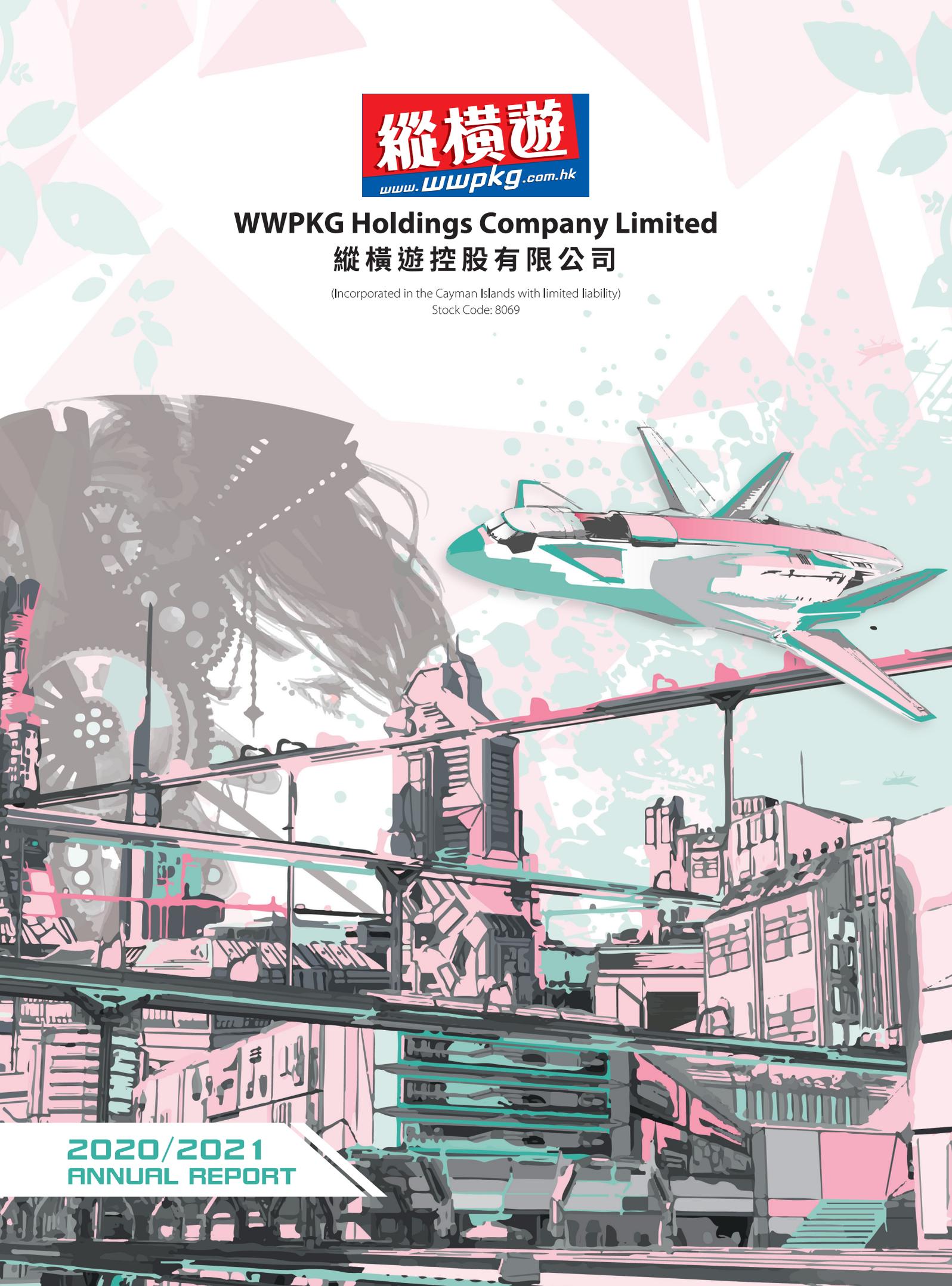




# WWPKG Holdings Company Limited

## 縱橫遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
Stock Code: 8069

The background of the cover is a stylized illustration. On the left, there are large, dark grey gears and mechanical parts, suggesting an industrial or engineering theme. On the right, a white and red airplane is shown in flight, banking to the right. Below the airplane, there is a detailed illustration of an airport terminal building with multiple levels, walkways, and stairs. The entire scene is rendered in a sketchy, artistic style with a color palette of reds, blues, greys, and greens.

**2020/2021**  
**ANNUAL REPORT**

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

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

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

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This report for which the directors (the “Directors”) of WWPKG Holdings Company Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

This report will remain on the GEM website at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least seven days from the date of its posting and will also be published on the website of the Company at <http://www.wwpkg.com.hk>.

The English text of this report shall prevail over the Chinese text in case of inconsistencies.



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors:

Mr. Yuen Sze Keung (*Chairman*)

Ms. Chan Suk Mei

Mr. Yuen Chun Ning (*Chief Executive Officer*)

### Independent Non-executive Directors:

Mr. Ho Wing Huen

Mr. Lam Yiu Kin

Mr. Yen Yuen Ho Tony

## AUDIT COMMITTEE

Mr. Lam Yiu Kin (*Chairman*)

Mr. Ho Wing Huen

Mr. Yen Yuen Ho Tony

## REMUNERATION COMMITTEE

Mr. Yen Yuen Ho Tony (*Chairman*)

Mr. Ho Wing Huen

Mr. Lam Yiu Kin

Mr. Yuen Sze Keung

## NOMINATION COMMITTEE

Mr. Ho Wing Huen (*Chairman*)

Mr. Lam Yiu Kin

Mr. Yen Yuen Ho Tony

Mr. Yuen Sze Keung

## COMPANY SECRETARY

Ms. Ng Ka Man, *ACG, ACS*

## COMPLIANCE OFFICER

Mr. Yuen Chun Ning

## AUTHORISED REPRESENTATIVES

Mr. Yuen Sze Keung

Mr. Yuen Chun Ning

## REGISTERED OFFICE

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

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

Unit 706-8, 7/F., Lippo Sun Plaza

28 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

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

Estera Trust (Cayman) Limited

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

## LEGAL ADVISER TO THE COMPANY AS TO HONG KONG LAW

Fairbairn Catley Low & Kong

## PRINCIPAL BANKERS

Hang Seng Bank Limited

Bank of China (Hong Kong) Limited

Standard Chartered Bank (Hong Kong) Limited

## AUDITOR

PricewaterhouseCoopers

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

## STOCK CODE

8069

## COMPANY'S WEBSITE

<http://www.wwpkg.com.hk>



Dear Shareholders,

The year ended 31 March 2021 ("FY20/21") continued to be a highly challenging one for the Group as its business and financial performances were bombarded by the ongoing pandemic of the coronavirus disease 2019 ("COVID-19"). For FY20/21, the Group recorded a decrease in revenue of 99.0% as compared to the previous financial year, which was mainly due to the decrease in revenue from package tours by 99.6% as the Group's outbound package tours have been suspended entirely since March 2020. Nonetheless, the Group's loss and total comprehensive loss decreased by 36.4% from approximately HK\$26.1 million for the year ended 31 March 2020 ("FY19/20") to approximately HK\$16.6 million for FY20/21. Such improvement in the Group's financial performance was mainly attributable to the decrease in selling and administrative expenses in aggregate by 72.9% from approximately HK\$64.1 million for FY19/20 to approximately HK\$17.4 million for FY20/21.

## BUSINESS REVIEW

The ongoing COVID-19 pandemic has been casting severe implications for many business sectors. In particular, it has brought the global tourism industry to a screeching halt since year 2020. Our business operations have been disrupted by the travel restrictions imposed by nations of our own and across the world. Owing to the pandemic, on the supply side, majority of our airline suppliers have been operating bare skeleton or limited passenger flight schedules, while on the demand side, leisure travel sentiment has remained low. We began to cancel our outbound package tours, starting with those departing for China on 26 January 2020, while package tours bound for Japan have been cancelled since 9 March 2020. As a result, for FY20/21, revenue decreased by 99.0% to approximately HK\$2.6 million as compared to FY19/20 with a gross loss reported at approximately HK\$0.1 million. Nonetheless, the Group's loss and total comprehensive loss for FY20/21 decreased by 36.4% to approximately HK\$16.6 million as compared to FY19/20 amid the pandemic. We managed to mitigate such loss through adopting the following cost-saving measures:

- implemented salary reduction for the Directors;
- streamlined workflows and eliminated non-value added positions or activities;
- encouraged employees to take no-pay leave and/or annual leave;
- closed down two of the Group's branches;
- obtained rent concessions on existing branch and office premise leases from the landlords;
- reduced advertising and promotion expenses; and
- applied for the first and second tranches of the Employment Support Scheme (the "ESS"), the Travel Agents and Practitioners Support Scheme and the Travel Industry Support Scheme under the Anti-epidemic Fund launched by the Hong Kong SAR Government.

# CHAIRMAN'S STATEMENT

## OUTLOOK

The unprecedented pandemic has taken a heavy toll on the global economy and made the Group's operating environment extremely difficult. Given the Group derives a majority of its revenue from the provision of outbound package tours, the entry restrictions, visa suspensions and quarantine measures imposed by various governments, together with the low sentiment for leisure travel, will continue to have significant adverse impact on the Group's operational and financial performance for the first three quarters ending 31 December 2021, if not longer.

Despite vaccination rollouts are currently underway around the world to combat against the COVID-19 pandemic, there remains a significant degree of uncertainty over the severity and duration of the global outbreak, as well as the trajectory of the economic recovery once the outbreak has been contained. In particular, tourism continues to be one of the sectors encountering the hardest hit by the pandemic with its outlook remains uncertain. Our hopes of recovery in terms of the length of time and magnitude are largely dependent on:

- COVID-19 case trends and speed of the global vaccination rollouts;
- timing of re-opening of borders and easing of travel restrictions (e.g. quarantine requirement, travel bubbles) for both Hong Kong and the key destinations in which the Group's outbound tours operate;
- supply and pricing of corresponding flights; and
- level of consumer confidence and sentiment towards leisure travel.

On the basis of the above, the Group is closely monitoring the development of the pandemic and will continue to adopt necessary measures as discussed in the sub-section headed "Business Review" above to control costs and to enhance cash flow and operational efficiency. The Group will also look for opportunities and seek to diversify its businesses in other industries in order to expand its revenue and income sources. In addition, to ensure that the Group will have sufficient working capital to support its operations, the ultimate parent of the Company has agreed to arrange facilities totalling HK\$15.0 million for and upon request from the Group covering the period up to 31 March 2023.

The Group takes an optimistic view over tourism recovery and remains confident in its strategy. The Group will put forth its best endeavor to drive business performance on its road to recovery and profitability when the pandemic recedes. With our over 41 years of industry experience and business insights as well as a dedicated management team, we are confident that the Group is able to face the opportunities and challenges ahead.

## APPRECIATION

I would like to extend my sincere appreciation to all of our business partners, customers and shareholders of the Company (the "Shareholders") for their loyalty and support. I would also like to thank our management team and staff for their hard work and contribution, especially during these challenging times. With the unflinching faith and effort of our staff of all levels, I have every confidence that the Group will be able to create more values for our investors, and delightful travel experiences for our customers.

**WWPKG Holdings Company Limited**  
**Yuen Sze Keung**

*Chairman and Executive Director*

Hong Kong, 18 June 2021

# MANAGEMENT DISCUSSION AND ANALYSIS



Founded in 1979, the Group is one of the long-established and well-known travel agents in Hong Kong. The Group's businesses include the design, development and sales of outbound package tours, the sales of air tickets and/or hotel accommodations (the "FIT products") and the sales of ancillary travel related products and services (collectively, the "Travel Related Products and Services") and investments in tourism and travel technology related businesses (the "Tourism and Travel Technology Investments"). The Group markets its Travel Related Products and Services under the brand "縱橫遊 WWPKG". Its major Travel Related Products and Services is the provision of outbound package tours to various destinations with particular focus on Japan-bound tours.

## FINANCIAL REVIEW

### REVENUE AND GROSS (LOSS)/PROFIT

The following table sets out the Group's revenue and gross (loss)/profit by major category of Travel Related Products and Services:

	FY20/21		FY19/20	
	Revenue HK\$'million	Gross (loss)/profit HK\$'million	Revenue HK\$'million	Gross profit HK\$'million
Package tours	0.9	(1.8)	249.2	32.9
FIT products <sup>Note</sup>	(0.1)	(0.1)	1.3	1.3
Ancillary travel related products and services <sup>Note</sup>	1.8	1.8	4.4	4.4
<b>Total</b>	<b>2.6</b>	<b>(0.1)</b>	<b>254.9</b>	<b>38.6</b>

Note: The Group's revenue from sales of FIT products and ancillary travel related products and services are recognised on net basis as the Group renders its services as an agent.

#### Package tours

Minimal revenue from package tours was recorded during FY20/21, as all of the Group's outbound package tours were cancelled or suspended amid the COVID-19 pandemic. Corresponding gross loss of approximately HK\$1.8 million mainly resulted from booking services fees charged to cost of sales at a fixed amount on monthly basis in accordance with the terms of the contract.

#### FIT products

No sale of FIT products was conducted during FY20/21 amid the COVID-19 pandemic. Corresponding gross loss of approximately HK\$0.1 million mainly resulted from the reversal of net revenue arising from refunds processed for customers due to cancellation of air ticket and hotel accommodation bookings.

#### Ancillary travel related products and services

Ancillary travel related products and services generally include travel insurance, admission tickets to attractions such as theme parks and shows, guided local tours and experiences, local transportation such as airport transportation, overseas transportation such as rail passes, car rental, prepaid telephone and internet cards and travel visa applications. For FY20/21, revenue from ancillary travel related products and services mainly arose from new business activities involving trading of imported face masks, health related products and food items online.

# MANAGEMENT DISCUSSION AND ANALYSIS

## SELLING EXPENSES

Selling expenses mainly consist of (i) advertising and promotion expenses, such as sponsoring television travel programmes and films, online and offline media advertisements, participating in tourism fairs and organizing travel seminars; (ii) credit card and debit card charges in respect of payments from customers with credit cards and electronic payment services (EPS); and (iii) short-term lease expenses and depreciation of right-of-use assets for the Group's branches. Selling expenses decreased by 92.3% to approximately HK\$1.3 million for FY20/21, mainly due to (i) the decrease in credit card charges; (ii) the decrease in depreciation of right-of-use assets; (iii) recognition of impairment losses on property, plant and equipment and right-of-use assets in respect of the Group's branches in FY19/20; (iv) the decrease in short-term lease expenses as a result of termination of tenancy for two of the Group's branches; and (v) adoption of cost-saving measures as discussed in the sub-section headed "Chairman's Statement – Business Review" above, including reduction in advertising and promotion expenses.

## ADMINISTRATIVE EXPENSES

Administrative expenses mainly consist of (i) staff costs, representing the Directors' remuneration and the salaries and benefits for the Group's administrative and operational staff; (ii) depreciation of right-of-use assets for the Group's office premises; (iii) office, telecommunication and utility expenses incurred in the Group's daily operations; (iv) legal and professional fees; and (v) other miscellaneous administrative expenses. Administrative expenses decreased by 66.0% to approximately HK\$16.1 million for FY20/21, mainly due to (i) the decrease in depreciation of right-of-use assets; (ii) recognition of impairment losses on property, plant and equipment and right-of-use assets in respect of the Group's office premises in FY19/20; and (iii) adoption of cost-saving measures as discussed in the sub-section headed "Chairman's Statement – Business Review" above, including salary reduction for the Directors, reduction in staff costs as a result of no-pay leave and/or annual leave taken by the Group's staff and subsidies obtained by the Group from the ESS.

## SHARE OF RESULTS OF A JOINT VENTURE

As at 31 March 2021, the Group held 50% equity interest in a joint venture (the "JV Company"), which had investments in eight startup companies that engaged in tourism and travel technology related businesses, including (i) travel metasearch engines for flight tickets; (ii) data-centric advertising solutions; (iii) vacation photography booking platform; (iv) property standardisation and management system for budget and midscale hotels and guest houses; (v) artificial intelligence ("AI") powered influencer marketing programme; (vi) technology infrastructure solutions for both online and offline travel agents; (vii) social interaction and group-buying element incorporated travel activity platform; and (viii) AI-powered chatbot solutions.

For FY20/21, a fair value loss of approximately HK\$2.2 million was charged based on the results of the JV Company's assessment on the fair values of the above-mentioned eight investments. The fair value loss was presented in "other (losses)/gains and other income, net" of the JV Company's statement of comprehensive income and proportionately in "share of results of a joint venture" of the Group's consolidated statement of comprehensive income.



## LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR

The Group's loss and total comprehensive loss for FY20/21 decreased by 36.4% to approximately HK\$16.6 million, which was mainly attributable to the following:

- decrease in selling expenses and administrative expenses by approximately HK\$46.7 million in aggregate, for reasons as discussed in the sub-sections headed "Financial Review – Selling Expenses" and "Financial Review – Administrative Expenses" above;
- recognition of rent concessions of approximately HK\$2.1 million as negative variable lease payments in profit or loss; and
- increase in subsidies of approximately HK\$2.1 million mainly from the Travel Agents and Practitioners Support Scheme and the Travel Industry Support Scheme under the Anti-epidemic Fund launched by the Hong Kong SAR Government; offset by
- decrease in gross profit by approximately HK\$38.7 million, for reasons as discussed in the sub-section headed "Financial Review – Revenue and Gross (Loss)/Profit" above;
- increase in the share of loss of a joint venture by approximately HK\$0.8 million for reasons as discussed in the sub-section headed "Financial Review – Share of Results of a Joint Venture" above;
- increase in fair value losses on the Company's investment in the shares of CTEH INC. by approximately HK\$1.1 million; and
- recognition of a gain on disposal of the shares of Feiyang International Holdings Group Limited held by the Company of approximately HK\$0.5 million in FY19/20.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its liquidity requirements through internally generated resources and available banking facilities, when necessary. As at 31 March 2021, the Group's net asset value was approximately HK\$24.5 million (31 March 2020: approximately HK\$41.1 million). Including short-term fixed deposits, the Group's cash and cash equivalents were approximately HK\$12.8 million as at 31 March 2021 (31 March 2020: approximately HK\$19.3 million). The cash and bank balances of the Group were mainly denominated in Hong Kong dollars, which accounted for 90.6% (31 March 2020: 90.6%) of the total balances.

To meet the needs of working capital for its Travel Related Products and Services operations, the Group had obtained a loan of HK\$8.0 million during FY20/21 under the SME Financing Guarantee Scheme of the Hong Kong SAR Government. As at 31 March 2021, the carrying amount of the bank borrowings amounted to approximately HK\$7.2 million.

Current ratio is calculated as current assets divided by current liabilities. The Group's current ratio as at 31 March 2021 was 1.8 times (31 March 2020: 2.9 times). The decrease resulted from the above-mentioned bank borrowings obtained by the Group during FY20/21.

# MANAGEMENT DISCUSSION AND ANALYSIS

## GEARING RATIO

Gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less trade related debts and cash and cash equivalents. Total capital is calculated as 'equity', as shown in the consolidated statement of financial position. As at 31 March 2021, the Group was in a net cash position (31 March 2020: same).

## PLEDGE OF ASSETS

As at 31 March 2021, the Group did not pledge any of its assets as securities for facilities granted to the Group (31 March 2020: same).

## CAPITAL EXPENDITURE

During FY20/21, the Group acquired property, plant and equipment at total costs of approximately HK\$0.1 million (FY19/20: property, plant and equipment and financial assets at fair value through profit or loss at total costs of approximately HK\$7.8 million), which was financed by internal resources of the Group or net proceeds from the initial public offering (the "IPO") of the Company.

## CAPITAL STRUCTURE

Details of changes in the Company's share capital are set out in Note 24 to the consolidated financial statements in this annual report.

## SIGNIFICANT INVESTMENTS HELD AND MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES

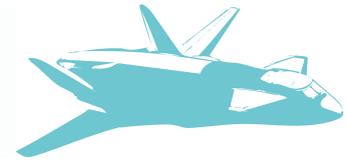
Save as disclosed in this annual report, there were no other significant investments held and material acquisitions or disposals of subsidiaries by the Company during FY20/21.

## FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, the Group did not have other future plans for material investments or capital assets as at 31 March 2021.

## CONTINGENT LIABILITIES

As at 31 March 2021, the Group had no significant contingent liabilities (31 March 2020: same).



## FOREIGN EXCHANGE EXPOSURE

The Group's revenue was mainly denominated in Hong Kong dollars. However, the settlement of substantial portion of its land costs, such as hotel tariffs, transportation costs, meal expenses and admission ticket costs, is denominated in Japanese Yen. The Group is therefore exposed to foreign exchange risk primarily with respect to Japanese Yen. The Group has implemented foreign exchange risk management procedures to manage exposure to foreign exchange risk in relation to Japanese Yen. The procedures were established to control the foreign exchange risk to an acceptable level by ensuring that the Group is able to obtain sufficient amount of Japanese Yen at acceptable exchange rates for meeting its payment obligations arising from business operations and at the same time do not purchase unnecessary amounts of Japanese Yen more than it requires. The purchase amounts were limited to the corresponding costs of the travel elements payable in Japanese Yen for the Japan bound tours for the coming four weeks (or eight weeks during peak seasons). Such amounts were estimated based on the actual enrolment data (i.e. headcount enrolled for the Group's Japan bound tours) and the costs of travel elements payable in Japanese Yen per headcount, of which such costs were determined with reference to the historical spending and the effect of general inflation.

Although the Group may enter into foreign exchange forward contracts with major and reputable financial institutions and foreign currency services companies of long establishment history to manage its exposure to foreign exchange risk, it does not intend to speculate on the future direction of foreign exchange fluctuation. As at 31 March 2021, the Group had outstanding foreign exchange forward contracts denominated in Japanese Yen of notional principal amounts of approximately HK\$0.7 million (31 March 2020: outstanding foreign exchange forward contracts denominated in Japanese Yen of notional principal amounts of approximately HK\$0.7 million). Management will continue to evaluate the Group's foreign exchange risk management procedures and take actions as appropriate to minimize the Group's exposure whenever necessary.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2021, the Group had a workforce of 91 employees (31 March 2020: 121), excluding the Directors. Salaries of employees are maintained at competitive levels. The Group operates a defined contribution mandatory provident fund scheme for all its employees. The Group also offers discretionary bonuses to its employees by reference to the performance of individual employees and the overall performance of the Group. Total employee benefits expenses, excluding Directors' emoluments, incurred by the Group for FY20/21 amounted to approximately HK\$5.6 million (FY19/20: approximately HK\$21.5 million). The decrease in the Group's employee benefits expenses for FY20/21 was mainly due to the cost-saving measures adopted in response to the COVID-19 pandemic as discussed in the sub-section headed "Chairman's Statement – Business Review" above.

The Company has adopted a share option scheme on 16 December 2016 with a term of 10 years (the "Share Option Scheme"). The Share Option Scheme is designed to motivate eligible participants, including executives and key employees, who may make a contribution to the Group, and enables the Group to attract and retain individuals with experience and ability and to reward them for their contributions. During FY20/21, no share options had been granted, exercised, lapsed or cancelled under the Share Option Scheme.

The Group did not experience any significant labour disputes that led to any disruption of its normal business operations during FY20/21.

# MANAGEMENT DISCUSSION AND ANALYSIS

## USE OF PROCEEDS

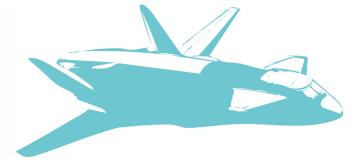
The net proceeds from the IPO of the Company, after deducting underwriting commissions and all related expenses, amounted to approximately HK\$57.0 million (the "Net Proceeds"). As at 31 March 2021, the unutilised Net Proceeds of approximately HK\$8.5 million were deposited into licensed banks in Hong Kong.

Due to the generally volatile operating environment of the Group in face of the COVID-19 pandemic, the Net Proceeds were not fully utilised as at 31 March 2021. As disclosed in the Company's announcement dated 29 April 2021, having carefully considered the latest business environment and development needs of the Group, the Board had resolved to change the use of the unutilised Net Proceeds by increasing the Group's cash allocation for the purpose of working capital.

The following table sets forth the status of the use of the Net Proceeds as at 31 March 2021:

Objective	Original allocation of Net Proceeds	Reallocation	Amount utilised up to 31 March 2021	Balance as at 31 March 2021	Expected timeframe
	HK\$'million	HK\$'million	HK\$'million	HK\$'million	
Promoting brand recognition and awareness	25.4	(11.2)	(13.9)	0.3	To be used within one year by engaging in various advertising and marketing campaigns
Strengthening and enhancing sales channels	14.2	(6.9)	(7.3)	–	
Improving operational efficiency	11.7	–	(11.7)	–	
Reserving seats for non-series flights or charter flights	–	9.5	(7.5)	2.0	To be used within one year
General corporate and working capital purposes	5.7	8.6	(8.1)	6.2	To be used within one year
	57.0	–	(48.5)	8.5	

# MANAGEMENT DISCUSSION AND ANALYSIS



## DIVIDEND

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of final dividend for FY20/21 (FY19/20: nil). The Board will consider future dividend distribution in due course according to the Company's dividend policy.

## FUTURE PROSPECTS

The Group is closely monitoring the development of the COVID-19 pandemic and will continue to adopt necessary measures to control costs and to enhance cash flow and operational efficiency. Furthermore, the Group has been maintaining continuous dialogues with its suppliers, hence is well-positioned to drive business performance on its road to recovery and profitability when the pandemic recedes and outbound tourism resumes.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

**Mr. Yuen Sze Keung** (“Mr. SK Yuen”), aged 69, joined the Group in 1984 and was appointed as the Chairman and an executive Director on 8 June 2016. He is a member of the Nomination Committee and Remuneration Committee of the Board. Mr. SK Yuen also serves as a director of Package Tours (Hong Kong) Limited and WWPKG Management Company Limited, which are subsidiaries of the Company.

Mr. SK Yuen has over 41 years of experience in the tourism industry. He has been involved in and played a critical role in the development of the Group’s businesses. He has been responsible for the Group’s major decision-making, overall strategic planning and determining corporate policies, as well as overseeing the accounting and human resources functions of the Group. Mr. SK Yuen is the spouse of Ms. Chan Suk Mei and the father of Mr. Yuen Chun Ning, both of whom are executive Directors.

**Ms. Chan Suk Mei** (“Ms. Chan”), aged 68, joined the Group in 1979 and was appointed as an executive Director on 8 June 2016. Ms. Chan also serves as a director of Package Tours (Hong Kong) Limited, Worldwide Package Travel Service Limited and WWPKG Management Company Limited, which are subsidiaries of the Company.

Ms. Chan has over 41 years of experience in the tourism industry. She has the overall responsibility for overseeing the Japan outbound tour services and administrative matters of the Group. Ms. Chan is the spouse of Mr. SK Yuen and the mother of Mr. Yuen Chun Ning, both of whom are executive Directors.

**Mr. Yuen Chun Ning** (“Mr. CN Yuen”), aged 43, joined the Group in 2005 and was appointed as the Chief Executive Officer, an executive Director and the compliance officer of the Company on 8 June 2016. Mr. CN Yuen also serves as a director of Worldwide Package Travel Service Limited and WWPKG Management Company Limited, and a managing director of Package Tours (Hong Kong) Limited, which are subsidiaries of the Company, and a director of Triplabs (BVI) Limited and Triplabs Limited, which are joint ventures of the Company.

Mr. CN Yuen obtained his Bachelor of Environmental Studies degree in Planning from the University of Waterloo, Canada in 2001, and his Master degree of Philosophy from the University of Cambridge, United Kingdom in 2002. Mr. CN Yuen joined the Group in 2005 and has gained over 15 years of experience in the tourism industry through managing the Group’s operations. He has been responsible for managing all lines of businesses of the Group and its overall operations, as well as overseeing the Group’s IT development. Mr. CN Yuen is the son of Mr. SK Yuen and Ms. Chan, both of whom are executive Directors.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Ho Wing Huen** ("Mr. Ho"), aged 75, was appointed as an independent non-executive Director on 16 December 2016. He is the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Board. Mr. Ho obtained his degree of Bachelor of Science (General) from The University of Hong Kong in 1966. He then obtained his Postgraduate Certificate in Education from The University of Hong Kong in 1971 and his degree of Master of Social Sciences in 1989. Mr. Ho is a Chartered Statistician of the Royal Statistical Society in the United Kingdom. Mr. Ho has over 43 years of experience in statistics. He worked in the Census and Statistics Department in Hong Kong since 1972 and retired as the Commissioner in 2006. He was a member of the (Hong Kong) Hang Seng Index Advisory Committee from 1994 to 2006. He was appointed an ordinary officer of the Most Excellent Order of the British Empire by the United Kingdom Government in 1993 and was awarded the Silver Bauhinia Star by the Hong Kong SAR Government in 2006.

Mr. Ho is currently a council member of the St. John's College of The University of Hong Kong. He holds the positions of adjunct professor in the Department of Statistics and Actuarial Science of The University of Hong Kong and adjunct professor in the Department of Statistics of The Chinese University of Hong Kong. Furthermore, he currently is an advisor of the Hong Kong College of Technology, an executive committee member of The Council of Hong Kong Professional Associations, a member of the Hospital Governing Committee of the Caritas Medical Centre and the chairman of the Hong Kong PHAB Association.

**Mr. Lam Yiu Kin** ("Mr. Lam"), aged 66, was appointed as an independent non-executive Director on 16 December 2016. Mr. Lam is the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee of the Board. Mr. Lam obtained his Higher Diploma in Accountancy from The Hong Kong Polytechnic University in 1975 and was conferred an Honorary Fellow by The Hong Kong Polytechnic University in 2002. Mr. Lam is a fellow member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"), the Association of Chartered Certified Accountants, the Chartered Accountants of Australia and New Zealand and the Institute of Chartered Accountants in England & Wales. Mr. Lam has over 44 years of experience in accounting, auditing and business consulting. He was a member of the Listing Committee and the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003, a committee member of the HKICPA from 1994 to 2009, and an audit partner of PricewaterhouseCoopers from 1993 to 2013.

Mr. Lam is an independent non-executive director of COSCO SHIPPING Ports Limited (Stock Code: 1199), Global Digital Creations Holdings Limited (Stock Code: 8271), Nine Dragons Paper (Holdings) Limited (Stock Code: 2689), Shougang Concord Century Holdings Limited (Stock Code: 103), CITIC Telecom International Holdings Limited (Stock Code: 1883), Bestway Global Holding Inc. (Stock Code: 3358) and Topsports International Holdings Limited (Stock Code: 6110), all of which are companies listed in Hong Kong, Spring Asset Management Limited as the manager of Spring Real Estate Investment Trust (Stock Code: 1426), a real estate investment trust the units of which are listed in Hong Kong, and Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (Hong Kong listed Stock Code: 1349 and Shanghai listed Stock Code: 688505), which is listed in Hong Kong and Shanghai.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. Yen Yuen Ho, Tony** (“Mr. Yen”), aged 73, was appointed as an independent non-executive Director on 16 December 2016. Mr. Yen is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Board. Mr. Yen is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia. From 1994 to 2007, Mr. Yen was the Law Draftsman of the Department of Justice of Hong Kong. He was also a member of the Hong Kong SAR Government’s Law Reform Commission. He was awarded the Silver Bauhinia Star by the Hong Kong SAR Government in 2000. From 2011 to 2017, Mr. Yen was a member of the Hong Kong SAR Government’s Panel of Review Board on School Complaints.

Mr. Yen is currently an adjunct professor at the Hong Kong Shue Yan University and the Beijing Normal University. Mr. Yen is an honorary court member of the Hong Kong University of Science and Technology and an honorary fellow of the Faculty of Education, The University of Hong Kong. He is the director of two secondary schools, the chairman of the Neighbourhood Advice Action Council and a member of Heep Hong Society’s Executive Council. He is an honorary adviser to Pok Oi Hospital and the Hong Kong Academy of Nursing.

Mr. Yen is an independent non-executive director of Alltronics Holdings Limited (Stock Code: 833), Jinchuan Group International Resources Co. Ltd (Stock Code: 2362) and Panda Green Energy Group Limited (Stock Code: 686), all of which are companies listed in Hong Kong.

## SENIOR MANAGEMENT

**Ms. Hon Piu Kwun Queenie** (“Ms. Hon”), aged 43, is the chief financial officer of the Group. Ms. Hon obtained her degree of Bachelor of Commerce in Finance and Accounting from the University of Toronto, Canada in 2001. She became a certified public accountant under the Delaware State Board of Accountancy, United States in 2005. Ms. Hon is a fellow member of the American Institute of Certified Public Accountants. Prior to joining the Group in 2015, Ms. Hon worked in Arthur Andersen, which has been combined with PricewaterhouseCoopers, between 2001 and 2015 with her last position as senior manager of assurance department in PricewaterhouseCoopers. She has over 19 years of experience in accounting, auditing and business consulting. She has been responsible for the supervision and management of financial activities of the Group.

**Mr. Lai Ka Fai** (“Mr. Lai”), aged 42, is the IT manager of the Group. Mr. Lai attained his Higher Diploma in Computer Studies from the City University of Hong Kong in 1998. He later received his degree of Bachelor Science in Information Systems from the Staffordshire University, United Kingdom by way of online distance learning in 2002. Mr. Lai joined the Group in 1999 as a project executive and was promoted to the position of IT manager in 2011. He has been responsible for the supervision of the IT department and development of IT projects.

**Mr. Mak Shing Yip** (“Mr. Mak”), aged 47, is the operating manager of the Group. Mr. Mak obtained his degree of Master of Business Administration from Honolulu University, the United States by way of online distance learning in 2010. Mr. Mak joined the Group in 1991 as an operation clerk and was promoted to the position of meetings, incentives, conferences and events (“MICE”) team salesperson in 1994, branch manager in 2000 and subsequently operating manager in 2006. He has gained over 29 years of experience in the tourism industry through servicing in the Group. He has been responsible for overseeing the Group’s outbound tours and MICE tour operations.



The Board hereby presents the corporate governance report of the Company for FY20/21.

## CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules (the "CG Code"). The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group.

During FY20/21, the Company has complied with all the code provisions as set out in the CG Code.

## BOARD OF DIRECTORS

As at 31 March 2021 and the date of this annual report, the Board comprises:

### EXECUTIVE DIRECTORS:

Mr. Yuen Sze Keung (*Chairman*)

Ms. Chan Suk Mei

Mr. Yuen Chun Ning (*Chief Executive Officer*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Ho Wing Huen

Mr. Lam Yiu Kin

Mr. Yen Yuen Ho Tony

The Chairman and executive Director, Mr. SK Yuen, is the spouse of Ms. Chan, an executive Director, and the father of Mr. CN Yuen, the Chief Executive Officer and an executive Director. All of the executive Directors are interested in the shares of the Company (the "Shares") through their interest in WWPKG Investment Holdings Limited ("WWPKG Investment"), the ultimate holding company of the Group. Please refer to the section headed "Biographical Details of Directors and Senior Management" and sub-sections headed "Report of the Directors — Disclosure of Interests" and "Report of the Directors — Connected Transactions" in this annual report for more details. Save as disclosed above, the Directors and the senior management have no other financial, business, family or other material/relevant relationships with one another.

Each independent non-executive Director has given an annual written confirmation of his independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

# CORPORATE GOVERNANCE REPORT

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions. Having been enquired by the Company, all Directors confirmed that they had complied with the required standard of dealings and the code of conduct concerning securities transactions by the Directors during FY20/21.

## RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies; authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the risk management and internal control systems; and setting the Group's values and standards. The day-to-day management, administration and operation of the Group are delegated to the executive Directors. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

During FY20/21, the Board has met at all times the requirements under Rules 5.05(1) and 5.05(2) of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise. The Company has also complied with Rule 5.05A of the GEM Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company has arranged appropriate insurance coverage on the liabilities of the Directors in respect of any legal actions taken against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

To ensure a balance of power and authority, the role of the Chairman is separated from that of the Chief Executive Officer. Currently, the Chairman and the Chief Executive Officer are Mr. SK Yuen and Mr. CN Yuen respectively. The Chairman is responsible for the leadership of the Board, ensuring the effectiveness of the Board in all aspects of its role, while the Chief Executive Officer is delegated with the authorities and responsibilities of overall management, business development and implementation of the Group's strategy determined by the Board in achieving its overall commercial objectives. The division of responsibilities between the Chairman and the Chief Executive Officer has been clearly established and set out in writing.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

The current articles of association of the Company (the "Articles of Association") provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by the GEM Listing Rules, at each annual general meeting ("AGM"), one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

Independent non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election in accordance with the Articles of Association. The term of appointment of the independent non-executive Directors is set out in the sub-section headed "Report of the Directors — Directors' Service Contracts" in this annual report. Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change that may affect his independence and must provide an annual confirmation of his independence to the Company.



## DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

The 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 businesses and the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. During FY20/21, each of the Directors participated in appropriate continuous professional development activities by way of attending director training webcasts and in-house training.

## BOARD MEETINGS

The Board meets regularly and Board meetings are held at least four times a year at approximately quarterly intervals and at other times as necessary.

Set out below are details of the attendance records of each Director at the Board meetings, committee meetings and general meeting of the Company held during FY20/21:

Name of Directors	Number of meetings attended/held				
	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	General Meeting
<b>Executive Directors</b>					
Mr. Yuen Sze Keung	4/4	N/A	1/1	1/1	1/1
Ms. Chan Suk Mei	4/4	N/A	N/A	N/A	1/1
Mr. Yuen Chun Ning	4/4	N/A	N/A	N/A	1/1
<b>Independent Non-executive Directors</b>					
Mr. Ho Wing Huen	4/4	4/4	1/1	1/1	1/1
Mr. Lam Yiu Kin	4/4	4/4	1/1	1/1	1/1
Mr. Yen Yuen Ho Tony	3/4	3/4	1/1	0/1	0/1

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance function such as (i) developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of the Directors and senior management of the Company; (ii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iii) developing, reviewing and monitoring the code of conduct of the Directors; and (iv) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

During FY20/21, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, and compliance with the CG Code and disclosure in this Corporate Governance Report.

The Board holds meetings from time to time whenever necessary. At least 14 days' notice of regular Board meetings is given to all Directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying Board papers are sent to all Directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the Directors to review the documents.

Draft minutes of every Board meeting are circulated to all Directors for their perusal and comments prior to confirmation of the minutes. The company secretary of the Company (the "Company Secretary") is responsible for keeping the minutes of all meetings of the Board and the Board's committees.

Every Board member has full access to the advice and services of the Company Secretary with a view to ensuring that all required procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

## BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee. All the Board Committees perform their distinct roles in accordance with their respective terms of reference, which are in compliance with the GEM Listing Rules and the CG Code and are available on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

## AUDIT COMMITTEE

The Audit Committee currently consists of three members, namely Mr. Lam Yiu Kin (chairman of the Audit Committee), Mr. Ho Wing Huen and Mr. Yen Yuen Ho Tony, all being independent non-executive Directors. The Audit Committee has reviewed this annual report, including the audited consolidated results of the Group for FY20/21.



The Audit Committee performs, amongst others, the following functions:

- To review the financial information of the Group.
- To review the relationship with and terms of appointment of the external auditor.
- To review the effectiveness of the Company's internal audit function.
- To review the effectiveness and adequacy of the Company's financial reporting system, risk management and internal control systems.

According to the current terms of reference, the Audit Committee shall meet at least four times for a financial year. During FY20/21, four meetings of the Audit Committee were held to review the unaudited consolidated quarterly results, the unaudited consolidated interim results and the audited consolidated annual results of the Group and make recommendations to the Board; to review the effectiveness of risk management and internal control systems, including the risk register and assessment conducted by management and the report on internal controls review as prepared by an independent professional consultant; and to make recommendations to the Board on the re-appointment of external auditor.

## REMUNERATION COMMITTEE

The Remuneration Committee currently consists of four members, namely Mr. Yen Yuen Ho Tony (chairman of the Remuneration Committee), Mr. Ho Wing Huen and Mr. Lam Yiu Kin, all being independent non-executive Directors, and Mr. Yuen Sze Keung, being an executive Director.

