

# 專業旅運(亞洲)企業有限公司 Travel Expert (Asia) Enterprises Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1235)



**Annual Report**  
**2024**



*Pinpoints*  
**YOUR**  
**JOURNEY**



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## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Ko Wai Ming, Daniel (*Chairman*)

Ms. Cheng Hang Fan (*Chief Executive Officer*)

#### Independent Non-executive Directors

Mr. Chau Kwok Wing, Kelvin

Mr. Mak King Sau

Mr. Tse Kam Tim

### AUDIT COMMITTEE

Mr. Mak King Sau (*Chairman*)

Mr. Chau Kwok Wing, Kelvin

Mr. Tse Kam Tim

### NOMINATION COMMITTEE

Mr. Chau Kwok Wing, Kelvin (*Chairman*)

Mr. Ko Wai Ming, Daniel

Mr. Mak King Sau

Mr. Tse Kam Tim

### REMUNERATION COMMITTEE

Mr. Tse Kam Tim (*Chairman*)

Mr. Chau Kwok Wing, Kelvin

Ms. Cheng Hang Fan

Mr. Mak King Sau

### COMPANY SECRETARY

Ms. Cheng Yin Wah

### AUDITOR

BDO Limited

### PRINCIPAL BANKER

Hang Seng Bank Limited

### REGISTERED OFFICE

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

5th Floor, Overseas Trust Bank Building

No.160 Gloucester Road

Wanchai, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Suntera (Cayman) Limited

Suite 3204, Unit 2A, Block 3, Building D

P. O. Box 1586, Gardenia Court

Camana Bay, Grand Cayman

KY1-1100, Cayman Islands

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited

17/F., Far East Finance Centre

16 Harcourt Road

Hong Kong

### COMPANY WEBSITE

[www.tegroup.com.hk](http://www.tegroup.com.hk)

### STOCK CODE

The Stock Exchange of Hong Kong Limited: 1235

## FINANCIAL HIGHLIGHTS

	Notes	2024 HK\$'000	2023 HK\$'000	Year-on-Year change
<b>Profitability</b>				
Total customer sales proceeds		<b>476,250</b>	186,751	+155.0%
<b>Revenue</b>				
–Service income from sales of travel/wedding related products		<b>51,490</b>	19,692	+161.5%
–Sales of package tours		<b>105,595</b>	16,695	+532.5%
–Sales of food and beverage		<b>5,122</b>	3,883	+31.9%
		<b>162,207</b>	40,270	+302.8%
Profit/(loss) attributable to owners of the Company		<b>9,027</b>	(2,204)	
Earnings/(loss) per share – Basic (HK cents)	1	<b>1.8</b>	(0.4)	
<b>Financial ratio</b>				
Return on equity (%)	2	<b>13.2%</b>	-3.71%	
Current ratio (time)	3	<b>1.72</b>	2.21	

*Notes:*

- 1 The calculation of the basic earnings/(loss) per share is based on 509,859,000 (2023: 509,859,000) weighted average number of ordinary shares in issue during the year.
- 2 Return on equity is calculated based on the profit/(loss) for the year attributable to owners of the Company divided by the equity attributable to owners of the Company at the end of the year and multiplied by 100%.
- 3 Current ratio is calculated based on the total current assets divided by the total current liabilities at the end of the year.



## CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "Board") of Travel Expert (Asia) Enterprises Limited (the "Company"), I would like to present to shareholders the annual results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2024.

During the year, after serious business disruptions caused by pandemic that lasted more than three years, there was a strong rebound in the tourism industry. The Group recorded a profit attributable to owners of the Company of HK\$9.0 million as compared with the loss attributable to owners of the Company of HK\$2.2 million for the previous year. The total revenue was HK\$162.2 million, representing an increase of 302.5% as compared with HK\$40.3 million for the previous year.

During the year, in view of the market rebound and strong demand for travel products, the Group launched different promotion activities to boost sales volume. To meet the business growth, we put efforts and resources in staff recruiting, sales management restructuring and branch network expansion. Furthermore, the Group continued to enhance its product mix to suit customer preferences and the latest market trends. Apart from aforesaid initiatives, we opened three new shops for the Group's retail FIT (free independent travellers) business operated mainly through Travel Expert Limited (專業旅運有限公司), namely Hung Lung Centre in Causeway Bay, Citylink Plaza in Shatin, East Point City in Tseung Kwun O. In view of the encouraging response from customers to exotic destinations and cultural tour routes launched by Premium Holidays Limited (尊賞假期有限公司) ("Premium Holidays"), which mainly operating the Group's high-end long haul tours business, we increased the number of the package tours to East Africa, South America and different provinces in the Mainland China, such as Sichuan, Tibet, Xinjiang and Inner Mongolia. During the year, Premium Holidays made a large contribution to the Group's business growth. Thus, the Group continued to explore destinations with unique cultural landmark and landscape to offer customers a variety of travel experience and enjoyment. Premium Holidays also opened a shop at Citylink Plaza in Shatin to better serve its customers. In addition, to enhance customer experience in using our online trading platform, we continued to upgrade the backend system support. With the improved operational efficiency of this platform, the enquiries and bookings received from customers increased.

Notwithstanding the strong market recovery, the tourism industry was still facing various challenges. Airline capacity has not fully recovered to the pre-pandemic level to match the travel demand so that affected trip planning and launching of travel products. The shortage of experienced frontline staff negatively affected the achieving of maximum efficiency and performance of the Group. During the year, we implemented initiatives to optimize operations and staff structures as well as enhance operational efficiency. We resumed staff training programmes to enhance employees' skills and knowledge as well as service quality. The Group also imposed flexible measures and sales management to cope with such challenges.

Looking forward, the Group expects there will have a continuous growth in travel demand. Thus, we will continue to explore new tour routing and enhance product mix. We will allocate resources in recruiting experienced staff and strengthening tailor-made services of trip planning for individual and group customers. For business diversification, we will explore other travel and travel related business opportunities.

However, in view of ongoing headwinds and challenges, including uncertainties in global economic situation, geopolitical tensions and China-US relation, the Group will remain cautiously optimistic and adhere to the principles of prudent management of finance and branch network expansion. In addition, we will continue to strengthen our market position as well as adopt flexible strategies for achieving profitability and long term and sustainable growth.

On behalf of the Board, I wish to express my sincere gratitude to shareholders, business partners and customers for their continued support, and to employees for their dedication and hard work.

**Ko Wai Ming, Daniel**  
*Chairman and Executive Director*

Hong Kong, 27 June 2024

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

For the year ended 31 March 2024, with the removal of travel restrictions and pandemic control measures in early 2023, the Group's business operations and financial performance continued to record a significant improvement. During the year, the Group recorded a profit attributable to owners of the Company of HK\$9.0 million, as compared with the loss attributable to owners of the Company of HK\$2.2 million for the previous year. The Group's total customer sales proceeds was HK\$476.3 million, representing an increase of 155.0% as compared with HK\$186.8 million for the previous year. The total revenue was HK\$162.2 million, representing an increase of 302.5% as compared with HK\$40.3 million for the previous year. Earnings per share attributable to owners of the Company for the year was HK1.8 cents (2023: loss per share of HK0.4 cents).

The Board has resolved to recommend the payment a final dividend of HK0.7 cents per ordinary share (2023: Nil) and a special dividend of HK0.7 cents per ordinary share (2023: Nil) for the year ended 31 March 2024.

## BUSINESS REVIEW

The Group's retail FIT (free independent travellers) business is operated mainly through Travel Expert Limited (專業旅運有限公司) ("Travel Expert"), which is the core focus of the Group. During the year, the removal of all travel restrictions in early 2023 marked a crucial step for Hong Kong's fully reopening to the world, which bringing robust recovery of the tourism industry. To capture the opportunity during the market recovery, the Group adopted flexibly strategy and expanded its branch network. We used efforts in enhancing product mix and recruiting additional staff. In addition, we restarted training programmes to frontline staff to enhance their service quality, skills and knowledge. During the year, we opened three new shops, namely Hung Lung Centre in Causeway Bay, Citylink Plaza in Shatin, East Point City in Tseung Kwun O for Travel Expert. Despite the passing of the pandemic, the Group continued to face various challenges. The shortage of frontline staff has inevitably affected our business growth. Furthermore, flight capacity has not yet resumed to the pre-pandemic level and affected travel planning. In response to the challenges, we will closely monitor the market situation and adopt flexible strategies. The Group will increase resources in sales and product management to strengthen its competitiveness and ability to be resilient in order to achieve business growth.

The Group's online business is operated through the online trading platform [www.texpert.com](http://www.texpert.com) that focused on selling travel products like theme park tickets, train and bus tickets, boat tickets, hotel packages and etc. During the year, we continued to put efforts in enhancing this online trading platform and backend system support. Through this sales channel, the Group promoted different travel products, including flight and hotel packages, cruise holidays, package tours to the Mainland and South East Asia, to enable customers to enjoy vacations or visiting attractions with different features.

The Group's tour operation is mainly operated by Premium Holidays Limited (尊賞假期有限公司) ("Premium Holidays") with focus on operating high-end long haul tours business. During the year, the removal of travel restrictions and resumption of flights drove a remarkable business growth. The package tours to the Mainland China, such as Sichuan, Tibet, Xinjiang and Inner Mongolia, were well received by customers. Thus, the Group increased the number of tours to these destinations and enabled customers to enjoy dynamic cultural differences and diversity of travelling experiences. Premium Holidays also re-launched tours to East Africa for tracking the Great Migration of Animals. The long-haul package tours to Northern Europe, Mediterranean Sea, South American and Iceland and etc. continued to record a stable growth. During the year, Premium Holidays opened one additional branch to expand its branch network. It recruited addition experienced staff to tap into the growth driven by the strong market rebound. Despite the strong market recovery, several uncertainties and challenges remain in the operating environment. Recruiting experienced staff continued to be a difficulty for us. Global airline capacity was still falling short of pre-pandemic level and was unable to meet the surging demand. These factors would continue to adversely impact on the market recovery. We will closely monitor the changes in market and overall environment and to review and adjust our business strategies, with a view to grasp opportunities.

In addition to the ordinary travel business segment, our investment activities using the Group's surplus funds allocated under the approved investment cap are conducted by Travel Expert Asset Management Limited (專業旅運資產管理有限公司) ("Travel Expert Asset Management"). During the year, the business recorded a fair value loss on financial assets at fair value through profit or loss of HK\$168,000 (2023: gain of HK\$1.1 million). We will continue to closely monitor the market situation and make investment decisions prudently in order to help the Group to better utilize its surplus fund and contributed to its bottom line.



## MANAGEMENT DISCUSSION AND ANALYSIS

The Group's food and beverage business under the brand name of "Café Another" was operating at a loss. During the year, the Group took various initiatives and marketing activities to improve its performance, such as upgrading internal furnishing for better customer dine-in experience, consolidating and increasing menu variety, rebuilding online platforms and social media platforms, exploring outside catering opportunities and cooperation with corporate customers, venue hiring and event parties and etc. The management will continue to monitor closely the market trends and take flexible measures to promote its business growth.

### FINANCIAL REVIEW

#### Other Income and Gains

Total other income and gains decreased by HK\$4.4 million from HK\$12.3 million for the previous year to HK\$7.9 million for the year. Such decrease was mainly due to the gain on early termination of lease of HK\$4.2 million for the previous year.

#### Selling and Distribution Costs

For the year, selling and distribution costs amounted to HK\$40.1 million, representing an increase of 152.2% from HK\$15.9 million for the previous year.

The increase of selling and distribution costs was mainly due to increase of frontline staff cost that was contributed by the increase of frontline headcounts and sales commission expenses and other staff costs as well as the increase in rental expenses. The recovery of the travel industry boosted the sales of the Group's travel and travel related business. During the year, we opened three new shops for Travel Expert and one additional shop for Premium Holidays with a view to capture business opportunity in the market recovery. Nevertheless, the Group carried out prudent financial management and strived to maintain a reasonable selling and distribution costs level. The Group will also adopt other measures to maintain both the competitiveness and cost effectiveness of its branch network in accordance with market conditions. As at 31 March 2024, the Group operated a total of 12 retail shops in Hong Kong under the brand names of Travel Expert and Premium Holidays and a café under the brand name of Café Another.

#### Administrative and Other Operating Expenses

For the year, administrative expenses amounted to HK\$28.7 million, representing an increase of 33.5% from HK\$21.5 million for the last year, which was mainly due to the increase in staff costs (including salaries and bonus).

Currently, the Group has one back office location in Hong Kong and one in Shenzhen. With our efforts, we managed to reduce the overall administrative and other operating expenses at a reasonable level. In order to retain our strength through managing our costs and working capital by preserving cash, the Group adopted strict cost control measures on administrative expenses by better allocation of back office resources and streamlining working process.

#### Finance Cost

Finance cost of the Group for the year was HK\$684,000, which was related to the interest on lease liabilities (2023: HK\$256,000).

#### Liquidity, Financial Resources and Capital Resources

The Group generally finances its liquidity requirements through internally generated resources and will only finance with available banking facilities whenever necessary. For the year ended 31 March 2024, the Group had an operating cash inflow of approximately HK\$27.6 million (2023: HK\$17.6 million) and the net assets value was HK\$68.8 million (2023: HK\$59.6 million). Including the time deposits with original maturity over three months, the Group had total cash and cash equivalents of HK\$85.2 million as at 31 March 2024 (as at 31 March 2023: HK\$74.2 million). As at 31 March 2023 and 2024, the Group did not have a portfolio of financial assets at fair value through profit or loss.

As at 31 March 2023 and 2024, the Group did not have any outstanding bank borrowing.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Contingent Liabilities

The Group did not have any contingent liabilities as at 31 March 2024.

## Capital Commitments

As at 31 March 2024, the Group had commitments in respect of capital expenditure were contracted but not provided for the acquisition of property, plant and equipment of HK\$118,000 (as at 31 March 2023: Nil) and intangible assets of HK\$10,000 (as at 31 March 2023: HK\$711,000) and did not have the total future lease payment for lease committed but not yet commenced over the non-cancellable period (as at 31 March 2023: HK\$2.4 million).

## Pledge of Assets

As at 31 March 2024, the Group's bank deposits of HK\$19.6 million (as at 31 March 2023: HK\$11.0 million) were pledged to banks to secure facilities granted to the Group.

## Foreign Exchange Risks and Treasury Policies

The Group has foreign currency exposures that mainly arise from the balance of assets and liabilities in currencies other than in Hong Kong dollar, the Group's functional currency. The Group's policy requires the management to monitor the Group's foreign exchange exposure by closely monitoring the movement of foreign currency rates. The management may purchase foreign currency at spot rate, when and where appropriate for the purpose of meeting the Group's future payment obligation in foreign currency. With the setup of Travel Expert Asset Management together with the extension of investment scope, the Group may use more financial tools such as foreign exchange forward contracts and currency futures etc. to manage the foreign exchange risks. For the year ended 31 March 2024, the Group recorded exchange loss of approximately HK\$796,000 (2023: approximately HK\$1.4 million).

## Human Resources and Employee's Remuneration

As at 31 March 2024, the Group had a total workforce of 155 (as at 31 March 2023: 114), of which about 57.4% were frontline staff. Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. Other benefits include contributions to mandatory provident fund and medical insurance coverage. In addition, the Group has adopted a share option scheme (the "Share Option Scheme") on 6 September 2011 to recognize the contributions of our staff and to provide them with incentives to stay with the Group. Share options were granted to certain eligible persons and Directors of the Company. The Share Option Scheme was terminated on 29 September 2021 and the options granted prior to the termination remain valid for exercise. The remuneration policy will be reviewed by the Board from time to time. Emoluments of Directors are determined by the Remuneration Committee after considering the Group's operating results, individual performance and comparing with market conditions.

## OUTLOOK

The Group expects there will have a continuous growth in travel demand. We will continue to monitor closely the market trends and take flexible measures. We will strive to better serve customers by recruiting experienced staff and optimizing product mix to address customer preferences and the latest market trends. To strengthen our competitiveness, we will continue to enhance operational efficiency and optimize frontline staff structure. We will allocate resources in exploring new tour routing and enhancing the services of tailor-made trip planning for individual and corporate customers. Besides, the Group will strengthen promotion activities and make use of popular social media platforms and digital channels to enhance brand image and awareness. To broaden the sources of income, we will explore opportunity in other travel related business.

After a strong rebound of tourism industry from the depths of the pandemic, there are various headwinds affecting the pace of recovery, including staffing shortage, fall short of flight capacity, increasing shop rental, uncertainties in global economy recovery, geopolitical tensions and China-US relations. To cope with challenges ahead, the Group will remain prudent on financial management to control the cost effectiveness and enhance operation efficiency. We believe with our dedicated staff members and management team as well as flexible business plan and strategies, the Group is well positioned to overcome the challenges ahead and maintain the leading market position so as to create long-term value for shareholders.





## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### EXECUTIVE DIRECTORS

**Mr. Ko Wai Ming, Daniel**, aged 64, became the Chairman and an Executive Director of the Company on 6 September 2011 and 30 September 2010 respectively. Mr. Ko has over 22 years of experience in the travel industry. He is primarily responsible for the strategic business direction and major decision making of the Group. Mr. Ko joined the Group in January 2001. Mr. Ko began his career in 1980 with Midland Holdings Limited group of companies where he worked for 10 years and held various senior management positions, with his last position being managing director. Mr. Ko holds a degree of Master of Business Administration from University of Birmingham, U.K. Mr. Ko is the spouse of Ms. Cheng Hang Fan and the father of Mr. Ko Chun Wang, Kelvin.

**Ms. Cheng Hang Fan**, aged 65, is one of the co-founders of the Group and became the Chief Executive Officer and an Executive Director of the Company on 6 September 2011 and 30 September 2010 respectively. Ms. Cheng has over 38 years of experience in the travel industry. She is primarily responsible for the Group's overall management and operation, business development and strategic planning. Ms. Cheng is the spouse of Mr. Ko Wai Ming, Daniel and the mother of Mr. Ko Chun Wang, Kelvin.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chau Kwok Wing, Kelvin**, aged 62, was appointed as an Independent Non-executive Director of the Company on 18 August 2021. Mr. Chau is a senior advisor of Harmony Advisors Limited, a family office and investment firm in Hong Kong. Prior to that, he was the chairman of Rothschild & Co Hong Kong Limited until his retirement in 2022. Mr. Chau joined N. M. Rothschild & Sons (Hong Kong) Limited in 1987 and has been a banker with the group throughout his career. He has extensive experience in corporate mergers and acquisitions, capital markets and wealth management. Mr. Chau graduated from University of Buckingham, United Kingdom, with a Bachelor of Laws degree. Currently, he is an independent non-executive director of Allied Group Limited (stock code: 373), APAC Resources Limited (stock code: 1104) and Giordano International Limited (stock code: 709), all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). He also serves on the University Council's Finance Committee and Pensions Committee of the City University of Hong Kong.

**Mr. Mak King Sau**, aged 50, was appointed as an Independent Non-executive Director of the Company on 29 June 2011. Mr. Mak is a member of the American Institute of Certified Public Accountants. He graduated from Boston University with a Bachelor of Science in Business Administration and was awarded a Master of Science in Financial Management from University of London. Mr. Mak served various senior management positions in investment institutions. He has more than 20 years of experience in corporate finance and private equity fund investment. From 2010 to 2012, he worked for Sino-Life (Hong Kong) Limited (a wholly-owned subsidiary of Sino-Life Group Limited (stock code: 8296)) as general manager. From 2007 to 2018, Mr. Mak was an independent non-executive director of Xinjiang Tianye Water Saving Irrigation System Company Limited (stock code: 840), a company listed on the Stock Exchange. Currently, he is an independent non-executive director of Justine Allen Holdings Limited (stock code: 1425), the securities of which are listed on the Stock Exchange.

**Mr. Tse Kam Tim**, aged 73, was appointed as an Independent Non-executive Director of the Company on 30 November 2022. Mr. Tse holds a Bachelor of Social Sciences (Honours) and a Master of Business Administration from the University of Hong Kong, a Master of Arts in Management Research from Macquarie University, Australia and a Doctor of Philosophy from University of Birmingham, United Kingdom. Mr. Tse has extensive experience in business development, change management, human resources development, management training and consultancy services. He worked in various multinational groups, including John Swire and Sons (HK) Limited, Citibank N.A., Wilson Learning Corporation (Australia, New Zealand and Asia) and Hong Kong International Container, with senior management positions. He is a former managing director of Yantian International Container Terminals Limited ("YICT"), a joint venture between the Hutchison Group and Yantian Port Group, one of the China major state owned enterprises. During his tenure with YICT from 1993 to 2009, YICT achieved phenomenal results in productivity and profitability. After retirement from business in 2009, Mr. Tse pursued his academic and consulting and research interest in management. Mr. Tse is active in community and academic services. Currently, he is a member of the Board of Director of CUHK Medical Centre and a member of the Management Committee of Education Foundation of Hong Kong University Graduates Association.

