



**SING LEE SOFTWARE (GROUP) LIMITED**

**新利軟件(集團)股份有限公司\***

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8076)



**2021**

**Annual Report 年報**

\* For identification purposes only 僅供識別



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## CORPORATE INFORMATION

### 公司資料

#### EXECUTIVE DIRECTORS

Hung Yung Lai (*Chairman*)  
Hung Ying (*Vice Chairman*)  
Lin Xue Xin (*Chief Executive Officer*)  
Cui Jian

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

Pao Ping Wing  
Thomas Tam  
Lo King Man

#### COMPANY SECRETARY

Tong Tsz Kwan, CPA, FCCA, FCIS, FCS

#### COMPLIANCE OFFICER

Hung Yung Lai

#### AUTHORISED REPRESENTATIVES

Hung Yung Lai  
Tong Tsz Kwan, CPA, FCCA, FCIS, FCS

#### AUDIT AND RISK MANAGEMENT COMMITTEE

Pao Ping Wing (*Chairman*)  
Thomas Tam  
Lo King Man

#### REMUNERATION COMMITTEE

Pao Ping Wing (*Chairman*)  
Hung Yung Lai  
Thomas Tam  
Lo King Man

#### NOMINATION COMMITTEE

Hung Yung Lai (*Chairman*)  
Pao Ping Wing  
Thomas Tam  
Lo King Man

#### AUDITOR

Deloitte Touche Tohmatsu  
Registered Public Interest Entity Auditors  
35/F One Pacific Place  
88 Queensway  
Hong Kong

#### 執行董事

熊融禮(*主席*)  
熊纓(*副主席*)  
林學新(*行政總裁*)  
崔堅

#### 獨立非執行董事

浦炳榮  
談國慶  
盧景文

#### 公司秘書

唐旨均 CPA, FCCA, FCIS, FCS

#### 監督主任

熊融禮

#### 法定代表

熊融禮  
唐旨均 CPA, FCCA, FCIS, FCS

#### 審核及風險管理委員會

浦炳榮(*主席*)  
談國慶  
盧景文

#### 薪酬委員會

浦炳榮(*主席*)  
熊融禮  
談國慶  
盧景文

#### 提名委員會

熊融禮(*主席*)  
浦炳榮  
談國慶  
盧景文

#### 核數師

德勤 • 關黃陳方會計師行  
註冊公眾利益實體核數師  
香港  
金鐘道88號  
太古廣場一座35樓



## CORPORATE INFORMATION

### 公司資料

#### PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited  
Bank of China (Hong Kong) Limited  
Bank of China, Hangzhou Branch  
Industrial and Commercial Bank of China, Zhejiang Branch

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

32nd Floor, Morrison Plaza  
5-9A, Morrison Hill Road  
Wanchai  
Hong Kong

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

16th Floor, Building 9  
West City Best Space  
No. 158, Zixuan Road  
Sandun, Xihu District  
Hangzhou, China

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton, HM11  
Bermuda

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

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

Tricor Abacus Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### GEM STOCK CODE

8076

#### WEBSITE ADDRESS

[www.singlee.com.cn](http://www.singlee.com.cn)

#### 主要往來銀行

中國工商銀行(亞洲)有限公司  
中國銀行(香港)有限公司  
中國銀行杭州分行  
中國工商銀行浙江省分行

#### 香港總辦事處及主要營業地點

香港  
灣仔  
摩利臣山道5-9A號  
天樂廣場32樓

#### 中國總辦事處及主要營業地點

中國杭州市  
西湖區三墩  
紫宣路158號  
西城博司銘座  
9幢16層

#### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton, HM11  
Bermuda

#### 主要股份過戶登記處

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

#### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東183號  
合和中心54樓

#### GEM股份代號

8076

#### 網址

[www.singlee.com.cn](http://www.singlee.com.cn)



## CHAIRMAN'S STATEMENT

### 主席報告

On behalf of the board of Directors (the “Board”) of Sing Lee Software (Group) Limited (the “Company”), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2021.

#### BUSINESS REVIEW

##### Overall Business of the Group in 2021

The pandemic continues to rage the world, and the global financial crisis triggered by the pandemic continues to unfold. Although China is gradually recovery, the extent of the impact on all industries and sectors is evident to all. As a result of the significant delay in the overall business of the bank last year in 2020, the relevant business units of the bank in the first half of this year have requested their suppliers to catch up with the work that was not completed last year, resulting in a significant increase in business development in the first half of the year compared to 2020. In the second half of the year, there were sporadic outbreaks in some provinces and cities, and the Group's business returned to a state of occasional interruptions from July onwards.

The rebound in the economy has led to an overall increase in workload. The Group's annual sales revenue for the year increased by 10% compared to the same period last year, while the overall cost increased by 10% compared to last year and the annual loss decreased by 56% compared to the same period last year. Despite the lack of profit, and the fact that it is still far from the net profit of RMB25,004,000 in 2019, the situation has improved significantly thanks to the efforts of our team. At the same time, we have achieved better results in product development ideas and re-development, and have been recognised by most of our bank customers, which is also a requirement for the overall strategic development of a core business and two complementary products.

Taking into account the direction of the future development of the general environment in Mainland China, in particular the trend of financial reform and localisation of all financial products in Mainland China, the Group has sold the Group's bank transaction service in order to achieve the goal of increasing capital, focusing investment, weathering the difficulties and making another breakthrough.

本人謹代表新利軟件(集團)股份有限公司(「本公司」)之董事會(「董事會」)，欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二一年十二月三十一日止年度之經審核財務業績。

#### 業務回顧

##### 本集團二零二一年整體業務情況

疫情在全球仍然不斷蔓延，而疫情所引發的全球金融危機一直在持續。中國雖然在逐步恢復之中，各行業受衝擊程度大家有目共睹。由於去年(二零二零年)銀行整體業務的大幅度延後，導致今年上半年銀行相關業務部門都提出要供應商追趕去年沒有完成的工作，從而使上半年的業務發展比二零二零年有了明顯的提高。下半年疫情所引發連續在部分省市造成小型再爆發，集團的業務由七月起又回到間歇的斷續狀態。

經濟的回暖使工作量整體有所增加，集團今年全年銷售收入比去年同期上升10%，整體成本比去年上升10%，全年虧損比去年同期減少56%。雖然沒有盈利，甚至離二零一九年集團純利潤人民幣25,004,000元有不小的距離，但是，憑藉團隊的努力，情況已有明顯好轉。同時，在產品發展思路、再研發上取得較好的效果，也得到大部分銀行客戶的認同，這也是「新一體雙翼」整體戰略發展的需求。

集團考慮到中國內地未來大環境發展的方向，尤其是中國內地金融再改革及金融產品全方位當地語系化趨勢，已出售集團銀行資金交易服務，以求達到一增加資金、集中投入、度過難關、再次突破的目標。





## CHAIRMAN'S STATEMENT

### 主席報告

With the continuous progress of the strategic development direction of “New One and Two Wings”, the gradual reopening and reconstruction of merchant branches, the post-pandemic shift in business model, and the increasing demand for online products from banks, the new payment form of Sing Lee Software has been given good opportunities for redevelopment, especially in the next few years when digital money will be developed and upgraded in all aspects, and the direction of research and development will tend to combine online and offline. Apart from the original payment products, the cloud version of MIS (payment software) was introduced to the market to meet the needs of the increasingly diversified payment process, involving overall aggregated payments, government-integrated payments (government industry process-based payments), smart hospitals and payments. Major projects include the Small and Micro Cloud Shop project collaborated by Sing Lee, CCB and Meituan, the “CCB Life” O2O platform, and the Upay payment system implemented in various hotel groups. At the same time, the Group has shifted its payment landscape from offline to online, such as working with banks and third parties to strengthen the overall process development. In addition, with state-owned banks’ development diminishing, it has become increasingly important for payment products to go further to small and medium-sized banks and small merchants, and the results are beginning to show that they are well prepared for the development and upgrade of digital money in the coming years.

隨著「新一體雙翼」戰略發展方向的不斷深入，商戶網點的逐步重啟及重建，疫情後商業模式的轉變，銀行對線上產品需求的不斷加大，使新利軟件的新支付形態得到良好的再發展機遇，尤其是未來數年數位貨幣的全方位發展及升級，研發方向更趨向線上線下的結合。除原有支付產品以外，把雲版mis（支付軟件）推向市場以適應越來越多元化的支付場景需求，整體涉及聚合支付、政融支付（政府行業場景化支付）、智慧醫院及支付等。重大專案包括新利、建行、美團合作的小微雲店項目、「建行生活」O2O平台、Upay支付系統落地各酒店集團等。同時，集團把支付場景由線下轉往線上，比如和銀行及協力廠商一起深化整體場景建設。另外，在國有銀行相關發展有所收縮的情況下，支付產品進一步走向中小銀行及小商戶已越來越重要，同時也初見成效，為未來數年的數位貨幣發展及升級做好全方位準備。



## CHAIRMAN'S STATEMENT

### 主席報告

Outsource service business of bank merchants in a core business and two complementary products of the Group will cover 19 provincial branches in 13 provinces by the end of this year. These include ICBC, Agricultural Bank of China, CCB and Post and Reserve Bank, covering major economic provinces such as Zhejiang, Jiangsu, Guangdong and Sichuan, as well as provinces with policy advantages such as Northwest China, Xinjiang and Guizhou. The business has evolved from mainly maintaining hardware devices to a model of “building on the existing business and developing value-added services as the core”. These value-added services are the core of the future merchant services, such as instalment loans for bank merchants, QR code development and other marketing services. At the same time, the direction and efficiency of merchant outsourcing services will be well aligned with the development of the payment business towards small merchants and the consumers. The pandemic has made the integration of online and offline marketing models the mainstream development direction in the future, and the Group will gradually withdraw from provincial lines that are unprofitable or have excessively low profits and no further development prospects next year. However, the service will insist on the development direction of “continuously expanding the offline market, reinforcing value-added services, strengthening cooperation with banks and developing merchant services business with precise objectives”, gradually combining the original under-concentrated business in the strategic development, so that the combination of bank commercial outsourcing services and payment products will become the core of the Group's strategic development.

Meanwhile, Sing Lee has been developing the payment industry in China for nearly 30 years and has witnessed the changes and ups and downs of the financial payment industry in China, with the People's Bank of China taking the lead in introducing the digital money pilot to the market in 2020. Just as the development of the Greater Bay Area is the second wave of reform in China, digital money is the second wave of financial and monetary reform and one of the Group's key strategic developments for the future, giving the Group a great opportunity to redevelop the payment sector.

「新一體雙翼」中銀行商戶外包服務業務到今年年底集團服務涉及13個省份19個省分行，其中以工行、農行、建行及郵儲銀行等為主，涵蓋浙江、江蘇、廣東、四川等經濟大省，也有像西北、新疆、貴州等有政策優勢省份，業務從原來以維護硬體機具為主，逐步發展為「以原有業務為基礎，增值服務發展為核心」的模式，增值服務以銀行商戶分期貸款、支付二維碼拓展及其他行銷類服務等，而此類增值服務正是未來商戶服務的核心。同時，商戶外包服務的發展方向及效率將很好地配合支付業務走向小商戶及c端。疫情使線上線下融合的推廣模式將成為未來主流發展方向，集團明年將逐步退出不盈利或利潤太低且看不到進一步發展希望的省行，但是服務將堅持以「不斷拓展線下市場，深化增值服務，強化和銀行合作，目標精準地發展商戶服務業務」為發展方向，把原來不夠集中的業務在戰略發展中逐步結合起來，使銀行商戶外包服務和支付產品相結合，成為集團戰略發展的核心。

同時，新利在中國的支付領域發展了近30年，見證了中國金融支付行業的變遷和起伏，人民銀行牽頭的數位貨幣試點已於二零二零年推向市場，這就像大灣區發展是國內第二波改革一樣，數位貨幣就是金融貨幣改革的第二波，也是集團未來的主要戰略發展之一，使集團迎來了支付領域再發展的好機遇。





## CHAIRMAN'S STATEMENT

### 主席報告

#### FUTURE OUTLOOK

Payment + Outsourcing Services are still the core of Sing Lee, and the services for small and medium-sized merchants and new payment process evolved from the Group's traditional operations will be our main sources of big data. On this basis, the Group will form a new OFFLINE TO ONLINE (O2O) model with its own characteristics. Meanwhile, the development of mixed business portfolio will be better aligned to the overall requirements of the financial environment.

The Group will continue to implement stringent cost control and strengthen the risk control in the overall and various businesses so as to achieve a sound cycle of "broadening sources of income and reducing expenses".

#### ACKNOWLEDGEMENT

On behalf of the board of Directors, I would like to express sincere gratitude to all shareholders for their support and to all employees for their loyalty and dedication. In addition, I would also like to extend heartfelt appreciation to our customers, partners, suppliers and bankers for their trust and support.

**Hung Yung Lai**

*Chairman*

23 March 2022

#### 未來展望

支付+外包服務仍然是新利的核心，由集團傳統業務延伸出來面向中小商戶的服務和新支付場景將是集團大資料的重要來源，在此基礎上，形成有新利特色的OFFLINE TO ONLINE運維模式。同時，新組合拳形式的發展將更為貼近整體金融環境的發展需求。

本集團將繼續嚴格控制成本，並加強整體及各項業務的風險監控，達到「開源節流」的良性循環。

#### 致謝

本人謹代表董事會向一直支持本集團之所有股東及忠誠勤奮之員工致謝。此外，本人亦謹此就本集團客戶、合作夥伴、供應商及往來銀行對本集團之信心及信任，致以衷心感謝。

*主席*

**熊融禮**

二零二二年三月二十三日

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FINANCIAL REVIEW

The Group is principally engaged in the development and sales of information and network technologies and services to the financial industry in the People's Republic of China (the "PRC").

Revenue of the Group comprises of:

For the year ended 31 December 2021 ("the financial year"), the Group recorded a total revenue of approximately RMB94,408,000, an increase of 10% as compared to the same period of last year (2020: approximately RMB85,535,000).

#### 財務回顧

本集團主要在中華人民共和國(「中國」)從事開發及銷售有關金融業的信息、網絡科技及服務。

本集團的營業額包括：

截至二零二一年十二月三十一日止年度(「呈報年度」)，本集團錄得銷售收入約為人民幣94,408,000元，較去年同期上升10%(二零二零年：約人民幣85,535,000元)。

		Revenue 營業額	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Sales of software products	銷售軟件產品	5,038	6,320
Sales of related hardware products	銷售相關硬件產品	2,827	2,065
Provision of technical support services	提供技術支援服務	86,543	77,150
		94,408	85,535

The increase in the turnover of the Group was mainly attributable to the increase of 12% in the revenue of the Group's provision of technical support services when compared to the same period of last year. The total revenue for the year 2021 mainly came from the provision of technical support services. The source of total revenue for the year 2021 was the same as that for the year of 2020.

Cost of sales for the year ended 31 December 2021 is increased by 19% to approximately RMB93,492,000 (2020: approximately RMB78,776,000). Cost of sales increased was mainly attributable to increase in staff cost. The Group's overall gross profit margin was approximately 1% (2020: approximately 8%).

本集團營業額上升主要由於本集團提供技術支援服務與去年同期比較上升約12%所致。本集團二零二一年度的收入主要來自於提供技術支援服務。二零二零年度的收入來源與本年度一致。

截至二零二一年十二月三十一日止年度，本集團銷售成本上升至約人民幣93,492,000元(二零二零年：約人民幣78,776,000元)，上升19%。銷售成本上升的主要原因是員工成本上升。本集團的整體毛利率約為1%(二零二零年：約8%)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Administrative expenses for the year ended 31 December 2021 is decreased by 7% to approximately RMB14,640,000 (2020: approximately RMB15,797,000). The decrease in administrative expenses was mainly attributable to the disposal of a subsidiary during the year of 2021. Distribution and selling expenses for the year ended 31 December 2021 is decreased by 23% to approximately RMB9,274,000 (2020: approximately RMB12,037,000). The decrease in distribution and selling expenses was mainly due to our effective cost control measures and disposal of a subsidiary during the year of 2021. Other income mainly included refund of value added tax, grants and interest income; and other gains and losses mainly included exchange differences, fair value changes in financial assets at fair value through profit or loss and gain on disposal of a subsidiary.

Research and development expenses for the year ended 31 December 2021 is decreased by 13% to approximately RMB8,180,000 (2020: approximately RMB9,388,000). The decrease in research and development expenses was mainly due to the disposal of a subsidiary during the year of 2021.

Loss amounted to approximately RMB13,768,000 (2020: approximately RMB31,204,000), decrease of 56% as compared to the same period of last year, and such decrease in loss was mainly attributable to (i) increased in revenue and (ii) the gain on disposal of a subsidiary during the year ended 31 December 2021 which was absent during the year ended 31 December 2020.

Hangzhou Singlee Technology Company Limited (“Singlee Technology”), a subsidiary of the Company, was established in Hangzhou, PRC, is regarded as a High and New Technology Enterprise and is therefore entitled to 15% preferential tax rate for PRC enterprise income tax. According to the PRC Enterprise Income Tax Law, the applicable tax rate of Hangzhou Singlee Software Company Limited (“Singlee Software”), and Xin Yintong Technology Co., Ltd. (“Xin YinTong”) is 25% for the years ended 31 December 2021 and 2020.

Property, plant and equipment comprise mainly the Group’s owned properties, leasehold improvements, computer and related equipment and motor vehicles. Decrease of 12% is mainly attributable to impairment losses recognised in addition to usual depreciation.

Intangible assets comprise mainly the Group’s capitalised development costs. Decrease of 100% is mainly attributable to the Group’s disposal of a subsidiary during the year and impairment losses recognised in addition to usual amortization.

截至二零二一年十二月三十一日止年度，管理費用約為人民幣14,640,000元(二零二零年：約人民幣15,797,000元)，下跌7%。管理費用下跌主要原因是由於二零二一年年度出售一間附屬公司所致。截至二零二一年十二月三十一日止年度，分銷及銷售費用約為人民幣9,274,000元(二零二零年：約人民幣12,037,000元)，下跌23%。分銷及銷售費用下跌的主要原因是由於實施了各項有效的節流方案及二零二一年年度出售一間附屬公司所致。其他收入主要包括增值稅返還、補貼及利息收入。另外，其他收益及虧損主要包括匯兌變動、按公允值計入損益之金融資產之公允值變動及出售一間附屬公司的收益。

截至二零二一年十二月三十一日止年度，研發費用約為人民幣8,180,000元(二零二零年：約人民幣9,388,000元)，下跌13%。下跌主要原因是由於二零二一年年度出售一間附屬公司所致。

本集團於二零二一年十二月三十一日止年度錄得虧損約為人民幣13,768,000元(二零二零年：約人民幣31,204,000元)，較去年同期下跌56%。有關虧損減少乃主要由於(i)收入增加及(ii)截至二零二一年十二月三十一日止年度之出售一家附屬公司的收益，而截至二零二零年十二月三十一日止年度並無此收益。

杭州新利科技有限公司(「新利科技」)為本公司於中國杭州成立之附屬公司，獲認定為高新技術企業，獲得中國企業所得稅15%優惠稅率。根據中國企業所得稅法，截至二零二一年及二零二零年十二月三十一日止年度，杭州新利軟件有限公司(「新利軟件」)及新銀通科技有限公司(「新銀通」)之適用稅率為25%。

物業、廠房及設備主要包括本集團的自置物業、租賃物業裝修、電腦及相關設備及車輛。下跌12%是由於除正常折舊外，主要是確認減值虧損所致。

無形資產主要包括已資本化的開發費用。下跌100%是由於除正常攤銷外，主要是因為本年度本集團出售了一間附屬公司及確認減值虧損所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Trade receivables and contract assets decrease mainly attributable to the Group's disposal of a subsidiary during the year. During the year under review, the trade receivables and contract assets turnover (the average of the trade receivables balance and contract assets at the beginning and the end of the year divided by the total revenue of the year times 365 days) decreased by 118 days to 165 days (2020: 283 days). The Group's customers are generally granted with credit period ranging from 120–180 days. The Group will continue to exercise due care in managing the credit exposure.

Borrowings amounted to approximately RMB30,368,000 as at 31 December 2021 (2020: approximately RMB63,789,000), representing a decrease of 52%, which is mainly attributable to the repayment of unsecured director's loans and secured bank loans. The borrowings would be used for general corporate purposes including working capital.

We will continue striving our best to increase sales and strengthen our cost control measures. With the products of our Group becoming more mature in the market and the effective cost control, we expect that financial results of the Group would be further improved in the coming year.

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

The operating expenditures of the Group are funded by cash flow from operations and borrowings. The Group has adequate sources of funds to meet its future working capital requirements.

As at 31 December 2021, the Group held cash and cash equivalents denominated in RMB, US dollars and HK dollars, amounted to approximately RMB44,976,000 (2020: approximately RMB58,358,000), representing a decrease of approximately 23% as compared with the end of previous year, which was mainly due to repayment of borrowings. The Group's current ratio, based on total current assets over total current liabilities, as at 31 December 2021 was approximately 3 times (2020: approximately 3 times).

The Group's net cash outflow for the year ended 31 December 2021 approximately amounted to RMB13,382,000 (2020: approximately RMB17,812,000).

應收貿易賬款及合約資產下跌主要是因為本年度本集團出售了一間附屬公司所致。於回顧年內，應收貿易賬款及合約資產周轉天數（年初及年末的應收貿易賬款及合約資產平均結餘除以全年總收益乘以365天）減少118天至165天（二零二零年：283天）。本集團給予客戶之信貸期一般介乎120至180天不等。本集團將持續地審慎管理信貸風險。

於二零二一年十二月三十一日的借貸約為人民幣30,368,000元（二零二零年：約人民幣63,789,000元），下跌52%主要是由於年內償還無抵押董事貸款及有抵押銀行貸款。所得借貸將用作一般企業用途，包括作為營運資金。

本集團將繼續努力，於加大營銷力度的同時，將繼續各項節流方案的實施。隨著本集團產品於市場漸趨成熟，以及各項成本費用的控制，未來一年的業績將會進一步改善。

### 流動資金、財務資源及資產負債比率

本集團營運之資金來源為業務營運之現金收入及借貸。本集團擁有足夠之資金來源以滿足營運資金之需求。

於二零二一年十二月三十一日，本集團持有人民幣、美元及港元的現金及現金等價物約為人民幣44,976,000元（二零二零年：約人民幣58,358,000元），比上年末減少約23%，主要是因為本集團償還貸款所致。於二零二一年十二月三十一日，本集團之流動比率（界定為流動資產總額除以流動負債總額計算）約為3倍（二零二零年：約3倍）。

截至二零二一年十二月三十一日止年度，本集團現金流出淨額約為人民幣13,382,000元（二零二零年：約人民幣17,812,000元）。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

At 31 December 2021, the Group had the following outstanding borrowings:

於二零二一年十二月三十一日，本集團的未償還借款如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Fixed-rate borrowings:	定息借貸：		
Unsecured loans from a director	無抵押董事借貸	18,368	44,789
Secured bank borrowings	有抵押銀行借貸	9,000	15,000
Unsecured bank borrowings	無抵押銀行借貸	3,000	4,000
		30,368	63,789

The borrowings' contractual maturity dates are as follows:

借貸合約到期日如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	1年內	12,461	20,668
Between one to two years	1至2年	–	10,429
Between two to five years	2至5年	45	1,460
More than five years	5年後	17,862	31,232
		30,368	63,789

The loans from a director of approximately RMB17,862,000 (2020: RMB43,854,000) are denominated in HK dollars, other borrowings are denominated in the functional currency of the respective group entity.

董事借貸約人民幣17,862,000元(二零二零年：約人民幣43,854,000元)以港元計值，其他借貸乃以相關集團實體之功能貨幣計值。

During the year 2020, the Group entered into two revolving loan facility agreements with a bank with a total credit amounts of RMB15,000,000. The maturity date of the two revolving loan facilities is on 6 July 2025 and 22 July 2025 respectively. These two revolving loan facilities were utilised amounted to RMB9,000,000 as at 31 December 2021. The unutilised facility would be utilised as the working capital.

於二零二零年期間，本集團與一間銀行訂立兩項合共信貸額度為人民幣15,000,000元的循環信貸協議。該等協議的到期日分別為二零二五年七月六日及二零二五年七月二十二日。於二零二一年十二月三十一日，該等協議已獲動用人民幣9,000,000元。該等協議未獲動用的將用作本集團之營運資金。

No interest was capitalised by the Group during the year (2020: Nil).

於本年度，本集團並無資本化利息(二零二零年：零)。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The gearing ratio of the Group, based on total liabilities over total assets, as at 31 December 2021 was approximately 48% (2020: approximately 57%). The Group has confident that gearing ratio can improve in the coming year.

#### CAPITAL STRUCTURE

During the year ended 31 December 2021, 122,687,000 share options were lapsed and expired. During the year ended 31 December 2020, 17,794,000 share options were lapsed and expired.

Save as disclosed above, the Company had no other changes in capital structure during the year ended 31 December 2021.

#### ACQUISITION AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

##### Disposal of a subsidiary of the Company

On 26 March 2021, the Transferor (Hangzhou Singlee Technology Company Limited, an indirect wholly-owned subsidiary of the Company), the Transferee and Hangzhou Hengxin Lirong Software Company Limited ("Hangzhou HL", an indirect wholly-owned subsidiary of the Company established on 20 January 2021) entered into the equity transfer agreement, pursuant to which the Transferor has conditionally agreed to sell and the Transferee has conditionally agreed to purchase the entire equity interest in Hangzhou HL. The Group completed such disposal on 24 May 2021. For details, please refer to the relevant announcements and circular published by the Company on 26 March 2021, 5 May 2021 and 24 May 2021 respectively.

Save as disclosed in this report, the Company did not have any other significant acquisition and disposals of subsidiaries and affiliated companies for the year ended 31 December 2021.

#### RISK MANAGEMENT

The Group has established and maintained sufficient risk management procedures to identify and control various types of risk within the organisation and the external environment with active management participation and effective internal control procedures in the best interest of the Group and its shareholders.

於二零二一年十二月三十一日，本集團資產負債比率（界定為負債總額除以資產總額）約為48%（二零二零年：約57%）。本集團有信心未來一年資產負債比率將會改善。

#### 資本結構

截至二零二一年十二月三十一日止年度，122,687,000份購股權已失效及到期。截至二零二零年十二月三十一日止年度，17,794,000份購股權已失效及到期。

除上文所披露者外，截至二零二一年十二月三十一日止年度，本公司並無其他資本結構變動。

#### 附屬及關聯公司收購及出售

##### 出售本公司的一間附屬公司

於二零二一年三月二十六日，轉讓方（杭州新利科技有限公司，本公司之間接全資附屬公司）、受讓方及杭州恒新利融軟件有限公司（「杭州恒新利融」，於二零二一年一月二十日註冊成立的本公司之間接全資附屬公司）訂立股權轉讓協議，據此，轉讓方有條件同意出售而受讓方有條件同意購買杭州恒新利融的全部股權。本集團於二零二一年五月二十四日完成有關出售。有關詳情請參見本公司分別於二零二一年三月二十六日、二零二一年五月五及二零二一年五月二十四日刊登的有關公告及通函。

除本報告所披露者外，截至二零二一年十二月三十一日止年度，本集團並無重大收購或出售附屬及關聯公司。

#### 風險管理

本集團已建立及保持足夠風險管理程序，輔以管理層之積極參與及有效之內部監控程序，以找出及控制公司內部及外圍環境現存之多種風險，符合本集團及其股東之最佳利益。





## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### SEGMENTAL INFORMATION

The Group's revenue segmented on types of goods or services delivered or provided:

- (a) Sales of software products
- (b) Sales of related hardware products
- (c) Provision of technical support services

For the year ended 31 December 2021, provision of technical support services remained the principal source of revenue of the Group. This services revenue accounted for 92% (2020: 90%) of Group revenue.

For the year ended 31 December 2021, the Group recorded revenue from sales of related hardware products and provision of technical support services increase of 37% and 12% respectively as compared to the same period of last year. Increase in contracts is the main factor leading to the revenue increased. Revenue from sales of software products decrease of 20% as compared to the same period of last year. Decrease in contracts is the main factor leading to the revenue decreased.

Segment loss is approximately RMB27,379,000 (2020: approximately RMB31,152,000).

Details of segment information are presented for the Group as disclosed in note 6 to the consolidated financial statements.

#### EMPLOYEE INFORMATION

As at 31 December 2021, the Group had 1,008 employees (2020: 965 employees), including both the PRC and Hong Kong employees. Remuneration and bonus policy are basically determined by the performance of the individual employees and financial results of the Group. Total staff costs for the year amounted to approximately RMB84,602,000 (2020: approximately RMB74,334,000).

The Group adopted a share option scheme, details of which were set out in the "Report of the Directors".

#### CHARGE ON GROUP ASSETS

As at 31 December 2021, certain properties of the Group located in Hangzhou with an aggregate net carrying amount of approximately RMB8,901,000 (2020: approximately RMB9,448,000) were used to secure the banking facilities.

#### 分部資料

本集團按各類已交付貨品或所提供服務劃分銷售收入：

- (a) 銷售軟件產品
- (b) 銷售相關硬件產品
- (c) 提供技術支援服務

於截至二零二一年十二月三十一日止年度，提供技術支援服務仍為本集團主要收入來源。此服務收入來源佔本集團營業額的92%(二零二零年：90%)。

截至二零二一年十二月三十一日止年度，本集團錄得銷售相關硬件產品及提供技術支援服務收入分別較去年同期上升約37%和12%，主要原因是銷售合約上升所致。銷售軟件產品的收入較去年同期下跌約20%，主要原因是銷售合約下跌所致。

分部虧損約人民幣27,379,000元(二零二零年：約人民幣31,152,000元)。

本集團的分部資料詳情載於綜合財務報表附註6。

#### 僱員資料

於二零二一年十二月三十一日，本集團僱有1,008名員工(二零二零年：965名員工)，分佈於中國內地及香港。本集團酬金及花紅政策乃按個別員工及集團盈利表現而釐定。截至二零二一年十二月三十一日止年度，員工成本約為人民幣84,602,000元(二零二零年：約人民幣74,334,000元)。

本集團已採納一項購股權計劃，詳情請參閱「董事報告書」。

#### 資產抵押

於二零二一年十二月三十一日，本集團位於杭州賬面淨值合共約人民幣8,901,000元(二零二零年：約人民幣9,448,000元)的若干物業已用作銀行融資的抵押。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### FUTURE PLANS FOR MATERIAL INVESTMENTS AND EXPECTED SOURCE OF FUNDING

Details of the Group's future plans for material investments or capital assets and their expected source of funding have been stated in the Company's prospectus dated 30 August 2001 under the sections headed "Statement of Business Objectives" and "Reasons for the New Issue and Use of Proceeds" respectively.

#### EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group's revenue generating operations are mainly transacted in RMB. The Directors consider the impact of foreign exchange exposure to the Group is minimal.

#### CONTINGENT LIABILITIES

As at 31 December 2021, the Group did not have any material contingent liabilities (2020: Nil).

#### ENVIRONMENTAL POLICIES AND PERFORMANCE

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group adheres to the principle of Recycling and Reducing. It implements green office practices such as make use of water efficiently, double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance. The Group is also using office equipment carrying Energy Label issued by the Electrical and Mechanical Services Department which save energy in the offices.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses to move towards adhering the 3Rs – Reduce, Recycle and Reuse and enhance environmental sustainability.

#### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2021, there was no incidence of non-compliance with the relevant laws and regulations of the places in which the Group operates that which has significant impact on the business operations of the Group.

#### 未來重大投資或購入資本資產計劃詳情

本集團未來重大投資或購入資本資產的詳情計劃，並預計如何就上述計劃融資的詳情已列載於本公司二零零一年八月三十日的招股章程「業務目標聲明」及「發行新股的原因及所得款項用途」內。

#### 匯率風險

本集團絕大部份創造收入的業務都是以人民幣進行交易。董事認為本集團之外匯風險甚低。

#### 或有負債

於二零二一年十二月三十一日，本集團並無任何重大或有負債(二零二零年：無)。

#### 環境政策及表現

本集團在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保，並推動僱員提升環保意識。本集團堅守循環再用及減廢的原則，實施各項綠色辦公室措施，例如精明用水、雙面打印及複印、設置回收箱、提倡使用環保紙及透過關掉閒置的電燈及電器以減少耗能。本集團亦使用貼有機電工程署發出能源標籤的辦公室設備，以在辦公室內節省能源。

本集團將不時檢討其環保工作，並將考慮在本集團的業務營運中實施更多環保措施及慣例，以堅守3R原則(即減廢(Reduce)、再造(Recycle)及再用(Reuse))為目標，加強環境的可持續性。

#### 遵守相關法律及法規

截至二零二一年十二月三十一日止年度內，本集團於其經營所在地概無發生不遵守相關法律及法規而對本集團經營業務造成重大影響。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus the Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with business partners and bank enterprises to achieve its long-term goals. Accordingly, our senior management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year, there was no material and significant dispute between the Group and its business partners or bank enterprises.

The Group collaborates with responsible suppliers to provide quality goods with competitive pricing. To this end, the Group implements policies on supply chain management to ensure fair suppliers selection procedures. The suppliers should fulfill the requirements in the supplier screening procedures and the Group's experienced employees ensure those goods received from the suppliers meet the Group's expectation.

#### KEY 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 followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

##### Market Risks

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices, like foreign exchange rates, interest rates and equity prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### 與持份者之間的關係

本公司認同，僱員是我們的寶貴資產。故此，本集團提供具競爭力的薪酬待遇，以吸引並激勵僱員。本集團定期檢討僱員的薪酬待遇，並會因應市場標準而作出必要的調整。

本集團亦明白，與商業夥伴及銀行企業保持良好商業關係，是我們達成長遠目標的要素。故此，高級管理層會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務資料。年內，本集團與商業夥伴或銀行企業之間並沒有重大而明顯的糾紛。

本集團與負責任的供應商合作以具競爭力的價格提供優質的貨品。就此，本集團於供應鏈管理方面實施確保公平挑選供應商程序的政策。供應商應符合供應商篩選程序的要求，而本集團具經驗的僱員則確保供應商提供的貨品符合本集團的預期要求。

#### 主要風險及不明朗因素

本集團的財務狀況、營運業績及業務前景可能受到與本集團業務直接或間接相關的許多風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

##### 市場風險

市場風險乃因市場價格(即匯率、利率及股價)變動而使盈利能力受損或影響達成業務目標的能力的風險。本集團管理層對該等風險進行管理及監控，以確保能及時有效採取適當措施。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Foreign Exchange Rates Risk

The Group's assets and liabilities were denominated in Renminbi, Hong Kong dollars ("HKD") and United States dollars ("USD"), in view of the potential HKD and USD exchange rate fluctuation the Group undertake foreign exchange rate risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

#### Interest Rate Risk

For interest-sensitive products and investments, the Group analyses its interest rate exposure on a dynamic basis and considers managing this risk in a cost-effective manner when appropriate, through variety of means.

#### Liquidity Risk

Liquidity risk is the potential that the Group will be unable to meet its obligations when they fall due because of an inability to obtain adequate funding or liquidate assets. In managing liquidity risk, the Group monitors cash flows and maintains an adequate level of cash and cash equivalent to ensure the ability to finance the Group's operations and reduce the effects of fluctuation in cash flows. The management of the Group monitors the utilisation of borrowings and ensures compliance with all the loan limits or covenants (where applicable) on any of its borrowing facilities.

#### Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

#### Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of the Group would be submitted to the Board.

#### 外匯風險

由於本集團的資產及負債以人民幣、港元及美元計值，考慮到港元及美元匯率波動使本集團須承擔外幣風險。本集團目前並無任何外幣對沖政策。然而，管理層會監察外匯風險，必要時考慮對沖重大的外幣風險。

#### 利率風險

對於利息敏感型產品及投資，本集團以動態基準分析其利率風險，並考慮適當時透過各種手段以成本效益方式管理該風險。

#### 流動資金風險

流動資金風險即是本集團由於未能取得充足資金或變現資產，在責任到期時未能履約的可能性。管理流動資金風險時，本集團監察現金流量，並維持充足之現金及現金等價物水平，以確保能為本集團營運提供資金及降低現金流量波動之影響。本集團管理層監察借款之使用，務求確保符合所有銀行信貸的借貸上限或協定條款(如適用)。

#### 營運風險

營運風險指因內部程序、人員或制度不足或缺失，或因外部事件導致之損失風險。管理營運風險之責任基本上由各個功能之分部及部門肩負。本集團之主要功能經由本身之標準營運程序、權限及匯報框架作出指引。管理層將會定期識別及評估主要之營運風險，以便採取適當風險應對。

#### 投資風險

投資風險乃界定為任何某項投資相對其預期回報發生虧損的可能性。投資框架的主要考慮因素為平衡各類投資之風險及回報，因而風險評估乃投資決策過程中的重要一環。本集團已設立適當的授權制度，並會於批准投資前進行詳細分析。本集團之投資項目進度會定期更新，並向董事會匯報。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Manpower and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel.

#### Business Risk

Performance of the Group's core business will be affected by various factors, including but not limited to economic conditions, performance of property markets in regions where our investments locate, the performance of the fund managers for our invested funds, which would not be mitigated even with careful and prudent investment strategy and strict procedure.

#### Cyber Attack and Security Risk

The Group could be impacted negatively if it sustains cyberattacks and other data security breaches that disrupt its operations or damage its reputation. For example, various information and sensitive or confidential data relating to its operations may be subject to attack from hackers and other malicious software programs that attempt to exploit any security vulnerability in its system; Sophisticated software and applications that it produces may contain "bugs" that could unexpectedly interfere with the operation of the system or may present unidentified security risk; Misappropriation of sensitive or confidential data about its customers could lead the Group to loss of reputation, and exposure to potential litigation and liability. The Group will continue to enhance IT security and security information awareness and comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards, or contractual obligations.

#### Intellectual Property Risk

The Group could suffer if it does not develop and protect its own intellectual property. The Group will take full advantage of legal protections by applying for software copyright. For licensed Intellectual Property, take appropriate steps to assure its continued validity.

#### 人力供應及留聘人才之風險

本集團可能面臨無法吸引及留聘具備適當及所需技能、經驗及才能之主要人員及人才的風險，這些主要人員及人才均是達致本集團業務目標所需之因素。本集團將為合適人選及人員提供具吸引力的薪酬方案。

#### 業務風險

本集團核心業務的表現將受到多種因素的影響，包括但不限於經濟狀況、本集團投資所在地區物業市場的表現、我們所投資基金的基金經理的表現等，即使實施周詳審慎的投資策略及嚴格的程序，亦未必能減輕該等影響。

#### 網絡攻擊及安全風險

倘若本集團遭受網絡攻擊及其他數據安全方面的侵犯，導致其業務運營中斷或聲譽受到損害，則其運營可能會受到不利影響。例如各種與業務有關的資料及敏感或機密數據，可能會受到駭客及其他有害軟件程式的攻擊，試圖查找系統的任何安全性漏洞；自行研發的作業系統及應用程式中可能存在「設計缺陷」，可能會擾亂系統運行，從而引發安全風險；洩露客戶敏感或機密資訊等，可能影響本集團聲譽，面臨法律訴訟。本集團將繼續提高資訊技術安全及資料安全意識；及遵守法律、法規、行業準則或合約責任施加的強制性隱私和安全標準及協議。

#### 知識產權風險

倘若本集團不能開發及保護自有知識產權，則本集團的運營將會受到影響。本集團將通過申請軟件著作權來充分利用法律保護。對於已獲授權的知識產權，採取適當措施確保其持續有效性。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROSPECTS OF NEW PRODUCTS

Please refer to the “Chairman’s Statement” for a discussion on this.

### 新產品的前景

有關討論請參閱「主席報告」中的討論。

### FIVE YEARS FINANCIAL SUMMARY OF THE GROUP

### 五個年度的財務概要

		Year ended 31 December 2021 截至二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2020 截至二零二零年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2019 截至二零一九年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2018 截至二零一八年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2017 截至二零一七年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	銷售收入	94,408	85,535	129,675	114,088	79,168
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利	(13,768)	(31,204)	25,004	22,203	15,798
Total assets	資產總值	100,082	151,196	192,474	152,558	107,905
Total liabilities	負債總值	(48,102)	(85,448)	(95,522)	(102,174)	(82,555)
Net assets	資產淨值	51,980	65,748	96,952	50,384	25,350





## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### EXECUTIVE DIRECTORS

**Mr. Hung, Yung Lai**, aged 77, the Chairman of our Group and the director of Strategic Development Committee. Mr. Hung, who graduated from Shanghai Conservatory of Music, is also among the founders of the Group. He is in possession of more than 30 years' company management and strategy programming experience and over 20 years' successful experience in managing high-tech companies; hence he is familiar with the China business management and marketing planning. Mr. Hung is now in charge of the Group's macrostrategy and the enterprise's development.