The primary duties of the Remuneration Committee are:

- To make recommendations to the Board on the Company's policy and structure for all 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 and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment).
- To make recommendations to the Board on the remuneration of non-executive Directors.
- To ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration.

During FY20/21, one meeting of the Remuneration Committee was held to review the remuneration packages of individual executive Directors and senior management for submission to the Board for approval.

# CORPORATE GOVERNANCE REPORT

Details of the emoluments of the Directors during FY20/21 are set out in Note 9 to the consolidated financial statements in this annual report. The emoluments paid to the senior management of the Group, who were not directors of the Company, during FY20/21 were within the following bands:

Remuneration band	Number of individuals
Nil to HK\$1,000,000	2
HK\$1,000,000 to HK\$2,000,000	1

## NOMINATION COMMITTEE

The Nomination Committee currently consists of four members, namely Mr. Ho Wing Huen (chairman of the Nomination Committee), Mr. Lam Yiu Kin and Mr. Yen Yuen Ho Tony, all being independent non-executive Directors, and Mr. Yuen Sze Keung, being an executive Director.

The primary duties of the Nomination Committee are:

- To review the structure, size and diversity of the Board at least annually.
- To identify individuals suitably qualified to become Board members.
- To assess the independence of independent non-executive Directors.
- To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

Where vacancies on the Board exist or an additional Director is considered necessary, the Nomination Committee will identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of candidates nominated for directorships. The Nomination Committee will take into account the qualification as required by the GEM Listing Rules, including skills, knowledge and working experience, etc. of the candidates and approve if such appointment is considered suitable.

During FY20/21, one meeting of the Nomination Committee was held to review the retirement and re-election of Directors for the 2020 AGM; to review the independence of the independent non-executive Directors; and to review the structure, size and diversity of the Board.



## BOARD DIVERSITY POLICY

The Board has established a board diversity policy. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee has reviewed the Board composition pursuant to the above policy and the requirements of the GEM Listing Rules, and considers that the current composition of the Board is characterised by diversity. For details on the composition of the Board, please refer to the section headed "Biographical Details of Directors and Senior Management" in this annual report. The Nomination Committee will review the board diversity policy, as appropriate, to ensure its continued effectiveness.

## DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of the consolidated financial statements of the Group that are free from material misstatement, whether due to fraud or error. The responsibility of the external auditor is to form an independent opinion, based on their audit, on the Group's consolidated financial statements prepared by the Directors and to report its opinion to the Shareholders. A statement by the auditor about their reporting responsibility is set out in the "Independent Auditor's Report" in this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board has overall responsibility for the Group's risk management and internal control systems and for reviewing their effectiveness. These systems are established within the Group for facilitating effective and efficient operations, for safeguarding assets against unauthorised use, for maintaining proper accounting records, for ensuring the reliability of financial reporting and information, and for ensuring compliance with applicable laws and regulations. These systems are designed to meet the Group's particular needs and to minimise the risks to which the Group is exposed, and are designed to manage rather than eliminate the risks to achieve business objectives and by their nature, can only provide reasonable but not absolute assurance against material misstatement or loss.

Executive Directors monitor the business activities closely and management meetings are convened periodically to discuss financial, operational and risk management controls. The key elements of the Group's risk management and internal control systems include the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

The Group has engaged an independent professional consultant to establish and maintain an internal audit function which reports functionally to the Audit Committee. Based on the results of an enterprise-wide risk assessment, a three-year internal audit plan was developed to determine the nature and timing of internal audit activities to cover business activities with material risks across the Group. The three-year internal audit plan, which covers the financial years ended 31 March 2021 and those ending 31 March 2022 and 31 March 2023, has been approved by the Audit Committee. Such plan is subject to annual updates and any major changes to the plan will be reviewed and approved by the Audit Committee.

# CORPORATE GOVERNANCE REPORT

During FY20/21, an internal audit project focusing on cybersecurity was executed in accordance with the approved internal audit plan. All internal control deficiencies identified were communicated to the management, and significant internal control deficiencies were summarized and reported to the Audit Committee. Remedial actions to mitigate the associated risks have already been implemented in stages by the Group to further improve its risk management and internal control systems.

The Board with the assistance of the Audit Committee has conducted a review of the effectiveness of the Group's risk management and internal control systems. Considering the abovementioned corrective measures and improvements that had been taken by management, the Board is satisfied with the effectiveness and adequacy of the internal control and risk management systems of the Group for FY20/21.

## DIVIDEND POLICY

The Company has adopted a dividend policy that, in recommending or declaring dividends, the Company shall strike a balance between making an efficient use of capital to strengthen the Group's business development and rewarding the Shareholders. The Company does not have a pre-determined dividend payout ratio. The Board has the full discretion to declare and distribute dividends to the Shareholders, and any final dividend for a financial year will be subject to Shareholders' approval. In proposing any dividend payout, the Board shall take into account, among other things, the Group's financial results, financial position, cash flow situation, business conditions and strategies, expected future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends and any other factors the Board may consider relevant. Any payment of the dividend by the Company is also subject to any restrictions under the Companies Law of the Cayman Islands, the Articles of Association and all other applicable laws and regulations.

## PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of Securities and Futures Ordinance ("SFO") and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements is not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

## AUDITOR'S REMUNERATION

During FY20/21, the fees paid/payable to the Company's external auditor are set out as follows:

	Fee paid/ payable HK\$'000
Audit services	800
Non-audit services	205

The amount for non-audit services comprised tax advisory and internal audit services.



## COMPANY SECRETARY

The Company Secretary is responsible for ensuring that Board procedures are followed and facilitating communications among Directors as well as with the Shareholders and management.

During FY20/21, the Company Secretary was Ms. Ng Ka Man (“Ms. Ng”), a manager of the Listing Department of TMF Hong Kong Limited, which is an external company secretarial service provider engaged by the Company. Ms. Ng provided company secretarial services to the Company and reported to the primary corporate contact person of the Company, Ms. Hon, the chief financial officer of the Group.

Ms. Ng obtained her master degree in Corporate Governance from The Open University of Hong Kong in 2011. She is an associate member of the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

During FY20/21, Ms. Ng undertook no less than 15 hours of relevant professional training to update her skill and knowledge.

## COMPLIANCE OFFICER

Mr. CN Yuen, the Chief Executive Officer and an executive Director, is the compliance officer of the Company. Please refer to his biographical details as set out in the section headed “Biographical Details of Directors and Senior Management” in this annual report.

## INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhance investor relations. It is committed to a policy of open and timely disclosure of corporate information to its Shareholders and investors.

The Company updates its Shareholders on its latest business developments and financial performance through its quarterly, interim and annual reports. The corporate website of the Company ([www.wwpkg.com.hk](http://www.wwpkg.com.hk)) has provided an effective communication platform to the public and the Shareholders.

## CONSTITUTIONAL DOCUMENTS

During FY20/21, there had been no change in the Company’s constitutional documents.

## SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide the Shareholders with detailed information about the Company so that they can exercise their rights as the Shareholders in an informed manner.

The Company uses a range of communication tools to ensure its Shareholders are kept well informed of key business imperatives. These include general meetings, annual, interim and quarterly reports, various notices, announcements and circulars. The AGM and other general meetings of the Company are primary forums for communication between the Company and its Shareholders. The Company provides the Shareholders with relevant information on the resolution(s) proposed at general meetings in a timely manner in accordance with the GEM Listing Rules. The information provided is reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolution(s). All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the meetings.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An AGM of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting ("EGM").

## RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Any one or more member(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal place of business in Hong Kong as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the Company Secretary at the Company's principal place of business in Hong Kong at Unit 706-708, 7/F, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionist(s).

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request has been verified not in order, the Shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within 21 days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s) may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

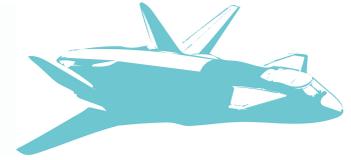
The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionist(s) concerned at the EGM is at least 14 clear days' notice in writing (and not less than 10 clear business days).

## RIGHT TO SEND ENQUIRIES TO THE BOARD

The Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by e-mail to [ir@wwpkg.com.hk](mailto:ir@wwpkg.com.hk) for the attention of the Company Secretary.

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to Article 113 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office or the registration office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 17.50(2) of the GEM Listing Rules.



## INFORMATION DISCLOSURE

The Company discloses information in compliance with the GEM Listing Rules and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling the Shareholders, investors as well as the public to make rational and informed decisions.

## CONCLUSION

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of the Group's businesses and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and the CG Code and align with the latest developments.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## INTRODUCTION

The Board hereby presents the Environmental, Social and Governance (“ESG”) report of the Group for FY20/21. This ESG report was prepared according to the “comply or explain” provisions set out in Appendix 20 “Environmental, Social and Governance Reporting Guide” of the GEM Listing Rules.

The Board has overall responsibility for the Group’s ESG strategy and reporting. A management team is designated to handle ESG related matters and relevant staff members are appointed to execute and monitor the implementation of ESG policies. The Group is committed to making continuous improvement in respect of environmental and social responsibilities and is pleased to present the ESG report to demonstrate its efforts in sustainable development.

Unless otherwise specified, this ESG report covers the operations of the Group’s head office and its two branches in Hong Kong.

## STAKEHOLDER ENGAGEMENT

The Group recognises the importance of communication with stakeholders. As such, the Group makes use of various channels to listen to their expectations of the Group. Major stakeholders, whose opinions have great significance to the daily operations of the Group, include employees, customers, suppliers, investors and government and industry bodies. Different channels to communicate with different stakeholders at different intervals have been established in an effort to enhance the Group’s management standard and operational efficiency.

The AGM of the Company provides an effective platform for the Board to exchange opinions with the Shareholders. The Group’s overall performance is also reported to all investors in its quarterly, interim and annual reports. With an aim to maintain close relationships with customers, suppliers and other stakeholders, the Group maintains communication with them from time to time via visits, teleconferences, mails and emails, with a view to listen to their opinions and demands. Regarding the Group’s internal stakeholders, the Chief Executive Officer holds meetings with departmental heads and branch supervisors to elaborate on the Group’s business strategies, encourage the exchange of ideas and promote their sense of belongings.

## A. ENVIRONMENTAL

The Group’s daily operations and its package tour arrangements are causing an impact on the environment in terms of the consumption of energy and emissions from transportation. The Group is committed to strike a balance between business development and environmental protection on the road to sustainable development. The Group has begun to collect and analyse environmental data and will continue to enhance its staff’s performance and awareness on environmental protection. During FY20/21, there was no violated case related to environmental regulations.

### A1. EMISSIONS

The Group primarily engages in the provision of Travel Related Products and Services. In view of its principal business activities, the Group is not aware of any relevant laws and regulations that have a significant impact on itself in respect of air emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

The Group considers greenhouse gas emissions reduction as one of its long-term objectives. Given the Group’s business nature, greenhouse gas emissions mainly come from fossil fuel combustion by aircrafts and electricity consumption in the office and other workplaces. During FY20/21, the Group’s total greenhouse gas emissions were approximately 37 tonnes of carbon dioxide equivalent (FY19/20: approximately 1,228 tonnes).



Hazardous wastes, which mainly include fluorescent light bulbs and toner cartridges for printers, are collected and disposed by property management offices and licensed contractors respectively. Printed flyers used to be the traditional method to showcase the Group’s travel-related products to its customers. With the establishment of the Group’s online sales platform, product flyers can now be easily downloaded online and shared via emails or mobile messaging applications. Product flyers will only be printed when needed. Please refer to the sub-section headed “A3. The Environment and Natural Resources” below for details on the reduction initiatives implemented in respect of the use of paper. During FY20/21, approximately 4 tonnes of non-hazardous office wastes were generated (FY19/20: approximately 8 tonnes).

## A2. USE OF RESOURCES

The Group’s head office and its branches are primarily for office use, with electricity as the greatest consumption. The following table sets out the Group’s use of resources:

Resources	Unit	FY20/21	FY19/20	Movement
Electricity	Kwh	94,271	140,813	↓33.05%
Water	Litres	159	199	↓20.10%

### Energy consumption

The Group takes various environmental protection measures to reduce the use of resources and creates a greener working environment with the following measures:

- Use natural lighting and energy-saving lighting system in the office premises
- Zone air conditioning and lighting systems
- Maintain room temperature at 25.5°C
- Clean air conditioning systems and filters regularly to improve efficiency
- Use environmental-friendly and energy-saving office equipment, such as fax and copy machines
- Circulate notices demanding staff members to shut down computers, lightings, copy machines and printers after work

### Water consumption

Due to the fact that washrooms and pantries are shared amongst occupants of the entire buildings and patrons at which the Group’s head office and branches are situated, water is effectively considered as a minor consumption and there is no material issue in sourcing water that is fit for purpose.

### Packaging materials

Minimal packaging materials have been used as a result of the nature of the Group’s businesses as a travel agent.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## A3. THE ENVIRONMENT AND NATURAL RESOURCES

Printed materials are indispensable to the Group's operations despite advancements in electronic systems. To reduce the use of paper in its operations, the Group has implemented the following measures:

- Print product flyers only at the request of customers or when needed
- Set up paper recycling facilities in the head office and all branches
- Use paper with international environmental certification only
- Add a reminder in emails encouraging staff members to print only when necessary
- Use copy machines and printers with double-sided and black-and-white printing functions
- Circulate internal notices by electronic means, such as intranet or emails
- Despatch internal documents in reusable envelopes
- Use e-Fax and print only when necessary to reduce the use of paper
- Reuse single-sided old documents as draft or recycled paper

Save as disclosed above, the Group's principal business activities do not have significant impact on the environment and natural resources. Environmental protection is an ongoing process. The Group is working to improve its environmental policies and strengthen enforcement to promote a green working environment.

## A4. CLIMATE CHANGE

No significant climate-related issues have been identified as a result of the nature of the Group's businesses as a travel agent.

## B. SOCIAL EMPLOYMENT AND LABOUR PRACTICES B1. EMPLOYMENT

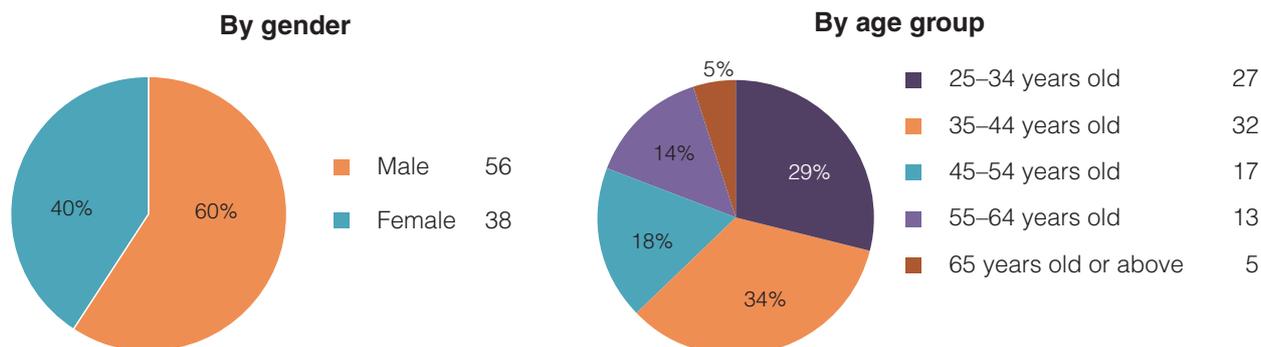
The Group adopts a fair recruitment policy that prohibits damage to equal employment opportunity or unfair treatment caused by factors such as ethnicity, race, gender, religious belief, social origin or identity, geographic location, age, physical condition and marital status. Only the capabilities of candidates and the needs of the Group will be considered during recruitment. The Group strictly complies with the Employment Ordinance and the Mandatory Provident Fund Schemes Ordinance of Hong Kong and has relevant policies and procedures in place. The Group's promotion policy primarily depends on the length of service of the employees and their performance appraisals. An internal transfer programme is also in place to minimise staff turnover. In the past, employees applied for internal transfers for reasons concerning overseas travelling, continuous education, family and other matters. The Group used its best endeavours to accommodate their applications and make arrangements according to their will and job commitment and situation. During FY20/21, the Group has not identified any complaints or violation of laws in relation to compensation and dismissal, recruitment and promotion, working hours, leave, equal opportunity, diversity, anti-discrimination and other entitlements and benefits.

The Group has to respond swiftly to the changing tourism market. To attract new talents, the Group offers competitive remuneration packages to employees. However, salary alone is not enough to retain outstanding employees, a suitable working environment and benefits are taken into consideration as well. In this regard, the Group provides flexible and diversified benefits to suit the actual needs of its staff members. Morale among the staff members is also boosted by a dynamic working environment. During FY20/21, the Group organised lunch gatherings for its employees that facilitated inter-departmental interactions and exchange of ideas. The Group fully understands the importance of work-life balance and allow staff members to get off early on festivals as well as provide them with special offers to travel with families and friends.



As at 31 March 2021, the Group had a workforce of 94 employees, including the 3 executive Directors, who are all located in Hong Kong (31 March 2020: 124 employees).

## Overview of the Group's employees as at 31 March 2021



The Group's employee turnover rate	Unit	FY20/21	FY19/20
Total turnover rate	percentage (%)	3.0	2.8

By gender			
Male	percentage (%)	1.0	2.0
Female	percentage (%)	5.9	3.6

By age			
18-24 years old	percentage (%)	100.0	6.3
25-34 years old	percentage (%)	4.9	3.3
35-44 years old	percentage (%)	0.8	2.6
45-54 years old	percentage (%)	2.0	1.7
55-64 years old	percentage (%)	–	0.8
65 years old or above	percentage (%)	–	–

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## B2. HEALTH AND SAFETY

The health and safety of employees are always the Group's top priority under any circumstance. The Group provides a safe working environment to its employees in order to achieve zero accident. In the event of natural disasters or when an outbound travel alert is issued by the Hong Kong SAR Government, the Group may change or cancel the tour itinerary accordingly. The Group understands the unpredictability of the conditions when working abroad. As such, in addition to purchase of the employees' compensation insurance policy as required by the Employees' Compensation Ordinance of Hong Kong, every tour escort of the Group has been covered by corporate business travel insurance policy for additional protection while on tour.

To enhance the Group's responsiveness to emergencies and accidents, the Group has established the Emergencies and Accidents Handling Policy that provides details of a three-tier contingency plan and protocols for any possible incident, pursuant to which effective measures will be implemented promptly to protect lives and personal properties. In the unfortunate event of emergencies, a crisis management command centre will be set up by the Group immediately comprising representatives from various departments, as led by the Chairman and the Chief Executive Officer to direct and supervise different departments to gather real-time information and contact relevant parties to take effective measures and follow-up actions. Depending on the severity of the emergency situation, the Group will take appropriate actions such as (i) adjusting itinerary of the tours to avoid going to the affected areas; (ii) keeping contact with the tour escorts and land operators to ensure the Group's customers and tour escorts are safe and that they will be afforded such assistance as may be required; (iii) arranging with airlines for early return of the Group's customers and tour escorts to Hong Kong; and (iv) contacting the insurance company and informing the Travel Industry Council of Hong Kong (the "TIC"), the Travel Agents Registry, the Security Bureau and Immigration Department of the Hong Kong SAR Government and the PRC Embassy in the affected destination to coordinate and render all necessary assistance to the Group's customers and tour escorts.

The COVID-19 and its impact on Hong Kong has been a major concern for the Group since the outbreak began. In view of the seriousness of this outbreak, the Group has enhanced its existing health and safety measures to help keeping its customers and employees safe, including:

- Distribute face masks to all employees, who are required to wear them at all times during office hours
- Shorten operating hours of the Group's branches
- Recommend customers to wear face masks during their visits at the branches
- Sanitise high-touch surfaces with disinfectants frequently while the branches are open
- Set up automatic hand sanitiser dispenser at the head office's reception area
- Send reminders to employees to check body temperatures daily before going to work, practice good personal hygiene and refrain from work and seek medical advice promptly when having respiratory symptoms

The Group has stipulated safety guidelines in accordance with the Occupational Safety and Health Ordinance of Hong Kong. Besides interior decoration, the design of the Group's branches also takes occupational safety and practicality into account. For instance, desk height is designed to match the height of most staff members and facilitate communication with customers. Suggestion boxes are available in the Group's office premises to collect opinions about occupational safety and other issues anonymously for the consideration of the human resources department. For the past three years including FY20/21, the Group had not identified any work-related fatalities. No lost days due to work injury was reported and no material non-compliance relating to providing a safe working environment and protecting employees from occupational hazards occurred during FY20/21.