### SENIOR MANAGEMENT

**Mr. Ko Chun Wang, Kelvin**, aged 33, joined the Group in 2015. Mr. Ko is currently the managing director of a Group's subsidiary and director of various subsidiaries. He graduated from the University of Bath, United Kingdom, with a Bachelor's (Honors) Degree in Mathematical Science. He oversees the Group's overall management and operational of sales, online business development and back office departments. Mr. Ko is a son of Mr. Ko Wai Ming, Daniel and Ms. Cheng Hang Fan.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The board of directors (the “Directors”) of the Company (the “Board”) is committed to maintaining and ensuring high standards of corporate governance in order to achieve effective accountability and safeguard the interests of shareholders of the Company. During the year ended 31 March 2024, the Company has complied with all the applicable code provisions as set out in the Corporate Governance Code (the “CG Code”) in Appendix C1 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited.

## DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the “Model Code”) as the code of conduct regarding securities transactions by the Directors of the Company. Having made specific enquiries to all Directors, all of them confirmed that they had complied with the required standards as set out in the Model Code during the year.

## BOARD OF DIRECTORS

The Board is responsible for the leadership and monitoring of the Group’s businesses, strategic decisions and overall performance. The day-to-day management responsibility is delegated to the Executive Directors. The Board consists of five members, including two Executive Directors and three Independent Non-executive Directors (“INEDs”). Each Executive Director is suitably qualified for his/her position, and has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. One of the INEDs has the professional qualifications or accounting or related financial management expertise required by the Listing Rules. Throughout the year, the Company has three INEDs representing not less than one-third of the Board pursuant to Rule 3.10A of the Listing Rules.

The composition of the Board during the year is as follows:

### Executive Directors

Mr. Ko Wai Ming, Daniel (*Chairman*)  
Ms. Cheng Hang Fan (*Chief Executive Officer*)

### Independent Non-executive Directors

Mr. Chau Kwok Wing, Kelvin  
Mr. Mak King Sau  
Mr. Tse Kam Tim

One of our INEDs, Mr. Mak King Sau, has served as our Board members for more than nine years since his appointment on 29 June 2011. Despite the length of service, he provides invaluable expertise, experience, continuity and stability to the Board. We are confident the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board and the Nomination Committee consider the individual directors’ character and judgement as demonstrated by their commitment and contribution to the Board during their years of service and other relevant factors.

The Company has received from each of the INEDs an annual confirmation of their independence from the Group. The Board is of the view that each of our INEDs meets the independence guidelines set out in Rule 3.13 of the Listing Rules and that they are able to continue to fulfill their roles as requires.

The Board members have no financial, business, family or other material/relevant relationship with each other except those disclosed in the director biographical details. Given the business nature and scope of the Company, the Board has appropriate skill and experience for the requirements of the business of the Company.



## CORPORATE GOVERNANCE REPORT

The Board schedules at least four regular meetings a year on quarterly basis and also meets as and when required. During the year ended 31 March 2024, the Board held four regular meetings which were in line with the meeting schedule. At least 14 days' notice of a regular Board meeting is given to all Directors pursuant to code provision C.5.3 of the CG Code to ensure them to have an opportunity to attend the meeting and include discussion items in the agenda. The Company Secretary assists the Chairman in establishing the meeting agenda and consolidates the requests from each Director for discussion in the agenda. The agenda and the appropriate information related to the matters for discussion are circulated normally three days in advance of Board meetings to the Directors. All Directors have given sufficient time and attention to the affairs of the Group.

The Board and committee minutes are recorded in appropriate detail and draft minutes are circulated to all Directors and committee members for comments before being approved by the Board and committees and signed by the respective Chairman. All minutes are kept by the Company Secretary and are open for inspection by the Directors. In addition, the Company provides all Board members including INEDs with monthly update pursuant to code provision D.1.2 of the CG Code.

All the Directors including INEDs have been appointed for specific terms. According to Article 84 of the Articles of Association of the Company (the "Articles"), one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting of the Company at least once every three years. All retiring Directors shall be eligible for re-election.

Article 83(3) of the Articles provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of the CG Code requires the roles of the chairman and chief executive should not be performed by the same individual. The Chairman of the Company is Mr. Ko Wai Ming, Daniel and the functions of Chief Executive Officer are performed by his spouse, Ms. Cheng Hang Fan. The roles of the Chairman and the Chief Executive Officer are segregated and assumed by two separate individuals. The Chairman of the Board is responsible for the leadership and effective running of the Board, while the Chief Executive Officer is delegated with the authorities to manage the daily business of the Group in all aspects effectively.

Despite of the close relationship between the Chairman and the Chief Executive Officer, the Board believes that this arrangement is able to deliver strong and consistent leadership, facilitating the Group to make decisions promptly and efficiently. The Board also considers that this arrangement will not impair the balance of power and authority because the balance of power and authority is ensured by the effective operation of the Board, which comprises experienced and high caliber individuals who will meet regularly to discuss issues affecting operation of the Group. The Board has full confidence that their appointment to the positions of the Chairman and the Chief Executive Officer is beneficial to the business prospects of the Group.

# CORPORATE GOVERNANCE REPORT

## DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company continuously updates the Directors on the Group's business and the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

During the year, the Directors have participated in the following trainings:

Name of Directors	Type of trainings		
	A	B	C
<b>Executive Directors:</b>			
Mr. Ko Wai Ming, Daniel ( <i>Chairman</i> )	–	✓	✓
Ms. Cheng Hang Fan ( <i>Chief Executive Officer</i> )	–	✓	✓
<b>Independent Non-executive Directors:</b>			
Mr. Chau Kwok Wing, Kelvin	✓	✓	✓
Mr. Mak King Sau	✓	✓	✓
Mr. Tse Kam Tim	–	✓	✓

A: Seminars/conferences relevant to directors' duties and responsibilities

B: Reading materials given by the Company relating to the Company's business and regular updates on Listing Rules and other applicable regulatory requirements relevant to directors' duties and responsibilities

C: Reading newspapers, journals, books and updates relating to the economy, environment and social issues or the directors' duties and responsibilities

## BOARD COMMITTEES

The Company has established three committees, i.e. Nomination Committee, Remuneration Committee and Audit Committee, to support the Board's functions. Each of the committees has its specific written terms of reference and currently all the committees are headed by INEDs. The committees are required to make recommendations and report to the Board about their decisions on specific areas. The procedures and arrangements for a Board meeting, as mentioned in the section headed "Board of Directors" of this report, have been adopted for the committee meetings so far as practicable. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members for information.

The attendance records of Directors at the Board meetings and the attendance records of Committee Members at the meetings of Nomination Committee, Remuneration Committee and Audit Committee during the year are set out below:

Name of Directors	Number of meetings attended/held			
	Board	Nomination Committee	Remuneration Committee	Audit Committee
<b>Executive Directors:</b>				
Mr. Ko Wai Ming, Daniel ( <i>Chairman</i> )	4/4	2/2	–	–
Ms. Cheng Hang Fan ( <i>Chief Executive Officer</i> )	4/4	–	1/1	–
<b>Independent Non-executive Directors:</b>				
Mr. Chau Kwok Wing, Kelvin	4/4	2/2	1/1	2/2
Mr. Mak King Sau	4/4	2/2	1/1	2/2
Mr. Tse Kam Tim	4/4	2/2	1/1	2/2

### NOMINATION COMMITTEE

The Nomination Committee was established on 20 April 2011 with written terms of reference in line with the provisions of the CG Code. This Committee currently consists of four members, including Mr. Chau Kwok Wing, Kelvin (Chairman of the Committee), Mr. Mak King Sau, Mr. Tse Kam Tim, all being INEDs, and Mr. Ko Wai Ming, Daniel, being an Executive Director and the Chairman of the Board.

The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; assess the independence of INEDs; and make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors in particular the Chairman and the Chief Executive.

The Company has adopted a nomination policy (the "Nomination Policy") in 2019. The policy sets out selection criteria and nomination procedures that enable the Company to achieve board diversity in order to enhance the effectiveness of the Board and its corporate governance standard.

The Nomination Committee will monitor the implementation of the Nomination Policy and the Board Diversity Policy and review these policies, as appropriate, to ensure their effectiveness.

During the year, the Nomination Committee performed the works as summarized below:

- (1) reviewed and recommended the retirement and re-election of Directors for the 2023 annual general meeting; and
- (2) reviewed the structure, size and composition of the Board and considered that the composition of the Board was appropriate to the Company and no change to the Board was proposed.

### REMUNERATION COMMITTEE

The Remuneration Committee was established on 20 April 2011 with written terms of reference in line with the provisions of the CG Code. This Committee currently consists of four members, including Mr. Tse Kam Tim (Chairman of the Committee), Mr. Chau Kwok Wing, Kelvin, Mr. Mak King Sau, all being INEDs, and Ms. Cheng Hang Fan, being an Executive Director and the Chief Executive Officer of the Company.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; to make recommendations to the Board on the remuneration packages of individual Executive Directors, Non-executive Directors and senior management; to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; to review and approve compensation payable to Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; to ensure that no Director or any of his associates is involved in deciding his own remuneration; and to form a view in respect of service contracts that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interest in the service contracts and their associates) as to whether the terms are fair and reasonable, and to advise whether such contracts are in the interests of the Company and its shareholders as a whole, and advise shareholders on how to vote.

During the year, the Remuneration Committee reviewed and recommended the remuneration proposal for Directors and senior management for the financial year of 2024–2025 for the Board's approval.

# CORPORATE GOVERNANCE REPORT

## AUDIT COMMITTEE

The Audit Committee was established on 20 April 2011 with written terms of reference in line with the provisions of the CG Code. This Committee currently consists of three members, including Mr. Mak King Sau (Chairman of the Committee), Mr. Chau Kwok Wing, Kelvin and Mr. Tse Kam Tim, all being INEDs. The Chairman of the Audit Committee, Mr. Mak King Sau, possesses appropriate professional qualifications in finance and accounting and meets the requirements of Rule 3.21 of the Listing Rules.

The Audit Committee acts as the key representative body for overseeing the Company's relations with the external auditor. The primary duties are to make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; to develop and implement policy on engaging an external auditor to supply non-audit services; to monitor integrity of the Company's financial statements and annual report and accounts, half-year report, and to review significant financial reporting judgments contained in them; to review the Company's financial controls, risk management and internal control systems; to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems and that 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; to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings; to review the group's financial and accounting policies and practices; to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response; to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; and to review arrangements by which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

During the year, the Audit Committee performed the works as summarized below:

- (1) reviewed and recommended the unaudited interim results and the audited consolidated annual results of the Group for the Board's approval;
- (2) reviewed the Report on Internal Control Review as prepared by an independent internal control consultant; and
- (3) reviewed the Group's Risk Register and Risk Management Report.

## BOARD DIVERSITY

The Company has a board diversity policy (the "Board Diversity Policy") since 2013. The policy sets out the approach to achieve diversity in the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be made on merit basis and candidates will be considered against objective criteria. Selection of candidates will be based on the Company's Nomination Policy and the Company will take into account the Board Diversity Policy during the selection process. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also needs of the Board without focusing on a single diversity aspect. In designing the Board's composition, the Board diversity has been considered from a wide range 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 may consider relevant and applicable from time to time. The Company will also take into account factors based on its own business model and specific needs from time to time.

As at 31 March 2024, the Board consists of four male members and one female member. Having taken into account the measurable objectives as set out in the Board Diversity Policy, the Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board on a regular basis to ensure its continued effectiveness.

As at 31 March 2024, approximately 60.0% of the Group's employees (including senior management) of the Group's total workforce are female and approximately 66.7% of the Group's management team is women. The Board is satisfied that the Company has achieved gender diversity in its workforce.

# CORPORATE GOVERNANCE REPORT

## DIRECTORS' REMUNERATION

The Directors' remuneration and all other emoluments paid or payable to the Directors during the year are set out on an individual and named basis in note 11 to the consolidated financial statements of this annual report on page 64.

## AUDITOR'S REMUNERATION

The fee charged by the Company's external auditor in respect of the audit and non-audit services to the Group during the year is summarized as below:

Services Type	HK\$'000
Audit services – Annual audit	550
Non-audit services	98
<b>Total</b>	<b>648</b>

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out below:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

## DIRECTORS' AND OFFICERS' LIABILITY INSURANCE AND INDEMNITY

To indemnify Directors and officers of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution of and discharge of their duties or in relation thereto, the Company has arranged insurance cover for this purpose.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has overall responsibility for maintaining a sound and effective risk management and internal control system of the Group to safeguard shareholders' investment and the Company's assets. During the year, the Company appointed an independent internal control consultant to perform a review of the Group's corporate culture and related key performance index measurement; sale of package tours, selling expenses and treasury management. The report on internal control review listed out the findings in regard to the relevant policies and procedures with recommendations proposed for the Company to further improve the related scopes in respect of entity level and activities level. The overall risk was considered medium level.

The Company has adopted a Risk Management Policy (the "RM Policy") since 2016 to define a management framework with appropriate procedures to identify, assess and mitigate risks where possible and to continually monitor risks as other risks or threats emerge. The ultimate objective of the RM Policy is to ensure that the risk and uncertainty of the Group is properly managed on the group level. Further details of the Group's risk management are included under the section headed "Risk Management Report" in this annual report.

The Company has adopted an inside information policy in June 2013 which sets out the guidelines to the employees to ensure inside information of the Group would be handled and disseminated properly in accordance with applicable laws and regulations.

The Company has a formal whistle-blowing policy to encourage staff to raise serious concerns, in confidence, to the Audit Committee about possible improprieties in any matter about the Group. During the year under review, the Audit Committee did not receive any complaints or concerns raised by the staff.

# CORPORATE GOVERNANCE REPORT

## ACCOUNTABILITY AND AUDIT

The Board is responsible for the preparation of the financial statements of the Group according to the statutory requirements and the applicable accounting standards which give true and fair view of the state of affairs, the results of operations and cashflows of the Group. The Board confirms that, to the best of their knowledge, the financial statements for the reporting year have been prepared on a going concern basis and they have no doubt about the Company's ability to continue as a going concern.

The responsibilities of the external auditor of the Company on the financial statements are set out in the section headed "Independent Auditor's Report" in this annual report.

## COMPANY SECRETARY

The Company Secretary is a full time employee of the Company. During the year under review, the Company Secretary has taken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

## DIVIDEND POLICY

In 2019, the Company has adopted a dividend policy (the "Dividend Policy") which allows the shareholders of the Company to share the profits of the Company whilst retaining adequate reserves for the future growth of the Group. The Company considers stable and sustainable returns to the shareholders to be the goal. The Dividend Policy is to enhance transparency of the Company and facilitating the shareholders and investors to make informed investment decisions relating to the Group. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among other things, the following factors:

- (a) the Group's actual and expected financial performance;
- (b) the Group's expected working capital requirements, capital expenditure requirements and future development plans;
- (c) the Group's retained earnings and distributable reserves;
- (d) general business conditions and strategies;
- (e) taxation considerations;
- (f) the Group's liquidity position;
- (g) the debt ratio and possible effects on the credit lines;
- (h) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (i) any other factors that the Board deems relevant.

The payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands and any other applicable laws, rules and regulations and the articles of association of the Company. There can be no assurance that dividends will be proposed or declared in any particular amount for any specific periods.

## COMMUNICATION WITH SHAREHOLDERS

The Company's shareholders communication policy is to ensure proper communication with the Company's shareholders, both individual and institutional in order to enable them to have timely access to the relevant information about the Company including its financial performance, major business developments, governance and risk profile.

Annual general meeting ("AGM") of the Company is a valuable avenue for the Board to have dialogue directly with shareholders. All the Directors of the Company attended the 2023 AGM and the Chairman of the Board as well as the Chairman of each of the Board Committees made themselves available to answer questions at the 2023 AGM. External auditor was invited and attended the AGM to address shareholders' enquiries.

Under the Listing Rules, all votes of the shareholders at general meetings will be taken by poll.





## CORPORATE GOVERNANCE REPORT

Shareholders can send in their enquiries in writing to Company Secretary at the Company's principal place of business in Hong Kong at 5/F., Overseas Trust Bank Building, No.160 Gloucester Road, Wanchai, Hong Kong (the "Principal Place of Business"). The Board will seriously consider shareholders' enquiries and address them accordingly. During the year, no shareholders' enquiry was received.

### SHAREHOLDERS' RIGHTS

#### Convening an extraordinary general meeting by shareholders

Pursuant to Article 58 of the Company's Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, in the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution 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 convene a physical meeting at only one location which will be the principal meeting place, 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

#### Procedures for Directing Shareholders' Enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Other shareholders' enquiries can be directed in writing with contact details (including name, address, telephone number and/or email address) to the Company's Principal Place of Business for the attention of the Company Secretary.

#### Procedures for Putting Proposals at Shareholders' Meetings

Shareholders' are welcome to suggest proposals to be discussed at general meetings. Proposals should be directed in writing with contact details (including name, address, telephone number and/or email address) to the Company's Principal Place of Business for the attention of the Company Secretary.

The procedures for shareholders to propose a person for election as a Director are available on the website of the Company.

The Board may, in its sole discretion, consider if such proposals are appropriate and shall be put forward to the shareholders for approval at the next general meeting to be convened by the Board.

### INVESTOR RELATIONS

During the year, there was no change in the Company's constitutional documents. The Company's second amended and restated memorandum of association and amended and restated articles of association are available on the websites of the Company and of the Stock Exchange.

# RISK MANAGEMENT REPORT

## INTRODUCTION

Risk is inherent in the Group's business and operations. To ensure successful achievement of the goals and objectives of the Group, risks must be identified and managed properly. The Group formulated risk management policy (the "RM Policy") to define a risk management framework with appropriate process and procedures to identify, assess and mitigate risks where possible and to continually monitor risks as other risks or threats emerge.

## RISK MANAGEMENT FRAMEWORK

Under the risk management framework (the "RM Framework"), the Group should be able to identify levels of risk and uncertainty and then properly manage such risks in a structured way, so any potential threat to the Group can be appropriately managed to ensure the successful achievement of the Group's strategic objectives.

One of the challenges in the risk management process (the "RM Process") is to ensure that all major risks are clearly identified. To facilitate this process, the Group firstly classifies all the relevant risks by four major categories, i.e. strategic risks, financial risks, compliance risks and operational risks ("Major Risk Categories"). Within each category, the principal risks that could have material impact at the Group level are identified and regularly evaluated based on its potential impact and likelihood of occurrence.

The RM Process is made of three stages: risk assessment, risk mitigation and risk monitoring. Where required, the RM Process and the development of counter measures will involve consultation with the Board, the Audit Committee ("AC") and other relevant stakeholders.

Major Risks Categories



Risk Management Process



## ACCOUNTABILITY FOR RISK MANAGEMENT

### Board of Directors

The ultimate responsibility for ensuring an appropriate RM Framework and RM Process in place rests with the Board of Directors (the "Board"). The RM Policy and updated status of the identified risks should be provided to the Board with clear statements of the risk management strategies and proposed actions to enable ongoing management regular review. The Board will also be provided with updated details, as required, when additional threats emerge or the likelihood or potential impact of a previously identified risk changes.

The Board will review the key risks on a half-yearly basis via updated information provided by the risk owners through the risk management team ("RMT") and then provide advice and direction to the RMT accordingly. After reviewed by the Board, the updated status of such key risks will be recorded in the Risk Management Report which is incorporated in the annual report of the Company.

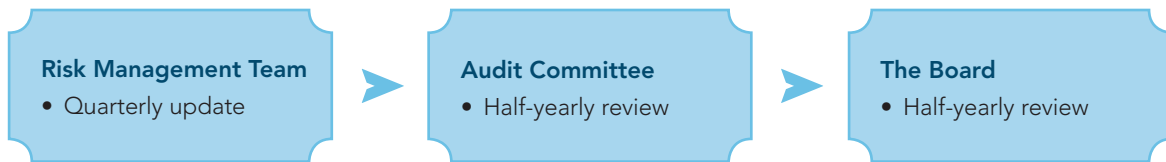
The AC supports the Board in monitoring the Group's exposures, operating effectiveness of the risk management and internal control systems. RMT will quarterly update AC the movements on key risks and appropriate mitigation measures and reviews with AC the Group's risk management control status on a half-yearly basis.