**Mr. Cui, Jian**, aged 68, a Director of our Group. Mr. Cui is one of the founders of Hangzhou Singlee Software Co., Ltd. and has been working for our Group since its founding in 1993. Mr. Cui is responsible for the investment programming of the Group. Before joining the Group, he used to work for China Hangzhou Automatization Research Institute and Hangzhou Huayuan Computer Application Research Institute as director and president of their Developing Departments.

**Mr. Hung, Ying**, aged 52, a Director and Vice Chairman of our Group. He had been the deputy general manager of Hangzhou Singlee Technology Co., Ltd. and Hangzhou Singlee Software Co., Ltd of the Group from April 2007 to April 2011. Prior to joining the Group, he had worked as the marketing director and general manager in Beijing San Ding Ti Lian Network Technology Company Limited from May 2001 to December 2005. Mr. Hung graduated in information, social and management sciences (majoring in business administration) from University of Paisley and obtained an EMBA from Peking University. Mr. Hung has several years of experiences in management, and is specialised in market planning and sales. Mr. Hung is the son of Mr. Hung Yung Lai, the chairman and executive director of the Company.

**Mr. Lin, Xue Xin**, aged 46, a Director and Chief Executive Officer of our Group. Mr. Lin has 20 years of experience in the field of computer technology. He obtained his bachelor degree of Computer Science and Technology from People's Liberation Army Polytechnic University in 2009. Mr. Lin joined the Group since 2000 and was appointed as the general manager of Hangzhou Singlee Technology Co., Ltd, a subsidiary of the Company, in May 2011. Between 2010 and 2012, Mr. Lin was also employed as a technology expert in UnionPay.

#### 執行董事

**熊融禮先生**，77歲，本集團主席兼戰略發展委員會董事。熊先生亦是本集團的創辦人之一，畢業於上海音樂學院。他擁有逾三十多年公司管理及策略規劃經驗及二十多年成功管理高科技公司的經驗，故此，對中國業務的管理及市場策劃十分熟悉。熊先生現負責本集團整體策略及企業發展。

**崔堅先生**，68歲，本集團董事。崔先生為杭州新利軟件有限公司的創辦人之一，並自本集團於一九九三年成立以來已為本集團服務。崔先生負責本集團的投資策劃工作。加入本集團之前，他曾在中國杭州自動化研究所及中國杭州華遠微機應用研究所擔任發展部董事及總裁。

**熊纓先生**，52歲，本集團董事及副主席。彼於二零零七年四月至二零一一年四月期間為本集團杭州新利科技有限公司及杭州新利軟件有限公司副總經理，於加入本集團之前，熊先生於二零零一年五月至二零零五年十二月期間於北京三鼎體聯網路科技有限公司擔任市場總監及總經理職務。熊先生於University of Paisley資訊、社會及管理科學系(主修工商管理)畢業，及後獲取北京大學EMBA學位，熊先生具有數年的公司管理經驗，尤其擅長於市場策劃及銷售。熊先生乃為本公司主席及執行董事熊融禮先生之兒子。

**林學新先生**，46歲，本集團執行董事及行政總裁。林先生在計算機技術領域擁有20年經驗。彼於二零零九年獲得中國人民解放軍理工大學計算機科學與技術學士學位。林先生自二零零零年加入本集團，並於二零一一年五月被本公司的附屬公司杭州新利科技有限公司任命為總經理。二零一零年至二零一二年，林先生還被聘為銀聯技術專家。

## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS AND AUDIT AND RISK MANAGEMENT COMMITTEE

**Mr. Pao, Ping Wing, JP**, aged 74, was appointed as an independent non-executive director of the company in December 2003. In the past years, he had been actively serving on government policy committees and authorities, including those relating to town planning, urban renewal, public housing and environment matters. He has been appointed as a Justice of the Peace of Hong Kong since 1987. He was an ex-urban councilor. He obtained a Master of Science Degree in Human Settlements Planning and Development from the Asian Institute of Technology in Thailand in 1980. He was elected as one of the Ten Outstanding Young Persons of Hong Kong in 1982 and one of the Ten Outstanding Young Persons of the World in 1983. Mr. Pao is a Hon. Fellow of the Hong Kong Institute of Housing. He is an independent non-executive director of Oriental Enterprise Holdings Limited, Capital Environmental Holdings Limited, Zhuzhou CRRC Times Electric Co., Ltd., Soundwill Holdings Limited and Maoye International Holdings Limited, all of which are listed on the Stock Exchange.

**Mr. Thomas Tam**, aged 74, an independent non-executive director of the Group, is the fellow member of the Hong Kong Institute of Certified Public Accountants. He was the founding partner of Wongs & Tam, Certified Public Accountants, a public accounting firm in Hong Kong, set up in 1978 and is now a consultant of the accounting firm.

**Mr. Lo, King Man, JP, SBS, BBS**, aged 84, an independent non-executive director of the Group. Mr. Lo began his career in academic administration at the University of Hong Kong and became deputy director of the former Hong Kong Polytechnic in 1986. He was also appointed director of the Hong Kong Academy for performing arts in 1993. Mr. Lo is the Justice of Peace in Hong Kong, and he has an extensive record of public service. He has also served on the governing or executive bodies of numerous educational and cultural organizations. He was appointed as independent non-executive director of Chow Sang Sang Holding Int'l Ltd. in September 2004.

#### 獨立非執行董事及審核及風險管理委員會

**浦炳榮先生**，太平紳士，74歲，於二零零三年十二月獲委任為本公司的獨立非執行董事。過去，浦先生曾積極參與政府政策委員會及法定機構，所涉範圍包括城市規劃、市區重建、公屋及環境事務等。浦先生於一九八七年獲委任香港太平紳士。浦先生為前市政局議員。在一九八零年獲得泰國亞洲理工學校人類居住環境規劃發展科學碩士學位。在一九八二年獲選為香港十大傑出青年，又在一九八三年獲選為世界十大傑出青年。浦先生現為香港房屋經理學會之榮譽資深會員。浦先生現為多間於聯交所上市的公司（即東方企控集團有限公司、首創環境控股有限公司、株洲中車時代電氣股份有限公司、金朝陽集團有限公司及茂業國際控股有限公司）的獨立非執行董事。

**談國慶先生**，74歲，本集團獨立非執行董事，是香港會計師公會資深會員。他在一九七八年創立王談黃會計師樓，該公司為一家香港公眾會計師樓，談先生現時擔任該會計師樓的顧問。

**盧景文先生**，JP, SBS, BBS，84歲，本集團獨立非執行董事。盧先生於香港大學開始從事教學管理工作，並於一九八六年成為前理工學院副院長。一九九三年更獲香港演藝學院邀請為首任華人校長。盧先生乃香港太平紳士，歷任多項社會公職，亦曾任多個大專學府及藝術機構董事會或管理委員會成員。於二零零四年九月獲委任為周生生集團之獨立非執行董事。



## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

### 董事及高級管理層履歷

#### SENIOR MANAGEMENT

**Mr. Tong, Tsz Kwan**, aged 42, is the Chief Financial Officer and the Company Secretary of the Group. Mr. Tong is the member of the Anxi County, Fujian Province Committee of Chinese People's Political Consultative Conference. Mr. Tong is the Vice Chairman of Hong Kong Federation of Fujian Associations Limited, East Kowloon. Mr. Tong is also the Council Member of Hong Kong Fukien Chamber of Commerce, director of the Hong Kong Fujian Chamber of Commerce Education Fund Co., Ltd., member of the Youth Affairs Working Committee of China Star Light Charity Fund Association, executive vice president of the Hong Kong Quarry Bay Residents Association. Mr. Tong is also the Vice General Secretary of the 5th Committee of Quanzhou Overseas Friendship Association and director of the An Kwei Clans Association (H.K.) Limited. He is the Vocational Training Council Accountancy Training Board member, External Academic Advisor of Master of Science in Professional Accounting and Corporate Governance in City University of Hong Kong, External Advisor of the Department of Accountancy and Law of Hong Kong Baptist University and advisor of Business Association, Business and Economics Association, the Hong Kong University Students' Union. Mr. Tong holds a Master of Business Administration Degree in Finance from University of Southern Queensland. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Tong is a fellow member of The Institute of Chartered Secretaries and Administrators and a fellow member of The Hong Kong Institute of Chartered Secretaries. He joined the Group in June 2007. He has accumulated over ten years of accounting, auditing and corporate financing experiences. He is now responsible for accounting, corporate financing and company secretarial duties. He was appointed as independent non-executive director of Kinetix Systems Holdings Limited in September 2021.

#### 高級管理層

**唐旨均先生**，42歲，本集團的首席財務官及公司秘書。唐先生是福建省安溪縣政協委員，唐先生是香港福建社團聯會，九龍東分會副會長，唐先生亦是香港福建商會理事，香港福建商會教育基金有限公司董事，中國星火基金會青年事務工作委員會委員，香港鰂魚涌居民協會常務副會長，唐先生亦為泉州市海外聯誼會第五屆理事會副秘書長及香港安溪同鄉會有限公司常務會董。唐先生現為職業訓練局會計業訓練委員會委員、香港城市大學理學碩士（專業會計與企業管治）外部學術顧問、香港浸會大學會計及法律系校外顧問、香港大學學生會經濟及工商管理學會商學會顧問。唐先生持有澳洲南昆士蘭大學工商管理金融碩士學位。彼為英國特許公認會計師公會資深會員及香港會計師公會註冊會計師。唐先生為英國特許秘書公會及香港特許秘書公會資深會員。唐先生於二零零七年六月加入本集團，已累積有十多年會計、審計及企業融資經驗，現負責本集團的會計、企業融資和公司秘書等工作。於二零二一年九月獲委任為捷冠控股有限公司之獨立非執行董事。



## REPORT OF THE DIRECTORS

### 董事報告書

The Directors have pleasure in presenting their annual report and the audited consolidated financial statements of the Company for the year ended 31 December 2021.

#### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Group are the development and sale of information and network technologies and services to the financial industry in the PRC. There were no significant changes in the nature of the Group's principal activities during the year.

The principal activities of the subsidiaries are set out in note 33 to the consolidated financial statements.

#### SEGMENTAL INFORMATION

An analysis of the Group's revenue and results from operation by principal activities and geographical area of operations for the year ended 31 December 2021 is set out in note 6 to the consolidated financial statements.

#### RESULTS

The results for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 76.

The directors of the Company do not recommend the payment of dividend.

#### BUSINESS REVIEW

A discussion and analysis of the activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Company Ordinance"), including a fair review of the business, a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2021, an indication of likely future development in the Group's business, disclosures relating to the Group's environmental policies and performance, and relationships with major stakeholders can be found in the "Chairman's Statement" and "Management Discussion and Analysis" sections of this annual report. These discussions form part of this directors' report.

Throughout 2021, there was no incidence of non-compliance with the relevant laws and regulations that have a significant impact on the Group's business.

本公司董事欣然呈交截至二零二一年十二月三十一日止年度之報告及經審核綜合財務報表。

#### 主要業務

本公司之主要業務為投資控股。本集團之主要業務是於中國從事金融業信息、網絡科技及服務的開發及銷售。本集團之主要業務性質於本年度並無重大變動。

附屬公司之主要業務載列於綜合財務報表附註33。

#### 分部資料

本集團截至二零二一年十二月三十一日止年度按主要業務及營業地區劃分之收益及經營業績分析載於綜合財務報表附註6。

#### 業績

年內業績載於第76頁之綜合損益及其他全面收益表。

本公司董事會不建議派發股息。

#### 業務審視

就公司條例(香港法例第622章)(「公司條例」)附表5所要求而進行之討論和分析,包括對本集團的中肯審視、對本集團面對的主要風險及不明朗因素的討論、在二零二一財政年度終結後發生並對本集團有影響的重大事件的詳情、本集團業務相當可能進行的未來發展的揭示、有關本集團環境政策及表現以及與主要持份者之間的關係的資料披露已載於本年報「主席報告」及「管理層討論及分析」各節內。以上討論屬本董事會報告的一部分。

二零二一年內,本集團沒有不遵守對其業務有重大影響的有關法律及規例的事件發生。



## REPORT OF THE DIRECTORS

### 董事報告書

#### CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from 19 May 2022 to 25 May 2022, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the forthcoming annual general meeting to be held on 25 May 2022 (the “AGM”). In order to be eligible to attend and vote at the forthcoming AGM, all transfer accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on 18 May 2022.

#### SUMMARY OF FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 19 of the annual report.

#### RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out on page 79 and page 192 respectively.

#### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements.

#### SHARE CAPITAL AND SHARE OPTIONS

Details of the Company’s share capital and share options scheme are set out in notes 30 and 31 to the consolidated financial statements respectively.

#### 暫停辦理股份過戶登記手續

為確定符合出席即將於二零二二年五月二十五日舉行的股東週年大會(「股東週年大會」)的資格，本公司將於二零二二年五月十九日至二零二二年五月二十五日(包括首尾兩天)暫停辦理股東登記。為符合資格出席即將舉行的股東週年大會並於會上投票，所有股份過戶文件連同相關股票及過戶表格必須於二零二二年五月十八日下午四時三十分前提交予本公司的香港股份過戶登記處卓佳雅柏勤有限公司，地址為香港皇后大道東183號合和中心54樓。

#### 財務資料概要

本集團於過去五個財政年度之已公佈業績與資產和負債概要(摘錄自經審核綜合財務報表)載於年度報告第19頁。

#### 儲備

年內本集團及本公司之儲備變動詳情分別載於第79頁及第192頁。

#### 物業、廠房及設備

本集團的物業、廠房及設備之變動詳情，載於綜合財務報表附註16。

#### 股本及購股權

本公司的股本及購股權計劃詳情分別載於綜合財務報表附註30及31。

## REPORT OF THE DIRECTORS

### 董事報告書

#### PRE-EMPTIVE RIGHTS

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

#### DISTRIBUTABLE RESERVES

Pursuant to the Company Act 1981 of Bermuda, share premium of the Company is distributable to the shareholders. At 31 December 2021, the company had no reserve available for distribution to equity of the company (2020: Nil).

#### MAJOR SUPPLIERS AND CUSTOMERS

The percentage of purchases and sales for the year ended 31 December 2021 attributable to the Group's major suppliers and customers are as follows:

Purchases	
– the largest supplier	6% (2020: 27%)
– five largest suppliers combined	26% (2020: 46%)
Sales	
– the largest customer	71% (2020: 48%)
– five largest customers combined	96% (2020: 76%)

None of the Directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the company's share capital) had an interest in the major suppliers or customers stated above.

#### 優先購買權

本公司之公司細則或百慕達法例並無規定本公司須按現有股東之持股比例發售新股之優先購買權之規定。

#### 可供派發儲備

根據百慕達公司法(一九八一年)，本公司股份溢價可供派發予股東。於二零二一年十二月三十一日，本公司沒有可供派發予股東之儲備(二零二零年：無)。

#### 主要供應商及客戶

截至二零二一年十二月三十一日止年度，本集團的主要供應商及客戶應佔的購貨額及銷售額百分比如下：

購貨額	
– 最大供應商	6%(二零二零年：27%)
– 五大供應商合共	26%(二零二零年：46%)
銷售額	
– 最大客戶	71%(二零二零年：48%)
– 五大客戶合共	96%(二零二零年：76%)

董事、彼等的聯繫人、或就董事所知擁有本公司股本5%以上的任何股東，概無於上述主要供應商或客戶擁有權益。



# REPORT OF THE DIRECTORS

## 董事報告書

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

So far as is known to any directors or chief executives of the Company, as at 31 December 2021, shareholders (other than directors or chief executive of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東及其他人士於股份、相關股份及債權證之權益及淡倉

就本公司任何董事或行政總裁所知，於二零二一年十二月三十一日，以下為根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露於本公司股份或相關股份的權益的股東（本公司董事或行政總裁除外）或直接或間接持有附帶於所有情況下於本集團任何其他成員公司股東大會上投票之任何類別股本面值之5%或以上，或根據證券及期貨條例第336條須存置的登記冊所記錄：

#### Ordinary shares of HK\$0.01 each of the Company

本公司每股面值0.01港元之普通股

Name of shareholder 股東名稱	Capacity/ Nature of interest 身份／權益類別	Number of shares held 持有股份數目		Percentage of shareholding 持有股本百分比
		Long position 好倉	Short position 淡倉	
Goldcorp Industrial Limited	Beneficial owner 實益擁有人	431,782,500 (note 1) (附註1)	—	32.78%
Great Song Enterprises Limited	Beneficial owner 實益擁有人	431,782,500 (notes 1 and 2) (附註1及2)	—	32.78%
Mr. Hung Yung Lai 熊融禮先生	Corporate interest 法團權益	431,782,500 (notes 2 and 4) (附註2及4)	—	32.78%
	Beneficial owner 實益擁有人	37,037,500	—	2.81%
Ms. Li Kei Ling 李其玲女士	Corporate interest 法團權益	431,782,500 (notes 2 and 3) (附註2及3)	—	32.78%
Mdm lu Pun 姚彬女士	Family interest 家屬權益	468,820,000 (note 5) (附註5)	—	35.59%

## REPORT OF THE DIRECTORS

### 董事報告書

#### Notes:

1. Goldcorp Industrial Limited is a limited liability company incorporated in the British Virgin Islands equally owned by Mr. Hung Yung Lai and Great Song Enterprises Limited which in turn is wholly owned by Ms. Li Kei Ling.
2. The Shares were held by Goldcorp Industrial Limited.
3. Ms. Li Kei Ling controls more than one third of the voting power of Great Song Enterprises Limited which in turn holds more than one third of the voting power of Goldcorp Industrial Limited. Ms Li Kei Ling is deemed, by virtue of the SFO, to be interested in the same 431,782,500 shares held by Goldcorp Industrial Limited.
4. Mr. Hung Yung Lai controls more than one third of the voting power of Goldcorp Industrial Limited. Mr. Hung Yung Lai is deemed, by virtue of the SFO, to be interested in the same 431,782,500 shares held by Goldcorp Industrial Limited.
5. These shares are beneficially owned by Goldcorp Industrial Limited as mentioned in Note 4 of above. Mr. Hung Yung Lai is deemed to be interested in the same 431,782,500 shares held by Goldcorp Industrial Limited. Mdm lu Pun is the wife of Mr. Hung Yung Lai and is deemed to be interested in these shares in which Mr. Hung Yung Lai is deemed or taken to be interested for the purpose of the SFO. She is also deemed to be interested in the 37,037,500 shares beneficially owned by Mr. Hung Yung Lai as mentioned in Note 4 above for the purpose of SFO.

Save as disclosed above, as at 31 December 2021, the directors or chief executives of the Company were not aware of any other person (other than directors or chief executives of the Company) who had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group or any other substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

#### 附註：

1. Goldcorp Industrial Limited 為一間於英屬處女群島註冊成立之有限責任公司，由熊融禮先生及Great Song Enterprises Limited以相同股權共同持有，而Great Song Enterprises Limited則由李其玲女士全資擁有。
2. 該批股份由Goldcorp Industrial Limited持有。
3. 李其玲女士控制Great Song Enterprises Limited的投票權超過三分之一，而後者持有Goldcorp Industrial Limited的投票權超過三分之一。鑑於證券及期貨條例，李其玲女士被視作擁有Goldcorp Industrial Limited所持有的431,782,500股股份的相同權益。
4. 熊融禮先生持有Goldcorp Industrial Limited的投票權超過三分之一。鑑於證券及期貨條例，熊融禮先生被視作擁有Goldcorp Industrial Limited所持有的431,782,500股股份的相同權益。
5. 該等股份由Goldcorp Industrial Limited實益擁有，按上文附註4所述，熊融禮先生被視作擁有Goldcorp Industrial Limited所持有的431,782,500股股份的相同權益。姚彬女士為熊融禮先生的妻子，根據證券及期貨條例，彼被當作於熊融禮先生被當作或視為擁有該等股份的權益中擁有權益。按上文附註4所述，根據證券及期貨條例，彼亦被當作於熊融禮先生被當作或視為擁有37,037,500股股份的權益中擁有權益。

除上文所披露者外，於二零二一年十二月三十一日，本公司的董事或行政總裁並不知悉任何其他人士（本公司董事或行政總裁除外）擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的本公司股份或相關股份的權益，或擁有附有權利在所有情況下可於本集團任何其他成員公司的股東大會上投票的任何類別股本面值的5%或以上，或根據證券及期貨條例第336條須存置的登記冊所記錄。

# REPORT OF THE DIRECTORS

## 董事報告書

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2021, the interests or short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong (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 he/she is taken or deemed to have under such provisions of the SFO); or which were required to be entered into the register required to be kept by the Company, pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### Directors' interests in securities of the Company

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零二一年十二月三十一日，本公司董事及行政總裁於本公司或其他任何相聯法團（定義見證券及期貨條例第XV部（香港法例第571章））之任何股份、相關股份及債權證中有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例的該等條文被視作或當作擁有的權益或淡倉），或根據證券及期貨條例第352條須登記於本公司置存的登記冊或須根據GEM上市規則第5.48至5.67條須知會本公司及聯交所的權益及淡倉如下：

#### 董事於本公司證券的權益

Name of Directors	Long/ Short Position	Capacity/ Nature of interests	Interests in ordinary shares	Interest in underlying shares of share options	Aggregate interests	Percentage of aggregate interests to total issued share capital of the Company
董事姓名	好/淡倉	身份/權益類別	於普通股中的權益	於購股權 所涉相關 股份中的權益	總權益	佔本公司 已發行股本總額 的總權益百分比
Mr. Hung Yung Lai 熊融禮先生	Long Position 好倉	Corporate interest 法團權益	431,782,500 (note 1) (附註1)	-	431,782,500	32.78%
	Long Position 好倉	Beneficial owner 實益擁有人	37,037,500	-	37,037,500	2.81%
Mr. Hung Ying 熊纓先生	Long Position 好倉	Beneficial owner 實益擁有人	14,547,500	3,862,822	18,410,322	1.40%
Mr. Lin Xue Xin 林學新先生	Long Position 好倉	Beneficial owner 實益擁有人	9,470,000	4,992,682	14,462,682	1.10%
Mr. Cui Jian 崔堅先生	Long Position 好倉	Beneficial owner 實益擁有人	32,755,000	-	32,755,000	2.49%
Mr. Pao Ping Wing 浦炳榮先生	Long Position 好倉	Beneficial owner 實益擁有人	-	307,606	307,606	0.02%
Mr. Thomas Tam 談國慶先生	Long Position 好倉	Beneficial owner 實益擁有人	-	307,606	307,606	0.02%
Mr. Lo King Man 盧景文先生	Long Position 好倉	Beneficial owner 實益擁有人	-	307,606	307,606	0.02%

## REPORT OF THE DIRECTORS

### 董事報告書

#### Directors' interests in the associated corporation

#### 董事於相聯法團的權益

Name of Director	Long/ Short Position	Capacity/ Nature of interests	Name of the associated corporation	Number of ordinary shares held	Percentage of total number of shares of the associated corporations (note 2) 佔相聯法團股份 總數的百分比 (附註2)
董事姓名	好／淡倉	身份／權益類別	相聯法團名稱	持有的 普通股數目	

Mr. Hung Yung Lai 熊融禮先生	Long Position 好倉	Beneficial owner 實益擁有人	Goldcorp Industrial Limited	1	50%
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Notes:

附註：

- The Shares were held by Goldcorp Industrial Limited. Mr. Hung Yung Lai has 50% interest in Goldcorp Industrial Limited.
- The entire issued capital of Goldcorp Industrial Limited as of 31 December 2021 composed of 2 ordinary shares.

- 該批股份由Goldcorp Industrial Limited持有。熊融禮先生於Goldcorp Industrial Limited擁有50%的權益。
- Goldcorp Industrial Limited於二零二一年十二月三十一日之全部已發行股本為兩股普通股。

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debenture 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 pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二一年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債權證中有任何根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼當被當作或視為擁有之權益或淡倉），或記錄於本公司根據證券及期貨條例第352條須存置之登記冊之權益或淡倉，或根據GEM上市規則第5.48至第5.67條須知會本公司及聯交所之權益或淡倉。



## REPORT OF THE DIRECTORS

### 董事報告書

#### SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted on 27 August 2001 for the primary purpose of providing incentives to directors and eligible employees, and has been expired on 27 August 2011. Under the Scheme, the board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. The Scheme would be valid and effective for a period of ten years commencing on the adoption date and have come to its expiration. All other respects of the provisions of the Scheme shall remain in full force and holders of all options granted under the Scheme prior to such expiry shall be entitled to exercise the outstanding options pursuant to the terms of the Scheme until expiry of the said options. As a result, a new share option scheme which was approved on 28 February 2011 (the "New Scheme"), take effect immediately after the expiry of the Scheme. The principal terms of the New Scheme are same with the Scheme.

Pursuant to the ordinary resolution passed by the shareholders at the special general meeting of the Company held on 28 February 2011 (the "SGM"), the Scheme mandate limit was refreshed so that the Company was authorised to grant share options under the existing Scheme for subscription of up to a total of 81,184,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of the SGM.

Pursuant to the ordinary resolution passed by the shareholders at the annual general meeting of the Company held on 11 May 2016 (the "AGM"), the scheme mandate limit under the share option scheme of the Company was refreshed again so that the Company was authorised to grant additional share options for subscription for a total of 86,443,000 shares under the refreshed mandate limit, representing approximately 10% of the issued share capital of the Company as at the date of the AGM.

Pursuant to the ordinary resolution passed by the shareholders at the annual general meeting of the Company held on 11 May 2018 (the "AGM"), the scheme mandate limit under the share option scheme of the Company was refreshed again so that the Company was authorised to grant additional share options for subscription for a total of 61,032,000 shares under the refreshed mandate limit, representing approximately 6.95% of the issued share capital of the Company as at the date of the AGM.

The total number of shares issued and to be issued upon the exercise of options granted and to be granted to each Participant (including both exercised and outstanding options) in any 12 months period up to the date of grant must not exceed 1% of the shares in issue at the date of grant.

#### 購股權計劃

本公司之購股權計劃(「該計劃」)於二零零一年八月二十七日所採納，主要目的為獎勵董事及合資格僱員，並已於二零一一年八月二十七日屆滿。根據該計劃，本公司董事會可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權，以認購本公司股份。該計劃由採納當日起生效，為期十年且已經屆滿。該計劃條文之所有其他方面將繼續全面有效，根據該計劃授出之所有購股權之持有人於是次到期前，根據該計劃之條款，將繼續有權行使未獲行使之購股權，直至前述購股權到期。因此，於二零一一年二月二十八日已獲批准的新計劃(「新計劃」)，於該計劃屆滿後立即生效。新計劃之主要條款與該計劃相同。

根據股東於二零一一年二月二十八日舉行之本公司股東特別大會(「股東特別大會」)上通過之普通決議案，計劃授權上限已獲更新，以使本公司獲授權根據現行之該計劃授出可認購合共最多81,184,000股股份之購股權，佔股東特別大會日期本公司已發行股本約10%。

根據股東於二零一六年五月十一日舉行的本公司股東週年大會(「股東週年大會」)上通過之普通決議案，本公司購股權項下的計劃授權上限再獲更新，本公司因此獲授權授出額外購股權，可根據經更新授權上限認購合共86,443,000股股份，佔於股東週年大會日期本公司已發行股本約10%。

根據股東於二零一八年五月十一日舉行的本公司股東週年大會(「股東週年大會」)上通過之普通決議案，本公司購股權項下的計劃授權上限再獲更新，本公司因此獲授權授出額外購股權，可根據經更新授權上限認購合共61,032,000股股份，佔於股東週年大會日期本公司已發行股本約6.95%。

直至授出日期任何十二個月期間各參與者根據行使獲授及將獲授的購股權(包括已行使及尚未行使的購股權)，從而獲得已發行及將予發行的股份總數不得超過於授出日期已發行股份的1%。



## REPORT OF THE DIRECTORS

### 董事報告書

The subscription shall be a price determined by the board of directors at its absolute discretion and shall not be less than the higher of the closing price of the share on the date of grant of the option and the average closing price of the shares for the five business days immediately preceding the date of grant of the option.

Options granted shall be deemed to be accepted upon receipt of the acceptance of offer letter from the grantee within 28 days from the offer date, together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant.

An option may be exercised in accordance with the terms of the Scheme at any time during a period notified by the board to each grantee but may not be exercised after the expiry of 10 years from the date of grant.

On 9 October 2007 the Company granted 47,550,000 options to subscribe for shares in the Company under the Scheme at an exercise price of HK\$0.368 per share to its employees of the Group. Shares of the Company were at closing price of HK\$0.36 immediately before the day on which options were granted. Options granted on 9 October 2007 were expired during year 2017.

On 19 January 2010 the Company granted 20,900,000 options to subscribe for shares in the Company under the Scheme at an exercise price of HK\$0.20 per share to its directors and employees of the Group. Shares of the Company were at closing price of HK\$0.20 immediately before the day on which options were granted. Options granted on 19 January 2010 were expired during year 2020.

On 16 August 2010 the Company granted 8,990,000 options to subscribe for shares in the Company under the Scheme at an exercise price of HK\$0.84 per share to its employees of the Group. Shares of the Company were at closing price of HK\$0.84 immediately before the day on which options were granted. Options granted on 16 August 2010 were expired during year 2020.

認購價須由董事會全權決定，惟該價格將不少於授出購股權當日的股份收市價及授出購股權日期前五個營業日的平均收市價這兩者中的較高者。

當員工收到公司發出有關授予購股權的法律文書後的28天內，簽署有關接納購股權的法律文書並送回本公司，並同時支付象徵性的港幣1元購股權接納款時，已表示員工與公司之間已就購股權事項達成協定。

購股權可於董事會通知各承授人的期間內隨時根據購股權計劃的條款行使，但不可於授出日期後十年屆滿期後行使。

本公司按該計劃於二零零七年十月九日向其僱員授予47,550,000股股份之購股權，該批股權之行使價為每股港幣0.368元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.36元。於二零零七年十月九日授出的購股權已於二零一七年度期間到期。

本公司按該計劃於二零一零年一月十九日向其董事及僱員授予20,900,000股股份之購股權，該批股權之行使價為每股港幣0.20元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.20元。於二零一零年一月十九日授出的購股權已於二零二零年度期間到期。

本公司按該計劃於二零一零年八月十六日向其僱員授予8,990,000股股份之購股權，該批股權之行使價為每股港幣0.84元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.84元。於二零一零年八月十六日授出的購股權已於二零二零年度期間到期。





## REPORT OF THE DIRECTORS

### 董事報告書

On 10 January 2011, the Company granted 65,000,000 share options to subscribe for shares in the company under the Share Option Scheme at an exercise price of HK\$0.730 per share to Mr. Hung Yung Lai, Chairman of the Group. Shares of the Company were at closing price of HK\$0.730 immediately before the day on which options were granted. The grant of share options to Mr. Hung Yung Lai and the specific mandate to allot, issue and deal with the shares of the Company upon conversion of the foregoing share options were approved by the SGM held on 28 February 2011. Options granted on 10 January 2011 were expired during year 2021.

On 13 January 2011, the Company granted 19,260,000 share options to subscribe for shares in the Company under the Share Option Scheme at an exercise price of HK\$0.714 per share to its employees of the Group. Shares of the Company were at closing price of HK\$0.690 immediately before the day on which options were granted. The grant of share options to its employees of the Company and the specific mandate to allot, issue and deal with the shares of the Company upon conversion of the foregoing share options were approved by the SGM held on 28 February 2011. Options granted on 13 January 2011 were expired during year 2021.

On 24 June 2013, the Company granted 59,780,000 share options to subscribe for shares in the Company under the Share Option Scheme at an exercise price of HK\$0.1122 per share to a Director and its employees of the Group. Shares of the Company were at closing price of HK\$0.101 immediately before the day on which options were granted.

On 15 May 2015, the Company granted 21,400,000 share options to subscribe for shares in the Company under the Share Option Scheme at an exercise price of HK\$0.43 per share to a Director and its employees of the Group. Shares of the Company were at closing price of HK\$0.43 immediately before the day on which options were granted.

On 7 April 2017, the Company granted 86,440,000 share options to subscribe for shares in the Company under the Share Option Scheme at an exercise price of HK\$0.182 per share to its directors, employees and consultants of the Group. Shares of the Company were at closing price of HK\$0.182 immediately before the day on which options were granted.

本公司按購股權計劃於二零一一年一月十日向其主席熊融禮先生授予65,000,000股股份之購股權，該批股權之行使價為每股港幣0.730元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.730元。向熊融禮先生授出購股權及於上述購股權獲轉換時以配發、發行及處理本公司股份之特別授權已於二零一一年二月二十八日舉行之股東特別大會上通過。於二零一一年一月十日授出的購股權已於二零二一年度期間到期。

本公司按購股權計劃於二零一一年一月十三日向其僱員授予19,260,000股股份之購股權，該批股權之行使價為每股港幣0.714元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.690元。向僱員授出購股權及於上述購股權獲轉換時以配發、發行及處理本公司股份之特別授權已於二零一一年二月二十八日舉行之股東特別大會上通過。於二零一一年一月十三日授出的購股權已於二零二一年度期間到期。

本公司按購股權計劃於二零一三年六月二十四日向其董事及僱員授予59,780,000股股份之購股權，該批股權之行使價為每股港幣0.1122元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.101元。

本公司按購股權計劃於二零一五年五月十五日向其董事及僱員授予21,400,000股股份之購股權，該批股權之行使價為每股港幣0.43元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.43元。

本公司按購股權計劃於二零一七年四月七日向其董事、僱員及顧問授予86,440,000股股份之購股權，該批股權之行使價為每股港幣0.182元。在購股權授於前一個交易日，本公司的股票收市價為每股港幣0.182元。

# REPORT OF THE DIRECTORS

## 董事報告書

The summary details of options granted are as follows:

購股權之簡要詳情如下：

Name of directors, continuous contract employees and consultants	Exercise period	Adjusted exercise price	Number of share options outstanding as at 1 January 2021 於二零二一年 一月一日 未行使 購股權數目	Number of share options granted during the year 年內已授出 購股權數目	Number of share options exercised during the year 年內已行使 購股權數目	Number of share options lapsed during the year 年內已失效 購股權數目	Number of share options outstanding as at 31 December 2021 於二零二一年 十二月三十一日 未行使 購股權數目
Hung Yung Lai 熊融禮	28 February 2011 to 9 January 2021 二零一一年二月二十八日至 二零二一年一月九日	0.6170	76,901,500	-	-	(76,901,500)	-
Lin Xue Xin 林學新	28 February 2011 to 12 January 2021 二零一一年二月二十八日至 二零二一年一月十二日	0.6035	816,339	-	-	(816,339)	-
Continuous contract employees (other than directors) 持續合約僱員(董事除外)	28 February 2011 to 12 January 2021 二零一一年二月二十八日至 二零二一年一月十二日	0.6035	13,723,960	-	-	(13,723,960)	-
Hung Ying 熊纓	24 June 2013 to 23 June 2023 二零一三年六月二十四日至 二零二三年六月二十三日	0.0948	47,324	-	-	-	47,324
Continuous contract employees (other than directors) 持續合約僱員(董事除外)	24 June 2013 to 23 June 2023 二零一三年六月二十四日至 二零二三年六月二十三日	0.0948	7,335,220	-	-	(591,550)	6,743,670
Hung Ying 熊纓	15 May 2015 to 14 May 2025 二零一五年五月十五日至 二零二五年五月十四日	0.3635	2,247,890	-	-	-	2,247,890

# REPORT OF THE DIRECTORS

## 董事報告書

Name of directors, continuous contract employees and consultants	Exercise period	Adjusted exercise price	Number of share options outstanding as at 1 January 2021 於二零二一年 一月一日	Number of share options granted during the year	Number of share options exercised during the year	Number of share options lapsed during the year	Number of share options outstanding as at 31 December 2021 於二零二一年 十二月三十一日
董事姓名、 持續合約僱員及顧問	行使期	經調整 行使價 HK\$ 港元	未行使 購股權數目	年內已授出 購股權數目	年內已行使 購股權數目	年內已失效 購股權數目	未行使 購股權數目
Lin Xue Xin 林學新	15 May 2015 to 14 May 2025 二零一五年五月十五日至 二零二五年五月十四日	0.3635	3,549,300	–	–	–	3,549,300
Continuous contract employees (other than directors) 持續合約僱員(董事除外)	15 May 2015 to 14 May 2025 二零一五年五月十五日至 二零二五年五月十四日	0.3635	16,859,175	–	–	(7,512,685)	9,346,490
Hung Ying 熊纓	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	1,567,608	–	–	–	1,567,608
Lin Xue Xin 林學新	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	1,443,382	–	–	–	1,443,382
Pao Ping Wing 浦炳榮	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	307,606	–	–	–	307,606
Thomas Tam 談國慶	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	307,606	–	–	–	307,606
Lo King Man 盧景文	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	307,606	–	–	–	307,606

## REPORT OF THE DIRECTORS

### 董事報告書

Name of directors, continuous contract employees and consultants	Exercise period	Adjusted exercise price	Number of share options outstanding as at 1 January 2021 於二零二一年 一月一日	Number of share options granted during the year 年內已授出 購股權數目	Number of share options exercised during the year 年內已行使 購股權數目	Number of share options lapsed during the year 年內已失效 購股權數目	Number of share options outstanding as at 31 December 2021 於二零二一年 十二月三十一日
董事姓名、 持續合約僱員及顧問	行使期	經調整 行使價 HK\$ 港元	未行使 購股權數目				未行使 購股權數目
Continuous contract employees (other than directors) 持續合約僱員(董事除外)	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	30,216,374	-	-	(12,919,452)	17,296,922
Consultants 顧問	7 April 2017 to 6 April 2027 二零一七年四月七日至 二零二七年四月六日	0.1538	42,644,839	-	-	(10,221,984)	32,422,855
			198,275,729	-	-	(122,687,470)	75,588,259

The exercise price for the options granted and number of shares in respect of options granted were adjusted to reflect the impact of the rights issue during the year ended 31 December 2019.

已授出購股權之行使價及已授出購股權之股份數目已作出調整，以反映截至二零一九年十二月三十一日止年度供股之影響。

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from as disclosed under the paragraph headed "Directors' and chief executives' interest and short positions in shares, underlying shares and debentures" below and the share option scheme disclosures in note 31 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or the Company's subsidiary or holding company or a subsidiary of the Company's holding company or a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

#### 董事購買股份之權利

除上文「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一段所披露者及綜合財務報表附註31所披露之購股權計劃外，於年內任何時間，概無董事或彼等各自之配偶或未滿十八歲之子女獲授任何可藉收購本公司股份而獲利之權利或行使任何該等權利，而本公司或本公司之附屬公司或控股公司或本公司之控股公司之附屬公司亦無作出任何安排致使董事可於任何其他法人團體獲取有關權利。



## REPORT OF THE DIRECTORS

### 董事報告書

#### MANAGEMENT SHAREHOLDERS

Save for the directors, management shareholders and substantial shareholders as herein disclosed, the Directors are not aware of any persons who as at 31 December 2021 were entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of the Company and who were able, as a practical matter, to direct or influence the management of the Company.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

#### COMPETITION AND CONFLICT OF INTERESTS

None of the directors, management shareholders or substantial shareholders of the Company or any of their respective associates, as defined in the GEM Listing Rules, has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has any other conflict of interests with the Group during year ended 31 December 2021.

#### CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" on page 40 to page 69 of this annual report.

#### SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the GEM Listing Rules.

#### 管理層股東

除本文所披露之董事、管理層股東及主要股東外，董事並不知悉於二零二一年十二月三十一日，任何人士有權於本公司股東大會上行使或控制5%或以上投票權，及其可實際上指揮或影響本公司之管理層。

#### 購買、出售或贖回本公司之上市證券

於本呈報年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

#### 競爭及利益衝突

於截至二零二一年十二月三十一日止年度，本公司之董事、管理層股東或主要股東或任何彼等各自之聯繫人士（定義見GEM上市規則）概無進行與本集團業務（不論直接或間接）競爭或可能競爭之任何業務或與本集團產生任何其他利益衝突。

#### 企業管治

本公司之企業管治常規詳情載於本年度報告第40至第69頁之「企業管治報告書」內。

#### 足夠公眾持股量

根據本公司從公開途徑取得的資料及就董事所知，董事確認於本報告日期本公司維持GEM上市規則規定之公眾持股量。

## REPORT OF THE DIRECTORS

### 董事報告書

#### DIRECTORS

The directors of the Company during the year and up to the date of this report were as follows:

##### Executive Directors

Hung Yung Lai (*Chairman*)  
Hung Ying (*Vice Chairman*)  
Lin Xue Xin (*Chief Executive Officer*)  
Cui Jian

##### Independent Non-Executive Directors

Pao Ping Wing  
Thomas Tam  
Lo King Man

Pursuant to Claus 87 of the Bye-Laws, Mr. Hung Yung Lai and Mr. Thomas Tam shall retire from office by rotation at the forthcoming annual general meeting of the Company. All of the above retiring Directors, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

The Company has received annual confirmations of independence from Mr. Pao Ping Wing, Mr. Thomas Tam and Mr. Lo King Man and as at the date of this report still considers them to be independent.

#### DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not terminable within one year without payment of compensation, other than statutory compensation.

#### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 20 to 22 of the annual report.

#### 董事

於年內及截至本報告日期為止，本公司的董事如下：

##### 執行董事

熊融禮(主席)  
熊纓(副主席)  
林學新(行政總裁)  
崔堅

##### 獨立非執行董事

浦炳榮  
談國慶  
盧景文

根據公司細則第87條，熊融禮先生和談國慶先生須於本公司應屆股東週年大會上輪值退任。上述所有退任董事均符合資格並願意於本公司應屆股東週年大會上膺選連任。

本公司已接獲浦炳榮先生、談國慶先生及盧景文先生發出確認其獨立性之年度聲明，並認為彼等於本報告日期仍屬獨立。

#### 董事服務合約

擬於即將召開之股東週年大會上連任之董事並無與本公司訂立不可於一年內免賠償(除法定賠償外)予以終止之服務合約。

#### 董事及高級管理層履歷

本公司董事及本集團高級管理層之履歷詳情載於年度報告第20至第22頁。





## REPORT OF THE DIRECTORS

### 董事報告書

#### DIRECTORS', CHIEF EXECUTIVE'S AND FIVE HIGHEST PAID EMPLOYEES EMOLUMENTS

Details of the emoluments of the directors and chief executive of the Company and the five highest paid employees of the Group are set out in notes 12 and 13 to the consolidated financial statements, respectively.

#### DIRECTORS' INTERESTS IN CONTRACTS AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in note 37 to the consolidated financial statements, no contracts of significance in relation to the Group's business to which the Company was a party and in which a director of the Company or a controlling shareholder or any of its subsidiaries, had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

#### CONNECTED TRANSACTIONS

Details of the connected transactions are set out in note 37 to the consolidated financial statements. During year 2021, renewed tenancy agreement was entered into between the Company as tenant and related company, Sing Lee Pharmaceutical Import & Export Co., Limited, as landlord. The transactions contemplated under the renewed tenancy agreements constitute continuing connected transactions (CCTs) of the Group pursuant to GEM Listing Rule 20.29. The CCTs are exempted from the reporting, announcement, annual review and independent shareholders' approval requirement pursuant to GEM Listing Rule 20.74.

#### PERMITTED INDEMNITY PROVISION

The Articles provides that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the fullest extent permitted by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

The Group has taken out and maintained directors' liability insurance throughout the year, which provides appropriate cover for legal actions brought against the Directors and directors of the subsidiaries of the Group. The level of the coverage is reviewed annually.

#### 董事、最高行政人員及五名最高薪酬僱員之酬金

本公司董事及最高行政人員及本集團五名最高薪酬僱員之酬金詳情分別載於綜合財務報表附註12及13。

#### 董事合約權益及控股股東合約權益

除載於綜合財務報表附註37外，於呈報年度，概無有關本集團業務(其中本公司為其中一方)，而本公司董事或控股股東或其任何附屬公司，無論直接或間接擁有重大權益之重大合約存在。

#### 關連交易

關連交易詳情載於綜合財務報表附註37。二零二一年內，本公司(作為租戶)與關連公司「新利醫藥進出口有限公司」(作為業主)簽訂續訂租賃協議。根據GEM上市規則第20.29條，續訂租賃協議項下預期進行的交易構成本集團之持續關連交易。本集團之持續關連交易按GEM上市規則第20.74條，獲豁免遵守有關申報、公告、年度審閱及獨立股東批准之規定。

#### 獲准許之彌償條文

細則規定，各董事有權就履行其職務或在履行其職務方面或在其他有關方面可能蒙受或招致之所有損失或責任(在公司條例(香港法例第622章)最大程度准許的情況下)從本公司之資產中獲取彌償。

本公司於年內已購買及維持董事責任保險，就針對董事及本集團附屬公司之董事的任何法律訴訟提供適當保障。保障範圍每年檢討一次。



## REPORT OF THE DIRECTORS

### 董事報告書

#### EQUITY-LINKED AGREEMENTS

Save for the share option scheme of the Company as disclosed in the section headed “Share Option Scheme”, no equity-linked agreements were entered into by the Group, or existed during the year.

#### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

#### AUDITOR

The consolidated financial statements for the year ended 31 December 2021 were audited by Deloitte Touche Tohmatsu who retire and, being eligible, offer themselves for reappointment.

On behalf of the Board

**Hung Yung Lai**  
*Chairman*

Hong Kong, 23 March 2022

#### 股票掛鈎協議

除「購股權計劃」一節所披露之本公司購股權計劃外，於本年度內，本集團概無訂立或存在股票掛鈎協議。

#### 管理層合約

於呈報年內，概無簽訂或存在任何本公司業務之整體或任何重要部份之有關管理及行政之合約。

#### 核數師

截至二零二一年十二月三十一日止年度之綜合財務報表經德勤•關黃陳方會計師行審核，其將任滿告退並符合資格膺選連任。

代表董事會

*主席*  
**熊融禮**

香港，二零二二年三月二十三日



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### CORPORATE GOVERNANCE PRACTICES

The Company recognises the value and importance of achieving high corporate governance standards to enhance corporate performance, transparency and accountability, earning the confidence of shareholders and the public. The Board strives to adhere to the principles of corporate governance and adopt sound corporate governance practices to meet the legal and commercial standards by focusing on areas such as internal control, fair disclosure and accountability to all shareholders.

The Company complied with the code provisions in Corporate Governance Code (the “Code”) and Corporate Governance Report which set out in Appendix 15 in the GEM Listing Rules during the year ended 31 December 2021. The Company periodically reviews its corporate governance practices to ensure its continuous compliance.

#### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors’ securities transactions during the twelve months ended 31 December 2021 as set out in GEM Listing Rules 5.48 to 5.67. The Company has made specific enquiry of all the Directors and the Company was not aware of any noncompliance with the required standard of dealings regarding the securities transactions by Directors.

Specific employees who are likely to be possession of unpublished price-sensitive information of the Group are also subject to compliance with the same Code of Conduct. No incident of non-compliance was noted by the Company for the year ended 31 December 2021.

#### 企業管治常規

本公司認同達致較高的企業管治標準的價值和重要性是有助加強企業的業績、透明度和責任心，從而取得股東和社會大眾的信心。董事會盡力遵守企業管治原則及採納有效的企業管治守則以滿足法律上及商業上的標準，專注例如內部監控、公平披露及向所有股東的負責等範疇。

截至二零二一年十二月三十一日止年度，本公司已遵守GEM上市規則附錄十五所載之企業管治守則「守則」及企業管治報告的守則條文。本公司定期檢討其企業管治守則以確保持續合規。

#### 董事進行之證券交易

截至二零二一年十二月三十一日止十二個月期間，本公司已遵守GEM上市規則第5.48至5.67條有關董事進行證券交易之守則操守。本公司已向全體董事作出特定查詢，本公司並不知悉有任何不遵守有關董事進行證券交易所需之處理規定。

個別可能獲得本集團未刊發股價敏感資料之僱員亦須遵守同一行為守則。截至二零二一年十二月三十一日止年度，本公司並不知悉任何違反行為守則之事件。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD OF DIRECTORS

The board of directors of the Company comprises:

*Executive Directors* : Hung Yung Lai (Chairman)  
: Hung Ying (Vice Chairman)  
: Lin Xue Xin (Chief Executive Officer)  
: Cui Jian

*Independent Non-executive Directors* : Pao Ping Wing  
: Thomas Tam  
: Lo King Man

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective oversight over the management. The board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and have aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

The Directors are responsible for the preparation of the financial statements for each financial period which give a true and fair view of the state of affairs of the Group at each period end and of the results and cash flows for that period. In preparing these financial statements for the year ended 31 December 2021, the Directors have selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The Company Secretary is responsible to the Board for providing with Board papers and related materials, for ensuring that all Board procedures and all applicable laws, rules and regulations are followed, and for reporting to the Chairman on governance matters. All directors have unrestricted access to the advice and services of the Company Secretary. The Company secretary keeps minutes of all meetings which are available for inspection at any reasonable time on reasonable notice by any Directors. The Company Secretary also plays an essential role in the relationship between the Company and its shareholders, including assisting the Board in discharging its obligations to shareholders pursuant to the Listing Rules.

In order to assist the Directors to carry out their duties, the Board has set out terms of reference, enabling the Directors to seek independent professional advice upon reasonable request under appropriate circumstances and the fees are payable by the Company.

### 董事會

本公司董事會成員包括：

*執行董事* : 熊融禮(主席)  
: 熊纓(副主席)  
: 林學新(行政總裁)  
: 崔堅

*獨立非執行董事* : 浦炳榮  
: 談國慶  
: 盧景文

董事會制定集團整體發展策略、監控其財務表現及保持對管理層的有效監督，董事會成員均盡忠職守，並善意地以增加股東長遠最大價值行事，以及把集團的目的及發展方向與目前經濟及市場環境配合。日常運作及管理則交託管理層負責。

董事須於各財政期間，負責編製真實公平反映集團於有關期間終結時的財務狀況，以及於有關期間業績和現金流量的財務報表。在編製截至二零二一年十二月三十一日止年度的財務報表時，董事選擇並貫徹應用了適當的會計政策、作出審慎、公平和合理的判斷與估計，以及按持續營運的基準編製財務報表。

公司秘書之職責包括向董事會提供董事會文件及相關資料，以及確保遵照所有董事會程序及一切適用之法例、規則及規例，並就管治事宜向主席匯報。所有董事均可不受限制地獲公司秘書提供意見及服務。公司秘書就各會議作出會議記錄，任何董事可在任何合理時段內作出合理通知查閱該等會議記錄。公司秘書在維繫公司與股東的關係方面亦肩負重任，包括協助董事會按照上市規則履行對股東的責任。

為協助董事執行職務，董事會已確立程式，讓董事在提出合理要求後於適當情況下可尋求獨立專業意見，並由本公司承擔有關費用。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

Independent non-executive directors were appointed for a period of two years commencing from their employment dates.

In compliance with rule 5.05A, 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three independent non-executive directors representing more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. The Company has received from each independent non-executive director an annual confirmation of his independence, and the Company considers such directors to be independent in accordance with each and the various guidelines set out in rule 5.09 of the GEM Listing Rules.

Mr. Thomas Tam (“Mr. Tam”) will retire by rotation as Independent non-executive director (“INED”) at the forthcoming AGM and, being eligible, offer himself for re-election. Mr. Tam has served on the Board over 9 years. Being long-serving Director, he has developed an in-depth understanding of the Company’s operations and business, and has expressed objective views and given independent guidance to the Company, and bring fresh perspectives to the board over the years. There is no empirical evidence that the long services of Mr. Tam would impair his independent judgements. After identifying potential INEDs and evaluated by the board, Mr. Tam would still be able to bring fresh perspectives to the board. The Board is satisfied that Mr. Tam will continue to have the required character and experience to fulfill the role of an INED and considers that the re-election of Mr. Tam as an INED at the forthcoming AGM is in the best interest of the Company and the Shareholders as a whole.

With the various experience of both the executive directors and the non-executive directors and the nature of the Group’s business, the Board considered that the directors have a balance of skills and experience for the business of the Group.

The Company has arranged for Directors’ Liability Insurance to indemnify its Directors against potential liabilities incurred by them in discharging their duties. The increase coverage for the Directors is reviewed on an annual basis. Throughout the year, no claim had been made against the Directors of the Company.

The Company has established a Nomination Committee. The Nomination Committee will evaluate the independence of all independent non-executive directors each year and make sure that they comply with the independence requirement of the Listing Rules. All members of the Board are not related to one another in all aspects, including finance, family and business.

各獨立非執行董事的任期由委任日期起計為期兩年。

為遵守GEM上市規則第5.05A、5.05(1)及(2)條，本公司已委任三名獨立非執行董事(佔董事會三分之一以上)，且其中至少一名具備適當之專業資格或會計或相關財務管理專長。本公司已接獲各獨立非執行董事確認其獨立性之年度聲明，而本公司認為，根據GEM上市規則第5.09條所載之各項不同指引，該等董事均屬獨立。

談國慶先生(「談先生」)將於應屆股東週年大會上輪換卸任獨立非執行董事職務，惟彼符合資格並願意應選連任。談先生擔任董事會成員迄今超過九年。作為長期服務之董事，彼已對本公司之營運及業務有著深入之了解，且多年來向本公司表達客觀意見、提供獨立指引及為董事會帶來新視覺。概無實質證據證明談先生之長期服務會影響彼之獨立判斷。經過識別潛在獨立董事作出的努力及董事會作出評估，連任多年的談先生能繼續帶來新視角並作獨立判斷。董事會信納談先生將繼續具備履行獨立非執行董事職責所需之特質及經驗，並認為於應屆股東週年大會上重選談先生為獨立非執行董事乃符合本公司及股東之整體最佳利益。

有鑑於各執行董事及非執行董事擁有之不同經驗及本集團之業務性質，董事會認為各董事於本集團之經營技巧及經驗方面取得適當之平衡。

本公司已為董事安排董事責任保險，以賠償彼等因履行各之職責而引起之潛在責任。董事之承保範圍會於每年進行檢討。於整個本年度，本公司董事並無遭遇任何索償。

本公司已設立提名委員會，提名委員會每年度均會評估各獨立非執行董事的獨立性，及確保彼等符合上市規則有關獨立性之規定。董事會各成員在各方面包括財務、家庭關係及業務上概無關係。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the Executive Directors and Independent Non-Executive Directors of the Company has entered into a service contract with the Company for a term of 2–3 years. Such term is subject to his re-appointment by the Company at an AGM upon retirement.

In accordance with the Company's Bye-laws, any Director appointed by the Board, (i) to fill a casual vacancy in the Board, shall hold office only until the next following general meeting of the Company and shall be subject to re-election at such meeting and (ii) as an addition to the Board shall hold office until the next AGM of the Company and shall then be eligible for re-election. In additions, in accordance with the Company's Bye-laws, one third of the Directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

### TRAINING AND SUPPORT FOR DIRECTORS

Directors must keep abreast of their collective responsibilities. Each newly appointed Director would receive an induction package covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills. The Group continuously updates Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are issued to Directors and senior management where appropriate, to ensure awareness of best corporate governance practices.

### 委任、重選及罷免董事

本公司各執行董事及獨立非執行董事與本公司訂立二至三年的服務合約。該服務年期於董事退任時可於股東週年大會上由本公司再度委任。

本公司之公司細則指出本公司委任的任何董事，(i) 填補董事會空缺的成員任期僅至本公司下一次股東大會，並可於該會重選，及(ii)新增之董事會成員可任職至下屆股東週年大會為止，屆時彼可重選。同時，根據本公司之公司細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

### 董事培訓及支援

董事均須了解其集體職責。每名新委任董事將獲得整套包括介紹本集團業務及上市公司董事在法律及監管規定上之責任的資料。本集團亦提供簡介會及其他培訓，以發展及重溫董事之相關知識及技能。本集團持續向董事提供有關上市規則及其他適用監管規定之最新發展概況，以確保董事遵守該等規則及提高其對良好企業管治常規之意識。在適當的情況下，本公司會向董事及高級管理人員發出通告及指引，以確保他們知悉最佳企業管治常規。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year ended 31 December 2021, the Directors participated in the following trainings:

於二零二一年十二月三十一日年度，董事參與以下培訓：

		Type of Trainings 培訓類別
<b>Executive Directors</b>		
Mr. Hung Yung Lai	執行董事 熊融禮先生	A, B 甲，乙
Mr. Hung Ying	熊纓先生	A, B 甲，乙
Mr. Lin Xue Xin	林學新先生	A, B 甲，乙
Mr. Cui Jian	崔堅先生	A, B 甲，乙
<b>Independent Non-Executive Directors</b>		
Mr. Pao Ping Wing	獨立非執行董事 浦炳榮先生	A, B 甲，乙
Mr. Thomas Tam	談國慶先生	A, B 甲，乙
Mr. Lo King Man	盧景文先生	A, B 甲，乙
A:	Study corporate governance issue relating to directors' duties	甲：研究關於董事職責之企業管治事項
B:	Reading newspaper, journals and updates relating to the economy, general business or directors' duties etc.	乙：閱讀有關經濟、一般商務或董事職責等之報章、刊物及更新資料

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and not be performed by the same individual. To ensure a balance of power and authority, for the current reporting year, the Chairman of the Board of the Company is Mr. Hung Yung Lai, the Chief Executive Officer of the Company is Lin Xue Xin. Mr. Hung Yung Lai and Mr. Lin Xue Xin are also Executive Directors of the Company.

The Chairman is responsible for the leadership and effective running of the Board and ensuring that all material issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer is responsible for the management of the day-to-day operations and the implementation of the approved strategies of the Group.

### 主席及行政總裁

企業管治守則的守則條文第A.2.1條訂明主席與行政總裁之職應有區分，不應由同一人士擔任。為確保權力及職權分佈平衡，於本報告年度，本公司董事會主席為熊融禮先生，本公司行政總裁為林學新先生。熊融禮先生及林學新先生亦為本公司的執行董事。

主席負責領導董事會及使其有效運作，並確保董事會及時且具建設性地討論所有重要事項。行政總裁負責管理日常業務及推行本集團的經批准策略。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD COMMITTEES & CORPORATE GOVERNANCE FUNCTIONS

The Board has established three Board committees, namely, the remuneration committee, the nomination committee and the audit and risk management committees, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the GEM's website [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.singlee.com.cn](http://www.singlee.com.cn). All the Board committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings.

The Board is responsible for performing the corporate governance duties set out in the Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the Code and disclosures in this report.

### REMUNERATION COMMITTEE

The remuneration committee was established in November 2005. The chairman of the committee is Mr. Pao Ping Wing, and other members include Mr. Hung Yung Lai, Mr. Thomas Tam and Mr. Lo King Man. The written terms of reference of the Remuneration committee which have been revised effective on 10 May 2019 to comply with the new requirements set out in the revised code provisions are posted on the GEM website and the Company's website.

The remuneration committee has been charged with the responsibility of making recommendations to the Board on appropriated policy and structures for all aspects of all Directors and senior management remuneration. The remuneration committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

During the Year, the remuneration committee has considered and reviewed the remuneration packages and emoluments of Directors and senior management and consider that are fair and reasonable.

### 董事委員會及企業管治職能

董事會已成立薪酬委員會、提名委員會及審核及風險管理委員會三個董事委員會，以監督本公司事務各特定範疇。所有董事委員會均具有明確之書面職權範圍，該等範圍刊載於 GEM 網站 [www.hkgem.com](http://www.hkgem.com) 及本公司網站 [www.singlee.com.cn](http://www.singlee.com.cn)。各董事委員會須向董事會匯報其所作出之決定或推薦建議。

董事委員會舉行會議之常規、程序及安排在實際可行情況下均與董事會會議之常規、程序及安排貫徹一致。

董事會之職責為履行守則所載之企業管治職務，當中包括制定及檢討本公司之企業管治政策及常規、董事之培訓及持續專業發展，以及檢討本公司有否遵守守則之守則條文及本報告所作之披露。

### 薪酬委員會

薪酬委員會於二零零五年十一月成立。委員會主席為浦炳榮先生，而其他成員包括熊融禮先生、談國慶先生及盧景文先生。薪酬委員會之書面職權範圍已經修訂，並於二零一九年五月十日生效，以遵守 GEM 網站及本公司網站刊載之經修訂守則條文所載之新規定。

薪酬委員會之職責為就全體董事及高級管理人員所有薪酬方面之適當政策及架構向董事會提出推薦建議。薪酬委員會考慮之因素包括可比較公司所支付之薪金、董事所投放之時間及職責、本集團內其他範疇之僱傭條件及按表現發放薪酬之可行性。

於本年度內，薪酬委員會已考慮及審閱董事及高級管理人員之薪酬待遇及酬金，並認為屬公平合理。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### NOMINATION COMMITTEE

The nomination committee was established in March 2012. The chairman of the committee is Mr. Hung Yung Lai and other members include Mr. Pao Ping Wing, Mr. Thomas Tam and Mr. Lo King Man. The written terms of reference of the nomination committee which have been made effective on 10 May 2019 to comply with the new requirements set out in the revised code provisions are posted on the GEM website and the Company's website.

The duties of the nomination committee are mainly to review the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identify suitable candidates for appointment as directors; make recommendations to the Board on appointment or re-appointment of an succession planning for directors; assess the independence of independent non-executive directors; formulate and review the Board Diversity Policy and the progress on achieving the objectives set for implementing the policy.

During the Year, the nomination committee considered the past performance, qualification, general market conditions and the Company's articles of association in selecting and recommending candidates of directorship. The nomination committee discussed and reviewed the retirement and re-election of Directors.

#### AUDIT AND RISK MANAGEMENT COMMITTEE

The audit and risk management committee was established in August 2001. The chairman of the audit and risk management committee is Mr. Pao Ping Wing and other members include Mr. Thomas Tam and Mr. Lo King Man, all of them are independent non-executive directors. The written terms of reference of the audit and risk management committee which have been revised effective on 10 May 2019 to comply with the new requirement set out in the revised code provision are posted on the GEM website and the Company's website.

The primary duties of the audit and risk management committee are mainly to review the financial information, oversight of financial reporting system, risk management and internal control systems, audit plan and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

#### 提名委員會

提名委員會於二零一二年三月成立。委員會主席為熊融禮先生，而其他成員包括浦炳榮先生、談國慶先生及盧景文先生。提名委員會之書面職權範圍已經修訂，並於二零一九年五月十日生效，以遵守GEM網站及本公司網站刊載之經修訂守則條文所載之新規定。

提名委員會之主要職務為審閱董事會之架構、規模及成員組合，並就有關董事會之任何建議變動提出推薦建議，以配合本公司之企業策略；物色合適人士以委任為董事；就董事之委任、重新委任以及接任計劃向董事會提出推薦建議；評核獨立非執行董事之獨立性；及制訂及審閱《董事會成員多元化政策》及落實政策的達標進度。

於本年度內，提名委員會挑選及推薦董事候選人時，會考慮彼等之往績、資歷、整體市場狀況及本公司之組織章程細則。提名委員會已討論及審閱董事之退任及重選。

#### 審核及風險管理委員會

審核及風險管理委員會於二零零一年八月成立。審核及風險管理委員會主席為浦炳榮先生，而其他成員包括談國慶先生及盧景文先生，全部均為獨立非執行董事。審核及風險管理委員會之書面職權範圍已經修訂，並於二零一九年五月十日生效，以遵守GEM網站及本公司網站刊載之經修訂守則條文所載之新規定。

審核及風險管理委員會之基本職務主要為審閱財務資料、監管財務申報制度、風險管理及內部監控系統、審核計劃以及檢討相關安排，以讓本公司僱員可在保密情況下就本公司財務匯報、內部監控或其他方面可能發生之不當行為提出關注。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company has complied with Rules 5.28 of the GEM Listing Rules in that at least one of the members of the audit and risk management committee (which must comprise a minimum of three members and must be chaired by an Independent non-executive director) is an independent non-executive director who possesses appropriate professional qualifications or accounting related financial management expertise.

### Review of financial results

During the Year, the audit and risk management committee reviewed the 2021 Consolidated Financial Statements. Based on this review and discussions with management, the audit and risk management committee was satisfied that the Consolidated Financial Statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the year ended 31 December 2021. The audit and risk management committee therefore recommended the Consolidated Financial Statements for the year ended 31 December 2021 be approved by the Board.

### Review of risk management and internal control systems

During the Year, the audit and risk management committee reviewed the effectiveness of the Group's policies and procedures regarding internal control systems (including financial, operational, IT, risk management, information security, legal, compliance and those controls designed to detect material fraud) by reviewing the work of the Internal audit department and regular reports from management including those on risk management, regulatory compliance and legal matters.

The audit and risk management committee reviewed and concurred with the management's confirmation that for the year ended 31 December 2021, the Group's risk management and internal control systems were effective with reference to the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013) principles. The management's confirmation was endorsed by the audit and risk management committee and submitted to the Board.

### Review of accounting, financial reporting and internal audit functions

During the Year, the audit and risk management committee reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Group's accounting, financial reporting and internal audit functions.

本公司已遵守GEM上市規則第5.28條，即審核及風險管理委員會（須由最少三名成員組成，且主席須為獨立非執行董事）至少須包括一名具備適當之專業資格或會計相關財務管理專長之獨立非執行董事。

### 審閱財務業績

於本年度內，審核及風險管理委員會已審閱二零二一年的綜合財務報表。根據有關審閱以及與管理層的討論，審核及風險管理委員會確信綜合財務報表是按適用的會計準則編製，並公平呈列集團截至二零二一年十二月三十一日止年度的財政狀況及業績。因此，審核及風險管理委員會建議董事會批准截至二零二一年十二月三十一日止年度的綜合財務報表。

### 檢討風險管理及內部監控系統

於本年度內，審核及風險管理委員會透過檢討內部稽核部的工作、以及審閱管理層就風險管理、監管合規及法律事宜等定期編備的報告，檢討集團就內部監控系統（包括財務、營運、資訊技術、風險管理、資訊保安、法律、合規監控及為偵測重大欺詐行為而設的監控措施）所採納的政策及程序的成效。

審核及風險管理委員會審閱並同意管理層所作的確認：於截至二零二一年十二月三十一日止年度，參照Committee of Sponsoring Organizations of the Treadway Commission (COSO) 的Internal Control – Integrated Framework (2013)（《內部監控－綜合框架（二零一三年）》）的原則，集團的風險管理及內部監控系統有效運作。有關管理層確認書獲審核及風險管理委員會贊同並提交予董事會。

### 檢討會計、財務匯報及內部審核功能

於本年度內，審核及風險管理委員會檢討集團就會計、財務匯報及內部稽核方面所需的資源、員工資歷和經驗、培訓課程及預算開支，並對有關方面的充足程度表示滿意。

# CORPORATE GOVERNANCE REPORT

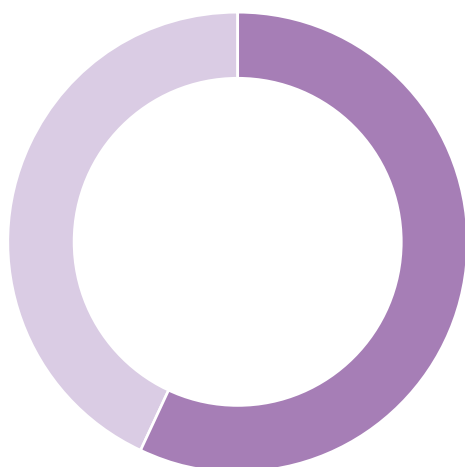
## 企業管治報告

### BOARD DIVERSITY POLICY

The Company has had policy of diversity in board appointments as reflected in the current composition of the Board which is characterised by significant diversity, whether considered in terms of nationality, professional background and experience, as shown in the following illustrations:

#### A Role of directors

Executive Directors	4
Independent Non-Executive Directors	3



### 董事會成員多元化政策

本公司一直實行多元化政策，反映於現時董事會的組合。如以下闡述，董事會無論在國籍、專業背景及經驗方面，皆具多元化特色：

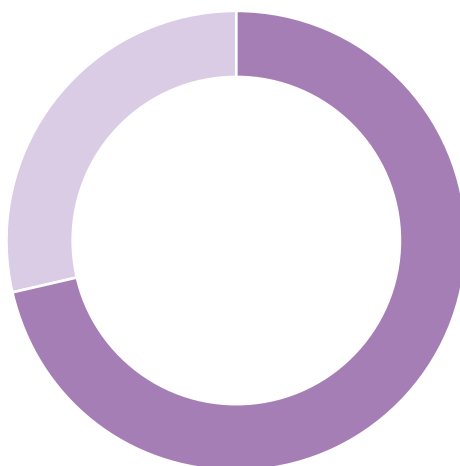
#### A 董事角色

執行董事	4
獨立非執行董事	3



#### B Nationality

Hong Kong, China	5
China	2



#### B 國籍

中國香港	5
中國	2

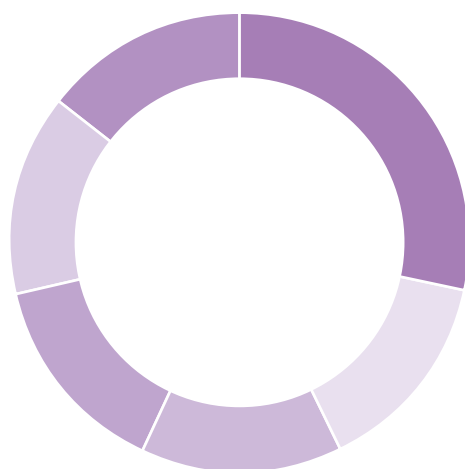


# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### C Professional background

Business	2
Computer and information technology	1
Human settlements planning and development	1
Accounting and auditing	1
Education and cultural development	1
Computer science and technology	1



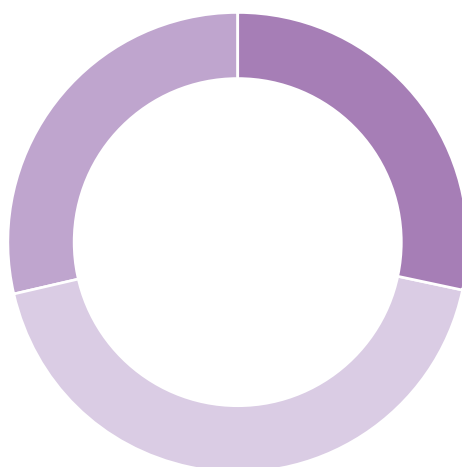
### C 專業背景

工商	2
電腦及科技資訊	1
人類居住環境規劃發展	1
會計及審計	1
教育及文化發展	1
計算機科學與技術	1



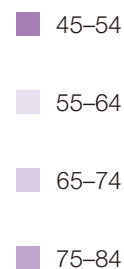
### D Age

45-54	2
55-64	0
65-74	3
75-84	2



### D 年齡

45-54	2
55-64	0
65-74	3
75-84	2







## CORPORATE GOVERNANCE REPORT

### 企業管治報告

We believe that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organisational changes and less likely to suffer from group thinking. We recognise that board diversity is an essential element contributing to the sustainable development of the Company. The objectives of this Policy are, with the support of our shareholders, to have a Board which:

- a) is characterised by a broad range of views arising from different experiences when discussing business;
- b) facilitates the making of informed and critical decisions; and
- c) has sustainable development as its core value,

and thus promotes the interests of all our stakeholders, particularly the long-term interests of our shareholders, fairly and effectively.

For the purpose of this Policy, we consider the concept of diversity incorporates a number of different aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. The achievement of these objectives is measurable on an objective review by shareholders of the overall composition of the Board, the diversity of background and experience of individual directors and the effectiveness of the Board in promoting shareholders' interests.

In order for shareholders to judge for themselves whether the Board as constituted is a reflection of diversity, or a gradual move to increased diversity, on a scale and at a speed which they support, we shall continue to provide sufficient information to shareholders about the size, qualifications, characteristics etc. of each individual Board member and therefore, the Board as a whole.

The nomination committee has been charged with the review of the Board Diversity Policy on a periodic basis. The nomination committee believes that the approach of review of the Policy may take the form of an analysis of the Board in the different aspects of diversity as set out above having regard to the sustainable development of the Company, supplemented with shareholders' feedback on the diversity of the Board and its overall effectiveness in promoting shareholders' interests.

我們相信，董事會成員多元化能提高決策能力，而且一個多元化的董事會能更有效地處理組織的變化，受群體思維影響的可能性亦較低。我們認為，董事會的多元化是公司可持續發展的一個基本要素，目的是讓公司擁有一個獲股東支持的董事會，並具備以下特點：

- a) 在討論業務時，因成員不同經驗產生廣泛意見；
- b) 有利作出知情和關鍵的決定；及
- c) 以可持續發展作為核心價值，

董事會因而能夠公平、有效地維護所有與我們業務有關人士的利益，特別是公司股東的長遠利益。

本公司在制訂本政策時，考慮多元化的概念應包含許多不同方面，如專業經驗、營商視野、技能、知識、性別、年齡、文化和教育背景、族裔，以及服務年期。股東對董事會的整體組成、個別董事背景和經驗的多元性，以及董事會能否有效地維護股東利益作出客觀審查，以量度上述目標的成效。

為使股東能自行判斷董事會的組合是否已反映多元化，或是已按他們所認同的規模和速度，逐漸增添多元化元素，我們將繼續向股東提供有關董事會整體的充分資料（包括人數及各董事會成員的資歷、特點等）。

提名委員會獲授權定期檢討董事會成員多元化政策，委員會相信檢討的方法，可以是就公司的可持續發展，分析董事會在上述各方面的多元化狀況，同時考慮股東對董事會的多元化以及多元化對促進股東利益的整體成效所表達的意見。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### BOARD AND BOARD COMMITTEES MEETINGS

The individual attendance records of each director at the meetings of the Board, Audit and Risk Management Committee, Remuneration Committee, Nomination Committee, Annual General Meeting and Special General Meeting during the year ended 31 December 2021 is set out in the following table:

### 董事會及董事委員會會議

各董事於截至二零二一年十二月三十一日止年度出席董事會、審核及風險管理委員會、薪酬委員會、提名委員會、股東週年大會及股東特別大會會議之記錄載於下表：

Directors	董事	Board 董事會	Audit and Risk Management Committee 審核及風險 管理委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會	Special General Meeting 股東特別大會
<b>Number of meetings held</b>	<b>會議舉行次數</b>	5	5	1	1	1	1
Number of meetings attended/ Number of meetings held	會議出席次數/ 會議舉行次數						
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Hung Yung Lai	熊融禮先生	5/5	–	1/1	1/1	1/1	1/1
Mr. Hung Ying	熊纓先生	5/5	–	–	–	0/1	0/1
Mr. Lin Xue Xin	林學新先生	5/5	–	–	–	0/1	0/1
Mr. Cui Jian	崔堅先生	5/5	–	–	–	0/1	0/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Mr. Pao Ping Wing	浦炳榮先生	5/5	5/5	1/1	1/1	1/1	1/1
Mr. Thomas Tam	談國慶先生	5/5	5/5	1/1	1/1	1/1	1/1
Mr. Lo King Man	盧景文先生	5/5	4/5	1/1	1/1	1/1	1/1

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### INDEPENDENT AUDITORS' REMUNERATION

The remuneration for the audit and non-audit services provided by the independent auditor to the Group during the year ended 31 December 2021 was approximately as follows:

Type of services	服務類別	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Audit services	核數服務	1,324	1,115
Non-audit services (Note)	非核數服務(附註)	400	—
Total	總計	1,724	1,115

Note: Non-audit services relate to the non-audit assurance services for the Group's disposal of a subsidiary.

### 獨立核數師酬金

就獨立核數師於截至二零二一年十二月三十一日止年度期間向本公司提供的核數及非核數服務之概約酬金載列如下：

附註：非核數服務涉及對本集團出售一間附屬公司的交易提供非核數監證服務。

### DIRECTORS' AND INDEPENDENT AUDITOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements which give a true and fair view of the financial position of the company and its subsidiaries, in accordance with accounting principle generally accepted in Hong Kong. The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the Independent Auditor's Report in this annual report.

### 董事及獨立核數師就財務報表須承擔之責任

董事須負責按照香港普遍採納之會計原則編製真實而公平地反映本公司及其附屬公司之財務狀況之財務報表。董事編製財務報表之責任及核數師責任均載於本年度報告之獨立核數師報告。

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks (including ESG-related risks) it is willing to take in achieving the Group's strategic objectives, maintaining sound and effective risk management and internal control systems (including those for ESG-related risks) and reviewing their effectiveness to safeguard Shareholders' investment and the Group's assets. To this end, management continues to allocate resources for internal control and risk management systems compatible with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework 2013 principles to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives.

### 風險管理及內部監控

董事會全面負責評估及釐定為達成集團戰略目標所願承擔的風險(包括環境、社會及管治相關的風險)性質及程度、維持穩健及有效的風險管理及內部監控系統(包括適用於環境、社會及管治相關的風險)並檢討其成效，以保障股東的投資及集團資產。為此，管理層持續投放資源予一個符合 Committee of Sponsoring Organizations of the Treadway Commission (COSO) 的 Internal Control – Integrated Framework (2013)(《內部監控一綜合框架(二零一三年)》)原則的內部監控及風險管理系統，為不會有重大的失實陳述或損失作出合理(而非絕對)的保證，並管理(而非消除)未能達到業務目標的風險。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management

At the Group, risk is defined as a potential action, event or circumstance that could impact the Company's ability, favorably or unfavorably, to meet its strategic goals.

Risk is inherent in the Group's business and the markets in which it operates. The aim is to identify risks and then manage them so that they can be understood, reduced, mitigated, transferred or avoided. This demands a proactive approach to risk management and an effective group-wide risk management framework.

### Risk governance structure

The Group's risk governance structure is based on a "Three Lines of Defence" model, with oversight and directions from the Board and Audit and Risk Management Committee.

### 風險管理

本集團將風險定義為可對本公司達成戰略目標產生有利或者不利影響的潛在的行為，事件或者環境。

本集團的業務和市場皆存在風險。我們的目標是要識別和管理這些風險，從而可以掌握、降低、舒緩、轉移或規避這些風險。為此，我們需要採取積極的風險管理方針，並貫徹落實有效的本集團風險管理架構。

### 風險管治架構

本集團的風險管治架構建基於「三道防線」模式，由董事會和審核及風險管理委員會負責監察及制定方向。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Roles	Functions
The Board	<ul style="list-style-type: none"> <li>Has overall responsibility for the risk management and internal control systems.</li> <li>Oversees the actions of the Management and monitors the overall effectiveness of the risk management system and internal control function.</li> <li>Oversees and reviews processes and controls for strategic and operational risk and monitors the effectiveness of the established controls through the Audit and Risk Management Committee.</li> </ul>
Audit and Risk Management Committee	<ul style="list-style-type: none"> <li>Supports the Board in monitoring the performance of the risk management system and key risks and internal control systems.</li> <li>Reviews the effectiveness of the Company's internal audit function.</li> <li>Reviews risks raised during annual risk registration exercise, and other risks and concerns.</li> <li>Approves Company's risk tolerance.</li> <li>Evaluate and determine the nature and extent of the risks the Board is ready to endorse for the Group to take in pursuing the delivery of the Group's strategic objectives.</li> <li>Ensure that an appropriate and effective risk management and internal control systems is established and maintained by the Group.</li> <li>Oversee the Management in the design, implementation and monitoring of the risk management and internal control systems.</li> <li>Oversee the Management in their risk mitigation efforts.</li> </ul>

角色	職能
董事會	<ul style="list-style-type: none"> <li>對風險管理及內部監控系統負整體責任。</li> <li>監督管理層行為及監察風險管理與內部監控職能的整體有效性。</li> <li>監督及審查戰略及營運風險程序及控制措施，以及通過審核及風險管理委員會來監察既有控制措施的有效性。</li> </ul>
審核及風險管理委員會	<ul style="list-style-type: none"> <li>協助董事會監察風險管理系統的表現及主要風險及內部監控系統。</li> <li>審查本集團內部審核職能的有效性。</li> <li>審查在年度風險登記報告中提出的各項風險以及其他的風險及關注問題。</li> <li>批准本公司的可忍受風險水平。</li> <li>就董事會準備批准本集團為實踐策略目標而承擔的風險，進行評估及確定有關風險的性質和程度。</li> <li>確保本集團已設立及維持一個合適和有效的風險管理及內部監控系統。</li> <li>監督管理層對風險管理及內部監控系統的設計、實施及監察方面的工作。</li> <li>監督管理層在風險紓緩方面的工作。</li> </ul>

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Roles	Functions
Internal Audit	<ul style="list-style-type: none"> <li>Independent investigations regarding certain allegations of fraud and violations of the Group's Code of Conduct and other company policies.</li> <li>Carries out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.</li> </ul>
The Management	<ul style="list-style-type: none"> <li>Provide leadership and guidance for the balance of risk and return.</li> <li>Designs, implements and reviews the Group's risk management and internal control systems.</li> <li>Communicate and assess the Group's risk profile and material risks at the Group level.</li> <li>Track progress of mitigation plans of material risks and report on detailed examinations of specific risks as required.</li> <li>Oversee business units as well as group risk and the control activities relevant to respective functions.</li> <li>Ensure that a review of the effectiveness of the risk management and internal control systems has been conducted at least annually and provide such confirmation to the Board through the Audit and Risk Management Committee.</li> </ul>

The Management, which co-ordinates enterprise risk management activities and reviews significant aspects of risk management for the Group, reports to the Audit and Risk Management Committee at each regularly scheduled meeting, including amongst other things, significant risks of the Group and the appropriate mitigation and/or transfer of identified risks. The operating units of the Group, as risk owners, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to the Management on a regularly basis. The Management assesses and presents regular reports to Audit and Risk Management Committee at each regularly scheduled meeting.