## B3. DEVELOPMENT AND TRAINING

Quality service is the key to the Group's success. As service quality is reflected by the performance of its employees, the Group recognises the importance of different types of training available to its employees. New employees are invited to the orientation programme followed by one-to-one on-the-job coaching to learn about frontline and back office operations. It is necessary to provide clear and detailed product information to customers. In this respect, the Group organises product training for frontline staff regularly so that they can keep up with the latest product information and market news and in turn promote better interaction with customers. During FY20/21, regular product training had been replaced by emails, teleconferences and webcasts amid the COVID-19 pandemic as part of the social distancing measures.

Classroom training distribution	Unit	FY20/21	FY19/20
Total training hours	hours	766	1,434

Average training hours			
Male	hours	7	50
Female	hours	9	37
Senior management	hours	17	27
Middle management	hours	8	46
Supervisors	hours	15	41
General staff	hours	6	41

Percentage of trained employees by category			
Male	Percentage (%)	100	17.5
Female	percentage (%)	100	39.3
Senior management	percentage (%)	100	100.0
Middle management	percentage (%)	100	50.0
Supervisors	percentage (%)	100	87.5
General staff	percentage (%)	100	15.3

Apart from classroom training, the Group strongly believes that practical training is more effective in understanding the needs of its customers and business operations. Learning tours have been arranged for frontline staff and staff members of product development department and tour operations department, who would accompany the Group's package tours led by the tour escorts and have the opportunity to interact with customers and to better understand the tour itinerary and its operations, with the objective of improving service and product quality.

The Group has participated in the "ERB Manpower Developer Award Scheme" organized by the Employees Retraining Board as a Manpower Developer, who has been recognised for demonstrating outstanding achievements in manpower training and development.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## B4. LABOUR STANDARDS

The Group does not tolerate any illegal behaviours and employment of child and forced labour is prohibited according to the Employment Ordinance of Hong Kong. Candidates must provide identification documents at interviews to ensure legal age requirement is met. The Group also understands the importance of work-life balance. The Group's employees will not be forced to work overtime and may apply for flexible working hours depending on their job commitment and situation. In case of discrimination, staff members can file complaint directly to the human resources department. During FY20/21, the Group did not identify any non-compliance issue relating to preventing child and forced labour.

## OPERATING PRACTICES

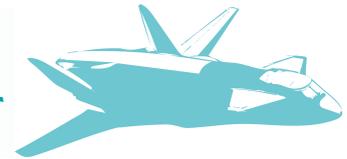
### B5. SUPPLY CHAIN MANAGEMENT

The Group's operations closely collaborates with its suppliers. Long-term and good relationships with suppliers have been established to provide quality and reliable services to customers. Suppliers of the Group mainly include airlines, land operators, tour bus operators and hotels. In addition to pricing, service quality, reputation, safety standards and cleanliness, responsiveness and reliability are taken into consideration, and the suppliers must also comply with all the local laws and regulations, including environmental legislation.

#### Supplier selection criteria

Airlines	Flight safety standards is the top priority
Land operators	Service agreements are signed by every land operator to ensure that all local transport, relevant suppliers, tour bus drivers, local tour guides, restaurants, tour activities and related arrangements are in compliance with the local laws and regulations and in line with the service quality and contents stated in the agreements
Tour bus operators	Operators with valid licences and proper permits to transport tourists are selected; the length of service of the vehicles cannot exceed local limits; drivers must possess valid driving licences with sound driving experience; third-party liability insurance must be maintained when serving the Group's package tours; and seats must be sufficient for all tour participants
Hotels	Reputable hotels are selected; site visits are conducted at new hotels to ensure that service quality, safety standards and cleanliness meet the Group's requirements

The Group has in place on-going evaluation processes to monitor the performance of its suppliers. The tour escorts record information of the tour buses, restaurants, hotels and other service providers engaged during the tours and report to the customer service department afterwards to monitor the service standards of the suppliers. In addition, post-tour telephone and online interviews and customers' feedback surveys are used for suppliers' evaluation purposes.



## **B6. PRODUCT RESPONSIBILITY**

Provision of quality and safe travel products is the Group's mission. The Group communicates with the TIC and relevant government authorities of destination countries concerned frequently to obtain the latest market information. The Group strictly complies with the relevant local laws and regulations of Hong Kong and the places where outbound package tours are operated, including the Trade Descriptions Ordinance, Travel Agents Ordinance, Advertisement Control Regulations, Code of Conduct for Outbound Tour Escorts and Travel Industry Compensation Fund.

In view of raising the standard of outbound tour escorts, the TIC decided that all tour escorts leading outbound tours must hold a valid Tour Escort Pass (the "TEP"). To apply for a TEP, one needs to complete the Certificate Course for Outbound Tour Escorts organised by the TIC with a full attendance record (or hold other certificates recognised by the TIC) and pass the Certificate Examination for Outbound Tour Escorts given by the TIC. The TEP is valid for three years, and may be renewed for additional terms of three years. During FY20/21, all tour escorts of the Group held valid TEPs. The Certificate Course for Outbound Tour Escorts covers the roles and duties of a tour escort, Package Tour Accident Contingency Fund Scheme, general travel insurance policies, basic principles and skillset on crisis management, emergencies' handling and first-aid skills. In addition, the Group provides on-the-job training for its tour escorts to ensure the delivery of customer satisfaction.

To protect the interest of customers, the Group's staff explain the itinerary and the terms stated on the tour enrolment form in detail during registration at the branches. Branch staff members emphasize on the terms and conditions of the tour enrolment to ensure customers have a clear understanding of the contents before signing to avoid potential disputes in the future. Prior to departure, a pre-tour information package is delivered to each tour participant electronically, followed by a phone call from the responsible tour escort assigned to the tour, when the hotels and itinerary of the tour will be confirmed in order to give confidence to customers. To ensure their safety, customers are required to purchase "WWPKG Peace of Mind" travel insurance policy at registration if they do not have annual travel insurance policy already in place.

Despite the Group's effort in providing quality service to customers, it is impossible to meet the expectations of every one of them. During FY20/21, the Group received complaints filed by its customers to the TIC mainly regarding tour cancellation due to insufficient patrons. The Group uses its best endeavors to provide viable solutions, for example, proposals to transfer the customers to other package tours departing on the same date and/or to other package tours with similar itineraries. In case of adverse weather conditions, the safety of the Group's customers must first be considered. If a tour is delayed or cancelled due to natural disasters or other reasons, the Group makes every effort to provide alternative arrangements. If a tourist attraction is inaccessible, the Group will compensate the customers with another tourist attraction or refund the admission fees (if any), so that the journey of the customers will not be affected. Particularly amid the COVID-19 pandemic, despite its possession of rights to collect handling fee from customers for cancelling package tours for "reasons beyond control" as defined by the TIC, such handling fee was waived for the Group's majority of customers.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Customer Data Protection and Privacy Policy

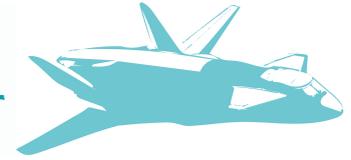
During the course of its business operations, the Group may need to obtain customers' identification documents for the purposes of visa application, air ticket and hotel reservations, which may involve the handling of personal data. The Group is committed to protecting the privacy of its customers and has taken adequate security measures to ensure its customers' personal data are protected against unauthorised use or disclosure. The Group complies with the Personal Data (Privacy) Ordinance of Hong Kong to protect customer information. All information collected will only be used pursuant to the Group's privacy policy available on its website. To enhance employees' awareness of the importance of personal data, all newly recruited employees are required to sign a confidentiality agreement and are reminded that any violation will be subject to legal liability.

Save as disclosed above, the Group has not identified any material non-compliance relating to health and safety, advertising, labelling and privacy matters relating to product and services provided and methods of redress during FY20/21.

## **B7. ANTI-CORRUPTION**

The Group is committed to upholding integrity in its business operations. Any form of bribery, extortion, fraud and money laundering can destroy the Group's long established reputation and brand image. Therefore, we strictly comply with the Prevention of Bribery Ordinance of Hong Kong. To ensure a clear guidance for its employees, the Group has formulated the Employees' Code of Ethics and Conduct to regulate the offer of gifts and entertainment, money laundering, terrorist fundraising and conflict of interests, and to set out suggested actions and reporting protocols in details. The Group has also established the Anti-Fraud and Whistle Blowing Policy to strengthen corporate governance and internal controls to safeguard the interests of the Group and its Shareholders, and to cultivate a culture of integrity. The policy covers professional behaviour of Directors and employees as well as associated remedies and penalties. The identity of the whistle blower is kept confidential and investigation is carried out anonymously depending on the circumstances. Any suspected illegal behaviour will be reported to the judicial authority once discovered. In case of false or malicious allegation, the whistle blower may be subject to disciplinary actions.

During FY20/21, the Group has not identified any confirmed or suspected cases of bribery, extortion, fraud and money laundering. The Group upholds the code of good faith in any circumstance to ensure that its operations are in compliance with the laws and regulations.



## COMMUNITY

### B8. COMMUNITY INVESTMENT

The Group assumes corporate social responsibility while actively developing its businesses. The Group has been capitalising on its existing resources and advantages to serve the community. The Group believes the community needs help in many aspects and monetary donation alone may not be the most beneficial to the community. As such, the Group collaborates with various organisations to serve the community and encourage its employees to actively participate in community development. The Group has been named as “Caring Company” by the Hong Kong Council of Social Service for nine consecutive years.

#### *Supporting Pok Oi Hospital*

The Group has been a keen supporter of Pok Oi Hospital for nine consecutive years. For FY20/21, the Group became one of the sponsors for the annual golf charity match operated by Pok Oi Hospital.

Community investment requires multi-faceted cooperation. In the future, the Group will continue to capitalise on its existing resources and advantages to promote a better community.

# REPORT OF THE DIRECTORS

The Board hereby presents its annual report with the audited consolidated financial statements of the Group for FY20/21.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are the sales of Travel Related Products and Services and Tourism and Travel Technology Investments.

## BUSINESS REVIEW

A review of the Group's businesses, an analysis of the Group's performance during FY20/21 using financial key performance indicators, a description of the principal risks and uncertainties facing the Group and an indication of the future development in the Group's businesses, are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report, the sub-section headed "Principal Risks and Uncertainties" below and the notes to the consolidated financial statements.

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with the requirements of relevant laws and regulations. During FY20/21, as far as the Board and management are aware of, there was no material breach or non-compliance with any applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and has implemented policies to minimise the impact on the environment from its business activities. The Group endeavours to refine the approach to addressing its environmental, social and ethical responsibilities along with improving its corporate governance in order to generate greater value for all stakeholders.

Details of the environmental, social and governance of the Group are set out in the section headed "Environmental, Social and Governance Report" in this annual report.

## RELATIONSHIP WITH STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its key stakeholders, including its employees, customers and suppliers, to meet its immediate and long-term business goals. During FY20/21, there were no material and significant disputes between the Group and its employees, customers and suppliers.

The Group recognises employees as one of its valuable assets and strictly complies with the labour laws and regulations in Hong Kong and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as medical insurance. The Group provides good quality services to its customers and keeps a database for direct communications with recurring customers for developing a long-term trusted relationship. The Group also maintains effective communication and develops a long-term business relationship with the suppliers.



## PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The following are the key risks and uncertainties identified by the Group:

### **CATASTROPHIC EVENTS, POLITICAL INSTABILITY AND ISSUANCE OF ANY OUTBOUND TRAVEL ALERT**

The Group's operation is vulnerable to interruption and damage from natural disasters including snowstorms, typhoons, tornado, volcanic eruption, earthquakes, fire, floods and similar events. Occurrence of natural disasters may reduce customers' sentiment to travel to those affected regions or countries since customers would generally perceive such occurrence as a risk that endangers their safety. For the same reason, occurrence of wars and acts or threats of terrorism, the outbreak or general apprehension of outbreak of any contagious or infectious disease and any material adverse change in the political and social situation in the destinations for which the Group's tours are bound could reduce customers' demand in travelling to those affected regions or countries. In addition, the issuance of an outbound travel alert by the Hong Kong SAR Government as a result of any of the aforementioned events may defer the Group's customers from travelling to the affected destination, which may adversely affect the Group's business.

### **THE GROUP'S CONTINUING SUCCESS DEPENDS ON ITS REPUTATION AND BRAND RECOGNITION**

The reputation of a travel agent is one of the major consideration for customers in their choice of travel agents. The Group believes its success in the past was largely dependent on its reputation and established brand built over the last 41 years of business. However, the Group's reputation and brand may be damaged by various factors including adverse publicity, customers' complaints over the Group's products and services, misconduct or negligence committed by the Group's employees or service providers and accidents during the tours giving rise to injuries to customers. The Group's quality control system will not completely eliminate the risk of substandard quality or safety issues relating to its products and services. If customers are dissatisfied with the Group's products or services or if incidents attracting adverse publicity arise, it may damage the Group's reputation and brand, which in turn will adversely affect its business, results of operation and prospects.

### **MATERIAL PORTION OF THE GROUP'S REVENUE DERIVES FROM THE SALES OF TOURS BOUND FOR JAPAN**

Demand for Japan bound tours may be adversely affected by the happening of natural or other disasters, changes in Japan's political, economical or social environment, changes in the preference of the customers in Hong Kong or the exchange rate of Japanese Yen against Hong Kong dollars. If the demand for the Group's Japan bound tours decreases and the Group is unable to increase its sales of package tours bound for other destinations to compensate for the decrease in demand for Japan bound tours, its business and results of operation may be adversely affected.

### **EXPOSURE TO FOREIGN EXCHANGE RISK PARTICULARLY IN RELATION TO JAPANESE YEN**

The Group derives a majority of its revenue from the sales of travel products bound for Japan. Receipts from customers are denominated in Hong Kong dollars while the settlement of substantial portion of the Group's land costs, such as hotel tariffs, transportation costs, meal expenses and admission ticket costs are denominated in Japanese Yen. The difference in the exchange rates at which the payables are recorded and finally settled may give rise to transactional foreign currency exchange gain or loss. Moreover, certain of the Group's financial assets and liabilities, such as cash and cash equivalents, deposits and other receivables, trade payables and amounts due to related companies, are denominated in Japanese Yen and are therefore subject to translation difference at year-end exchange rates. Accordingly, the Group is exposed to foreign currency risk mainly arising from business transactions and assets and liabilities denominated in Japanese Yen, when significant fluctuations in the exchange rate of Japanese Yen against Hong Kong dollars could materially and adversely affect the Group's financial condition and results of operation.

### **IT SECURITY ISSUE AND LOSS OF DATA**

The Group's online sales platform and operating systems are exposed to potential attacks from malicious intruders, which may significantly impact the Group's operations and adversely affect its reputation and reliability.

# REPORT OF THE DIRECTORS

## RESULTS AND APPROPRIATIONS

The results of the Group for FY20/21 are set out in the consolidated statement of comprehensive income on page 50 in this annual report.

The Board does not recommend the payment of final dividend for FY20/21 (FY19/20: nil).

## DONATIONS

Charitable and other donations made by the Group during FY20/21 amounted to approximately HK\$10,000 (FY19/20: approximately HK\$99,000).

## SHARE CAPITAL

Details of the movements in the share capital of the Company during FY20/21 and FY19/20 are set out in Note 24 to the consolidated financial statements.

## EVENTS AFTER THE REPORTING PERIOD

On 1 April 2021, WWPKG Investment agreed to arrange a loan facility totalling HK\$15.0 million for and upon request from the Group covering the period up to 31 March 2023. The Group has drawn down HK\$5.0 million from the facility on 9 June 2021.

## DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, share premium is distributable to the Shareholders, subject to the condition that immediately following the date on which the distribution or dividend is proposed to be made, the Company is able to pay its debts as they fall due in the ordinary course of business. Distributable reserves of the Company as at 31 March 2021, calculated according to the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$13,065,000 (31 March 2020: approximately HK\$43,847,000).

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association and there was no restriction against such rights under the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years ended 31 March is set out in the section headed "Financial Highlights" in this annual report.

## EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme as set out in the sub-section headed "Share Option Scheme" below, no equity-linked agreements were entered into by the Group, or existed during FY20/21.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during FY20/21.



## SHARE OPTION SCHEME

The Share Option Scheme was adopted pursuant to a resolution passed by the Company's then shareholders on 16 December 2016 for the primary purpose of providing eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants (the "Eligible Participants") of the Share Option Scheme include any employee, adviser, consultant, service provider, agent, customer, partner or joint venture partner of the Company or any of its subsidiaries. The Share Option Scheme became effective on 12 January 2017 (the "Listing Date") and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date. As at the date of this annual report, (i) the remaining life of the Share Option Scheme is about 5.6 years; and (ii) the total number of Shares available for issue under the Share Option Scheme is 40,000,000 Shares, representing 10% of the issued share capital of the Company.

Upon acceptance of an option to subscribe for Shares granted pursuant to the Share Option Scheme (the "Option"), the Eligible Participant shall pay HK\$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 21 days from the date on which the Option is granted. The subscription price for the Shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Options, which must be a day on which trading of Shares take place on the Stock Exchange (the "Trading Day"); (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Trading Days immediately preceding the date of grant of the Options; and (iii) the nominal value of a Share. The Company shall be entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Scheme does not exceed 10% of the Shares in issue from the Listing Date.

The Company may at any time refresh such limit, subject to the Shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue at the time. The maximum number of Shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the Shares in issue on the last date of such 12-month period unless approval of the Shareholders has been obtained in accordance with the GEM Listing Rules.

There is no minimum period for which the Options must be held before the Options can be exercised unless otherwise determined by the Board. An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

No share option was granted, lapsed, exercised or cancelled by the Company under the Share Option Scheme during FY20/21 and there was no outstanding share option as at the date of this annual report.

# REPORT OF THE DIRECTORS

## DIRECTORS

The Directors during FY20/21 and up to the date of this annual report were:

### EXECUTIVE DIRECTORS:

Mr. Yuen Sze Keung (*Chairman*)

Ms. Chan Suk Mei

Mr. Yuen Chun Ning (*Chief Executive Officer*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Ho Wing Huen

Mr. Lam Yiu Kin

Mr. Yen Yuen Ho Tony

Pursuant to article 108 of the Articles of Association, at each AGM, one-third of the Directors for the time being shall retire from office by rotation, whereby Mr. Yuen Sze Keung and Mr. Ho Wing Huen will retire from office as Directors at the forthcoming AGM, and being eligible, offer themselves for re-election.

## DIRECTORS' SERVICE CONTRACTS

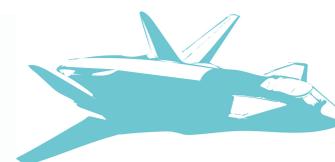
Each of the Directors has entered into a service agreement with the Company. Each service contract is for an initial term of three years and shall continue thereafter unless and until it is terminated by the Company or the Director giving to the other not less than three months' prior notice in writing. No Director proposed for re-election at the forthcoming AGM has entered into 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' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP'S BUSINESSES

Save as disclosed in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's businesses to which the Company, any of its subsidiaries or its parent company was a party and in which a Director or the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of or at any time during FY20/21.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

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



## DISCLOSURE OF INTERESTS

### A. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required, pursuant to the required standard of dealings by directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

#### (i) Long Positions in the Company's Shares

Name of Director	Capacity/Nature	Number of Shares held/ interested in	Percentage of shareholding
Ms Chan (Note)	Interest in a controlled corporation	256,005,000	64%
Mr. SK Yuen (Note)	Interest in a controlled corporation	256,005,000	64%

Note: WWPKG Investment is an investment holding company incorporated in the British Virgin Islands (the "BVI") and is owned as to 68.02%, 23.42% and 8.56% by Ms. Chan, Mr. SK Yuen and Mr. CN Yuen respectively. Ms. Chan and Mr. SK Yuen are parties acting jointly and are therefore deemed to be interested in all the Shares held by WWPKG Investment under the SFO.