# RISK MANAGEMENT REPORT

## Risk Management Team

The Group established the RMT which is headed by the Group's Chief Executive Officer ("CEO") and comprised of all business owners and department heads as members and risk owners. The RMT is responsible for the implementation of the Group's RM Policy, risk identification, ongoing monitoring and management of identified risks and providing regular reporting of risks status to the Board. All members of RMT shall also be the risk owners and are responsible for:

- Identification, analysis and evaluation of risks and continual monitoring according to the risk management model established by the Group;
- Development and implementation of the RM Policy;
- Organization of regular review on risk management so that risks can be reviewed and new risks can be identified;
- Assessment of identified risks and developing strategies to manage those risks as they are identified;
- Ensure that key risks are closely monitored; and
- Providing regular update to AC and the Board noting key risks and specifying any changes to the risks identified and the mitigation actions adopted to manage them.



## RISK ASSESSMENT Identification

Risk identification involves determining which risks or threats are likely to affect the achievement of the Group strategic objectives. According to the RM Framework, the risk owners should identify all key risks under the Major Risk Categories.

The identification process should cover a simple two-step approach:

- consider what might be a trigger event or threat and several triggers may reveal the same inherent risk; then
- use a short and sharp statement to describe the nature of the risk and the impact on the Group.

Use the Risk Register to document the results and for regular updating of new identified risks.

## Analysis and Evaluation

Once risks have been identified, they must be analyzed by determining how they might affect the Group. Once analyzed, risks should be evaluated to determine the likelihood of a risk or threat being realized and the seriousness, or impact, should the risk occur.

**Likelihood:** A qualitative measure of probability that the threat will emerge (generally ranked as Low (L), Medium (M) or High (H)).

**Seriousness:** A qualitative measure of negative impact to convey the overall loss of the Group if the threat emerges, based on the extent of the damage (generally ranked as Low (L), Medium (M), High (H) or Extreme).

Each identified risk will be graded as A, B, C, D or N according to the following matrix:

Likelihood	Seriousness			
	Low	Medium	High	Extreme
Low	N	D	C	A
Medium	D	C	B	A
High	C	B	A	A

The ratings for likelihood and seriousness determine a current grading for each risk that in turn provides a measure of the risk exposure at the time of the evaluation.

# RISK MANAGEMENT REPORT

## Risk Mitigation

Mitigation of risks involves the identification of actions to reduce the likelihood that a threat will occur (preventative action) and/or reduce the impact of a threat that does occur (corrective action).

Risk mitigation action is to reduce the chance that a risk will be realized and/or reduce the impact of seriousness of a risk if it is realized or have been developed. The following table shows how risks will be treated in terms of preparation and/or deployment of mitigation strategies. Mitigation strategies are usually prepared and/or deployed for Grades A through to C. However, where an existing risk graded at D appears likely to be upgraded, mitigation strategies should be prepared.

<b>Grade A</b>	Mitigation actions, to reduce the likelihood and seriousness, to be identified and implemented as soon as the risk is identified as a priority.
<b>Grade B</b>	Mitigation actions, to reduce the likelihood and seriousness, to be identified and appropriate actions implemented during business operation.
<b>Grade C</b>	Mitigation actions, to reduce the likelihood and seriousness, to be identified and costed for possible action if funds permit.
<b>Grade D</b>	To be noted; no action is needed unless grading increases over time.
<b>Grade N</b>	To be noted; no action is needed unless grading increases over time.

Risk owners are assigned to formulate mitigation action plans and take appropriate actions to address the identified risks. If prevention strategies are being effective, some of the key risks should be able to be downgraded.

## Risk Monitoring

Risk Management is an iterative process that should be built into the daily management processes. Under the RM Framework of the Group, it is closely linked with the yearly budget and mid-year forecast planning process.

As risk management is an ongoing process, the Risk Register is considered as a snap shot of relevant risks at one point in time.

- RMT reviews and updates the Risk Register about any change on the likelihood or impact of identified risks quarterly and send the updated Risk Register to AC for information;
- The AC reviews the Risk Register and the status of risk implementation actions half-yearly to ensure that appropriate actions are taken and any emerging risks are appropriately dealt with; and
- The Risk Register is maintained as part of the RM Policy.

## MANAGEMENT OF KEY RISKS

The Group operates in a highly competitive industry. Continuous and effective risk management is of vital importance for achieving the Group's success and sustainable growth. Any identified risks graded at A and B are treated as key risks of the Group. Relevant risk owners are required to formulate and implement mitigation action plans and report to AC and the Board about the progress of the risk management. The following sections lists out the identified key risks of the Group during the year and control measures are being undertaken.

### Strategic Risk

#### Competition from Online Travel Agencies ("OTA"), Budget Airlines and Booking Websites

Competition from OTA, budget airlines and booking websites caused great pressure to the Group's business. Their low pricing strategy attracted price sensitive customers and adversely affected our business performance. In addition, keen pricing competition narrowed down the profit margin.



## RISK MANAGEMENT REPORT

To tackle this risk area, the Group put continuous efforts to enhance the frontline service quality and focus on various trip planning and support services so as to distinguish our business image and model from OTA. We took initiatives to offer customers with value-added services, such as repeated and last minute change of itinerary. We allocated extra resources and manpower to strengthen our private tour and MICE team with an aim to provide customers with professional standard of travel services in the way that consumers are able to enjoy quality service. This team also provided support to the frontline sales in trip planning and management. It organized customized small group tours, study tours and MICE tours. It strengthened our FIT business by catering for the individual needs of customers with more flexible itinerary as well as enabled us to transform our FIT business to trip planning and management for small group tours with personalized services. Furthermore, we restructured our sales management team with a view to enhance operational efficiency. To motivate the frontline staff, we launched various incentive programs to boost sales. We are firmly committed to business diversification to offer a wide variety of travel products and services from the FIT business to corporate travel, cruise holidays and different themes of package tours. We actively cooperate with different tourism boards to promote special products which are exclusively provided for the sale at physical stores. In addition, we also put effort to further enhance the long established relationship with suppliers so as to enjoy special offer for large sales volume.

### Financial Risk

#### Currency Exchange Risk

We purchased travel products from overseas suppliers in foreign currency while selling to customers in Hong Kong dollar. As the purchasing and selling process do not occur at the same time, significant change in foreign exchange rate may affect the business results. Transaction currency exposures with income and loss may occur when doing business with suppliers from different countries.

We established policy and well defined procedures to monitor the Group's foreign exchange exposure by closely monitoring the movement of foreign currency rates. Besides, we enhanced frontline booking system to facilitate and enhance the foreign currency exposure control process.

To minimize the currency exchange risk, we may enter into foreign currency forward contracts or purchase foreign currency at spot rate directly from the market when and where appropriate after taking account of the daily business sales.

#### Treasury Investment Risk

The Group's treasury investment activities are exposed to the risk of market fluctuation, which may cause significant loss in investments and thus negatively affect the Group's financial result.

We established a clear policy to govern all treasury investment activities. Under the policy, an investment cap is set for the maximum allowed investment amount so as to restrict the investment loss within the approved investment cap. The Board will review and revise the investment cap amount from time to time based on the latest market situation and investment result. Internal monitoring policy and reporting mechanism are strictly implemented to govern the investments activities.

### Compliance Risk

The Group is committed to upholding laws and regulations that are relevant to its business and closely monitor the Group's policies relating to maintaining of business ethics. The operation of the Group's business is mainly subject to the jurisdictions of Laws of Hong Kong and relevant applicable rules and regulations, which including Companies Ordinances, Travel Industry Ordinance, Trade Descriptions Ordinance, Personal Data (Privacy) Ordinance, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and etc.

During the year, no significant areas of concern that may affect the compliance risk management of the Group have been identified.

### Operational Risk

#### IT Security Issue and Loss of Data

The Group's website and systems are exposed to hackers' potential attacks which can cause significant impact to the Group's operations. In addition, it will adversely affect the Group's image, reputation and reliability.

To improve the IT security and prevent potential attacks, we adopted a new generation of firewall with IPS (Intrusion Prevention System) and WAF (Web Application Function). We regularly backup our data so as to minimize the impact of data loss when there is an attack. We also carried out various attack preventions, such as upgrading of anti-virus software and restricting the internet access of all users' personal devices, including guests and staff members, through a designated Wi-Fi password to avoid connection to the Group's internal internet. The Group will continue to put emphasis on the internet access management and allocate resources on the IT security improvement.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THE GROUP

Travel Expert (Asia) Enterprises Limited and its subsidiaries (“the Group”) are principally engaged in the provision of services relating to sales of travel/wedding related products, sales of package tours, food and beverage and investment in treasury activities.

As one of the leading travel agents in the Hong Kong travel industry, the Group is committed to ethical corporate citizenship and to promoting sustainability in all of its activities. We demonstrate these commitments through transparent and responsible management of our environment and social values. Every subsidiary, each manager and employee, as well as any contractor performing work on behalf of the Group must support this policy.

The Group understands that the board of directors of the Company (“the Board”) has overall responsibility for decision making with respect to environment, social and governance (collectively referred to as “ESG”) management and reporting. The Board has reviewed the material environmental, social and governance issues, and will manage and monitor these issues and take them into consideration in determining the Group’s business directions and strategies. The Group will actively undertake social responsibility in pursuing a better environment.

## ABOUT THIS REPORT

The Group is pleased to present its ESG report (the “ESG Report”) for the year ended 31 March 2024 (the “Reporting Period”). This report provides an annual update on the sustainability performance, accomplishments and challenges faced over the past years. It has been updated to reflect the interest of various stakeholders.

## Reporting Principles

The ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) in Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”). According to the ESG Reporting Guide, the following principles are underpinned:

1. **Materiality:** ESG issues that have major impacts on investors and other stakeholders must be set out in this ESG Report.
2. **Quantitative:** If the key performance indicators (“KPIs”) have been established, they must be measurable and applicable to valid comparisons under appropriate conditions. They must also be able to describe the purpose and impacts of quantitative information.
3. **Balance:** This ESG Report must provide an unbiased picture of the ESG performance of the Group. It should avoid selecting, omitting, or presenting formats that may inappropriately influence a decision or judgement by the reader.
4. **Consistency:** This ESG Report should use consistent and statistical methodologies to allow meaningful comparisons of related data over time. Any changes to the methods used must be specified in the ESG Report.

## Reporting Boundary

In accordance with the operational control approach, this ESG Report primarily covers the environmental and social performance within the operational boundaries of the Group’s travel and travel-related businesses in the offices situated in Hong Kong. This ESG Report has not covered the Group’s food and beverage business as since its commencement of business in October 2021, the business was adversely impacted by the COVID-19 pandemic and the sales turnover was small.

## Confirmation

The information documented in this ESG Report is sourced from official documents, statistical data, management and operation information and collected by the Group in accordance with relevant internal policies. The Report was approved by the Board on 27 June 2024.

## Feedback

The Group discloses the latest business information regularly to investors and the public. We also welcome investors and shareholders to share their views with the Board by sending any feedback or suggestion to the principal place of business of the Company at 5/F, Overseas Trust Bank Building, No.160 Gloucester Road, Wanchai, Hong Kong for the attention of the Company Secretary.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## STAKEHOLDER ENGAGEMENT

The Group understands the importance of developing long-term relationships and constant dialogues with various stakeholders. We seek to balance the views and interests of these various parties through constructive conversation.

### Shareholders/Investors

The Shareholders Communication Policy (the "Policy") helps to strengthen dialogue and expand channels of communication with the shareholders of the Company (the "Shareholders"). The Group regularly reviews this Policy to ensure its effectiveness and ensure effective and timely dissemination of relevant information to Shareholders at all times. Shareholders are also encouraged to raise any question to the Company Secretary regarding this Policy.

### Customers

Customer feedback is invaluable as the Group operates in an extremely competitive market. There are a number of channels to solicit customer comments and recommendations. An increasing number of our customers are now getting the latest news and information of our products and services through our group's corporate website of [www.tegroup.com.hk](http://www.tegroup.com.hk) and business website of [www.texpert.com](http://www.texpert.com), EDM (electronic direct mailing) and other social platforms, such as Facebook and Instagram.

### Employees

The Group is committed to providing staff training and development programmes designed to help our employees to enhance their knowledge and skills as well as self-enrichment. These employees who embody the virtue of team spirit are the backbone of our businesses.

### Suppliers and Creditors

The Group is committed to upholding laws and regulations that are relevant to its business and closely monitor the Group's policies relating to maintaining of business ethics.

### Government

The principal activities of the Group are the provision of services relating to the sales of travel/wedding related products, sales of package tours, food and beverage and investment in treasury activities. These activities are mainly subject to the jurisdictions of Laws of Hong Kong. Along with different government laws, rules and regulations, each operating business makes tremendous effort to ensure that it is complied with the relevant laws and regulations.

## ENVIRONMENTAL ASPECTS

### Emissions

We have long recognized that a healthy environment is the foundation for economic progress and is essential to the well-being of society. Therefore, we are dedicated to maintaining our energy consumption and emission at low level in every single step. We strived to enhance operational efficiency and carried out measures to reduce the impact on the environment in order to protect the earth's resources.

The Group's businesses are mainly about provision of travel agency services and do not directly involve in production of related air, water, land pollutions and hazardous waste. Nonetheless, the Group has been rolling out various IT initiatives to help decrease unnecessary wastage and reduce carbon emission. We have actively implemented eco-friendly measures to reduce carbon footprint in our business operations. For instance, video/phone conference and e-training modules have been adopted to minimize the cost of transportation and paper usage in order to reduce carbon emission.

During the Reporting Period, the Group was not aware of significant non-compliance issues concerning air emissions. We did not receive any fines, complaints or warnings concerning GHG emissions, gas emissions or air pollution, water pollution, waste disposal or noise nuisance.

### Use of Resources

The Group has taken a number of measures to minimize waste along with its business development by adopting different energy saving practices to encourage behavioral changes of our employees. We are pleased to see that such measures improved the effectiveness of use of resources.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Paper

- Using e-flyer to allow printing on demand basis
- Using e-learning and e-exam in training programmes to minimize the printing of training materials and exam paper since 2012 and 2015 respectively
- Reusing carton boxes for renovation projects and exhibitions to extend the lifecycle of the packing materials
- Reducing waste at the first place by using various eco-friendly solutions, e.g. using various IT systems to promote paperless working environment, such as e-filing of documents, e-leave application and name card application, online monthly salary record and tax return record, e-request of stationery
- Using recycled paper and envelopes and double-sided printing
- Encouraging customers to use e-tickets rather than paper form in view of the popularity of e-culture

## Electricity

- Using LED lights to save electricity consumption and reduce greenhouse gas ("GHG") emissions
- Encouraging staff members to turn off lights and air-conditioners when not needed, especially after office hours
- Using eco-friendly air conditioners, e.g. grade 1 of energy efficiency label to reduce carbon emission
- Regular maintenance is undertaken on appliances and air-conditioning system to ensure efficient operation and increase their longevity

## Water

The Group's operations do not have any wet processes. Water is only used for human consumption and sanitation. Having said that, the Group is committed to conserving water. We used water efficient faucets in the headquarters. In addition, we posted notices at common areas of the office reminding staff members to reduce water consumption and the importance of water saving.

## Computer

With a view to reduce electronic waste and extend the lifespan of computers, it is our practice to donate retired computers and/or monitors to charitable organizations or work with a recycling company which will evaluate and, in some cases, reform and rebuild such old devices and donate them to people in need. During the Reporting Year, there was no electronic waste for donation as we have donated 200 monitors to Caritas Computer Workshop in the previous year. With the resumption of the Group's business after the pandemic, we recruited additional staff to meet business growth and utilized the existing electronic devices.

## Stationery and Furniture

To minimize the waste at source, the Group reuses stationery, furniture and equipment among offices and branches instead of buying new one or disposing of such materials. To extend the lifespan of office furniture and enhance resource efficiency, we carry out regular maintenance, such as replacing the seat foam of office chairs.

During office removals, in order to reduce the carbon footprint and saving cost, we used most of our existing furniture and equipment to furnish the new office. In addition, we reduced wastage after office removal by sticking new address label on letterheads and envelopes that were in used instead of disposing and reprinting new stationery.

## Waste

Reusing carton boxes for renovation projects and travel exhibitions to extend the lifecycle of the packing materials. During our removals of office, we offered some unwanted furniture to our staff to maximize the lifecycle of such furniture and minimize the waste.

The Group encourages recycling through installation of plastic, paper and aluminum recycling boxes at the headquarters to ensure that recyclable can be separated from other wastes.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Overview of Resources Consumption

Below is an overview of resources consumption during the Reporting Period

Resources	Unit	2023/24	2022/23	Variance
Water	m <sup>3</sup>	0	0	N/A
Electricity	kWhs	43,122	62,333	↓ 30.82%
Paper	tons	2	9,523	↓ 99.97%

During the Reporting Period, with the Group's efforts on energy saving and the support of pursuing green practices of the entire Group, overall resources consumption reduced substantially. As the management fee of the headquarters included water charges and no demand note was received by the Group, no water consumption unit was recorded. With the implementation of electricity efficiency measures, the electricity consumption was greatly reduced. The Group has stepped up its efforts in reducing paper consumption. We encouraged double-sided printing, using recycled paper and envelopes, e-filing of documents, using electronic means for communication and data transmission. We encouraged distribution of documents to customer through online channels and social media platforms so that the printing of flyers and documents at frontline shops was substantially reduced. All these initiatives contributed to the significant reduced in paper consumption.

In the future, we will continue to explore opportunities and innovative ways to minimize resources consumption and the impacts to the environment and nature resources.

## The Environmental and Natural Resources

The Group believes that business development should not come at the expense of the environment. Therefore, we adopted environmental friendly practices in various aspects and company events. For example, we use energy saving LED lights; use air conditioning and light zoning arrangements in the office to reduce unnecessary energy wastage; choose shark-free menu for annual dinner.

Furthermore, we send waste paper to shredding company for paper recycling as a way to preserve forests regularly. Having said that, we encourage staff members to reduce paper consumption by using e-filing and other eco-friendly ways. During the Reporting Period, we did not arrange for paper shredding as the amount of waste paper was small.

## Climate Change

The Group realizes that climate change can pose huge challenges globally, which affects our livelihood and business operation. Therefore, we are committed to lowering the greenhouse gas emissions level and reviewing the current practices on energy-saving and resource utilization from time to time. We put continuous efforts in carrying out environmentally friendly measures, such as utilising digital platforms for online conference to reduce carbon footprint in transportation, promoting energy saving by encouraging staff to turn off lights and air conditioners when not needed, enhancing the staff awareness of environment protection and climate by installation of waste recycling boxes at the headquarters.

Extreme weather events, such as typhoons and rainstorms, have become more frequent due to climate change. To safeguard the safety of employees and reduce property loss, the Group has established an internal guideline on working arrangements in times of typhoons, rainstorms and extreme conditions after super typhoons. The Group would stay alert to any announcements by the local governments on weather conditions and prepare for emergency actions.

## SOCIAL ASPECTS

### Employment

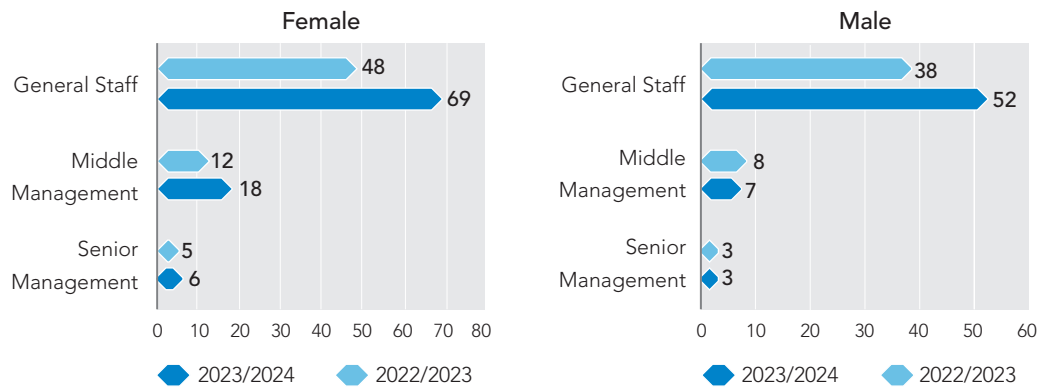
The Group adopts fair and open recruitment mechanism with all positions being openly recruited regardless of age, gender, race, nationality, religion, marital status or disability. Apart from internal transfers, all vacancies are published to public via different recruiting channels such as online recruitment channels, recruitment fairs and recruitment day.

A formal induction together with a tour of the workplace is provided to all new employees. This aims to welcome the new employees and give them a better understanding of the Group. A brief of employee handbook is to ensure new employees are aware of relevant policies and code of conduct. Employee handbook together with various guidelines and benefits are uploaded on the Group's intranet for the access by all staff members.

