to inspiring its 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. This is achieved through the development of training strategies that focus on creating values and serving the needs of its customers, its talents and society.

Development and Training

The Group understands the importance of keeping its employees abreast of the new working environment, job requirements as well as all other safety and environmental conservation practices at the work place. Hence apart from on-the-job training, the Group also provides trainings that are offered by professional training institutions or experts for its employees.

To ensure its employees have solid knowledge about correct equipment utilisation and temperature control of potential hazardous foods, the Group has provided trainings on food safety and hygiene training on proper temperature regulation of food and dish ingredients, factors contributing to outbreaks of foodborne illnesses and practices to maintain good personal hygiene. The Group engages National Environment Agency (“NEA”) and SkillsFuture Singapore (“SSG”) Approved Food Hygiene Training Provider to conduct these training courses 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. 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.

B3. 發展及培訓

本集團深明人才對業務的可持續發展所作寶貴貢獻。培養人才及提升人力資本技能對追求卓越至關重要。本集團致力於激勵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。此乃透過發展專注於創造價值及服務客戶、人才及社會需求的培訓策略而達致。

發展及培訓

本集團明白使僱員熟悉新工作環境、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的重要性。因此，除在職培訓外，本集團亦為僱員提供由專業培訓機構或專家作出的培訓。

為確保僱員牢固掌握有關正確設備使用及潛在有害食品溫度控制的知識，本集團已提供食品安全及衛生培訓，內容有關食品及菜餚原料的適當溫度管理、爆發食源性疾病的影響因素及維持良好個人衛生的措施。本集團委聘新加坡國家環境局(「NEA」)及新加坡未來技能局(SkillsFuture Singapore, 「SSG」)批准的食品衛生培訓員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。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。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B4. Labour Standards

Child and forced labour are strictly prohibited during recruitment as defined by laws and regulations. The Group is committed to eliminating all forms of forced labour and supporting the effective abolition of child labour. The Group is fully in compliance with the relevant laws and regulations related to prevention of child labour and forced labour.

Prevention of Child and Forced Labour

The Group has established a complete recruitment process to examine candidates' background and official reporting procedures to handle any exception. The Human Resources Department of the Group collects personal data during the employment process and verifies identity documents of the suitable candidate to prevent recruitment of child labour. To prevent forced labour, working hours are clearly specified in related documents.

During FY2019, the Group was not aware of any material non-compliance with child and forced labour-related laws and regulations in Singapore, including but not limited to "Employment Act" of Singapore that would have a significant impact on the Group.

B4. 勞工準則

本集團在招聘過程中根據法律法規嚴格禁止童工及強制勞工。本集團致力於消除一切形式的強制勞工並支持有效廢除童工。本集團全面遵守防止童工及強制勞工的相關法律法規。

防止童工及強制勞工

本集團已建立檢查候選人背景的完整招聘流程及處理任何例外情況的正式報告程序。本集團人力資源部會於僱傭過程中收集個人資料，核實合適候選人的身份證明文件以防止招聘童工。為防止強制勞工，有關文件中清楚列明工作時數。

於2019財政年度，本集團並不知悉任何嚴重違反新加坡童工及強制勞工相關法律法規（包括但不限於新加坡的《僱傭法令》），而對本集團造成重大影響的情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B5. Supply Chain Management

Supply Chain Management

The Group highly values its relationship with suppliers and places heavy emphasis on the management of potential environment and social risks in supply chain. Hence the Group has established the principle of ethical business conduct that all supply chain partners are required to uphold. Meetings with food suppliers and other service providers on a regular basis are set out to ensure the provision of quality dining service to customers. Food and Beverage 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.

All suppliers are evaluated carefully and subjected to regular monitoring and assessment to ensure 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. The head chefs are responsible to check and inspect the purchased ingredients and food items before using in the stall. The Group diversifies the source of key ingredients suppliers to ensure a continuous supply chain regardless of emergency cases. In case of non-conformity, the Group will return the ingredients and food items back to suppliers.

B5. 供應鏈管理

供應鏈管理

本集團高度重視與供應商的關係，並極為注重對供應鏈中潛在環境及社會風險的管理。因此，本集團已制定所有供應鏈合作夥伴均須秉承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。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餐飲供應商。

所有供應商均經過仔細評估並須進行定期監察及評估，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。主廚負責在檔位使用前檢查及檢測所購食材及食品。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。如有任何不合規情況，本集團會將該等食材及食品退回至供應商。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

B6. Product Responsibility

Being in the Food and Beverage industry, the Group values the quality and safety of its food products and aim to fulfill customers' need and expectations. Through maintaining efficient internal control process, monitoring its policies and procedures and delivering excellent customer services, the Group is committed to improving food quality and services and satisfying its customers' expectations.

During FY2019, the Group was not aware of any incidents of non-compliance with laws and regulations in Singapore, including but not limited to the "Sales of Food Act" and "Personal Data Protection Act" ("PDPA") of Singapore, that have a significant impact on the Group, concerning advertising, labelling and privacy matters relating to products and services provided and methods of redress.

Food Safety and Quality

The Group recognises the importance of achieving and maintaining high food quality standard to the sustainable growth of the Group. It is its responsibility to ensure that the food ingredients are safe, fresh and of good quality upon delivery, in storage and during processing. All suppliers are evaluated carefully before selection, and it maintains good relationship only with qualified suppliers.

To further enhance the quality and safety of food products, the Group continuously improves its food ingredients procurement as well as the food production process. The Group attaches great emphasis on quality management to maintain high product quality. Apart from performing regular identification of hazards, the Group also establishes critical control points and timely implements effective control and monitoring measures.

B6. 產品責任

由於處於餐飲行業，本集團重視食品的質量及安全，並力爭滿足客戶的需求及期望。透過維持有效的內部控制流程、監察其政策及程序並提供優質的客戶服務，本集團致力於改善食品質量及服務並滿足客戶的期望。

於2019財政年度，本集團並不知悉任何嚴重違反新加坡有關所提供產品及服務及補救方法的相關廣告、標籤及私隱事項的法律法規（包括但不限於新加坡的《食品銷售法》及《個人資料保障法》（「PDPA」），而對本集團造成重大影響的情況。

食品安全及質量

本集團深知達致及維持高食品質量標準對本集團可持續發展的重要性。本集團負責確保食材在運輸、儲存及加工過程中為安全、新鮮及優質。本集團在選擇供應商前對其進行仔細評估，並僅與合資格供應商維持良好關係。

為進一步提升食品的質量及安全，本集團持續改善食材採購程序及食品生產流程。本集團十分重視質量管理，以維持優良的產品質量。除進行定期危害識別外，本集團亦確定關鍵控制點並及時實施有效控制及監察措施。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group appoints head chefs and supervisors to monitor quality at each of the food establishments. Their responsibilities include inspecting the food and beverage supplies and ingredients, overseeing the food preparation process and monitoring the dining environment and kitchen area. Each of the food establishments are cleaned and sanitised by the Group's operational workers in accordance with the policies and procedures.

Customer Services and Privacy Protection

To drive the Group's continuous improvement, it has established multiple feedback channels, including email and fax, to facilitate communication with customers and to satisfy customers' needs. The Group has also implemented a set of procedures to handle customers' complaints. Complaints received will be further handled by relevant department and action plans will be in place promptly to address the identified issues.

The Group takes serious protection of its customers' confidential information. The policies listed in the Employee Handbook have been established in accordance with the PDPA. It seeks to protect the customers' information by employing data security measures such as firewalls and anti-virus software, etc. The Group's employees are prohibited to use the personal information of its clients for purposes not related to the business context, no matter during employment or after termination of employment.

Protection of Intellectual Property ("IP") Rights

The Group believes its brand and IP rights are critical to the success of the Group. As at 31 December 2019, the Group had registered 3 trademarks of the Company logo in Singapore for the operation of Food and Beverage Stalls and 1 domain name. For any infringement of its IP, the Group will urge infringers to cease such action. The Human Resources Department of the Group will take further action if infringement continues.

本集團委派主廚及督導員監察各食肆的質量控制。彼等的責任包括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。

客戶服務及私隱保護

為推動本集團的持續改進，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需要。本集團亦已實施一套處理客戶投訴的程序。所收到的投訴將由相關部門進一步處理，並將及時制定行動計劃以解決已發現的問題。

本集團嚴格保護客戶的機密資料。僱員手冊所列政策乃根據PDPA制定。本集團力求通過採用防火牆及防毒軟件等數據安全措施來保護客戶資料。無論於僱傭期間或於終止僱傭後，本集團僱員概不得將客戶的個人資料用於與業務情況無關的目的。

保護知識產權(「知識產權」)

本集團相信，其品牌及知識產權對本集團的成功至關重要。於2019年12月31日，本集團已在新加坡就經營餐飲檔位註冊3個本公司標誌的商標及1個域名。對於任何侵犯其知識產權的行為，本集團將敦促侵權者停止此類行為。如若發現侵權仍在繼續，本集團人力資源部將採取進一步行動。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Responsible Marketing

The Group prohibits the advertisements to disclose descriptions, claims or illustrations that are not true. By complying relevant legislations, the Group organises promotion campaigns and creates advertising materials to ensure they are reliable, reasonable, and not containing any deceitful detail or element when generating advertisements in order to protect consumers' interests, rights and benefits.

B7. Anti-corruption

Anti-corruption

The Group believes that integrity and credibility of employees are vital to the Group's sustainable development. The Group has zero toleration on any corruption, fraud and other behaviour violating work ethics. It values and upholds integrity, honesty and fairness in the way it conducts businesses.

To achieve and maintain highest ethical standards, the Group has established the Code of Practice (the "Code") in compliance with related laws and regulations to serve as the general guideline in conducting business operations. The principles stated in the Code highlight that all directors, officers and employees must observe all anti-corruption laws, rules and regulations that are relevant to the Group.

During FY2019, the Group was not aware of any material non-compliance with the relevant laws and regulations of bribery, extortion, fraud and money laundering in Singapore, including but not limited to the "Prevention of Corruption Act" of Singapore.

負責任的市場營銷

本集團禁止廣告披露不實的描述、聲稱或說明。本集團遵循相關法律組織推廣活動及製作廣告材料，以確保其屬可靠合理，且於製作廣告時不包含任何欺騙性的細節或成分，以保護消費者權益、權利及利益。

B7. 反貪污

反貪污

本集團相信，僱員的誠信及信譽對本集團的可持續發展至關重要。本集團對任何腐敗、欺詐及其他違反職業道德的行為均零容忍。本集團重視並堅持誠信、誠實及公平來開展業務。

為達致及維持最高道德標準，本集團已根據相關法律法規制定慣例守則(「守則」)，為開展業務運營提供一般指引。守則所載原則強調全體董事、高級職員及僱員須遵守所有與本集團相關的反貪污法律、規則及法規。

於2019財政年度，本集團並不知悉任何嚴重違反新加坡的賄賂、勒索、詐騙及洗錢相關法律法規(包括但不限於新加坡的《反貪污法》)的情況。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Grievance Channel

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 behaviour of bribery or misconduct. A grievance channel is well-developed.

申訴渠道

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，因此申訴渠道得到良好發展。

B8. Community Investment

Community Investment

The Group believes that returning society through social participation and contribution is a form of showing corporate citizenship. It also sees the potential to nurture corporate culture and inspire its employees towards social concerns in the daily work life. By participating in activities that contributes to the community, it can enhance the civic awareness of its employees and establish correct values for them.

The Group participates in various community activities to help the needy in society. For example, it has arranged monthly events to help elders in Asian Women's Welfare Association ("AWWA"). The Group is committed to developing long-term relationships with the stakeholders and sustain its corporate social responsibility as a part of the strategic development of the Group.

B8. 社區投資

社區投資

本集團認為通過社會參與及貢獻回報社會是一種展現企業公民身份的形式。本集團亦發現在日常工作生活中培養企業文化及激勵僱員解決社會問題的潛力。通過參加對社區有貢獻的活動，本集團可以增強僱員的公民意識，並使彼等樹立正確的價值觀。

本集團參與各種社區活動，以幫助社會上有需要的人。例如，本集團已安排每月幫助亞洲婦女福利協會（「AWWA」）長者的活動。作為本集團策略發展的一部分，本集團致力與持份者建立長期關係及維持其企業社會責任。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE OF HONG KONG LIMITED

香港聯合交易所有限公司的《環境、社會及管治報告指引》內容索引表

Subject Areas, Aspects,

General Disclosures and KPIs

主要範疇、層面、一般披露
及關鍵績效指標

Description

描述

Section/Declaration

章節／聲明

Aspect A1: Emissions

層面 A1：排放物

General Disclosure

Information on:

Emissions

- (a) the policies; and
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

一般披露

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

- (a) 政策；及
- (b) 遵守對發行人有重大影響的相關法律及規例的資料。

排放物

KPI A1.1 (“**comply or explain**”)

The types of emissions and respective emissions data.

Emissions — Emissions; Exhaust Gas Emissions; GHG Emissions; Sewage Discharge; Waste Management

關鍵績效指標A1.1(「**不遵守就解釋**」) 排放物種類及相關排放數據。

排放物 — 排放物；廢氣排放；溫室氣體排放；污水排放；廢棄物管理

KPI A1.2 (“**comply or explain**”)

GHG emissions in total (in tonnes) and intensity.

Emissions — GHG Emissions

關鍵績效指標A1.2(「**不遵守就解釋**」) 溫室氣體總排放量(以噸計算)及密度。

排放物 — 溫室氣體排放

KPI A1.3 (“**comply or explain**”)

Total hazardous waste produced (in tonnes) and intensity.