#### (ii) Long Positions in the Ordinary Shares of Associated Corporation

Name of Director	Name of associated corporation	Capacity/Nature	Number of Shares held/ interested in	Percentage of shareholding
Ms. Chan	WWPKG Investment	Beneficial owner	6,802	68.02%
		Interest of spouse	2,342	23.42%
Mr. SK Yuen	WWPKG Investment	Beneficial owner	2,342	23.42%
		Interest of spouse	6,802	68.02%
Mr. CN Yuen	WWPKG Investment	Beneficial owner	856	8.56%

Save as disclosed above, as at 31 March 2021, none of the Directors and chief executive of the Company had any interests or short positions in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

# REPORT OF THE DIRECTORS

## B. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2021, the interests and short positions of the persons (other than the Directors or chief executive of the Company) in the Shares and underlying Shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

### Long Position in the Company's Shares

Name of Shareholder	Capacity/Nature	Number of Shares held/ interested in (Note (i))	Percentage of shareholding
WWPKG Investment (Note (ii))	Beneficial owner	256,005,000	64%

Notes:

- (i) According to Section 336 of the SFO, Shareholders are required to file disclosure of interest forms when certain criteria are fulfilled. When the shareholdings of the Shareholders in the Company change, it is not necessary for the Shareholders to notify the Company and the Stock Exchange unless certain criteria are fulfilled. Therefore, the latest shareholdings of the Shareholders in the Company may be different from the shareholdings filed with the Stock Exchange.
- (ii) WWPKG Investment is an investment holding company incorporated in the BVI and is owned as to 68.02%, 23.42% and 8.56% by Ms. Chan, Mr. SK Yuen and Mr. CN Yuen respectively. Ms. Chan and Mr. SK Yuen are parties acting jointly and are therefore deemed to be interested in all the Shares held by WWPKG Investment under the SFO.

Save as disclosed above, as at 31 March 2021, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

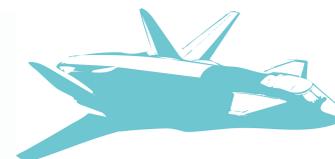
## DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the sub-section headed "Disclosure of Interests" above, at no time during FY20/21 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed during FY20/21.

# REPORT OF THE DIRECTORS



## MAJOR SUPPLIERS AND CUSTOMERS

For FY20/21, the aggregate amount of sales attributable to the Group's five largest customers represent less than 30% of the Group's total sales.

The percentages of purchases for FY20/21 attributable to the Group's major suppliers are as follows:

	Percentage of the Group's total purchases
The largest supplier	30.9%
Five largest suppliers in aggregate	91.4%

None of the Directors, their associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued Shares) had any interest in the major suppliers noted above.

## CONNECTED TRANSACTIONS

The related party transactions as disclosed in Note 32(A) to the consolidated financial statements constituted connected transactions as defined under Chapter 20 of the GEM Listing Rules, which complied with the requirements thereunder.

## EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Board on the basis of their performance, qualifications, competence and job nature. The remuneration of the Directors and senior management of the Group is recommended by the Remuneration Committee and is decided by the Board, having regard to the Group's operating results, comparable market statistics, the responsibilities and duties assumed by each Director and senior management member as well as their individual performance.

## PERMITTED INDEMNITY PROVISIONS

The Articles of Association provide that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their offices, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any Director.

During FY20/21 and up to the date of this annual report, the Company has taken out and maintained appropriate insurance to cover potential legal actions against its Directors.

# REPORT OF THE DIRECTORS

## CONTROLLING SHAREHOLDERS' NON-COMPETING UNDERTAKING

Each of Ms. Chan, Mr. SK Yuen, Mr. CN Yuen and WWPKG Investment (the "Controlling Shareholders") has executed a deed of non-competition through which they shall not and shall procure each of their close associates and/or companies controlled by them (excluding any member of the Group) not to, whether on their own account or in conjunction with or on behalf of any person, firm or company and whether directly or indirectly, carry on a business which is, or be interested or involved or engaged in or acquire or hold any rights or interest or otherwise involved in (whether as an investor, a shareholder, partner, principal, agent, director, employee or otherwise and whether for profit, reward, interest or otherwise) any restricted business. For details of the deed of non-competition, please refer to the section headed "Relationship with Our Controlling Shareholders" in the prospectus of the Company dated 30 December 2016.

The Controlling Shareholders have confirmed in writing to the Company of their compliance with the deed of non-competition for disclosure in this annual report for FY20/21.

The independent non-executive Directors have reviewed the compliance by each of the Controlling Shareholders with the confirmations provided by or obtained from the Controlling Shareholders, they have confirmed that, as far as they can ascertain, there is no breach by any of the Controlling Shareholders of the undertakings in the deed of non-competition given by them.

## DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS

During FY20/21, each of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) has confirmed that none of them had any business or interests in any company that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

## SUFFICIENCY OF PUBLIC FLOAT

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

## AUDITOR

There has been no change of auditor of the Company since the Listing Date.

The consolidated financial statements have been audited by PricewaterhouseCoopers and the resolution for the re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

By order of the Board

**Yuen Sze Keung**

*Chairman*

18 June 2021

# INDEPENDENT AUDITOR'S REPORT



## TO THE SHAREHOLDERS OF WWPKG HOLDINGS COMPANY LIMITED

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

### OPINION

#### **What we have audited**

The consolidated financial statements of WWPKG Holdings Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 50 to 107, which comprise:

- the consolidated statement of financial position as at 31 March 2021;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### **Our opinion**

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 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

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.

#### **Material Uncertainty Related to Going Concern**

We draw your attention to Note 2.1 to the consolidated financial statements, which indicates a net loss of approximately HK\$16,609,000 and operating cash outflow of approximately HK\$10,663,000 for the year ended 31 March 2021. As at 31 March 2021, including short-term fixed deposits, the Group's cash and bank balances were approximately HK\$12,803,000 and the Group had current bank borrowings of approximately HK\$7,224,000. The Group's business operation has been adversely affected by the continuous suspension of package tours due to the travel restrictions and quarantine measures implemented by the respective governments under the COVID-19 pandemic. As stated in Note 2.1, these events or conditions, along with other matters as set forth in Note 2.1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### **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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

# INDEPENDENT AUDITOR'S REPORT

## BASIS FOR OPINION (CONTINUED)

Key audit matter identified in our audit is related to impairment of property, plant and equipment and right-of-use assets.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Impairment of property, plant and equipment and right-of-use assets</b></p> <p><i>Refer to Note 2.9 to the consolidated financial statements for the Group's accounting policies on impairment for non-financial assets and Note 4 on the critical accounting estimates and judgements in relation to the impairment.</i></p> <p>As at 31 March 2021, the Group had property, plant and equipment and right-of-use assets with net carrying amount of approximately HK\$1,208,000 and HK\$813,000 respectively after impairment.</p> <p>Management prepared impairment assessment on the Group's operation having impairment indicators with the support of cash flow forecasts. The recoverable amount was determined based on the value-in-use calculations of these operational assets. These calculations involved significant management judgement with respect to the assumptions used including discount rate, the expected timing of uplifting of travel restrictions, gross margin and operating costs. Based on management's impairment assessment, no impairment of property, plant and equipment and right-of-use assets was recognised for the year ended 31 March 2021.</p> <p>Management's assessment on impairment of property, plant and equipment and right-of-use assets is considered as a key audit matter because of the significant judgements and estimates involved in the management's impairment assessment.</p>	<p><i>Our procedures to address this key audit matter included:</i></p> <ul style="list-style-type: none"><li>• Understanding the management's key controls over the identification of impairment indications of the property, plant and equipment and right-of-use assets and the preparation of the cash flow forecasts;</li><li>• Assessing the appropriateness of the valuation methodology used by management;</li><li>• Discussing business plans with management and assessing impact of the expected timing of uplifting of the travel restriction on the Group's business; and</li><li>• Evaluating the key assumptions used in the impairment assessment including the forecast revenue and operating expenses by applying our knowledge of the business and industry and comparing the forecast with historical trend and data of the Group.</li></ul> <p>We found the key assumptions and judgements made in the impairment assessment supportable based on available evidence.</p>

# INDEPENDENT AUDITOR'S REPORT



## OTHER INFORMATION

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all of the information included in the annual report other than 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.

## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

# INDEPENDENT AUDITOR'S REPORT

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

# INDEPENDENT AUDITOR'S REPORT



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

From the matters communicated with those charged with governance, 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.

The engagement partner on the audit resulting in this independent auditor's report is Lam Chun Yee, Johnny.

**PricewaterhouseCoopers**

*Certified Public Accountants*

Hong Kong, 18 June 2021

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2021

	Notes	2021 HK\$'000	2020 HK\$'000
Revenue	5	2,564	254,915
Cost of sales	7	(2,648)	(216,290)
Gross (loss)/profit		(84)	38,625
Other income and other losses, net	6	2,496	106
Selling expenses	7	(1,338)	(16,753)
Administrative expenses	7	(16,110)	(47,306)
<b>Operating loss</b>		<b>(15,036)</b>	(25,328)
Finance costs, net	11	(353)	(410)
Share of results of a joint venture	21	(1,220)	(360)
<b>Loss before income tax</b>		<b>(16,609)</b>	(26,098)
Income tax expense	12	-	-
<b>Loss and total comprehensive loss for the year</b>		<b>(16,609)</b>	(26,098)
<b>Loss and total comprehensive loss attributable to:</b>			
Owners of the Company		(16,474)	(25,915)
Non-controlling interests		(135)	(183)
		(16,609)	(26,098)
Basic and diluted loss per Share <i>(expressed in HK cents)</i>	13	(4.12)	(6.48)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION



As at 31 March 2021

	Note	2021 HK\$'000	2020 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	15(A)	1,208	2,490
Right-of-use assets	15(B)	813	2,186
Prepayments, deposits and other receivables	19	–	535
Interest in a joint venture	21	10,650	11,870
		<b>12,671</b>	17,081
<b>Current assets</b>			
Inventories	17	356	48
Financial assets at fair value through profit or loss	22	7,228	9,409
Trade receivables	18	–	49
Prepayments, deposits and other receivables	19	7,449	13,107
Derivative financial instruments	20	5	23
Amount due from a related company		79	28
Short-term fixed deposits	23	600	3,000
Cash and cash equivalents	23	12,203	16,327
		<b>27,920</b>	41,991
<b>Total assets</b>		<b>40,591</b>	59,072
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	24	4,000	4,000
Reserves		20,516	36,990
		<b>24,516</b>	40,990
Non-controlling interests		2	137
<b>Total equity</b>		<b>24,518</b>	41,127

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2021

	Note	2021 HK\$'000	2020 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities	15(B)	–	2,747
Other non-current liabilities	26	361	601
		<b>361</b>	3,348
<b>Current liabilities</b>			
Trade payables	25	–	972
Accruals and other payables	26	5,741	8,918
Lease liabilities	15(B)	2,747	4,707
Bank borrowings	27	7,224	–
		<b>15,712</b>	14,597
<b>Total liabilities</b>		<b>16,073</b>	17,945
<b>Total equity and liabilities</b>		<b>40,591</b>	59,072

The consolidated financial statements on pages 50 to 107 were approved for issue by the Board of Directors on 18 June 2021 and were signed on its behalf.

**Yuen Sze Keung**  
Executive Director

**Yuen Chun Ning**  
Executive Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY



For the year ended 31 March 2021

	Attributable to owners of the Company					Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000 (Note)	Other reserve HK\$'000	Accumulated losses HK\$'000			
<b>Balance at 1 April 2020</b>	<b>4,000</b>	<b>56,667</b>	<b>11,371</b>	<b>2,500</b>	<b>(33,548)</b>	<b>40,990</b>	<b>137</b>	<b>41,127</b>
<b>Total comprehensive loss</b>								
Loss for the year	-	-	-	-	(16,474)	(16,474)	(135)	(16,609)
<b>Balance at 31 March 2021</b>	<b>4,000</b>	<b>56,667</b>	<b>11,371</b>	<b>2,500</b>	<b>(50,022)</b>	<b>24,516</b>	<b>2</b>	<b>24,518</b>
<b>Balance at 1 April 2019, as originally presented</b>	4,000	56,667	11,371	2,500	(7,498)	67,040	320	67,360
Impact on initial application of HKFRS 16	-	-	-	-	(135)	(135)	-	(135)
<b>Balance at 1 April 2019, as restated</b>	<b>4,000</b>	<b>56,667</b>	<b>11,371</b>	<b>2,500</b>	<b>(7,633)</b>	<b>66,905</b>	<b>320</b>	<b>67,225</b>
<b>Total comprehensive loss</b>								
Loss for the year	-	-	-	-	(25,915)	(25,915)	(183)	(26,098)
<b>Balance at 31 March 2020</b>	<b>4,000</b>	<b>56,667</b>	<b>11,371</b>	<b>2,500</b>	<b>(33,548)</b>	<b>40,990</b>	<b>137</b>	<b>41,127</b>

Note: Capital reserve represents the difference between the value of net assets of the subsidiaries acquired by the Company and the share capitals in acquired subsidiaries under common control.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2021

	Note	2021 HK\$'000	2020 HK\$'000
<b>Cash flows from operating activities</b>			
Cash used in operations	29	(10,663)	(20,955)
Income tax refunded		-	3,404
Net cash used in operating activities		(10,663)	(17,551)
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(90)	(2,793)
Interest received		55	63
Investments in listed equity securities		-	(4,998)
Proceeds from disposal of listed equity securities		-	5,522
Decrease in short-term fixed deposits		2,400	-
Net cash generated from/(used in) investing activities		2,365	(2,206)
<b>Cash flows from financing activities</b>			
Payments for lease liabilities/finance lease liabilities (including interest)		(2,885)	(5,245)
Proceeds from bank borrowings		8,000	-
Repayment of bank borrowings		(941)	-
Net cash generated from/(used in) financing activities		4,174	(5,245)
<b>Net decrease in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of the year		16,327	41,329
Cash and cash equivalents at end of the year		12,203	16,327

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 8 June 2016 as an exempted company with limited liability under Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered address of the Company is at P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business in Hong Kong is located at Unit 706-8, 7/F, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are the design, development and sales of outbound package tours, the sales of air tickets and/or hotel accommodations (the "FIT products") and the sales of ancillary travel related products and services (collectively, the "Travel Related Products and Services") and investments in tourism and travel technology related businesses (the "Tourism and Travel Technology Investments").

The shares of the Company (the "Shares") were listed on GEM on 12 January 2017.

The ultimate holding company of the Group is WWPKG Investment Holdings Limited, a company incorporated in the British Virgin Islands (the "BVI").

These consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except when otherwise indicated.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs (which include all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Hong Kong Financial Reporting Interpretations Committee ("HKFRIC") Interpretations) issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, as modified by the remeasurement of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss ("FVPL"), which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. 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.

#### (a) Going concern basis

For the year ended 31 March 2021, the Group recorded a net loss of approximately HK\$16,609,000 and operating cash outflow of approximately HK\$10,663,000. As at 31 March 2021, including short-term fixed deposits, the Group's cash and bank balances were approximately HK\$12,803,000. As at the same date, the Group had current bank borrowings of approximately HK\$7,224,000, which is secured by undertakings provided by the executive Directors.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

#### (a) Going concern basis (Continued)

Following the outbreak of the coronavirus disease 2019 (“COVID-19”) in January 2020, precautionary and control measures have since been implemented in various countries, which include entry restrictions and quarantine measures over international travel. Given the Group derives the majority of its revenue from the provision of outbound package tours to customers located in Hong Kong and Macau with its particular focus on Japan-bound tours, the Group’s business operations have been adversely affected by the pandemic and the travel restrictions imposed by nations of its own and across the world. The Group’s outbound package tours have been cancelled since 9 March 2020 and the suspension of outbound package tours continues up to the date of these consolidated financial statements. Despite vaccines are being launched to combat against the COVID-19 pandemic, there remains a significant degree of uncertainty over the severity and duration of the global outbreak, as well as the trajectory of the economic recovery once the outbreak has been contained.

In view of these circumstances and the uncertainties related to the possible impact of the COVID-19 pandemic, the Directors have given careful consideration to the future liquidity requirements and operating performance of the Group and its available sources of financing to assess whether the Group would have sufficient financial resources to fulfill its financial obligations to continue as a going concern. The Group has been continuously implementing measures and plans to improve its financial position and to alleviate its liquidity pressure. These measures and plans include but are not limited to the following:

- (i) The Group has been closely monitoring the latest developments of the COVID-19 pandemic and continuously assessing the impact to the Group’s operations. The Group has been closely monitoring the development of the vaccine rollouts and consulting with the relevant authorities from time to time to obtain the latest updates on the COVID-19 situation concerning Japan and other destinations, in particular, on their travel restrictions and quarantine measures. Furthermore, the Group has been maintaining close communication with its suppliers, particularly those supporting the Group’s tours bound for Japan, to understand the latest situation locally and their readiness to resume operations upon uplifting of the travel restrictions. Based on the information currently available, the Group expects that package tours bound for Southeast Asia and China will gradually resume in the last quarter of the calendar year 2021, while those bound for Japan in the first quarter of the calendar year 2022, depending on the development of the COVID-19 pandemic and the negotiations between Hong Kong and the various governments with respect to the timing of easing or uplifting of the travel restrictions and quarantine measures with level of consumer confidence and sentiment towards leisure travel regained. Nevertheless, in view of the continuous suspension of outbound package tours, the Group has diversified its business and developed new business activities during the year such as trading of imported face masks, health related products and food items online.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

#### (a) Going concern basis (Continued)

- (ii) On 1 April 2021, the Group entered into a loan facility agreement for two years with WWPKG Investment Holdings Company Limited ("WWPKG Investment"), the ultimate parent of the Company, for a loan facility with a limit of HK\$15.0 million (the "Loan Facility"). The loans under the Loan Facility will be unsecured, non-interest bearing and repayable twenty-four months from dates of drawdown. WWPKG Investment has obtained a letter of support from its controlling shareholder, who has confirmed her intention to provide sufficient financial support to WWPKG Investment to enable it to meet its obligations and liabilities as and when they fall due, where the Directors are of the opinion that the financial support from WWPKG Investment will continue to be forthcoming. The Group drew down HK\$5.0 million in June 2021 according to the schedule in the loan facility agreement, while HK\$6.0 million, HK\$2.0 million and HK\$2.0 million are scheduled to be drawn in September 2021, December 2021 and September 2022 respectively. Depending on the need for working capital, the Group may need to draw down the loans at different times and amounts.
- (iii) The Group has adopted and will continue to adopt a series of measures to control costs and to enhance cash flow, including implementing salary reduction for the Directors; streamlining workflows; reducing operating costs by agreeing no-pay leave arrangement with employees; obtaining rent concessions from the landlords on the leases of branches and office premises, including a related party of the Group; and tightening advertising and promotion expenditures.
- (iv) The Group has available bank overdraft facilities of HK\$10,000,000 as at 31 March 2021 that is subject to annual review by the bank.
- (v) In respect of the listed equity securities in Hong Kong held by the Company and classified as financial assets at fair value through profit or loss in the consolidated statement of financial position as at 31 March 2021, the Directors are of the opinion that the Group has the intention and would be able to dispose of such investment as and when needed to alleviate the Group's liquidity pressure.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 31 March 2021 and include key assumptions taking into account the possible outcomes of the evolving situation of the COVID-19 pandemic. The Directors have considered the possible impact to its operating performance and cash flows in the event that such travel restrictions remain in place causing the suspension of outbound package tours for an extended period. They are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the next twelve months from 31 March 2021. Accordingly, the Directors consider that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

#### (a) Going concern basis (Continued)

Notwithstanding the above, material uncertainty exists as to whether management is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions that are subject to inherent uncertainties. Whether the Group will be able to continue as a going concern would depend on the following:

- (i) whether the Group can resume the outbound package tour operations as planned in the last quarter of the calendar year 2021 for Southeast Asia and China and the first quarter of the calendar year 2022 for Japan to generate operating cash inflows;
- (ii) whether the Group can draw down loans from the Loan Facility provided by WWPKG Investment as and when needed;
- (iii) whether the Group can successfully renew the existing banking facilities with the bank; and
- (iv) whether the Group can dispose of its investment in listed equity securities to support its working capital as and when needed.