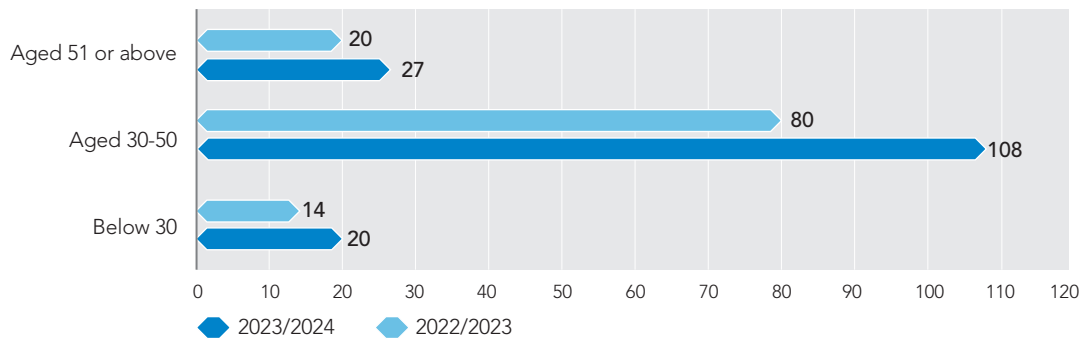
As at 31 March 2024, the Group had a total of 155 employees, 137 of which were full time employees and 18 of which were part-time employees (as at 31 March 2023: total 114 employees, 102 of which were full time employees and 12 of which were part-time employees). Breakdowns of the employees by position and gender, age, years of service and employment type are set forth below respectively:

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

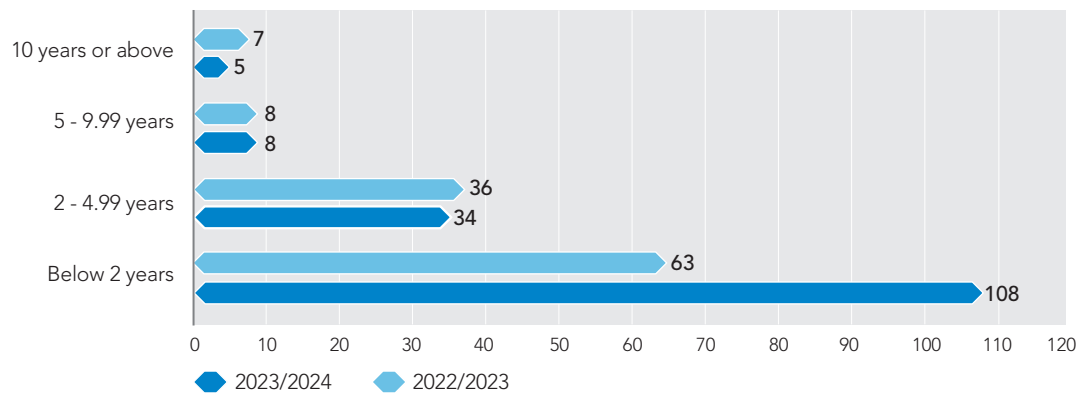
## Staff Distribution by Position and Gender



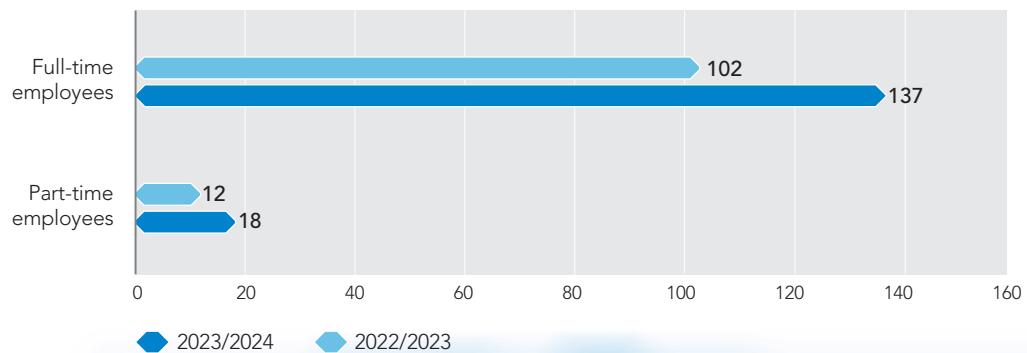
## Staff Distribution by Age



## Staff Distribution by Years of Service



## Staff Distribution by Employment Type



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Like other retail companies in Hong Kong, we are experiencing high turnover rate in general frontline positions and young workforce in previous years. As the outbreak of COVID-19 pandemic seriously impacted the travel industry and we substantially reduced the workforce size, resulting in an overall decrease in the number of employees. Following the removal of travel restrictions, the travel industry recovered significantly. During the Reporting Period, we increased manpower to meet the business needs.

The Group supports diversity and provides all our employees with equal opportunities. We recruit new talents based on abilities and qualifications regardless of race, religion, gender or age. As at 31 March 2024, the Group's male to female employee maintained at nearly 4:6. The Group had also recruited from a diverse age group. About 12.9%, 69.7% and 17.4% of our workforce were fell in the respective age groups of below 30, 30-50 and 51 or above.

## Health and Safety

The Group strives to promote safety awareness, improve occupational environment and reduce occupational risks. We continuously promote safety awareness among employees and committed to providing a healthy and safe working environment for our employees. The Group has dedicated adequate resources and effort to uphold and improve the Group's safety management measures in order to reduce the risks relating to labour safety, such as:

### Guideline

- Adopting written guidelines on delivery of documents and goods, and work safety matters for employees
- Ensuring a healthy and safe workplace and compliance with all relevant workplace health and safety laws; providing Guideline of Handling Operation & Prevention of basic injuries to office assistants and employees who are required to work in field duty stations so as to equip them with proper manual handling practices and reduce the work injury to the lowest level
- Formulating clear guidelines for prevention of musculoskeletal disorders and releasing work pressure; uploading relevant video and leaflet on intranet for the access for all staff

### Insurance

We maintain various insurance policies for employees' compensation and liability.

### Post-Pandemic Protection

Following the cancellation of the pandemic control measures in early 2023, the travelling demand surged and the Group's business recorded a significant growth. For a sustainable growth in our business, employees are the precious assets of the Group. The working safety and hygiene of office are the key to personal protection against infection and prevention of diseases. Therefore, we adopted various post-pandemic hygiene measures, such as using air purifiers and provisions of hand sanitisers in the office to ensure well-being of employees.

### Work Related Injury

The Group consistently promoting work safety awareness and encouraging our staff to report potential hazards in the working environment. During the Reporting Period, the Group recorded two work related injury cases. Both the cases were relating to tour escorts, one of which strained his calf while carrying luggage on the flight and one was hit by an aerial cameral.

	2023/24	2022/23	Variance
No. of Work Injury Case	2	0	N/A
No. of Lost Days	24	0	N/A

During the Reporting Period, there was no material breach or non-compliance with the applicable laws and regulations that have a significant impact on the Group relating to health and safety.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

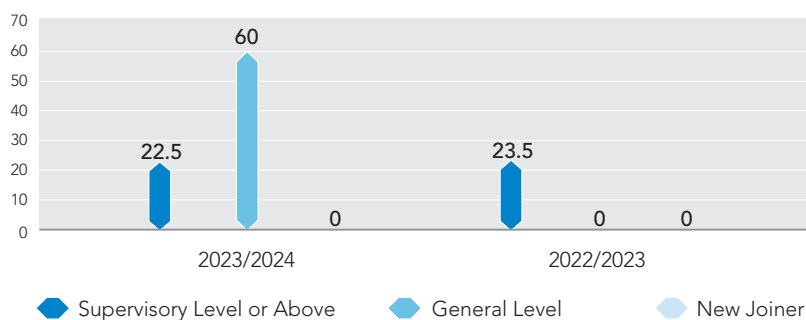
## Development and Training

The Group believes that investing in employees is essential to the future strength and success of its business.

The Group has established an in-house training programme with experienced trainers as coaching staff. Our customer service and senior management of the sales team is responsible for developing our own training programmes. These trainings are delivered in different forms including internal and external class room training courses, on-the-job training, e-learning modules and workshops. All these trainings are designed to enhance and broaden employees' skill sets. We have an intensive and standardized in-house training programme to train new joiners of frontline to enable them to gain the core techniques before serving the customers. Tailor-made programmes are held regularly to help employees meet the ever changing needs of the marketplace. Besides, the Group has study sponsorship policy to encourage employees in continuing and life-long learning.

In addition, the Group provides continuous professional development training to its directors and senior management to develop and refresh their knowledge and skills. These include workshops on leadership development, management skills, corporate governance practices as well as updates on regulatory developments and requirements.

Below is a summary of the total training hours delivered during the Reporting Period:



During the Reporting Period, as COVID-19 pandemic subsided and resumption of global travelling and business, the Group's business recorded a remarkable growth. We re-started training programs to the frontline staff relating to product knowledge and selling skills. We continued to arrange training covering topics of governance, director duties, regulatory updates and etc to directors and senior management to equip them with the latest management, business and governance policies and practices.

We understand that the stability, dedication and professionalism of our employees provide the foundation from which we are able to develop and grow. Therefore, we present long service awards to the staff members who have dedicated 5, 10, 15, 20, 25 and 30 years' service to the Group each year to appreciate their loyalty and unflinching contributions. As at 31 March 2024, a total of 3 loyal staff members are qualified to receive the honour.

We believe that motivation is a key method to improve staff's performance and satisfaction. The Group adopted various measures to recognize high performers both as individuals and as a team, such measures including presenting awards to branches and arranging incentive tours for outstanding performance staff to motivate and recognize the staff that delivered performance beyond what is expected of them.

The Group encourages communication and interaction of the staff members with the management. We provide a wide spectrum of informal communication platforms regularly, such as branch visit by management team, experience sharing between middle and senior management, having lunch with senior management and etc. Through these moves, the management is alerted to the issues raised by staff members and can carry out responsive measures to improve operations if appropriate. Besides, this enhances the sense of belonging of staff members.

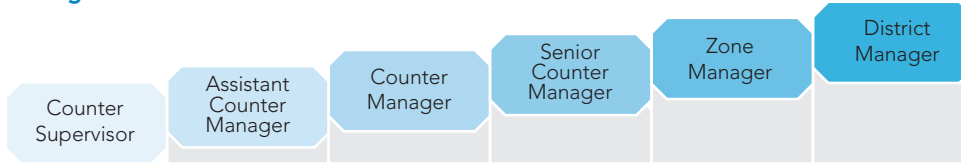
Furthermore, the Group organizes various events to facilitate a good communication and social platform between the management and staff members. Annual Dinner is one of the most prestigious events of the year, attended by all staff in the Group. Lots of lucky draws and games make the evening full of energy and excitement. During the dinner, we convey the Group's vision and strategy to our staff members. At the same time, the Group acknowledges the staff members from different positions with good performance.

We believe that happy staff makes happy customers and endeavor to provide happy working environment. We promote the relationship between staff to make them like family members.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Talents with expertise and job related knowledge are our assets. To encourage career advancement of staff, the Group provides a clear career path to frontline employees:

## Managerial Level



## Salesperson



Along with a competitive salary package, we offer discretionary bonus, different incentives and performance management system to recognize performance. All these measures aim at establishing a fair and reasonable mechanism for managing remuneration and providing performance incentives to boost employee loyalty and cohesiveness.

## Labour Standards

The Group believes in nurturing and developing top talents regardless of race, gender, age, religious belief, pregnancy, marital status, family status or disability. The Group has policies to ensure all employees and job applicants enjoy equal opportunities and fair treatment, such as Equal Opportunities Policy and Guideline, Whistle-blowing Policy, Gifts and Entertainment Policy.

All employees have the right to complain in case of discrimination, suspected misconduct and illegal acts via established procedures. We will investigate each complaint thoroughly, resolving it fairly and in the strictest confidence. Gifts and Entertainment Policy has been uploaded on the intranet that provides guidelines for business related gifts and entertainment given or received by the staff members.

## Supply Chain Management

The Group has established policies in selecting suppliers, which including interviews and conducting company background check to understand the potential suppliers' products and operations. Before engaging any supplier, we make search on the supplier's company to ensure that it has properly registered with relevant authorities and obtained permits or licences according to applicable laws and regulations.

## Product Responsibility

The Group is committed to providing quality services and products to achieve customer satisfaction. To enhance customer experience, we have a team of experienced customer service to improve serving skills to frontline staff by providing regular technical training. We have formulated Complaint Management Policy which sets out the procedures for handling complaints. We also regularly review complaint cases so as to improve our services and to avoid occurrence of similar case in the future.

To enable us to provide customers with the best travel experience, understanding their needs is of vital importance. We set up various channels for customers to express their comments and recommendations, such as, hotline, branches, service feedback email and where appropriate, social networking tools.

Our business is customer-oriented. We provided Trade Description Ordinance guideline to our travel consultants to protect customers by prohibiting false trade descriptions, false, misleading or incomplete information and misstatements in respect of goods provided in the course of trade.

Most of travel consultants have obtained Travel Insurance Agents License so that they can provide professional information about the travel insurance to customers.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Anti-corruption

The Group takes its anti-corruption responsibilities very seriously. In addition to the ongoing review of the effectiveness of the internal control systems, the Group has established a whistleblowing policy to direct employees to report to the members of the Audit Committee about possible improprieties in any matter related to the Group. The Group also established gifts policy and guidelines about anti-corruption.

We value integrity and carried out various measures to uphold our principle of honesty which including:

### Corruption Prevention

- Distributing corruption prevention leaflet to all new joiners to enhance their alertness of the anti-corruption
- Providing staff with industry or customer feedback policy and distributing the leaflet "Tips for Corruption Prevention in Travel Industry" published by Independent Commission Against Corruption (ICAC) to every new recruit of travel consultant in attempt to raise their awareness and alertness against corruption

### Internal Complaint Channels

- Escalating internal complaints about operational problems to department heads or Human Resources Department
- Sending an e-mail directly to the Audit Committee (ac@tegroup.com.hk) in order to report the misconduct which involving illegal practices, fraudulent over the Shareholders or suspicious accounting practices of internal accounting supervisions and auditing if such employees, for any reason, considering their situation is inappropriate to report the improper behavior in the Group to their department heads, chief executive or chairman

## Community Investment

The Group encourages our employees to play an active role in the communities where they live and work. The Group has been honored as "Caring Company" since 2012 by the Hong Kong Council of Social Service, in recognition of our achievements in corporate social responsibility and commitment to create a caring community.

The Group encourages and promotes volunteerism and encourages our employees to serve their communities in numerous ways. Some of the community engagements are highlighted below:

### Hiking Fund Raising

We support the hiking fund raising activity held by "Smile Foundation" since 2012, which aim at improving the schooling in the remote areas in mainland China.

### Work Experience Program

We consider providing practical work experience a vital step to support talent development, that's why we used to support the internship program conducted by different universities or institutions. During the Reporting Period, the Group did not join any internship program as we focused on recruiting experience frontline staff to meeting operation needs.



# REPORT OF THE DIRECTORS

The Directors present their annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2024.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in note 29 to the consolidated financial statements.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2024 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 40 to 83.

No interim dividend (six months ended 30 September 2023: Nil) was paid to shareholders during the year.

The Board has resolved to recommend the payment of a final dividend of HK0.7 cent per ordinary share (2023: Nil) and a special dividend of HK0.7 cent per ordinary share (2023: Nil) for the year ended 31 March 2024. The proposed final dividend and special dividend will be paid out of the share premium account of the Company pursuant to article 134 of the articles of association of the Company and in accordance with the laws of the Cayman Islands.

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 84.

## BUSINESS REVIEW

A review of the Group's business and operations for the year as well as a discussion on the likely future developments are provided throughout this annual report, particularly in the sections of "Chairman's Statement" and "Management Discussion and Analysis".

Further discussions on the Group's environmental policies and performance and key relationships with its stakeholders are provided throughout the section "Environmental, Social and Governance Report" section in this annual report.

## CLOSURE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

The register of members of the Company will be closed from 13 August 2024 to 16 August 2024, both days inclusive, for the purpose of determining the entitlement to attend and vote at the annual general meeting ("AGM") scheduled to be held on 16 August 2024. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong (the "Branch Share Registrar") not later than 4:30 p.m. on 12 August 2024.

## CLOSURE OF REGISTER OF MEMBERS FOR DIVIDEND

The register of members of the Company will be closed from 11 September 2024 to 13 September 2024, both days inclusive, for the purpose of determining the entitlement to the proposed final dividend and special dividend for the year ended 31 March 2024. In order to qualify for the proposed final dividend and special dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Branch Share Registrar not later than 4:30 p.m. on 10 September 2024.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 12 to the consolidated financial statements.

## INVESTMENT PROPERTY

During the year ended 31 March 2024, the Group had not held any investment property.

## BANK BORROWING

At 31 March 2024, the Group had no bank borrowing.

## CHARITABLE DONATION

Charitable donation made by the Group during the year amounted to HK\$20,000 (2023: HK\$10,000).

## SHARE CAPITAL

There was no movement in the share capital of the Company during the year. Details of the Company's share capital are set out in note 25 to the consolidated financial statements.

# REPORT OF THE DIRECTORS

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association (the "Articles of Association") or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company unless otherwise required by The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

## RESERVES

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

## DISTRIBUTABLE RESERVES

Under the Companies Act (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to Shareholders subject to the provisions of the Memorandum and Articles of Association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. As at 31 March 2024, the Company's distributable reserves was HK\$8.2 million (2023: HK\$1.8 million).

## MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of gross sales proceeds derived from corporate customers attributable to the Group's five largest corporate customers combined and the largest corporate customer were 32.3% and 12.5% respectively. The percentage of purchases attributable to the Group's five largest suppliers combined and the largest supplier were 55.2% and 31.7% respectively.

As far as the Directors are aware, none of the Directors of the Company or any of their associates or any shareholders (which to the best knowledge of the Directors owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

## DIRECTORS

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

### Executive Directors

Mr. Ko Wai Ming, Daniel (*Chairman*)  
Ms. Cheng Hang Fan (*Chief Executive Officer*)

### Independent Non-executive Directors ("INEDs")

M. Chau Kwok Wing, Kelvin  
Mr. Mak King Sau  
Mr. Tse Kam Tim

Pursuant to Articles 84(1) and 84(2), Mr. Ko Wai Ming, Daniel and Mr. Mak King Sau will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its INEDs an annual confirmation of their independence from the Group. The Board and the Nomination Committee consider that all INEDs to be independent from the Group.

## DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management of the Group are set out on page 8 of this annual report.

## DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' REMUNERATION

Directors' remunerations are determined subject to the recommendations of the Remuneration Committee and the Board's approval with reference to Directors' duties, responsibilities and performance and the results of the Group.



# REPORT OF THE DIRECTORS

## DIRECTORS' INTERESTS IN CONTRACTS

Apart from the transactions disclosed in note 34 to the consolidated financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries was a party subsisted at the end of the year or during the year ended 31 March 2024.

## DIRECTORS' INTERESTS IN SHARE CAPITAL

At 31 March 2024, the interests and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 (the "Model Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

### (a) Long Position in Ordinary Shares of the Company

Name of Director	Number of shares of HK\$0.01 each in the Company (the "Shares")				Approximate percentage of the issued share capital
	Personal interests (Note c)	Family interests (Note c)	Corporate interests	Total interests	
Mr. Ko Wai Ming, Daniel ("Mr. Ko")	5,160,000	8,870,000 (Note a)	356,715,000 (Note b)	370,745,000	72.72%
Ms. Cheng Hang Fan ("Mrs. Ko")	8,870,000	5,160,000 (Note a)	356,715,000 (Note b)	370,745,000	72.72%

Notes:

- (a) Mr. Ko and Mrs. Ko are spouses. Pursuant to Part XV of the SFO, Mr. Ko is deemed to be interested in the shares of the Company owned by Mrs. Ko and Mrs. Ko is deemed to be interested in the shares of the Company owned by Mr. Ko.
- (b) These shares of the Company are owned by Colvin & Horne Holdings Limited ("CHHL"), which is owned as to 60% and 40% by Mr. Ko and Mrs. Ko respectively.
- (c) Included the 500,000 share options granted to each of Mr. Ko and Mrs. Ko

### (b) Long position in share options of the Company

Name of Director	Number of share options held			Approximate percentage of the issued share capital
	Beneficial owner	Family interest (Note b)	Total interests	
Mr. Ko	500,000	500,000	1,000,000	0.196%
Mrs. Ko	500,000	500,000	1,000,000	0.196%

Notes:

- (a) The share options were granted under the share option scheme adopted by the Company on 6 September 2011 (the "Share Option Scheme"), which was expired on 29 September 2021. The options granted prior to the expiration remain valid for exercise.
- (b) Each of Mr. Ko and Mrs. Ko was granted options under the Share Option Scheme to subscribe for 500,000 Shares. Mr. Ko and Mrs. Ko are spouses. Pursuant to Part XV of the SFO, Mr. Ko is deemed to be interested in the share options granted to Mrs. Ko and Mrs. Ko is deemed to be interested in the share options granted to Mr. Ko.