Emissions — Waste Management (Not applicable — Explained)

關鍵績效指標A1.3(「**不遵守就解釋**」) 所產生有害廢棄物總量(以噸計算)及密度。

排放物 — 廢棄物管理(不適用 — 已解釋)

KPI A1.4 (“**comply or explain**”)

Total non-hazardous waste produced (in tonnes) and intensity.

Emissions — Waste Management

關鍵績效指標A1.4(「**不遵守就解釋**」) 所產生無害廢棄物總量(以噸計算)及密度。

排放物 — 廢棄物管理

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI A1.5 ("comply or explain") 關鍵績效指標A1.5(「不遵守就解釋」)	Description of reduction initiatives and results achieved. 描述減低排放量的措施及所得成果。	Emissions — Emissions; Exhaust Gas Emissions; GHG Emissions 排放物 — 排放物；廢氣排放；溫室氣體排放
KPI A1.6 ("comply or explain") 關鍵績效指標A1.6(「不遵守就解釋」)	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低排放量的措施及所得成果。	Emissions — Waste Management 排放物 — 廢棄物管理
Aspect A2: Use of Resources		
層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 ("comply or explain") 關鍵績效指標A2.1(「不遵守就解釋」)	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	Use of Resources — Energy Consumption 資源使用 — 能源消耗
KPI A2.2 ("comply or explain") 關鍵績效指標A2.2(「不遵守就解釋」)	Water consumption in total and intensity. 總耗水量及密度。	Use of Resources — Water Consumption 資源使用 — 水源消耗
KPI A2.3 ("comply or explain") 關鍵績效指標A2.3(「不遵守就解釋」)	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resources — Energy Consumption 資源使用 — 能源消耗
KPI A2.4 ("comply or explain") 關鍵績效指標A2.4(「不遵守就解釋」)	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	Use of Resources — Water Consumption 資源使用 — 水源消耗

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI A2.5 (“ comply or explain ”)	Total packaging material used for finished products (in tonnes) and with reference to per unit produced.	Use of Resources — Use of Packaging Materials
關鍵績效指標A2.5(「 不遵守就解釋 」)	製成品所用包裝材料的總量(以噸計算)及每生產單位佔量。	資源使用 — 包裝材料使用
Aspect A3: The Environment and Natural Resources		
層面 A3：環境及天然資源		
General Disclosure	Policies on minimising the issuer’s significant impact on the environment and natural resources.	The Environment and Natural Resources
一般披露	減低發行人對環境及天然資源造成重大影響的政策。	環境及天然資源
KPI A3.1 (“ comply or explain ”)	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources — Sustainable Ingredients
關鍵績效指標A3.1(「 不遵守就解釋 」)	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境及天然資源 — 可持續食材
Aspect B1: Employment		
層面 B1：僱傭		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
一般披露	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	僱傭

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Employment
關鍵績效指標 B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	僱傭
Aspect B2: Health and Safety		
層面 B2：健康與安全		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
一般披露	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	健康與安全
Aspect B3: Development and Training		
層面 B3：發展及培訓		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	發展及培訓

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B4: Labour Standards 層面 B4：勞工準則		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	勞工準則
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理
Aspect B6: Product Responsibility 層面 B6：產品責任		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品責任

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露 及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B7: Anti-corruption		
層面 B7：反貪污		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	反貪污
Aspect B8: Community Investment		
層面 B8：社區投資		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
一般披露	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	社區投資

Independent Auditors' Report

獨立核數師報告



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TO THE SHAREHOLDERS OF K2 F&B HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

致 K2 F&B HOLDINGS LIMITED

股東

(於開曼群島註冊成立之有限公司)

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 111 to 223, which comprise the consolidated statement of financial position as at 31 December 2019, 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 2019, 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.

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.

意見

吾等已審核載於第111至223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2019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2019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。

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。

Independent Auditors' Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS

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

Key audit matter 關鍵審計事項

Valuation of investment properties 投資物業估值

We identified the valuation of investment properties as a key audit matter due to the inherent level of complex and subjective judgements and estimates required in determining the fair values.

吾等識別投資物業估值作為關鍵審計事項，原因是釐定公平值本身的複雜程度，並需作出主觀判斷及估計。

The Group's investment properties portfolio comprises food courts located in Singapore and is stated at fair value of approximately S\$104,300,000, accounting for approximately 81.1% of the Group's total assets as at 31 December 2019 with a fair value gain on investment properties of approximately S\$5,149,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended as disclosed in note 16 to the consolidated financial statements.

貴集團的投資物業組合包括位於新加坡的美食廣場，乃按公平值約104,300,000新加坡元列賬，佔貴集團於2019年12月31日的總資產約81.1%，投資物業公平值收益約5,149,000新加坡元已於截至該日止年度的綜合損益及其他全面收益表內確認（見綜合財務報表附註16）。

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。

How our audit addressed the key audit matter 吾等審核如何處理關鍵審計事項

Our procedures in relation to the valuation of investment properties included:
吾等對投資物業估值進行的程序包括：

- Evaluating the competence, capabilities, and objectivity of the Valuer and obtaining an understanding of the Valuer's scope of work and their terms of engagement;
- 評估估值師的權能、能力及客觀性，並了解估值師的工作範圍及委聘條款；
- Evaluating the appropriateness of the Valuer's valuation approaches to assess if they meet the requirements of the IFRSs and industry norms;
- 評估估值師之估值方式是否適當，以評估其是否符合國際財務報告準則及行業慣例的規定；

Independent Auditors' Report (Continued)

獨立核數師報告(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

Valuation of investment properties (Continued) 投資物業估值(續)

The Group's investment properties are measured using the fair value model based on a valuation performed by an independent qualified professional valuer (the "Valuer"). As disclosed in notes 5 and 16 to the consolidated financial statements, in determining the fair values of the Group's completed investment properties, the Valuer has applied comparable sales method, as appropriate, for respective properties, which involves, inter-alia, certain estimates, including appropriate capitalisation rates, reversionary rental value and market transactions of comparable properties.

貴集團的投資物業乃根據獨立合資格專業估值師(「估值師」)進行的估值，採用公平值模式計量。誠如綜合財務報表附註5及16所披露，於釐定 貴集團已落成投資物業之公平值時，估值師已按各物業適用的情況應用可比較銷售法，當中涉及(其中包括)適當資本化比率、復歸租值及可比較物業之市場交易(視適用情況而定)之若干估計。

- Challenging the reasonableness of the key assumptions and appropriateness of valuation models applied based on available market data and our knowledge of the property industry and whether the assumptions and methodologies are consistent with those used in prior year;
- 根據所得市場數據及吾等對物業行業的認識，挑戰主要假設的合理性及所應用估值模型的適當性，以及有關假設及方法是否與過往年度所用者相符；
- Assessing the reasonableness of key inputs used in the valuation, on a sample basis, by checking to the publicly available information on comparable market transactions, comparing rental income, terms of existing leases to the existing lease summary of the Group and evaluating whether capitalisation rates adopted are comparable to market; and
- 透過檢查公開可得的可比較市場交易資料，將租金收入及現有租賃條款與 貴集團現有租賃概要作比較，以及評估所採用的資本化比率是否與市場相若，抽樣評估估值時使用的主要數據輸入是否合理；及
- Checking arithmetical accuracy of calculations.
- 檢查算術計算是否準確無誤。

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 (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(「**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)

核數師就審計綜合財務報表承擔的責任(續)

- 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.
- 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。

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.

除其他事項外，吾等與審核委員會溝通了(其中包括)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。

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.

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, 27 March 2020

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，吾等釐定對本期綜合財務報表的審計最為重要的事項，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該等事項，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，2020年3月27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 2019 截至2019年12月31日止年度

		Notes	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Revenue	收益	7	42,004	44,995
Fair value gain of investment properties	投資物業公平值收益	16	5,149	2,050
Other income, gains and losses, net	其他收入、收益及虧損淨額	8	194	202
Cost of inventories consumed	所消耗存貨成本		(16,469)	(17,179)
Staff costs	員工成本	10	(11,741)	(11,517)
Property rentals and related expenses	物業租金及相關開支		(4,304)	(6,226)
Management, cleaning and utilities expenses	管理、清潔及公用事業開支		(1,761)	(1,732)
Depreciation on property, plant and equipment	物業、廠房及設備折舊	17	(381)	(367)
Depreciation on right-of-use assets	使用權資產折舊	18	(1,020)	–
Listing expenses	上市開支	10	(2,125)	(2,265)
Other operating expenses	其他經營開支		(2,707)	(2,363)
Finance costs	財務成本	9	(1,378)	(1,228)
Profit before taxation	除稅前溢利	10	5,461	4,370
Taxation	稅項	13	(303)	(371)
Profit for the year	年度溢利		5,158	3,999
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	年度溢利及全面收入總額		5,158	3,999
Earnings per share	每股盈利			
Basic and diluted (in Singapore cents)	基本及攤薄(新加坡仙)	15	0.67	0.67

The accompanying notes from 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。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2019 於2019年12月31日

		Notes	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Non-current assets	非流動資產			
Investment properties	投資物業	16	104,300	83,650
Property, plant and equipment	物業、廠房及設備	17	6,747	2,118
Right-of-use assets	使用權資產	18	1,619	–
Deposits paid	已付押金	21	320	225
			112,986	85,993
Current assets	流動資產			
Inventories	存貨	19	152	161
Trade and other receivables	貿易及其他應收款項	20	1,064	532
Prepayments and deposits paid	預付款項及已付押金	21	1,979	3,243
Other financial assets	其他金融資產	22	676	664
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	11,688	4,911
			15,574	9,526
Current liabilities	流動負債			
Trade payables	貿易應付款項	24	2,464	2,766
Accruals, other payables and deposits received	應計費用、其他應付款項及已收押金	25	2,752	3,533
Borrowings	借款	26	3,535	6,458
Lease liabilities	租賃負債	27	1,072	–
Tax payables	應付稅項		222	674
			10,045	13,431
Net current assets/(liabilities)	流動資產／(負債)淨額		5,529	(3,905)
Total assets less current liabilities	總資產減流動負債		118,515	82,088

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2019 於2019年12月31日

		Notes 附註	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Non-current liabilities	非流動負債			
Borrowings	借款	26	52,616	44,934
Lease liabilities	租賃負債	27	568	—
Deposits received	已收押金	25	189	259
			53,373	45,193
Net assets	淨資產		65,142	36,895
Capital and reserves	資本及儲備			
Share capital	股本	28	1,381	—*
Reserves	儲備	29	63,761	36,895
Total equity	總權益		65,142	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。

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 27 March 2020 and signed on its behalf by:

於2020年3月27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 (Zhu Zhiqiang)

朱志強先生

Director

董事

Ms. Leow Poh Hoon (Liao Baoyun)

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 2019 截至2019年12月31日止年度

		Share Capital	Share premium	Other reserve (Note) 其他儲備 (附註)	Retained earnings	Total
		股本 S\$'000 千新加坡元	股份溢價 S\$'000 千新加坡元	S\$'000 千新加坡元	保留盈利 S\$'000 千新加坡元	總計 S\$'000 千新加坡元
As at 1 January 2018	於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 year	本年度溢利及全面收益總額	—	—	—	3,999	3,999
As at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	—*	—	2,790	34,105	36,895
Issue new shares pursuant to the capitalisation issue	根據資本化發行發行新股份	1,036	(1,036)	—	—	—
Issue new share pursuant to the share offer	根據股份發售發行新股份	345	25,637	—	—	25,982
Transaction costs attributable to issue of new shares	發行新股份應佔交易成本	—	(2,893)	—	—	(2,893)
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	—	—	—	5,158	5,158
As at 31 December 2019	於2019年12月31日	1,381	21,708	2,790	39,263	65,142

* 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 (defined in note 2) 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（見附註2）產生的儲備。

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

所附附註為該等綜合財務報表之組成部分。

Consolidated Statements of Cash Flows

綜合現金流量表

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes 附註	2019 2019年 S\$'000 千新加坡元	2018 2018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		5,461	4,370
Adjustments for: 就以下項目作出調整：			
Depreciation on property, plant and equipment 物業、廠房及設備折舊	17	381	367
Depreciation on right-of-use assets 使用權資產折舊	18	1,020	–
Finance costs 財務成本	9	1,378	1,228
Bad debts written off 壞賬撇銷	10	–	34
Exchange loss/(gain) 匯兌虧損／(收益)	8	38	(67)
Income from other financial assets 其他金融資產收入		(12)	(23)
Interest income 利息收入	8	(113)	(77)
Fair value gain of investment properties 投資物業公平值收益	16	(5,149)	(2,050)
(Gain)/loss on disposal of property, plant and equipment, net 出售物業、廠房及設備的(收益)／虧損淨額	8	(1)	43
Operating cash flows before movements in working capital 營運資金變動前經營現金流量		3,003	3,825
Increase in trade and other receivables 貿易及其他應收款項增加		(532)	(195)
Decrease in inventories 存貨減少		9	15
Decrease/(increase) in prepayments and deposits paid 預付款項及已付押金減少／(增加)		293	(2,575)
Decrease in trade payables 貿易應付款項減少		(302)	(79)
Decrease in accruals, other payables and deposits received 應計費用、其他應付款項及已收押金減少		(851)	(336)
Cash generated from operating activities 經營活動所得現金		1,620	655
Income tax paid 已付所得稅		(755)	(451)
Income tax refund 所得稅退款		–	118
Net cash generated from operating activities 經營活動所得現金淨額		865	322

Consolidated Statements of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

	Notes 附註	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Cash flows from investing activities	投資活動所得現金流量		
Interest income received	已收利息開支	113	—
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,005)	(158)
Purchase of investment properties	購買投資物業	(6,178)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3	—
Net cash used in investing activities	投資活動所用現金淨額	(8,067)	(158)
Cash flows from financing activities	融資活動所得現金流量		
Repayment from a shareholder	向一名股東收取還款	—	968
Repayment of bank borrowings, net	償還銀行借款淨額	(6,695)	(1,408)
Finance costs paid	已付財務成本	(1,378)	(1,228)
Repayment of lease liabilities	償還租賃負債	(999)	—
Proceeds from issue of shares by way of share offer	以股份發售形式發行股份所得款項	25,982	—
Transaction costs attributable to issue of new shares	發行新股份應佔交易成本	(2,893)	—
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	14,017	(1,668)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	6,815	(1,504)
Effects of foreign exchange rate changes	匯率變動的影響	(38)	—
Cash and cash equivalents at the beginning of the year	年度初現金及現金等價物	4,911	6,415
Cash and cash equivalents at the end of year	年度末現金及現金等價物	11,688	4,911

Note: No final dividends declared during the years ended 31 December 2019 and 2018. No interim dividend was declared during the year ended 31 December 2019 (2018: approximately S\$3,438,000 was settled with amount due from a shareholder).