Should the Group be unable to achieve the above plans and measures such that it would not be operated as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their recoverable amounts, to provide for financial liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in these consolidated financial statements.

#### (b) Amended standards and revised conceptual framework adopted by the Group

The Group has applied the following amendments to standards and revised conceptual framework for the first time for their annual reporting period commencing 1 April 2020.

HKAS 1 and HKAS 8 (Amendments)	<i>Definition of Material</i>
HKAS 39, HKFRS 7 and HKFRS 9 (Amendments)	<i>Hedge Accounting</i>
HKFRS 3 (Amendments)	<i>Definition of a Business</i>
Conceptual Framework for Financial Reporting 2018	<i>Revised Conceptual Framework for Financial Reporting</i>

The Group also elected to adopt the following amendments early.

#### **HKFRS 16 (Amendments) Covid-19-Related Rent Concessions**

The Group has early adopted the amendment to HKFRS 16 *Covid-19-Related Rent Concessions*, which is effective for accounting periods beginning on or after 1 June 2020, and had to change its accounting policies following such adoption as disclosed in Note 2.2. Other than the amendment to HKFRS 16, the newly adopted amendments to existing standards and revised conceptual framework listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

#### (c) New and amended standards, improvements, interpretation and accounting guideline not yet adopted

The following new standard, amendments to existing standards, improvements, interpretation and accounting guideline are mandatory for accounting periods beginning on or after 1 April 2021, but the Group has not early adopted them:

		Effective for accounting year beginning on or after
HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16 (Amendments)	<i>Interest Rate Benchmark Reform – Phase 2</i>	1 April 2021
Annual Improvements Project (Amendments)	<i>Annual Improvements to HKFRSs 2018–2020</i>	1 April 2022
HKFRS 3, HKAS 16 and HKAS 37 (Amendments)	<i>Narrow-Scope Amendments</i>	1 April 2022
Hong Kong Accounting Guideline 5 (Revised)	<i>Merger Accounting for Common Control Combinations</i>	1 April 2022
HKAS 1 (Amendments)	<i>Classification of Liabilities as Current or Non-current and HK Interpretation 5, Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i>	1 April 2023
HKFRS 17	<i>Insurance Contracts</i>	1 April 2023
HKFRS 10 and HKAS 28 (Amendments)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

The Group will adopt the above new standard, amendments to existing standards, improvements, interpretation and accounting guideline when they become effective. The Group has already commenced an assessment of the related impact of adopting the above new and amended standards, improvements, interpretation and accounting guideline, none of which is expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

### 2.2 CHANGES IN ACCOUNTING POLICY

The amendment to HKFRS 16 *Covid-19-Related Rent Concessions* provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions occurring as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective retrospectively for accounting periods beginning on or after 1 June 2020 with earlier application permitted.

During the year ended 31 March 2021, certain monthly lease payments for the leases of the Group's branch and office premises have been reduced or waived by the lessors as a result of the COVID-19 pandemic and there were no other changes to the terms of the leases. The Group has early adopted the amendment to HKFRS 16 on 1 April 2020 and elected not to apply lease modification accounting for all COVID-19-related rent concessions granted by the lessors during the year ended 31 March 2021. Accordingly, COVID-19-related rent concessions of HK\$2,065,000 have been accounted for as a reduction in the variable lease payments by derecognising part of the lease liabilities and crediting to profit or loss for the year ended 31 March 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

#### (i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.4).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of financial position and statement of changes in equity respectively.

#### (ii) Joint arrangements

Under HKFRS 11 *Joint Arrangements* investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group classifies its investments in joint arrangements as joint ventures.

Interest in a joint venture are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position (refer to Note 2.3(iii)).

#### (iii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income ("OCI") of the investee in OCI. Dividend received or receivable from joint venture is recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the entity. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.9.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.3 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING (Continued)

#### (iv) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control or joint control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture or financial asset. In addition, any amounts previously recognised in OCI in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in OCI are reclassified to profit or loss or transferred to another category of equity as specified or permitted by applicable HKFRSs.

If the ownership interest in a joint venture is reduced but joint control is retained, only a proportionate share of the amounts previously recognised in OCI are reclassified to profit or loss where appropriate.

### 2.4 BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquired entity, and the acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.4 BUSINESS COMBINATIONS (Continued)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

### 2.5 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive Directors of the Company who make strategic decisions.

### 2.6 SEPARATE FINANCIAL STATEMENTS

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.7 FOREIGN CURRENCY TRANSLATION

#### (a) Functional and presentation currency

Items included in financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements is presented in HK\$, which is the Company's functional currency and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at FVPL are recognised in profit or loss as part of the fair value gain or loss, and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income ("FVOCI") are recognised in OCI.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.8 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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 any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the cost or revalued amounts of the assets, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Leasehold improvements	20% or over the lease term, whichever is shorter
Furniture, fixtures and office equipment	20% to 33.33% per annum
Motor vehicles	33.3% or over the lease term, whichever is shorter
Computer software	20% to 33.3% per annum
Website	20% per annum

Construction in progress, representing website for which construction work has not been completed, is stated at historical cost, which includes construction expenditures incurred and other direct costs capitalised during the construction period, less accumulated impairment losses, if any. No depreciation is provided in respect of construction in progress until the construction work is completed. On completion, the construction in progress is transferred to appropriate categories of property, plant and equipment.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. (refer to Note 2.9)

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

### 2.9 IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.10 FINANCIAL ASSETS

#### (i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at either FVPL or FVOCI; and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### (ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### (iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.10 FINANCIAL ASSETS (Continued)

#### (iii) Measurement (Continued)

##### **Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its 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. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other income and other losses, net". Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.
- **FVPL:** Assets that do not meet the criteria for amortised cost are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss and presented in "other income and other losses, net" in the reporting period in which it arises.

##### **Equity instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments is recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in profit or loss and presented in "other income and other losses, net". Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### (iv) Impairment

The Group assesses on a forward looking basis the expected credit losses ("ECL") associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables (refer to Note 3.1(b)).

For other financial assets at amortised cost, the impairment is measured as either 12-month ECL or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime ECL.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.11 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 2.12 DERIVATIVES

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. However, the derivatives of the Group do not qualify for hedging accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and presented in "other income and other losses, net". Trading derivatives are classified as a current asset or liability.

### 2.13 INVENTORIES

Inventories are carried at the lower of cost and net realisable value. Cost is determined using first-in, first-out (FIFO) method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated applicable selling expenses.

### 2.14 TRADE AND OTHER RECEIVABLES

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost using the effective interest method, less loss allowance (refer to Note 2.10(iv) for a description of the Group's impairment policies).

### 2.15 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.16 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 2.17 TRADE AND OTHER PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.18 INCOME TAX

The income tax expense for the reporting period comprises current and deferred income tax. Income tax is recognised in profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. In this case, the tax is also recognised in OCI or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. In this case, the tax is also recognised in OCI or directly in equity respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.19 REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for the sale of goods or services in the ordinary course of the Group's activities. Revenue of the Group comprises:

**(i) Revenue from 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.

**(ii) Margin income from sales of FIT products**

Margin income from sales of FIT products is recognised at a point in time when the booking services or tickets are delivered to and have been accepted by the customers.

**(iii) Margin income from sales of ancillary travel related products and services**

Margin income from sales of ancillary travel related products and services is recognised at a point in time when the booking services, tickets or merchandise are delivered to and have been accepted by the customers.

**(iv) Customer loyalty programme (contract liabilities)**

The Group operates a loyalty programme where customers accumulate points for purchases made which entitle them to discounts on future purchases. A contract liability for the award points is recognised at the time of the initial sale. Revenue is recognised when the award points are redeemed or when they expire after the initial sale.

**(v) Interest income**

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the consolidated statement of comprehensive income and presented in "finance costs, net".

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

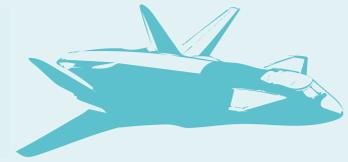
**(vi) Referral income, management services fee income and aviation business cooperation income**

Referral income, management services fee income and aviation business cooperation income are recognised at a point in time when the services are rendered.

**(vii) Dividend income**

Dividends are received from financial assets measured at FVPL. Dividends are recognised as other income in profit or loss when the right to receive payment is established.

Determining whether the Group is acting as a principal or as an agent requires consideration of all relevant facts and circumstances, including whether (1) the nature of its promise is a performance obligation to provide the specified goods or services itself or to arrange for the other party to provide those goods or services; (2) the Group retains the inventory risk before and after the customer orders, during the provision of services or on return; (3) the Group has latitude in establishing prices; and (4) the Group is primarily responsible for fulfilling the promise to provide the specified goods or services. The Group's management performs the assessment based on the above mentioned factors and reaches the conclusion that the Group acts as a principal in the sales of package tours since it has exposure to the significant risks and rewards associated with the sales, and acts as an agent in the sales of FIT products and ancillary travel related products and services since the risks and rewards associated with the sales are borne by the airline, hotels and/or other operators. Accordingly, the Group recognises revenue from the sales of package tours on a gross basis and sales of FIT products and ancillary travel related products and services on a net basis.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.20 EMPLOYEE BENEFITS

#### (i) Short-term obligation

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The obligations are presented as current liabilities in the consolidated statement of financial position.

#### (ii) Other long-term employee benefit obligations

Liabilities for long service leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related services. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

#### (iii) Post-employment obligations

The Group operates defined contribution pension plans.

The Group has arranged for its employees to join the Mandatory Provident Fund Scheme, which is a defined contribution scheme managed by an independent trustee. For the defined contribution plan, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.21 SHARE-BASED PAYMENTS

#### (i) Equity-settled share-based payment transactions

The Group operates an equity-settled, share-based compensation plan, under which it receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital.

#### (ii) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

### 2.22 PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.22 PROVISIONS AND CONTINGENT LIABILITIES (Continued)

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

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

### 2.23 LEASES

#### The Group as lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### 2.23 LEASES (Continued)

#### The Group as lessee (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office furniture.

### 2.24 DIVIDEND DISTRIBUTION

Dividend distribution to the shareholders of the Company (the "Shareholders") is recognised as a liability in the Group's consolidated statement of financial position in the period in which the dividends are approved by the Shareholders or Directors, where appropriate.

### 2.25 GOVERNMENT GRANTS

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to purchases of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets. Note 6 provides further information on how the Group accounts for government grants.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 3 FINANCIAL RISK MANAGEMENT

### 3.1 FINANCIAL RISK FACTORS

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

Risk management is carried out by management of the Group. Formal and informal management meetings are held to identify significant risks and to develop procedures to deal with any risks in relation to the Group's businesses.

#### (a) Foreign exchange risk

The Group operates principally in Hong Kong. It is exposed to foreign exchange risk primarily with respect to Japanese Yen ("JPY") denominated transactions arising from the costs of services consumed in hotel accommodations, tour bus services, and other travel-related services.

The foreign exchange risk of the Group mainly arises from cash and cash equivalents, deposits and other receivables, derivative financial instruments, other payables and amount due from a related company denominated in JPY, which are used in the provision of package tours services in Japan.

As at 31 March 2021, if JPY had strengthened/weakened by 5% with all other variables held constant, the post-tax loss would have been approximately HK\$61,000 lower/higher (2020: post-tax loss would have been approximately HK\$155,000 lower/higher), mainly as a result of foreign exchange gains/losses on revaluation of JPY denominated cash and cash equivalents, deposits and other receivables, derivative financial instruments, other payables and amount due from a related company.

The Group manages its exposures to foreign exchange transactions by monitoring the level of foreign currency receipts and payments and using foreign exchange forward contracts to manage against the foreign exchange risk arising from future operational transactions and recognised assets and liabilities. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group also regularly reviews the portfolio of suppliers and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign exchange risk.

#### (b) Credit risk

The credit risk of the Group mainly arises from trade receivables, deposits and other receivables, amount due from a related company, short-term fixed deposits and cash at banks. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets which are stated as follows:

	2021 HK\$'000	2020 HK\$'000
Trade receivables	–	49
Deposits and other receivables	6,387	11,724
Amount due from a related company	79	28
Short-term fixed deposits	600	3,000
Cash at banks	11,410	15,069
Maximum exposure to credit risk	18,476	29,870

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 FINANCIAL RISK FACTORS (Continued)

#### (b) Credit risk (Continued)

##### (i) Risk management

Sales to retail customers are settled in cash or via major credit cards, in which credit risk is mitigated. Also, the Group has policies in place to ensure that sales of products on credit terms are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers.

Short-term fixed deposits and cash at banks are held in international financial institutions located in Hong Kong, which are of high credit quality. The Group has policies to limit the amount of credit exposure to any financial institution, and does not expect any losses arising from non-performance by these counterparties. Therefore, expected credit loss rate of short-term fixed deposits and cash at banks is assessed to be close to zero.

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

The Group has three main types of financial assets that are subject to the expected credit loss model:

- trade receivables;
- short-term fixed deposits and cash at banks; and
- other financial assets at amortised cost (including deposits and other receivables and amount due from a related company).

While short-term fixed deposits and cash at banks are also subject to the impairment requirement of HKFRS 9, the identified impairment loss was immaterial.

##### *Trade receivables*

The Group applies the HKFRS 9 simplified approach to measure ECL, which uses a lifetime expected loss allowance for all trade receivables.

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 12 months before 31 March 2021 or 1 April 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified forecast economic conditions to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 1 year past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 31 March 2021, there was no trade receivables and thus no provision was made. Given the track record of regular repayments of trade receivables, the risk of default by the customers is considered not significant and the Group does not expect any losses from non-performance by customers. Therefore, expected credit loss rate of trade receivables is assessed to be close to zero and no provision was made as at 31 March 2020.



## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.1 FINANCIAL RISK FACTORS (Continued)

#### (b) Credit risk (Continued)

##### (ii) Impairment of financial assets (Continued)

###### Other financial assets at amortised cost

For other financial assets at amortised cost, the Group considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month ECL, which is close to zero.

#### (c) Liquidity risk

Prudent liquidity risk management is controlled by maintaining sufficient cash and cash equivalents generated from the operating activities. As at 31 March 2021 and 2020, the Group held cash and cash equivalents, marketable securities and trade receivables respectively, which are expected to readily generate cash inflows for managing liquidity risk.

As at 31 March 2021, the Group had banking facilities in the aggregate amount of HK\$50,200,000 (2020 HK\$50,200,000), including a bank guarantee to suppliers in the amount of HK\$10,000,000 (2020: HK\$10,000,000) for future operating activities. The banking facilities were secured by corporate guarantee of the Company and do not contain any material covenants. The Group has not breached any covenants on its banking facilities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Specifically for the bank borrowings that contain a repayment on demand clause, which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lender was to invoke their unconditional right to call the loan with immediate effect.

	On demand HK\$'000	Within 1 year HK\$'000	Between 1 to 2 years HK\$'000	Total HK\$'000
<b>As at 31 March 2021</b>				
Other payables	–	2,261	–	2,261
Lease liabilities	–	2,747	–	2,747
Bank borrowings	7,224	–	–	7,224
	<b>7,224</b>	<b>5,008</b>	–	<b>12,232</b>
<b>As at 31 March 2020</b>				
Trade payables	–	972	–	972
Other payables	–	3,325	–	3,325
Lease liabilities	–	4,707	2,747	7,454
	–	9,004	2,747	11,751

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.2 CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the Shareholders, return capital to the Shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as lease liabilities and bank borrowings (including "current" and "non-current" as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position plus net debt.

As at 31 March 2021 and 2020, the Group had net cash position as follows:

	2021 HK\$'000	2020 HK\$'000
Bank borrowings	7,224	–
Lease liabilities	2,747	7,454
Less: cash and cash equivalents	(12,203)	(16,327)
Less: short-term fixed deposits	(600)	(3,000)
Net cash	(2,832)	(11,873)
Gearing ratio	N/A	N/A

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

### 3.3 FAIR VALUE ESTIMATION

The carrying amounts of the Group's financial assets and financial liabilities, including short-term fixed deposits, cash and cash equivalents, trade and other receivables, amount due from a related company and trade and other payables approximate their fair values due to their short-term maturities.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table:

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>As at 31 March 2021</b>				
<b>Financial assets at FVPL</b>				
Listed equity securities in Hong Kong (Note 22)	7,228	–	–	7,228
<b>Derivative financial instruments</b>				
Foreign exchange forward contracts (Note 20)	–	5	–	5
	<b>7,228</b>	<b>5</b>	<b>–</b>	<b>7,233</b>

**Level 1:** The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. These instruments are included in level 1. The quoted market price used for financial assets held by the Group is the current bid price.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The fair value of foreign exchange forward contracts held by the Group is determined using forward exchange rates at the year-end date, with the resulting value discounted back to present value.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There were no transfers between levels during the year.

### 3.4 OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

As at 31 March 2021 and 2020, there were no financial assets or financial liabilities which were subject to offsetting, enforceable master netting or similar agreements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 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 the related actual results. The 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 addressed below.

### IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

The Group follows the guidance of HKAS 36 *Impairment of Assets* to determine whether property, plant and equipment and right-of-use assets are required to be impaired. Significant judgement is required to identify impairment indicators and determine the recoverable amount of property, plant and equipment and right-of-use assets. In making this judgement and to determine whether impairment has occurred typically requires various estimates and assumptions. The Group evaluates, among other factors, the duration and extent to which the recoverable amount of the asset is less than its carrying balance, including factors such as industry performance and changes in operational cash flows. In turn, measurement of an impairment loss requires a determination of recoverable amount, which is based on management's estimate with best information available. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or "CGUs"). The recoverable amount of the CGU has been determined based on value-in-use calculation or fair value less costs of disposal, whichever is higher. The calculation requires the use of estimates, including discount rate, the expected timing of uplifting of travel restrictions, gross margin and operating costs. Economic forecasts are subject to a high degree of uncertainty in the current environment of the ongoing COVID-19 situation. Significant changes in the key assumptions on which the recoverable amount of the asset is based could significantly affect the Group's financial position and results of operations. Based on the management's assessment, no impairment loss was recognised during the year ended 31 March 2021 (2020: HK\$10,415,000). Refer to Note 15 for further details.

If the gross margin had been lowered by one percent for the Group's CGUs for the forecasted period, an impairment loss of approximately HK\$293,000 (2020: increase in impairment loss of approximately HK\$282,000) would have been resulted.

If the operating costs had been lowered by one percent for the Group's CGUs for the forecasted period, a reversal of impairment loss of approximately HK\$399,000 (2020: decrease in impairment loss of approximately HK\$283,000) would have been resulted.

If the adopted pre-tax discount rate had been increased/decreased by one percentage point, an impairment loss/a reversal of impairment loss of approximately HK\$152,000/HK\$157,000 (2020: increase/decrease in impairment loss of approximately HK\$46,000/\$47,000) would have been resulted.

### INCOME TAX

The Group is subject to income tax in Hong Kong. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made.

Deferred income tax assets relating to temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 5 REVENUE AND SEGMENT INFORMATION

### (A) REVENUE

	2021 HK\$'000	2020 HK\$'000
Sales of package tours	916	249,228
Margin (loss)/income from sales of the FIT products	(105)	1,258
Margin income from sales of ancillary travel related products and services	1,753	4,429
	<b>2,564</b>	254,915

### (B) SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker that are used for making strategic decisions. The chief operating decision-maker has been identified as the executive Directors of the Company. They review the Group's internal reporting in order to assess performance and allocate resources.

The Group is organised into two reporting segments:

- (i) Travel Related Products and Services; and
- (ii) Tourism and Travel Technology Investments.