角色	職能
內部審核	<ul style="list-style-type: none"> <li>就若干欺詐行為及違反本集團行為準則以及其他公司政策進行獨立調查。</li> <li>對本集團的風險管理及內部監控系統是否足夠和有效作出分析及獨立評估。</li> </ul>
管理層	<ul style="list-style-type: none"> <li>就風險與回報之間取得平衡提供領導及引導。</li> <li>設計、實施及審核本集團的風險管理及內部監控系統。</li> <li>就本集團的風險狀況和重大風險進行溝通及評估。</li> <li>跟蹤推行重大風險紓緩計劃的進度，並按需要匯報特定風險的詳細檢查結果。</li> <li>監督業務單位、集團風險，以及與各職能部門相關之監控活動。</li> <li>確保至少每年檢討一次風險管理及內部監控系統的成效，並透過審核及風險管理委員會向董事會作出有關確認。</li> </ul>

管理層負責協調企業風險管理工作及就本集團的重大風險管理範疇進行檢討，並就此於每個定期安排的會議上向審核及風險管理委員會匯報，包括但不限於本集團的重大風險以及適當減低及／或轉移已識別的風險。本集團的各個營運單位（作為承擔風險單位）識別、評核、減低及監察其各自的風險，以及定期向管理層匯報該等風險管理工作。管理層於每個定期安排的會議上評估及提交定期報告予審核及風險管理委員會。





## CORPORATE GOVERNANCE REPORT

### 企業管治報告

The Management and employees have evaluated control environment and conducted risk assessments of businesses and processes, both at the entity level and the various processes/transactions levels. We have documented those processes which are critical to the Group's performance. Within this exercise, key risks have been identified, along with the controls required to mitigate those risks, after which, such key risks and controls are continually reviewed and updated on an annual basis. High-risk key controls are tested annually by our management and internal audit. Based on the results of those tests, process owners are able to represent to Senior Management that their internal controls are working as intended or that necessary corrections have been made where control weaknesses have been found. Internal auditors report to Audit and Risk Management Committee that controls have been working properly or have been modified as required.

In addition to the review of risk management and internal controls undertaken within the Group, the external auditor also assessed the adequacy and effectiveness of certain key risk management and internal controls as part of their statutory audits. Where appropriate, the external auditor's recommendations are adopted and enhancements to the risk management and internal controls will be made.

#### ***The Group's risk management objectives***

- At a strategic level, the Group focuses on the identification and management of material risks at the Group, business and functional levels, in order to better equip itself to pursue the Group's strategic and business objectives.
- At an operational level, the Group aims to identify, assess, evaluate and mitigate operational hazards and risks in order to create a safe, healthy, efficient and environmentally-friendly workplace for its employees whilst ensuring products and services provided safety and health, minimising environmental impact, and securing asset integrity.

管理層和員工分析機構層面及各程序／交易層面涉及的監控環境，並對業務和程序風險作出評估。對集團表現有關鍵影響的程序，已予以記錄。在這過程中，同時找出了主要風險及管理這些風險所需的監控措施，並繼續每年作出檢討及更新。高級別風險的主要監控措施均由管理層及內部審計部每年作出測試。根據測試結果，有關的負責人員可向高層管理人員確認內部監控措施發揮了原定作用，抑或發現了監控弱點並已經予以糾正。內部審計人員亦會向審核及風險管理委員會確認監控措施運作正常，或已按需要作出修改。

除檢討本集團內實施的風險管理及內部監控外，外聘核數師亦評核若干主要的風險管理及內部監控是否充足及有效作為其法定審核的一部分。於適當情況下，外聘核數師的有關建議會獲採納，以加強風險管理及內部監控。

#### ***本集團的風險管理目標***

- 在策略層面上，本集團專注於識別和管理會影響集團、業務和各項職能的重大風險，從而作更好裝備，實踐集團的策略和業務目標。
- 在營運層面上，我們著眼於識別、分析、評估和紓緩營運上的危害和風險，為僱員營造安全、健康、有效和環保的工作環境，同時確保產品及服務安全 and 健康，減少環境影響，並確保資產完整性。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### The Group's risk appetite and risk profiling criteria

The Group's risk appetite represents the amount of risk the Group is willing to undertake in pursuit of its strategic and business objectives. In line with expectations of its stakeholders, the Group will only take reasonable risks that (a) fit its strategy and capability, (b) can be understood and managed, and (c) do not expose the Group to:

- material financial loss;
- incidents affecting safety and health of employees;
- material breach of regulations;
- damage of the Group's reputation and brand name;
- business/supply interruption; and
- severe environmental incidents.

Based on the above, the Group has established its risk monitoring in the form of a risk assessment matrix to help rank risks and prioritise risk management efforts at the Group level. Business units are required to adopt the same risk matrix structure in order to establish their own risk profiling, determine consequence and likelihood of identified risks with reference to their own materiality and circumstances as well as establishing risk mitigation strategies.

### Inherent risk assessment matrix

### 本集團的風險承受能力與風險評估準則

本集團的風險承受能力是指集團為實現本身策略和業務目標願意承擔的風險程度。建基於業務有關人士的期望，本集團可以接納的合理風險必須(a)符合集團策略和能力、(b)能被充分認識和管控，以及(c)不會令集團陷入下列狀況：

- 重大財務損失；
- 影響員工安全及健康的事件；
- 嚴重違反法規；
- 損害集團的聲譽和品牌；
- 營運／供應中斷；及
- 嚴重環境事故。

根據上述準則，本集團制定風險評估矩陣以進行風險監察和評級，並於集團層面對風險管理工作進行優次排序，同時要求各業務單位採用相同的風險矩陣架構來評估單位本身的風險狀況，並根據已識別風險的重要性及情況確定其後果及可能性，從而制訂風險紓緩策略。

### 固有風險評估矩陣

#### Likelihood Rating 發生可能性等級

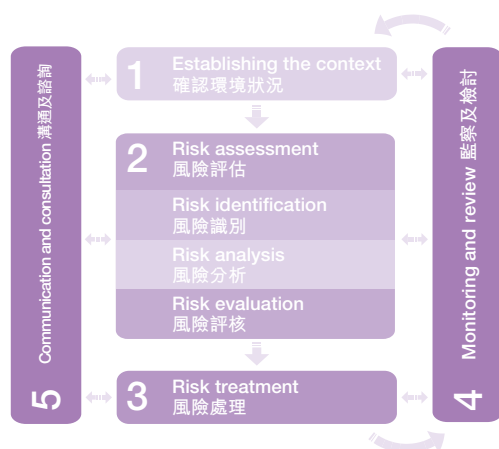
Impact Rating 後果等級		1. Highly unlikely 罕有	2. Not expected 不太可能	3. Sometimes 可能	4. Strong possibility 極有可能	5. Very likely 幾可肯定
5.	Critical 嚴峻	Moderate 中風險	High 高風險	High 高風險	Very high 極高風險	Very high 極高風險
4.	Major 重大	Moderate 中風險	Moderate 中風險	High 高風險	High 高風險	Very high 極高風險
3.	Moderate 中等	Low 低風險	Moderate 中風險	Moderate 中風險	High 高風險	High 高風險
2.	Minor 輕微	Low 低風險	Low 低風險	Low 低風險	Moderate 中風險	Moderate 中風險
1.	Insignificant 極輕微	Low 低風險	Low 低風險	Low 低風險	Low 低風險	Low 低風險

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk management process

The following diagram illustrates the key processes used by the Group to identify, evaluate and manage the Group's significant risks:



### 風險管理程序

下圖說明本集團用作識別、評核及管理本集團重大風險的主要過程：

- 1 The management establishes common risk language and risk assessment criteria for the Group.
- 2 Business units identify the risks which may potentially impact the achievement of their business objectives, and analyze and evaluate the significance of such risk.
- 3 Business units assess the adequacy of existing controls, determine and implement treatment plans where risk mitigants are actionable.
- 4,5 Business units monitor risk mitigating activities.  
The management tracks the progress of risk mitigating activities; reports the consolidated view of risks regularly to audit and risk management committee; and shares risk knowledge across business units to enhance the risk management standard of the Group. Group internal audit reports regularly to the Board and/or audit and risk management committee to provide independent assurance on the effectiveness of risk management function.

- Is integrated into business and decision-making processes including strategy formulation, business planning, capital allocation, investment decisions, internal control and day-to-day operations management.
- Includes establishing the context, identifying risks, assessing their consequences and likelihood, evaluating risk level, control gaps and priorities, and developing control and mitigation plans. This is a continuous process with periodic monitoring and review in place. It is also an interactive process with stakeholder communication and consultation.
- The Group adopts an integrated bottom-up and top-down risk review process to enable (a) comprehensive identification and prioritisation of all material risks throughout the Group, (b) escalation of material risks at the right managerial level, (c) effective risk dialogue among the management team, and (d) proper oversight of risk mitigation efforts.
- 納入各項業務及決策流程中，包括策略制定、業務規劃、資金分配、投資決定、內部監控及日常營運。
- 包括確立範圍、識別風險、透過分析相關後果及其出現的可能性作出風險水平評估、考量現有監控措施的不足，並進行優次排序，以及制訂監控和紓緩計劃。這個持續的過程包括定期監察及檢討，同時也是與業務有關人士溝通和諮詢的互動過程。
- 本集團採用由下而上及由上而下的綜合風險檢討程序，以便(a)全面識別集團內所有重大風險，並進行優次排序，(b)將重大風險上報至適當的管理層級別，(c)讓管理層就風險進行有效溝通，並(d)適當監督風險紓緩工作。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### Bottom-up process:

- Business units and group functions are required to submit their material risks identified through their risk management process to the management.
- The management, through aggregation, filtering and prioritising processes as well as consultation process, compile a Group Risk Management Report. The senior management reviews and scrutinises the material risks and ensures the appropriate controls and mitigation measures are in place or in progress.
- Following review by the senior management, Group Risk Management Report is submitted to the audit and risk management committee with a summary of the material risks circulated to the Board.

#### Top-down process:

- Emerging risks and/or overarching strategic risks, which might have a material impact on the Group over a longer timeframe, are monitored and discussed on a regular basis by the management.
- The management facilitates ongoing emerging risk review and management discussion by compiling relevant information from both internal and external sources. Overarching strategic risks are reviewed and discussed during the annual business planning process. Emerging risks that are identified and considered material are further assessed and monitored by relevant business units or group functions.
- Internal control is an integral part of enterprise risk management. The Group's enterprise risk management framework encompasses internal control, forming a more robust conceptualization and tool for management. Risk management is closely linked to the Group's Integrated Framework of Internal Control, key controls are subject to testing in order to assess their effectiveness.
- In the annual business planning process, business units are required to identify all material risks that may impact their achievement of business objectives. Identified risks are evaluated based on the same set of risk profiling criteria as the risk review process. Plans to mitigate the identified risks are developed for implementation and budget purposes.

#### 由下而上的程序：

- 業務單位和集團職能部門須向管理層匯報在風險管理過程中識別的重大風險。
- 管理層透過匯集、篩選及排序的步驟以及諮詢程序，編寫集團風險管理報告。高級管理層審視重大風險，並確保已備有或採取合適的監控及紓緩措施。
- 經高級管理層審閱後，報告將提呈審核及風險管理委員會，並把重大風險總結交董事會傳閱。

#### 由上而下的程序：

- 管理層定期監察及討論可能對集團長遠構成重大影響的新生風險及／或重大的策略風險。
- 管理層利用公司內外的相關資料，推動管理層持續檢討和討論新生風險。重大的策略風險在年度業務規劃過程中進行檢討及討論，被識別及視為重大的新生風險則由相關業務單位或集團職能部門進一步評估及監察。
- 內部監控是企業風險管理中不可或缺的部份。本集團風險管理架構涵蓋了內部監控，從而構建了一個更強有力的概念和管理工具。本集團的風險管理和綜合內部監控架構互相緊扣，主要的監控措施均經過測試以評估成效。
- 在每年的業務規劃過程中，業務單位必須識別所有對其實現業務目標可能會構成影響的重大風險，然後根據與風險檢討程序相同的風險評估準則進行評估，接著制訂紓緩有關風險的計劃，以便制定預算及付諸實行。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Internal Controls

The Board acknowledges its responsibility to oversee the effectiveness of the Group's internal control systems. This is achieved through a defined management structure with specified limits of authority and defined control responsibility designed to:

- Achieve business objectives and safeguard assets against unauthorised use or disposition;
- Ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication; and
- Ensure compliance with the relevant legislation and regulations.

### Internal control framework

The Company has in place an integrated framework of internal controls which continues to be consistent with Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013) which comprises 17 principles on effective internal controls as illustrated below:

5 Components	17 Principles
Control environment:  The internal organizational Environment driven by the Management operating philosophy, risk appetite, integrity, and ethical values.	<ul style="list-style-type: none"> <li>• Demonstrates a commitment to integrity and ethical values</li> <li>• The Board demonstrates independence from management and exercises oversight of the development and performance of internal control</li> <li>• The management establishes, with board oversight, structures, reporting lines, and appropriate authorities and responsibilities in the pursuit of objectives</li> <li>• Demonstrates a commitment to attract, develop, and retain competent individuals in alignment with objectives</li> <li>• Holds individuals accountable for their internal control responsibilities in the pursuit of objectives</li> </ul>

### 內部監控

董事會確認其責任為監督本集團內部監控系統的有效性，而穩健及有效的內部監控是通過具有明確授權及內部監控責任的管理架構達成的，旨在：

- 實現業務目標及防止資產被未經授權使用或處置；
- 確保妥當地保存會計記錄，為內部用途或對外公佈提供可靠的財務資料；及
- 確保遵守有關法例及法規。

### 內部監控框架

本集團推行以 Committee of Sponsoring Organizations of the Treadway Commission (COSO) 的 Internal Control – Integrated Framework (2013) 《內部監控一綜合框架(二零一三年)》為藍本的綜合內部監控架構。有關框架包涵以下17項可達致有效內部監控的原則：

5大要素	17項原則
控制環境：  以管理運作理念、風險偏好、誠信及道德價值驅動的內部組織環境。	<ul style="list-style-type: none"> <li>• 體現對誠信和道德觀的承諾</li> <li>• 董事會獨立於管理層，並監督內部監控系統的發展與成效</li> <li>• 在董事會監督下，管理層建立組織架構、匯報關係及適當的授權與職責，以達到集團的企業目的</li> <li>• 體現對吸引、培養和挽留人才的承諾，以配合集團的企業目的</li> <li>• 要求每位員工均需在追求達到集團的企業目的過程中，肩負自己在內部監控方面的責任</li> </ul>

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5 Components	17 Principles
<p>Risk assessment:</p> <p>Risks are identified and the likely impact on the organization is assessed.</p>	<ul style="list-style-type: none"> <li>Specifies objectives with sufficient clarity to enable the identification and assessment of risks relating to objectives</li> <li>Identifies risks to the achievement of its objectives across the entity and analyses risks as a basis for determining how the risks should be managed</li> <li>Considers the potential for fraud in assessing risks to the achievement of objectives</li> <li>Identifies and assesses changes that could significantly impact the system of internal control</li> </ul>
<p>Control activities:</p> <p>Policies and procedures are implemented to ensure organizational objectives and risk-mitigation activities are effectively executed.</p>	<ul style="list-style-type: none"> <li>Selects and develops control activities that contribute to the mitigation of risks to the achievement of objectives to acceptable levels</li> <li>Selects and develops general control activities over technology to support the achievement of objectives</li> <li>Deploys control activities through policies that establish what is expected and procedures that put policies into action</li> </ul>
<p>Information and Communication:</p> <p>Relevant information is communicated in an acceptable format and timely fashion to enable the organization to meet its objectives.</p>	<ul style="list-style-type: none"> <li>Obtains or generates and uses relevant, quality information to support the functioning of internal control</li> <li>Internally communicates information, including objectives and responsibilities for internal control, necessary to support the functioning of internal control</li> <li>Communicates with external parties regarding matters affecting the functioning of internal control</li> </ul>

5大要素	17項原則
<p>風險評估：</p> <p>辨識風險及評估其對組織的影響。</p>	<ul style="list-style-type: none"> <li>確定清晰的目的，以助分辨及評估達致目的風險</li> <li>識別及分析實體為達致目的所需承受的風險，並以此作為釐定應如何管理這些風險的基礎</li> <li>在評估達致目的相關的風險時，考慮潛在的舞弊行為</li> <li>識別和評估對內部監控系統可能造成重大影響的改變</li> </ul>
<p>控制活動：</p> <p>實施政策及程序，確保有效執行組織目標及減低風險活動。</p>	<ul style="list-style-type: none"> <li>選擇及制訂監控措施，將達致目的之相關風險降至可接受水平</li> <li>在科技層面選擇及制訂一般的監控措施，支援集團的企業目的</li> <li>透過制訂要求明確的政策，並訂立程序，確保政策得以切實執行，為監控措施作好部署</li> </ul>
<p>信息及溝通：</p> <p>以認可方式及時傳達相關信息，令組織達成目標。</p>	<ul style="list-style-type: none"> <li>收取或編製，並使用相關及優質的資訊，支持內部監控的功能</li> <li>於集團內部傳達支持內部監控運作所需的資訊，包括內部監控的目的和責任</li> <li>與外方就影響內部監控運作的事宜進行溝通</li> </ul>



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5 Components	17 Principles
Monitoring:  The internal control process is continually monitored.  Modifications are made to improve internal control activities as a result of the monitoring process.	<ul style="list-style-type: none"> <li>• Selects, develops, and performs ongoing and/or separate evaluations to ascertain whether the components of internal control are present and functioning</li> <li>• Evaluates and communicates internal control deficiencies in a timely manner to those parties responsible for taking corrective action, including senior management and the board of directors, as appropriate</li> </ul>

Within this comprehensive internal control framework, management is responsible for setting the appropriate tone from the top, performing risk assessments, and owning the design, implementation and maintenance of internal controls. Other teams such as Finance, Legal, and Human Resources provide assistance and expertise to management to assist it in undertaking its responsibilities. The Board and its audit and risk management committee oversee the actions of management and monitor the effectiveness of the established controls, assisted by assurance provided by the internal auditors.

### Control standards, checks and balances

Built into the Group's system are checks and balances. In addition, as an integral part of our internal control systems, well defined policies and procedures are properly documented and communicated. The corporate policies form the basis of all the Group's major guidelines and procedures and set forth the control standards required for the functioning of the Group's business entities. The policies address legal, regulatory, and operational topics, including, for example, intellectual property, data privacy, employee health and safety, delegation of authority, information security, and business continuity.

Our internal control systems are based on clear stewardship responsibilities, authorities and accountability and the systems cover every activity and transaction of our Group. We emphasise to our employees that everyone, no matter where he or she stands in the corporate hierarchy, is an important part of our internal control systems and we expect them to contribute to that system.

5大要素	17項原則
監控活動：  持續監控內部控制流程。因應監控過程的結果作出修正，以改善內部監控活動。	<ul style="list-style-type: none"> <li>• 選擇、推動並實施持續及／或獨立的評估，確定內部監控的要素是否存在並運作正常</li> <li>• 適時評估內部監控的缺失，並適當地與負責採取糾正措施的相關人士，包括高層管理人員和董事會(如適合)作出溝通</li> </ul>

在該全面內部監控框架內，管理層負責從頂層為監控定調、進行風險評估及設計、執行及維護內部控制。財務、法律及人力資源等其他團隊為管理層履行其責任提供協助及專業知識。在內部核數師的協助下，董事會及其審核及風險管理委員會負責監督管理層的行動及監控已建立的控制的成效。

### 監控標準及制衡機制

本集團的監控系統包含制衡機制。此外，內部監控系統不可或缺的一環是妥善訂立清晰的書面政策和程序，並予以公佈，保持溝通。集團政策構成本集團所有主要方針和程序的基礎，並規定了本集團的業務實體營運所需的控制標準。這些政策涵蓋法律、法規及營運問題，包括如知識產權、數據隱私、員工健康和 safety、授權、信息安全和業務連續性。

本集團的內部監控系統建基於清晰的管理職責、授權和問責性，涵蓋本集團所有業務和交易。我們向員工強調，不論職位高低，每位員工都是內部監控系統的重要一環，必須作出貢獻。



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Additionally, the Group has a strong corporate culture based on good business ethics and accountability. The Code of Conduct, which applies to all employees, forms the basis of the Group's commitment to conducting all business with uncompromising integrity and ethical behavior. The Code also helps employees determine when to ask for advice, and how to obtain it. All employees are required to comply with the Code. The Group regards any violation of the Code as a serious matter and is committed to investigating all reported concerns. Furthermore, in keeping with best practices, the Group has developed and implemented an Anti-Corruption Policy which reinforces the Code and provides additional specific guidance regarding compliance with rules and laws related to corruption. In addition to setting out guidelines, principles and values, we recognise that an environment where employees feel free to bring problems to management is also necessary to make our internal control systems effective. Our Whistleblowing Policy makes it clear that all reports to management will be handled confidentially to the fullest extent possible under the circumstances.

This comprehensive internal controls framework established by the Group covers all activities and transactions. Management performs periodic enterprise wide risk assessments and continuously monitors and reports progress of action plans to address these key risks. Management also assesses business risks when formulating corporate strategies, and tracks and reports on the implementation of strategic initiatives, business plans, budgets and financial results regularly to the Board.

To assist the audit and risk management committee in its oversight and monitoring activities, the Group maintains an independent internal audit function. Internal audit department, with its function independent of the Group's business operations, plays an important role in monitoring the Group's internal governance. Internal audit provides objective assurance to the audit and risk management committee that the system of internal controls is effective and operating as intended.

此外，本集團擁有以良好的商業道德及問責性為基礎的健康企業文化。行為準則適用於所有員工，構成本集團致力以廉潔公正及具有道德規範的方法進行所有業務的基礎，並幫助僱員確定何時及如何尋求建議。所有員工均須遵守行為準則。本集團視違反該行為準則的行為為嚴重事件，一經發現會認真追究及調查。此外，為秉持最佳實踐，本集團制定及實行了反貪污政策，以強化行為準則的訊息，並就與貪污有關的規定及法律提供額外特定的指引。為了發揮內部監控系統的成效，我們訂立所需的指引、原則和價值觀，並認為必須創造讓下情得以自由上達的環境。本集團有關舉報非法或不當行為的集團政策清楚列明，所有舉報均會保持匿名及盡可能保密。

本集團的內部監控系統涵蓋各項活動及交易。在此框架內，管理層定期進行整個企業的風險評估及持續監控及呈報針對重大風險而採取的行動的進展情況。管理層亦在制定集團策略時評估業務風險，並跟進及定期向董事會呈報戰略規劃、業務計劃及預算的執行及財務業績。

為協助審核及風險管理委員會之監督及監察活動，本集團設立獨立內部審核系統。內部審核部的職能獨立於本集團的業務營運，在監察本集團內部管治的工作上擔當重要角色。內部審核系統為審核及風險管理委員會提供客觀保證，以保證內部監控系統如期有效運行。



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#### Key control procedures

- (i) *Establishing a structure with defined authority and proper segregation of duties*
- A clear organisational structure with defined lines of responsibility to facilitate systematic delegation of authority.
  - Written policies, procedures and guidelines with defined limits of delegated authority to facilitate effective segregation of duties and controls.
- (ii) *Monitoring the strategic plan and performance*
- Business units carry out their respective business operating plans as laid down in the strategic plan in accordance with the adopted policies and procedures.
  - An annual budget with financial targets provides the foundation for the allocation of resources in accordance with prioritised business opportunities.
  - Variance analyses help identify deficiencies and enables timely remedial actions to be taken.
- (iii) *Designing an effective accounting and information system*
- A comprehensive accounting system for providing financial and operational performance indicators to facilitate problem identification, and to ensure complete, relevant and accurate financial information for timely reporting and disclosure purpose.
  - An information system for identifying, capturing and communicating pertinent information to enable employees to carry out their responsibilities.
  - Regular reviews for ensuring proper and legitimate dissemination of financial information.

#### 主要監控程序

- (i) *建立權責分明、職責恰當劃分的架構*
- 集團的組織架構清晰，權責分明，利便有系統地授託職權。
  - 提供書面的政策、程序及指引，清楚界定權責範圍，利便有效地劃分職責和監控。
- (ii) *監察戰略規劃及表現*
- 業務單位按集團採納的政策及程序執行戰略規劃的相關業務營運計劃。
  - 具財政目標的年度預算定下按商機優先次序分配資源的基礎。
  - 運用差異分析去辨析不足之處，以便及時作出補救行動。
- (iii) *設計有效的會計及資訊系統*
- 全面的會計系統提供財務及營運表現的指標，以利便找出問題所在，也確保能夠有完整、相關及準確的財務資料供適時匯報及披露之用。
  - 設立識別、獲取及傳遞相關資訊的資訊系統，便利員工履行職責。
  - 定期檢討以確保恰當及合規地發佈財務資訊。

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(iv) *Handling and dissemination of inside information*

- The Group regularly review inside information's policy and procedures and make recommendations on a amendments there to, if necessary, in order to ensure their effectiveness in making accurate, balanced and timely disclosure of information in accordance with disclosure obligations in the changing regulatory environment.

(v) *Encouraging reporting on serious concern about malpractice*

- The Group operates a Whistleblowing Policy which enables employees to raise concerns about any malpractice, impropriety or fraud relating to internal controls and other matters confidentially, without fear of reprisal or victimization.
- Under the Group Whistleblowing Policy, audit and risk management committee are responsible for reviewing the effectiveness of the actions taken in response to disclosures made under the policy by employees.
- Other stakeholders, such as customers and suppliers, can also raise concerns about any improprieties or potential improprieties of the Group.

(vi) *Ensuring controls and reviews of IT application systems as well as principal operations*

- Various controls and independent reviews are in place to uphold the integrity, reliability, availability, security and stability of the Group's IT application systems.

(iv) *處理及發放內幕消息*

- 本集團會定期檢討內幕消息政策及指引及在有需要時提出修改建議，令該政策及指引在不斷轉變的規管環境中能有效地確保本集團遵守其披露責任，發放準確、平衡及適時的資訊。

(v) *鼓勵舉報嚴重失當行為*

- 集團設有的舉報政策可使僱員毋須畏懼報復或迫害而敢於舉報任何涉及內部監控及其他事宜的不當／失當／詐騙行為。
- 根據該舉報政策，審核及風險管理委員會負責審查就僱員根據該政策披露的事宜所採取的行動是否有效。
- 其他權益人(如顧客及供應商)也可就集團的任何失當或潛在失當問題向我們舉報。

(vi) *對資訊技術系統應用和主要業務的監控及檢討*

- 設有各種不同的監控及獨立檢討，以確保集團資訊技術應用系統完善可靠、正常運作、安全及穩定。



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#### Handling and Dissemination of Inside Information

Regarding the disclosure of inside information and internal control measures, the Company understands its duties under the Listing Rules and SFO, and adheres to the important principle of timely publication of the inside information. The Company abides by the “Guide on disclosure of inside information” published by the Securities and Futures Commission, and has developed a complete system of internal procedures and internal control measures for processing and publication of information in order to ensure the timely, accurate and appropriate disclosure of relevant information to the shareholders and regulatory authorities.

The Group takes all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement. In this respect, the Management ensures that appropriate systems and procedures are put in place and reviewed periodically to enable the Group to comply with the disclosure requirements. The management also regularly oversees the proper implementation and functioning of the mechanisms and ensures that any material deficiencies are detected and resolved in a timely manner.

Measures include but are not limited to the following:

- (a) Establish controls for monitoring business and corporate developments and events so that any potential inside information is promptly identified and escalated.
- (b) Restrict access to inside information to a limited number of employees on a need-to-know basis. Ensure employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.
- (c) Ensure appropriate confidentiality agreements are in place when the Group enters into significant negotiations.
- (d) Develop procedures for responding to market rumours, leaks and inadvertent disclosures.
- (e) Provide regular training to relevant employees to help them understand the Company’s policies and procedures as well as their relevant disclosure duties and obligations.
- (f) Disseminate inside information via the electronic publication system operated by the Stock Exchange before the information is released via other channels, such as the press, wire services or posting on the Company’s website.

#### 處理及發放內幕消息

有關處理及發出內幕消息的流程和內部監控措施，本公司明白其根據《上市規則》及《證券及期貨條例》所應履行的責任，以及凡內幕消息均須即時公佈的重大原則。本公司恪守證監會的「內幕消息披露指引」，已形成一套完善的內部處理及公佈資訊的流程與內部監控措施，以確保即時、準確、適當地向股東和監管機構披露相關資訊。

本集團不時採取一切合理措施，以確保有妥善的預防措施防止違反披露規定。就此而言，管理層確保本集團設有適當的系統及程序，並定期加以檢討，從而使本集團能遵守披露規定。管理層亦定期監督有關機制能妥善實施及運作，以及確保能適時發現和解決任何重大缺失。

措施包括但不限於以下：

- (a) 設立監控措施來監察業務及企業發展及事件，以便能迅速識別及上報任何可能構成內幕消息的資料。
- (b) 設立限制，只讓少數有需要知道的僱員取得內幕消息。確保管有內幕消息的僱員充分熟知其保密責任。
- (c) 當本集團進行重大商議時，確保訂有適當的保密協議。
- (d) 制訂就市場謠傳、資料外泄及不慎披露消息作出回應的程序。
- (e) 向有關僱員提供定期培訓，協助他們了解公司的政策及程序，以及他們的相關披露責任和義務。
- (f) 在其他渠道（如新聞、電訊服務）發佈信息之前，透過聯交所營運的電子登載系統散發內幕消息或在公司網站刊登公告發放該消息。



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### Effectiveness of Risk Management and Internal Control Systems

In respect of the year ended 31 December 2021, the adequacy and effectiveness of the Group's risk management and internal control systems have been reviewed annually.

During 2021, the effectiveness of the systems of risk management and internal controls of the Group over financial, operational and compliance controls with emphasis on business continuity management and procurement has been reviewed. Additionally, the heads of major business and corporate functions were required to undertake control self-assessments of their key controls. These results were assessed by the senior management and reported to the audit and risk management committee, which then reviewed and reported the same to the Board.

The audit and risk management committee and the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted Shareholders Communication Policy with objective of ensuring that the Shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established a number of channels to communicate with the Shareholders as follows:

- (i) corporate communications such as annual reports, quarterly reports, interim reports and circulars are issued in printed form and are available on the GEM website [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.singlee.com.cn](http://www.singlee.com.cn);
- (ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) corporate information is made available on the Company's website;

### 風險管理及內部監控成效

就截至二零二一年十二月三十一日止年度而言，本集團按年進行了風險管理及內部監控系統的充足程度及成效的檢討。

於二零二一年，本集團已就風險管理及內部監控系統在財務、營運及合規監控方面的成效作出甄選檢討，著重業務持續性管理及採購方面的監控。此外，主要業務及企業職能部門主管均需要就其主要的監控事務自行作出評估。有關結果交高級管理層評審，並向審核及風險管理委員會匯報。審核及風險管理委員會其後審閱有關資料並向董事會匯報。

審核及風險管理委員會及董事會均無發現任何將對本集團的財務狀況或經營業績造成重大影響而需多加關注的事項，亦認為風險管理及內部監控系統整體而言充足並具成效，包括在會計、內部審計及財務匯報職能方面有足夠的資源、員工資歷及經驗，以及有足夠的員工培訓課程及預算。

### 與股東之溝通及投資者關係

本公司已採納股東溝通政策，目標是確保股東及有意投資者可方便、平等和及時地獲得本公司無任何偏見及可理解的資料。

本公司已設立以下若干途徑與股東溝通：

- (i) 企業通訊如年度報告、季度報告、中期報告及通函均以印刷形式刊發，同時於GEM網站 [www.hkgem.com](http://www.hkgem.com) 及本公司網站 [www.singlee.com.cn](http://www.singlee.com.cn) 可供瀏覽；
- (ii) 定期透過聯交所作出公佈，並將公佈分別刊載於聯交所及本公司之網站；
- (iii) 於本公司網站提供企業資料；





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- (iv) annual and special general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and
- (v) the Hong Kong share registrar of the Company serves the Shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.

During the year ended 31 December 2021, there is no significant change in the Company's memorandum and articles of association.

#### SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholder's interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the GEM website and the Company's website after the relevant shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "Requisitionists") (as the case may be) pursuant to Article 58 of the Bye-laws. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such Article for convening an extraordinary general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

- (iv) 股東週年大會及股東特別大會為股東提供平台，向董事及高級管理層反映意見及交流觀點；及
- (v) 本公司之香港股份過戶登記處可為股東提供股份過戶登記、股息派付及相關事宜之服務。

本公司不斷促進與投資者之關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司於香港之主要營業地點。

截至二零二一年十二月三十一日止年度，本公司之組織章程大綱及章程細則概無任何重大變動。

#### 股東權利

其中一項保障股東利益及權利之措施，乃於股東大會上就各項重大議題（包括推選個別董事）提呈個別決議案以供股東考慮及表決。根據GEM上市規則，於股東大會上提呈之所有決議案將以按股數投票方式進行表決，而投票表決結果將於相關股東大會結束後刊載於GEM網站及本公司網站。

股東特別大會可由董事會按持有不少於本公司繳足股本十分之一之股東，或根據組織章程細則第58條提出呈請之股東（「呈請人」）（視情況而定）之呈請予以召開。有關呈請須列明大會上須予處理之事務，由呈請人簽署，並交回本公司註冊辦事處或本公司於香港之主要營業地點。股東須按照有關章程細則所載召開股東特別大會之規定及程序。股東可於本公司股東大會上提呈動議，有關動議須送交本公司於香港之主要辦事處。

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司於香港之主要營業地點。



## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### DIVIDEND POLICY

The Company has adopted the dividend policy which has set out the standard rules and guidelines to be followed by the Board in considering whether to recommend dividend. The policy sets out the consideration factors for recommendation and declaration of dividend payment, such as the Group's business and financial performance, working capital requirements, capital expenditure and future development plans, retained earnings and distributable reserves of the Group and other factors that the Board deems relevant. The payment of the dividend is also subject to shareholders' approval and compliance with applicable laws and regulations including the laws of Bermuda and the Bye-Laws of the Company.

The dividend policy does not constitute a binding commitment by the Company on its future dividend and shall not obligate the Company to declare dividend at any time or from time to time, but only represents a general rules and reference purpose regarding the dividend policy. The Board will review the policy and reserve the right to amend the said policy from time to time.

#### 股息政策

本公司已採納股息政策，當中列明董事會於考慮是否建議派發股息時將予遵從之標準規則及指引。政策列明建議及宣佈派付股息所考慮之因素，如本集團之業務及財務表現、營運資金需求、資本開支及未來發展計劃、本集團之保留盈利及可供分派儲備以及董事會認為相關之其他因素。派付股息亦須獲股東批准及遵守適用法律及法規，包括百慕達法例及本公司細則。

股息政策並不構成本公司對其未來股息之具約束力承諾，本公司亦無義務於任何時間或不時宣派股息，其僅為有關股息政策之一般規則及僅供參考用途。董事會將不時檢討政策並保留權利修訂上述政策。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

# Deloitte.

#### TO THE SHAREHOLDERS OF SING LEE SOFTWARE (GROUP) LIMITED

(incorporated in Bermuda with limited liability)

#### OPINION

We have audited the consolidated financial statements of Sing Lee Software (Group) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 76 to 192, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

#### BASIS FOR OPINION

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

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

# 德勤

#### 致新利軟件(集團)股份有限公司股東

(於百慕達註冊成立之有限公司)

#### 意見

本核數師(以下簡稱「我們」)已審核載列於第76至192頁新利軟件(集團)股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，其包括於二零二一年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表、以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映貴集團於二零二一年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

#### 意見基礎

我們已根據國際審計及鑒證準則理事會頒佈的國際審計準則(「國際審計準則」)進行審計。我們在該等準則下的責任已於本報告「核數師就審計綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會職業道德準則理事會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

#### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對該等事項提供單獨意見。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Key audit matter 關鍵審計事項

##### **Estimated provision of expected credit losses for trade receivables**

##### **應收貿易賬款之估計預期信貸損失撥備**

We identified estimated provision of expected credit losses for trade receivables as a key audit matter due to the exercise of significant management judgement and estimation for the determination of allowance for expected credit losses of trade receivables.

我們將應收貿易賬款之估計預期信貸損失撥備識別為關鍵審計事項，此乃由於管理層釐定應收貿易賬款之預期信貸損失撥備時行使重大判斷及估計所致。

As at 31 December 2021, the carrying value of the Group's trade receivables was RMB29,516,000, net of allowance for credit losses of RMB1,286,000. The Group performs impairment assessment under expected credit loss ("ECL") model on trade receivable balances individually for debtors with significant balances and/or on a collective basis. Except for items that are subject to individual evaluation, which are assessed for impairment individually, the Group estimates expected credit losses for the remaining trade receivable balances on a collective basis. The rates applied in the collective assessment are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The collective assessment is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable information and that is available without undue cost or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

於二零二一年十二月三十一日，貴集團應收貿易賬款之賬面值為人民幣29,516,000元，扣除信貸損失撥備人民幣1,286,000元。貴集團根據預期信貸損失（「預期信貸損失」）模式對具有巨額結餘的債務人的應收貿易賬款結餘單獨及／或根據組合基準進行減值評估。除須單獨進行評估的項目單獨評估減值外，貴集團根據組合基準估計餘下應收貿易賬款結餘之預期信貸損失。組合評估法採用的撥備率乃根據內部信貸評級計算，因為具類似損失模式的各項應收賬款被歸類為同一組別。組合評估法乃根據貴集團過往拖欠率作出，當中考慮前瞻性資料，其為毋須過大成本或努力便可獲得的合理及可支持資料。於各報告日期，重新評估過往拖欠率，並考慮前瞻性資料的變動。

### 關鍵審計事項(續)

#### How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Details relating to the determination of allowance for expected credit losses of trade receivables are set out in Notes 4, 21 and 35 to the consolidated financial statements.