附註：截至2019年及2018年12月31日止年度並無宣派任何末期股息。截至2019年12月31日止年度並無宣派任何中期股息(2018年：約3,438,000新加坡元乃以應收一名股東款項結算)。

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

所附附註為該等綜合財務報表之組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2019 截至2019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. Its parent company is Strong Oriental Limited which is incorporated in the British Virgin Islands. The shares of the Company have been listed on the Main Board (the “**Main Board**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 6 March 2019. The registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The headquarters and principal place of business in Singapore is located 51 Ubi Avenue, #02-17/18 Paya Ubi Industrial Park, Singapore 408933.

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

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為獲豁免有限公司。其母公司為Strong Oriental Limited，該公司於英屬處女群島註冊成立。本公司股份已於2019年3月6日在香港聯合交易所有限公司(「**聯交所**」)主板(「**主板**」)上市。註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。新加坡總部及主要營業地點位於51 Ubi Avenue, #02-17/18 Paya Ubi Industrial Park, Singapore 408933。

本公司為一間投資控股公司。其附屬公司主要業務為主要從事租賃、店舖及檔位管理。綜合財務報表乃以新加坡元(「**新加坡元**」)呈列，此乃本公司的功能貨幣。除另有列明外，所有數值湊整至最接近千位(「**千新加坡元**」)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

2. REORGANISATION

Pursuant to the reorganisation (the “**Reorganisation**”) as fully explained in the paragraph headed “History, Reorganisation and Group Structure” of the Company’s prospectus dated 21 February 2019 (the “**Prospectus**”), 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 statements have 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 2018 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

根據重組(「**重組**」)(詳述於本公司日期為2019年2月21日的招股章程(「**招股章程**」)「歷史、重組及集團架構」段)，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2018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 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

New and amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to IFRSs issued by the IASB for the first time in the current year:

IFRS 16	Leases
IFRS 9 (Amendments)	Prepayment Features with Negative Compensation
IFRIC-Int 23	Uncertainty over Income Tax Treatment
IAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
IAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
IFRSs (Amendments)	Annual Improvements to IFRSs 2015–2017 Cycle

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

IFRS 16 Leases

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 *Leases* ("IAS 17"), and the related interpretations.

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本

於本年度強制生效的新訂國際財務報告準則及國際財務報告準則修訂本

本年度，本集團首次應用如下國際會計準則理事會所發佈的新訂國際財務報告準則及國際財務報告準則修訂本：

國際財務報告準則第16號	租賃
國際財務報告準則第9號 (修訂本)	具有負補償的提前償付 特徵
國際財務報告詮釋委員會 — 詮釋第23號	所得稅處理之不確定性
國際會計準則第19號 (修訂本)	計劃修訂、縮減或結算
國際會計準則第28號 (修訂本)	於聯營公司及合營公司的 長期權益
國際財務報告準則修訂本	國際財務報告準則2015年至 2017年週期的年度改進

除下文所述者外，於本年度應用新訂國際財務報告準則及國際財務報告準則修訂本不會對本集團當前及過往年度的財務表現及狀況及／或該等綜合財務報告所載披露造成重大影響。

國際財務報告準則第16號租賃

本集團已於本年度首次應用國際財務報告準則第16號。國際財務報告準則第16號已取代國際會計準則第17號租賃(「國際會計準則第17號」)及相關解釋。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 *Determining whether an Arrangement contains a Lease* and not applying this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed its contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

As a lessor

In accordance with the transitional provisions in IFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with IFRS 16 from the date of initial application and comparative information has not been restated.

As a lessee

The Group has applied IFRS 16 and modified retrospectively with the cumulative effect recognised at the date of the initial application on 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by applying IFRS 16.C8(b)(ii) transition. Any difference at the date of the initial application is recognised in the opening retained earnings and comparative information has not been restated.

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

國際財務報告準則第16號租賃(續)

租賃的定義

本集團已選擇可行權宜方法，即對先前應用國際會計準則第17號及國際財務報告詮釋委員會第4號確定一項安排是否包含租賃識別為租賃的合約應用國際財務報告準則第16號，及對先前識別為不包含租賃的合約未應用此準則。因此，本集團並未對首次應用日期之前已經存在的合約進行重新評估。

對於2019年1月1日或之後訂立或修訂的合約，本集團根據國際財務報告準則第16號所載的規定應用租賃的定義，以評估合約是否包含租賃。

作為出租人

根據國際財務報告準則第16號的過渡條文，本集團毋須就本集團屬出租人的租賃過渡作出任何調整，但根據國際財務報告準則第16號自初步應用日期起列賬該等租賃，故可比較資料尚未重列。

作為承租人

本集團於2019年1月1日(首次應用日期)應用國際財務報告準則第16號並進行追溯修訂，並確認其累計影響。

於2019年1月1日，本集團透過應用國際財務報告準則第16號C8(b)(ii)號過渡以經調整後的相關租賃負債之相等金額確認額外之租賃負債及使用權資產。於首次應用日期的任何差額於期初保留盈利確認，但未對比較資料進行重列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under IFRS 16 in transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts;

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ending within 12 months of the date of the initial application;
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of the initial application;
- (iii) applied a single discount rate to a portfolio of leases with a similar remaining term for similar class of underlying assets in similar economic environments. Specifically, a discount rate for certain leases of food centres/food stalls was determined on a portfolio basis;
- (iv) applied hindsight based on facts and circumstances as at date of the initial application in determining the lease term for the Group's leases with extension and termination options; and
- (v) relied on the assessment of whether leases are onerous by applying IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* as an alternative of impairment review.

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

國際財務報告準則第16號租賃(續)

作為承租人(續)

於過渡時採用經修訂追溯法應用國際財務報告準則第16號項下應用經修訂追溯法時，本集團按逐項租賃基準對先前根據國際會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- (i) 選擇不對租賃期於首次應用日期12個月內期滿的租賃確認使用權資產及租賃負債；
- (ii) 於首次應用日期計量使用權資產時撇除初始直接成本；
- (iii) 對類似經濟環境中屬類似相關資產類別的剩餘租期相若的租賃組合應用單一折現率。具體而言，有關租賃若干美食中心／食檔的折現率按組合基準釐定；
- (iv) 在釐定本集團續期及終止選擇權的租賃時，應用基於首次應用日期事實及情況的事後資訊；及
- (v) 依賴通過應用國際會計準則第37號撥備、或然負債及或然資產對租賃是否負擔繁重而進行評估，以替代減值審查。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

Financial impact of initial application of IFRS 16

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of the initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 2.78% to 4.29%.

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

國際財務報告準則第16號租賃(續)

首次應用國際財務報告準則第16號的財務影響

於確認先前分類為經營租賃之租賃的租賃負債時，本集團已應用相關集團實體於首次應用日期的增量借款利率。相關集團實體所應用加權平均增量借款利率介於2.78%至4.29%之間。

		S\$'000 千新加坡元
Operating lease commitment at 31 December 2018	於2018年12月31日的經營租賃承擔	4,619
Less: Total future interest expenses	減：未來利息開支總額	(95)
Present value of remaining lease payments, discounted using the incremental borrowing rate	使用增量借款利率貼現的剩餘租賃付款之現值	4,524
Less: Practical expedient — leases with lease term ending within 12 months from the date of initial application	減：可行權宜方法 — 租期於自首次應用日期起12個月內屆滿之租賃	(2,669)
Lease liabilities as at 1 January 2019	於2019年1月1日之租賃負債	1,855
Analysis as:	分析為：	
Non-current liabilities	非流動負債	983
Current liabilities	流動負債	872
		1,855

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

Financial impact of initial application of IFRS 16 (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

國際財務報告準則第16號租賃(續)

首次應用國際財務報告準則第16號的財務影響(續)

於2019年1月1日自用使用權資產之賬面值包括如下：

		Right-of-use assets 使用權資產 S\$'000 千新加坡元
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	於應用國際財務報告準則第16號後 確認的經營租賃有關的使用權資產	1,855
By class:	按類別劃分：	
Food centres/Food stalls	美食中心／食檔	1,855

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

IFRS 16 Leases (Continued)

Financial impact of initial application of IFRS 16 (Continued)

The following table summarises the impacts of the adoption of IFRS 16 on the Group's consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

國際財務報告準則第16號租賃(續)

首次應用國際財務報告準則第16號的財務影響(續)

下表概述採納國際財務報告準則第16號對本集團於2019年1月1日綜合財務狀況表之影響。未受變更影響的項目未進行列示。

		At 31 December 2018 於2018年 12月31日 S\$'000 千新加坡元	Recognition of leases 租賃確認 S\$'000 千新加坡元	At 1 January 2019 於2019年 1月1日 S\$'000 千新加坡元
Line items in the consolidated statement of financial position impacted by the adoption of IFRS 16: 受採納國際財務報告準則第16號影響的綜合財務狀況表項目：				
Right-of-use assets	使用權資產	—	1,855	1,855
Total non-current assets	非流動資產總值	85,993	1,855	87,848
Lease liabilities (current)	租賃負債(流動)	—	872	872
Total current liabilities	流動負債總額	13,431	872	14,303
Net current liabilities	流動負債淨額	(3,905)	(872)	(4,777)
Total assets less current liabilities	總資產減流動負債	82,088	983	83,071
Lease liabilities (non-current)	租賃負債(非流動)	—	983	983
Total non-current liabilities	非流動負債總額	45,193	983	46,176

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

New and amendments to IFRSs that have been issued but are not yet effective

The Group has not yet applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IAS 1 and IAS 8 (Amendments)	Definition of Material ¹
IFRS 9, IAS 39 and IFRS 7 (Amendments)	Interest Rate Benchmark Reform ¹
IFRS 3 (Amendments)	Definition of a Business ²
IFRS 10 and IAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
IFRS 17	Insurance Contracts ³

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

² Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.

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

⁴ Effective for annual periods beginning on or after a date to be determined.

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the "Amendments to References to the Conceptual Framework in IFRS Standards" will be effective for annual periods beginning on or after 1 January 2020.

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

3. 應用新訂國際財務報告準則(「國際財務報告準則」)及國際財務報告準則修訂本(續)

已頒佈但尚未生效之新訂國際財務報告準則及國際財務報告準則修訂本

本集團尚未應用以下已頒佈但未生效之新訂國際財務報告準則及國際財務報告準則修訂本：

國際會計準則第1號及 國際會計準則第8號 (修訂本)	重大的定義 ¹
國際財務報告準則第9號、 國際會計準則第39號及 國際財務報告準則 第7號(修訂本)	利率指標改革 ¹
國際財務報告準則 第3號(修訂本)	業務的定義 ²
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17號	保險合約 ³

¹ 於2020年1月1日或之後開始的年度期間生效。

² 適用於收購日期為2020年1月1日或之後開始的首個年度期間開始當日或之後進行的業務合併及資產收購。

³ 於2021年1月1日或之後開始的年度期間生效。

⁴ 於有待釐定的日期或之後開始的年度期間生效。

除上述新訂國際財務報告準則及國際財務報告準則修訂本外，於2018年頒佈經修訂財務報告概念框架。其相應修訂(即「提述國際財務報告準則概念框架的修訂」)於2020年1月1日或之後開始的年度期間生效。

董事預期新訂國際財務報告準則及國際財務報告準則之修訂本的應用不會對於可預見將來之綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 IFRS 16 *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、國際財務報告準則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 2019 截至2019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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

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

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

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.

4. 重大會計政策概要(續)

綜合基準

綜合財務報表包括本公司及本公司控制的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)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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 component 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.

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

All intra-group assets and 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 statements 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.

4. 重大會計政策概要(續)

綜合基準(續)

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組成部分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。

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與負債、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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Merger accounting for common control combination (Continued)

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 statement 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.

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.

4. 重大會計政策概要(續)

共同控制合併的合併會計法(續)

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。

集團內公司間交易、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。

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 statement of profit or loss and other comprehensive income.

4. 重大會計政策概要(續)

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。

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

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.

Revenue and other income recognition

Under IFRS 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.

4. 重大會計政策概要(續)

附屬公司(續)

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。

收益及其他收入確認

根據國際財務報告準則第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」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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income recognition (Continued)

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 IFRS 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 and presented on a net basis.

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.