# REPORT OF THE DIRECTORS

## (c) Long Position in Shares and Underlying Shares of Associated Corporation

Name of Director	Name of associated corporation	Beneficial owner	Family interest (Note)	Total number of shares held	Approximate percentage of the issued share capital
Mr. Ko	CHHL	3	2	5	100%
Mrs. Ko	CHHL	2	3	5	100%

Note: Mr. Ko and Mrs. Ko are spouses. Pursuant to Part XV of the SFO, Mr. Ko is deemed to be interested in the shares of CHHL owned by Mrs. Ko and Mrs. Ko is deemed to be interested in the shares of CHHL owned by Mr. Ko.

Save as disclosed above, as at 31 March 2024, none of the Directors and chief executive of the Company had any interests and short position in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of SFO) which are required, pursuant to Section 352 of the SFO, to be entered in the registers referred to therein or are required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

## SHARE OPTION SCHEME

The Company adopted a Share Option Scheme (the "Share Option Scheme") on 6 September 2011. The purpose of the Share Option Scheme is to enable the Board to grant options to selected eligible persons as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high caliber eligible persons and to attract human resources that are valuable to the Group.

The maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the Shares in issue on the date of listing of the Company's shares on the Stock Exchange, i.e., 50,000,000 shares. The Company may seek approval from shareholders to refresh such limit. Moreover, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company must not exceed 30% of the Shares in issue from time to time. The maximum entitlement of each eligible person in any 12-month period shall not exceed 1% of the Shares in issue from time to time. Any further grant of options in excess of such limit must be separately approved by shareholders with such eligible person and his associates abstaining from voting.

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 but in any event shall not exceed 10 years from the date of grant. Save as determined by the Board and provided in the offer of the grant of the relevant options, there is no minimum holding period before an option is exercisable. The amount payable on acceptance of a share option is HK\$1.0.

The exercise price of the share option under the Share Option Scheme shall be determined by the Board provided always that it shall be at least the higher of (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer for the grant of options (which is deemed to be the date of grant if the offer for the grant of the option is accepted by the Eligible Person), which must be a trading day; and (b) the average closing prices of the Shares as stated in the daily quotations sheet issued by the Stock Exchange for the five business days immediately preceding the date of grant, provided that the exercise price shall in no event be less than the nominal amount of a Share.

A summary of terms of the Share Option Scheme has been disclosed in the Prospectus dated 16 September 2011 issued by the Company ("Prospectus").

On 27 September 2021, a total of 31,000,000 share options (the "Share Options") were granted to certain Company's employees (including Directors and their associate) and a consultant of Café Another (the "Consultant") to subscribe for a total of 31,000,000 Shares in accordance with the Share Option Scheme. Prior to the said grant of Share Options, there was no outstanding option. The Share Option Scheme was expired on 29 September 2021. The options granted prior to the expiration remain valid for exercise and no further option under the Share Option Scheme would be granted.

# REPORT OF THE DIRECTORS

The Share Options are exercisable in accordance with the following vesting schedule:

- (i) 30% of the Share Options shall be exercisable from 27 March 2023 to 26 September 2026 (both dates inclusive);
- (ii) 30% of the Share Options shall be exercisable from 27 March 2024 to 26 September 2026 (both dates inclusive); and
- (iii) 40% of the Share Options shall be exercisable from 27 March 2025 to 26 September 2026 (both dates inclusive).

Details of the Share Options granted under Share Option Scheme during the year ended 31 March 2024 were as follows:

Grantee	Exercisable period	Number of Share Options			Balance as at 31 March 2024	Exercise price per Share (HK\$)
		Balance as at 1 April 2023	Exercised during the year	Forfeited during the year		
Mr. Ko	27/03/2023 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2024 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2025 to 26/09/2026	200,000	–	–	200,000	0.194
		500,000	–	–	500,000	
Mrs. Ko	27/03/2023 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2024 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2025 to 26/09/2026	200,000	–	–	200,000	0.194
		500,000	–	–	500,000	
Associate of Directors ( <i>Note</i> )	27/03/2023 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2024 to 26/09/2026	150,000	–	–	150,000	0.194
	27/03/2025 to 26/09/2026	200,000	–	–	200,000	0.194
		500,000	–	–	500,000	
Consultant	27/03/2023 to 26/09/2026	600,000	–	(600,000)	–	0.194
	27/03/2024 to 26/09/2026	600,000	–	(600,000)	–	0.194
	27/03/2025 to 26/09/2026	800,000	–	(800,000)	–	0.194
		2,000,000	–	(2,000,000)	–	

## REPORT OF THE DIRECTORS

Grantee	Exercisable period	Number of Share Options			Balance as at 31 March 2024	Exercise price per Share (HK\$)
		Balance as at 1 April 2023	Exercised during the year	Forfeited during the year		
Employees (in aggregate)	27/03/2023 to 26/09/2026	5,520,000	–	(1,200,000)	4,320,000	0.194
	27/03/2024 to 26/09/2026	5,520,000	–	(1,200,000)	4,320,000	0.194
	27/03/2025 to 26/09/2026	7,360,000	–	(1,600,000)	5,760,000	0.194
		18,400,000	–	(4,000,000)	14,400,000	
		21,900,000	–	(6,000,000)	15,900,000	

Note: Being Share Options granted to Mr. Ko Chun Wang, Kelvin, a son of Mr. Ko and Mrs. Ko and a director of various subsidiaries of the Company.

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 31 March 2024, shareholders (not being Directors or chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO, or otherwise notified to the Company are set out below:

Name of shareholders	Nature of interests		Total number of shares held	Approximate percentage of the issued share capital
	Beneficial owner	Family interest		
CHHL (Note a)	356,715,000	–	356,715,000	69.96%
Mr. Chu Hung Kwan ("Mr. Chu") (Note b)	17,400,000	11,500,000	28,900,000	5.67%
Ms. Tai Kan Yuet ("Mrs. Chu") (Note b)	11,500,000	17,400,000	28,900,000	5.67%

Notes:

- (a) CHHL is owned as to 60% and 40% by Mr. Ko and Mrs. Ko respectively.
- (b) Mr. Chu and Mrs. Chu are spouses. Pursuant to the Part XV of the SFO, Mr. Chu is deemed to be interested in the shares of the Company owned by Mrs. Chu and Mrs. Chu is deemed to be interested in the shares of the Company owned by Mr. Chu.

Save as disclosed above, the Directors and chief executive of the Company are not aware that there is any person (not being a Director or chief executive of the Company) who, as at 31 March 2024, had an interest or a short position in the Shares or underlying Shares of the Company which are recorded in the registers required to be kept under Section 336 of the SFO or notified to the company pursuant to the SFO.

### CONNECTED AND RELATED PARTY TRANSACTIONS

During the year, the Group entered into certain related party transactions, details of which are set out in note 34 to the consolidated financial statements. For those related party transactions constituted continuing connected transactions to the Company under Chapter 14A of the Listing Rules, such transactions are fully exempted from shareholders' approval, annual review and all disclosure requirements pursuant to Rule 14A.76 of the Listing Rules.



# REPORT OF THE DIRECTORS

## INVESTMENT ACTIVITIES

For the year ended 31 March 2024, the Group engaged in certain investment activities. All the funds used in such investment activities were the Group's surplus funds allocated under the investment cap.

During the year, there was no change to the investment cap amount and that remained as HK\$45 million, or an amount equivalent to the Group's balance of surplus funds (whichever is lower).

As at 31 March 2023 and 2024, the Group did not have financial assets or liabilities purchased under the investment cap stated at fair value.

## CHANGE IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in the information of Directors required to be disclosed is as follows:

The amount of the directors' emoluments of the Executive Directors and INEDs has been reviewed by the Remuneration Committee and the Board and the adjusted emoluments were effective on 1 April 2024.

Mr. Chau Kwok Wing, Kelvin has been appointed as an independent non-executive director of APAC Resources Limited (stock code: 1104) on 23 November 2023 and Giordano International Limited (stock code: 709) on 25 June 2024 respectively.

Mr. Mak King Sau ceased to be the vice president of Titan Financial Services Limited on 22 September 2023.

The updated biographical details of the Directors of the Company are set out in the preceding section headed "Directors' Biographies". Details of the Directors' emoluments are set out in note 11 to the consolidated financial statements.

## DEED OF NON-COMPETITION

Each of the controlling shareholders has confirmed to the Company of his/its compliance with the non-competition undertakings provided to the Company under the Deed of Non-competition (as defined in the Prospectus). The INEDs have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by the controlling shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, at least 25% of the Company's total issued share capital was held by public as required under the Listing Rules.

## EVENT AFTER THE REPORTING DATE

As at the date of this report, there was no significant event of the Group after the reporting date.

## AUDITOR

The consolidated financial statements of the Group for the years ended 31 March 2023 and 2024 were audited by BDO Limited. A resolution will be proposed at the AGM to re-appoint BDO Limited as the auditor of the Company.

On behalf of the Board  
**Ko Wai Ming, Daniel**  
*Chairman and Executive Director*

Hong Kong, 27 June 2024

# INDEPENDENT AUDITOR'S REPORT



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**TO THE SHAREHOLDERS OF TRAVEL EXPERT (ASIA) ENTERPRISES LIMITED**  
(incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of Travel Expert (Asia) Enterprises Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 40 to 83, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of 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 material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## 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.

### Impairment of non-financial assets

Refer to notes 2.5, 2.6, 2.7, 4(ii), 12, 13 to the consolidated financial statements

As at 31 March 2024, the Group had property, plant and equipment and intangible assets with carrying amounts of approximately HK\$16,096,000 and HK\$540,000 respectively.

At the end of the reporting period, the Group reviews the carrying amounts of the property, plant and equipment and intangible assets to determine whether there is any indication that an impairment loss previously recognised no longer exists or may have decreased.

For the purpose of assessment of reversal of impairment, assets were tested at cash-generating unit(s) ("CGU(s)") level. The recoverable amounts of the CGUs in respect of both travel and travel related business and food and beverage business were determined based on the value in use calculations using discounted cash flow projections and sales forecast prepared by management with major assumptions such as revenue growth, gross profit and discount rates. The Group engaged an independent external valuer as management's expert to assist its assessment on the discount rates used.

Based on the result of the assessment, management concluded that no reversal of impairment loss on plant and equipment and intangible assets was made during the year.

We focused on this area because significant estimations and judgements were involved in determining the recoverable amounts of the relevant CGUs subject to impairment assessments.



## INDEPENDENT AUDITOR'S REPORT

Our responses:

Our procedures in relation to this key audit matter included:

- Obtaining an understanding of the criteria applied by the management in determining the eligibility for the reversal of impairment;
- Assessing the appropriateness of the CGUs identified and evaluating the composition of the assets and liabilities allocated to the CGUs;
- Assessing the appropriateness of valuation methodology used in respect of the assessment of the recoverable amounts by management;
- Enquiring management for the key assumptions in value in use calculations and evaluating the key assumptions (such as revenue growth, gross profit and discount rates) applied by comparing them to our understanding of latest market information and conditions and historical information, where applicable;
- Performing procedures to obtain audit evidence regarding the accuracy and completeness of the data used in the impairment assessment process;
- Involving an auditor's expert to assist our evaluation on the reasonableness of discount rates used; and
- Evaluating the competence, capabilities and objectivity of the management's expert and auditor's expert.

### OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

### DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

## INDEPENDENT AUDITOR'S REPORT

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

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

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or 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.

### **BDO Limited**

*Certified Public Accountants*

### **Lo Ngai Hang**

Practising Certificate Number P04743

Hong Kong, 27 June 2024



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>Revenue</b>	5	<b>162,207</b>	40,270
Cost of sales		<b>(94,387)</b>	(18,204)
<b>Gross profit</b>		<b>67,820</b>	22,066
Other income and gains	5	<b>7,880</b>	12,314
Selling and distribution costs		<b>(40,131)</b>	(15,945)
Administrative and other operating expenses		<b>(28,720)</b>	(21,465)
Fair value (loss)/gain on financial assets at fair value through profit or loss		<b>(168)</b>	1,063
<b>Profit/(loss) from operations</b>	6	<b>6,681</b>	(1,967)
Finance costs	7	<b>(684)</b>	(256)
<b>Profit/(loss) before income tax</b>		<b>5,997</b>	(2,223)
Income tax credit	8	<b>3,026</b>	18
<b>Profit/(loss) for the year</b>		<b>9,023</b>	(2,205)
<b>Other comprehensive income</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		<b>(6)</b>	(37)
<b>Other comprehensive income for the year</b>		<b>(6)</b>	(37)
<b>Total comprehensive income for the year</b>		<b>9,017</b>	(2,242)
<b>Profit/(loss) for the year attributable to:</b>			
Owners of the Company		<b>9,027</b>	(2,204)
Non-controlling interests		<b>(4)</b>	(1)
		<b>9,023</b>	(2,205)
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		<b>9,021</b>	(2,241)
Non-controlling interests		<b>(4)</b>	(1)
		<b>9,017</b>	(2,242)
<b>Earnings/(loss) per share attributable to owners of the Company</b>	10		
– Basic		<b>HK1.8 cents</b>	HK(0.4) cents
– Diluted		<b>HK1.8 cents</b>	HK(0.4) cents

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2024

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	12	16,096	5,820
Intangible assets	13	540	594
Prepayments and deposits	14	3,550	3,110
Deferred tax asset	24	3,026	–
		<b>23,212</b>	<b>9,524</b>
<b>Current assets</b>			
Inventories	15	1,390	2,067
Trade receivables	16	16	71
Prepayments, deposits and other receivables	14	23,856	8,540
Tax recoverable		1	–
Pledged deposits	18	19,575	10,958
Time deposits with original maturity over three months	19	35,602	22,877
Cash and cash equivalents	19	49,573	51,324
		<b>130,013</b>	<b>95,837</b>
<b>Current liabilities</b>			
Trade payables	20	20,963	15,669
Accrued charges and other payables	21	15,908	10,740
Contract liabilities	22	32,033	11,546
Lease liabilities	17	6,678	5,350
Provisions	23	172	152
		<b>75,754</b>	<b>43,457</b>
<b>Net current assets</b>		<b>54,259</b>	<b>52,380</b>
<b>Total assets less current liabilities</b>		<b>77,471</b>	<b>61,904</b>
<b>Non-current liabilities</b>			
Lease liabilities	17	8,005	2,137
Provisions	23	705	172
		<b>8,710</b>	<b>2,309</b>
<b>Net assets</b>		<b>68,761</b>	<b>59,595</b>
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	25	5,099	5,099
Reserves	26	63,491	54,321
		<b>68,590</b>	<b>59,420</b>
<b>Non-controlling interests</b>		<b>171</b>	<b>175</b>
<b>Total equity</b>		<b>68,761</b>	<b>59,595</b>

Ko Wai Ming, Daniel  
Director

Cheng Hang Fan  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2024

	Attributable to owners of the Company										Non-controlling interests	Total equity
	Share capital	Share premium	Share option reserve	Share redemption reserve	Merger reserve	Foreign exchange reserve	Other reserve	Proposed dividend	Retained profits	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK \$'000	HK \$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2022	5,099	55,629	607	37	(9,000)	(248)	(6,046)	-	14,904	60,982	176	61,158
Loss for the year	-	-	-	-	-	-	-	-	(2,204)	(2,204)	(1)	(2,205)
Other comprehensive income for the year	-	-	-	-	-	(37)	-	-	-	(37)	-	(37)
Total comprehensive income for the year	-	-	-	-	-	(37)	-	-	(2,204)	(2,241)	(1)	(2,242)
Share-based payments	-	-	679	-	-	-	-	-	-	679	-	679
At 31 March 2023	5,099	55,629	1,286	37	(9,000)	(285)	(6,046)	-	12,700	59,420	175	59,595
<b>At 1 April 2023</b>	<b>5,099</b>	<b>55,629</b>	<b>1,286</b>	<b>37</b>	<b>(9,000)</b>	<b>(285)</b>	<b>(6,046)</b>	<b>-</b>	<b>12,700</b>	<b>59,420</b>	<b>175</b>	<b>59,595</b>
Profit for the year	-	-	-	-	-	-	-	-	9,027	9,027	(4)	9,023
Other comprehensive income for the year	-	-	-	-	-	(6)	-	-	-	(6)	-	(6)
Total comprehensive income for the year	-	-	-	-	-	(6)	-	-	9,027	9,021	(4)	9,017
Final dividend proposed (note 9)	-	(3,569)	-	-	-	-	-	3,569	-	-	-	-
Special dividend proposed (note 9)	-	(3,569)	-	-	-	-	-	3,569	-	-	-	-
Release of share option reserve upon the forfeiture of share options	-	-	(153)	-	-	-	-	-	153	-	-	-
Share-based payments	-	-	149	-	-	-	-	-	-	149	-	149
At 31 March 2024	5,099	48,491	1,282	37	(9,000)	(291)	(6,046)	7,138	21,880	68,590	171	68,761

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2024

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
<b>Cash flows from operating activities</b>			
Profit/(loss) before income tax		5,997	(2,223)
Adjustments for:			
Interest income	5	(2,704)	(1,272)
COVID-19 related rent concession	5	–	(120)
Gain on lease modifications	5	–	(4,167)
Depreciation of property, plant and equipment	6	6,988	3,330
(Gain)/loss on disposal of property, plant and equipment	6	(347)	39
Impairment loss on property, plant and equipment	6	–	1,841
Amortisation of intangible assets	6	274	119
Interest expenses	7	684	256
Fair value loss/(gain) on financial assets at fair value through profit or loss		168	(1,063)
Share-based payments		149	679
<b>Operating profit/(loss) before working capital changes</b>		<b>11,209</b>	<b>(2,581)</b>
Decrease in inventories		677	199
Decrease in trade receivables		55	182
Increase in prepayments, deposits and other receivables		(15,075)	(2,217)
Increase in trade payables		5,294	11,337
Increase in accrued charges and other payables		5,168	257
Increase in contract liabilities		20,487	7,142
(Increase)/decrease in financial assets at fair value through profit or loss		(168)	3,263
<b>Cash generated from operations</b>		<b>27,647</b>	<b>17,582</b>
Income tax paid		(1)	–
Income tax refund		–	14
<b>Net cash generated from operating activities</b>		<b>27,646</b>	<b>17,596</b>
<b>Cash flows from investing activities</b>			
Prepayments for acquisition of intangible assets		(819)	(1,043)
Purchase of property, plant and equipment		(2,499)	(942)
Purchase of intangible assets		(82)	(197)
Proceeds from disposal of property, plant and equipment		430	–
Placement of pledged deposits		(34,152)	(10,912)
Withdrawal of pledged deposits		25,535	4,968
Placement of deposits with original maturity over three months		(62,522)	(22,877)
Withdrawal of deposits with original maturity over three months		49,797	2,400
Interest received		2,704	1,272
<b>Net cash used in investing activities</b>		<b>(21,608)</b>	<b>(27,331)</b>
<b>Cash flows from financing activities</b>			
Settlement of lease liabilities	30	(7,099)	(4,892)
Interest paid		(684)	(256)
<b>Net cash used in financing activities</b>		<b>(7,783)</b>	<b>(5,148)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(1,745)</b>	<b>(14,883)</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>51,324</b>	<b>66,244</b>
<b>Effect of foreign exchange rate changes</b>		<b>(6)</b>	<b>(37)</b>
<b>Cash and cash equivalents at end of year</b>	19	<b>49,573</b>	<b>51,324</b>
<b>Analysis of balances of cash and cash equivalents</b>			
Cash and cash equivalents with an original maturity of three months or less:			
Cash deposits in banks and financial institutions		40,573	32,640
Short-term deposits in banks		9,000	18,684
	19	<b>49,573</b>	<b>51,324</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 1. GENERAL INFORMATION

Travel Expert (Asia) Enterprises Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company and its subsidiaries (the "Group") is located at 5/F, Overseas Trust Bank Building, No.160 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are set out in note 29 to the consolidated financial statements.

## 2. MATERIAL ACCOUNTING POLICY INFORMATION

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The consolidated financial statements also include the required disclosure of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.