與釐定應收貿易賬款之預期信貸損失撥備有關之詳情載於綜合財務報表附註4、21及35。

Our procedures in relation to estimated provision of expected credit losses for trade receivables included:

我們有關應收貿易賬款估計預期信貸損失撥備的程序包括：

- Obtaining an understanding of the key controls over the processes that the management performed for assessing the impairment of trade receivables including the use of collective assessment;  
了解管理層就評估應收貿易賬款減值所進程序之主要監控，包括使用組合評估法；
- Obtaining an understanding and evaluating the appropriateness of the basis of management's judgement about the determination of groupings of various debtors that have similar loss patterns;  
了解及評估管理層就釐定具類似損失模式之各項應收賬款分類之判斷基準之適當性；
- Evaluating the reasonableness of management's determination of the expected credit loss rates based on historical default rates and taking into consideration of the forward-looking information;  
評估管理層根據過往拖欠率及考慮前瞻性資料後釐定預期信貸損失之合理性；
- Assessing the estimates used to determine historical default rates by considering historical cash collection performance of different groupings of trade receivables;  
評估釐定過往拖欠率所用之估計，方法包括考慮各個應收貿易賬款組別之過往現金收款表現；
- Discussing with the management for forward-looking information used and assessing the information based on publicly available information; and  
與管理層討論所用之前瞻性資料及根據公開資料評估有關資料；及
- Testing the accuracy of management's calculation of the expected credit losses for trade receivables.  
測試管理層計算應收貿易賬款預期信貸損失的準確性。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### OTHER INFORMATION

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

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

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

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

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

#### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載的資料，但不包括綜合財務報表及我們載於其中的核數師報告。

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

就我們對綜合財務報表的審計，我們的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或我們在審計過程中所知悉的情況是否存在重大抵觸或看似存在重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。於此方面，我們並無任何報告。

#### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

治理層須負責監督 貴集團的財務報告過程。





# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### 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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act, 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

### 核數師就審計綜合財務報表須承擔的責任

我們的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告，並按照百慕達公司法第90條僅向閣下（作為整體）報告，除此之外本報告別無其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。合理保證為高水平的保證，但不能保證按照國際審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據國際審計準則進行審計其中一環，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。





## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

(Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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.

#### 核數師就審計綜合財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂我們的意見。我們的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通審計的計劃範圍及時間以及重大審計發現等，其中包括我們在審計中識別出內部控制的任何重大不足之處。

我們亦向治理層提交聲明，表明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項以及在適用的情況下為消除威脅而採取的行動或採納的防範措施。



## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

*(Continued)*

From the matter communicated with those charged with governance, we determine this matter that was of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matter. We describe this matter 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 the independent auditor's report is Sunnie Sy.

#### 核數師就審計綜合財務報表須承擔的責任(續)

從與治理層溝通的事項中，我們確定該等對本期間綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。我們在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於我們之報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

出具本獨立核數師報告的審計項目合夥人為施安迪。

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

23 March 2022

**德勤 • 關黃陳方會計師行**  
執業會計師  
香港

二零二二年三月二十三日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>	<b>5</b>	<b>94,408</b>	85,535
Cost of sales and services	銷售和服務成本		<b>(93,492)</b>	(78,776)
<b>Gross profit</b>	<b>毛利</b>		<b>916</b>	6,759
Other income	其他收入	7	<b>4,568</b>	2,576
Impairment losses under expected credit loss model, net of reversal on trade receivables and contract assets	預期信貸虧損模式下之減值虧損，扣除應收貿易賬款及合約資產撥回		<b>(3,019)</b>	(4,586)
Impairment losses recognised on intangible assets and property, plant and equipment	確認無形資產及物業、廠房及設備的減值虧損		<b>(3,368)</b>	—
Other gains and losses	其他收益及虧損	8	<b>10,386</b>	(8,596)
Distribution and selling expenses	分銷及銷售費用		<b>(9,274)</b>	(12,037)
Administrative expenses	管理費用		<b>(14,640)</b>	(15,797)
Finance costs	融資費用	9	<b>(1,506)</b>	(2,226)
<b>Loss before tax</b>	<b>稅前虧損</b>		<b>(15,937)</b>	(33,907)
Income tax credit	所得稅抵免	10	<b>2,169</b>	2,703
<b>Loss and total comprehensive expense for the year</b>	<b>本年度虧損及全面開支總額</b>	<b>11</b>	<b>(13,768)</b>	(31,204)
<b>Loss per share</b>	<b>每股虧損</b>	<b>15</b>		
– Basic (RMB cents)	— 基本(人民幣分)		<b>(1.05)</b>	(2.37)
– Diluted (RMB cents)	— 攤薄(人民幣分)		<b>(1.05)</b>	(2.37)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	10,491	11,880
Right-of-use assets	使用權資產	17	444	761
Intangible assets	無形資產	18	–	4,166
			10,935	16,807
<b>Current Assets</b>	<b>流動資產</b>			
Inventories – finished goods	存貨—成品		531	283
Trade and other receivables	應收貿易及其他賬款	21	42,881	38,197
Contract assets	合約資產	22	596	583
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	20	163	170
Bank balances and cash	銀行結餘及現金	23	44,976	58,358
			89,147	97,591
Assets classified as held for sale	分類為持作銷售之資產	24	–	36,798
			89,147	134,389
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易及其他賬款	25	16,833	16,184
Amounts due to directors	應付董事款項	26	733	648
Borrowings	借貸	27	12,461	20,668
Lease liabilities	租賃負債	28	157	439
Amount due to an immediate holding company	應付一間直接控股公司款項	29	11	11
			30,195	37,950
Liabilities associated with assets classified as held for sale	與分類為持作銷售之資產有關的負債	24	–	2,193
			30,195	40,143
<b>Net Current Assets</b>	<b>流動資產淨額</b>		58,952	94,246
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		69,887	111,053

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		NOTES 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	30	<b>12,538</b>	12,538
Reserves	儲備		<b>39,442</b>	53,210
<b>Total Equity</b>	<b>權益總額</b>		<b>51,980</b>	65,748
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	19	–	2,169
Borrowings	借貸	27	<b>17,907</b>	43,121
Lease liabilities	租賃負債	28	–	15
			<b>17,907</b>	45,305
			<b>69,887</b>	111,053

The consolidated financial statements on pages 76 to 192 were approved and authorised for issue by the Board of Directors on 23 March 2022 and are signed on its behalf by:

第76至192頁所載的綜合財務報表乃經董事會於二零二二年三月二十三日批准及授權刊發，並由下列人士代表簽署：

**HUNG YUNG LAI**

DIRECTOR

熊融禮

董事

**CUI JIAN**

DIRECTOR

崔堅

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Share capital	Share premium	Statutory reserves	Shareholder's contribution	Translation reserve	Share-based payments reserve	Accumulated losses	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元 (Note a) (附註a)	法定儲備 RMB'000 人民幣千元 (Note b) (附註b)	股東供款 RMB'000 人民幣千元 (Note c) (附註c)	匯兌儲備 RMB'000 人民幣千元	以股份為基礎 的付款儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	12,538	179,132	3,613	786	5,217	33,394	(137,728)	96,952
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	-	(31,204)	(31,204)
Lapse of share options	購股權失效	-	-	-	-	-	(2,403)	2,403	-
At 31 December 2020	於二零二零年十二月三十一日	12,538	179,132	3,613	786	5,217	30,991	(166,529)	65,748
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	-	-	-	(13,768)	(13,768)
Lapse of share options	購股權失效	-	-	-	-	-	(24,360)	24,360	-
At 31 December 2021	於二零二一年十二月三十一日	12,538	179,132	3,613	786	5,217	6,631	(155,937)	51,980



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### Notes:

- (a) Under the Companies Act 1981 of Bermuda ("Companies Act"), share premium is distributable to shareholders, subject to the condition that the Company cannot declare or pay a dividend, or make a distribution out of share premium and other reserves if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital account.
- (b) As stipulated by the relevant laws and regulations for foreign investment enterprises in the People's Republic of China (the "PRC"), the Company's PRC subsidiaries are required to maintain two statutory reserves, being an enterprise expansion fund and a statutory surplus reserve fund which are non-distributable. Appropriations to such reserves are made out of net profit after taxation reported in the statutory financial statements of the PRC subsidiaries while the amounts and allocation basis are decided by their respective boards of directors annually. The statutory surplus reserve fund can be used to make up their prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue. The enterprise expansion fund can be used for expanding the capital base of the PRC subsidiaries by means of capitalisation issue.
- (c) On 30 September 2017, Mr. Hung Yung Lai, being the Chairman, executive director and controlling shareholder of the Company, waived the balance due to him of approximately RMB786,000. The amount has been capitalised as shareholder's contribution.

### 附註：

- (a) 根據百慕達一九八一年公司法(「公司法」)，股份溢價可分派予股東，惟受限於以下情況：倘(i)於作出分派後，本公司不能如期償付其負債，或(ii)其資產之可變現值將少於其負債與其已發行股本賬之總計，則本公司不得宣派或派付股息或以股份溢價及其他儲備作出分派。
- (b) 根據中華人民共和國(「中國」)外商投資企業之有關法律及法規所規定，本公司之中國附屬公司須設立兩項不可分派之法定儲備，即企業發展基金及法定盈餘儲備。分配至該等儲備之撥款乃從中國附屬公司法定財務報表之除稅後純利中撥付，而金額及分配基準則由其各自的董事會每年決定。法定盈餘儲備可用作彌補上一年度之虧損(如有)，亦可透過資本化發行轉換為資本。企業發展基金乃藉著資本化發行擴充中國附屬公司之資本基礎。
- (c) 於二零一七年九月三十日，熊融禮先生，本公司主席、執行董事兼控股股東，豁免應付彼之結餘約人民幣786,000元。該豁免金額已作為股東供款予以資本化。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Loss before tax	除稅前虧損	(15,937)	(33,907)
Adjustments for:	調整：		
Finance costs	融資費用	1,506	2,226
Interest income	利息收入	(186)	(486)
Exchange gain	匯兌收益	(1,722)	(1,499)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,063	1,088
Depreciation of right-of-use assets	使用權資產折舊	1,196	1,466
Amortisation of intangible assets	無形資產攤銷	1,193	5,300
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	13	2
Gain on disposal of a subsidiary	出售一間附屬公司的收益	(6,672)	—
Impairment loss under expected credit loss model, net of reversal on trade receivables and contract assets	預期信貸損失模式下之減值虧損，扣除應收貿易賬款及合約資產撥回	3,019	4,586
Impairment loss recognised on intangible assets	確認無形資產減值虧損	2,973	—
Impairment loss recognised on property, plant and equipment	確認物業、廠房及設備減值虧損	395	—
Written-off of inventories	存貨撇銷	—	55
Loss from waiver of trade receivable	應收貿易賬款之豁免虧損	—	7,903
Loss on fair value changes of financial assets at fair value through profit or loss	按公允值計入損益之金融資產公允值變動的虧損	3	—
<b>Operating cash flows before movements in working capital</b>	<b>營運資金變動前之經營現金流量</b>	<b>(13,156)</b>	<b>(13,266)</b>
Increase in inventories	存貨增加	(248)	(92)
(Increase) decrease in trade and other receivables	應收貿易及其他賬款(增加)減少	(7,588)	2,743
(Increase) decrease in contract assets	合約資產(增加)減少	(69)	1,678
Increase (decrease) in trade and other payables	應付貿易及其他賬款增加(減少)	738	(3,153)
<b>Cash used in operations</b>	<b>經營所用現金</b>	<b>(20,323)</b>	<b>(12,090)</b>
Income tax paid	已付所得稅	—	(211)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動所用之現金淨額</b>	<b>(20,323)</b>	<b>(12,301)</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		NOTE 附註	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>			
Net cash flow on disposal of a subsidiary	出售一間附屬公司的現金流量淨額	24	42,024	—
Purchase of property, plant and equipment	購買物業、廠房及設備		(82)	(750)
Interest received	已收利息		123	63
<b>NET CASH GENERATED FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動所得(所用)之現金淨額</b>		<b>42,065</b>	<b>(687)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Proceeds from bank borrowings	銀行借貸所得款項		15,000	19,000
Proceeds from loans from a director	董事借貸所得款項		1,867	—
Advances from directors	董事墊款		448	423
Repayment of loans from a director	償還董事貸款		(28,166)	(10,682)
Repayment of bank borrowings	償還銀行借貸		(22,000)	(11,000)
Repayment of lease liabilities	償還租賃負債		(1,153)	(1,353)
Repayment of advances from directors	償還董事墊款		(336)	(544)
Interest paid	已付利息		(784)	(668)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用之現金淨額</b>		<b>(35,124)</b>	<b>(4,824)</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物之減少淨額</b>		<b>(13,382)</b>	<b>(17,812)</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>於一月一日之現金及現金等價物</b>		<b>58,358</b>	<b>76,170</b>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER,</b> represented by bank balances and cash	<b>於十二月三十一日之現金及現金等價物，</b> 即銀行結餘及現金		<b>44,976</b>	<b>58,358</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 1. GENERAL

Sing Lee Software (Group) Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” in the annual report. Its immediate holding company is Goldcorp Industrial Limited, a company incorporated in the British Virgin Islands. Its ultimate controlling party is Mr. Hung Yung Lai, who is also the chairman and an executive director of the Company.

The principal activities of the Company and its subsidiaries (collectively the “Group”) are development and sales of software products, sales of related hardware products and provision of technical support services. The principal activities of its subsidiaries are set out in note 33.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the same as the functional currency of the Company and its subsidiaries.

### 1. 一般事項

新利軟件(集團)股份有限公司(「本公司」)在百慕達註冊成立為一間獲豁免有限公司，其股份於香港聯合交易所有限公司GEM上市。本公司註冊辦事處及主要業務地址於年報「公司資料」一節披露。其直接控股公司為Goldcorp Industrial Limited，該公司於英屬處女群島註冊成立，最終控制方為熊融禮先生(本公司主席及執行董事)。

本公司及其附屬公司(統稱「本集團」)主要從事軟件產品開發及銷售、銷售相關硬件產品及提供技術支援服務等業務。本公司附屬公司之主要業務載於綜合財務報表附註33。

綜合財務報表以人民幣(「人民幣」)呈列，而人民幣乃本公司及其附屬公司之功能貨幣。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

#### Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to IFRS 9, IAS 39, Interest Rate Benchmark Reform –  
IFRS 7, IFRS 4 and IFRS 16 Phase 2

In addition, the Group has early applied the Amendment to IFRS 16 *Covid-19-Related Rent Concessions beyond 30 June 2021*.

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the “Committee”) of the International Accounting Standards Board issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

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

### 2. 應用新訂及經修訂國際財務報告準則 (「國際財務報告準則」)

#### 於本年度強制生效之經修訂國際財務報告準則

於本年度，本集團於編製本集團的綜合財務報表時已首次應用國際會計準則理事會 (「國際會計準則理事會」) 頒佈的以下國際財務報告準則修訂本，有關修訂本於2021年1月1日或以後開始的年度期間強制生效：

國際財務報告準則第9號、 基準利率變更－第二  
國際會計準則第39號、 階段  
國際財務報告準則第7號、  
國際財務報告準則第4號及  
國際財務報告準則第16號  
(修訂本)

此外，本集團已提早應用國際財務報告準則第16號 (修訂本) 2021年6月30日以後的 *Covid-19* 相關租金優惠。

此外，本集團亦採用國際會計準則委員會的國際財務報告準則詮釋委員會 (「委員會」) 於二零二一年六月頒佈，釐清實體在確定存貨的可變現淨值時應包含「進行銷售所需估計成本」的議程決定。

除下文所述外，於本年度應用國際財務報告準則中的修訂本並無對本集團本期間及以往期間的財務狀況及業績及／或載列於該等綜合財務報表的披露造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### Amendments to IFRSs that are mandatorily effective for the current year (Continued)

##### **Impacts on application of the agenda decision of the Committee – Cost necessary to sell inventories (IAS 2 Inventories)**

In June 2021, the Committee, through its agenda decision, clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories. In particular, whether such costs should be limited to those that are incremental to the sale. The Committee concluded that the estimated costs necessary to make the sale should not be limited to those that are incremental but should also include costs that an entity must incur to sell its inventories including those that are not incremental to a particular sale.

The Group’s accounting policy prior to the Committee’s agenda decision was to determine the net realisable value of inventories taking into consideration incremental costs only. Upon application of the Committee’s agenda decision, the Group changed its accounting policy to determine the net realisable value of inventories taking into consideration both incremental costs and other cost necessary to sell inventories. The new accounting policy has been applied retrospectively.

The application of the Committee’s agenda decision has had no material impact on the Group’s financial positions and performance.

### 2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）（續）

#### 於本年度強制生效之經修訂國際財務報告準則（續）

##### **應用委員會議程決定－銷售必須的估計成本（國際會計準則第2號存貨）**

於二零二一年六月，委員會通過其議程決定釐清當釐定存貨的可變現淨值時，實體應計入作「進行銷售所需估計成本」的成本。具體而言，不論有關成本應限於銷售增量成本。委員會的結論是，進行銷售所需估計成本不應限於增量成本，但亦應包括實體銷售其存貨必須產生的成本，包括特定銷售並無增量的成本。

本集團於委員會議程決定前的會計政策為釐定可變現淨值僅計及代價增量成本。於應用委員會議程決定後，本集團的會計政策變更為釐定可變現淨值計及代價增量成本及銷售存貨所需的其他成本。新會計政府已獲追溯應用。

應用委員會議程決定對本集團的財務狀況及業績並無影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### New and amendments to IFRSs in issue but not yet effective

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

IFRS 17	Insurance Contracts and the related Amendments <sup>2</sup>
Amendments to IFRS 3	Reference to the Conceptual Framework <sup>1</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies <sup>2</sup>
Amendments to IAS 8	Definition of Accounting Estimates <sup>2</sup>
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>2</sup>
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use <sup>1</sup>
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>1</sup>
Amendments to IFRSs	Annual Improvements to IFRSs 2018–2020 <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendment to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 2. 應用新訂及經修訂國際財務報告準則 (「國際財務報告準則」)(續)

#### 已頒佈但尚未生效之新訂及經修訂國際財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂國際財務報告準則：

國際財務報告準則第17號	保險合約及相關修訂 <sup>2</sup>
國際財務報告準則第3號 (修訂本)	概念框架之提述 <sup>1</sup>
國際財務報告準則第10號及國際會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注入 <sup>3</sup>
國際會計準則第1號 (修訂本)	負債歸類為即期或非即期及香港詮釋第5號的相關修訂本 (二零二零年) <sup>2</sup>
國際會計準則第1號 (修訂本)及國際財務報告準則實務公告第2號	會計政策之披露 <sup>2</sup>
國際會計準則第8號 (修訂本)	會計估計的定義 <sup>2</sup>
國際會計準則第12號 (修訂本)	與單一交易產生的資產及負債有關的遞延稅項 <sup>2</sup>
國際會計準則第16號 (修訂本)	物業、廠房及設備—作擬定用途前之所得款項 <sup>1</sup>
國際會計準則第37號 (修訂本)	虧損性合約—履行合約的成本 <sup>1</sup>
國際財務報告準則 (修訂本)	國際財務報告準則二零一八年至二零二零年的年度改進 <sup>1</sup>

<sup>1</sup> 於二零二二年一月一日或之後開始的年度期間生效。

<sup>2</sup> 於二零二三年一月一日或之後開始的年度期間生效。

<sup>3</sup> 於將釐定的日期或之後開始的年度期間生效。

除下文所述之新訂及經修訂之國際財務報告準則外，本公司董事預期應用所有其他新訂及經修訂國際財務報告準則於可見未來將不會對綜合財務報表產生重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### New and amendments to IFRSs in issue but not yet effective (Continued)

##### Amendments to IAS 1 Classification of Liabilities as Current or Non-current

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
  - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
  - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments would not result in reclassification of the Group's liabilities.

### 2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）（續）

#### 已頒佈但尚未生效之新訂及經修訂國際財務報告準則（續）

##### 國際會計準則第1號（修訂本）負債歸類為即期或非即期

該等修訂為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明負債應基於報告期末存在的權利分類為流動或非流動。具體而言，有關修訂澄清：
  - (i) 該分類不受管理層在十二個月內結清負債的意圖或預期所影響；及
  - (ii) 澄清倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下存在；及
- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用國際會計準則第32號金融工具：呈列，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為流動或非流動。

根據本集團於二零二一年十二月三十一日的未償還負債，應用該等修訂不會導致本集團負債的重新分類。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

**New and amendments to IFRSs in issue but not yet effective** (Continued)

#### **Amendments to IAS 8 Definition of Accounting Estimates**

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

### 2. 應用新訂及經修訂國際財務報告準則 (「國際財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂國際財務報告準則(續)

#### **國際會計準則第8號(修訂本)會計估計的定義**

該修訂本界定會計估計為「存在計量不確定因素的財務報表的貨幣金額」。會計政策可能規定財務報表內的项目按涉及計量不確定因素之方式計量，即會計政策可能規定該等项目按無法直接觀察到的貨幣金額計量，且須予以估計。於此情況下，實體制定會計估計，以達致會計政策所設定目標。制定的會計估計涉及使用基於最新可用及可靠資料的判斷或假設。

此外，香港會計準則第8號中會計估計變動的概念予以保留並作出額外釐清。

應用該修訂本預期不會對本集團的綜合財務報表產生重大影響。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### **3.1 Basis of preparation of consolidated financial statements**

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

### 3. 綜合財務報表的編製基準及主要會計政策

#### **3.1 綜合財務報表的編製基準**

綜合財務報表乃按照國際會計準則委員會頒佈之國際財務報告準則編製。就編製綜合財務報表的目的而言，當可合理預期該等資料會影響主要使用者的決策，該等資料會被認為重大。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則(「上市規則」)及香港公司條例(「公司條例」)規定之適用披露資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases* and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.1 綜合財務報表的編製基準(續)

綜合財務報表已經按歷史成本法編製，惟於各報告期末按公允值計量的若干金融工具除外，其闡釋於下文所載的會計政策。

歷史成本一般乃按交換貨品及服務所給予的代價的公允值為基準得出。

公允值為在市場參與者之間的有序交易於計量日期就出售資產所收取或就轉讓負債所支付的價格，而不論該價格是否直接可予觀察或使用其他估值技巧估計。在估計資產或負債的公允值時，倘市場參與者在於計量日期為資產或負債定價時會考慮資產或負債的特性，則本集團亦會考慮該等特性。綜合財務報表就計量及／或披露目的的公允值乃按該基準計量，惟屬於國際財務報告準則第2號以股份為基礎的付款範疇之內的以股份為基礎的付款交易、根據國際財務報告準則第16號租賃入賬的租賃交易，以及與公允值類似但並非公允值的計量，如國際會計準則第2號存貨的可變現淨值或國際會計準則第36號資產減值的使用價值除外。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.1 綜合財務報表的編製基準(續)

非財務資產之公允值計量考慮了市場參與者可透過按該資產的最高及最佳用途使用該資產，或將該資產售予另一可按該資產的最高及最佳用途使用該資產的市場參與者，從而產生經濟利益的能力。

就按公允值進行交易之金融工具以及於隨後期間將使用不可觀察輸入數據計量公允值的估值方法而言，估值方法會予以校準，以使估值方法的結果與交易價格相等。

此外，就財務申報目的而言，公允值計量乃按公允值計量輸入數據可予觀察的程度及輸入數據對公允值計量的整體重要程度而分類為第1、2或3層，其乃載述如下：

- 第1層輸入數據為相同資產或負債於實體可接通的活躍市場於計量日期的報價(未經調整)；
- 第2層輸入數據為第1層內報價以外的輸入數據，其乃直接或間接就資產或負債而言可予觀察；及
- 第3層輸入數據為資產或負債的不可觀察輸入數據。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies

##### **Basis of consolidation**

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策

##### **合併基準**

綜合財務報表納入本公司及由本公司及其附屬公司所控制的實體的財務報表。當本公司符合下列各項時，則取得控制權：

- 對被投資方具有權力；
- 就其參與被投資方的可變回報面臨風險或具有權利；及
- 有能力運用其權力影響其回報。

倘事實及情況顯示上列三項控制權的其中一項或以上元素出現變動，則本集團會重新評估其是否控制被投資方。

附屬公司在本集團取得對該附屬公司的控制權時開始合併入賬，並在本集團失去對該附屬公司的控制權時終止。具體而言，年內所收購或出售的附屬公司的收入及開支均自本集團取得控制權當日起直至本集團不再控制該附屬公司當日為止計入綜合損益及其他全面收益表。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。即使會導致非控股權益錄得虧絀結餘，附屬公司之全面收益總額仍歸屬於本公司擁有人及非控股權益。

當有需要時，會對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策貫徹一致。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Basis of consolidation (Continued)**

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

##### **Changes in the Group's interests in existing subsidiaries**

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **合併基準(續)**

所有涉及本集團內各成員公司間與資產及負債、權益、收入、開支及現金流量有關之交易均於綜合帳目時悉數對銷。

##### **本集團於現有附屬公司之權益變動**

倘本集團於附屬公司權益的變動並無導致本集團對附屬公司失去控制權，則作為股本交易入賬。本集團的有關權益部分及非控股股東權益的賬面值會作出調整以反映彼等於附屬公司的有關權益變動，包括根據本集團及非控股股東權益的權益比例重新歸屬於本集團與非控股股東權益之間的相關儲備。

調整非控股股東權益的金額與已付或已收代價之公允值的任何差額，會直接於權益中確認並歸屬於公司擁有人。

倘集團失去對一間附屬公司之控制權，該附屬公司及非控股股東的資產及負債(如有)會終止確認。收益或虧損乃於損益內確認，並按下列兩者之差額計算：(i)已收代價公允值與任何保留權益公允值之總和及(ii)公司擁有人應佔的該附屬公司的資產(包括商譽)及負債之賬面值。先前就該附屬公司於其他全面收益確認之全部款額，會按猶如集團已直接出售該附屬公司之相關資產或負債入賬(即按適用國際財務報告準則所規定／准許重新分類至損益或轉撥至另一類別的權益)。前附屬公司於失去控制權當日保留之任何投資的公允值根據國際財務報告準則第9號金融工具於其後入賬時被列作初步確認之公允值或，於適用時，則列作於聯營公司或合資企業之初步確認投資成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Non-current assets held for sale**

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell which continue to be measured in accordance with the accounting policies as set out in respective sections.

##### **Revenue from contracts with customers**

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **持作出售之非流動資產**

倘非流動資產(及出售組別)的賬面值將主要透過銷售交易而非持續使用收回，則有關非流動資產及出售組別分類為持作出售。只有當資產(或出售組別)在其當前狀態下可立即出售，且僅受出售該資產(或出售組別)的通常及習慣條款的約束，且該資產(或出售組別)極有可能出售時，才視為滿足該條件。管理層必須致力於出售，預計出售將在分類之日起一年內被確認為已完成出售。

當本集團致力於涉及喪失對附屬公司控制權的銷售計畫時，當滿足上述標準時，該附屬公司的所有資產及負債均被歸類為持作出售，無論本集團在出售後是否保留對相關附屬公司的非控股權益。

分類為持作出售的非流動資產(及出售組別)按其以前的帳面價值及公允值減去出售成本後的較低值計量，而出售成本繼續按照相關章節列出的會計政策計量。

##### **客戶合約收益**

本集團於履行履約責任時(或就此)確認收入，即與特定履約責任相關的貨品或服務的「控制權」轉移予客戶時確認收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Revenue from contracts with customers** (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **客戶合約收益(續)**

履約責任指一項或一組明確的貨品或服務或基本相同的一系列明確貨品或服務。

倘符合下列其中一項標準，控制權在一段時間內轉移，而收益確認會按一段時間內已完成相關履約責任的進度進行：

- 在本集團履約時客戶同時收取及耗用由本集團履約所帶來的利益；
- 本集團履約創設或提升於本集團履約時由客戶控制的資產；或
- 本集團履約並無產生對本集團有替代用途的資產，且本集團可享有強制執行權，以支付至今已履約部分的款項。

否則，收益於客戶獲得明確貨品或服務的控制權時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Revenue from contracts with customers** (Continued)

If the criteria above are met, the Group accounts for the promise to grant a licence as a performance obligation satisfied over time. Otherwise, the Group considers the grant of licence as providing the customers the right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the licence is granted.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9 *Financial Instruments*. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **客戶合約收益(續)**

倘符合上述標準，本集團須實踐承諾，授出授權以隨時間轉移達成履約責任。否則，本集團會考慮授出授權作為向客戶提供使用本集團知識產權之權利，而履約責任於授權授出之時間點達成。

合約資產指本集團向客戶轉讓貨品或服務而作為交換有權收取代價但尚未成為無條件的權利。合約資產根據國際財務報告準則第9號金融工具評估減值。相反，應收款項代表本集團對代價的無條件權利，即代價僅隨時間推移即會成為到期應付。

合約負債指本集團向客戶轉讓本集團已收取客戶代價(或代價到期應付)的貨品或服務的責任。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Revenue from contracts with customers** (Continued)

*Contracts with multiple performance obligations  
(including allocation of transaction price)*

For contracts that contain more than one performance obligations (i.e. sales of software products with maintenance services), the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

*Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation*

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **客戶合約收益(續)**

*多重履約責任之合約(包括分配交易價格)*

對於包含一項履約責任(即銷售軟件產品連同維護服務)以上的合約，本集團按相關單獨售價基準分配交易價格至各項履約責任。

各項履約責任相關的特殊貨品或服務的單獨售價乃於合約訂立時釐定，指的是本集團單獨將有關貨品或服務售予客戶的價格。倘無法直接觀察單獨售價，本集團使用適當技巧進行估計，故最終分配至任何履約責任的交易價格反映本集團預期在轉交有關貨品或服務予客戶的交易中可收取的代價金額。

*按時間確認收益：計量完全達成履約責任的進度*

完全完成履行履約責任的進度乃根據投入法計量，即透過按本集團為完成履約責任的付出或投入(相對於為完成履約責任的預期總投入)確認收益，有關方法最能反映本集團於轉移貨品或服務控制權方面的履約情況。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Revenue from contracts with customers**

(Continued)

##### *Existence of significant financing component*

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of goods or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the Group transferred the associated goods or services before payments from customers in which the Group adjusts for the promised amount of consideration for significant financing components, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The Group recognises interest income during the period between the payment from customers and the transfer of the associated goods or services.

##### *Principal versus agent*

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

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **客戶合約收益(續)**

##### *存在重大融資成份*

於釐定交易價時，倘向客戶轉移貨品或服務時（不論以明示或暗示方式）協定之付款時間為客戶或本集團帶來重大融資利益，則本集團就貨幣時間值的影響而調整已承諾之代價金額。於該等情況下，合約含有重大融資成份。不論於合約中以明示呈列或合約訂約方協定的支付條款暗示融資承諾，合約中均可能存在重大融資成份。

針對本集團於客戶付款前轉移相關貨品或服務的合約，且其中本集團會調整重大融資成份的已承諾之代價金額，本集團使用將在合約開始時反映於本集團與客戶之間獨立融資交易的折現率。本集團於客戶付款及轉移相關貨品或服務之間的期間確認利息收入。

##### *委託人與代理人*

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾的性質是否為提供指定貨品或服務本身的履約責任（即本集團為委託人）或安排由另一方提供該等貨品或服務（即本集團為代理人）。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨品或服務，則本集團為委託人。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Revenue from contracts with customers**

(Continued)

##### *Principal versus agent (Continued)*

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

##### **Leases**

##### *Definition of a lease*

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

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

##### *The Group as lessee*

Allocation of consideration to components of a contract

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **客戶合約收益(續)**

##### *委託人與代理人(續)*

倘本集團的履行責任為安排另一方提供指定的貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方提供的指定貨品或服務。當本集團為代理人時，其所確認收入金額為其預期有權就安排由另一方提供的指定貨品或服務而取得的任何費用或佣金。

##### **租賃**

##### *租賃的定義*

倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

但凡於首次應用之日或之後訂立、修改或因業務合併而產生的合約，本集團會於開始時、修改日或收購日(如適用)根據國際財務報告準則第16號的定義評估合約是否為租賃或包含租賃。除非該合約的條款及條件隨後有更改，否則有關合約不會被重新評估。

##### *本集團作為承租人*

分配代價至合約組成部分

就含有租賃組成部分及一項或多項額外租賃或非租賃組成部分之合約而言，本集團以租賃組成部分之相對獨立價格及非租賃組成部分之總獨立價格為基準，將合約內之代價分配至各租賃組成部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Leases (Continued)

##### The Group as lessee (Continued)

Allocation of consideration to components of a contract (Continued)

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

##### Short-term leases

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

##### Right-of-use assets

The cost of right-of-use assets includes:

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

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 租賃(續)

##### 本集團作為承租人(續)

分配代價至合約組成部分(續)

本集團採用可行權宜方法，不會分開呈列非租賃組成部分與租賃組成部分，而將租賃組成部分及任何相關的非租賃組成部分入賬列作單一租賃組成部分。

##### 短期租賃

本集團對租期自開始日期起計12個月或以下且不包含購買選擇權之物業租賃應用短期租賃確認豁免。短期租賃之租賃付款乃於租期內按直線法或其他系統基準確認為開支。

##### 使用權資產

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前的任何已付租賃付款，減任何已收取租賃優惠；
- 本集團所產生之任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定之狀態而產生的估計成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債之重新計量作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as lessee (Continued)*

##### *Right-of-use assets (Continued)*

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

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

##### *Refundable rental deposits*

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

##### *Lease liabilities*

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **租賃(續)**

##### *本集團作為承租人(續)*

##### *使用權資產(續)*

本集團於租期結束時合理確定會取得相關租賃資產所有權之使用權資產，自開始日期起至可使用年期結束期間折舊。在其他情況下，使用權資產以直線法於其估計可使用年期與租期兩者中之較短者折舊。

本集團將使用權資產列為綜合財務狀況表的單獨專案。

##### *可退回租賃按金*

已支付可退回租賃按金乃根據國際財務報告準則第9號入賬，初步按公允值計量。對初步確認時公允值之調整被視為額外租賃付款並計入使用權資產成本。

##### *租賃負債*

於租賃開始日期，本集團按於當日尚未支付之租賃付款之現值確認及計量租賃負債。於計算租賃付款之現值時，倘未能釐定租賃中之隱含利率，則本集團使用於租賃開始日期之增量借款利率。

租賃付款包括：

- 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- 根據指數或利率並於開始日期使用指數或利率初步計量之可變租賃付款；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as lessee (Continued)*

##### *Lease liabilities (Continued)*

- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

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

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **租賃**(續)

##### *本集團作為承租人(續)*

##### *租賃負債(續)*

- 本集團根據剩餘價值擔保預期將支付之金額；
- 購買選擇權之行使價(倘本集團合理確定行使該選擇權)；及
- 為終止租賃而支付之罰款(倘租期反映本集團正行使終止租賃選擇權)

於開始日期後，租賃負債按應計利息及租賃付款予以調整。

本集團於以下情況重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期已變更或有關行使購買選擇權之評估有變，在此情況下，相關租賃負債透過使用於重新評估日期之經修訂貼現率貼現經修訂租賃付款重新計量。
- 租賃付款因擔保剩餘價值下預期付款有變而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款重新計量。

本集團於綜合財務狀況表內將租賃負債作為獨立項目呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as lessee (Continued)*

##### Lease modifications

Except for COVID-19-related rent concessions in which the Group applied the practical expedient the Group accounts for a lease modification as a separate lease if:

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

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

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **租賃(續)**

##### *本集團作為承租人(續)*

##### 租賃修訂

除本集團應用可行權宜方法的COVID-19相關租金優惠外，倘出現下列情況，則本集團將租賃修訂入賬列為一項獨立租賃：

- 該項修訂透過加入使用一項或多項相關資產之權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就並無入賬列作一項獨立租賃之租賃修訂而言，本集團根據透過使用修訂生效日期之經修訂貼現率貼現經修訂租賃付款的經修訂租賃之租期重新計量租賃負債(減任何應收取租賃優惠)。

本集團透過對相關使用權資產進行相應調整，對租賃負債進行重新計量。當經修訂合約包含租賃組成部分及一項或多項額外租賃或非租賃組成部分時，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之總獨立價格，將經修訂合約內之代價分配至各租賃組成部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Covid-19-related rent concessions**

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- 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;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **Covid-19相關租金優惠**

就因COVID-19疫情導致直接產生的租金優惠而言，本集團已選擇在滿足下列所有條件時應用可行權宜方法不評估有關變動是否為一項租賃修改：

- 租賃款項變動引致的經修訂租賃代價大致上等同或低於緊接變動前的租賃代價；
- 租賃款項的任何減少僅影響原定於二零二二年六月三十日或之前到期的款項；及
- 租賃的其他條款及條件並無實質變動。

承租人應用可行權宜方法將租金優惠導致的租賃款項變動入賬的方式，與其應用國際財務報告準則第16號將變動列賬的方式一致（倘變動並非租賃修訂）。寬免或豁免租賃款項入賬為可變租賃款項。相關租賃負債乃經調整以反映寬免或豁免的金額，而相應調整於事件發生的期間內在損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (i.e. RMB) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

##### Government grants

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 外幣

於編製各個別集團實體之財務報表時，以實體之功能貨幣以外之貨幣（即人民幣）進行之交易按交易日之現行匯率確認。於報告期末，以外幣列值之貨幣項目按當日之現行匯率重新換算。按公允值列賬並以外幣列值之非貨幣項目按公允值釐定當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

由結算貨幣項目及重新換算貨幣項目產生之匯兌差額於其產生之期間於損益中確認。

##### 借貸成本

借貸成本直接歸屬於收購、建造或生產合資格資產（指必須經一段長時間備妥，以作其預定用途或銷售的資產）的借貸成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

所有其他借貸成本在其發生期間在損益確認。

##### 政府補貼

僅當有合理理由本集團將遵守政府補貼的附加條件並將收取補貼後，方會確認政府補貼。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Government grants (Continued)**

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

##### **Retirement benefit costs and termination benefits**

Payments to the Mandatory Provident Fund Schemes and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

##### **Short-term and other long-term employee benefits**

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **政府補貼(續)**

應收政府補貼相關的收入，作為已經發生的費用或損失的補償，或為不帶任何未來相關費用而直接向本集團提供財務支持的目的，在應收款項期間於損益中確認。該政府補貼在「其他收入」項下呈列。

##### **退休福利成本及終止福利**

對強制性公積金計劃及國家管理之退休福利計劃所作之供款在僱員已提供服務使其有權享有供款時，入賬列為開支。

##### **短期及其他長期僱員福利**

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額予以確認。所有短期僱員福利確認為開支，除非另一項國際財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已支付的任何金額後，對僱員應得的福利(例如工資及薪金、年假及病假)確認負債。

就其他長期僱員福利確認的負債乃按直至報告日期當日，本集團就僱員提供服務預期所作出的估計未來現金流出的現值計量。服務成本、利息及重新計量的負債賬面值的任何變動已於損益確認，除另一項國際財務報告準則要求或允許將其納入資產成本，則作別論。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Share-based payments

###### Equity-settled share-based payment transactions

###### Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to accumulated losses.

###### Share options granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the services qualify for recognition as assets).