4. 重大會計政策概要(續)

收益及其他收入確認(續)

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，其乃根據國際財務報告準則第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。

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue and other income recognition (Continued)

(c) Provision of management, cleaning and utilities services

Revenue from the rendering of outlet management services and utilities services to the tenants are recognised 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)

(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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (upon application of IFRS 16 in accordance with transitions in note 3)

Definition of a lease

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

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

The Group as lessee

Allocation of consideration to components of a contract

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

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

4. 重大會計政策概要(續)

租賃(根據附註3的過渡應用國際財務報告準則第16號時)

租賃的定義

倘合約賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約為一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據國際財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款和條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人

將代價分配至合約組成部分

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

本集團亦採用可行權宜方法，不將非租賃組成部分從租賃組成部分區分開來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分進行入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessee (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as lessee (Continued)

Short-term leases and leases of low-value assets

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

Right-of-use assets

The cost of right-of-use asset includes:

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

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

4. 重大會計政策概要(續)

承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為承租人(續)

短期租賃及低價值資產租賃

本集團對自開始日期起計之租期為十二個月或以下並且不包含購買選擇權的美食中心租賃採用短期租賃確認豁免。本集團亦就低價值資產租賃採用確認豁免。短期租賃及低價值資產租賃的租賃付款乃於租期內按直線法或另一體系基準確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、修復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定的狀況時估計產生的成本(除非該等成本乃為生產存貨而產生)。

使用權資產按成本計量，減任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessee (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as lessee (Continued)

Right-of-use assets (Continued)

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

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

Refundable rental deposits

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

Lease liabilities

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

4. 重大會計政策概要(續)

承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為承租人(續)

使用權資產(續)

本集團已合理地確定可於租期結束時取得相關租賃資產所有權的使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為獨立項目。

可退還租賃押金

已付可退還租賃押金根據國際財務報告準則第9號金融工具(「國際財務報告準則第9號」)入賬且初步按公平值計量。對初步確認時的公平值作出的調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團以於該日期尚未支付的租賃付款的現值確認並計量租賃負債。倘租賃隱含的利率不易釐定，則本集團會使用於租賃開始日期的增量借款利率計算租賃付款現值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessee (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

Lease payments included in the measurement of the lease liability comprise:

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

4. 重大會計政策概要(續)

承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為承租人(續)

租賃負債(續)

計入租賃負債計量的租賃付款包括：

- 固定租賃付款(包括實質固定付款)減任何應收租賃優惠；
- 可變租賃付款，取決於一項指數或利率，初步計量時使用開始日期的指數或利率；
- 承租人根據剩餘價值擔保支付預期應付金額；
- 購買權的行使價(倘承租人合理確定行使該等權利)；及
- 終止租賃的罰金付款(倘租賃條款反映本集團行使權利終止租賃)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessee (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

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

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

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

The lease liabilities are presented as a separate line in the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

4. 重大會計政策概要(續)

承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為承租人(續)

租賃負債(續)

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

本集團於以下情況重新計量租賃負債(並就有關使用權資產作相應調整)：

- 租期有變或有關行使購買權的評估有變，於此情況下，相關租賃負債透過使用於重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因審閱市場租金後市場租金變動／有擔保剩餘價值下預期付款變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

租賃負債於綜合財務狀況表單獨呈列。

租賃修訂

倘存在下列情形，則本集團將租賃修訂作為一項單獨租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約情況對單獨價格所作的任何適當調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessee (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as lessee (Continued)

Lease modifications (Continued)

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

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

The Group as a lessor

Classification and measurement of lease

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the commencement date at amounts equal to the Group's net investment in the leases, measured using the interest rate implicit in the respective lease. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

4. 重大會計政策概要(續)

承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為承租人(續)

租賃修訂(續)

就並非作為一項單獨租賃入賬的租賃修訂而言，本集團會透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款，按經修訂租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將經修訂合約代價分配至各個租賃組成部分。

本集團作為出租人

租賃的分類及計量

本集團為出租人之租賃乃分類為融資或經營租賃。當租賃條款將擁有權的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃乃分類為經營租賃。

根據融資租賃應收承租人的款項於開始日期確認為應收款項，其金額等於本集團租賃淨投資，並使用各個租賃中隱含的利率計量。初始直接成本(製造商或經銷商出租人所產生者除外)計入租賃淨投資的初始計量內。利息收入被分配至會計期間，以反映本集團有關租賃的未償還淨投資的固定定期收益率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lessor (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

The Group as a lessor (Continued)

Classification and measurement of lease (Continued)

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 incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model. Upon application of IFRS 16 on 1 January 2019, variable lease payments for operating leases that depend on an index or a rate are estimated and included in the total lease payments to be recognised on a straight-line basis over the lease term. Variable lease payments that do not depend on an index or a rate are recognised as income when they arise.

Interest and rental income which are derived from the Group's ordinary course of business are presented as revenue.

Allocation of consideration to components of a contract

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

4. 重大會計政策概要(續)

出租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

本集團作為出租人(續)

租賃的分類及計量(續)

經營租賃的租金收入在相關租賃期限內按照直線法確認於損益確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支，除根據公平值模式計量之投資物業外。於2019年1月1日應用國際財務報告準則第16號之後，將根據指數或費率估算經營租賃的可變租賃付款額，並將其計入於租賃期內將以直線法確認的租賃付款總額中。並非根據指數或費率估算的可變租賃付款於產生時確認為收入。

來自本集團日常業務過程的利息及租金收入乃列賬為收益。

將代價分配至合約組成部分

當一份合約包含租賃及非租賃組成部分，則本集團應用國際財務報告準則第15號，分配合約項下的代價至各部分。非租賃部分根據其相對單獨售價與租賃組成部分分開。

可退還租賃押金

已收可退還租賃押金根據國際財務報告準則第9號入賬且初步按公平值計量。對初步確認時的公平值作出的調整被視為承租人的額外租賃付款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Group as a lessor (upon application of IFRS 16 in accordance with transitions in note 3) (Continued)

Lease modification

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Leases (prior to 1 January 2019)

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.

4. 重大會計政策概要(續)

本集團作為承租人(根據附註3的過渡應用國際財務報告準則第16號時)(續)

租賃負債

本集團將經營租賃修改自修改生效日期起作為新租賃入賬，並將有關原定租賃的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

租賃(於2019年1月1日前)

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (prior to 1 January 2019) (Continued)

The Group as lessee (Continued)

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.

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 recognised 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 the consolidated entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are 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 translated 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.

4. 重大會計政策概要(續)

租賃(於2019年1月1日前)(續)

本集團作為承租人(續)

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。

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

於編製綜合實體的財務報表時，以該實體功能貨幣之外幣(外幣)進行之交易乃以交易日期之現行匯率確認。於各報告日期，以外幣計值的貨幣資產及負債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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

Exchange differences 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;
- 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 the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. S\$) using exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transaction are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

4. 重大會計政策概要(續)

外幣(續)

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；
- 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各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，並於匯兌儲備項下累計為權益(歸屬於非控股權益(如適用))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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.

4. 重大會計政策概要(續)

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。

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，並於預計可用年內按有關資產利益耗用形式以每年等額分期撥歸損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 statement of profit or loss 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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

(b) Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases used in 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 assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries 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 date and reduced to the extent that it is the end of 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

遞延稅項乃就綜合財務報表中資產及負債之賬面值與用以計算應課稅溢利之相應稅項基準間之差額，而預計須支付或可收回之稅項。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之首次確認或一項交易(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資產與負債。此外，若暫時差額乃源自商譽之首次確認，則不確認遞延稅項負債。

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 2019 截至2019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 when the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax 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.

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

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。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將國際會計準則第12號*所得稅*規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額並未於初步確認時於租期內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

(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 statement of financial position.

4. 重大會計政策概要(續)

稅項(續)

(b) 遞延稅項(續)

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向應課稅實體收取的所得稅有關時，遞延稅項資產及負債可予抵銷。

(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，即期及遞延稅項亦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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment other than construction in process are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated 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.

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 year 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.

4. 重大會計政策概要(續)

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累計折舊及累計減值虧損(如有)列賬。

折舊乃為使用直線法於其估計可使用年期撇銷資產成本減剩餘價值予以確認。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。

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本年度損益。

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (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.

Impairment of non-financial assets other than goodwill

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

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

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

4. 重大會計政策概要(續)

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。

投資物業的公平值變動所產生的收益或虧損於產生期間直接計入損益。

投資物業於出售時或當投資物業永遠不再使用及預計出售該物業不會帶來任何未來經濟利益時終止確認。終止確認物業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。

非金融資產(商譽除外)減值

於報告期末，本集團審閱其物業、廠房及設備以及使用權資產的賬面值，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，則會估計相關資產的可收回金額以釐定減值虧損(如有)之程度。

物業、廠房及設備以及使用權資產個別估計可收回金額。倘無法個別估計可收回金額，則本集團估計資產所屬現金產生單位("現金產生單位")的可收回金額。

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of non-financial assets other than goodwill (Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a 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.

Where 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.

Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method.

Net realisable value represents 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)

非金融資產(商譽除外)減值(續)

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。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。

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。

存貨

存貨乃按成本及可變現淨值之較低者計量。存貨成本按加權法釐定。

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確認相關收益的期間內確認為開支。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於出現撥回時確認，作為已確認為開支之存貨金額扣減。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL 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，惟來自客戶合約之貿易應收款項乃根據國際財務報告準則第15號初步計量。收購或發行金融資產及金融負債(按公平值計入損益(「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或金融負債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配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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. 重大會計政策概要(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

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。

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出售及收回合約現金流量的業務模式下持有；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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of IFRS 9 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.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

(i) Amortised cost and effective interest method

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

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)

所有其他金融資產其後按公平值計入損益計量。除首次應用國際財務報告準則第9號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」)。

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
- 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。

(i) 攤銷成本及實際利率法

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)。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 2019 截至2019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)

(i) *Amortised cost and effective interest method (Continued)*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, 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 (see below). 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. If, in subsequent reporting periods, 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.

Interest income is recognised in profit or loss and is included in the 'Other income, gains and losses, net' line item (note 8).

(ii) *Financial assets at FVTPL*

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "Other income, gains and losses, net" line item.

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)

(i) *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。就購買或源生信貸減值金融資產以外的金融資產而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產(見下文)除外。就其後出現信貸減值的金融資產而言，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，利息收入透過於金融資產賬面總值採用實際利率確認。

利息收入於損益內確認，並計入「其他收入、收益及虧損淨額」項目(附註8)。

(ii) *按公平值計入損益的金融資產*

不符合按攤銷成本或按公平值計入其他全面收益計量標準的金融資產，均按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損在其不屬於指定對沖關係的範圍內於損益確認。在損益中確認的淨收益或虧損包括金融資產所賺取的任何股息或利息並計入「其他收入、收益及虧損淨額」一項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under IFRS 9 (including trade and other receivables, deposits paid, pledged bank deposits and cash and cash equivalents). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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.

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

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(包括貿易及其他應收款項、已付押金、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。預期信貸虧損的金額於各報告日期更新,以反映自相關金融工具初步確認以來信貸風險的變動。

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。

本集團始終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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument 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. Forward looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- 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 for a particular financial instrument, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加

於評估金融工具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日期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。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似組織的本集團債務人經營所在行業的未來前景，以及與本集團核心業務相關的實際及預測經濟資料的不同外部來源。

尤其是，評估自初步確認的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；
- 就特定金融工具的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；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(i) Significant increase in credit risk (Continued)

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

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset 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.

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

- 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確定；及
- 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，則金融工具的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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

1. it has a low risk of default (i.e. no default history);
2. the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
3. adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when it has internal or external credit rating of investment grade in accordance with the globally understood definition.

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

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

儘管有前述規定，若於報告日期工具乃釐定為具有低信貸風險，本集團會假設金融工具的信貸風險自初步確認以來並未顯著增加。在以下情況，金融工具會乃釐定為具有低信貸風險：

1. 其有低違約風險(即並無違約紀錄)；
2. 借款人具有充分履行近期的合約現金流量責任的能力；及
3. 經濟及商業環境的較長期不利變動有可能但未必會降低借款人履行合約現金流量責任的能力。

本集團認為，若根據眾所周知的定義，金融資產的內部或外部信貸評級為投資級，則該工具具有低信貸風險。

本集團定期監察用以識別信貸風險曾否顯著增加的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

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

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收賬款一般無法收回：

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向其債權人（包括本集團）全額還款（不考慮本集團持有的任何抵押品）。

不論上述分析如何，本集團認為，當金融資產逾期超過90天後發生違約，惟本集團有合理及有依據資料證明較寬鬆的違約準則更為適當則另作別論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(iii) Credit-impaired financial assets

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

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

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產

當發生對金融資產之估計未來現金流量產生不利影響的一項或多項事件時，則該金融資產為信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難；
- (b) 違反合約，例如違約或逾期事件(見上文(ii))；
- (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- (d) 借款人很可能破產或進行其他財務重組；或
- (e) 該金融資產的活躍市場因財務困難而消失。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

(v) Measurement and recognition of ECL

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

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

當有資料顯示債務人陷入嚴重財務困難，且本著實事求是而言並無收回款項的可能之時(如債務人已清盤或進入破產程序時，或倘為貿易應收款項，該等金額逾期超過兩年時，以較早發生者為準)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收款程序實施強制執行，在適當情況考慮法律意見。任何收回款項於損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損的計量為違約概率、違約虧損率(即發生違約時的虧損程度)及違約風險的函數。違約概率及違約虧損率乃基於前瞻性資料調整的過往數據評估。預期信用損失的計量反映了一個無偏概率加權平均金額，該數量是根據相應的權重所對應違約風險確定的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(v) Measurement and recognition of ECL (Continued)

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 all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables are assessed as a separate group. Other receivables and deposits paid are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

一般來說，預期信貸虧損被估計為根據合約規定應付予本集團的所有合約現金流與本集團預期收到的所有現金流之間的差額，按首次確認時確定的實際利率折現。

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具的性質(即本集團貿易應收款項按獨立組別評估。其他應收款項及已付押金按個別基準對預期信貸虧損進行評估)；
- 逾期情況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(v) Measurement and recognition of ECL (Continued)