The material accounting policy information that have been used in the preparation of the consolidated financial statements are summarised below. The adoption of new or amended HKFRSs and the impacts on the consolidated financial statements, if any, are disclosed in note 3.

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss which are measured at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 4.

### 2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

### 2.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.4 Foreign currency translation

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from retranslation of monetary assets and liabilities at the end of reporting period are recognised in profit or loss. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

### 2.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Depreciation on property, plant and equipment is provided to write off their cost over their estimated useful lives, using the straight-line basis, at the following rates per annum:

Leasehold improvements	The shorter of the lease terms and 20%-50%
Office equipment	33.33% - 50%
Furniture and fixtures	20% - 50%
Motor vehicle	33.33%
Properties and office equipment leased for own use	Over the lease terms

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.6 Intangible assets

#### (i) Intangible assets acquired separately

Intangible assets acquired separately are initially recognised at cost. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

The amortisation expense is recognised in profit or loss. The useful lives and amortisation method are reviewed, and adjusted if appropriate, at the end of each reporting period. Amortisation is provided on a straight-line basis over their useful lives as follows:

Computer software	3 years
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#### (ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

### 2.7 Impairment of non-financial assets

Property, plant and equipment, intangible assets and interests in subsidiaries are subject to an impairment test and are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs of disposal and value in use.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

Impairment loss is charged pro rata to the assets in the cash-generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable), whichever is the higher.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash-generating unit, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.8 Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added taxes or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the good or service.

When another party is involved in providing goods or services to a customer, the Group shall determine whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent). The Group is a principal if it controls the specified goods or service before that goods or service is transferred to a customer. The Group is an agent if its performance obligation is to arrange for the provision of the specified goods or service by another party. The Group recognises revenue on gross basis if the Group is acting as a principal; and on a net basis if the Group is acting as an agent in the relevant transactions.

#### (i) Provision of services relating to sales of travel/wedding related products

Revenue from provision of services relating to sales of travel/wedding related products is recognised at a point in time when the booking services or tickets are delivered to and have been accepted by the customers.

For walk-in customers, a sales deposit based on certain proportion of the total product price may be received from customers. A full payment is required before provision of services. For corporate customers, invoices are usually payable upon delivery or within 30 days.

#### (ii) Sales of package tours

Revenue from sales of package tours is recognised over time as the customer simultaneously receives and consumes all of the benefit provided by the Group's performance as the Group performs. This means that if another travel agent was to take over providing the remaining performance obligation to the customer on a possible termination of the sales contract, it would not have to substantially re-perform the work already completed by the Group.

A full payment is required before provision of services.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.8 Revenue recognition *(Continued)*

#### (iii) Customer loyalty program

Under the Group's customer loyalty program, the customers who are the members of the customer loyalty program are granted points upon certain purchases, which provides a material right to the customers and gives rise to a separate performance obligation. Portion of the transaction price needs to be allocated to such option with such an amount being recognised as revenue when the additional goods or services are transferred to the customer, or when the option expires.

Provision of services that result in award points for customers, under the Group's customer loyalty programme, are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods or services supplied and the award points granted. Revenue is not recognised at the time of the initial sale transaction but is deferred and recognised as revenue when the points are redeemed and the Group's obligations have been fulfilled.

Accumulated experience is used to estimate the forfeiture of award points as breakage. The expected breakage amount is recognised as revenue in proportion to the pattern of rights exercised by the customers or when the likelihood of the customer exercising its rights becomes remote.

#### (iv) Sales of food and beverage

Revenue from sales of food and beverage is recognised at a point in time when the food and beverage have been served, and customer payments are generally due at the time of sale.

### 2.9 Contract liabilities

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. If a customer pays the consideration before the Group transfers goods or services to the customers, a contract liability is recognised when the payment is made or the payment is due (whenever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

### 2.10 Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other income and gains, rather than reducing the related expense.

### 2.11 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and costs necessary to make the sale.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.12 Financial Instruments

#### (i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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

#### *Debt instruments*

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

#### (ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured 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. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on 12-month ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than 90 days past due.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.12 Financial Instruments *(Continued)*

#### (ii) Impairment loss on financial assets *(Continued)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

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. 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.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

#### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

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

Financial liabilities at amortised cost including trade and other payables are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

#### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

#### (v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.13 Cash and cash equivalents

Cash and cash equivalents include cash at banks and cash in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

### 2.14 Accounting for income taxes

Income tax comprises current and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits and does not give rise to equal taxable and deductible temporary differences, taxable temporary differences arising on investments in subsidiaries 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 liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arisen from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences. Deferred tax is measured at the tax rate appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

### 2.15 Provisions and contingent liabilities

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account factors pertaining to a contingency such as the risks, uncertainties and time value of money.

Where all or some of the expenditure required to settle a provision is expected to be reimbursed by a third party, the reimbursement is recognised as a separate asset only when it is virtually certain that reimbursement will be received, and the amount of reimbursement recognised does not exceed the carrying amount of the provision.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.15 Provisions and contingent liabilities *(Continued)*

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

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

### 2.16 Leasing

#### Accounting as a lessee

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise leases which are short-term leases. The Group has elected not to recognise right-of-use assets and lease liabilities for leases for which at the commencement date have a lease term of less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

#### Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

#### Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the lessee's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modification, or to reflect revised in-substance fixed lease payments.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.16 Leasing *(Continued)*

#### **Lease modification**

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses whether it is reasonably certain to exercise an extension option, or not to exercise a termination option), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. If the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

### 2.17 Retirement benefit costs and short-term employee benefits

#### **Defined contribution plan**

The Group operates a defined contribution retirement benefit plan (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong), for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

#### **Short-term employee benefits**

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

#### **Termination benefits**

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 2. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

### 2.18 Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the services received is measured by reference to the fair value of the options at the date of grant. Such fair value is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. As long as all non-market vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied.

Where the options are forfeited prior to the vesting date due to a failure by the employee to satisfy the service conditions, any expenses previously recognised in relation to such options are reversed on the effective date of the forfeiture. No further adjustments should be made after the vesting date, regardless of whether the options are forfeited later.

### 2.19 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- (a) income tax; and
- (b) corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 3. ADOPTION OF NEW AND AMENDED HKFRSs

### (a) Adoption of new and amended HKFRSs – effective 1 April 2023

In the current year, the Group has applied for the first time the following new and amendments to HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's consolidated financial statements for the annual period beginning on 1 April 2023.

HKFRS 17	Insurance Contracts and the related amendments
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

Except as disclosed below, none of these new and amended HKFRSs has a material impact on the Group's results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

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

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

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

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

The application of the amendments has had no material impact on the Group's financial positions and performance but has affected the disclosure of the Group's accounting policies set out in note 2 to the consolidated financial statements.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 3. ADOPTION OF NEW AND AMENDED HKFRSs *(Continued)*

### (b) New and amended HKFRSs that have been issued but are not yet effective

The following new and amended HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>1</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>1</sup>
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>1</sup>

1 Effective for annual periods beginning on or after 1 January 2024

2 No mandatory effective date yet determined but available for adoption

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

### (c) New guidance on accounting for the MPF-LSP offsetting mechanism in Hong Kong issued by HKICPA

In June 2022, Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendment Ordinance") was enacted. The Amendment Ordinance abolishes the use of the accrued benefits derived from employers' mandatory contributions under the mandatory provident fund ("MPF") scheme to offset severance payment ("SP") and long service payments ("LSP") (the "Abolition"). Subsequently, the Government of Hong Kong Special Administrative Region announced that the Abolition will take effect on 1 May 2025 (the "Transition Date").

The following key changes will take effect since the Transition Date:

- Accrued benefits derived from employers' mandatory MPF contributions cannot be used to offset the LSP/SP in respect of the employment period after the Transition Date.
- The pre-transition LSP/SP is calculated using the last month's salary immediately preceding the Transition Date, instead of using the last month's salary of employment termination date.

Due to the complexities of the accounting for the offsetting of accrued benefits derived from an employer's mandatory MPF contributions and its LSP obligation and the accounting for the offsetting mechanism could become material in light of the Abolition, the HKICPA published "Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong" (the "Guidance") in July 2023 to provide guidance to account for the offsetting mechanism and the Abolition. The HKICPA concluded that there are two acceptable accounting approaches for the offsetting mechanism, being:

- Approach 1: Account for the amount expected to be offset as a deemed employee contribution towards that employee's LSP benefits in terms of HKAS 19.93(a)
- Approach 2: Account for the employer MPF contributions and the offsetting mechanism as a funding mechanism for the LSP obligation

By following the Guidance, the Group has therefore changed its accounting policy and ceased to apply the practical expedient and reattribute the deemed employee contributions on a straight-line basis from the date when services by employee first lead to their benefits in terms of the LSP legislation in accordance with HKAS 19.93(a). The cumulative effect of recognition of these adjustments as of 31 March 2023 and for the years ended 31 March 2024 and 2023 was immaterial and hence no material effect on the consolidated financial statements of the Group for the prior periods and current year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The critical judgement in applying accounting policies and estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### (i) Principal versus agent consideration

The Group is considered as an agent for its contracts with customers relating to the provision of services relating to sales of travel/wedding related products, the Group did not obtain the control over the provision of services relating to sales of travel/wedding related products before passing on to customers taking into consideration indicators such as the Group is not primarily responsible for fulfilling the promise. When the Group satisfies the performance obligation, the Group recognises a fee revenue in the amount it expects to be entitled as specified in the contracts.

During the year ended 31 March 2024, the Group recognised fee revenue relating to the provision of services relating to sales of travel/wedding related products amounted to approximately HK\$51,490,000 (2023: HK\$19,692,000).

### (ii) Impairment of non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of the property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss previously recognised no longer exists or may have decreased. For the purpose of assessment of reversal of impairment, assets were tested at cash-generating unit(s) ("CGU(s)") level. The recoverable amounts of the CGUs were determined based on the value in use calculations using discounted cash flow projections and sales forecast prepared by management with major assumptions such as revenue growth, gross profit and discount rates.

### (iii) Loss allowance for financial assets

Management estimates the amount of loss allowance for ECLs on financial assets at amortised cost based on the credit risk of the respective financial instrument. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk of the respective financial instrument involves high degrees of estimation and uncertainty about future economic conditions which have an adverse effect on debtors' business, debtors' creditworthiness, the payment delinquency or default in interest or principal payments. 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. Further information on the impairment assessment on financial assets is set out in note 32(i).

### (iv) Deferred tax

Deferred tax asset relating to tax losses are recognised as management considers it is probable that future taxable profit will be available against which the tax losses can be utilised. Where expectation is different from the original estimate, such differences will impact the recognition of deferred tax expense in the periods in which such estimate is changed. The outcome of their actual utilisation may be different.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 5. REVENUE, OTHER INCOME AND GAINS, AND SEGMENT INFORMATION

The Group's principal activities are provision of services relating to sales of travel/wedding related products, sales of package tours, food and beverage and investment in treasury activities. An analysis of the Group's revenue from principal activities, other income and gains is as follows:

	2024 HK\$'000	2023 HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15:</b>		
Provision of services relating to sales of travel/wedding related products ( <i>note a</i> )	51,490	19,692
Sales of package tours ( <i>note a</i> )	105,595	16,695
Sales of food and beverage ( <i>note a</i> )	5,122	3,883
	<b>162,207</b>	<b>40,270</b>
<b>Other income and gains</b>		
Interest income on deposits in banks and financial institutions measured at amortised cost	2,704	1,272
Dividend income from listed securities	67	74
Sponsorship and joint advertising income	1,015	198
Government grants ( <i>note b</i> )	766	2,358
COVID-19 related rent concession	–	120
Gain on lease modifications	–	4,167
Gain on disposal of property, plant and equipment	347	–
Sundry income ( <i>note c</i> )	2,981	4,125
	<b>7,880</b>	<b>12,314</b>

Notes:

- (a) Customer sales proceeds received/receivable during the year

	2024 HK\$'000	2023 HK\$'000
Gross sales proceeds related to provision of services relating to sales of travel/wedding related products*	365,533	166,173
Sales of package tours	105,595	16,695
Sales of food and beverage	5,122	3,883
<b>Total customer sales proceeds</b>	<b>476,250</b>	<b>186,751</b>

\* The Group's gross sales proceeds from provision of services relating to sales of travel/wedding related products, includes the air tickets, hotel accommodation and other travel/wedding related products, are considered as cash collected and receivable on behalf of a principal as an agent. The gross sales proceeds from these sales, which do not represent revenue, represent the price at which products have been sold inclusive of service fees. The related service income is recorded by the Group on net basis.

- (b) Government grants

During the year ended 31 March 2024, HK\$766,000 (2023: HK\$721,000) of government grants relating to one-off subsidy for the purpose of giving immediate financial support and cash incentives for travel agents are included in profit or loss.

During the year ended 31 March 2023, the Group has recognised of approximately HK\$1,581,000 in respect of COVID-19-related subsidies of which approximately HK\$1,431,000 relates to Employment Support Scheme ("ESS") and approximately HK\$150,000 relates to Catering Business Subsidy Scheme under Anti-epidemic Fund, both of which were provided by the Hong Kong SAR Government. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not to reduce employee head count below prescribed levels for a specified period of time. The Group does not have other unfulfilled obligations relating to the ESS. There are no unfulfilled conditions and other contingencies attached to the receipt of the subsidies relating to Catering Business Subsidy Scheme.

- (c) Sundry income

Included in sundry income mainly represented gain on derecognition of financial liabilities as the obligation of relevant contracts have been discharged in accordance with the Group's accounting policies of approximately HK\$1,711,000 (2023: 3,687,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 5. REVENUE, OTHER INCOME AND GAINS, AND SEGMENT INFORMATION

(Continued)

The following table provides information about trade receivables and contract liabilities from contracts with customers.

	2024 HK\$'000	2023 HK\$'000
Trade receivables (note 16)	16	71
Contract liabilities (note 22)	32,033	11,546

The Group has applied the practical expedient to its service contracts and therefore it does not disclose about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for provision of services relating to sales of travel and wedding related products, sales of package tours, food and beverage services that had an original expected duration of one year or less.

### Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by geographical markets, major service lines and timing of revenue recognition.

	Travel and travel related business		Food and beverage business		Total	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
<b>Geographical markets</b>						
Hong Kong	157,085	36,363	5,122	3,883	162,207	40,246
The People's Republic of China (the "PRC") excluding Hong Kong	–	24	–	–	–	24
	<b>157,085</b>	<b>36,387</b>	<b>5,122</b>	<b>3,883</b>	<b>162,207</b>	<b>40,270</b>
<b>Major service lines</b>						
Provision of services relating sales of travel/wedding related products	51,490	19,692	–	–	51,490	19,692
Sales of package tours	105,595	16,695	–	–	105,595	16,695
Sales of food and beverage	–	–	5,122	3,883	5,122	3,883
	<b>157,085</b>	<b>36,387</b>	<b>5,122</b>	<b>3,883</b>	<b>162,207</b>	<b>40,270</b>
<b>Timing of revenue recognition</b>						
At a point in time	51,490	19,692	5,122	3,883	56,612	23,575
Transferred over time	105,595	16,695	–	–	105,595	16,695
	<b>157,085</b>	<b>36,387</b>	<b>5,122</b>	<b>3,883</b>	<b>162,207</b>	<b>40,270</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 5. REVENUE, OTHER INCOME AND GAINS, AND SEGMENT INFORMATION

(Continued)

### Segment information

The executive directors have identified the Group's operating segments as follows. These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

For the years ended 31 March 2024 and 2023, the Group's operating segments include (i) Travel and travel related business; (ii) Food and beverage business; and (iii) Treasury activities.

	Travel and travel related business		Food and beverage business		Treasury activities		Inter-segment elimination		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from external customers	157,085	36,387	5,122	3,883	-	-	-	-	162,207	40,270
Inter-segment revenue	-	-	188	3	-	-	(188)	(3)	-	-
Reportable segment revenue	157,085	36,387	5,310	3,886	-	-	(188)	(3)	162,207	40,270
Reportable segment profit/(loss)	6,706	(3,469)	(1,334)	(2,951)	(131)	(492)	-	-	5,241	(6,912)
Interest income	83	44	-	-	1,125	749	-	-	1,208	793
Finance costs	(565)	(83)	(43)	(91)	-	-	-	-	(608)	(174)
Dividend income	-	-	-	-	67	74	-	-	67	74
Amortisation of intangible assets	(274)	(119)	-	-	-	-	-	-	(274)	(119)
Depreciation of property, plant and equipment	(5,129)	(1,284)	-	(985)	-	-	-	-	(5,129)	(2,269)
Impairment loss on property, plant and equipment	-	-	-	(1,447)	-	-	-	-	-	(1,447)
Fair value (loss)/gain on financial assets at fair value through profit or loss	-	-	-	-	(168)	1,063	-	-	(168)	1,063
Reportable segment assets	68,257	36,107	1,056	892	25,881	40,070	-	-	95,194	77,069
Additions to non-current segment assets during the year	9,830	4,644	1	118	-	-	-	-	9,831	4,762
Reportable segment liabilities	78,355	40,883	1,056	2,398	19	19	-	-	79,430	43,300

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 5. REVENUE, OTHER INCOME AND GAINS, AND SEGMENT INFORMATION

*(Continued)*

### Segment information *(Continued)*

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the consolidated financial statements as follows:

	2024 HK\$'000	2023 HK\$'000
Reportable segment revenue	162,207	40,270
<b>Group revenue</b>	<b>162,207</b>	40,270
Reportable segment profit/(loss)	5,241	(6,912)
Corporate expenses	(1,099)	(735)
Corporate income	1,855	5,424
<b>Profit/(loss) before income tax</b>	<b>5,997</b>	(2,223)
Reportable segment assets	95,194	77,069
Corporate assets	55,005	28,292
Deferred tax asset	3,026	-
<b>Group assets</b>	<b>153,225</b>	105,361
Reportable segment liabilities	79,430	43,300
Corporate liabilities	5,034	2,466
<b>Group liabilities</b>	<b>84,464</b>	45,766

The Group's revenues from external customers and its non-current assets (excluded those relating to financial instruments and deferred tax asset) are all divided into the following geographical locations:

	Revenue from external customers		Non-current assets	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
Hong Kong (domicile)	162,207	40,246	18,360	7,457
The PRC excluding Hong Kong	-	24	-	-
	<b>162,207</b>	40,270	<b>18,360</b>	7,457

The geographical location of the non-current assets is based on the physical location of the asset. The place of domicile is determined by referring to the place which the Group regards as its hometown, has the majority of operations and center of management.

Most of the revenue of the Group are derived from Hong Kong. The Group has a large number of customers, and no specific external customers contributing over 10% of the total revenue of the Group for each of the years ended 31 March 2024 and 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 6. PROFIT/(LOSS) FROM OPERATIONS

	2024 HK\$'000	2023 HK\$'000
Profit/(loss) from operations is arrived at after charging/(crediting):		
Auditor's remuneration:		
– Annual audit	550	500
– Non-audit services	98	77
Depreciation of property, plant and equipment: (note 12)		
– Owned property, plant and equipment*	926	583
– Properties and office equipment leased for own use**	6,062	2,747
	<b>6,988</b>	3,330
(Gain)/loss on disposal of property, plant and equipment:		
– Owned property, plant and equipment	(347)	39
Impairment loss on property, plant and equipment: (note 12)		
– Owned property, plant and equipment***	–	551
– Properties and office equipment leased for own use****	–	1,290
	–	1,841
Amortisation of intangible assets (note 13)	274	119
Net foreign exchange loss	796	1,418
Short-term leases expenses	256	122
Variable lease payments not included in the measurement of lease liabilities	317	117
Staff costs (excluding directors' remuneration (note 11)):		
– Salaries and other benefits	42,066	20,742
– Share-based payments	125	635
– Retirement scheme contribution	1,680	772
	<b>43,871</b>	22,149

\* Depreciation expenses of owned property, plant and equipment have been included in:  
 - cost of sales of nil (2023: approximately HK\$352,000) for the year;  
 - selling and distribution costs of approximately HK\$521,000 (2023: HK\$56,000) for the year; and  
 - administrative and other operating expenses of approximately HK\$405,000 (2023: HK\$175,000) for the year.

\*\* Depreciation expenses of properties and office equipment leased for own use have been included in:  
 - cost of sales of nil (2023: approximately HK\$633,000) for the year;  
 - selling and distribution costs of approximately HK\$4,608,000 (2023: HK\$1,228,000) for the year; and  
 - administrative and other operating expenses of approximately HK\$1,454,000 (2023: HK\$886,000) for the year.

\*\*\* Impairment loss of owned property, plant and equipment have been included in administrative and other operating expenses of nil (2023: approximately HK\$551,000) for the year.