The chief operating decision-maker assesses the performance of the operating segments based on a measure of profit before interest and tax. Information provided to the chief operating decision-maker is measured in a manner consistent with that in the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

### (B) SEGMENT INFORMATION (Continued)

Segment results and other segment items are as follows:

	2021			2020		
	Travel Related Products and Services HK\$'000	Tourism and Travel Technology Investments HK\$'000	Total HK\$'000	Travel Related Products and Services HK\$'000	Tourism and Travel Technology Investments HK\$'000	Total HK\$'000
<b>Reportable segment revenue</b>	<b>2,564</b>	<b>-</b>	<b>2,564</b>	254,915	-	254,915
<b>Reportable segment loss</b>	<b>(11,312)</b>	<b>(1,220)</b>	<b>(12,532)</b>	(22,468)	(360)	(22,828)
Unallocated expenses			<b>(3,724)</b>			(2,860)
Finance income			<b>55</b>			63
Finance costs			<b>(408)</b>			(473)
Loss before income tax			<b>(16,609)</b>			(26,098)
Income tax expense			<b>-</b>			-
Loss and total comprehensive loss			<b>(16,609)</b>			(26,098)
Share of results of a joint venture	-	<b>(1,220)</b>	<b>(1,220)</b>	-	(360)	(360)
Depreciation of property, plant and equipment	<b>1,372</b>	-	<b>1,372</b>	2,961	-	2,961
Depreciation of right-of-use assets	<b>1,373</b>	-	<b>1,373</b>	5,234	-	5,234
Impairment loss on property, plant and equipment	-	-	-	5,546	-	5,546
Impairment loss on right-of-use assets	-	-	-	4,869	-	4,869

For the years ended 31 March 2021 and 2020, unallocated expenses represent corporate expenses.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

### (B) SEGMENT INFORMATION (Continued)

Segment assets and liabilities are as follows:

	2021				2020			
	Travel Related Products and Services HK\$'000	Tourism and Travel Technology Investments HK\$'000	Unallocated HK\$'000	Total HK\$'000	Travel Related Products and Services HK\$'000	Tourism and Travel Technology Investments HK\$'000	Unallocated HK\$'000	Total HK\$'000
Reportable segment assets	21,639	10,650	8,302	40,591	33,134	11,870	14,068	59,072
Reportable segment liabilities	(16,043)	-	(30)	(16,073)	(17,913)	-	(32)	(17,945)
Capital expenditure	90	-	-	90	7,100	-	-	7,100

Capital expenditure comprises additions to property, plant and equipment.

Segment assets and liabilities are reconciled to the Group's assets and liabilities as follows:

	2021		2020	
	Assets HK\$'000	Liabilities HK\$'000	Assets HK\$'000	Liabilities HK\$'000
Reportable segment assets/(liabilities)	32,289	(16,043)	45,004	(17,913)
Unallocated:				
Prepayments, deposits and other receivables	173	-	286	-
Financial assets at fair value through profit or loss	7,228	-	9,409	-
Cash and cash equivalents	901	-	4,373	-
Accruals and other payables	-	(30)	-	(32)
	40,591	(16,073)	59,072	(17,945)

### (C) GEOGRAPHIC INFORMATION

The Group's business is domiciled in Hong Kong and all revenue was generated from customers located in Hong Kong and Macau. As at 31 March 2021 and 2020, all non-current assets were located in Hong Kong.

### (D) INFORMATION ABOUT A MAJOR CUSTOMER

There is no single external customer that contributed to more than 10% revenue of the Group's revenue for the year ended 31 March 2021 (2020: same).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 6 OTHER INCOME AND OTHER LOSSES, NET

	2021 HK\$'000	2020 HK\$'000
<b>Other income</b>		
Referral income	50	154
Management services fee income	144	144
Aviation business cooperation income	–	100
Rent concessions (Note (i))	2,065	–
Dividend income	173	197
Subsidies (Note (ii))	2,265	599
	<b>4,697</b>	1,194
<b>Other losses, net</b>		
Exchange losses, net	(3)	(379)
Fair value losses on derivative financial instruments	(17)	(121)
Fair value losses on listed equity securities in Hong Kong	(2,181)	(1,112)
Gain on disposal of listed equity securities in Hong Kong	–	524
	<b>(2,201)</b>	(1,088)
Other income and other losses, net	<b>2,496</b>	106

Notes:

- (i) Rent concessions represent the changes in lease payments arising from COVID-19 and the Group has applied the practical expedient to all rent concessions occurring as a direct consequence of the COVID-19 pandemic with adoption pre-conditions met under the amendment to HKFRS 16 *Covid-19-Related Rent Concessions*.
- (ii) Subsidies mainly represent grants received from local governments in Hong Kong and Japan. There are no unfulfilled conditions or contingencies relating to these grants.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 7 EXPENSES BY NATURE

The Group's loss is stated after charging the following cost of sales, selling expenses and administrative expenses:

	2021 HK\$'000	2020 HK\$'000
Land costs (Note)	2,677	114,922
Air fare (income)/costs	(157)	101,008
Short-term lease expenses	192	2,127
Low-value assets leases (income)/expenses	(18)	397
Advertising and promotion	292	3,191
Credit card fees	101	2,477
Employee benefits expenses, excluding Directors' benefits and interests	5,603	21,523
Directors' benefits and interests	2,246	4,599
Depreciation of property, plant and equipment	1,372	2,961
Depreciation of right-of-use assets	1,373	5,234
Impairment loss on property, plant and equipment	–	5,546
Impairment loss on right-of-use assets	–	4,869
Office, telecommunication and utility expenses	604	1,101
Exchange (gains)/losses, net	(20)	39
Legal and professional fees	1,324	2,308
Auditor's remuneration		
— Audit services	800	910
— Non-audit services	205	121
Others	3,502	7,016
	<b>20,096</b>	280,349

Note:

Land costs mainly consist of direct costs incurred in the provision of package tours services such as land operator services, hotel accommodations, transportation expenses, meal expenses and admission tickets costs.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 8 EMPLOYEE BENEFITS EXPENSES, EXCLUDING DIRECTORS' BENEFITS AND INTERESTS

	2021 HK\$'000	2020 HK\$'000
Salaries, discretionary bonuses and allowances (Note (i))	4,945	20,130
Pension costs — defined contribution plan (Note (ii))	451	1,114
Other employee benefits	207	279
	<b>5,603</b>	21,523

Notes:

- (i) The amount includes wage subsidies provided by the Hong Kong government under the Employment Support Scheme. There are no unfulfilled conditions or other contingencies relating to these subsidies.
- (ii) The Group has arranged for its employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), which is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the entities of the Group (the employer) and its employees make monthly contributions to the scheme generally at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employees are subject to a maximum contribution of HK\$1,500 per month since June 2014 and thereafter contributions are voluntary.

There were no forfeited contributions utilised during the year ended 31 March 2021 to reduce future contributions (2020: nil). As at 31 March 2021, contributions totalling HK\$43,000 were payable (31 March 2020: HK\$171,000).

## 9 DIRECTORS' BENEFITS AND INTERESTS

The remuneration of each Director of the Company paid/payable by the Group for the years ended 31 March 2021 and 2020 are set out below:

### Year ended 31 March 2021

Name	Fees HK\$'000	Salaries, other allowances and benefits HK\$'000	Discretionary bonuses HK\$'000	Pension costs — defined contribution plan HK\$'000	Total HK\$'000
<b>Executive Directors</b>					
Yuen Sze Keung ( <i>Chairman</i> )	—	666	—	—	666
Yuen Chun Ning ( <i>Chief Executive Officer</i> )	—	456	—	18	474
Chan Suk Mei	—	846	—	—	846
<b>Independent non-executive Directors ("INED")</b>					
Lam Yiu Kin	100	—	—	—	100
Ho Wing Huen	80	—	—	—	80
Yen Yuen Ho Tony	80	—	—	—	80
	<b>260</b>	<b>1,968</b>	<b>—</b>	<b>18</b>	<b>2,246</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 9 DIRECTORS' BENEFITS AND INTERESTS (CONTINUED)

Year ended 31 March 2020

Name	Fees HK\$'000	Salaries, other allowances and benefits HK\$'000	Discretionary bonuses HK\$'000	Pension costs — defined contribution plan HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Yuen Sze Keung ( <i>Chairman</i> )	–	1,380	–	–	1,380
Yuen Chun Ning ( <i>Chief Executive Officer</i> )	–	978	–	18	996
Chan Suk Mei	–	1,725	–	–	1,725
<b>Independent non-executive directors ("INED")</b>					
Lam Yiu Kin	192	–	–	–	192
Ho Wing Huen	153	–	–	–	153
Yen Yuen Ho Tony	153	–	–	–	153
	498	4,083	–	18	4,599

The Group has not paid consideration to any third parties for making available Directors' services during the year ended 31 March 2021 (2020: same).

As at 31 March 2021 and 2020, there were no loans, quasi-loans and other dealing arrangements in favour of the Directors, bodies corporate controlled by and connected entities with the Directors.

Save as disclosed in Note 32 to the consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at 31 March 2021 or at any time during the year ended 31 March 2021 (2020: same).

For the year ended 31 March 2021, six Directors (2020: six) have waived emoluments of HK\$2,390,000 (2020: HK\$199,000).

There were no amounts paid or receivable by Directors as an inducement to join or upon joining the listed issuer during the year ended 31 March 2021 (2020: same).

There was no compensation paid or receivable by Directors or past Directors for the loss of office as a Director or for the loss of any other office in connection with the management of the affairs of the Company and its subsidiaries during the year ended 31 March 2021 (2020: same).

There were no other emoluments payable to the INEDs during the year ended 31 March 2021 (2020: same).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 10 FIVE HIGHEST PAID INDIVIDUAL

The five highest paid individuals for the year ended 31 March 2021 included three Directors (2020: three), details of whose remuneration are set out in Note 9 above. Details of the remuneration of the remaining two highest paid employees (2020: two) for the years ended 31 March 2021 and 2020 are as follows:

	2021 HK\$'000	2020 HK\$'000
Salaries and allowances	1,764	2,111
Pension cost — defined contribution plan	36	18
	<b>1,800</b>	2,129

The emoluments on these individuals fell within the following bands:

	Number of individuals	
	2021	2020
<b>Emolument bands</b>		
HK\$500,001 to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	1	–
HK\$1,500,001 to HK\$2,000,000	–	1
	<b>2</b>	2

There were no amounts paid or receivable by the aforementioned two highest paid individuals as an inducement to join or upon joining the Group during the year ended 31 March 2021 (2020: same).

There was no compensation paid or receivable by the aforementioned two highest paid individuals for the loss of any office in connection with the management of the affairs of the Company and its subsidiaries during the year ended 31 March 2021 (2020: same).

## 11 FINANCE COSTS, NET

	2021 HK\$'000	2020 HK\$'000
<b>Finance income</b>		
Bank interest income	55	63
<b>Finance costs</b>		
Interest expense on lease liabilities/finance lease liabilities	(243)	(473)
Interest expense on bank borrowings	(165)	–
	<b>(408)</b>	(473)
<b>Finance costs, net</b>	<b>(353)</b>	(410)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 12 INCOME TAX EXPENSE

The applicable rate of Hong Kong profits tax is 16.5% (2020: 16.5%). No provision for Hong Kong profits tax has been made in the consolidated financial statements as the Group does not have any assessable profit arising in Hong Kong during the years ended 31 March 2021 and 2020.

No overseas profits tax has been calculated as the Group companies are incorporated in the BVI or the Cayman Islands and are exempted from tax.

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using the taxation rate in Hong Kong as follows:

	2021 HK\$'000	2020 HK\$'000
Loss before income tax	<b>(16,609)</b>	(26,098)
Tax calculated at a tax rate of 16.5%	<b>2,740</b>	4,306
Income not subject to tax	<b>1,386</b>	129
Expenses not deductible for tax purpose	<b>(853)</b>	(1,532)
Temporary differences not recognised	<b>238</b>	(1,067)
Tax losses for which no deferred income tax was recognised	<b>(3,511)</b>	(1,836)
	<b>-</b>	-

## 13 BASIC AND DILUTED LOSS PER SHARE

### (A) BASIC

Basic loss per Share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	2021	2020
Loss attributable to owners of the Company (HK\$'000)	<b>(16,474)</b>	(25,915)
Weighted average number of ordinary shares in issue ('000)	<b>400,000</b>	400,000
Basic loss per Share (HK cents per Share)	<b>(4.12)</b>	(6.48)

### (B) DILUTED

Diluted loss per Share is the same as basic loss per Share due to the absence of potential dilutive ordinary shares during the year ended 31 March 2021 (2020: same).

## 14 DIVIDENDS

The Board does not recommend the payment of final dividend for the year ended 31 March 2021 (2020: nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (A) PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Computer software HK\$'000	Construction in progress HK\$'000	Website HK\$'000	Total HK\$'000
<b>Year ended 31 March 2020</b>							
Cost							
At 1 April 2019	4,668	6,874	1,508	1,411	2,625	5,475	22,561
Additions	506	60	-	100	712	724	2,102
Disposals	(437)	(354)	-	-	-	-	(791)
Reclassification	(84)	-	(650)	-	(3,337)	3,337	(734)
At 31 March 2020	4,653	6,580	858	1,511	-	9,536	23,138
Accumulated depreciation							
At 1 April 2019	(4,440)	(5,031)	(1,340)	(697)	-	(1,938)	(13,446)
Charge (Note 7)	(260)	(859)	-	(314)	-	(1,528)	(2,961)
Disposals	437	354	-	-	-	-	791
Reclassification	32	-	482	-	-	-	514
At 31 March 2020	(4,231)	(5,536)	(858)	(1,011)	-	(3,466)	(15,102)
Impairment							
At 1 April 2019	-	-	-	-	-	-	-
Charge (Note 7)	(291)	(720)	-	(346)	-	(4,189)	(5,546)
At 31 March 2020	(291)	(720)	-	(346)	-	(4,189)	(5,546)
<b>Closing net book amount</b>							
<b>At 31 March 2020</b>	131	324	-	154	-	1,881	2,490
<b>Year ended 31 March 2021</b>							
Cost							
At 1 April 2020	4,653	6,580	858	1,511	-	9,536	23,138
Additions	-	2	-	88	-	-	90
Disposals	(1,195)	-	-	-	-	-	(1,195)
At 31 March 2021	3,458	6,582	858	1,599	-	9,536	22,033
Accumulated depreciation							
At 1 April 2020	(4,231)	(5,536)	(858)	(1,011)	-	(3,466)	(15,102)
Charge (Note 7)	(72)	(294)	-	(122)	-	(884)	(1,372)
Disposals	1,195	-	-	-	-	-	1,195
At 31 March 2021	(3,108)	(5,830)	(858)	(1,133)	-	(4,350)	(15,279)
Impairment							
At 1 April 2020	(291)	(720)	-	(346)	-	(4,189)	(5,546)
Charge (Note 7)	-	-	-	-	-	-	-
At 31 March 2021	(291)	(720)	-	(346)	-	(4,189)	(5,546)
<b>Closing net book amount</b>							
<b>At 31 March 2021</b>	59	32	-	120	-	997	1,208



## 15 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

### (A) PROPERTY, PLANT AND EQUIPMENT (Continued)

For the year ended 31 March 2021, depreciation expenses of HK\$821,000 (2020:HK\$1,798,000) was recognised in “administrative expenses” and HK\$551,000 (2020: HK\$1,163,000) was recognised in “selling expenses”.

As at 31 March 2021, the Group had property, plant and equipment of HK\$1,208,000 and right-of-use assets of HK\$813,000 that are subject to impairment tests. The Group treats Travel Related Products and Services as one CGU and performed impairment assessment by considering the recoverable amount of underlying assets. Due to the social unrest in Hong Kong, COVID-19 pandemic and travel restrictions and control measures imposed on many countries, there was a material disruption to the Group’s business operations which adversely affected the Group’s operating performance and financial condition for the years ended 31 March 2021 and 2020. These conditions were considered as impairment indicators. Hence, the Group’s management has performed impairment assessment on the relevant property, plant and equipment and right-of-use assets by assessing their recoverable amounts based on the higher of value-in-use calculation or fair value less costs of disposal.

The recoverable amount of the CGU is determined based on value-in-use calculation, which are higher than the fair value less costs of disposal. The calculation uses pre-tax cash flow projections based on financial budgets approved by the Directors and a discount rate of 13% (2020: 13%) is used. Key assumptions to the value-in-use calculation for the years ended 31 March 2021 and 2020 include discount rate, the expected timing of uplifting of travel restrictions, gross margin and operating costs.

For the year ended 31 March 2021, no impairment loss of property, plant and equipment and right-of-use assets was recognised. For the year ended 31 March 2020, provision for impairment of property, plant and equipment and right-of-use assets amounted to HK\$5,546,000 and HK\$4,869,000, respectively.

### (B) RIGHT-OF-USE ASSETS

The Group has lease contracts for properties used in its operations. The movements during the year are set out below:

	Total HK\$'000
<b>Year ended 31 March 2020</b>	
Cost	
At 1 April 2019	11,379
Additions	1,128
Lease modification	(218)
At 31 March 2020	12,289
Accumulated depreciation	
At 1 April 2019	–
Charge (Note 7)	(5,234)
At 31 March 2020	(5,234)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED) (B) RIGHT-OF-USE ASSETS (Continued)

	Total HK\$'000
Impairment	
At 1 April 2019	–
Charge (Note 7)	(4,869)
At 31 March 2020	(4,869)
<b>Closing net book amount At 31 March 2020</b>	<b>2,186</b>
<b>Year ended 31 March 2021</b>	
Cost	
At 1 April 2020	<b>12,289</b>
Additions	–
Lease modification	–
At 31 March 2021	<b>12,289</b>
Accumulated depreciation	
At 1 April 2020	<b>(5,234)</b>
Charge (Note 7)	<b>(1,373)</b>
At 31 March 2021	<b>(6,607)</b>
Impairment	
At 1 April 2020	<b>(4,869)</b>
Charge (Note 7)	–
At 31 March 2021	<b>(4,869)</b>
<b>Closing net book amount At 31 March 2021</b>	<b>813</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 15 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

### (B) RIGHT-OF-USE ASSETS (Continued)

#### (i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2021 HK\$'000	2020 HK\$'000
<b>Right-of-use assets</b>		
Office premises and office equipment	813	2,186
<b>Lease liabilities</b>		
Current	2,747	4,707
Non-current	–	2,747
	<b>2,747</b>	7,454

#### (ii) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

	2021 HK\$'000	2020 HK\$'000
<b>Depreciation charge of right-of-use assets</b>		
Office premises and office equipment	1,373	5,066
Motor vehicles	–	168
	<b>1,373</b>	5,234
Interest expenses (included in finance costs)	243	473
Impairment loss on right-of-use assets	–	4,869
Expenses relating to short-term leases (included in selling expenses and administrative expenses)	192	2,127
(Income)/expenses relating to leases of low-value assets that are not shown above as short-term leases (included in administrative expenses)	(18)	397

The total cash outflow for leases including interest expenses during the year ended 31 March 2021 was HK\$2,885,000 (31 March 2020: HK\$5,245,000).

#### (iii) The Group's leasing activities and how these are accounted for

The Group leases various properties as branches and office premises. Lease contracts are typically made for fixed periods, but may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 15 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

### (B) RIGHT-OF-USE ASSETS (Continued)

#### (iv) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The Group recognises right-of-use assets with extension and termination options that are exercisable only by the Group and not by the respective lessor only if the Group is highly likely to exercise the options.

## 16 FINANCIAL INSTRUMENTS BY CATEGORY

	2021 HK\$'000	2020 HK\$'000
<b>Financial assets</b>		
<b>Financial assets at fair value through profit or loss</b>		
Financial assets at fair value through profit or loss	7,228	9,409
Derivative financial instruments	5	23
	<b>7,233</b>	9,432
<b>Financial assets at amortised costs</b>		
Trade receivables	–	49
Deposits and other receivables	6,387	11,724
Amount due from a related company	79	28
Short-term fixed deposits	600	3,000
Cash and cash equivalents	12,203	16,327
	<b>19,269</b>	31,128
	<b>26,502</b>	40,560
<b>Financial liabilities</b>		
<b>Financial liabilities at amortised costs</b>		
Trade payables	–	972
Other payables	2,261	3,325
Lease liabilities	2,747	7,454
Bank borrowings	7,224	–
	<b>12,232</b>	11,751

## 17 INVENTORIES

	2021 HK\$'000	2020 HK\$'000
Merchandise for sales	356	48

The cost of inventories included in cost of sales during the year ended 31 March 2021 amounted to HK\$5,888,000 (2020: HK\$778,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 18 TRADE RECEIVABLES

As at 31 March 2021 and 2020, the ageing analysis of trade receivables based on invoice date are as follows:

	2021 HK\$'000	2020 HK\$'000
1 to 30 days	–	49

The carrying amounts of trade receivables approximate their fair values as at 31 March 2021 and 2020, and the credit terms granted by the Group generally range up to 90 days.