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

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

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

4. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

管理層會定期檢討分組情況，以確保各組別繼續擁有類似信貸風險特徵。

利息收入乃根據金融資產的賬面總值計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團於損益內就所有金融工具確認減值收益或虧損，並調整其賬面值，惟貿易應收款項、押金及其他應收款項除外，其會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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

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

Financial liabilities and equity instruments

Classification of financial liabilities or equity instruments

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 Group 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. 重大會計政策概要(續)

金融工具(續)

金融資產(續)

終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或將金融資產所有權之絕大部份風險及回報轉讓予另一方時，本集團方會終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與所收取及應收取之代價總和間之差額於損益中確認。

金融負債及權益工具

金融負債及權益工具分類

集團實體發行的金融負債及權益工具乃按照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於扣除其所有負債後的資產剩餘權益的任何合約。本集團所發行權益工具按已收所得款項扣除直接發行成本確認。

回購本公司自身的權益工具直接於權益確認及扣除。在購買、出售、發行或註銷本公司自身的權益工具時，不會確認任何損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

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

Derecognition of financial liabilities

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

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 that 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 reporting date, taking into account the risks and uncertainties surrounding the obligation. Where 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 (when 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)

金融工具(續)

金融負債及權益(續)

金融負債

所有金融負債後續按攤餘成本使用實際利率法予以計量。

終止確認金融負債

當且僅當本集團的責任被解除、取消或到期時，本集團終止確認金融負債。已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於損益中確認。

撥備

倘本集團因過往事件而須承擔現時責任(法律或推定)，而本集團可能須履行該責任且該責任之金額能可靠估計，即會確認撥備。

確認撥備之金額乃經計及有關責任之風險及不確定因素後，於報告日期履行現時責任所需代價作出之最佳估計。當撥備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(當貨幣時間價值之影響重大)。

當結算撥備所需之部分或全部經濟利益預期可自第三方收回時，倘實質上確定將可獲償付及應收款項金額可作可靠計量時，則應收款項確認為資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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;
 - (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;

4. 重大會計政策概要(續)

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；
 - (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；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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)

(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. 重大會計政策概要(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)

(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 2019 截至2019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. 重大會計政策概要(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 2019 截至2019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. 重大會計政策概要(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 2019 截至2019年12月31日止年度

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Dividends proposed by the Directors are classified as a separate allocation of retained earnings within the equity section of the consolidated 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.

In the applications of the Group's accounting policies, which are described in note 4, 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.

4. 重大會計政策概要(續)

股息

董事建議派付的股息分類為綜合財務狀況表內權益部分中保留盈利的獨立分配，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。

應用本集團的會計政策(載於附註4)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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Critical judgements in applying the Group's accounting policies

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

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.

Impairment of trade and other receivables and deposits paid

Upon adoption of IFRS 9, the management estimates the amount of loss allowance for ECL on trade and other receivables and deposits paid 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 and deposits paid. The assessment of the credit risk of the trade and other receivables and deposits paid 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.

5. 關鍵會計判斷及估計(續)

應用本集團會計政策作出的關鍵會計判斷

以下為董事於應用本集團會計政策過程中所用並對綜合財務報表確認的金額造成最重大影響的主要判斷(涉及估計者除外(於下文分開呈列))。

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。

貿易及其他應收款項以及已付押金減值

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以及已付押金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以及已付押金的預期未來信貸虧損。評估貿易及其他應收款項以及已付押金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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

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

The Group reviews its property, plant and equipment and right-of-use assets 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.

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 2019 were approximately S\$222,000 (2018: approximately S\$674,000).

5. 關鍵會計判斷及估計(續)

估計不確定因素的主要來源(續)

物業、廠房及設備減值以及使用權資產

本集團於各報告期審閱其物業、廠房及設備以及使用權資產是否有減值跡象。本集團根據管理層指定的稅前貼現率(反映貨幣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。

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2019年12月31日，本集團的即期所得稅負債賬面值約為222,000新加坡元(2018年：約674,000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 2019 截至2019年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

Depreciation

Items of property, plant and equipment and right-of-use assets 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.

Fair value measurements and valuation process

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Further information on the carrying amounts of these assets and the valuation techniques and inputs are provided in note 16.

5. 關鍵會計判斷及估計(續)

估計不確定因素的主要來源(續)

折舊

物業、廠房及設備以及使用權資產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。

公平值計量及估值過程

本集團使用可獲取的可觀察市場數據估計資產或負債的公平值。倘並無第一級輸入數據，本集團會聘請第三方合資格估值師進行估值。估值委員會與合資格外部估值師緊密合作，以建立模型適用的估值技術及輸入數據。

有關該等資產的賬面值以及估值技術及輸入數據的更多資料載於附註16。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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

The business segment of outlet management operation involves in the leasing of food establishment premises to tenants and the provision of management, cleaning and utilities services to tenants (the “**Outlet Management**”).

(b) Food and beverage stalls

The business segment of food and beverage stalls operation primarily involves in the retailing of beverage, tobacco products, and cooked food directly to consumers such as mixed vegetable rice, zi char, roasted meat and chicken rice located in food establishments operated and managed by the Group and third parties (the “**Food and Beverage Stalls**”).

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.

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

店舖管理營運業務分部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(「**店舖管理**」)。

(b) 餐飲檔位

餐飲檔位營運業務分部主要涉及透過位於本集團及第三方經營及管理的食肆(「**餐飲檔位**」)(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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

6. 經營分部資料(續)

Year ended 2019

截至2019年止年度

		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	-	34,068	-	34,068
Recognised over time	於一段時間內確認	2,398	-	-	2,398
		2,398	34,068	-	36,466
Revenue from other sources:	其他來源收益：				
Rent income	租金收入	23,651	-	-	23,651
Adjustment and elimination	調整及對銷	(18,113)	-	-	(18,113)
Total revenue	總收益	7,936	34,068	-	42,004
Segment profit/(loss)	分部溢利/(虧損)	7,696	2,405	(4,640)	5,461
Other segment information:	其他分部資料：				
Fair value gain of investment properties	投資物業的公平值收益	5,149	-	-	5,149
Exchange loss	匯兌收益	-	-	(38)	(38)
Finance costs	財務成本	(1,315)	-	(63)	(1,378)
Addition to non-current assets (Note)	非流動資產添置(附註)	16,014	2,570	1,929	20,513
Addition to right-of-use assets	使用權資產添置	-	784	-	784
Depreciation on property, plant and equipment	物業、廠房及設備折舊	(101)	(204)	(76)	(381)
Depreciation on right-of-use assets	使用權資產折舊	(667)	(353)	-	(1,020)
Staff costs	員工成本	(9,555)	-	(2,186)	(11,741)
Property rentals and related expenses	物業租金及相關開支	(2,926)	(1,378)	-	(4,304)
Interest income	利息收入	-	-	113	113
Assets and liabilities:	資產及負債：				
Segment assets	分部資產	110,303	5,845	12,412	128,560
Segment liabilities	分部負債	58,348	3,718	1,352	63,418

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

6. 經營分部資料(續)

Year ended 2018

截至2018年止年度

		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	18,251	–	–	18,251
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 of 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)
Addition to non-current assets (Note)	非流動資產添置(附註)	103	–	55	158
Depreciation on property, plant and equipment	物業、廠房及設備折舊	(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 2019 截至2019年12月31日止年度

6. OPERATING SEGMENT INFORMATION (Continued)

Note: Non-current assets included investment properties and property, plant and equipment.

Information about major customers

No single major customer contributed more than 5% of the Group's total revenue. The revenue is spread over a broad base of customers.

Geographical information

The Group operates mainly in Singapore with revenue generated in Singapore. Accordingly, an analysis of revenue and assets of the Group by geographical distribution has not been presented.

7. REVENUE

6. 經營分部資料(續)

附註：非流動資產包括投資物業以及物業、廠房及設備。

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5%。收益分佈於廣泛客戶群。

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。

7. 收益

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 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		
— Sales of cooked food, beverage and tobacco products	— 銷售熟食、飲品及煙草產品	34,068	36,862
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	2,398	2,460
		36,466	39,322
Revenue from other sources	其他來源收益		
Rental income from leases of premises to tenants	向租戶出租場地的租金收入	5,538	5,673
		42,004	44,995

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

8. OTHER INCOME, GAINS AND LOSSES, NET

8. 其他收入、收益及虧損淨額

		2019 2019年 S\$'000 千新加坡元	2018 2018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
Gain/(loss) on disposal of property, plant and equipment, net	出售物業、廠房及設備之 收益／(虧損)淨額	1	(43)
Exchange (loss)/gain	匯兌(虧損)／收益	(38)	67
Interest income	利息收入	113	77
Sundry income	雜項收入	118	96
		194	202

9. FINANCE COSTS

9. 財務成本

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Interest on:	以下各項的利息：		
Borrowings	借款	1,321	1,228
Lease liabilities	租賃負債	57	—
		1,378	1,228

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

10. PROFIT BEFORE TAXATION

10. 除稅前溢利

Profit before taxation has been arrived at after charging:

除稅前溢利扣除以下各項後達致：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
Salaries and other employee benefits	薪金及其他僱員福利	11,066	10,853
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	675	664
		11,741	11,517
Auditors' remuneration	核數師薪酬		
— audit services	— 核數服務		
— annual audit services	— 年度核數服務	132	124
— listing services (included in listing expenses)	— 上市服務(計入上市開支)	781	—
Listing expenses	上市開支	2,125	2,265
Expenses relating to short term lease	短期租賃有關的開支	4,257	—
Operating lease renting expenses	經營租賃租金開支	—	6,198
Bad debts written off	壞賬撇銷	—	34
Subcontracting labour	分包勞務	—	175

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 2019 截至2019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 (Zhu Zhiqiang) ("Mr. Chu") (Note (a))	朱志強先生(「朱先生」) (附註(a))	40	696	19	–	755
Ms. Leow Poh Hoon (Liao Baoyun) ("Ms. Leow") (Note (b))	廖宝云女士(「廖女士」) (附註(b))	–	200	19	–	219
Non-executive director:	非執行董事：					
Ms. Chu Pek Si (Zhu Peishi) ("Ms. Chu") (Note (c))	朱佩诗女士(「朱女士」) (附註(c))	21	4	1	3	29
Independent non-executive directors:	獨立非執行董事：					
Mr. Wong Loke Tan ("Mr. Wong") (Note (d))	Wong Loke Tan 先生 (「Wong 先生」) (附註(d))	21	–	–	3	24
Mr. Loh Eu Tse Derek ("Mr. Loh") (Note (e))	盧有志先生(「盧先生」) (附註(e))	21	–	–	3	24
Mr. Mah Seong Kung ("Mr. Mah") (Note (f))	马雄刚先生(「馬先生」) (附註(f))	25	–	–	3	28
		128	900	39	12	1,079

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' EMOLUMENTS (Continued)

11. 董事酬金(續)

		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 S\$'000 千新加坡元	薪金及花紅 S\$'000 千新加坡元	定額供款退休計劃的供款 S\$'000 千新加坡元	其他短期福利 S\$'000 千新加坡元	總計 S\$'000 千新加坡元
Executive directors:	執行董事：					
Mr. Chu (Note (a))	朱先生(附註(a))	480	77	13	–	570
Ms. Leow (Note (b))	廖女士(附註(b))	–	115	19	–	134
Non-executive director:	非執行董事：					
Ms. Chu (Note (c))	朱女士(附註(c))	–	16	3	–	19
Independent non-executive directors:	獨立非執行董事：					
Mr. Wong (Note (d))	Wong先生(附註(d))	–	–	–	–	–
Mr. Loh (Note (e))	盧先生(附註(e))	–	–	–	–	–
Mr. Mah (Note (f))	馬先生(附註(f))	–	–	–	–	–
		480	208	35	–	723

Notes:

- (a) Mr. Chu has been redesignated as an executive director dated on 13 March 2018 and appointed as the Chairman of the board and chief executive officer of the Company on 13 March 2018.
- (b) Ms. Leow has been appointed as an executive director of the dated on 13 March 2018.
- (c) Ms. Chu has been appointed as a non-executive director of the board dated on 30 August 2018.
- (d) Mr. Wong has been appointed as an independent non-executive director of the board dated on 1 February 2019.
- (e) Mr. Loh has been appointed as an independent non-executive director of the board dated on 1 February 2019.
- (f) Mr. Mah has been appointed as an independent non-executive director of the board dated on 1 February 2019.

附註：

- (a) 朱先生於2018年3月13日獲調任為執行董事並於2018年3月13日獲委任為董事會主席及本公司的行政總裁。
- (b) 廖女士於2018年3月13日獲委任為執行董事。
- (c) 朱女士於2018年8月30日獲委任為董事會非執行董事。
- (d) Wong先生於2019年2月1日獲委任為董事會獨立非執行董事。
- (e) 盧先生於2019年2月1日獲委任為董事會獨立非執行董事。
- (f) 馬先生於2019年2月1日獲委任為董事會獨立非執行董事。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

11. DIRECTORS' EMOLUMENTS (Continued)

The Company's executive directors' emoluments shown were mainly for their service in connection with the management of the affairs of the Company and the Group.

The Company's independent non-executive Directors' emoluments shown was mainly for their services as directors of the Company.

The remuneration shown above represents remuneration received and receivable from the Group by these directors in their capacity as employees to the Group and/or in their capacity as directors of the Company during the years ended 31 December 2018 and 2019 respectively. None of the directors agreed to waive or waived any emoluments during the year (2018: Nil). The Company's executive directors' emoluments shown were mainly for their service in connection with the management of the affairs of the Company and the Group.