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 以股份為基礎的付款

###### 以權益結算以股份為基礎的付款交易

###### 授予僱員之購股權

向僱員及其他提供類似服務人士支付的以股份為基礎付款按授出日期的股本工具公允值計量。

在授出日期確定的以權益結算以股份為基礎付款的公允值(未考慮到所有非市場性的歸屬條件)在歸屬期間根據本集團所估計最終將歸屬的股本工具以直線法列為開支，並於股本(以股份為基礎的付款儲備)內作出相應增加。於各報告期末，本集團根據評估所有相關非市場歸屬條件修訂其預期歸屬股本工具數目之估計。修訂原估計之影響(如有)於損益確認，以令累計開支反映經修訂的估計，並對以股份為基礎的付款儲備作出相應調整。

當購股權獲行使時，先前於以股份為基礎的付款儲備確認的款額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於到期日仍未行使，先前於以股份為基礎的付款儲備確認的款額將轉撥至累計虧損。

###### 授予非僱員之購股權

與(除僱員外)其他人士進行以權益結算以股份為基礎的付款交易乃以已收取貨物或服務的公允值計量，惟若公允值無法可靠估計，則按授出股本工具的公允值(以對手方提供服務之日計算)計算。已收取貨物或服務的公允值確認為開支(除非服務合資格確認為資產)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 稅項

所得稅費用指現時應付稅項及遞延稅項之總和。

現時應付稅項乃根據年內應課稅溢利計算。應課稅溢利有別於除稅前虧損，因其他年度應課稅或可扣稅之收入或開支及從未課稅或可扣稅之項目。本集團之流動稅項負債乃按報告期末經已制定或實質上經已制定之稅率計算。

遞延稅項會被確認為綜合財務報表內資產與負債之賬面值與計算應課稅溢利所採用之相應稅基之間之暫時差額。就所有應課稅暫時差額，遞延稅項負債一般會而予以確認。可扣稅之暫時差額倘很有可能在未來獲應課稅溢利抵銷，遞延稅項資產則一般會被確認。若於一項交易中，因商譽或首次確認(業務合併除外)其他資產及負債而引致之暫時差額既不影響應課稅溢利亦不影響會計溢利，該等遞延資產及負債則不會被確認。此外，倘臨時差異源於首次確認商譽，則不會確認遞延稅項負債。

對於與於附屬公司之投資有關之應課稅暫時差額，除非本集團可控制有關暫時差異之撥回或暫時差異在可見將來不可能撥回，否則遞延稅項負債會被確認。與該等投資有關之可扣稅暫時差額所產生之遞延稅項資產，僅於可能出現足夠應課稅溢利抵銷暫時差額及預期暫時差異在可見將來不可能撥回的情況下獲確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Taxation** (Continued)

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **稅項(續)**

遞延稅項資產之賬面值於各報告期末審閱，並削減至不再有足夠之應課稅溢利供收回全部或部分資產為止。

遞延稅項資產及負債乃按預期於負債獲償還或資產變現之期間適用之稅率(以報告期末前已生效或實質上已生效之稅率(及稅法)為基準)計算。

遞延稅項負債及資產之計量反映本集團於報告期末所預期對收回或償還其資產及負債之賬面值之方式所產生之稅務結果。

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團就整體租賃交易應用國際會計準則第12號*所得稅*規定。與使用權資產及租賃負債相關的暫時差額按淨額基準評估。使用權資產折舊超出租賃負債主要部分的租賃付款部分導致產生可扣減暫時差額淨額。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Taxation** (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

##### **Property, plant and equipment**

Property, plant and equipment are tangible assets that are held for use in the supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **稅項(續)**

當有可合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並與同一稅務機關對同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

當期和遞延所得稅於損益中確認。

##### **物業、廠房及設備**

物業、廠房及設備為用於提供貨品或服務或行政用途的有形資產。物業、廠房及設備須於綜合財務狀況表列賬為成本扣除除期後累計折舊及累計減值虧損(如有)。

折舊須被確認從而以直線法撇除物業、廠房及設備項目之成本扣除剩餘價值，再以估計可使用年期之數額攤分。估計可使用年期、剩餘價值及折舊方法須於各報告期末檢討，估計變動之影響按預先計提之基準入賬。

物業、廠房及設備項目於出售時或預期持續使用資產並不會產生日後經濟利益的情況下，終止確認。物業、廠房及設備項目之出售或停用產生之任何損益根據銷售所得收入與資產賬面價值之差異釐定並於損益內確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Intangible assets**

*Internally-generated intangible assets – research and development expenditure*

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **無形資產**

*因內部開發活動而產生之無形資產—研發開支*

研究工作之開支在產生之期間確認為費用。

因內部開發活動(或內部項目之開發階段)而產生之無形資產，僅於以下所有各項均得到證明時才確認：

- 完成該無形資產之技術可行性，以供使用或銷售；
- 有意完成、使用或銷售該無形資產；
- 可使用或銷售該無形資產之能力；
- 該無形資產如何產生日後經濟利益；
- 具備充裕之技術、財務及其他資源，以完成開發工作及使用或銷售該無形資產；及
- 能夠可靠計量該無形資產於開發時之開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Intangible assets (Continued)**

*Internally-generated intangible assets – research and development expenditure (Continued)*

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

##### **Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill**

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **無形資產(續)**

*因內部開發活動而產生之無形資產—研發開支(續)*

內部產生之無形資產初步確認金額為自無形資產首次符合上述確認標準日期所產生之開支。倘並無可確認之內部產生無形資產，則開發成本於產生的期間於損益中確認。

於初步確認後，內部產生之無形資產以成本減累計攤銷及累計減值虧損(如有)計量，其基準與獨立收購無形資產的計量基準相同。

##### **物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值**

於報告期末，本集團會審閱其具有有限可使用年期的物業、廠房及設備、使用權資產、無形資產之賬面值，以釐定是否有任何跡象顯示該等資產已蒙受減值虧損。倘存在任何有關跡象，則會估計資產的可收回金額，以釐定減值虧損(如有)的程度。尚未可供使用的無形資產至少每年一次及於有減值跡象時進行減值測試。

物業、廠房及設備、使用權資產及無形資產的可收回金額按個別進行估計。當不可能估計個別資產的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### ***Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)***

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### ***物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值(續)***

於測試現金產生單位的減值時，倘可設立合理及一致的分配基準，則公司資產分配至相關現金產生單位，或分配至現金產生單位內可設立合理及一致分配基準的最小組別。可收回金額按公司資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值相比較。

可收回金額為公允值減出售成本與在用價值之間的較高者。在評估在用價值時，估計未來現金流量乃使用反映現時市場對貨幣時間值的評估及資產(或現金產生單位)特定風險的稅前折現率折現至其現值，而當中並無對未來現金流量估計作出調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)**

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **物業、廠房及設備、使用權資產及無形資產(商譽除外)之減值(續)**

倘資產(或現金產生單位)的可收回金額估計低於其賬面值,資產(或現金產生單位)的賬面值會減至其可收回金額。就未能按合理及貫徹一致基準分配至現金產生單位的公司資產或一部分公司資產而言,本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與該組現金產生單位的可收回款項作比較。於分配減值虧損時,減值虧損首先會分配以減低任何商譽的賬面值(如適用),然後再基於單位或現金產生單位組別中各項資產的賬面值按比例分配至其他資產。資產的賬面值不能扣減至低於公允值減出售成本(如可計量)、在用價值(如可釐定)與零三者間之較高者。分配至資產的減值虧損數額則按比例分配至單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

倘其後撥回減值虧損,資產(或現金產生單位或一組現金產生單位)的賬面值乃增加至其可收回金額的經修訂估計,惟致令經增加的賬面值不得超出在過往年度並無就該資產(或現金產生單位或一組現金產生單位)確認減值虧損下原應釐定的賬面值。減值虧損撥回會即時於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

##### **Financial instruments**

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from contracts with customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **存貨**

存貨按成本及可變現淨值兩者較低者列賬。存貨成本按加權平均法計算。可變現淨值為存貨估計售價扣除完成產品的所有估計成本及進行銷售所需的成本。

##### **金融工具**

金融資產及金融負債在集團實體成為工具合約條文的訂約方時予以確認。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時間內交收資產之金融資產買賣。

金融資產及金融負債初始按公允值計量，惟與客戶合約產生的應收貿易賬款除外，初始根據國際財務報告準則第15號客戶合約銷售收入計量。收購或發行金融資產及金融負債(按公允值計入損益之金融資產及金融負債除外)直接應佔的交易成本均於初始確認時加入至或扣除自金融資產或金融負債的公允值(按適用者)。收購按公允值計入損益之金融資產及金融負債直接應佔的交易成本即時於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 金融工具(續)

實際利率法為計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息開支所用的方法。實際利率法為於初始確認時將金融資產或金融負債預期年內或(倘適當)較短期間的估計未來現金收入及款項(包括組成實際利率一部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓)準確折現至賬面淨值的利率。

##### 金融資產

金融資產的分類及其後計量

符合下列條件之金融資產其後按攤銷成本計量：

- 金融資產乃按目標為持有金融資產以收取合約現金流量的業務模式持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合下列條件之金融資產其後以按公允值透過其他全面收益列賬的方式計量：

- 金融資產同時以出售及收取合約現金流量為目的之業務模式下持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL, except that at the initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

金融資產的分類及其後計量(續)

所有其他金融資產其後按公允值計入損益計量。惟於初始確認金融資產當日，本集團可不可撤銷地選擇於其他全面收益(「其他全面收益」)呈列股本投資公允值之其後變動，倘該等股本投資並非持作買賣，亦非收購方於國際財務報告準則第3號業務合併所應用之業務合併中確認之或然代價。

此外，倘如此可消除或大幅減少會計錯配，則本集團可不可撤銷地將須按攤銷成本或按公允值透過其他全面收益列賬計量之金融資產指定為按公允值計入損益計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “other losses” line item.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

利息收入就其後按攤銷成本計量之金融資產及其後以按公允值透過其他全面收益列賬的方式計量之債務工具／應收款項採用實際利率法確認。利息收入透過將實際利率用於金融資產總賬面值來計算，惟其後已變為信貸減值之金融資產(見下文)除外。就其後已變為信貸減值之金融資產而言，利息收入透過將實際利率用於自下個報告期起計之金融資產攤銷成本來確認。倘信貸減值金融工具之信貸風險降低令金融資產不再維持信貸減值，則利息收入在斷定資產不再維持信貸減值後，透過將實際利率用於自報告期開始起計之金融資產總賬面值來確認。

(ii) 按公允值計入損益之金融資產

不符合按攤銷成本計量或按公允值透過其他全面收益列賬或指定為按公允值透過其他全面收益列賬標準之金融資產按公允值計入損益計量。

按公允值計入損益之金融資產按各報告期末之公允值計量，任何公允值收益或虧損於損益中確認。於損益確認的收益或虧損淨額包括就金融資產賺取的任何股息或利息，計入「其他虧損」一欄。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables and bank balances) and contract assets, which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值

本集團根據預期信貸損失(「預期信貸損失」)模式對金融資產(包括應收貿易及其他賬款及銀行結餘)及合約資產(根據國際財務報告準則第9號須予減值)進行減值評估。預期信貸損失的金額於各報告日期更新，以反映信貸風險自初始確認以來的變動。

全期預期信貸損失指相關工具於其預計年內所有可能違約事件產生的預期信貸損失。相反，12個月預期信貸損失(「12個月預期信貸損失」)指預計於報告日期後12個月內可能發生的違約事件產生的全期預期信貸損失部分。評估乃根據本集團過往信貸損失經驗，並就債務人特定因素、一般經濟狀況以及對於報告日期之當時狀況及未來狀況預測的評估作調整。

本集團一直就應收貿易賬款及合約資產確認全期預期信貸損失。

就所有其他工具而言，本集團計量等於12個月預期信貸損失的虧損撥備，除非當信貸風險自初始確認以來顯著上升，則本集團確認全期預期信貸損失。是否應以全期預期信貸損失確認乃根據自初始確認以來發生違約的可能性或風險顯著上升而評估。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

(i) 信貸風險大幅增加

於評估信貸風險是否自初始確認以來已大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團均會考慮合理及有理據的定量及定性資料，包括過往經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加，債務人的信用違約掉期價格；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

- (i) Significant increase in credit risk (Continued)
- an actual or expected significant deterioration in the operating results of the debtor;
  - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

- (ii) Definition of default
- For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

- (i) 信貸風險大幅增加(續)
- 債務人經營業績的實際或預期重大惡化；
  - 導致債務人履行其債務責任的能力大幅下降的債務人所在監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初始確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險大幅增加。

- (ii) 違約定義
- 就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

##### (ii) Definition of default (Continued)

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

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

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

##### (ii) 違約定義(續)

本集團認為，當金融資產逾期超過90天，則發生違約，除非本集團有合理且可支持的資料證明更滯後的違約標準屬更合適。

##### (iii) 信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財務困難；
- (b) 違反合約(如違約或逾期事件)；
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 該金融資產的活躍市場因財務困難而消失。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

(iv) 撇銷政策

當有資料顯示對手方處於嚴重財務困難及無實際收回可能(例如,對手方已處於清盤狀態或已進行破產程序)或應收貿易賬款逾期三年以上, (以較早發生者為準), 則本集團撇銷金融資產。經考慮法律意見後(倘合適), 遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回在損益中確認。

(v) 預期信貸損失的計量及確認

預期信貸損失的計量為違約概率、違約損失率(即違約損失程度)及違約風險的函數。違約概率及違約損失率乃基於歷史數據及前瞻性資料評估。預期信貸損失的估計反映公正及概率加權數額, 乃根據加權相應違約風險而確定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

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

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

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

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

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### 金融工具(續)

##### 金融資產(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

(v) 預期信貸損失的計量及確認(續)

一般而言，預期信貸損失按本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量之間的差額估計，並按初始確認時釐定的實際利率貼現。

若干應收貿易賬款及合約資產之預期信貸損失乃經考慮過往到期信息及相關信貸信息(如前瞻性宏觀經濟信息)按組合基準考慮。

為進行組合評估，本集團於制定分組時會考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如可得)。

分組工作經管理層定期檢討，以確保各組別成份繼續具備類似信貸風險特性。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and other receivables and contract assets and where the corresponding adjustment is recognised through a loss allowance account.

##### *Derecognition of financial assets*

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

金融資產及國際財務報告準則第9號須進行減值評估之其他項目之減值(續)

利息收入按金融資產的總賬面值計算，惟倘金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團藉調整所有財務工具的賬面值於損益確認減值收益或虧損，惟應收賬款、其他應收賬款及合約資產則透過損失撥備賬確認相應調整除外。

##### *金融資產終止確認*

僅當自資產收取現金流量之合約權利屆滿或其將金融資產及資產擁有權之絕大部份的風險及回報轉移至另一實體，本集團方會終止確認金融資產。倘本集團並未轉移亦未保留擁有權之絕大部份風險及回報，並繼續控制已轉移資產，則本集團繼續確認其於該資產之保留權益以及其或須支付金額之相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產，亦就所收取之款項確認為已抵押借貸。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

##### *Derecognition of financial assets* (Continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset.

##### *Financial liabilities and equity*

##### *Classification as debt or equity*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

##### *金融資產終止確認*(續)

於終止確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之差額於損益內確認。

倘合約現金流量經過重新磋商或以其他方式修改，則會修改金融資產。

金融資產之合約條款一經修改，本集團將評估經修訂之條款是否與原訂條款有顯著修改，當中計及所有相關事實及情況，包括定性因素。倘定性評估之結果不明確，本集團將在新條款下現金流量之貼現現值（包括扣除任何已收費用後之任何已付費用，並採用原定實際利率予以貼現）與原始金融資產之餘下現金流量之貼現現值，存在至少10個百分比之差異時，視該等條款為顯著不同。

##### *金融負債及股本工具*

##### *分類為債務或股本*

債務及股本工具乃根據合約安排的内容以及金融負債及股本工具的定義分類為金融負債或股本工具。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### *Financial assets* (Continued)

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue cost.

##### Financial liabilities

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

##### Financial liabilities at amortised cost

Financial liabilities including borrowings, trade and other payables, amounts due to directors and amount due to immediate holding company are subsequently measured at amortised cost, using the effective interest method.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 綜合財務報表的編製基準及主要會計政策(續)

#### 3.2 重要會計政策(續)

##### **金融工具**(續)

##### *金融資產*(續)

##### 股本工具

股本工具為證明實體的資產於扣除其所有負債後的剩餘權益的任何合約。本公司所發行的股本工具乃按已收所得款項扣除直接發行成本予以確認。

##### 金融負債

所有金融負債其後按攤銷成本並使用實際利率法計量或按公允值計入損益。

##### 按攤銷成本列賬之金融負債

金融負債(包括借貸、應付貿易及其他賬款、應付董事款項及應付直接控股公司款項)其後按攤銷成本並使用實際利率法計量。

##### 終止確認金融負債

當且僅當本集團的義務被解除、取消或到期時，本集團才終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

### 4. 估計之不確定性之主要來源

應用本集團之會計政策(於附註3所述)時，本公司董事須對來自其他來源而並非顯而易見之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃按照過往經驗及其他認為有關之因素而作出。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘會計估計進行修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘有關修訂同時影響現時及未來期間，則有關修訂會在修訂期間及未來期間確認。

以下為於報告期末估計之不確定性之主要來源，其重大風險將令資產及負債之賬面值於下個財政年度內被重大調整。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (a) Estimated impairment of property, plant and equipment and intangible assets

Property, plant and equipment and intangible asset are stated at costs less accumulated depreciation and impairment, if any. Intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts. Furthermore, the cash flows projections, growth rate and discount rate are subject to greater uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions in the Group's operations.

As at 31 December 2021, the carrying amounts of property, plant and equipment and intangible assets subject to impairment assessment were approximately RMB10,491,000 and nil (2020: RMB11,880,000 and RMB4,166,000). Impairment losses are recognized on property, plant and equipment and intangible assets are RMB395,000 (2020: nil) and RMB2,973,000 (2020: nil) respectively.

### 4. 估計之不確定性之主要來源(續)

#### (a) 物業、廠房及設備及無形資產的估計減值

物業、廠房及設備及無形資產按成本減累計折舊及減值(如有)列賬。尚未使用之無形資產至少每年及每當出現跡象顯示資產減值時均會進行減值測試。於釐定資產是否減值，本集團須進行判斷及作出估計，尤其評估：(1) 是否有事件已發生或有任何指標可能影響資產價值；(2) 資產賬面值是否能夠以可收回金額支持，如為使用價值，即按照持續使用資產估計的未來現金流量的淨現值；及(3) 將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計個別資產的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。更改假設及估計，包括於現金流量預測內的貼現率或增長率，可顯著影響可收回金額。此外，由於無法確定COVID-19疫情會如何發展及演變以及金融市場動盪(包括本集團業務的潛在中斷)，因此本年度現金流量預測、增長率及貼現率存在較大不確定性。

於二零二一年十二月三十一日，物業、廠房及設備及無形資產(或會計提減值虧損)的賬面金額分別約為人民幣10,491,000元及零(二零二零年：人民幣11,880,000元及人民幣4,166,000元)。物業、廠房及設備及無形資產分別確認減值虧損為人民幣395,000元(二零二零年：零)及人民幣2,973,000元(二零二零年：零)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Provision of ECL for trade receivables and contract assets

Trade receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually. In addition, for trade receivables and contract assets which are individually insignificant or when the Group does not have reasonable and supportable information that is available without undue cost or effort to measure ECL on individual basis, collective assessment is performed by grouping debtors based on the Group's internal credit ratings.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in notes 21, 22 and 35 respectively.

### 4. 估計之不確定性之主要來源(續)

#### (b) 應收貿易賬款及合約資產之預期信貸損失撥備

具有重大結餘及信貸減值的應收貿易賬款及合約資產均單獨進行預期信貸損失評估。此外，對於單獨而言不屬重大的應收貿易賬款及合約資產，或當本集團並無合理的證明資料(無需花費過多成本或努力即可獲得)按個別基準計量預期信貸損失時，則透過集合應收賬款根據本集團的內部信貸評級進行組合評估。

預期信貸損失撥備對估計變動尤為敏感。有關預期信貸損失及本集團應收貿易賬款及合約資產的資料分別於附註21、22及35披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 5. REVENUE

#### (i) Disaggregation of revenue from contracts with customers

### 5. 銷售收入

#### (i) 分拆客戶合約銷售收入

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Sales of software products 銷售軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Sales of products</b>	<b>銷售產品</b>	<b>5,038</b>	<b>2,827</b>	<b>–</b>	<b>7,865</b>
Provision of services:	提供服務：				
– Development and installation of bank transaction software (“Bank Transaction Services”)	– 開發及安裝銀行資金交易軟件（「銀行資金交易服務」）	–	–	3,909	3,909
– Outsourcing financial services for bank customers	– 為銀行客戶提供外包金融服務	–	–	73,168	73,168
– Development, installation and maintenance of payment software system	– 開發、安裝及維護支付軟件服務	–	–	9,466	9,466
<b>Total</b>	<b>總計</b>	<b>5,038</b>	<b>2,827</b>	<b>86,543</b>	<b>94,408</b>
<b>Geographical markets</b>	<b>地區市場</b>				
The PRC	中國	5,038	2,827	86,543	94,408
<b>Timing of revenue recognition</b>	<b>銷售收入確認的時間</b>				
A point in time	時間點	4,049	2,827	–	6,876
Over time	隨時間	989	–	86,543	87,532
<b>Total</b>	<b>總計</b>	<b>5,038</b>	<b>2,827</b>	<b>86,543</b>	<b>94,408</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 5. REVENUE (Continued)

#### (i) Disaggregation of revenue from contracts with customers (Continued)

### 5. 銷售收入(續)

#### (i) 分拆客戶合約銷售收入(續)

For the year ended 31 December 2020  
截至二零二零年十二月三十一日止年度

		Sales of software products 銷售軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Sales of products</b>	<b>銷售產品</b>	6,320	2,065	–	8,385
Provision of services:	提供服務：				
– Bank Transaction Services	– 銀行資金交易服務	–	–	16,595	16,595
– Outsourcing financial services for bank customers	– 為銀行客戶提供外包金融服務	–	–	46,788	46,788
– Development, installation and maintenance of payment software system	– 開發、安裝及維護支付軟件服務	–	–	13,767	13,767
<b>Total</b>	<b>總計</b>	6,320	2,065	77,150	85,535
<b>Geographical markets</b>	<b>地區市場</b>				
The PRC	中國	6,320	2,065	77,150	85,535
<b>Timing of revenue recognition</b>	<b>銷售收入確認的時間</b>				
A point in time	時間點	5,866	2,065	–	7,931
Over time	隨時間	454	–	77,150	77,604
<b>Total</b>	<b>總計</b>	6,320	2,065	77,150	85,535

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 5. REVENUE (Continued)

#### (ii) Performance obligations for contracts with customers

##### **Sales of software products with maintenance services (multiple performance obligations)**

The Group mainly sells software products, e.g. POS-MIS to banks and high-tech companies directly, and revenue is recognised at a point in time when control of software products has transferred, being when the software products have been delivered to customers' specific location and installed for use. In addition, the Group provided subsequent maintenance service after the installation, which is considered to be a distinct service as it is both regularly supplied by the Group to other customers on a stand-alone basis and is available for customers from other providers in the market. Transaction price is allocated between sales of software products and the maintenance services on a relative stand-alone selling price basis. Revenue relating to the maintenance services is recognised over time and would be recognised as a separate performance obligation for provision of services. The transaction price allocated to these services is recognised on a straight line basis over the period of service.

##### **Sales of related hardware products (revenue recognised at one point in time)**

The Group mainly sells related hardware products, e.g. POS machines to banks and high-tech companies directly.

For sales of related hardware products, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to customers' specific location. The normal credit term is 120 to 180 days upon delivery.

### 5. 銷售收入(續)

#### (ii) 履行與客戶的合約責任

##### **銷售軟件產品連同維護服務(多項履約責任)**

本集團主要向銀行及高科技公司直接銷售 POS-MIS 等軟件產品，收益於軟件產品的控制權轉移的時間點，即當軟件商品交付至客戶的指定地點並安裝使用時確認。此外，安裝完成後本集團提供後續維護服務，其被視為一項獨立服務，因為本集團通常按獨立基準供應予其他客戶，且客戶可以從市場上其他供應商取得有關服務。交易價按相對獨立售價基準於銷售軟件產品及維護服務之間分配。與維護服務有關的收益隨著時間確認，將確認為提供服務的單獨履約責任。分配至該等服務的交易價格於服務期間按直線基準確認。

##### **銷售相關硬件產品(收益於某時間點確認)**

本集團主要直接向銀行及高科技公司銷售相關硬件產品，例如POS 機器。

就相關硬件產品銷售而言，收益於貨品的控制權轉移，即當貨品交付至客戶的指定地點時確認。信貸期一般為交付起計120至180日。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 5. REVENUE (Continued)

#### (ii) Performance obligations for contracts with customers (Continued)

##### **Provision of technical support services (revenue recognised over time)**

The Group provides technical support services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these technical support services based on the stage of completion of the contract using input method. In addition, the Group provided subsequent maintenance service after the completion of services on Bank Transaction Services and development, installation and maintenance of payment software system, which is considered to be a distinct service as it is both regularly supplied by the Group to other customers on a stand-alone basis and is available for customers from other providers in the market. Transaction price is allocated between technical support services and the maintenance services on a relative stand-alone selling price basis. Revenue relating to the maintenance services is recognised over time and would be recognised as a separate performance obligation for provision of services. A contract asset, net of contract liability, is recognised over the period in which the technical support services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional. Retention receivables, are classified as contract assets, which ranges from one to two years from the date of the practical completion of the support services. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the technical support services performed comply with agreed upon specifications and such assurance cannot be purchased separately.

### 5. 銷售收入(續)

#### (ii) 履行與客戶的合約責任(續)

##### **提供技術支援服務(收益隨時間確認)**

本集團向客戶提供技術支援服務。該等服務隨履約責任達成而確認，因為本集團創造或提升在創造或提升時由客戶控制的資產。該等技術支援服務的收益使用投入法根據合約完成階段確認。此外，本集團在完成銀行資金交易服務和開發、安裝和維護支付軟件系統的服務後提供後續維護服務，其被視為一項獨立服務，因為本集團通常按獨立基準供應予其他客戶，且客戶可以從市場上其他供應商取得有關服務。交易價按相對獨立售價基準於技術支援服務及維護服務之間分配。與維護服務有關的收益隨著時間確認，將確認為提供服務的單獨履約責任。合約資產(扣除合約負債)於技術支援服務提供期間確認，指本集團就執行服務享有代價的權利，因為該等權利取決於本集團未來就實現指定里程碑的履約行為。合約資產於權利成為無條件時轉移至應收貿易賬款。應收質保金分類為合約資產，年期介乎支援服務實際完成日期起計一至兩年。相關合約資產金額於有保修責任期屆滿時重新分類至應收貿易賬款。有保修責任期作為根據協定規格執行技術支援服務的保證，該保證無法獨立購買。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 5. REVENUE (Continued)

#### (ii) Performance obligations for contracts with customers (Continued)

##### **Provision of technical support services (revenue recognised over time) (Continued)**

In some circumstances, the Group received the advance payment which considered containing significant financing component and accordingly the amount of consideration is adjusted for the effects of the time value of money taking into consideration the credit characteristics of the Group.

#### (iii) Transaction price allocated to the remaining performance obligations for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2021 and 2020 and the expected timing of recognising revenue are as follows:

### 5. 銷售收入(續)

#### (ii) 履行與客戶的合約責任(續)

##### **提供技術支援服務(收益隨時間確認)(續)**

在某些情況下，本集團收取預付款項，其被視為載有重大融資成分，因此代價金額就貨幣的時間值影響予以調整，當中計及本集團的信貸特徵。

#### (iii) 分配至與客戶合約之餘下履約責任的交易價

於二零二一年及二零二零年十二月三十一日，交易價格分配至其餘履約責任(未達成或局部未達成)，預期確認收益的時間如下：

		Provision of technical support services 提供技術支援服務	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	一年以內	476	1,341
More than one year but not more than two years	一年以上但不超過兩年	79	133
More than two years	兩年以上	89	108
		644	1,582

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 6. OPERATING SEGMENTS

Information reported to the Company's executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable and operating segments under IFRS 8 *Operating Segments* are as follows:

1. Sales of software products
2. Sales of related hardware products
3. Provision of technical support services

No operating segments have been aggregated in arising at the reportable segments of the Group.

#### Segment revenue and results

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

For the year ended 31 December 2021

### 6. 營運分部

向本公司執行董事(即「總營運決策人」)呈報以便進行資源分配及評估分部表現之資料，亦側重於各類已交付貨品或所提供服務。

具體而言，根據國際財務報告準則第8號營運分部，本集團之可呈報及營運分部為：

1. 銷售軟件產品
2. 銷售相關硬件產品
3. 提供技術支援服務

本集團並無將營運分部合計以構成可呈報分部。

#### 分部銷售收入及業績

本集團按營運及可呈報分部劃分銷售收入及業績之分析如下：

截至二零二一年十二月三十一日止年度

		Sales of software products 銷售軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
External sales and total revenue – segment revenue	對外銷售及總銷售收入 — 分部銷售收入	5,038	2,827	86,543	94,408
SEGMENT RESULTS	分部業績	(766)	(537)	(26,076)	(27,379)
Unallocated other income	未分配其他收入				4,568
Unallocated other gains and losses	未分配其他收益及虧損				10,386
Unallocated corporate expenses	未分配企業開支				(2,006)
Finance costs	融資費用				(1,506)
Group's loss before tax	本集團的除稅前虧損				(15,937)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 6. OPERATING SEGMENTS (Continued)

#### Segment revenue and results (Continued)

For the year ended 31 December 2020

		Sales of software products 銷售 軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關 硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術 支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
External sales and total revenue – segment revenue	對外銷售及總銷售 收入 — 分部銷售收入	6,320	2,065	77,150	85,535
SEGMENT RESULTS	分部業績	(8,751)	(1,112)	(21,289)	(31,152)
Unallocated other income	未分配其他收入				2,576
Unallocated other gains and losses	未分配其他收益及虧損				(693)
Unallocated corporate expenses	未分配企業 開支				(2,412)
Finance costs	融資費用				(2,226)
Group's loss before tax	本集團的除稅前虧損				(33,907)

The accounting policies of the operating segments are the same as the Group's accounting policies as described in note 3. Segment results represents the loss incurred by each segment without allocation of finance costs, unallocated corporate expenses, other income and certain other gains and losses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

### 6. 營運分部(續)

#### 分部銷售收入及業績(續)

截至二零二零年十二月三十一日止年度

營運分部之會計政策與附註3所述之本集團會計政策相同。分部業績指在並無分配融資費用、未分配企業開支、其他收入以及若干其他收益及虧損下各分部之虧損，用作向總營運決策人呈報資料之基準，作分配資源及評估表現用途。

總營運決策人根據各分部的經營業績作出決策。概無呈列分部資產及分部負債分析，因為總營運決策人並無就資源分配及表現評估而定期審閱該資料。因此，只有分部銷售收入及分部業績予以呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 6. OPERATING SEGMENTS (Continued)

#### Other segment information

### 6. 營運分部(續)

#### 其他分部資料

		Sales of software products 銷售軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>For the year ended 31 December 2021</b>	<b>截至二零二一年十二月三十一日止年度</b>				
<b>Amounts included in the measure of segment results:</b>	<b>包括於計量分部業績之款項：</b>				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	57	32	974	1,063
Depreciation of right-of-use assets	使用權資產折舊	64	36	1,096	1,196
Amortisation of intangible assets	無形資產攤銷	64	36	1,093	1,193
Impairment losses on trade receivables and contract assets recognised in profit or loss	於損益確認的應收貿易賬款及合約資產減值虧損	187	105	3,208	3,500
Impairment losses on trade receivables and contract assets reversed in profit or loss	於損益撥回的應收貿易賬款及合約資產減值虧損	(26)	(14)	(441)	(481)
Impairment losses recognise on property, plant and equipments	確認物業、廠房及設備減值	21	12	362	395
Impairment losses recognise on intangible assets	確認無形資產減值	582	–	2,391	2,973

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 6. OPERATING SEGMENTS (Continued)

#### Other segment information (Continued)

For the year ended 31 December 2020	截至二零二零年十二月 三十一日止年度	Sales of software products 銷售 軟件產品 RMB'000 人民幣千元	Sales of related hardware products 銷售相關 硬件產品 RMB'000 人民幣千元	Provision of technical support services 提供技術 支援服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>Amounts included in the measure of segment results:</b>	<b>包括於計量分部業績之 款項：</b>				
Depreciation of property, plant and equipment	物業、廠房及設備折舊	80	26	982	1,088
Depreciation of right-of-use assets	使用權資產折舊	108	35	1,323	1,466
Amortisation of intangible assets	無形資產攤銷	392	128	4,780	5,300
Impairment losses on trade receivables and contract assets recognised in profit or loss	於損益確認的應收貿易 賬款及合約資產減值 虧損	938	307	3,556	4,801
Impairment losses on trade receivables and contract assets reversed in profit or loss	於損益撥回的應收貿易 賬款及合約資產減值 虧損	(16)	(5)	(194)	(215)
Loss from waiver of trade receivable	應收貿易賬款之豁免 虧損	—	—	7,903	7,903

### 6. 營運分部(續)

#### 其他分部資料(續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 6. OPERATING SEGMENTS (Continued)

#### Geographical information

The Group's revenue from external customers is all generated from customers located in the PRC.

All non-current assets of the Group are located in the PRC by location of assets.

#### Information about major customers

Revenue from customers from sales of software products, related hardware products, provision of technical support services of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Customer A	客戶甲	62,662	41,204
Customer B	客戶乙	14,351	11,142

### 7. OTHER INCOME

Government grants (Note)	政府補貼(附註)
Interest income	利息收入
Others	其他

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
		3,746	1,652
		186	486
		636	438
		4,568	2,576

**Note:** During the year ended 31 December 2021, the Group recognised unconditional grants of RMB3,746,000 (2020: RMB905,000) from local government to encourage the business operations in the PRC. During the year ended 31 December 2020, the Group recognised government grants approximately of RMB747,000 in respect of Covid-19-related subsidies from government authorities in relation for employment support in Hong Kong and the PRC.

### 6. 營運分部(續)

#### 地區資料

本集團來自外來客戶之銷售收入來自中國的客戶。

本集團所有非流動資產按資產所在地劃分均位於中國境內。

#### 主要客戶資產

本集團來自個別客戶之銷售軟件產品、相關硬件產品及提供技術支援服務之收入貢獻超過總銷售10%如下：

### 7. 其他收入

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
		3,746	1,652
		186	486
		636	438
		4,568	2,576

**附註：** 截至二零二一年十二月三十一日止年度，本集團確認來自地方政府為鼓勵在中國開展業務而給予的無條件補貼人民幣3,746,000元(二零二零年：人民幣905,000元)。截至二零二零年十二月三十一日止年度，本集團確認政府補貼約人民幣747,000元，其為自香港及中國政府部門獲得的Covid-19相關就業支持補貼。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Net exchange gain (loss)	淨匯兌收益(虧損)	2,594	(666)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(13)	(2)
Loss from waiver of trade receivable (Note)	應收貿易賬款之豁免虧損(附註)	—	(7,903)
Gain on disposal of a subsidiary (Note 24)	出售一間附屬公司的收益(附註24)	6,672	—
Fair value changes of financial assets at FVTPL	按公允值計入損益之金融資產公允值變動	(3)	—
Others	其他	1,136	(25)
		10,386	(8,596)

Note: A service contract with a customer was terminated under mutual agreement and a loss from waiver of trade receivable arising from sales of software products and provision of technical support services of approximately RMB7,903,000 was recognised during year ended 31 December 2020.

附註：於截至二零二零年十二月三十一日止年度，與客戶之服務合約已按雙方協議終止，並確認因軟件產品銷售及提供技術支持服務而產生的應收貿易賬款之豁免虧損約人民幣7,903,000元。

### 9. FINANCE COSTS

### 9. 融資費用

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Interest on bank borrowings	銀行借貸之利息	760	638
Interest on loans from a director	董事借貸之利息	722	1,558
Interest on lease liabilities	租賃負債之利息	24	30
		1,506	2,226

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 10. INCOME TAX CREDIT

### 10. 所得稅抵免

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
PRC enterprise income tax ("EIT")	中國企業所得稅(「企業所得稅」)		
– Underprovision in respective prior years	– 過往年度撥備不足	–	(72)
		–	(72)
Deferred taxation ( <i>Note 19</i> )	遞延稅項(附註19)		
– Current year	– 本年度	2,169	2,775
		2,169	2,703

Hangzhou Singlee Technology Company Limited ("Singlee Technology"), a subsidiary of the Company, was established in Hangzhou, the PRC, with statutory tax rate of 25%. Singlee Technology is regarded as a High and New Technology Enterprise defined by Zhejiang Finance Bureau, Administrator of Local Taxation of Zhejiang Municipality and Zhejiang Municipal office of the State Administration of Taxation (collectively referred as the "local tax authorities") and is therefore entitled to 15% preferential tax rate for the PRC EIT for three years starting from 2013. During the year ended 31 December 2019, its High and New Technology Enterprise status was extended by the local tax authorities for three more years to 2022. Accordingly, the tax rate for Singlee Technology is 15% for the years ended 31 December 2021 and 2020.

杭州新利科技有限公司(「新利科技」)為本公司於中國杭州成立之附屬公司，須按25%法定稅率納稅。新利科技獲浙江財政局、浙江省地方稅局行政處及國家稅務總局浙江省政府辦公室(以下簡稱「地方稅務機構」)認定為高新技術企業，故自二零一三年起計每三年有權獲得中國企業所得稅15%優惠稅率。截至二零一九年十二月三十一日止年度，該優惠已獲地方稅務機構批准延長三年至二零二二年。據此，截至二零二一年及二零二零年十二月三十一日止年度新利科技之稅率為15%。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

#### 10. INCOME TAX CREDIT (Continued)

According to the PRC Enterprise Income Tax Law, the applicable tax rate of Hangzhou Singlee Software Company Limited (“Singlee Software”), and Xin Yintong Technology Co., Ltd. (“Xin YinTong”) is 25% for the years ended 31 December 2021 and 2020.

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits arising from Hong Kong during the years ended 31 December 2021 and 2020.

According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2018 onwards, enterprises engage in research and development activities are entitled to claim 175% of the research and development expenses so incurred in a year as tax deductible expenses in determining its tax assessable profits for that year (“Super Deduction”). Singlee Technology has claimed such Super Deduction in ascertaining its tax assessable profits for both years.

#### 10. 所得稅抵免(續)

根據中國企業所得稅法，截至二零二一年及二零二零年十二月三十一日止年度，杭州新利軟件有限公司(「新利軟件」)及新銀通科技有限公司(「新銀通」)之適用稅率為25%。

由於本集團於截至二零二一年及二零二零年十二月三十一日止年度並無於香港產生估計應課稅溢利，故並無就香港利得稅作出撥備。

根據中國國家稅務總局所頒佈並自二零一八年起生效的一項政策，從事研發活動的企業有權在釐定其年度應課稅溢利時將該年度產生的研發開支的175%稱作為可扣稅開支(「超額抵扣」)。新利科技於確定其兩個年度的應課稅溢利時已認領超額抵扣。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 10. INCOME TAX CREDIT (Continued)

The tax credit for the year is reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 10. 所得稅抵免(續)

本年度稅項抵免與綜合損益及其他全面收益表之除稅前虧損之對賬如下：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Loss before tax	除稅前虧損	(15,937)	(33,907)
Tax at enterprise income tax rate at 15% (2020: 15%) (Note)	按企業所得稅稅率15% (二零二零年：15%)繳納之稅項(附註)	(2,391)	(5,086)
Tax effect of income not taxable for tax purpose	不可課稅收入之稅務影響	(885)	(2,083)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	2,230	4,314
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	-	1,046
Effect of Super Deduction	超額抵扣的影響	(853)	(966)
Utilisation of tax losses previously not recognised	運用過往未確認之稅項虧損	(518)	-
Tax effect of different tax rates of subsidiaries	附屬公司不同稅率之稅務影響	271	-
Underprovision in respect of prior years	過往年度撥備不足	-	72
Others	其他	(23)	-
Tax credit for the year	本年度稅項抵免	(2,169)	(2,703)

Note: Applicable income tax rate of 15% (2020: 15%) represents the relevant income tax rate of Singlee Technology, the subsidiary of the Company which generates majority of the Group's assessable profit.

附註：適用所得稅稅率15%(二零二零年：15%)指本公司附屬公司新利科技之相關所得稅稅率，該公司為本集團產生大部分應課稅溢利。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 11. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging (crediting) the following items:

### 11. 本年度虧損

本年度虧損已扣除(計入)下列各項：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries, wages and other staff benefits	薪金、工資及其他員工福利	71,005	66,914
Retirement benefit schemes contributions (Note 1)	退休福利計劃供款(附註1)	13,597	7,420
Total staff costs (Note 2)	員工成本總額(附註2)	84,602	74,334
Fair value changes of the investment fund	投資基金公允值變動	3	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,063	1,088
Depreciation of right-of-use assets	使用權資產折舊	1,196	1,466
Amortisation of intangible assets	無形資產攤銷	1,193	5,300
Auditor's remuneration	核數師酬金	1,324	1,115
Research costs recognised as an expense (included in cost of sales)	確認為開支之研究費用(已計入銷售成本)	8,180	9,388
Impairment losses recognised on trade receivables and contract assets	應收貿易賬款及合約資產確認的減值虧損	3,500	4,801
Impairment losses reversal on trade receivables and contract assets	應收貿易賬款及合約資產確認的減值虧損撥回	(481)	(215)
Impairment loss recognised on intangible assets	確認無形資產減值虧損	2,973	—
Impairment loss recognised on property, plant and equipment	確認物業、廠房及設備減值虧損	395	—
Written-off of inventories	存貨撇銷	—	55
Cost of inventories recognised as an expense	確認為開支之存貨成本	1,934	1,539

Notes:

- For the year ended 31 December 2020, certain amount of retirement benefit scheme contributions from February to December 2020 was waived by the PRC government due to the COVID outbreak. No such waiver was received during the year ended 31 December 2021.
- Directors' emoluments are included in the above staff costs.