\*\*\*\* Impairment loss of properties and office equipment leased for own use have been included in administrative and other operating expenses of nil (2023: approximately HK\$1,290,000) for the year.

## 7. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest on lease liabilities	684	256

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 8. INCOME TAX CREDIT

The amounts of income tax in the consolidated statement of comprehensive income represent:

	2024 HK\$'000	2023 HK\$'000
Current tax – Hong Kong		
– Over provision in respect of prior years	–	(18)
Deferred tax (note 24)	(3,026)	–
	<b>(3,026)</b>	<b>(18)</b>

Reconciliation between income tax credit and accounting profit/(loss) at the applicable tax rates is as follows:

	2024 HK\$'000	2023 HK\$'000
Profit/(loss) before income tax	<b>5,997</b>	(2,223)
Tax calculated at the rates applicable to profit/(loss) in the tax jurisdictions concerned	<b>962</b>	(398)
Tax effect of non-deductible items	<b>13</b>	374
Tax effect of non-taxable items	<b>(729)</b>	(712)
Unrecognised tax losses utilised for the year	<b>(1,229)</b>	(317)
Tax effect of tax losses not recognised	<b>2,005</b>	2,234
Utilisation of previously unrecognised deductible temporary differences	<b>(1,022)</b>	(1,181)
Tax effect of previously unrecognised tax losses recognised for the year	<b>(3,026)</b>	–
Over provision in respect of prior years	–	(18)
Income tax credit	<b>(3,026)</b>	<b>(18)</b>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Group is not subject to any taxation under the jurisdiction of the Cayman Islands and the BVI during the years ended 31 March 2024 and 2023.

Hong Kong profits tax is calculated at 16.5% on the estimated assessable profits for the years ended 31 March 2024 and 2023, except for one subsidiary of the Company which is a qualifying corporation under the two-tiered profits tax rate regime and is calculated at 8.25% on the first HK\$2 million of estimated assessable profits and at 16.5% for the portion of the estimated assessable profits above HK\$2 million.

Subsidiaries of the Company established in the PRC are subjected to PRC enterprise income tax at 25%. No PRC enterprise income tax has been provided as the Group did not generate any assessable profits in the PRC during the years ended 31 March 2024 and 2023.

## 9. DIVIDENDS

Subsequent to the end of the reporting period, a final dividend of HK0.7 cents per ordinary share, amounting to approximately HK\$3,569,000 (2023: Nil) and a special dividend of HK0.7 cents per ordinary share, amounting to approximately HK\$3,569,000 (2023: Nil), has been proposed by the directors of the Company and is subject to approval by the shareholders at the forthcoming annual general meeting.

## 10. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the profit for the year attributable to owners of the Company of approximately HK\$9,027,000 (2023: loss of approximately HK\$2,204,000) and 509,859,000 (2023: 509,859,000) weighted average number of ordinary shares in issue during the year.

The computation of diluted earnings/(loss) per share does not assume the exercise of the Company's share options for the years ended 31 March 2024 and 2023 as the adjusted exercise price of the Company's share options was higher than the average market price for shares during the periods when those options are outstanding.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

### (i) Directors' emoluments

The emoluments paid or payable to the directors, the chief executive and the senior management were as follows:

	Fees HK\$'000	Salaries, allowances and other benefits HK\$'000	Share- based payments (note a) HK\$'000	Discretionary bonus HK\$'000	Retirement scheme contribution HK\$'000	Total HK\$'000
<b>2024</b>						
<i>Executive directors</i>						
Mr. Ko Wai Ming, Daniel ("Mr. Ko")	-	240	12	20	13	285
Ms. Cheng Hang Fan ("Mrs. Ko")	-	480	12	40	18	550
	-	720	24	60	31	835
<i>Independent non-executive directors</i>						
Mr. Mak King Sau	180	-	-	-	-	180
Mr. Chau Kwok Wing, Kelvin	156	-	-	-	-	156
Mr. Tse Kam Tim	156	-	-	-	-	156
	492	-	-	-	-	492
	492	720	24	60	31	1,327
<b>2023</b>						
<i>Executive directors</i>						
Mr. Ko Wai Ming, Daniel	-	70	22	-	4	96
Ms. Cheng Hang Fan	-	250	22	-	12	284
	-	320	44	-	16	380
<i>Independent non-executive directors</i>						
Mr. Yung Ha Kuk, Victor (note b)	96	-	-	-	-	96
Mr. Mak King Sau	140	-	-	-	-	140
Mr. Chau Kwok Wing, Kelvin	132	-	-	-	-	132
Mr. Tse Kam Tim (note c)	52	-	-	-	-	52
	420	-	-	-	-	420
	420	320	44	-	16	800

Notes:

- These amounts represent the estimated value of share options granted to the directors under the Company's share option scheme. Further details of the options granted are set out in note 28 to the consolidated financial statements.
- Mr. Yung Ha Kuk, Victor resigned as an independent non-executive director of the Company with effect from 30 November 2022.
- Mr. Tse Kam Tim appointed as an independent non-executive director of the Company with effect from 30 November 2022.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 11. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS *(Continued)*

### (ii) Five highest paid individuals

The five highest paid individuals of the Group during the year are analysed as follows:

	2024 Number of individuals	2023 Number of individuals
Directors	–	–
Non-director, highest paid individuals	5	5
	<b>5</b>	<b>5</b>

Details of the remuneration of the above non-director, highest paid individuals during the year are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances and other benefits	3,148	2,446
Retirement scheme contribution	90	87
	<b>3,238</b>	<b>2,533</b>

Their emoluments fell within the following emolument band:

	2024 Number of individuals	2023 Number of individuals
Nil – HK\$1,000,000	5	5

During the year, no emoluments were paid by the Group to any directors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office. There were no arrangements under which a director waived or agreed to waive any emolument during the year.

The emoluments paid or payable to member of senior management excluding directors were within the following band:

	2024 Number of individuals	2023 Number of individuals
Nil – HK\$1,000,000	1	1

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 12. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Office equipment HK\$'000	Furniture and fixtures HK\$'000	Motor vehicle HK\$'000	Properties and office equipment leased for own use HK\$'000	Total HK\$'000
<b>At 1 April 2022</b>						
Cost	3,564	22,075	249	650	20,345	46,883
Accumulated depreciation and impairment	(2,851)	(21,960)	(249)	(425)	(18,816)	(44,301)
<b>Net book amount</b>	<b>713</b>	<b>115</b>	<b>-</b>	<b>225</b>	<b>1,529</b>	<b>2,582</b>
<b>Year ended 31 March 2023</b>						
Opening net book amount	713	115	-	225	1,529	2,582
Additions	705	93	144	-	5,164	6,106
Lease modifications	-	-	-	-	2,342	2,342
Disposals	-	(39)	-	-	-	(39)
Depreciation	(417)	(59)	(7)	(100)	(2,747)	(3,330)
Impairment loss	(504)	(45)	(2)	-	(1,290)	(1,841)
<b>Closing net book amount</b>	<b>497</b>	<b>65</b>	<b>135</b>	<b>125</b>	<b>4,998</b>	<b>5,820</b>
<b>At 31 March 2023</b>						
Cost	3,898	21,608	312	650	14,023	40,491
Accumulated depreciation and impairment	(3,401)	(21,543)	(177)	(525)	(9,025)	(34,671)
<b>Net book amount</b>	<b>497</b>	<b>65</b>	<b>135</b>	<b>125</b>	<b>4,998</b>	<b>5,820</b>
<b>Year ended 31 March 2024</b>						
Opening net book amount	497	65	135	125	4,998	5,820
Additions	1,240	494	187	578	12,214	14,713
Lease modifications	-	-	-	-	2,634	2,634
Disposals	-	-	-	(83)	-	(83)
Depreciation	(575)	(137)	(60)	(154)	(6,062)	(6,988)
<b>Closing net book amount</b>	<b>1,162</b>	<b>422</b>	<b>262</b>	<b>466</b>	<b>13,784</b>	<b>16,096</b>
<b>At 31 March 2024</b>						
Cost	4,740	18,816	396	578	25,735	50,265
Accumulated depreciation and impairment	(3,578)	(18,394)	(134)	(112)	(11,951)	(34,169)
<b>Net book amount</b>	<b>1,162</b>	<b>422</b>	<b>262</b>	<b>466</b>	<b>13,784</b>	<b>16,096</b>

Further details for the properties and office equipment leased for own use are set out in note 17 to the consolidated financial statements.

### Impairment assessment

For the year ended 31 March 2024, the financial performance in respect of both travel and travel related business and food and beverage business have significant improvement, there is an indication that the impairment loss recognised in prior years for the property, plant and equipment may no longer exist or may have decreased. Management has engaged an independent external valuer to assist the assessment of the discount rates used of the recoverable amounts of each CGU.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 12. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

### Impairment assessment *(Continued)*

For the purposes of assessment of reversal of impairment, the Group estimates the recoverable amounts of the CGUs of (i) travel and travel related business; and (ii) food and beverage business to which the asset belongs when it is not possible to estimate the recoverable amount individually, including allocation of corporate assets when reasonable and consistent basis can be established. Property, plant and equipment and intangible assets set out in notes 12 and 13 respectively, including allocation of corporate assets, that generate cash flows together have been allocated to these CGUs.

The recoverable amounts of each CGU were determined based on their value in use calculation. Value in use was estimated with reference to the cash flow projections based on the most recent financial budgets approved by the directors covering a period of the remaining useful lives of the essential assets of each CGU (the "Projection Period"), which represented the management's best estimate on the ongoing operation of the CGUs where the existing CGUs will continue to operate in the foreseeable future and are consistent with past actual outcomes, with pre-tax discount rates of 19% (2023: 15%) and 13% (2023: 12%) for the CGU of travel and travel related business and food and beverage business respectively as at 31 March 2024.

Based on the result of the assessment, the difference between the recoverable amounts and carrying amounts of the CGUs are considered minimal to the Group as at 31 March 2024, no reversal of impairment loss is recognised (2023: impairment loss of approximately HK\$1,841,000 have been recognised).

## 13. INTANGIBLE ASSETS

	Computer software HK\$'000
<b>At 1 April 2022</b>	
Cost	–
Accumulated amortisation	–
<b>Net carrying amount</b>	–
<b>Year ended 31 March 2023</b>	
Opening net carrying amount	–
Additions	713
Amortisation	(119)
<b>Closing net carrying amount</b>	594
<b>At 31 March 2023</b>	
Cost	713
Accumulated amortisation	(119)
<b>Net carrying amount</b>	594
<b>Year ended 31 March 2024</b>	
Opening net carrying amount	594
Additions	220
Amortisation	(274)
<b>Closing net carrying amount</b>	540
<b>At 31 March 2024</b>	
Cost	933
Accumulated amortisation	(393)
<b>Net carrying amount</b>	540

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Prepayments	19,293	4,346
Deposits	5,264	6,448
Other receivables	2,849	856
	<b>27,406</b>	11,650
Classified as:		
Non-current assets	3,550	3,110
Current assets	23,856	8,540
	<b>27,406</b>	11,650

The financial assets included in the above balances relate to receivables for which there was no recent history of default. None of these financial assets is either past due or impaired. Further details on the Group's credit policy and credit risk arising from deposits and other receivables are set out in note 32(i).

As at 31 March 2024, the carrying amount of prepayments mainly includes prepayment made to the suppliers of approximately HK\$14,946,000 (2023: HK\$1,998,000).

## 15. INVENTORIES

The inventories are carried at lower of cost and net realisable value and represent principally tickets and food and beverage which are to be utilised in the ordinary course of operations.

## 16. TRADE RECEIVABLES

The directors of the Company consider that the fair values of trade receivables are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

The ageing analysis of trade receivables, based on the invoice dates, as at the end of each of the year, net of impairment, is as follows:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	16	71
	<b>16</b>	71

The Group has a policy of allowing customers credit periods normally within 30 days. Overdue balances are reviewed regularly by the Group's management. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 32(i).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 17. LEASES

### As lessee

The Group entered into various lease agreements for shop premises, head office and office equipment with independent third parties and a related company, in which Mr. Ko and Mrs. Ko are both the directors and ultimate beneficial owners of the related company.

The leases with independent third parties have initial non-cancellable period between 1 and 3 years (2023: between 1 and 4 years) as at 31 March 2024.

The lease with the related company, has an initial non-cancellable period of 3 years (2023: 3 years) as at 31 March 2024. During the year ended 31 March 2024, no depreciation of right-of-use asset acquired from the related party (2023: approximately HK\$633,000), finance cost on lease liability of HK\$43,000 (2023: HK\$91,000) and variable lease payments not included in the measurement of lease liability of approximately HK\$185,000 (2023: HK\$117,000) were recognised in the consolidated statement of comprehensive income.

### Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	2024 HK\$'000	2023 HK\$'000
Properties leased for own use, carried at cost	13,625	4,756
Office equipment leased for own use, carried at cost	159	242
	<b>13,784</b>	<b>4,998</b>

### Lease liabilities

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

	2024		2023	
	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000	Present value of the minimum lease payments HK\$'000	Total minimum lease payments HK\$'000
Within 1 year	6,678	7,386	5,350	5,493
More than 1 year but less than 2 years	5,265	5,612	2,056	2,081
More than 2 years but less than 5 years	2,740	2,795	81	83
	<b>14,683</b>	<b>15,793</b>	7,487	7,657
Less: total future interest expenses	–	(1,110)	–	(170)
Present value of lease liabilities	<b>14,683</b>	<b>14,683</b>	7,487	7,487

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 17. LEASES (Continued)

### As lessee (Continued)

#### Lease liabilities (Continued)

The present value of future lease payments are analysed as:

	2024 HK\$'000	2023 HK\$'000
Current liabilities	6,678	5,350
Non-current liabilities	8,005	2,137
	<b>14,683</b>	<b>7,487</b>

## 18. PLEDGED DEPOSITS

As at 31 March 2024 and 2023, the pledged deposits represented deposits pledged to banks as securities for banking facilities (note 27) of the Group. The pledged deposits as at 31 March 2024 carried an interest rate from 2.70% to 4.30% (2023: 1.75% to 4.00%) per annum.

## 19. TIME DEPOSITS AND CASH AND CASH EQUIVALENTS

	2024 HK\$'000	2023 HK\$'000
Cash deposits in banks and financial institutions	40,573	32,640
Short-term deposits in banks	44,602	41,561
	<b>85,175</b>	<b>74,201</b>
Time deposits with original maturity over three months	(35,602)	(22,877)
<b>Cash and cash equivalents</b>	<b>49,573</b>	<b>51,324</b>

Cash at banks and financial institutions earn interest at floating rates based on daily deposit rates. Short-term deposits in banks are made for varying periods between one week and twelve months (2023: three and twelve months) depending on the immediate cash requirements of the Group, and earn interest at respective short-term deposit rates, ranging from 2.0% to 5.9% (2023: from 2.1% to 4.4%) per annum.

The Group had cash and bank balances denominated in RMB and held in the PRC of approximately RMB430,000 (2023: RMB223,000) and the remittance of these funds out of the PRC was subject to the exchange control restrictions imposed by the PRC government.

## 20. TRADE PAYABLES

The Group is granted by its suppliers for credit periods normally within 30 days. The ageing analysis of the trade payables, based on the invoice dates, is as follows:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	9,376	10,717
31 – 90 days	8,149	2,324
Over 90 days	3,438	2,628
	<b>20,963</b>	<b>15,669</b>

The trade payables are short-term and hence the carrying values of the Group's trade payables are considered to be a reasonable approximation of fair value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 21. ACCRUED CHARGES AND OTHER PAYABLES

	2024 HK\$'000	2023 HK\$'000
Accrued charges	7,806	3,601
Other payables	8,102	7,139
	<b>15,908</b>	10,740

## 22. CONTRACT LIABILITIES

	2024 HK\$'000	2023 HK\$'000
<b>Contract liabilities arising from:</b>		
Travel and travel related business		
– Provision of services relating to sales of travel/wedding related products (note a)	12,619	7,298
– Sales of package tours (note b)	19,378	4,234
– Customer loyalty programme (note c)	36	14
	<b>32,033</b>	11,546

Typical payment terms which impact on the amounts of contract liabilities are as follows:

- Provision of services relating to sales of travel/wedding related products  
The deposit the Group received on sales of travel/wedding related products remains as a contract liability until such time as the booking service of travel/wedding related products are delivered to and accepted by customers.
- Sales of package tours  
The deposit the Group received on sales of package tours remains as a contract liability until such time the package tour services are provided.
- Customer loyalty programme  
The Group operates a loyalty programme where customers who are the members of the loyalty programme accumulate points for purchases made which entitle them to discount on future purchases. A contract liability for the award points is recognised at the time of the sale. Revenue is recognised when the points are redeemed or when they expire for one year after the initial sale.

As at 31 March 2024, the remaining performance obligations of these contracts are expected to be recognised within one year (2023: one year).

	2024 HK\$'000	2023 HK\$'000
<b>Movement in contract liabilities:</b>		
Balance at beginning of the year	11,546	4,404
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(11,546)	(4,404)
Increase in contract liabilities as a result of billing in advance of travel and travel related business	32,033	11,546
Balance at end of the year	<b>32,033</b>	11,546



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 23. PROVISIONS

	2024 HK\$'000	2023 HK\$'000
Current	172	152
Non-current	705	172
	<b>877</b>	324

	2024 HK\$'000	2023 HK\$'000
<b>Movement in provisions:</b>		
Balance at beginning of the year	324	–
Provisions for the year	553	324
Balance at end of the year	<b>877</b>	324

As at 31 March 2024, the provisions for reinstatement cost of properties leased for own use in relation to the estimated cost of restoring the properties leased for own use to its original state at the end of the respective lease terms. The amount has not been discounted for the purpose of measuring the provisions for reinstatement cost as the effect is not significant.

## 24. DEFERRED TAXATION

The following is the deferred tax asset recognised by the Group.

	Tax losses HK\$'000	Total HK\$'000
As at 1 April 2022, 31 March 2023 and 1 April 2023	–	–
Credit to profit or loss for the year (note 8)	3,026	3,026
<b>As at 31 March 2024</b>	<b>3,026</b>	<b>3,026</b>

As at 31 March 2024, the Group has unused tax losses of approximately HK\$162,282,000 (2023: HK\$158,765,000) available to offset against future profit. A deferred tax asset has been recognised in respect of approximately HK\$18,339,000 (2023: Nil) of such losses. The Group has not recognised the deferred tax assets attributable to the future benefit of remaining tax losses of approximately HK\$143,943,000 (2023: HK\$158,765,000) sustained in the operations of certain subsidiaries as the availability of future taxable profit stream against which the assets can be utilised is uncertain. The amount of unrecognised tax losses of approximately HK\$140,121,000 (2023: HK\$157,248,000) have no expiry date and HK\$3,822,000 (2023: HK\$1,517,000) are subject to expiry period of five years.

## 25. SHARE CAPITAL

	Number of shares '000	Amount HK\$'000
Authorised:		
Ordinary shares of HK\$0.01 each		
<b>At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024</b>	<b>2,000,000</b>	<b>20,000</b>
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
<b>At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024</b>	<b>509,859</b>	<b>5,099</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 26. RESERVES

### (a) Group

Details of the movements on the Group's reserves are as set out in the consolidated statement of changes in equity of the consolidated financial statements.

#### Share premium

The share premium account of the Group represents the excess of the proceeds received over the nominal value of the Company's shares issued.

#### Share option reserve

The share option reserve of the Group represents the cumulative expenses recognised on the granting of share options to the directors, employees and others providing similar services over the vesting period.

#### Merger reserve

The merger reserve of the Group represents the difference between the investment cost in subsidiaries of Travel Expert Enterprises (BVI) Limited and the nominal value of the issued share capital of the Company's subsidiaries.

#### Other reserve

The other reserve of the Group represents the changes in the Company's interests in subsidiaries that do not result in a loss of control.