11. 董事酬金(續)

所示之本公司執行董事的酬金主要作為其與管理本公司及本集團之事務相關的服務之酬勞。

所示之本公司獨立非執行董事的酬金主要為其作為本公司董事的服務之酬勞。

上文所示酬金指該等董事以分別作為本集團僱員身份及／或以本公司董事身份分別於本集團截至2018年及2019年12月31日止年度已收及應收的酬金。於年內，概無董事同意豁免或豁免任何酬金(2018年：零)。所示的本公司執行董事酬金主要作為其與管理本公司及本集團之事務相關服務之酬勞。

12. EMPLOYEE'S EMOLUMENTS

(a) Five highest paid individuals

The five highest paid employees during the years ended 31 December 2019 and 2018 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 (2018: 3) highest paid employees who are not a director during the year are as follows:

12. 僱員薪酬

(a) 五名最高薪酬人士

截至2019年及2018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(2018年：3名)最高薪酬僱員(並非董事)的酬金詳情如下：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Salaries and bonuses	薪金及花紅	486	501
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	42	53
		528	554

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

12. EMPLOYEE'S EMOLUMENTS (Continued)

(a) Five highest paid individuals (Continued)

The number of non-director highest paid employees whose emoluments fell within the following bands is as follows:

		2019 2019年	2018 2018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 years ended 31 December 2018 and 2019, no emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the five highest paid individuals have waived any emoluments during the years ended 31 December 2018 and 2019.

12. 僱員薪酬(續)

(a) 五名最高薪酬人士(續)

薪酬屬以下範圍的非董事最高薪酬僱員人數如下：

	2019 2019年	2018 2018年
零至1,000,000港元(相等於零至180,505新加坡元)	2	2
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

截至2018年及2019年12月31日止年度，本集團概無向五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。截至2018年及2019年12月31日止年度，該五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 2019 截至2019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 ("CIT") rate was 17% (2018: 17%) during the year. Income tax expense for the Group relates wholly to the profits of the subsidiaries, which were taxed at 17% in Singapore. Major components of income tax expense for the years ended 2018 and 2019 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(「企業所得稅」)率為17%(2018年：17%)。本集團的所得稅開支完全與附屬公司的溢利有關，該等附屬公司於新加坡按17%的稅率繳稅。截至2018年及2019年止年度的所得稅開支主要組成部分為：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Current tax	即期稅項		
Singapore CIT	新加坡企業所得稅	202	489
Under/(over) provision in respect of prior years	過往年度撥備不足／(超額撥備)	101	(118)
		303	371

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

13. TAXATION (Continued)

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:

13. 稅項(續)

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：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Profit before taxation	除稅前溢利	5,461	4,370
Income tax using the statutory tax rate	按法定稅率計算的所得稅	928	743
Non-deductible expenses	不可扣稅開支	390	448
Non-taxable incomes	無需繳稅收入	(875)	(349)
Unrecognised temporary difference	未確認暫時差額	—	40
Effect of tax exemption and tax relief	稅項豁免及稅項減免的影響	(241)	(394)
Unutilised tax losses	未動用稅項虧損	—	1
Under/(over) provision in prior years	過往年度超額撥備不足／ (超額撥備)	101	(118)
		303	371

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

14. DIVIDENDS

The directors of the Company does not recommend the payment of any final dividend for the years ended 2018 and 2019. No interim dividend was declared during the year (2018 interim dividend: approximately S\$3,438,000).

14. 股息

本公司董事會並不建議派付截至2018年及2019年止年度之任何末期股息。於本年度概無宣派中期股息(2018年中期股息：約3,438,000新加坡元)。

15. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year of approximately S\$5,158,000 (2018: approximately S\$3,999,000) and the weighted average number of ordinary shares of the Company in issue during the year calculated as follows:

15. 每股盈利

每股基本盈利乃基於本年度溢利約5,158,000新加坡元(2018年：約3,999,000新加坡元)計算，及本公司於本年度已發行普通股之加權平均股數計算結果如下：

	2019 2019年	2018 2018年
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	764,931,507	600,000,000
就計算每股基本盈利之普通股加權平均數		

For the year ended 31 December 2019, the weighted average number of ordinary shares for the purpose of calculating basic earnings per share have been adjusted for the effect of the completion of the initial public offering relating to the listing of the Company's shares on the Main Board (the "Share Offer") on 6 March 2019.

截至2019年12月31日止年度，為計算每股基本盈利的普通股加權平均數已就本公司股份於2019年3月6日在主板上市的首次公開發售(「股份發售」)完成的影響作出調整。

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 2018.

計算本年度每股基本盈利所用普通股加權平均數已根據資本化發行調整為600,000,000股已發行股份，資本化發行已於本公司之股份完成股份發售後進行，估計已於2018年1月1日進行。

No dilutive earnings per share is presented as there was no potential dilutive ordinary shares in issue during both years.

由於該兩個年度均無任何已發行潛在攤薄普通股，故並未呈列每股攤薄盈利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 2018	於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 and 1 January 2019	於2018年12月31日及2019年1月1日	83,650
Additions	添置	15,501
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	5,149
As at 31 December 2019	於2019年12月31日	104,300

Acquisition of investment properties, which located at Block 101 YiShun Avenue 5#01-93, Singapore 760101 at a consideration approximately S\$15,501,000. The acquisition cost was settled by deposit paid approximately S\$750,000. The remaining balance was settled by borrowings approximately S\$8,573,000.

收購位於Block 101 YiShun Avenue 5#01-93, Singapore 760101的投資物業的代價約為15,501,000新加坡元。收購成本由已付押金約750,000新加坡元結算。餘下結餘由借款約8,573,000新加坡元結算。

The investment properties of the Group consist of 9 (2018: 8) food courts are held to earn rentals and/or for capital appreciation as at 31 December 2019 and 2018 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, Jones Lang LaSalle Property Consultants 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.

於2019年及2018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9個(2018年：8個)美食廣場，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 Jones Lang LaSalle Property Consultants 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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

16. INVESTMENT PROPERTIES (Continued)

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.

16. 投資物業(續)

於估計投資物業的公平值時，投資物業現有用途為其最高及最佳用途。

於本年度，估值技術不變。

		Level 2 fair value measurement	
		第二層級公平值計量	
		2019	2018
		2019年	2018年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Food courts located in Singapore	位於新加坡的美食廣場	104,300	83,650

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.

The investment properties of the Group with a carrying amount of S\$104,300,000 (2018: S\$83,650,000) have been pledged to secure borrowings of the Group (see note 26). The Group is not allowed to pledge these assets as security for other borrowings or to sell them to another entity.

於本年度，無轉撥轉入或轉出第二級或任何其他級別。

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。

本集團賬面值為104,300,000新加坡元(2018年：83,650,000新加坡元)的投資物業已作抵押，以擔保本集團的借款(見附註26)。本集團不得將該等資產作為其他借款的抵押或將其出售予另一個實體。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 2018	於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 and 1 January 2019	於2018年12月31日及 2019年1月1日	1,510	220	322	3,320	255	5,627
Additions	添置	-	4,500	2	510	-	5,012
Disposal	出售	-	-	-	(93)	-	(93)
As at 31 December 2019	於2019年12月31日	1,510	4,720	324	3,737	255	10,546
Accumulated depreciation	累計折舊						
As at 1 January 2018	於2018年1月1日	-	14	317	2,631	242	3,204
Provide for the year	年內撥備	-	9	5	340	13	367
Disposal	出售	-	-	-	(62)	-	(62)
As at 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	-	23	322	2,909	255	3,509
Provided for the year	年內撥備	-	57	-	324	-	381
Disposal	出售	-	-	-	(91)	-	(91)
As at 31 December 2019	於2019年12月31日	-	80	322	3,142	255	3,799
Net carrying amount	賬面淨值						
As at 31 December 2019	於2019年12月31日	1,510	4,640	2	595	-	6,747
As at 31 December 2018	於2018年12月31日	1,510	197	-	411	-	2,118

Notes:

附註：

(a) Purchases of property, plant and equipment at a consideration approximately S\$5,012,000. The acquisition cost was settled by deposit paid approximately S\$125,000. The remaining balance was settled by bank borrowing approximately S\$2,882,000.

(a) 購買物業、廠房及設備的代價約為5,012,000新加坡元。收購成本由已付押金約125,000新加坡元結算。餘下結餘由銀行借款約2,882,000新加坡元結算。

(b) As at 31 December 2019, property, plant and equipment with net carrying amount of approximately S\$6,150,000 (2018: approximately S\$1,707,000) was secured under mortgage loan as below mentioned in note 26.

(b) 於2019年12月31日，物業、廠房及設備賬面淨值約6,150,000新加坡元(2018年：約1,707,000新加坡元)已用作下文附註26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 2019 截至2019年12月31日止年度

18. RIGHT OF USE ASSETS

18. 使用權資產

		Food centres/ Food stalls 美食中心/ 食檔 S\$'000 千新加坡元
Cost	成本	
As at 1 January 2019 (note 3)	於2019年1月1日(附註3)	1,855
Additions	添置	784
As at 31 December 2019	於2019年12月31日	2,639
Accumulated depreciation	累計折舊	
As at 1 January 2019	於2019年1月1日	—
Charge for the year	年內支出	1,020
As at 31 December 2019	於2019年12月31日	1,020
Carrying amounts	賬面值	
As at 31 December 2019	於2019年12月31日	1,619

The lease terms of the food centres/food stalls range from 1 to 3 years. Depreciation is provided to write off the cost of items of right-of-use assets over their expected useful lives using straight line method. When there is no reasonable certainty that ownership will be obtained by the end of the lease term, the assets are depreciated over the lease term.

The Group does not have the option to purchase the right-of-use assets for a nominal amount at the end of the lease terms.

Lease liabilities of approximately S\$1,640,000 are recognised with related right-of-use assets of approximately S\$1,619,000 as at 31 December 2019. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Lease assets may not be used as security for borrowing purposes.

美食中心／食檔的租賃期為1至3年。使用權資產以直線法在其預計可使用年內計提折舊以撇銷其成本。倘無法合理確定租賃期屆滿時將獲得所有權，則資產在租賃期內折舊。

本集團無權在租賃期屆滿時以名義金額購買使用權資產。

於2019年12月31日，租賃負債約1,640,000新加坡元與相關使用權資產約1,619,000新加坡元一併確認。除出租人持有的租賃資產中的抵押權益外，租賃協議不施加任何契諾。租賃資產不得用作借貸的抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

19. INVENTORIES

19. 存貨

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Raw materials and consumables	原材料及消耗品	152	161

20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收款項

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Trade receivables (Note)	貿易應收款項(附註)	529	107
Other receivables	其他應收款項	535	425
		1,064	532

Note: During the year ended 31 December 2018, trade receivables had been written off amounted to approximately S\$34,000.

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。

Based on invoices date and net of impairment, ageing analysis of the Group's trade receivables at the end of year ended 31 December 2019 and 2018 is as follows:

基於發票日期及扣除減值，本集團於截至2019年及2018年12月31日止年度末的貿易應收款項賬齡分析如下：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
0 to 30 days	0至30天	515	91
31 to 90 days	31至90天	10	14
91 to 180 days	91至180天	4	2
		529	107

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 2019 截至2019年12月31日止年度

20. TRADE AND OTHER RECEIVABLES (Continued)

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.

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 during the years ended 31 December 2019 and 2018.

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 categorises 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.

20. 貿易及其他應收款項(續)

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。

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，並無就截至2019年及2018年12月31日止年度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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

21. PREPAYMENTS AND DEPOSITS PAID

21. 預付款項及已付押金

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Prepaid listing expenses	預付上市開支	—	838
Prepayments	預付款項	462	—
Deposits paid	已付押金	1,517	2,405
		1,979	3,243
Add: Deposits paid (non-current portion)	加：已付押金(非即期部分)	320	225
		2,299	3,468

Note: As at 31 December 2019, deposits paid mainly represented the amount of rental deposit at approximately S\$1,225,000 (2018: approximately S\$609,000).

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2019年12月31日，已付押金主要指租金押金約1,225,000新加坡元(2018年：約609,000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的物業的金額，分別為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。

22. OTHER FINANCIAL ASSETS

22. 其他金融資產

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Key management personnel life insurance policies	主要管理人員人壽保單	676	664

On 24 July 2017, a subsidiary of the Company has entered into a life insurance policies (the "Policies") to insure the directors of the Company Mr. Chu and Ms. Leow. 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.

於2017年7月24日，本公司一間附屬公司購買人壽保單(「保單」)，為本公司董事(朱先生及廖女士)投保。根據保單，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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

22. OTHER FINANCIAL ASSETS (Continued)

Income arising from 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.

22. 其他金融資產(續)

保單產生的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。

23. CASH AND CASH EQUIVALENTS/PLEDGED BANK DEPOSIT

23. 現金及現金等價物／已抵押銀行存款

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Cash and bank balances	現金及銀行結餘	11,703	4,926
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	11,688	4,911

Cash and cash equivalent denominated in foreign currency is as follow:

現金及現金等價物乃按外幣計值如下：

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Singapore Dollar	新加坡元	5,937	4,911
Hong Kong Dollar ("HKD")	港元(「港元」)	5,751	—
		11,688	4,911

Bank deposits carry out fixed interest rates 0.8% per annum as at 31 December 2019 and 2018 respectively, representing deposits pledged to banks for securing the bank facilities issued by the bank to the Group and unutilised banking facilities amounting to approximately S\$4,500,000 (2018: approximately S\$4,500,000) as at 31 December 2019.