附註：

- 截至二零二零年十二月三十一日止年度，由於新冠肺炎疫情，中國政府豁免二零二零年二月至十二月的部份退休福利計劃供款。截至二零二一年十二月三十一日止年度，未收到此類豁免。
- 董事酬金已計入上述員工成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's emoluments for the year, disclosed pursuant to applicable Listing Rules and CO, is as follow:

### 12. 董事及最高行政人員薪酬

根據適用的上市規則及公司條例所披露，本集團本年度之董事及最高行政人員薪酬如下：

		2021 二零二一年			
		Fees	Salaries, allowances and bonuses	Retirement benefit schemes contributions	Total
		袍金	薪金、津貼及花紅	退休福利計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Hung Yung Lai	熊融禮先生	–	104	5	109
Mr. Cui Jian	崔堅先生	–	436	5	441
Mr. Hung Ying	熊纓先生	–	482	5	487
Mr. Lin Xue Xin (Note)	林學新先生(附註)	104	490	63	657
Subtotal	小計	104	1,512	78	1,694
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Mr. Pao Ping Wing	浦炳榮先生	104	–	–	104
Mr. Thomas Tam	談國慶先生	104	–	–	104
Mr. Lo King Man	盧景文先生	104	–	–	104
Subtotal	小計	312	–	–	312
Total	總計				2,006



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

### 12. 董事及最高行政人員薪酬(續)

		2020 二零二零年			
		Fees	Salaries, allowances and bonuses	Retirement benefit schemes contributions	Total
		袍金	薪金、津貼及花紅	退休福利計劃供款	合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Hung Yung Lai	熊融禮先生	—	112	6	118
Mr. Cui Jian	崔堅先生	—	443	6	449
Mr. Hung Ying	熊纓先生	—	744	6	750
Mr. Lin Xue Xin (Note)	林學新先生(附註)	112	603	44	759
Subtotal	小計	112	1,902	62	2,076
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Mr. Pao Ping Wing	浦炳榮先生	112	—	—	112
Mr. Thomas Tam	談國慶先生	112	—	—	112
Mr. Lo King Man	盧景文先生	112	—	—	112
Subtotal	小計	336	—	—	336
Total	總計				2,412

Note: Appointed and acted as the Chief Executive Officer of the Company.

附註：獲委任並擔任本公司行政總裁。

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were for their services as directors of the Company.

以上所載執行董事之薪酬針對彼等對本公司及本集團管理事務提供之服務。以上所載非執行董事之薪酬針對彼等作為本公司董事提供之服務。

During the years ended 31 December 2021 and 2020, no remuneration was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零二一及二零二零年十二月三十一日止年度，本集團並無向任何董事支付薪酬作為吸引其加入本集團或加入本集團時之報酬或作為其失去職務之補償。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

於本年度，概無董事或最高行政人員放棄或同意放棄任何薪酬的安排。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included three directors (2020: three directors), details of whose remuneration are set out in note 12 above. Details of the remuneration for the year of the remaining two (2020: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	947	1,191
Retirement benefit schemes contributions	退休福利計劃供款	64	48
		1,011	1,239

Their emoluments were individually within the Hong Kong dollar ("HK\$") 1,000,000 band.

During the years ended 31 December 2021 and 2020, no remuneration was paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

### 14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during 2021, nor has any dividend been proposed since the end of the reporting period (2020: nil).

### 13. 五名最高薪酬僱員

年內本集團五名最高薪酬僱員包括三名董事(二零二零年：三名董事)，彼等薪酬詳情載於上文附註12。年內餘下兩名(二零二零年：兩名)並非本公司董事或行政總裁的最高薪酬人士的詳情載列如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Salaries and other benefits	947	1,191
Retirement benefit schemes contributions	64	48
	1,011	1,239

彼等個別之酬金介乎於港幣1,000,000元之範圍內。

截至二零二一年及二零二零年十二月三十一日止年度，本集團概無向五名最高薪人士支付任何薪酬作為吸引其加入本集團或加入本集團時之報酬或作為其失去職務之補償。

### 14. 股息

於二零二一年，概無向本公司普通股股東支付或建議支付股息，且自報告期末起並無建議支付任何股息(二零二零年：無)。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 15. LOSS PER SHARE

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

Loss figures are calculated as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Loss for the year attributable to owners of the Company for the purposes of basic and diluted loss per share	本公司擁有人用作計算每股基本及攤薄虧損應佔年內虧損	(13,768)	(31,204)
		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic/diluted loss per share	用作計算每股基本／攤薄虧損之普通股加權平均數	1,317,240	1,317,240

The computation of diluted loss per share for the year ended 31 December 2021 does not assume the exercise of the Company's share options because the exercise price of those options was higher than the average market price for shares. The computation of diluted loss per share for year ended 31 December 2020 does not assume the exercise of the Company's outstanding share options since their assumed exercise would result in a decrease in loss per share.

### 15. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

虧損數據計算如下：

截至二零二一年十二月三十一日止年度每股攤薄虧損的計算並未假設本公司的尚未行使購股權獲行使，因為該等購股權的行使價格高於市場平均價格。截至二零二零年十二月三十一日止年度每股攤薄虧損的計算並未假設本公司的尚未行使購股權獲行使，因為假設行使，將導致每股虧損減少。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Owned properties 自置物業 RMB'000 人民幣千元	Leasehold improvements 租賃 物業裝修 RMB'000 人民幣千元	Computer and related equipment 電腦及 相關設備 RMB'000 人民幣千元	Motor vehicles 車輛 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
<b>COST</b>	<b>成本</b>					
At 1 January 2020	於二零二零年一月一日	12,402	3,882	7,669	1,406	25,359
Additions	增加	339	–	411	–	750
Disposals	出售	–	–	(22)	(5)	(27)
At 31 December 2020	於二零二零年 十二月三十一日	12,741	3,882	8,058	1,401	26,082
Additions	增加	–	–	82	–	82
Disposals	出售	–	–	(49)	–	(49)
At 31 December 2021	於二零二一年 十二月三十一日	12,741	3,882	8,091	1,401	26,115
<b>DEPRECIATION</b>	<b>折舊</b>					
At 1 January 2020	於二零二零年一月一日	2,226	3,485	6,504	924	13,139
Provided for the year	本年撥備	572	86	309	121	1,088
Eliminated on disposals	出售時抵銷	–	–	(20)	(5)	(25)
At 31 December 2020	於二零二零年 十二月三十一日	2,798	3,571	6,793	1,040	14,202
Provided for the year	本年撥備	576	86	310	91	1,063
Eliminated on disposals	出售時抵銷	–	–	(36)	–	(36)
Impairment loss recognised in profit or loss	減值虧損計入損益	–	–	395	–	395
At 31 December 2021	於二零二一年 十二月三十一日	3,374	3,657	7,462	1,131	15,624
<b>CARRYING VALUES</b>	<b>賬面值</b>					
At 31 December 2021	於二零二一年 十二月三十一日	9,367	225	629	270	10,491
At 31 December 2020	於二零二零年 十二月三十一日	9,943	311	1,265	361	11,880

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using straight-line method, at the following rates per annum:

Owned properties	Over the shorter of the term of lease or 20 years
Leasehold improvements	Over the shorter of the term of lease or 5 years
Computer and related equipment	20%–30%
Motor vehicles	10%–20%

The owned properties are situated on leasehold land in the PRC and held under medium-term lease.

The Group has pledged owned properties with a net book value of approximated RMB8,901,000 (31 December 2020: RMB9,448,000) to secure borrowings granted to the Group (see note 27).

#### Impairment loss on property, plant and equipment and intangible assets

As the Group had recurring losses, the management of the Group concluded there was indication for impairment and conducted impairment assessment on certain property, plant and equipment and intangible assets with carrying amounts of RMB10,886,000 and RMB2,973,000 respectively. The recoverable amount of these assets are estimated individually.

The recoverable amounts of the property, plant and equipment have been determined based on their fair value less costs of disposal. The Group uses direct comparison to estimate the fair value less costs of disposal of the assets which is based on the recent transaction prices for similar properties adjusted for nature, location and conditions of the property. The relevant assets were impaired to their recoverable amount of RMB10,491,000, which is their carrying values at year end and the impairment of RMB395,000 has been recognised in profit or loss during the year.

The recoverable amounts of intangible assets have been determined based on their value in use. The relevant assets were fully impaired and the impairment of RMB2,973,000 has been recognised in profit or loss during the year.

### 16. 物業、廠房及設備(續)

折舊撥備指於物業、廠房及設備項目之估計可使用年期內以直線法按下列年率撇銷其成本，並已計及其估計剩餘價值：

自置物業	租賃年期或20年(以較短者為準)
租賃物業裝修	租賃年期或5年(以較短者為準)
電腦及相關設備	20%–30%
車輛	10%–20%

該等自置物業位於中國內地的租賃土地上，屬於中期租賃持有。

本集團已抵押賬面值約人民幣8,901,000元(二零二零年十二月三十一日：人民幣9,448,000元)的若干自置物業，作為授予本集團借貸的抵押(見附註27)。

#### 物業、廠房及設備及無形資產確認減值虧損

由於本集團再次錄得虧損，故本集團管理層結論為有減值跡象出現，並對賬面值分別為人民幣10,886,000元及人民幣2,973,000元的若干物業、廠房及設備及無形資產進行減值評估。該等資產的可收回金額乃個別地進行估計。

物業、廠房及設備的可收回金額乃根據其公允值減出售成本釐定。本集團使用直接比較估計資產的公允值減出售成本，其以類似物業按物業之性質、位置及狀況調整的近期交易價格為基準。相關資產被減值至其可收回金額人民幣10,491,000元，即其於年末之賬面值，而人民幣395,000元之減值已於年內之損益中確認。

無形資產的可收回金額乃根據其使用價值釐定。相關資產被悉數減值，而人民幣2,973,000元之減值已於年內之損益中確認。

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### 17. RIGHT-OF-USE ASSETS

### 17. 使用權資產

**Leased properties**  
租賃物業  
RMB'000  
人民幣千元

<b>As at 31 December 2021</b>	於二零二一年十二月三十一日	
Carrying amount	賬面值	444
<b>As at 31 December 2020</b>	於二零二零年十二月三十一日	
Carrying amount	賬面值	761
<b>For the year ended 31 December 2021</b>	截至二零二一年十二月三十一日止年度	
Depreciation charge	折舊費	1,196
<b>For the year ended 31 December 2020</b>	截至二零二零年十二月三十一日止年度	
Depreciation charge	折舊費	1,466

		<b>2021</b> 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Expense relating to short-term leases	與短期租賃有關的支出	<b>1,477</b>	1,571
Total cash outflow for leases	租賃現金流出總額	<b>2,654</b>	2,954
Additions to right-of-use assets	新增使用權資產	<b>856</b>	1,348

For both years, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of one to two years without extension and termination options. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for offices premises. As at 31 December 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in this note.

於該兩個年度，本集團為其業務運營租賃若干辦公室。租賃合約的租期固定為一年至兩年，並無延長及終止選擇權。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

本集團定期訂立辦公室短期租約。於二零二一年十二月三十一日，短期租賃組合與本附註內披露其短期租賃開支的租期租賃組合類似。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Development costs 開發費用 RMB'000 人民幣千元
<b>COST</b>	<b>成本</b>	
At 1 January 2020	於二零二零年一月一日	39,698
Reclassified as held for sale	重新分類為持作出售	(18,857)
At 31 December 2020 and 2021	於二零二一年及二零二零年十二月三十一日	20,841
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1 January 2020	二零二零年一月一日	18,742
Amortisation for the year	本年攤銷撥備	5,300
Reclassified as held for sale	重新分類為持作出售	(7,367)
At 31 December 2020	於二零二零年十二月三十一日	16,675
Amortisation for the year	本年攤銷撥備	1,193
Impairment loss recognised in profit or loss	減值虧損計入損益	2,973
At 31 December 2021	於二零二一年十二月三十一日	20,841
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2021	於二零二一年十二月三十一日	–
At 31 December 2020	於二零二零年十二月三十一日	4,166

Development costs are internally generated and have finite useful lives of 5 years, which are amortised on a straight-line basis.

開發費用之固定使用年期為5年，按直線基準攤銷。

An impairment loss of RMB2,973,000 is recognised during the year. Details are set out in note 16.

年內確認減值虧損為人民幣2,973,000元，詳情載於附註16。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 19. DEFERRED TAX LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

### 19. 遞延稅項負債

就綜合財務狀況表呈列目的而言，若干遞延稅項資產及負債已被抵銷。下文為就財務報告目的的遞延稅項結餘分析：

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Deferred tax liabilities	遞延稅項負債	-	(2,169)

The following are the major deferred tax liabilities recognised and movements thereon during current and prior years:

以下為於本年度及過往年度已確認的重大遞延稅項負債以及其變動：

		Development costs 開發費用 RMB'000 人民幣千元	Temporary difference on revenue recognition 收益確認之暫時差額 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	(2,887)	(1,342)	(715)	(4,944)
Credit to profit or loss	計入損益	735	1,342	698	2,775
At 31 December 2020	於二零二零年十二月三十一日	(2,152)	-	(17)	(2,169)
Credit to profit or loss	計入損益	2,152	-	17	2,169
At 31 December 2021	於二零二一年十二月三十一日	-	-	-	-

At the end of the reporting period, the Group has unused tax losses of approximately RMB6,941,000 (2020: RMB10,705,000) available for offset against future profits. No deferred tax asset has been recognised in respect of approximately RMB6,941,000 (2020: RMB10,705,000) of such losses due to the unpredictability of future profit streams.

於報告期末，本集團有未動用稅務虧損約為人民幣6,941,000元(二零二零年：人民幣10,705,000元)可抵銷未來溢利。由於無法預測未來溢利來源，未就該等虧損確認人民幣6,941,000元(二零二零年：人民幣10,705,000元)的遞延稅項資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 19. DEFERRED TAX LIABILITIES (Continued)

The unused tax losses will expire in the following years:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
2021	二零二一年	N/A 不適用	1,286
2022	二零二二年	—	—
2023	二零二三年	—	—
2024	二零二四年	1,388	2,446
2025	二零二五年	5,553	6,973
Total unused tax losses	未動用稅務虧損總額	6,941	10,705

### 19. 遞延稅項負債(續)

未來幾年之未動用稅務虧損之到期日如下：

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

Financial assets at FVTPL:

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Investments in unlisted fund, at fair value 非上市基金投資，按公允值	163	170

### 20. 按公允值計入損益之金融資產

按公允值計入損益之金融資產：

The unlisted fund is denominated in United State dollar ("US\$") and the investment objective of the fund is to achieve capital appreciation through investing in securities, ownership interest and private equity investments offered publicly or privately and in relation to energy and environmental protection business.

非上市基金按美元計值，基金的投資目標為透過投資於能源及環保領域業務的公募或私募證券、所有權權益及私人股權投資實現資本增值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES

### 21. 應收貿易及其他賬款

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade receivables	應收貿易賬款		
– contracts with customers	– 客戶合約	30,802	27,697
Less: allowance for credit losses	減：信貸損失撥備	(1,286)	(836)
		29,516	26,861
Other receivables, prepayments and deposits	其他應收賬款、預付款項及按金		
Deposits paid to customers	已付客戶按金	5,350	4,429
Advances to staff	向員工墊款	5,106	4,293
Other tax recoverable	可收回其他稅項	120	120
Others	其他	2,789	2,494
		13,365	11,336
Total trade and other receivables	應收貿易及其他賬款總計	42,881	38,197

The normal credit term is 120 to 180 days upon delivery or service provided.

一般信貸期為交付或提供服務後120至180天。

As at 1 January 2020, trade receivables from contracts with customers amounted to approximately RMB72,665,000.

於二零二零年一月一日，來自客戶合約的應收貿易賬款約為人民幣72,665,000元。

On 30 December 2020, trade receivables amount to approximately RMB25,308,000, net of allowance for credit loss of RMB489,000, had been reclassified as held for sale. Details of the assets/liabilities held for sale are set out in note 24.

於二零二零年十二月三十日，應收貿易賬款人民幣25,308,000元（扣除信貸損失撥備人民幣489,000元後）被重新分類為持作出售。有關持作出售資產／負債之詳情載於附註24。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 21. TRADE AND OTHER RECEIVABLES (Continued)

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice dates:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
0-120 days	0至120天	21,928	17,803
121-180 days	121至180天	326	151
181-365 days	181至365天	605	1,596
Over 365 days	365天以上	6,657	7,311
		29,516	26,861

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB6,710,000 (2020: RMB7,508,000) which are past due 90 days or more as the reporting date and are not considered as in default as most of the debtors are banks with strong financial position and high credit ratings and the amounts are still considered fully recoverable.

Details of impairment assessment of trade and other receivables are set out in note 35.

### 21. 應收貿易及其他賬款(續)

以下乃應收貿易賬款(扣除信貸損失撥備後)以發票日期劃分之賬齡分析:

於二零二一年十二月三十一日，本集團的應收貿易賬款結餘包括賬面總值為人民幣6,710,000元(二零二零年：人民幣7,508,000元)的應收賬款，於報告日期已逾期90天或以上。由於大多數債務人為財務狀況良好且信貸評級高的銀行及該等款項仍視作可悉數收回，故不視為違約。

應收貿易及其他賬款減值評估詳情載於附註35。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 22. CONTRACT ASSETS

Retention receivable 應收質保金

### 22. 合約資產

2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
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596

583

As at 1 January 2020, contract assets amounted to approximately RMB2,261,000.

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional.

The Group typically agrees to a retention period ranging from one to two years for 5% to 10% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional during retention period. The Group typically transfer contract assets into trade receivables at the end of retention period. The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle. The Group typically transfer contract assets into trade receivables at the end of retention period.

Details of impairment assessment of contract assets are set out in note 35.

於二零二零年一月一日，合約資產為人民幣2,261,000元。

合約資產主要涉及本集團就已完成及尚未出具發票的工程收取代價的權利，因為該等權利以本集團未來履約為條件。合約資產在該等權利成為無條件時轉撥至應收貿易賬款。

本集團所協定的保證期介乎一至兩年，為合約價值的5%至10%。該金額計入合約資產，直至保證期結束，原因為本集團收取該末期付款的權利於保證期間為有條件。本集團一般於保證期結束時將合約資產轉撥至應收貿易賬款。本集團將該等合約資產分類為流動資產，因為本集團預計將於其一般營運週期內變現該等資產。本集團一般於保證期結束時將合約資產轉撥至應收貿易賬款。

合約資產減值評估的詳情載於附註35。

### 23. BANK BALANCES AND CASH

The Group's bank balances and cash comprise bank balances which carry interest at prevailing market saving rates ranging from 0.01% to 0.30% (2020: 0.001% to 0.35%) per annum as at 31 December 2021.

Certain of the Group's bank balances and cash of approximately RMB23,000 and RMB504,000 (2020: RMB24,000 and RMB13,416,000) were denominated in US\$ and HK\$, respectively.

For the year ended 31 December 2021, the Group performed impairment assessment on bank balances and concluded that the probability of defaults of the counterparty banks are insignificant and accordingly, no allowance for credit losses is provided.

### 23. 銀行結餘及現金

於二零二一年十二月三十一日，本集團之銀行結餘及現金包括年內按現行市場存款年利率0.01厘至0.30厘（二零二零年：0.001厘至0.35厘）計息之銀行結餘。

本集團為數約人民幣23,000元及約人民幣504,000元（二零二零年：人民幣24,000元及人民幣13,416,000元）之若干銀行結餘及現金乃分別按美元及港元計值。

截至二零二一年十二月三十一日止年度，本集團就銀行結餘進行減值評估，結論為對手方銀行違約的可能性不高，據此概無計提信貸損失撥備。



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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 24. DISPOSAL GROUP HELD FOR SALE AND DISPOSAL OF A SUBSIDIARY

On 30 December 2020, the directors of the Company resolved to dispose of one of the Group's service lines under sales of software products and provision of technical support services, i.e. Bank Transaction Services, by the way of transferring certain assets and liabilities to a newly established subsidiary, Hangzhou Hengxin Lirong Software Company Limited ("Hangzhou HL") and transferring the equity interest of this subsidiary to external vendor. The assets and liabilities attributable to the service line, which is expected to be sold within twelve months, have been classified as a disposal group held for sale and are presented separately in the consolidated statement of financial position as at 31 December 2020 (see below). The service line is included in the Group's sales of software products and provision of technical support services for segment reporting purposes.

The major classes of assets and liabilities of the service line classified as held for sale were as follows:

### 24. 持作出售的出售集團及出售一間附屬公司

於二零二零年十二月三十日，本公司董事決議出售本集團其中一條銷售軟件產品及提供技術支援服務（即銀行資金交易）的服務線，方式為透過將若干資產及負債轉讓給新成立的附屬公司，杭州恒新利融軟件有限公司（「杭州恒新利融」）並將該附屬公司的股權轉讓給外部賣方。該服務線應佔資產及負債預期於十二個月內出售，並已獲分類為持作出售的出售處置組，且於二零二零年十二月三十一日的綜合財務狀況表中分開呈列（見下文）。就分部呈報而言，該服務線計入本集團銷售軟件產品及提供之技術服務內。

分類為持作出售的服務線的資產及負債之主要類別如下：

		2020 二零二零年 RMB'000 人民幣千元
Intangible assets	無形資產	11,490
Trade receivables	應收貿易賬款	25,797
Less: allowance for credit losses	減：信貸損失撥備	(489)
Total assets classified as held for sale	分類為持作出售的總資產	36,798
Trade and other payable	應付貿易及其他賬款	2,193
Total liabilities associated with assets classified as held for sale	與分類為持作出售之資產有關的總負債	2,193

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 24. DISPOSAL GROUP HELD FOR SALE AND DISPOSAL OF A SUBSIDIARY (Continued)

On 26 March 2021, Singlee Technology entered into an equity transfer agreement ("Transfer Agreement") with an independent third party (the "Acquirer"), pursuant to which Singlee Technology transferred 100% of the issued share capital of Hangzhou HL to the Acquirer based on the assets and liabilities of Hangzhou HL as at 31 December 2020, for a consideration of RMB40,000,000. The transaction was completed on 24 May 2021 (the "Completion Date"). As part of the Transfer Agreement, for profit or loss earned/incurred by Hangzhou HL during the period between 1 January 2022 and the Completion Date, Singlee Technology and the Acquirer also agreed that it would be taken up by the Acquirer. During the period from 1 January 2021 to 24 May 2021, Hangzhou HL incurred a loss of RMB2,217,000 and such amount has been compensated by the Acquirer as an additional consideration.

### 24. 持作出售的出售集團及出售一間附屬公司(續)

於二零二一年三月二十六日，新利科技與一名獨立第三方(「收購方」)訂立股權轉讓協議(「轉讓協議」)，據此，新利科技根據杭州恒新利融於二零二零年十二月三十一日的資產及負債轉讓杭州恒新利融已發行股本的100%予收購方，代價為人民幣40,000,000元。交易已於二零二一年五月二十四日交割(「交割日」)。作為轉讓協議的部分，新利科技與收購方亦同意收購方將對杭州恒新利融於二零二二年一月一日至交割日期間所賺取／產生之溢利或虧損負責。於二零二一年一月一日至二零二一年五月二十四日期間，杭州恒新利融產生虧損人民幣2,217,000元，該款項已由收購方補償，作為額外代價。

		2021 二零二一年 RMB'000 人民幣千元
<b>Consideration:</b>	<b>代價：</b>	
Consideration received	已收代價	42,217
<b>Gain on disposal of a subsidiary:</b>	<b>出售一間附屬公司的收益：</b>	
Consideration received and receivable	已收及應收代價	42,217
Net assets disposed of	已出售淨資產	(34,605)
Transaction and related costs associated with the disposal	與出售有關的交易及相關成本	(940)
Gain on disposal	出售的收益	6,672
<b>Net cash inflow arising on disposal:</b>	<b>出售產生的現金流入：</b>	
Cash consideration	現金代價	42,217
Less: bank balances and cash disposed of	減：已出售的銀行結餘及現金	(193)
		42,024

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 25. TRADE AND OTHER PAYABLES

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	3,803	2,355
Payroll payables	應付職工薪酬	5,268	5,320
Other PRC tax payables	應付其他國內稅項	1,986	2,088
Employee reimbursement payable	應付僱員報銷	2,805	5,287
Accruals	應計費用	1,946	173
Others	其他	1,025	961
Total	總計	16,833	16,184

The following is an aged analysis based on invoice date of trade payables at the end of the reporting period:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within 90 days	90天以內	2,790	1,296
91–180 days	91至180天	169	12
181–365 days	181至365天	63	68
Over 365 days	365天以上	781	979
		3,803	2,355

The range of credit period on purchases of goods is around 120 to 180 days.

Trade and other payables of approximately RMB2,537,000 (2020: RMB1,059,000) were denominated in HK\$.

### 26. AMOUNTS DUE TO DIRECTORS

The amounts are denominated in HK\$, unsecured, non-interest bearing and repayable on demand.

### 25. 應付貿易及其他賬款

以下乃報告期末應付貿易賬款以發票日期劃分之賬齡分析：

購買貨品的信貸期介乎120至180天不等。

應付貿易及其他賬款約人民幣2,537,000元（二零二零年：人民幣1,059,000元）乃按港元計值。

### 26. 應付董事款項

該款項以港元計值，為無抵押、免息且須按要求償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 27. BORROWINGS

### 27. 借貸

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Unsecured loans from a director (Note i)	無抵押董事借貸(附註i)	18,368	44,789
Secured bank borrowings (Note ii)	有抵押銀行借貸(附註ii)	9,000	15,000
Unsecured bank borrowings (Note ii)	無抵押銀行借貸(附註ii)	3,000	4,000
		<b>30,368</b>	63,789
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Carrying amount of the above borrowings are repayable:	上述借貸的賬面值應予償還：		
Within one year	一年以內	12,461	20,668
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年	—	10,429
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年	45	1,460
Within a period of more than five years	五年以上	17,862	31,232
		<b>30,368</b>	63,789
Less: Amounts due within one year shown under current liabilities	減：列入流動負債於一年內到期之款項	<b>(12,461)</b>	(20,668)
Amounts shown under non-current liabilities	列入非流動負債之款項	<b>17,907</b>	43,121

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 27. BORROWINGS (Continued)

Notes:

- (i) The exposure of the Group's loans from a director and the contractual maturity dates are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Within one year	一年以內	461	1,668
Between one to two years	一至兩年	—	10,429
Between two to five years	兩至五年	45	1,460
More than five years	五年後	17,862	31,232
		18,368	44,789

The ranges of effective interest rates on the Group's loans from a director are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借貸	2.68%–3.38%	2.68%–3.38%

The weighted average effective interest rate on loans from a director is 2.70% (2020: 2.83%).

The loans from a director of approximately RMB17,862,000 (2020: RMB43,854,000) are denominated in HK\$, other borrowings are denominated in the functional currency of the respective group entity.

### 27. 借貸(續)

附註：

- (i) 本集團董事提供的貸款及合約到期日如下：

本集團董事提供貸款的實際利率範圍如下：

董事借貸之加權平均實際利率為2.7厘(二零二零年：2.83厘)。

董事借貸約人民幣17,862,000元(二零二零年：人民幣43,854,000元)以港元計值，其他借貸乃以相關集團實體之功能貨幣計值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 27. BORROWINGS (Continued)

Notes: (Continued)

- (ii) The exposure of the Group's bank borrowings and the contractual maturity dates are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Fixed-rate bank borrowings:	定息銀行借貸：		
Within one year	一年內	12,000	19,000

The effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Effective interest rate:	實際利率：		
Fixed-rate borrowings	定息借貸	4.80%	4.35%

The weighted average effective interest rate on the bank borrowings is 4.80% (2020: 4.35%).

The owned properties with a carrying amount of approximately RMB8,901,000 (2020: RMB9,448,000) have been pledged to secure bank borrowings of RMB9,000,000 (2020: RMB15,000,000).

### 27. 借貸(續)

附註：(續)

- (ii) 本集團董事借貸的實際利率範圍如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
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本集團銀行借貸的實際利率(也相等於合約利率)如下：

	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Effective interest rate:		
Fixed-rate borrowings	4.80%	4.35%

銀行借貸之加權平均實際利率為4.8厘(二零二零年：4.35厘)。

賬面值約為人民幣8,901,000元(二零二零年：人民幣9,448,000元)的自置物業已作為銀行借貸人民幣9,000,000元(二零二零年：人民幣15,000,000元)的抵押。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 28. LEASE LIABILITIES

### 28. 租賃負債

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>Lease liabilities payable</b>	<b>應付租賃負債</b>		
Within one year	一年內	157	439
Within a period of more than one year but not exceeding two years	多於一年但不多於兩年期間內	—	15
		157	454
Less: Amount due for settlement with 12 months shown under current liabilities	減：於12個月內到期結算的款項，列為流動負債	(157)	(439)
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期償付的款項，列為非流動負債	—	15

The weighted average incremental borrowing rates applied to lease liabilities is 6% (2020: 6%).

租賃負債所用加權平均增量借款利率為6% (二零二零年：6%)。

### 29. AMOUNT DUE TO AN IMMEDIATE HOLDING COMPANY

### 29. 應付一間直接控股公司款項

The amount is denominated in HK\$, unsecured, non-interest bearing and repayable on demand.

該款項以港元計值，為無抵押、免息且須按要求償還。

### 30. SHARE CAPITAL

### 30. 股本

		Number of shares 股份數目		Amount 款額		Amount 款額	
		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股						
Authorised:	法定：						
At 1 January and 31 December	於一月一日及十二月三十一日	10,000,000	10,000,000	100,000	100,000	100,000	100,000
Issued and fully paid:	已發行及繳足：						
At 1 January and 31 December	於一月一日及十二月三十一日	1,317,240	1,317,240	13,173	13,173	12,538	12,538

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

#### Equity-settled share option scheme of the Company

The Company's share option scheme (the "Scheme") was adopted on 27 August 2001 for the primary purpose of providing incentives to directors and eligible employees, and has been expired on 27 August 2011. Under the Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. The Scheme would be valid and effective for a period of ten years commencing on the adoption date and have come to its expiration. All other respects of the provisions of the Scheme shall remain in full force and holders of all options granted under the Scheme prior to such expiry shall be entitled to exercise the outstanding options pursuant to the terms of the Scheme until expiry of the said options. As a result, a new share option scheme which was approved on 28 February 2011 (the "New Scheme"), take effect immediately after the expiry of the Scheme. The principal terms of the New Scheme are same with the Scheme.

Pursuant to the ordinary resolution passed by the shareholders at the special general meeting of the Company held on 28 February 2011 (the "SGM"), the New Scheme mandate limit was refreshed so that the Company was authorised to grant share options under the New Scheme for subscription of up to a total of 81,184,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of the SGM.

Pursuant to the ordinary resolution passed by the shareholders at the annual general meeting of the Company held on 11 May 2016 (the "AGM"), the scheme mandate limit under the share option scheme of the Company was refreshed again so that the Company was authorised to grant additional share options for subscription for a total of 86,443,000 shares under the refreshed mandate limit, representing approximately 10% of the issued share capital of the Company as at the date of the AGM. The aggregate number of shares which may be issued upon exercise of all options that may be granted under the refreshed mandate limit and upon the exercise of the outstanding options previously granted is not permitted to exceed 30% of the shares in issue at any point of time.

### 31. 以股份為基礎付款交易

#### 本公司之股權結算購股權計劃

本公司之購股權計劃(「該計劃」)於二零零一年八月二十七日採納，主要目的為獎勵董事及合資格僱員，並已於二零一一年八月二十七日屆滿。根據該計劃，本公司董事會可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權，以認購本公司股份。該計劃由採納當日起生效，為期十年且已經屆滿。該計劃條文之所有其他方面將繼續全面有效，根據該計劃授出之所有購股權之持有人於是次到期前，根據該計劃之條款，將繼續有權行使未獲行使之購股權，直至前述購股權到期。因此，於二零一一年二月二十八日已獲批准的新計劃(「新計劃」)，於計劃屆滿後立即生效。新計劃之主要條款與該計劃相同。

根據股東於二零一一年二月二十八日舉行之本公司股東特別大會(「股東特別大會」)上通過之普通決議案，新計劃之授權限額已更新，令本公司獲授權根據新計劃授出購股權，可認購最多合共81,184,000股股份，佔本公司於股東特別大會日期已發行股本約10%。

根據股東於二零一六年五月十一日舉行的本公司股東週年大會(「股東週年大會」)上通過之普通決議案，本公司購股權項下的計劃授權上限再獲更新，本公司因此獲授權授出額外購股權，可根據經更新授權上限認購合共86,443,000股股份，佔於股東週年大會日期本公司已發行股本約10%。因行使根據經更新授權上限可能授出的所有購股權及因行使過往授出的尚未行使購股權而可能發行的股份總數不得超過任何時間點已發行股份的30%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

At 31 December 2021, the number of ordinary shares remained outstanding in respect of which options had been granted on 24 June 2013 ("2013 June Option"), 15 May 2015 ("2015 May Option") and 7 April 2017 ("2017 April Option") is 75,589,000 (2020: 198,276,000), representing 6% of the total ordinary shares of the Company (2020: 15%) in issue at the end of the reporting period.

Options shall be exercised in the following manner:

#### Options granted to directors and employees on 19 January 2010 and 16 August 2010

- 5% of the options shall become exercisable upon 6-months of the date of grant
- Additional 10% of the options shall become exercisable upon the first anniversary of the date of grant
- Additional 35% of the options shall become exercisable upon the second anniversary of the date of grant
- Additional 50% of the options shall become exercisable upon the third anniversary of the date of grant

#### Options granted to directors on 28 February 2011

- 50% of the options shall become exercisable on the date of grant
- Additional 50% of the options shall become exercisable after 9 January 2012

### 31. 以股份為基礎付款交易(續)

#### 本公司之股權結算購股權計劃(續)

於二零二一年十二月三十一日，就根據於二零一三年六月二十四日(「二零一三年六月購股權」)、二零一五年五月十五日(「二零一五年五月購股權」)及二零一七年四月七日(「二零一七年四月購股權」)授出但仍未行使之購股權，所涉及之普通股數目為75,589,000股(二零二零年：198,276,000股)，佔本公司於報告期末已發行普通股總數之6%(二零二零年：15%)。

購股權須按以下方法行使：

#### 於二零一零年一月十九日及二零一零年八月十六日授予董事及僱員的購股權

- 5%之購股權須於授出日期六個月後可予行使
- 另外10%的購股權須於授出日期一週年後可予行使
- 另外35%的購股權須於授出日期兩週年後可予行使
- 餘下50%的購股權須於授出日期三週年後可予行使

#### 於二零一一年二月二十八日授予董事之購股權

- 50%之購股權於授出日期可予行使
- 額外50%的購股權須於二零一二年一月九日後可予行使

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

##### Options granted to employees on 28 February 2011

- 50% of the options shall become exercisable on the date of grant
- Additional 50% of the options shall become exercisable after 12 January 2012

##### Options granted to directors and employees on 24 June 2013

- 50% of the options shall become exercisable on the date of grant
- Additional 50% of the options shall become exercisable after 23 June 2014

##### Options granted to directors and employees on 15 May 2015

- 50% of the options shall become exercisable on the date of grant
- Additional 50% of the options shall become exercisable after 14 May 2016

##### Options granted to directors, employees and consultants on 7 April 2017

- 50% of the options shall become exercisable on the date of grant
- Additional 50% of the options shall become exercisable after 6 April 2018

Under the Scheme and the New Scheme, the exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

No consideration is payable on the grant of an option.

### 31. 以股份為基礎付款交易(續)

#### 本公司之股權結算購股權計劃(續)

##### 於二零一一年二月二十八日授予僱員之購股權

- 50%之購股權須於授出日期後可予行使
- 額外50%的購股權須於二零一二年一月十二日後可予行使

##### 於二零一三年六月二十四日授予董事及僱員之購股權

- 50%之購股權須於授出日期後可予行使
- 額外50%的購股權須於二零一四年六月二十三日後可予行使

##### 於二零一五年五月十五日授予董事及僱員之購股權

- 50%之購股權須於授出日期後可予行使
- 額外50%的購股權須於二零一六年五月十四日完結後可予行使

##### 於二零一七年四月七日授予董事、僱員及顧問之購股權

- 50%之購股權須於授出日期後可予行使
- 額外50%的購股權須於二零一八年四月六日完結後可予行使

根據該計劃及新計劃，行使價由本公司董事會釐定，但不低於(i)本公司股份於授出日期之收市價，(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)本公司股份之面值中之較高者。

就授出之購股權而言並無應付之代價。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

During the year ended 31 December 2021, share options of 122,687,000 (2020: 17,794,000) were forfeited and expired.

Details of specific categories of options are as follows:

#### Options granted to directors and employees on 19 January 2010 and 16 August 2010

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Fair value at grant date 於授出日期之公允值
2010 January Option 二零一零年一月購股權	19.01.2010	19.01.2010 to 18.01.2013	19.07.2010 to 18.01.2020	HK\$0.200	HK\$0.1330
	19.01.2010	19.01.2010至18.01.2013	19.07.2010至18.01.2020	0.200港元	0.1330港元
2010 August Option 二零一零年八月購股權	16.08.2010	16.08.2010 to 15.08.2013	16.02.2011 to 15.08.2020	HK\$0.840	HK\$0.5289
	16.08.2010	16.08.2010至15.08.2013	16.02.2011至15.08.2020	0.840港元	0.5289港元

#### Option granted to directors and employees on 28 February 2011

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Fair value at grant date 於授出日期之公允值
2011 February Option 二零一一年二月購股權					
Grant to directors 授予董事	28.02.2011	N/A	28.02.2011 to 09.01.2021	HK\$0.730	HK\$0.3308
	28.02.2011	不適用	28.02.2011 至 09.01.2021	0.730港元	0.3308港元
Grant to directors 授予董事	28.02.2011	28.02.2011 to 09.01.2012	10.01.2012 to 09.01.2021	HK\$0.730	HK\$0.3417
	28.02.2011	28.02.2011 至 09.01.2012	10.01.2012 至 09.01.2021	0.730港元	0.3417港元
Grant to employees 授予僱員	28.02.2011	N/A	28.02.2011 to 12.01.2021	HK\$0.714	HK\$0.3366
	28.02.2011	不適用	28.02.2011 至 12.01.2021	0.714港元	0.3366港元
Grant to employees 授予僱員	28.02.2011	28.02.2011 to 12.01.2012	13.01.2012 to 12.01.2021	HK\$0.714	HK\$0.3417
	28.02.2011	28.02.2011 至 12.01.2012	13.01.2012 至 12.01.2021	0.714港元	0.3417港元

#### Option granted to directors and employees on 24 June 2013

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Fair value at grant date 於授出日期之公允值
2013 June Option 二零一三年六月購股權					
Grant to directors 授予董事	24.06.2013	N/A	24.06.2013 to 23.06.2023	HK\$0.1122	HK\$0.0506
	24.06.2013	不適用	24.06.2013 至 23.06.2023	0.1122港元	0.0506港元
Grant to directors 授予董事	24.06.2013	24.06.2013 to 23.06.2014	24.06.2014 to 23.06.2023	HK\$0.1122	HK\$0.0522
	24.06.2013	24.06.2013 至 23.06.2014	24.06.2014 至 23.06.2023	0.1122港元	0.0522港元
Grant to employees 授予僱員	24.06.2013	N/A	24.06.2013 to 23.06.2023	HK\$0.1122	HK\$0.0506
	24.06.2013	不適用	24.06.2013 至 23.06.2023	0.1122港元	0.0506港元
Grant to employees 授予僱員	24.06.2013	24.06.2013 to 23.06.2014	24.06.2014 to 23.06.2023	HK\$0.1122	HK\$0.0522
	24.06.2013	24.06.2013 至 23.06.2014	24.06.2014 至 23.06.2023	0.1122港元	0.0522港元

### 31. 以股份為基礎付款交易 (續)

#### 本公司之股權結算購股權計劃 (續)

截至二零二一年十二月三十一日止年度，122,687,000份購股權已失效及到期 (二零二零年：17,794,000份)。

購股權之具體類別之詳情如下：

#### 於二零一零年一月十九日及二零一零年八月十六日授予董事及僱員的購股權

#### 於二零一一年二月二十八日授予董事及僱員之購股權

#### 於二零一三年六月二十四日授予董事及僱員之購股權

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

#### Option granted to directors and employees on 15 May 2015

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Fair value at grant date 於授出日期之公允值
2015 May Option 二零一五年五月購股權					
Grant to a director 授予董事	15.05.2015	N/A 不適用	15.05.2015 to 14.05.2025 15.05.2015 至 14.05.2025	HK\$0.43 0.43/港元	HK\$0.2648 0.2648/港元
Grant to a director 授予董事	15.05.2015	15.05.2015 to 14.05.2016 15.05.2015 至 14.05.2016	15.05.2016 to 14.05.2025 15.05.2016 至 14.05.2025	HK\$0.43 0.43/港元	HK\$0.2694 0.2694/港元
Grant to employees 授予僱員	15.05.2015	N/A 不適用	15.05.2015 to 14.05.2025 15.05.2015 至 14.05.2025	HK\$0.43 0.43/港元	HK\$0.2243 0.2243/港元
Grant to employees 授予僱員	15.05.2015	15.05.2015 to 14.05.2016 15.05.2015 至 14.05.2016	15.05.2016 to 14.05.2025 15.05.2016 至 14.05.2025	HK\$0.43 0.43/港元	HK\$0.2372 0.2372/港元

#### Option granted to directors, employees and consultants on 7 April 2017

#### 於二零一七年四月七日授予董事、僱員及顧問之購股權

Option type 購股權類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價	Fair value at grant date 於授出日期之公允值
2017 April Option 二零一七年四月購股權					
Grant to a director 授予董事	07.04.2017	N/A 不適用	07.04.2017 to 06.04.2027 07.04.2017 至 06.04.2027	HK\$0.1820 0.1820/港元	HK\$0.0865 0.0865/港元
Grant to a director 授予董事	07.04.2017	07.04.2017 to 06.04.2018 07.04.2017 至 06.04.2018	07.04.2018 to 06.04.2027 07.04.2018 至 06.04.2027	HK\$0.1820 0.1820/港元	HK\$0.0949 0.0949/港元
Grant to employees and consultants 授予僱員及顧問	07.04.2017	N/A 不適用	07.04.2017 to 06.04.2027 07.04.2017 至 06.04.2027	HK\$0.1820 0.1820/港元	HK\$0.0846 0.0846/港元
Grant to employees and consultants 授予僱員及顧問	07.04.2017	07.04.2017 to 06.04.2018 07.04.2017 至 06.04.2018	07.04.2018 to 06.04.2027 07.04.2018 至 06.04.2027	HK\$0.1820 0.1820/港元	HK\$0.0920 0.0920/港元



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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

The following tables disclose the movement of the share options during 2021.