As at 31 March 2021 and 2020, no trade receivables are considered past due or impaired.

The maximum exposure to credit risk is the carrying amounts of trade receivables and the Group does not have any collateral or other credit enhancements over the trade receivables.

The trade receivables are denominated in HK\$.

## 19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2021 HK\$'000	2020 HK\$'000
<b>Non-current portion</b>		
Rental deposits	–	535
<b>Current portion</b>		
Trade deposits	4,664	8,715
Rental, utilities and other deposits	888	1,681
Amounts due from employees	–	60
Other prepayments	1,062	1,918
Other current assets	835	733
	<b>7,449</b>	13,107

The carrying amounts of prepayments, deposits and other receivables approximate their fair values as at 31 March 2021 and 2020.

Prepayments, deposits and other receivables are denominated in the following currencies:

	2021 HK\$'000	2020 HK\$'000
HK\$	7,067	11,414
JPY	382	2,228
	<b>7,449</b>	13,642

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 20 DERIVATIVE FINANCIAL INSTRUMENTS

	2021 HK\$'000	2020 HK\$'000
Foreign exchange forward contracts — at fair value through profit or loss		
— Current assets	5	23

During the years ended 31 March 2021 and 2020, the Group entered into foreign exchange forward contracts to manage its foreign exchange rate exposures in relation to the settlement of land costs in JPY which did not meet the criteria for hedge accounting. The Group's policy is not to utilise trading derivative financial instruments for speculative purposes. As at 31 March 2021, the Group had outstanding foreign exchange forward contracts of notional principal amounts of HK\$698,000 (2020: HK\$698,000).

## 21 INTEREST IN A JOINT VENTURE

### (A) SHARE OF NET ASSETS OF A JOINT VENTURE

	2021 HK\$'000	2020 HK\$'000
As at 1 April	11,870	12,230
Share of post-tax results of a joint venture	(1,220)	(360)
As at 31 March	10,650	11,870

Details of the joint venture as at 31 March 2021 and 2020:

Name of joint venture	Place of incorporation	Issued and fully paid capital	Effective equity interest	Principal activities
Triplabs (BVI) Limited	BVI	HK\$20,000,000	50%	Investments in tourism and travel technology related business through a wholly-owned subsidiary

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 21 INTEREST IN A JOINT VENTURE (CONTINUED)

### (A) SHARE OF NET ASSETS OF A JOINT VENTURE (Continued)

A summary of financial information for the joint venture of the Group as at 31 March 2021 is set out below:

#### Summarised statement of financial position

	2021 HK\$'000	2020 HK\$'000
<b>ASSETS</b>		
<b>Non-current asset</b>		
Interest in a joint venture	–	–
<b>Current assets</b>		
Prepayments	6	6
Financial assets at fair value through profit or loss	14,412	16,575
Cash and cash equivalents	7,018	7,291
	<b>21,436</b>	23,872
<b>Total assets</b>	<b>21,436</b>	23,872
<b>LIABILITY</b>		
<b>Current liability</b>		
Accruals and other payables	136	132
<b>Total liability</b>	<b>136</b>	132
<b>Net assets</b>	<b>21,300</b>	23,740

#### Summarised statement of comprehensive income

	2021 HK\$'000	2020 HK\$'000
Other (losses)/gains and other income, net	(2,159)	(109)
Administrative expenses	(280)	(458)
<b>Operating loss</b>	<b>(2,439)</b>	(567)
Finance income	–	41
Share of results of a joint venture	–	(194)
<b>Loss and total comprehensive loss for the year</b>	<b>(2,439)</b>	(720)

(B) There are no material contingent liabilities and capital commitment relating to the Group's investment in the joint venture.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

	2021 HK\$'000	2020 HK\$'000
Listed equity securities in Hong Kong (Note)	7,228	9,409

Note:

The listed equity securities were designated as financial assets at fair value through profit or loss at inception. The fair values of the listed equity securities were based on their bid prices in an active market. For the year ended 31 March 2021, fair value loss on the listed equity securities of HK\$2,181,000 (2020: HK\$1,112,000) was recognised in "other income and other losses, net".

## 23 CASH AND CASH EQUIVALENTS AND SHORT- TERM FIXED DEPOSITS

	2021 HK\$'000	2020 HK\$'000
Cash on hand	793	1,258
Cash at banks	11,410	15,069
<b>Cash and cash equivalents</b>	<b>12,203</b>	16,327
<b>Short — term fixed deposits</b>	<b>600</b>	3,000

Cash and cash equivalents are denominated in the following currencies:

	2021 HK\$'000	2020 HK\$'000
HK\$	11,595	14,508
JPY	966	1,583
Others	242	236
	<b>12,803</b>	16,327

Short-term fixed deposits bear interest at 0.1% per annum with mature date on 22 July 2021 (2020: 1.9% per annum with mature date on 21 January 2021). Such deposits are denominated in HK\$.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 24 SHARE CAPITAL

	Number of Shares	Share capital HK\$'000
<b>Authorised:</b>		
<i>Ordinary shares of HK\$0.01 each</i>		
As at 1 April 2020 and 31 March 2021	10,000,000,000	100,000
<b>Issued and fully paid:</b>		
<i>Ordinary shares of HK\$0.01 each</i>		
As at 1 April 2020 and 31 March 2021	400,000,000	4,000

## 25 TRADE PAYABLES

As at 31 March 2021 and 2020, the ageing analysis of trade payables based on invoice date are as follows:

	2021 HK\$'000	2020 HK\$'000
1 to 30 days	–	276
31 to 60 days	–	355
61 to 90 days	–	6
91 to 120 days	–	221
Over 120 days	–	114
	–	972

The carrying amounts of trade payables approximate their fair values as at 31 March 2020 and are denominated in the following currencies:

	2021 HK\$'000	2020 HK\$'000
HK\$	–	830
JPY	–	142
	–	972

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 26 ACCRUALS AND OTHER PAYABLES AND OTHER NON-CURRENT LIABILITIES

	2021 HK\$'000	2020 HK\$'000
<b>Other non-current liabilities</b>		
Provisions for reinstatement cost	100	374
Provisions for long service payment	261	227
	<b>361</b>	601
<b>Accruals and other payables</b>		
Contract liabilities (Note)	2,249	4,235
Accrued staff costs	1,231	1,358
Other payables	2,261	3,325
	<b>5,741</b>	8,918

Note:

The Group had the following contract liabilities recognised in the consolidated statement of financial position:

	2021 HK\$'000	2020 HK\$'000
Sales of package tours (Note (i))	1,870	3,857
Customer loyalty programme (Note (ii))	379	378
	<b>2,249</b>	4,235

(i) The Group typically receives deposits from customers in advance of the tour departure dates and contract liabilities are recognised until the package tour services are provided. The decrease mainly resulted from the refund of deposits upon the cancellation of package tours amounting to HK\$2,087,000 (2020: HK\$483,000) due to the COVID-19 pandemic.

(ii) The value attributable to the award of loyalty points as part of initial sales transaction is deferred until such time as the customers redeem their loyalty points.

The amount of revenue, which relates to carried forward contract liabilities, recognised for the years ended 31 March 2021 and 2020 are as follows:

	2021 HK\$'000	2020 HK\$'000
Revenue recognised that was included in the contract liabilities balance at beginning of the year	510	26,578

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 26 ACCRUALS AND OTHER PAYABLES AND OTHER NON-CURRENT LIABILITIES (CONTINUED)

The carrying amounts of accruals and other payables approximate their fair values as at 31 March 2021 and 2020.

Accruals and other payables and other non-current liabilities are denominated in the following currencies:

	2021 HK\$'000	2020 HK\$'000
HK\$	6,087	9,495
JPY	15	24
	<b>6,102</b>	9,519

## 27 BANK BORROWINGS

	2021 HK\$'000	2020 HK\$'000
Bank borrowings, secured and repayable on demand (Note)	<b>7,224</b>	–

Note:

As at 31 March 2021, the bank borrowings were secured by undertakings provided by the executive Directors.

The contractual maturity of the bank borrowings that are repayable on demand is as follows:

	2021 HK\$'000	2020 HK\$'000
Within one year	<b>3,156</b>	–
In the second year	<b>3,243</b>	–
In the third year	<b>825</b>	–
	<b>7,224</b>	–

The carrying amounts of bank borrowings approximate their fair values as at 31 March 2021.

The bank borrowings are denominated in HK\$ and interest-bearing at 2.75% per annum.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 28 DEFERRED INCOME TAX

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

	2021 HK\$'000	2020 HK\$'000
<b>Deferred income tax assets</b>		
<b>Tax losses</b>		
As at 1 April	–	996
Recognised in profit or loss	–	(996)
As at 31 March	–	–
<b>Deferred income tax liabilities</b>		
<b>Accelerated tax depreciation</b>		
As at 1 April	–	(996)
Recognised in profit or loss	–	996
As at 31 March	–	–

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable.

As at 31 March 2021, the Group did not recognise deferred income tax assets of HK\$11,539,000 (2020: HK\$8,028,000) in respect of tax losses totalling HK\$69,931,000 (2020: HK\$48,652,000) that can be carried forward for offsetting against future taxable profits.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 29 CASH FLOW INFORMATION

### (I) CASH USED IN OPERATIONS

	2021 HK\$'000	2020 HK\$'000
Loss before income tax	<b>(16,609)</b>	(26,098)
Adjustments for:		
Depreciation of property, plant and equipment	<b>1,372</b>	2,961
Depreciation of right of use assets	<b>1,373</b>	5,234
Impairment loss on property, plant and equipment	–	5,546
Impairment loss on right-of-use assets	–	4,869
Rent concessions	<b>(2,065)</b>	–
Finance income and finance costs, net	<b>353</b>	410
Gain on disposal of listed equity securities in Hong Kong	–	(524)
Fair value losses/(gains) on derivative financial instruments	<b>18</b>	(23)
Fair value losses on listed equities securities in Hong Kong	<b>2,181</b>	1,112
Share of results of a joint venture	<b>1,220</b>	360
Operating cash flows before changes in working capital	<b>(12,157)</b>	(6,153)
Changes in working capital:		
Inventories	<b>(308)</b>	510
Trade receivables	<b>49</b>	(44)
Prepayments, deposits and other receivables	<b>6,193</b>	14,122
Amount due from/to related company	<b>(51)</b>	(951)
Trade payables	<b>(972)</b>	(4,930)
Accruals, other payables and other non-current liabilities	<b>(3,417)</b>	(23,509)
Cash used in operations	<b>(10,663)</b>	(20,955)

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

	2021 HK\$'000	2020 HK\$'000
Cost disposed (Note 15(A))	<b>1,195</b>	791
Accumulated depreciation (Note 15(A))	<b>(1,195)</b>	(791)
Proceeds from disposal of property, plant and equipment	–	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 29 CASH FLOW INFORMATION (CONTINUED) (II) NET DEBT RECONCILIATION

	2021 HK\$'000	2020 HK\$'000
Cash and cash equivalents	12,203	16,327
Short-term fixed deposits	600	3,000
Lease liabilities	(2,747)	(7,454)
Bank borrowings	(7,224)	–
Net cash	2,832	11,873

Movements in net debt for the years ended 31 March 2021 and 2020:

	Other assets		Liabilities from financing activities		Total HK\$'000
	Cash HK\$'000	Lease Liabilities due within 1 year HK\$'000	Lease Liabilities due after 1 year HK\$'000	Bank borrowings repayable on demand HK\$'000	
Net cash as at 1 April 2019	44,329	(4,418)	(6,898)	–	33,013
Cash flow	(25,002)	5,245	–	–	(19,757)
Remeasurement	–	218	–	–	218
New leases	–	(1,128)	–	–	(1,128)
Interest expenses	–	(473)	–	–	(473)
Other non-cash movement (Note)	–	(4,151)	4,151	–	–
Net cash as at 31 March 2020	19,327	(4,707)	(2,747)	–	11,873
Proceeds from bank borrowings	–	–	–	(8,000)	(8,000)
Cash flow	(6,524)	2,885	–	941	(2,698)
Interest expenses	–	(243)	–	(165)	(408)
Effect of modification of lease payments	–	2,065	–	–	2,065
Other non-cash movement (Note)	–	(2,747)	2,747	–	–
Net cash as at 31 March 2021	12,803	(2,747)	–	(7,224)	2,832

Note:

Other non-cash movements during the years ended 31 March 2021 and 2020 mainly include reclassification of lease liabilities and bank borrowings.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 30 CONTINGENCIES

As at 31 March 2021, the Group did not have any significant contingent liabilities (2020: same).

## 31 COMMITMENTS

### (A) CAPITAL COMMITMENT

As at 31 March 2021, the Group did not have any capital expenditure contracted for as at 31 March 2021 and 2020.

### (B) OPERATING LEASE COMMITMENTS

#### As a lessee

The Group leases a number of premises under non-cancellable operating leases, except for office premises under cancellable operating lease agreements with a related company (Note 32(A)). The leases terms for office premises are for 3 years and are renewable at the end of the lease period at market rate. The Group can terminate the leases by giving a 3-month written notice to the landlord.

The Group also leases various office equipment under cancellable operating lease agreements. The Group is required to give a 1-month notice for the termination of these agreements.

From 1 April 2019, leases were recognised as a right-of-use asset, except for short-term and low-value leases, details of which are set out in Note 15(B).

As at 31 March 2021, the future aggregate minimum lease payments under non-cancellable operating leases in respect of short-term and low-value leases are as follows:

	2021 HK\$'000	2020 HK\$'000
No later than 1 year	1,154	333
Later than 1 year but not more than 5 years	132	328
	1,286	661

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 32 RELATED PARTY TRANSACTIONS

The ultimate parent of the Company is WWPKG Investment Holdings Company Limited, a company incorporated in the BVI.

The Directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group as at and for the years ended 31 March 2021 and 2020:

Name of related party	Relationship with the Group
Ms. Chan	Director of the Company
Mr. SK Yuen	Director of the Company
Mr. CN Yuen	Director of the Company
Sky Right Investment Limited	Controlled by a Director of the Company
Y's Japan Limited	Controlled by a connected person of the Director of the Company
Triplabs Limited	A joint venture of the Group

Other than those transactions and balances disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties during the years ended 31 March 2021 and 2020:

### (A) TRANSACTIONS WITH RELATED PARTIES

	2021 HK\$'000	2020 HK\$'000
<b>Rental expenses (Note)</b>		
Sky Right Investment Limited	1,758	2,820
<b>Booking services fees</b>		
Y's Japan Limited	2,540	2,826
<b>Management services fee income</b>		
Triplabs Limited	144	144

Note:

During the year ended 31 March 2021, certain monthly lease payments for the leases of the Group's branch and office premises have been reduced or waived by the lessor as a result of the COVID-19 pandemic and rent concessions of HK\$1,062,000 (2020: nil) was recognised in "other income and other losses, net".

All of the above transactions with related parties were conducted in the ordinary course of the business of the Group based on the terms mutually agreed between the relevant parties.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 32 RELATED PARTY TRANSACTIONS (CONTINUED)

### (B) KEY MANAGEMENT COMPENSATION

The remuneration of the executive Directors and members of senior management, who have the responsibility for planning, directing and controlling the activities of the Group, are as follows:

	2021 HK\$'000	2020 HK\$'000
Salaries and allowances	3,699	6,645
Pension cost — defined contribution plan	58	71
	<b>3,757</b>	6,716

### (C) AMOUNT DUE FROM A RELATED COMPANY

	2021 HK\$'000	2020 HK\$'000
— Y's Japan Limited	79	28

Amount due from a related company arising from trading activities and were unsecured, interest-free, repayable on demand and denominated in JPY.

## 33 SUBSIDIARIES

As at 31 March 2021 and 2020, the Company had direct and indirect interests in the following principal subsidiaries:

Name of company	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital	Proportion of ordinary shares held		Proportion of ordinary shares held by non-controlling interests
				by Company directly	by the Group indirectly	
WWPKG Management Company Limited	British Virgin Island, limited liability company	Investment holding in Hong Kong	1 ordinary share	100%	–	–
Package Tours (Hong Kong) Limited	Hong Kong, limited liability company	Provision of package tour services in Hong Kong	100,000 ordinary shares	–	98.71%	1.29%
Worldwide Package Travel Service Limited	Hong Kong, limited liability company	Acting as a travel agent for sales of package tours, FIT products and ancillary travel related products and services in Hong Kong	15,000 ordinary shares	–	100%	–

## 34 EVENTS AFTER THE REPORTING PERIOD

On 1 April 2021, the ultimate parent of the Company agreed to arrange a loan facility totalling HK\$15.0 million for and upon request from the Group covering the period up to 31 March 2023. The Group has drawn down HK\$5.0 million from the facility on 9 June 2021.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY STATEMENT OF FINANCIAL POSITION OF THE COMPANY AS AT 31 MARCH 2021

	Note	2021 HK\$'000	2020 HK\$'000
<b>ASSETS</b>			
<b>Non-current asset</b>			
Investment in a subsidiary		–	–
		–	–
<b>Current asset</b>			
Financial assets at fair value through profit or loss		7,228	9,409
Prepayments, deposits and other receivables		173	286
Amounts due from subsidiaries		8,793	33,811
Cash and cash equivalents		901	4,373
		17,095	47,879
<b>Total assets</b>		<b>17,095</b>	47,879
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital		4,000	4,000
Reserves	(i)	13,065	43,847
<b>Total equity</b>		<b>17,065</b>	47,847
<b>LIABILITY</b>			
<b>Current liability</b>			
Accruals and other payables		30	32
<b>Total liability</b>		<b>30</b>	32
<b>Total equity and liability</b>		<b>17,095</b>	47,879

The statement of financial position of the Company was approved by the Board of Directors on 18 June 2021 and was signed on its behalf.

**Yuen Sze Keung**  
Director

**Yuen Chun Ning**  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS



## 35 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (j): Reserve movements of the Company for the years ended 31 March 2021 and 2020.

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
<b>Balances at 1 April 2020</b>	<b>56,667</b>	<b>(12,820)</b>	<b>43,847</b>
<b>Total comprehensive loss</b>			
Loss for the year	-	(30,782)	(30,782)
<b>Balances at 31 March 2021</b>	<b>56,667</b>	<b>(43,602)</b>	<b>13,065</b>
<b>Balances at 1 April 2019</b>	56,667	(9,961)	46,706
<b>Total comprehensive loss</b>			
Loss for the year	-	(2,859)	(2,859)
<b>Balances at 31 March 2020</b>	56,667	(12,820)	43,847

# FINANCIAL HIGHLIGHTS

A summary of the results and of the assets, liabilities and equity of the Group for the last five financial years is as follows.

	2021 HK\$'000	Year ended 31 March			
		2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
<b>Results</b>					
Revenue	<b>2,564</b>	254,915	322,600	421,105	390,820
(Loss)/profit before income tax	<b>(16,609)</b>	(26,098)	(32,673)	(1,563)	(14,439)
Income tax (expenses)/credit	-	-	(724)	(215)	132
(Loss)/profit for the year	<b>(16,609)</b>	(26,098)	(33,397)	(1,778)	(14,307)
	2021 HK\$'000	As at 31 March			
		2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000
<b>Assets and liabilities</b>					
Current assets	<b>27,920</b>	41,991	86,021	137,137	175,442
Non-current assets	<b>12,671</b>	17,081	21,905	11,308	8,815
Total assets	<b>40,591</b>	59,072	107,926	148,445	184,257
Current liabilities	<b>(15,712)</b>	(14,597)	(39,913)	(49,502)	(63,334)
Non-current liabilities	<b>(361)</b>	(3,348)	(653)	(686)	(888)
Total liabilities	<b>(16,073)</b>	(17,945)	(40,566)	(50,188)	(64,222)
<b>EQUITY</b>					
Equity attributable to owners of the Company	<b>24,518</b>	41,127	67,360	98,257	120,035