於2019年及2018年12月31日，銀行存款的固定年利率為0.8%，指於2019年12月31日為保證銀行向本集團發行銀行融資而抵押予銀行的存款及未動用銀行融資約4,500,000新加坡元(2018年：約4,500,000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 2019 截至2019年12月31日止年度

23. CASH AND CASH EQUIVALENTS/PLEDGED BANK DEPOSIT (Continued)

Reconciliation of liabilities arising from financing activities:

		Borrowings 借款 S\$'000 千新加坡元	Lease liabilities 租賃負債 S\$'000 千新加坡元	Total 合計 S\$'000 千新加坡元
As at 1 January 2018	於2018年1月1日	52,800	-	52,800
Financing cash inflows	融資現金流入	1,000	-	1,000
Financing cash outflows	融資現金流出	(2,408)	-	(2,408)
Finance costs paid	已付融資成本	(1,228)	-	(1,228)
Finance costs	融資成本	1,228	-	1,228
As at 31 December 2018	於2018年12月31日	51,392	-	51,392
Impact on initial application of IFRS 16	初始應用國際財務報告準則第16號的影響	-	1,855	1,855
As at 1 January (restated)	於1月1日(經重列)	51,392	1,855	53,247
Addition of mortgage	抵押增加	11,454	-	11,454
Financing cash outflows	融資現金流出	(6,695)	(999)	(7,694)
Addition of lease liabilities	租賃負債增加	-	784	784
Finance costs paid	已付融資成本	(1,321)	(57)	(1,378)
Finance costs	融資成本	1,321	57	1,378
As at 31 December 2019	於2019年12月31日	56,151	1,640	57,791

24. TRADE PAYABLES

24. 貿易應付款項

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Trade payables	貿易應付款項	2,464	2,766

Trade payables are non-interest bearing. Trade payables are generally settled within 15 days to 90 days credit terms.

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 2019 and 2018, trade payables were denominated in Singapore dollars.

於2019年及2018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 2019 截至2019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:

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
0 to 30 days	0至30天	1,898	2,754
31 to 90 days	31至90天	566	12
		2,464	2,766

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, OTHER PAYABLES AND DEPOSITS RECEIVED

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Accrued operating expenses (Note)	應計營運開支(附註)	982	1,490
Other payables	其他應付款項	997	1,257
Deposits received	已收押金	773	786
		2,752	3,533
Add: Deposits received (Non-current portion)	加：已收押金 (非流動部分)	189	259
		2,941	3,792

25. 應計費用、其他應付款項及已收押金

Notes: As at 31 December 2019, accrued operating expenses mainly represented the accrued staff costs of approximately S\$853,000 (2018: approximately S\$1,251,000).

附註：於2019年12月31日，應計營運開支主要指應計員工成本約853,000新加坡元(2018年：約1,251,000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 2019 截至2019年12月31日止年度

26. BORROWINGS

26. 借款

		2019 2019年 S\$'000 千新加坡元	2018 2018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	2,310	2,040
Term loans	定期貸款	1,210	4,403
Working capital loans	營運資金貸款	15	15
		3,535	6,458
Borrowings in non-current portion:	非即期部分借款：		
Secured mortgage loans	已抵押按揭貸款	48,709	37,022
Term loans	定期貸款	2,267	5,487
Working capital loans	營運資金貸款	1,640	2,425
		52,616	44,934
		56,151	51,392
		2019 2019年	2018 2018年
Effective floating interest rate	實際浮動利率		
Secured mortgage loans	已抵押按揭貸款	2.18%–2.86%	1.68%–2.63%
Term loans	定期貸款	2.18%–3.17%	1.92%–3.22%
Working capital loans	營運資金貸款	2.76%–3.24%	2.35%–2.99%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

26. BORROWINGS (Continued)

26. 借款(續)

		2019 2019年 S\$'000 千新加坡元	2018 2018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	3,535	6,458
In the second year	於第二年	2,509	3,459
In the third to fifth years, inclusive	於第三至五年(包括首尾兩年)	7,372	7,279
Beyond 5 years	超過5年	42,735	34,196
		56,151	51,392

Note: As at 31 December 2018 and 2019, the borrowings of approximately S\$56,151,000 (2018: approximately S\$51,392,000) 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; and (v) corporate guarantee of the Company and its subsidiaries.

附註：於2018年及2019年12月31日，借款約56,151,000新加坡元(2018年：約51,392,000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)朱先生個人擔保；及(v)本公司和附屬公司的企業擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

27. LEASE LIABILITIES

27. 租賃負債

		As at 31 December 2019 於2019年12月31日	
		Present value of the minimum lease payments 最低租賃 付款的現值 S\$'000 千新加坡元	Total minimum lease payments 最低租賃 付款總額 S\$'000 千新加坡元
Within 1 year	一年內	1,072	1,100
After 1 year but within 2 years	一年以上兩年以內	568	574
		1,640	1,674
Less: total future interest expenses	減：未來利息開支總額		(34)
Present value of lease liabilities	租賃負債現值		1,640

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

28. SHARE CAPITAL

Details of movements of share capital of the Company are as follows:

28. 股本

本公司股本變動的詳情如下：

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	S\$'000 千新加坡元
Authorised:	法定：			
As at 13 March 2018 (date of incorporation), 31 December 2018, 1 January 2019	於2018年3月13日 (註冊成立之日)、 2018年12月31日及 2019年1月1日			
Ordinary Share of HK\$0.01 each (Note (a))	每股面值0.01港元普通股 (附註(a))	38,000,000	380	67
Increase of ordinary shares (Note (b))	普通股增加(附註(b))	9,962,000,000	99,620	17,601
As at 31 December 2019	於2019年12月31日	10,000,000,000	100,000	17,668
Issued and fully paid:	已發行及繳足：			
Issue of share upon incorporation on 13 March 2018 (date of incorporation) (Note (a))	於2018年3月13日 (註冊成立之日) 註冊成立後發行股份(附註(a))	100	—*	—*
As at 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	100	—*	—*
Issue of shares under capitalisation issue (Note (b))	根據資本化發行發行 股份(附註(b))	599,999,900	5,999	1,036
Issue of new shares by way of share offer (Note (c))	透過股份發售發行 新股(附註(c))	200,000,000	2,000	345
As at 31 December 2019	於2019年12月31日	800,000,000	8,000	1,381

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

* 結餘指金額少於1,000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 2019 截至2019年12月31日止年度

28. SHARE CAPITAL (Continued)

Notes:

- (a) The Company was incorporated on 13 March 2018 with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each and the Reorganisation was only completed on 5 September 2018, hence, the paid-in capital in the consolidated statement of financial position as at 31 December 2018 was HK\$1.

The share capital shown in the statement of financial position represents the share capital of the Company after Reorganisation.

- (b) Pursuant to a resolution in writing passed by all the shareholders of the Company on 1 February 2019, the authorised share capital of the Company was increased from HK\$380,000 to HK\$100,000,000 by the creation of a further 99,620,000,000 Shares. Pursuant to the capitalisation issue of the Company passed by all the shareholders of the Company on 1 February 2019, additional 599,999,900 shares were allotted and issued.
- (c) The Company was successfully listed on the Main of 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 Prospectus.

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.

28. 股本(續)

附註：

- (a) 本公司於2018年3月13日註冊成立(其法定股本分為380,000港元，分為38,000,000股每股面值0.01港元的股份)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。

財務狀況表所示股本指重組後本公司的股本。

- (b) 根據本公司所有股東於2019年2月1日通過的書面決議案，本公司的法定股本因進一步增設99,620,000,000股股份而由380,000港元增至100,000,000港元。根據本公司全體股東於2019年2月1日通過的本公司資本化發行，另外分配及發行599,999,900股股份。
- (c) 本公司已於2019年3月6日以每股發售價0.75港元發售20,000,000股公開發售股份及180,000,000股配售股份在聯交所主板成功上市，所得款項淨額約為110,000,000港元。建議將所得款項用於資助招股章程「未來計劃及所得款用途」一節中所載的執行計劃。

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。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

29. RESERVES (Continued)

(b) Statement of changes in equity of the Company

		Share premium 股份溢價 S\$'000 千新加坡元	Accumulated losses 累計虧損 S\$'000 千新加坡元	Total 總計 S\$'000 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 and 1 January 2019	於2018年12月31日及 2019年1月1日	–	(2,265)	(2,265)
Issue new shares pursuant to capitalisation issue	根據資本化發行 發行新股份	(1,036)	–	(1,036)
Issue new shares pursuant to the share offer	根據股份發售發行 新股份	25,637	–	25,637
Transaction costs attributable to issue of new shares	發行新股份應佔 交易成本	(2,893)	–	(2,893)
Loss and total comprehensive loss for the year	年內虧損及 全面虧損總額	–	(2,182)	(2,182)
As at 31 December 2019	於2019年12月31日	21,708	(4,447)	17,261

As at 31 December 2019, the Company had distributable reserves of approximately S\$17,261,000 (2018: Nil) calculated in accordance with the Company Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

28. 股本(續)

(b) 本公司權益變動表

	Share premium 股份溢價 S\$'000 千新加坡元	Accumulated losses 累計虧損 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
As at 13 March 2018 (Date of Incorporation)	–	–	–
Loss and total comprehensive loss for the period	–	(2,265)	(2,265)
As at 31 December 2018 and 1 January 2019	–	(2,265)	(2,265)
Issue new shares pursuant to capitalisation issue	(1,036)	–	(1,036)
Issue new shares pursuant to the share offer	25,637	–	25,637
Transaction costs attributable to issue of new shares	(2,893)	–	(2,893)
Loss and total comprehensive loss for the year	–	(2,182)	(2,182)
As at 31 December 2019	21,708	(4,447)	17,261

於2019年12月31日，本公司可供分派儲備約17,261,000新加坡元(2018年：無)乃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)計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

30. COMPANY'S STATEMENT OF FINANCIAL POSITION

30. 本公司財務狀況表

		Notes 附註	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司之投資		—*	—*
			—*	—*
Current assets	流動資產			
Amount due from subsidiaries	應收附屬公司款項		18,769	—
Prepayments and deposits paid	預付款項及已付押金		—	592
Cash and bank balance	現金及銀行結餘		93	—
			18,862	592
Current liabilities	流動負債			
Accruals	應計費用		220	—
Amount due to subsidiaries	應付附屬公司款項		—	2,857
			220	2,857
Net current assets and net liabilities	流動資產淨額及淨負債		18,642	(2,265)
Capital and reserves	資本及儲備			
Share capital	股本	28	1,381	—*
Reserves	儲備	29(b)	17,261	2,265
Total equity	總權益		18,642	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 27 March 2020 and signed on its behalf by:

於2020年3月27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 (Zhu Zhiqiang)
朱志強先生
Chairman and Executive Director
主席兼執行董事

Ms. Leow Poh Hoon (Liao Baoyun)
廖宝云女士
Executive Director
執行董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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:

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Within one year	一年內	3,584	3,446
Within two to five years	二至五年內	1,513	1,185
		5,097	4,631

Operating leases, in which the Group is the lessor, relate to investment property owned by the Group with lease terms of between 1 to 3 years. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

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：

	2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Within one year	3,584	3,446
Within two to five years	1,513	1,185
	5,097	4,631

本集團為出租人的經營租賃與本集團擁有的投資物業有關，租賃期限為1至3年。倘承租人行使選擇權續約，則所有經營租賃合約均包含市場審查條款。承租人無權在租賃期屆滿時購買物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

31. OPERATING LEASE COMMITMENTS (Continued)

(b) As lessee

Future minimum rental payables under non-cancellable operating lease of the Group as at 31 December 2018 are as follows:

		2018 2018年 S\$'000 千新加坡元
Within one year	一年內	3,585
Within two to five years	二至五年內	1,034
		4,619

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(續)

(b) 作為承租人

本集團於2018年12月31日根據不可撤銷經營租賃的未來最低應付租金如下：

2018
2018年
S\$'000
千新加坡元

Within one year	一年內	3,585
Within two to five years	二至五年內	1,034
		4,619

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 2019 截至2019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 personnel of the Group, including directors' remuneration as detailed in note 11 above.

		2019 2019年 S\$'000 千新加坡元	2018 2018年 S\$'000 千新加坡元
Directors' fees	董事袍金	40	480
Salaries and bonuses	薪金及花紅	896	381
Contributions to defined contribution retirement plan	定額供款退休計劃的供款	38	57
		974	918

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 has entered into personal guarantee agreements to secure mortgage loans 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，朱先生訂立個人擔保協議以取得按揭貸款及營運資金貸款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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：

		2019 2019年 S\$'000 千新加坡元	2018 2018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	1,064	532
— Deposits paid	— 已付押金	1,837	2,630
— Pledged bank deposit	— 已抵押銀行存款	15	15
— Cash and cash equivalents	— 現金及現金等價物	11,688	4,911
		14,604	8,088
		2019 2019年 S\$'000 千新加坡元	2018 2018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	2,464	2,766
— Accruals, other payables and deposits received	— 應計費用、其他應付款項及已收押金	2,941	2,302
— Borrowings	— 借款	56,151	51,392
— Lease liabilities	— 租賃負債	1,640	—
		63,196	56,460

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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, deposits paid, pledged bank deposit, and cash and cash equivalents and the Group's financial liabilities, including trade payables, accruals, other payables and deposits received, and borrowings and lease liabilities, 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, market 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、已付押金、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、其他應付款項及已收押金，以及借款及租賃負債)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、市場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 2019 截至2019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 2019, approximately 11.49% (2018: approximately 65.7%) of the Group's trade receivables were due from the top five customers.