### 31. 以股份為基礎付款交易(續)

本公司之股權結算購股權計劃(續)

下表披露於二零二一年之購股權變動：

Option type	購股權類別	Outstanding at 1.1.2021 於二零二一年 一月一日 尚未行使 '000 千	Exercised during year 於年內行使 '000 千	Forfeited during year 於年內失效 '000 千	Expired during year 於年內到期 '000 千	Outstanding at 31.12.2021 於二零二一年 十二月三十一日 尚未行使 '000 千
Granted to director	授予董事					
2011 February Option	二零一一年二月購股權	76,902	-	-	(76,902)	-
2013 June Option	二零一三年六月購股權	47	-	-	-	47
2015 May Option	二零一五年五月購股權	2,248	-	-	-	2,248
2017 April Option	二零一七年四月購股權	2,490	-	-	-	2,490
		81,687	-	-	(76,902)	4,785
Exercisable at the end of 2021	可於二零二一年底行使					4,785
Weighted average exercise price	加權平均行使價	0.5956	-	-	0.6035	0.2517
Granted to employees and non-employees	授予僱員及非僱員					
2011 February Option – Employees	二零一一年二月購股權 – 僱員	14,540	-	-	(14,540)	-
2013 June Option – Employees	二零一三年六月購股權 – 僱員	7,335	-	(592)	-	6,743
2015 May Option – Employees	二零一五年五月購股權 – 僱員	20,408	-	(7,512)	-	12,896
2017 April Option – Employees	二零一七年四月購股權 – 僱員	31,661	-	(12,919)	-	18,742
2017 April Option – Non-employees	二零一七年四月購股權 – 非僱員	42,645	-	(10,222)	-	32,423
		116,589	-	(31,245)	(14,540)	70,804
Exercisable at the end of 2021	可於二零二一年底行使					70,804
Weighted average exercise price	加權平均行使價	0.2449	-	0.0948	0.7315	0.1810

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 31. SHARE-BASED PAYMENTS TRANSACTIONS

(Continued)

#### Equity-settled share option scheme of the Company

(Continued)

The following tables disclose the movement of the share options during 2020.

### 31. 以股份為基礎付款交易(續)

#### 本公司之股權結算購股權計劃(續)

下表披露於二零二零年之購股權變動：

Option type	購股權類別	Outstanding at 1.1.2020 於二零二零年一月一日 尚未行使 '000 千	Exercised during year 於年內行使 '000 千	Forfeited during year 於年內失效 '000 千	Expired during year 於年內到期 '000 千	Outstanding at 31.12.2020 於二零二零年十二月三十一日 尚未行使 '000 千
Granted to director	授予董事					
2010 January Option	二零一零年一月購股權	2,130	-	-	(2,130)	-
2011 February Option	二零一一年二月購股權	76,902	-	-	-	76,902
2013 June Option	二零一三年六月購股權	47	-	-	-	47
2015 May Option	二零一五年五月購股權	2,248	-	-	-	2,248
2017 April Option	二零一七年四月購股權	2,490	-	-	-	2,490
		83,817	-	-	(2,130)	81,687
Exercisable at the end of 2020	可於二零二零年底行使					81,687
Weighted average exercise price	加權平均行使價	0.5848	-	-	0.1690	0.5956
Granted to employees and non-employees	授予僱員及非僱員					
2010 January Option – Employees	二零一零年一月購股權 – 僱員	6,957	-	-	(6,957)	-
2010 August Option – Employees	二零一零年八月購股權 – 僱員	2,792	-	-	(2,792)	-
2011 February Option – Employees	二零一一年二月購股權 – 僱員	14,540	-	-	-	14,540
2013 June Option – Employees	二零一三年六月購股權 – 僱員	7,335	-	-	-	7,335
2015 May Option – Employees	二零一五年五月購股權 – 僱員	20,408	-	-	-	20,408
2017 April Option – Employees	二零一七年四月購股權 – 僱員	37,576	-	(5,915)	-	31,661
2017 April Option – Non-employees	二零一七年四月購股權 – 非僱員	42,645	-	-	-	42,645
		132,253	-	(5,915)	(9,749)	116,589
Exercisable at the end of 2020	可於二零二零年底行使					116,589
Weighted average exercise price	加權平均行使價	0.2449	-	0.1538	0.3240	0.2386

During the year ended 31 December 2021 and 2020, no share-based payment recognised to share options granted to directors, employees or non-employees respectively.

截至二零二一年及二零二零年十二月三十一日止年度，並無確認以股份為基礎付款的支出以向董事、僱員及非僱員授予購股權。



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### 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

#### 32. RETIREMENT BENEFITS PLANS

The Group participates a Mandatory Provident Fund Schemes (the “MPF Scheme”) for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributed 5% of relevant payroll costs to the MPF scheme, subject to a cap of monthly relevant income of HK\$30,000, which contribution is matched by employees.

The employees of the Group in the PRC are members of state-managed retirement benefit schemes operated by the respective local governments in the PRC. The Group is required to contribute 26%–28% (2020: 26%–28%) of payroll costs to the schemes to fund the benefits. The only obligation of the Group with respect to these schemes is to make the specified contributions.

#### 32. 退休福利計劃

本集團為所有於香港的合資格僱員參與強制性公積金計劃。該計劃之資產與本集團之資產分開持有，並由信託人以基金管理。本集團向強制性公積金計劃所作之供款為有關工資成本(上限為港幣30,000元)之5%，而僱員之供款比率亦相同。

本集團在中國之僱員皆為由中國各地方政府營運之國家管理退休福利計劃之成員。本集團須將薪酬成本之26%至28%(二零二零年：26%至28%)用於向計劃供款以作為退休金之資金。本集團對計劃之責任僅為作出特定之供款。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 33. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Group's subsidiaries at the end of the reporting period are set out below.

### 33. 本公司附屬公司之詳情

本集團附屬公司於報告期末之詳情載列如下。

Name of company 公司名稱	Country of incorporation/ establishment/ operations 註冊成立/成立/ 營運國家	Particulars of issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本之詳情	Proportion of voting power held by the Company 本公司持有之投票權比例		Proportion of ownership interest for 2021 and 2020 於二零二一年及二零二零年權益百分比		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	Direct 直接	Indirect 間接	
Sing Lee Electronics (B.V.I.) Co., Ltd.	British Virgin Islands	715 shares of US\$1 each	100%	100%	100%	-	Investment holding
Sing Lee Electronics (B.V.I.) Co., Ltd.	英屬處女群島	715股每股面值1美元之股份	100%	100%	100%	-	投資控股
Singlee Software <sup>1</sup>	PRC	Registered capital US\$4,325,500	100%	100%	-	100%	Development and sales of software products, sales of related hardware products and provision of technical services
新利軟件 <sup>1</sup>	中國	4,325,500美元註冊資本	100%	100%	-	100%	研究和銷售軟件產品，銷售相關硬件產品，以及提供技術服務
Singlee Technology <sup>2</sup>	PRC	Registered capital US\$6,714,000	100%	100%	-	100%	Development and sales of software products, sales of related hardware products and provision of technical services
新利科技 <sup>2</sup>	中國	6,714,000美元註冊資本	100%	100%	-	100%	研究和銷售軟件產品，銷售相關硬件產品，以及提供技術服務
Xin YinTong <sup>2</sup>	PRC	Registered capital RMB50,000,000	100%	100%	-	100%	Development and sales of software products, sales of related hardware products and provision of technical services
新銀通 <sup>2</sup>	中國	人民幣50,000,000元註冊資本	100%	100%	-	100%	研究和銷售軟件產品，銷售相關硬件產品，以及提供技術服務

<sup>1</sup> Singlee Software is wholly foreign owned enterprise.

<sup>2</sup> Singlee Technology and Xin YinTong are sino-foreign equity joint ventures established in the PRC.

None of the subsidiaries had issued any debt securities at the end of the year or at any time during the year.

<sup>1</sup> 新利軟件為全外資企業。

<sup>2</sup> 新利科技及新銀通為在中國成立的中外合資合營公司。

概無任何附屬公司於本年度或本年度任何時間發行任何債務證券。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of borrowings, amounts due to directors and bank balances and cash, and equity attributable to owners of the Company, comprising share capital, share premium, accumulated losses and other reserves.

The directors of the Group review the capital structure on a semi-annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

### 34. 資本風險管理

本集團管理其資本從而確保本集團之實體可以持續經營，並透過優化負債及股本結餘為權益擁有人帶來最大回報。由去年年度起，本集團之整體策略維持不變。

本集團之資本架構包括來自借貸、應付董事款項及銀行結餘及現金及本公司擁有人應佔股本(其中包括股本、股份溢價、累計虧損及其他儲備)。

本集團董事每半年一次檢討資本架構。作為檢討之一部分，董事會考慮資本成本及與各類別資本相關之風險。本集團將根據董事之建議，透過支付股息、發行新股以及發行新債券或贖回現有債券來平衡其整體資本架構。

### 35. FINANCIAL INSTRUMENTS

#### 35a. Categories of financial instruments

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<i>Financial assets</i>	<i>金融資產</i>		
Financial assets at amortised costs	按攤銷成本列賬之金融資產	87,124	91,689
Financial assets at FVTPL	按公允值計入損益之金融資產	163	170
		87,287	91,859
<i>Financial liabilities</i>	<i>金融負債</i>		
Amortised cost	攤銷成本	37,275	67,764

### 35. 金融工具

#### 35a. 金融工具類別

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, financial assets at FVTPL, bank balances and cash, amounts due to directors, amount due to immediate holding company, trade and other payables and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### **Market risk**

##### *(i) Currency risk*

The Group has bank balances and cash, trade and other payables, amounts due to directors, amount due to immediate holding company and borrowings denominated in US\$ and HK\$, currencies other than the functional currency of the respective group entities, which expose the Group to foreign currency risk. In addition, the group has intra-group balances with several subsidiaries denominated in foreign currency which also expose the Group to foreign currency risk. The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need to arise.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策

本集團之金融工具包括應收貿易及其他賬款、按公允值計入損益之金融資產、銀行結餘及現金、應付董事款項、應付直接控股公司款項、應付貿易及其他賬款以及借貸。該等金融工具之詳情於各附註中披露。與該等金融工具相關之風險包括市場風險(利率風險、貨幣風險及其他價格風險)、信貸風險及流動資金風險。有關如何減輕該等風險之政策載於下文。管理層管理及監察該等風險以確保可以適時及有效之方式實施合適之措施。

##### **市場風險**

##### *(i) 貨幣風險*

銀行結餘及現金、應付貿易及其他賬款、應付董事款項、應付直接控股公司款項及借貸以美元及港元(該等貨幣並非相關集團實體之功能貨幣)計值，使本集團須承擔外幣風險。此外，本集團與多間附屬公司之間存在以外幣計值的集團內部往來的結餘，令本集團同樣承受外幣風險。本集團目前並無任何外幣對沖政策。然而，本集團管理層會監察外幣風險，必要時考慮對沖重大的外幣風險。



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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

The carrying amount of the foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		2021 二零二一年		2020 二零二零年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
US\$	美元	23	–	24	–
HK\$	港元	504	21,143	13,416	45,573

##### Sensitivity analysis

The following table details the sensitivity to a 5% (2020: 5%) increase and decrease in the RMB against US\$ and HK\$. The 5% (2020: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the year end for a 5% (2020: 5%) change in foreign currency rates. A positive (negative) number indicates an increase (decrease) in the post-tax (loss)/profit where RMB strengthens against US\$ and HK\$. For a 5% (2020: 5%) weakening of RMB against US\$ and HK\$, there would be an equal and opposite impact on the profit and the balances below would be negative.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

於報告期末以外幣計值的貨幣資產及貨幣負債的賬面值如下：

##### 敏感度分析

下表詳列人民幣對美元及港元升值及貶值5%(二零二零年：5%)的敏感度分析。向核心管理人員作出外幣風險匯報時使用5%(二零二零年：5%)敏感度比率，代表管理層對外幣匯率的合理可能變動的評估。敏感度分析只包括未折算的外幣計值貨幣項目，並已於年末按匯率有5%(二零二零年：5%)變動對換算予以調整。正數(負數)意味著人民幣對美元及港元升值帶來的稅後(虧損)/溢利增加(減少)。倘人民幣對美元及港元貶值5%(二零二零年：5%)，會對溢利產生相等且相反的影響，而下結餘會變為負數。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

Sensitivity analysis (Continued)

		US\$ Impact 美元影響		HK\$ Impact 港元影響	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Profit or loss	損益	(1)	(1)	874	1,370

This is mainly attributable to the net exposure to outstanding foreign currency bank balances and cash, trade and other payables, amounts due to directors, amount due to immediate holding company and borrowings in US\$ or HK\$ at end of the reporting period.

##### (ii) Interest rate risk management

The Group is exposed to fair value interest rate risk in relation to fixed-rate secured loans and unsecured loans from bank, unsecured loans from a director (see note 27 for details) and lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable rate bank balances (see note 23 for details). The management will consider hedging significant interest rate exposure should the need to arise.

The directors consider that the cash flow interest rate risk is insignificant, accordingly, no sensitivity analysis were presented for both years.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 市場風險(續)

##### (i) 貨幣風險(續)

敏感度分析(續)

此乃主要由於在報告期末因未償還美元或港元的外幣銀行結餘及現金、應付貿易及其他賬款、應付董事款項、應付直接控股公司款項及借貸而面對之風險淨額。

##### (ii) 利率風險管理

本集團承受定息有抵押及無抵押銀行借貸、無抵押董事借貸(有關詳情請參閱附註27)及租賃負債有關之公允值利率風險。本集團亦承受有關浮息銀行結餘(詳情見附註23)的現金流量利率風險。管理層將於必要時考慮對沖重大利率風險。

董事認為現金流量利率風險並不重大，故兩年度均無呈列敏感度分析。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (iii) Other price risk

The Group is exposed to equity price risk through its investments in unlisted funds. The sensitivity analyses have been determined on the exposure to the market price risks at the end of reporting period. If the prices of the investments in unlisted funds had been 5% higher or lower, the post-tax loss for the year ended 31 December 2021 would have increased or decreased by approximately RMB7,000 (2020: RMB7,000) respectively as a result of the changes in fair value on financial assets at fair value through profit or loss.

##### Credit risk and impairment assessment

As at 31 December 2021 and 2020, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of respective financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets. There is no significant changes in the collateral policies of the entity during both reporting periods.

##### Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed at the end of the reporting period. The Group also adopts legal and appropriate measures to collect overdue debts and reduce credit losses through, amongst others, phone calls, facsimile, letters, visits, interviews, as well as legal actions as the final resort.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 市場風險(續)

##### (iii) 其他價格風險

本集團因非上市基金投資而承擔股本價格風險。本集團已就報告期末的市場價格風險進行敏感度分析。倘各項非上市基金投資的價格上升或下跌5%，截至二零二一年十二月三十一日止年度的稅後虧損將會因按公允值計入損益之金融資產公允值變動而增加或減少約人民幣7,000元(二零二零年：人民幣7,000元)。

##### 信貸風險及減值評估

於二零二一年及二零二零年十二月三十一日，本集團因交易對手未能履行承諾造成本集團財務損失，而面對之最大信貸風險源自於綜合財務狀況表所示相關已確認金融資產之賬面值。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關信貸風險提供保障。於兩個報告期內，該實體的抵押政策並無發生重大變化。

##### 客戶合約產生的應收貿易賬款及合約資產

為降低信貸風險，本集團管理層已設立專責團隊釐定信貸限額及信貸批核。接納任何新客戶前，本集團使用內部信貸評分系統對潛在客戶的信貸質素進行評估，並按客戶界定信貸限額。報告期末客戶的限額及評估會得到審閱。本集團亦採用法律及適當措施收回逾期債務，以及藉(其中包括)電話、傳真、信函、到訪、面談，連同法律行動作為最後措施，減少信貸虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

*Trade receivables and contract assets arising from contracts with customers (Continued)*

In addition, the Group performs impairment assessment under ECL model on trade balances individually with significant balances and/or on a collective basis. Except for items that are subject to individual evaluation, which are assessed for impairment individually, the remaining trade receivables and contract assets are assessed collectively based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers. During the year ended 31 December 2021, impairment losses of RMB3,500,000 (2020: RMB4,801,000) is recognised and impairment losses of RMB481,000 (2020: RMB215,000) has been reversed. Details of the quantitative disclosures are set out below in this note.

The Group has concentration of credit risk of 86% (2020: 52%) of the total trade receivables was due from the Group's top five largest customers in relation to the provision of technical support services business segment.

##### *Other receivables and bank balances*

The Group performs impairment assessment under ECL model upon application of IFRS 9 on other receivables and bank balances based on 12m ECL.

The credit risk on other receivables is limited because the counterparties have no historical default record and the directors expect that the general economic conditions will not significantly changed for the 12 months after the reporting date.

The credit risks on bank balances are limited because the counterparties are banks/financial institutions with high credit ratings assigned by international credit-rating agencies.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### **信貸風險及減值評估(續)**

*客戶合約產生的應收貿易賬款及合約資產(續)*

此外，本集團根據預期信貸損失模式對具有巨額結餘的貿易結餘單獨及／或按組合基準進行評估。除須單獨進行評估的項目單獨評估減值外，餘下應收貿易賬款及合約資產乃根據共同的信用風險特徵參考經常性客戶的還款記錄及新客戶目前的逾期風險整體評估。截至二零二一年十二月三十一日止年度，確認減值虧損人民幣3,500,000元(二零二零年：人民幣4,801,000元)並已撥回減值虧損人民幣481,000元(二零二零年：人民幣215,000元)。定量披露詳情載列如下。

本集團須承受信貸進一步信貸集中風險，原因是86%(二零二零年：52%)之應收貿易賬款總額由本集團之五大客戶欠付，此等應收貿易賬款乃涉及提供技術支援服務之業務分部。

##### *其他應收賬款及銀行結餘*

本集團於採納國際財務報告準則第9號後就其他應收賬款及銀行結餘根據預期信貸損失模式按12個月預期信貸損失進行減值評估。

由於交易對手並無歷史違約記錄及董事預期自報告日期後12個月整體經濟狀況將不會發生重大變化，故有關其他應收賬款的信貸風險屬有限。

由於交易對手均為由國際信貸評級機構評定為高信貸評級的銀行或財務機構，故有關銀行結餘的信貸風險屬有限。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

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

##### Other receivables and bank balances (Continued)

Based on the Group's internal credit rating, no material impairment loss allowance is recognised for other receivables and bank balances.

The Group has concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables and contract assets 應收貿易賬款及合約資產	Other financial assets/other items 其他金融資產／其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方具有低違約風險，且並無任何逾期款項	Lifetime ECL— not credit-impaired 全期預期信貸損失— 無信貸減值	12m ECL 12個月預期信貸損失
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日後還款，惟通常於到期日後還清	Lifetime ECL— not credit-impaired 全期預期信貸損失— 無信貸減值	12m ECL 12個月預期信貸損失
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 內部制定資料或外來資源顯示信貸風險自初始確認起大幅增加	Lifetime ECL— not credit-impaired 全期預期信貸損失— 無信貸減值	Lifetime ECL— not credit-impaired 全期預期信貸損失— 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產為信貸減值	Lifetime ECL— credit-impaired 全期預期信貸損失— 已信貸減值	Lifetime ECL— credit-impaired 全期預期信貸損失— 無信貸減值
Write-off 撤銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人處於嚴重財務困難，而本集團並不認為日後可收回款項	Amount is written off 撤銷款項	Amount is written off 撤銷款項

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 信貸風險及減值評估(續)

##### 其他應收賬款及銀行結餘(續)

根據本集團的內部信貸評級，並無就其他應收賬款及銀行結餘確認重大減值虧損撥備。

本集團擁有流動資金(存放於多間高信貸評級的銀行)信貸集中風險。

本集團的內部信貸風險等級評估包括下列類別：

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

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

##### Other receivables and bank balances (Continued)

The tables below detail the credit risk exposures of the Group's financial assets and other items which are subject to ECL assessment:

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 信貸風險及減值評估(續)

##### 其他應收賬款及銀行結餘(續)

下表載列本集團須進行預期信貸損失評估的金融資產及其他項目的信貸風險詳情：

					2021 二零二一年 Gross carrying amount 賬面總值 RMB' 000 人民幣千元	2020 二零二零年 Gross carrying amount 賬面總值 RMB' 000 人民幣千元
	Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或全期預期信貸虧損		
<b>Financial assets at amortised cost</b> <b>按攤銷成本列賬之金融資產</b>						
Bank balances 銀行結餘	23 23	BA2 to AAA BA2至AAA	N/A 不適用	12-month ECL 12個月預期信貸損失	44,331	58,157
Other receivables 其他應收賬款	21 21	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期信貸損失	12,036	6,470
Trade receivables 應收貿易賬款	21 21	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (collective assessment) 全期預期信貸損失(組合評估法)	2,349	3,746
– contracts with customers – 客戶合約		BA2 to BAA1 BA2至BAA1	N/A 不適用	Lifetime ECL (external credit rating) 全期預期信貸損失(外部信貸評級)	28,142	23,586
		N/A 不適用	Loss 虧損	Lifetime ECL (credit-impaired) 全期預期信貸損失(已信貸減值)	311	365
<b>Other items</b> <b>其他項目</b>						
Contract assets 合約資產	22 22	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (collective assessment) 全期預期信貸損失(組合評估法)	107	95
		BA2 to BAA1 BA2至BAA1	N/A 不適用	Lifetime ECL (external credit rating) 全期預期信貸損失(外部信貸評級)	517	499



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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

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

##### Other receivables and bank balances (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

		Past due 逾期 RMB'000 人民幣千元	Not past due/ No fixed repayment terms 逾期/ 並無固定還款期 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other receivables	其他應收賬款	—	12,036	12,036

- For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with external credit rating or credit-impaired assessed individually with significant balances, the Group determines the expected credit losses on these items collectively, grouped by internal credit rating and past due status of respective trade receivable and contract assets.

As part of the Group's credit risk management, the Group applies internal credit rating together with past due status for its customers in relation to its operation. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed based on collective assessment within lifetime ECL (not credit-impaired). Debtors with external credit rating or credit-impaired with gross carrying amounts of RMB28,142,000 and RMB311,000 respectively as at 31 December 2021 (2020: RMB23,586,000 and RMB365,000) were assessed individually.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 信貸風險及減值評估(續)

##### 其他應收賬款及銀行結餘(續)

附註：

- 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險是否已自初次確認後大幅增加。

- 就應收貿易賬款及合約資產，本集團已應用國際財務報告準則第9號中的簡化法按全期預期信貸損失計量虧損撥備。除具外部信貸評級或具巨額結餘個別評估已信貸減值的應收賬款外，本集團按內部信貸評級及各應收貿易賬款及合約資產的逾期情況分組共同釐定該等項目的預期信貸損失。

作為本集團信貸風險管理的一部分，本集團就其業務為其客戶採用內部信貸評級及逾期狀況。下表載列於全期預期信貸損失（無信貸減值）根據組合評估法評估的應收貿易賬款及合約資產面臨的信貸風險資料。於二零二一年十二月三十一日，已單獨評估具外部信貸評級或已信貸減值的應收賬款賬面總值分別為人民幣28,142,000元及人民幣311,000元（二零二零年：人民幣23,586,000元及人民幣365,000元）。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

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

##### Other receivables and bank balances (Continued)

The estimated average loss rates are estimated based on historical observed default rates over the expected life of the debtors and forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

Internal credit rating	內部信貸評級	2021 二零二一年			2020 二零二零年		
		Average loss rate 平均損失率	Trade receivables 應收貿易賬款 RMB'000 人民幣千元	Contract assets 合約資產 RMB'000 人民幣千元	Average loss rate 平均損失率	Trade receivables 應收貿易賬款 RMB'000 人民幣千元	Contract assets 合約資產 RMB'000 人民幣千元
Low risk	低風險	4.20%	1,095	46	1.54%	1,997	95
Watch list	觀察名單	34.14%	602	61	2.9%	1,258	-
Doubtful	可疑	83.25%	652	-	11.23%	491	-
			2,349	107		3,746	95

During the year ended 31 December 2021, the Group provided approximately RMB775,000 (2020: RMB2,572,000) impairment allowance for trade receivables based on the collective assessment. No impairment allowance was provided for contract assets, based on the collective assessment for both years.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 信貸風險及減值評估(續)

##### 其他應收賬款及銀行結餘(續)

估計平均虧損率根據就債務人預期年期內過往觀察所得違約率及前瞻性資料(可在不耗費過多成本或工作的情況下取得的資料)進行估計。該分組由管理層定期檢討，確保有關各特定債務人的相關資料已更新。合約資產與同類合約的應收貿易賬款具有大致相同的風險特徵。因此，本集團按相同基準估計應收貿易賬款及合約資產的損失率。

於截至二零二一年十二月三十一日止年度，本集團根據組合評估法計提應收貿易賬款減值撥備約人民幣775,000元(二零二零年：人民幣2,572,000元)。根據兩個年度的組合評估，沒有為合約資產計提減值撥備。

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

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

Other receivables and bank balances (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach.

		Lifetime ECL (external credit rating) 全期預期 信貸損失 (外部信貸 評級) RMB'000 人民幣千元	Lifetime ECL (collective assessment) 全期預期 信貸損失 (組合評估法) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸損失 (已信貸減值) RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2020</b>	<b>於二零二零年一月一日</b>	226	251	–	477
– Impairment losses recognised	– 已確認減值虧損	1,849	2,572	380	4,801
– Impairment losses reversed	– 已撥回減值虧損	(101)	(114)	–	(215)
– Transfer to credit-impaired	– 轉撥至信貸減值	(1,716)	(2,011)	3,727	–
– Write-offs	– 撇銷	–	–	(3,727)	(3,727)
– Reclassified to assets held for sale	– 重新分類為持作出售資產	(90)	(399)	–	(489)
<b>As at 31 December 2020</b>	<b>於二零二零年十二月三十一日</b>	<b>168</b>	<b>299</b>	<b>380</b>	<b>847</b>
– Impairment losses recognised	– 已確認減值虧損	<b>134</b>	<b>775</b>	<b>2,591</b>	<b>3,500</b>
– Impairment losses reversed	– 已撥回減值虧損	<b>(95)</b>	<b>(170)</b>	<b>(216)</b>	<b>(481)</b>
– Transfer to credit-impaired	– 轉撥至信貸減值	<b>(20)</b>	<b>(88)</b>	<b>108</b>	<b>–</b>
– Write-offs	– 撇銷	<b>–</b>	<b>–</b>	<b>(2,552)</b>	<b>(2,552)</b>
<b>As at 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>187</b>	<b>816</b>	<b>311</b>	<b>1,314</b>

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 信貸風險及減值評估(續)

其他應收賬款及銀行結餘(續)

下表列示根據簡化法就應收貿易賬款及合約資產已確認的全期預期信貸損失變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### **Credit risk and impairment assessment** (Continued)

##### *Other receivables and bank balances (Continued)*

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over three years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

##### **Liquidity risk**

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalent as well as undrawn banking facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings.

The following tables detail the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from weighted average interest rate at the end of the reporting period.

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### **信貸風險及減值評估(續)**

##### *其他應收賬款及銀行結餘(續)*

當有資料表示債務人處於嚴重財務困難中且並無實際收回款項可能(例如債務人被追清盤或進入破產程序),或倘應收貿易賬款逾期超過三年(以較早發生者為準),則本集團撇銷應收貿易賬款。概無已撇銷的應收貿易賬款面臨強制執行活動。

##### **流動資金風險**

在管理流動資金風險方面,本集團監控及維持管理層認為足以為集團業務提供資金及減輕現金流波動影響的現金及現金等價物以及未提取銀行融資水平。管理層監控借貸的使用情況。

下表詳列本集團金融負債的餘下合約到期日。該表乃基於本集團須予償付的最早日期的金融負債的未折現現金流量而編製。該表包含利息及本金現金流量。倘利息流量為浮息,未貼現金額則以報告期末的加權平均利率計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35b. Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

##### Liquidity risk table

		Weighted average interest rate 加權 平均利率	On demand or less than 1 year 按要求或 一年內償還 RMB'000 人民幣千元	Between one and two years 一至兩年 RMB'000 人民幣千元	Between two and five years 二至五年 RMB'000 人民幣千元	More than five years 五年以上 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>2021</b>	<b>二零二一年</b>							
Trade and other payables	應付貿易及其他賬款	-	6,163	-	-	-	6,163	6,163
Amounts due to directors	應付董事款項	-	733	-	-	-	733	733
Amount due to immediate holding company	應付直接控股公司款項	-	11	-	-	-	11	11
Unsecured loans from a director	無抵押董事借貸	2.70%	476	-	49	23,276	23,801	18,368
Bank borrowings	銀行借貸	4.83%	12,579	-	-	-	12,579	12,000
Lease liabilities	租賃負債	6.00%	166	-	-	-	166	157
			20,128	-	49	23,276	43,453	37,432
<b>2020</b>	<b>二零二零年</b>							
Trade and other payables	應付貿易及其他賬款	-	3,316	-	-	-	3,316	3,316
Amounts due to directors	應付董事款項	-	648	-	-	-	648	648
Amount due to immediate holding company	應付直接控股公司款項	-	11	-	-	-	11	11
Unsecured loans from a director	無抵押董事借貸	2.83%	1,719	10,724	1,501	42,287	56,231	44,789
Bank borrowings	銀行借貸	4.35%	19,825	-	-	-	19,825	19,000
Lease liabilities	租賃負債	6.00%	439	16	-	-	455	454
			25,958	10,740	1,501	42,287	80,486	68,218

### 35. 金融工具(續)

#### 35b. 金融風險管理目的及政策(續)

##### 流動資金風險(續)

##### 流動資金風險表

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35c. Fair value

(i) **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used) as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

	Fair value as at 於以下日期的公允值		Valuation hierarchy	Fair value technique and key inputs
	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元		
Financial assets at fair value through profit or loss (Note 20)	163	170	Level 3	Redemption values quoted by the relevant investment funds with reference to the underlying assets of the funds.
按公允值計入損益之金融資產(附註20)	163	170	第3層	有關投資基金根據基金之相關資產所報 的贖回價值。

### 35. 金融工具(續)

#### 35c. 公允值

(i) **本集團金融資產及金融負債之公允值乃根據經常性基準按公允值計量**

本集團部份金融資產及金融負債乃按於各報告期末的公允值計量。下表提供有關該等金融資產公允值的釐定方式(尤其是所用估值方法及輸入數據)以及按公允值計量輸入數據可予觀察的程度而分類公允值計量的公允值層級(第1至3層)的資料。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (Continued)

#### 35c. Fair value (Continued)

(i) **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)**

Reconciliation of level 3 fair value measurements:

		Financial assets at fair value through profit or loss 按公允值計入損益之金融資產	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	期初餘額	170	181
Fair value loss in profit or loss	損益中的公允值虧損	(3)	—
Exchange difference	匯兌差額	(4)	(11)
Closing balance	期末結餘	163	170

There were no transfers in and out from level 3 in both years.

(ii) **Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)**

The fair values of the financial assets and financial liabilities have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

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

### 35. 金融工具(續)

#### 35c. 公允值(續)

(i) 本集團金融資產及金融負債之公允值乃根據經常性基準按公允值計量(續)

第3層公允值計量之對賬：

		Financial assets at fair value through profit or loss 按公允值計入損益之金融資產	
		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Opening balance	期初餘額	170	181
Fair value loss in profit or loss	損益中的公允值虧損	(3)	—
Exchange difference	匯兌差額	(4)	(11)
Closing balance	期末結餘	163	170

兩個年度內第3層均無轉入及轉出。

(ii) 本集團金融資產及金融負債之公允值不以根據經常性基準按公允值計量(但需要披露其公允值)

金融資產及金融負債之公允值乃根據公認定價模式按貼現現金流分析釐定。

董事認為綜合財務報表按攤銷成本確認之金融資產及金融負債之賬面值與其公允值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 36. 融資活動產生的負債的對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動產生的負債為現金流量所致，或未來現金流量將在本集團綜合現金流量表中分類為融資活動的現金流量。

		Bank borrowings	Lease liabilities	Unsecured loans from a director 無抵押 董事借貸	Amounts due to directors 應付董事款項	Amount due to an immediate holding company 應付一間直接 控股公司款項	Total
		銀行借貸 RMB'000 人民幣千元 (Note 27) (附註27)	租賃負債 RMB'000 人民幣千元 (Note 28) (附註28)	董事借貸 RMB'000 人民幣千元 (Note 27) (附註27)	應付董事款項 RMB'000 人民幣千元 (Note 26) (附註26)	控股公司款項 RMB'000 人民幣千元 (Note 29) (附註29)	合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	11,000	459	57,471	783	12	69,725
Financing cash flows	融資現金流量	7,362	(1,383)	(10,682)	(121)	-	(4,824)
New lease entered	新訂租賃	-	1,348	-	-	-	1,348
Foreign exchange translation	外匯兌換	-	-	(3,558)	(14)	(1)	(3,573)
Interest expense	利息支出	638	30	1,558	-	-	2,226
At 31 December 2020	於二零二零年十二月三十一日	19,000	454	44,789	648	11	64,902
Financing cash flows	融資現金流量	(7,760)	(1,177)	(26,299)	112	-	(35,124)
New lease entered	新訂租賃	-	856	-	-	-	856
Foreign exchange translation	外匯兌換	-	-	(844)	(27)	-	(871)
Interest expense	利息支出	760	24	722	-	-	1,506
At 31 December 2021	於二零二一年十二月三十一日	12,000	157	18,368	733	11	31,269

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 37. RELATED PARTY TRANSACTIONS

Apart from details of the balances with related parties disclosed in notes 9, 26, 27 and 29 to the consolidated financial statements, the Group entered into the following related party transactions during the year:

#### Compensation of key management personnel

The remuneration of directors and other members of key management during the year were as follows:

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	3,830	4,614
Retirement benefit schemes contributions	退休福利計劃供款	231	279
		4,061	4,893

#### Short-term lease expenses

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Short-term lease expenses paid to Sing Lee Pharmaceutical Import & Export Co., Limited for lease of office premises	支付新利醫藥進出口有限公司的辦公室單位短期租賃開支	521	559

As at 31 December 2021, the Group had commitments of approximately RMB261,000 (2020: RMB280,000) for future minimum lease payments under non-cancellable operating leases for the next year in respect of office premises leasing with a related company, Sing Lee Pharmaceutical Import & Export Co., Limited, which the director, Mr. Hung Yung Lai, has 50% equity interest with joint control.

### 37. 關連方交易

除了綜合財務報表附註中的9、26、27及29的關聯方細節披露，本集團於年內進行以下關連方交易：

#### 主要管理層人員酬金

本年度董事及主要管理層之成員之酬金如下：

#### 短期租金開支

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
Short-term lease expenses paid to Sing Lee Pharmaceutical Import & Export Co., Limited for lease of office premises	支付新利醫藥進出口有限公司的辦公室單位短期租賃開支	521	559

於二零二一年十二月三十一日，就下年度向一名關連公司新利醫藥進出口有限公司（董事熊融禮先生於該實體持有50%權益並對其有共同控制權）租賃辦公室物業，本集團訂立不可取消之經營租約，據此須作出未來最低租金付款，產生承擔約人民幣261,000元（二零二零年：人民幣280,000元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 38. 本公司財務狀況表

		2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元
<b>Non-current Assets</b>	<b>非流動資產</b>		
Investment in subsidiaries	投資附屬公司	3,131	3,131
Amounts due from subsidiaries	應收附屬公司款項	237	21,986
		<b>3,368</b>	25,117
<b>Current Assets</b>	<b>流動資產</b>		
Prepayments and other receivables	預付款項及其他應收賬款	274	1,567
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	163	170
Bank balances and cash	銀行結餘及現金	449	13,228
		<b>886</b>	14,965
<b>Current Liabilities</b>	<b>流動負債</b>		
Other payables	其他應付賬款	2,479	1,000
Amounts due to directors	應付董事款項	733	648
Amount due to immediate holding company	應付直接控股公司款項	11	11
Borrowings	借貸	-	1,625
		<b>3,223</b>	3,284
<b>Net Current (Liabilities) Asset</b>	<b>流動(負債)資產淨值</b>	<b>(2,337)</b>	11,681
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>	<b>1,031</b>	36,798
<b>Capital and Reserves</b>	<b>資本及儲備</b>		
Share capital (Note 30)	股本(附註30)	12,538	12,538
Reserves (Note)	儲備(附註)	(29,370)	(17,969)
<b>Total Equity</b>	<b>權益總額</b>	<b>(16,832)</b>	(5,431)
<b>Non-current Liability</b>	<b>非流動負債</b>		
Borrowings	借貸	17,863	42,229
		<b>1,031</b>	36,798

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## 綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

### 38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

### 38. 本公司財務狀況表(續)

附註：

		Share premium	Shareholder's contribution	Share-based payments reserve	Accumulated losses	Total
		股份溢價 RMB'000 人民幣千元	股東供款 RMB'000 人民幣千元	以股份為基礎 付款儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	179,132	786	33,394	(225,904)	(12,592)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	(5,377)	(5,377)
Lapse of share options	購股權失效	-	-	(2,403)	2,403	-
At 31 December 2020	於二零二零年十二月三十一日	179,132	786	30,991	(228,878)	(17,969)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	(11,401)	(11,401)
Lapse of share options	購股權失效	-	-	(24,360)	24,360	-
At 31 December 2021	於二零二一年十二月三十一日	179,132	786	6,631	(215,919)	(29,370)



**SING LEE SOFTWARE (GROUP) LIMITED**

**新利軟件(集團)股份有限公司\***

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
(Stock Code 股份代號 : 8076)

\* For identification purposes only 僅供識別