### (b) Company

	Share premium HK\$'000	Contributed surplus (note) HK\$'000	Share option reserve HK\$'000	Share redemption reserve HK\$'000	Proposed dividend HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
<b>At 1 April 2022</b>	55,629	36,900	607	37	-	(71,044)	22,129
Profit for the year	-	-	-	-	-	17,252	17,252
Share-based payments	-	-	679	-	-	-	679
<b>At 31 March 2023 and 1 April 2023</b>	<b>55,629</b>	<b>36,900</b>	<b>1,286</b>	<b>37</b>	<b>-</b>	<b>(53,792)</b>	<b>40,060</b>
Profit for the year	-	-	-	-	-	6,257	6,257
Final dividend proposed	(3,569)	-	-	-	3,569	-	-
Special dividend proposed	(3,569)	-	-	-	3,569	-	-
Release of share option reserve upon the forfeiture of share options	-	-	(153)	-	-	153	-
Share-based payments	-	-	149	-	-	-	149
<b>At 31 March 2024</b>	<b>48,491</b>	<b>36,900</b>	<b>1,282</b>	<b>37</b>	<b>7,138</b>	<b>(47,382)</b>	<b>46,466</b>

Note:

The contributed surplus of the Company represented the difference between the net asset value of the subsidiaries acquired and the nominal value of the share capital of the Company issued in exchange thereof pursuant to the reorganisation in 2011.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 27. BANKING FACILITIES

As at 31 March 2024, the Group's total banking facilities are approximately HK\$48,982,000 (2023: HK\$49,982,000) with approximately HK\$29,789,000 (2023: HK\$39,847,000) in relation to the bank guarantee and credit card limit are available. The Group's banking facilities were secured by:

- (i) the pledged deposits with carrying amount of approximately HK\$19,575,000 as at 31 March 2024 (2023: HK\$10,958,000); and
- (ii) the corporate guarantee or cross-guarantees provided by the Company and/or certain subsidiaries.

## 28. SHARE OPTION SCHEME

The Company adopted a share option scheme on 6 September 2011 (the "Scheme"). The purpose of the Scheme is to enable the board to grant options to selected eligible persons as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high calibre eligible persons and to attract human resources that are valuable to the Group.

On 27 September 2021, a total of 31,000,000 share options (the "Options") were granted to certain Group's employees (including Directors and their associate) and others providing similar services to subscribe for a total of 31,000,000 ordinary shares in accordance with the Scheme. The Scheme was expired on 29 September 2021. The options granted prior to the expiration remain valid for exercise and no further option under the Scheme would be granted.

The only vesting condition of the Options is that the individual remains in service to the Group for a 3-year period from the date of grant.

The following share options were outstanding under the Scheme during the year:

	2024		2023	
	Weighted average exercise price HK\$	Number '000	Weighted average exercise price HK\$	Number '000
Outstanding at the beginning of the year	0.194	21,900	0.194	30,600
Granted during the year	–	–	–	–
Forfeited during the year	0.194	(6,000)	0.194	(8,700)
Outstanding at the end of the year	0.194	15,900	0.194	21,900
Exercisable at the end of the year	0.194	9,540	0.194	6,570

No options have been exercised by the option holders during the years ended 31 March 2024 and 2023.

The share-based payments of approximately HK\$149,000 (2023: HK\$679,000) is charged to the profit or loss after netting off the reversal of approximately HK\$340,000 (2023: HK\$501,000) arising from the revision of original estimate of the number of options that are expected to ultimately vest resulting from the forfeiture of share options prior to the vesting date due to failure by certain employees to satisfy the service conditions for the year ended 31 March 2024.

Share options previously granted of approximately HK\$153,000 (2023: Nil) has been transferred from share option reserve to retained profits upon the forfeiture of share options after the vesting date for the year ended 31 March 2024.

The fair value of options granted on 27 September 2021 was approximately HK\$2,848,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 28. SHARE OPTION SCHEME *(Continued)*

The following information is relevant in the determination of the fair value of options granted on 27 September 2021 under the equity-settled share based remuneration schemes operated by the Group.

Option pricing model used	Binomial Option Pricing Model
Weighted average share price at grant date (HK\$)	0.194
Exercise price (HK\$)	0.194
Weighted average contractual life (year)	4.998
Expected volatility (%)	64.313%
Expected dividend rate (%)	0.000%
Risk-free interest rate (%)	0.759%
Weighted average fair value per option (HK\$)	0.092

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last five years.

## 29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Investments in subsidiaries		36,900	36,900
		<b>36,900</b>	36,900
<b>Current assets</b>			
Prepayments		292	275
Amounts due from subsidiaries		48,958	70,026
Cash and cash equivalents		184	212
		<b>49,434</b>	70,513
<b>Current liabilities</b>			
Accrued charges and other payables		153	52
Amounts due to subsidiaries		34,616	62,202
		<b>34,769</b>	62,254
<b>Net current assets</b>		<b>14,665</b>	8,259
<b>Total assets less current liabilities</b>		<b>51,565</b>	45,159
<b>Net assets</b>		<b>51,565</b>	45,159
<b>EQUITY</b>			
Share capital	25	5,099	5,099
Reserves	26(b)	46,466	40,060
<b>Total equity</b>		<b>51,565</b>	45,159

Ko Wai Ming, Daniel  
Director

Cheng Hang Fan  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Details of the subsidiaries at 31 March 2024 are as follows:

Name	Place and date of incorporation/ place of operation	Particular of issued capital/registered capital	Effective interest held by the Company	Principal activities
<b>Interests held directly</b>				
Travel Expert Enterprises (BVI) Limited	The BVI 2 March 2010	US\$0.01 at US\$0.01 per share	100%	Investment holding
<b>Interests held indirectly</b>				
Travel Expert Enterprises Limited (專業旅運企業有限公司)	Hong Kong 6 January 2006	HK\$1 ordinary share	100%	Investment holding
Travel Expert Limited (專業旅運有限公司)	Hong Kong 20 June 1986	HK\$18,000,000 ordinary shares	100%	Travel and travel related business
Travel Expert Business Services Limited (專業旅運商務有限公司)	Hong Kong 24 March 1994	HK\$750,000 ordinary shares	100%	Travel and travel related business
MICEExpert Limited (專業旅程策劃有限公司)	Hong Kong 4 July 1989	HK\$500,000 ordinary shares	100%	Investment holding
Premium Travel Limited (formerly known as "Cruise Expert Limited") (尊賞旅遊有限公司 (前稱「專業郵輪有限公司」))	Hong Kong 13 October 1999	HK\$1,000,000 ordinary shares	100%	Travel and travel related business
Power Empire Investments Limited (專業旅運(香港)有限公司)	Hong Kong 5 August 2010	HK\$1 ordinary share	100%	Holding of the Group's trademark
Another Food & Beverage Limited (又一飲食有限公司)	Hong Kong 21 September 2010	HK\$1,750,000 ordinary shares	100%	Food and beverage business
Travel Expert (Shenzhen) Limited* (專業旅行社(深圳)有限公司)	The PRC 21 December 2011	RMB3,500,000	100%	Travel and travel related business
Smart Elite Investments Limited (傑駿投資有限公司)	Hong Kong 23 August 2012	HK\$1 ordinary share	100%	Dormant
Premium Holidays Limited (尊賞假期有限公司)	Hong Kong 13 July 2012	HK\$1,250,000 ordinary shares	100%	Travel and travel related business
SHARExpert Travel Limited (專享旅遊策劃有限公司)	Hong Kong 6 September 2012	HK\$500,000 ordinary shares	100%	Lease management
AppoMax Technology Limited (亞寶邁科技有限公司)	Hong Kong 7 March 2014	HK\$500,000 ordinary shares	70%	Holding of the Group's technology system
Travel Expert Asset Management Limited (專業旅運資產管理有限公司)	Hong Kong 25 October 2012	HK\$1 ordinary shares	100%	Investment in treasury activities

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

Name	Place and date of incorporation/ place of operation	Particular of issued capital/registered capital	Effective interest held by the Company	Principal activities
Travel Expert Online Limited (專業旅運電子商貿有限公司)	Hong Kong 9 August 2013	HK\$500,000 ordinary shares	100%	Travel and travel related business
Profit Genius Marketing Solutions Limited (盈僑市場策劃有限公司)	Hong Kong 5 June 2015	HK\$1 ordinary share	100%	Marketing solutions
Take My Hand Limited (緣動有限公司)	Hong Kong 11 April 2013	HK\$500,000 ordinary shares	100%	Wedding and wedding related business
Travel Expert Group Management Limited (專業旅運集團管理有限公司)	Hong Kong 23 October 2015	HK\$1 ordinary share	100%	Provision of management service
Shenzhen Hanji Software Technology Co. Limited* (深圳市瀚基軟件科技有限公司)	The PRC 11 October 2023	RMB1,000,000	100%	Provision of technology service
深圳市美景尊賞諮詢有限公司*	The PRC 15 November 2023	RMB3,500,000	100%	Travel and travel related business

\* The companies are wholly foreign owned enterprises established in the PRC.

The financial statements of the subsidiaries have been examined by BDO Limited for the purpose of the Group's consolidated financial statements.

## 30. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

	Lease liabilities HK\$'000
<b>At 1 April 2023</b>	<b>7,487</b>
Changes from financing cash flows:	
Settlement of lease liabilities	(7,099)
Interest paid	(684)
Other changes:	
Additions of lease liabilities	11,661
Lease modifications	2,634
Interest expense recognised	684
<b>At 31 March 2024</b>	<b>14,683</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 30. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

	Lease liabilities HK\$'000
<b>At 1 April 2022</b>	9,606
Changes from financing cash flows:	
Settlement of lease liabilities	(4,892)
Interest paid	(256)
Other changes:	
Additions of lease liabilities	4,844
Lease modifications	(1,951)
COVID-19 related rent concession	(120)
Interest expense recognised	256
<b>At 31 March 2023</b>	7,487

## 31. CAPITAL COMMITMENTS AND OTHER COMMITMENTS

(a) Capital expenditure contracted for but not provided for are as follows:

	2024 HK\$'000	2023 HK\$'000
Intangible assets	10	711
Property, plant and equipment	118	–
	<b>128</b>	711

(b) As at 31 March 2024, the total future lease payments for lease committed but not yet commenced over the non-cancellable period are as follows:

	2024 HK\$'000	2023 HK\$'000
Properties leased for own use		
Within 1 year	–	677
Later than 1 year and not later than 5 years	–	1,771
	–	2,448

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The main risks arising from the Group's financial instruments are market risk (including principally changes in interest rates and currency exchange rates), credit risk and liquidity risk. The board of directors reviews and agrees policies for each of these risks and they are summarised below. Generally, the Group employs conservative strategy regarding its risk management.

### (i) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

The Group's credit risk is primarily attributable to trade receivables, deposits, other receivables, cash deposits in banks and financial institutions. The Group's exposure to credit risks arising from cash deposits in banks and financial institutions are limited because these financial assets held by the Group are mainly deposited in banks and reputable financial institutions, for which the Group considers to have low credit risk.

In respect of trade receivables, the Group has no significant concentrations of credit risk arising from its ordinary course of business due to its large customer base and the counterparties are creditworthy which have low risk of default in repayment.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permit the use of lifetime ECLs provision for trade receivables. In measuring the ECLs, trade receivables are grouped based on shared credit risk characteristics and days past due. The expected loss rates are based on the payment profiles of sales over a period of 3 (2023: 3) years and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. On that basis, ECL provision for trade receivables was assessed to be immaterial and no loss allowance was recognised during the year.

The Group adopts general approach for ECLs of deposits and other receivables and consider these financial assets have not significantly increased in credit risk from initial recognition. Thus, these financial assets are classified in stage one and only consider 12-month ECLs. ECL provision for these financial assets was assessed to be immaterial and no loss allowance was recognised during the year.

### (ii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk mainly arises on deposits in banks and financial institutions (note 19) which are at floating rates. Derivative contracts may be used to hedge the Group's exposure to interest rate risk, when and where appropriate.

#### Interest rate sensitivity

The following table illustrates the sensitivity of the Group's profit/loss for the year and retained profits to a possible change in the following interest rates with effect from the beginning of the year. The assumed changes have no impact on the Group's other components of equity.

	Effect on loss for the year and retained profits			
	Possible change in interest rates	Increase in profit/ decrease in loss and increase in retained profits HK\$'000	Possible change in interest rates	Decrease in profit/ increase in loss and decrease in retained profits HK\$'000
31 March 2024	+1%	406	-1%	(406)
31 March 2023	+1%	326	-1%	(326)

The assumed changes in interest rates represent management's assessment of a reasonably possible change in interest rates over the periods until the next annual reporting date.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(Continued)*

### (iii) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency exposures. Such exposures arise from the balance of assets and liabilities in currencies other than the functional currency of the Group's entities. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date that are considered significant by the directors of the Company are stated as follows:

	2024 HK\$'000	2023 HK\$'000
<b>Assets:</b>		
Japanese Yen ("JPY")	298	2,756
United States dollars ("US\$")	1,614	2,123
EURO ("EUR")	3,731	3,506
Australian dollar ("AUD")	4	24
Singapore dollar ("SGD")	2	144
RMB	7,448	22,599
New Zealand dollar ("NZD")	78	82
Canadian dollar ("CAD")	431	71
Swiss franc ("CHF")	1	1,218
	<b>13,607</b>	<b>32,523</b>
<b>Liabilities:</b>		
JPY	(909)	(894)
US\$	(2,269)	(1,747)
EUR	(281)	(329)
RMB	(260)	(289)
Macau Pataca ("MOP")	(467)	(39)
CHF	-	(365)
	<b>(4,186)</b>	<b>(3,663)</b>
<b>Net exposure to foreign currency risk</b>	<b>9,421</b>	<b>28,860</b>

The Group's policy requires the management monitors foreign exchange exposure by closely monitoring the movement of foreign currency rate and may enter into foreign currency options or forward contracts, when and where appropriate.

As US\$ is pegged to HK\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. No sensitivity analysis in respect of the Group's financial assets and liabilities denominated in US\$ is disclosed as in the opinion of the directors, such sensitivity analysis does not give additional value in view of insignificant movement in the US\$/HK\$ exchange rates as at the end of reporting period.

The following table illustrates the sensitivity of the Group's loss for the year and retained profits in regard to a 5% appreciation in the functional currencies of the Group's entities against the foreign currencies. These rates are the rates used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

The sensitivity analysis of the Group's exposure to foreign currency risk at the end of the year has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the year and held constant throughout the year.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(Continued)*

### (iii) Foreign currency risk *(Continued)*

	Increase/ (decrease) in profit 2024 HK\$'000	Decrease/ (increase) in loss 2023 HK\$'000
JPY	26	(78)
EUR	(144)	(133)
AUD	–	(1)
SGD	–	(6)
RMB	(300)	(931)
MOP	19	2
NZD	(3)	(3)
CAD	(18)	(3)
CHF	–	(36)
	<b>(420)</b>	<b>(1,189)</b>

The same percentage depreciation in the functional currencies of the Group's entities against the respective foreign currencies would have the same magnitude on the Group's loss for the year and retained profits but of opposite effect.

These are the same method and assumption used in preparing the sensitivity analysis included in the consolidated financial statements of the year ended 31 March 2023.

### (iv) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its current financial liabilities. The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations, mitigate the effects of fluctuations in cash flows and compliance with its covenants of the credit and banking facilities. The Group relies on internally generated funding and available banking facilities to the Group as significant sources of liquidity.

The maturity profile of the Group's financial liabilities at the end of the year, based on the contracted undiscounted payments, was as follows:

	Carrying amount HK\$'000	Total contractual undiscounted cash flow HK\$'000	On demand HK\$'000	Within 1 year HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000
<b>At 31 March 2024</b>						
Trade payables	20,963	20,963	20,963	–	–	–
Other payables	8,102	8,102	8,102	–	–	–
Lease liabilities	14,683	15,793	–	7,386	5,612	2,795
	<b>43,748</b>	<b>44,858</b>	<b>29,065</b>	<b>7,386</b>	<b>5,612</b>	<b>2,795</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 32. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT *(Continued)*

### (iv) Liquidity risk *(Continued)*

	Carrying amount HK\$'000	Total contractual undiscouted cash flow HK\$'000	On demand HK\$'000	Within 1 year HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000
<b>At 31 March 2023</b>						
Trade payables	15,669	15,669	15,669	-	-	-
Other payables	7,139	7,139	7,139	-	-	-
Lease liabilities	7,487	7,657	-	5,493	2,081	83
	30,295	30,465	22,808	5,493	2,081	83

### (v) Summary of financial assets and liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised at the end of the year are analysed into the following categories. See note 2.12 for explanations about how the category of financial instruments affects their subsequent measurement.

	2024 HK\$'000	2023 HK\$'000
<b>Financial assets</b>		
Financial assets at amortised cost		
- Trade receivables	16	71
- Deposits and other receivables	8,113	7,304
- Pledged deposits	19,575	10,958
- Time deposits with original maturity over three months	35,602	22,877
- Cash and cash equivalents	49,573	51,324
	112,879	92,534
<b>Financial liabilities</b>		
Financial liabilities at amortised cost		
- Trade payables	20,963	15,669
- Other payables	8,102	7,139
Lease liabilities	14,683	7,487
	43,748	30,295

### (vi) Fair value measurements

The hierarchy groups financial assets into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

All the financial assets at fair value through profit or loss held during the year is classified as level 1. There have been no transfers between different levels during the year.

Changes in fair values of financial assets at fair value through profit or loss are recorded as net gain/loss in the consolidated statement of comprehensive income.

As at 31 March 2024, the Group has disposed of all the financial assets at fair value through profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

## 33. CAPITAL MANAGEMENT

The Group's objectives when managing capital include:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or raise new debts. No changes were made in the objectives, policies or processes for managing capital during the year.

The capital-to-overall financing ratio at the end of the year was as follows:

	2024 HK\$'000	2023 HK\$'000
<b>Capital:</b>		
Total equity	68,761	59,595
<b>Overall financing:</b>		
Bank borrowing	–	–
<b>Capital-to-overall financing ratio</b>	<b>N/A</b>	<b>N/A</b>

## 34. RELATED PARTY TRANSACTIONS

In addition to those disclosed elsewhere in these consolidated financial statements, the following transactions were carried out by the Group with related party during the years.

### Compensation of key management personnel

Total remuneration of the Group's directors and other member of key management personnel during the year was as follows:

	2024 HK\$'000	2023 HK\$'000
Short-term employee benefits	1,922	1,275
Share-based payments	36	66
Retirement scheme contribution	49	34
	<b>2,007</b>	<b>1,375</b>

## 35. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 27 June 2024.

## FIVE-YEAR FINANCIAL SUMMARY

	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
<b>Total customer sales proceeds</b>	<b>476,250</b>	186,751	48,475	31,375	1,054,711
<b>Revenue</b>	<b>162,207</b>	40,270	10,278	6,423	287,164
Cost of sales	<b>(94,387)</b>	(18,204)	(4,727)	(635)	(122,851)
<b>Gross profit</b>	<b>67,820</b>	22,066	5,551	5,788	164,313
Other income and gains	<b>7,880</b>	12,314	7,948	34,388	13,917
Changes in fair value of investment property	–	–	–	(2,189)	(3,923)
Selling and distribution costs	<b>(40,131)</b>	(15,945)	(9,041)	(22,908)	(132,661)
Administrative and other operating expenses	<b>(28,720)</b>	(21,465)	(20,894)	(47,347)	(83,031)
Share of loss of associates	–	–	–	(828)	(1,521)
Fair value (loss)/gain on financial assets/ liabilities at fair value through profit or loss	<b>(168)</b>	1,063	(1,307)	642	(293)
<b>Profit/(loss) from operations</b>	<b>6,681</b>	(1,967)	(17,743)	(32,454)	(43,199)
Finance costs	<b>(684)</b>	(256)	(394)	(671)	(1,673)
<b>Profit/(loss) before income tax</b>	<b>5,997</b>	(2,223)	(18,137)	(33,125)	(44,872)
Income tax credit/(expense)	<b>3,026</b>	18	214	233	(189)
<b>Profit/(loss) for the year</b>	<b>9,023</b>	(2,205)	(17,923)	(32,892)	(45,061)
<b>Other comprehensive income for the year, net of tax</b>	<b>(6)</b>	(37)	17	318	(309)
<b>Total comprehensive income for the year</b>	<b>9,017</b>	(2,242)	(17,906)	(32,574)	(45,370)
<b>ASSETS AND LIABILITIES</b>					
Non-current assets	<b>23,212</b>	9,524	4,502	2,209	117,376
Current assets	<b>130,013</b>	95,837	85,485	110,411	81,555
<b>TOTAL ASSETS</b>	<b>153,225</b>	105,361	89,987	112,620	198,931
Non-current liabilities	<b>(8,710)</b>	(2,309)	(4,042)	(6,238)	(5,302)
Current liabilities	<b>(75,754)</b>	(43,457)	(24,787)	(27,925)	(82,598)
<b>TOTAL LIABILITIES</b>	<b>(84,464)</b>	(45,766)	(28,829)	(34,163)	(87,900)
	<b>68,761</b>	59,595	61,158	78,457	111,031

*Note:*

The consolidated results of the Group for each of the years ended 31 March 2023 and 2024 and the consolidated assets and liabilities of the Group as at 31 March 2023 and 2024 are those set out on pages 40 to 83 of this annual report. Such summary was prepared as if the current structure of the Group had been in existence throughout these financial years.