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2019年12月31日，本集團應收五大客戶的貿易應收款項約11.49% (2018年：約65.7%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 2019 截至2019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 financial assets at amortised costs

In respect of other financial assets, pledged bank deposits and cash and cash equivalents, the credit risk is considered to be low as the counterparties are reputable banks and insurance company incorporated in the Singapore with high credit ratings. The existing counterparties do not have defaults in the past. Therefore, ECL rate of other financial assets, pledged bank deposits and cash and cash equivalents is assessed to be close to zero and no provision was made as at 31 December 2018 and 2019.

Other receivables was mainly related to raw material suppliers' incentive receivable from multinational 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 as at 31 December 2018 and 2019.

For deposits paid, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits based on historical settlement records and past experience. The management committee members of the Company believe that there is no material credit risk inherent in the Company's outstanding balance of deposits.

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) 按攤銷成本列賬的其他金融資產

就其他金融資產、已抵押銀行存款及現金及現金等價物而言，由於對手方為知名銀行及於新加坡註冊成立的高信貸評級保險公司，故被視作信貸風險較低。現有對手方過往並無違約記錄。因此，其他金融資產、已抵押銀行存款及現金及現金等價物的預期信貸虧損率經評估近乎為零，及於2018年及2019年12月31日並未計提撥備。

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2018年及2019年12月31日，並無確認其他應收款項的虧損撥備。

就已付押金而言，管理層根據過往結算記錄及過往經驗對押金是否可收回作出定期集體評估及個別評估。本公司管理委員會成員認為，本集團押金的未償還結餘並無既定的重大信貸風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(b) Market risk

(i) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings and balance due to changes of interest rate.

The directors of the Company consider the Group's exposures in relation to the bank balance are not significant as interest bearing bank balance have short maturity period and thus they are not included in sensitivity analysis.

The Group currently does not have any interest rate hedging policy. However, management closely monitors its exposure to future cash flow interest rate risk as a result of changes in market interest rates will consider hedging changes in market interest rates should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management note 35(c).

Sensitivity analysis

As at 31 December 2018 and 31 December 2019, if the interest rate on all variable-rate borrowings had been 100 basis points higher/lower with all other variables held constant, the Group's profit for the year would have been decreased/increased by approximately SGD514,000 and SGD549,000, respectively.

35. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(b) 市場風險

(i) 利率風險

由於利率變動，本集團承受與浮息借貸及結餘有關的現金流量利率風險。

本公司董事認為，本集團與銀行結餘有關的風險並不重大，原因是計息銀行結餘的到期日較短，因此並無載入敏感度分析中。

本集團目前並無任何利率對沖政策。然而，由於市場利率變動，管理層會密切監察其面臨的未來現金流量利率風險，並會於有需要時考慮對沖市場利率變動。

本集團的金融負債利率風險詳述於流動資金風險管理附註35(c)。

敏感度分析

於2018年12月31日及2019年12月31日，倘所有浮息借貸的利率上升／下降100個基點，而所有其他變量保持不變，則本集團本年度溢利將分別減少／增加約514,000新加坡元及549,000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 2019 截至2019年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(b) Market risk (Continued)

(i) Interest rate risk (Continued)

Sensitivity analysis (Continued)

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of each of the reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100-basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next reporting period. The analysis is performed on the same basis during the reporting period.

(ii) Currency risk

The carrying amounts of the Group's monetary assets (including bank balances) denominated in currencies other than functional currency of the respective group entity at the end of each reporting period are as follows:

HKD

港元

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

35. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(b) 市場風險(續)

(i) 利率風險(續)

敏感度分析(續)

上述敏感度分析是在假設利率變動已於各報告期末發生且已應用於該日存在的借貸利率風險的情況下確定。上升或下降100個基點表示管理層對直至下個報告期間末止的合理可能利率變動的評估。於報告期內，該分析按相同基準進行。

(ii) 貨幣風險

於各報告期末以各集團實體功能貨幣以外貨幣計值的本集團貨幣資產(包括銀行結餘)的賬面值如下：

2019	2018
2019年	2018年
S\$'000	S\$'000
千新加坡元	千新加坡元

5,751

—

本集團目前並無外匯對沖政策。然而，本集團管理層監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(b) Market risk (Continued)

(ii) Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivities to a 10% increase and decrease in the functional currency of the group against relevant foreign currency. 10% is the sensitivity rate which represents management's assessment of the reasonably possible change in foreign currency rate. The sensitivity analysis includes only outstanding HKD denominated monetary items and adjusted their translation at the end of the reporting period for a 10 % change. A positive number indicates an increase in profit for the year HKD strengthens 10% against S\$. For a 10% weakening of S\$ against HKD, there would be an equal but opposite impact on the profit for the year.

HKD

港元

In the opinion of the directors of the Company, the sensitivity analysis is unrepresentative of the inherent foreign currency risk as the exposure at the end of each reporting period do not reflect the exposure during the years ended 31 December 2019 and 2018.

(c) 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.

35. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(b) 市場風險(續)

(ii) 貨幣風險(續)

敏感度分析

下表詳列本集團功能貨幣兌相關外幣升值及貶值10%的敏感度。10%的敏感度比率代表管理層對外幣匯率的合理可能變動的評估。敏感度分析僅包括尚未結算的港元計價貨幣項目，並於報告期末就10%變動調整其換算。正數表示本年度溢利增加，港元兌新加坡元升值10%。倘新加坡元兌港元貶值10%，則會對本年度溢利產生相同但相反的影響。

2019	2018
2019年	2018年
S\$'000	S\$'000
千新加坡元	千新加坡元

-/+50

N/A 不適用

本公司董事認為，敏感度分析不代表固有的外匯風險，原因是於每個報告期末的風險敞口未能反映截至2019年及2018年12月31日止年度的風險敞口。

(c) 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金融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）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019年12月31日止年度

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk concentration profile (Continued)

(c) Liquidity risk (Continued)

The table below summaries the maturity profile of the Group's financial liabilities based on contractual undiscounted repayment obligations.

As at 31 December 2019

	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 S\$'000 千新加坡元	超過1年 但少於2年 S\$'000 千新加坡元	超過2年 但少於5年 S\$'000 千新加坡元	超過5年 S\$'000 千新加坡元	未貼現 現金流量 總額 S\$'000 千新加坡元	賬面值 S\$'000 千新加坡元
Financial liabilities:							
Trade payables	-	2,464	-	-	-	2,464	2,464
Accruals, other payables and deposits received	-	2,941	-	-	-	2,941	2,941
Borrowings	2.47	4,841	4,035	11,880	55,752	76,508	56,151
Lease liabilities	2.92	1,100	574	-	-	1,674	1,640
		11,346	4,609	11,880	55,752	83,587	63,196

As at 31 December 2018

	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 S\$'000 千新加坡元	超過1年 但少於2年 S\$'000 千新加坡元	超過2年 但少於5年 S\$'000 千新加坡元	超過5年 S\$'000 千新加坡元	未貼現 現金流量 總額 S\$'000 千新加坡元	賬面值 S\$'000 千新加坡元
Financial liabilities:							
Trade payables	-	2,766	-	-	-	2,766	2,766
Accruals, other payables and deposits received	-	2,302	-	-	-	2,302	2,302
Borrowings	2.41	7,484	4,454	9,717	40,768	62,423	51,392
		12,552	4,454	9,717	40,768	67,491	56,460

36. 財務風險管理目標及政策(續)

信貸集中風險情況(續)

(c) 流動資金風險(續)

下表概述根據合約未折現還款責任本集團金融負債的到期情況。

於2019年12月31日

於2018年12月31日

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2019 截至2019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 26, 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（包括於附註26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	Place and date of incorporation	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
			2019	2018	
附屬公司名稱	註冊成立地點及日期		2019年%	2018年%	主要業務
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	100	Investment holding
Eastern Native Limited	英屬處女群島， 2018年1月30日	1 美元	100	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 2019 截至2019年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries	Place and date of incorporation	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
			2019	2018	
附屬公司名稱	註冊成立地點及日期		2019年%	2018年%	主要業務
Indirectly held: 間接持有：					
Fu Chan F&B Group Pte. Ltd.	Singapore, 10 December, 2009	S\$500,000	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	S\$1	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	S\$1,000,000	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	S\$270,000	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	S\$10,000	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	S\$300,000	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 2019 截至2019年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued)

38. 附屬公司詳情(續)

Name of subsidiaries	Place and date of incorporation	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
			2019	2018	
附屬公司名稱	註冊成立地點及日期		2019年 %	2018年 %	主要業務
Indirectly held: (Continued) 間接持有：(續)					
Fu Chan (23) F&B Pte. Ltd.	Singapore, 16 May, 2005	S\$160,000	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	S\$100,000	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	S\$300,000	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	S\$50,000	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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 2019 截至2019年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries	Place and date of incorporation	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
			2019	2018	
附屬公司名稱	註冊成立地點及日期		2019年 %	2018年 %	主要業務
Indirectly held: (Continued) 間接持有：(續)					
FS 500 Pte. Ltd.	Singapore, 18 March, 2015	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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 2019 截至2019年12月31日止年度

37. PARTICULARS OF SUBSIDIARIES (Continued) 37. 附屬公司詳情(續)

Name of subsidiaries	Place and date of incorporation	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
			2019	2018	
附屬公司名稱	註冊成立地點及日期		2019 年 %	2018 年 %	主要業務
Indirectly held: (Continued) 間接持有：(續)					
FS 885 Pte. Ltd.	Singapore, 18 March, 2015	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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	S\$1	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 2019 截至2019年12月31日止年度

38. SUBSEQUENT EVENTS

- a. Since January 2020, Coronavirus disease 2019 (“COVID-19”) across Singapore and other countries has affected the usual business environment. Pending the development of such subsequent non-adjusting event, the Group’s financial results may be affected, the extent of which could not be estimated as at the date of this report.
- b. The address of the headquarters and principal place of business in Singapore is changed to 51 Ubi Avenue 1, #02-17/18 Paya Ubi Industrial Park, Singapore 408933, with effect from 11 January 2020.
- c. On 8 January 2020, an indirect wholly-owned subsidiary of the Company, CK Chu Holdings Pte Ltd (“CKC”) was granted options (the “Options”) by Mr. Thang Teck Jong, Mr. Kong Ling Ting and Mengkim Holdings Pte. Ltd. (“TKM”), who are independent third parties of the Group, to purchase Units #01-02A, #01-02B, #01-02C, #01-02E, #01-04A, #01-05A, #01-05B, #01-05C and #01-05P on Level 1 of People’s Park Centre, 101 Upper Cross Street, Singapore 058357 (“101 UCS”), pursuant to the terms and conditions of the nine option agreements for sale of 101 UCS (the “Option Agreements”). Save as disclosed in the announcement dated 14 February 2020, CKC exercised the Options pursuant to the Option Agreements to acquire 101 UCS from TKM at a total consideration of S\$22,200,000. On 24 March 2020, the acquisition of 101 UCS was completed and approximately S\$4,440,000 (equivalent to approximately HK\$25,619,000) was financed by the net proceeds from the Share Offer. Details of the financing are set out on page 11 of the circular dated 17 March 2020.

39. AUTHORISATION FOR ISSUE OF CONSOLIDATE FINANCIAL STATEMENTS

The consolidated financial statement were approved and authorised for issue by the Directors on 27 March 2020.

38. 結算日後事項

- a. 自2020年1月起，新加坡及其他國家爆發的2019冠狀病毒病(「COVID-19」)，已影響一般營商環境。視乎後續非調整事項的進展，本集團的財務業績可能會受到影響，於本報告日期尚無法估計影響程度。
- b. 新加坡的總部及主要營業地點變更為51 Ubi Avenue 1, #02-17/18 Paya Ubi Industrial Park, Singapore 408933，自2020年1月11日起生效。
- c. 於2020年1月8日，根據銷售101 UCS的九份購買選擇權協議(「購買選擇權協議」)的條款及條件，Thang Teck Jong先生、Kong Ling Ting先生及Mengkim Holdings Pte. Ltd. (「TKM」，本集團獨立第三方)授予本公司一間接全資附屬公司CK Chu Holdings Pte Ltd (「CKC」)購買選擇權(「購買選擇權」)，以購買位於新加坡Upper Cross Street 101號People’s Park Centre 1樓#01-02A、#01-02B、#01-02C、#01-02E、#01-04A、#01-05A、#01-05B、#01-05C及#01-05P室，郵政編號058357(「101 UCS」)。除於本公司日期為2020年2月14日之公告所披露者外，CKC根據購買選擇權協議行使購買選擇權，以總代價22,200,000新加坡元自TKM收購101 UCS。於2020年3月24日，101 UCS收購已告完成，而約4,440,000新加坡元(相當於約25,619,000港元)由股份發售所得款項淨額撥付。融資詳情載於日期為2020年3月17日的通函第11頁。

39. 授權刊發綜合財務報表

綜合財務報表已於2020年3月27日獲董事批准並授權刊發。

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

For the year ended 31 December 2019 截至2019年12月31日止年度

For the five years ended 31 December 2015, 2016, 2017, 2018 and 2019:

截至2015年、2016年、2017年、2018年及2019年12月31日止五個年度：

RESULTS

業績

		Year ended 31 December 截至12月31日止年度				
		2019 2019年 S\$'000 千新加坡元	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	42,004	44,995	43,975	36,596	39,224
Profit before taxation	除稅前溢利	5,461	4,370	6,101	6,381	4,098
Income tax expense	所得稅開支	(303)	(371)	(590)	(166)	(124)
Profit for the year	年內溢利	5,158	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	5,158	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				
		2019 2019年 S\$'000 千新加坡元	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	128,560	95,519	96,743	89,238	71,977
Total liabilities	負債總額	63,418	58,624	60,409	55,801	42,855
Total equity	總權益	65,142	36,895	36,334	33,437	29,122



K2 F&B
Holdings Limited