

Millennium Pacific

GROUP HOLDINGS LIMITED

匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147

2022 ANNUAL REPORT

年度報告



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香港聯合交易所有限公司(「聯交所」) GEM 之特色

GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)之規定提供有關匯思太平洋集團控股有限公司(「本公司」)的資料。本公司各董事(「董事」)共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Chuang Qiang

Mr. Wang Li

Independent Non-executive Directors

Mr. Wong Tik Tung

Mr. Man Wai Lun

Mr. Zheng Wan Zhang (*resigned on 13 February 2023*)

BOARD COMMITTEES

Audit Committee

Mr. Man Wai Lun (*Chairman*)

Mr. Wong Tik Tung

Mr. Zheng Wan Zhang (*resigned on 13 February 2023*)

Remuneration Committee

Mr. Wong Tik Tung (*Chairman*)

Mr. Zhou Chuang Qiang

Mr. Zheng Wan Zhang (*resigned on 13 February 2023*)

Nomination Committee

Mr. Zheng Wan Zhang (*Chairman*) (*resigned on 13 February 2023*)

Mr. Wong Tik Tung

Mr. Man Wai Lun

Compliance Committee

Mr. Wong Tik Tung (*Chairman*)

Mr. Zhou Chuang Qiang

Mr. Man Wai Lun

COMPLIANCE OFFICER

Mr. Zhou Chuang Qiang

COMPANY SECRETARY

Mr. Wong Kwok Chung

AUTHORISED REPRESENTATIVES

Mr. Zhou Chuang Qiang

Mr. Wong Kwok Chung

AUDITORS

McMillan Woods (Hong Kong) CPA Limited

LEGAL ADVISORS

NGANS Lawyers LLP

董事會

執行董事

周創強先生

王歷先生

獨立非執行董事

汪滌東先生

文偉麟先生

鄭玩樟先生 (*於二零二三年二月十三日辭任*)

董事委員會

審核委員會

文偉麟先生 (*主席*)

汪滌東先生

鄭玩樟先生 (*於二零二三年二月十三日辭任*)

薪酬委員會

汪滌東先生 (*主席*)

周創強先生

鄭玩樟先生 (*於二零二三年二月十三日辭任*)

提名委員會

鄭玩樟先生 (*主席*) (*於二零二三年二月十三日辭任*)

汪滌東先生

文偉麟先生

合規委員會

汪滌東先生 (*主席*)

周創強先生

文偉麟先生

合規主任

周創強先生

公司秘書

黃國忠先生

授權代表

周創強先生

黃國忠先生

核數師

長青 (香港) 會計師事務所有限公司

法律顧問

顏氏律師事務所 (有限法律責任合夥)

Corporate Information

公司資料

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司

REGISTERED OFFICE

Windward 3, Regatta Office Park
P.O. Box 1350, Grand Cayman KY1-1108
Cayman Islands

註冊辦事處

Windward 3, Regatta Office Park
P.O. Box 1350, Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Hong Kong

Unit 5, 4/F, Energy Plaza
No. 92 Granville Road
Tsim Sha Tsui East, Kowloon
Hong Kong

總辦事處及主要營業地點

香港

香港
九龍尖沙咀東
加連威老道92號
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The PRC

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Jiangsu Building
6013 Yitian Road
Fuxin Community, Lianhua Street, Futian District
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PRC

中國

中國
廣東省深圳市
福田區
蓮花街道福新社區
益田路6013號
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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman KY1-1108
Cayman Islands

開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350, Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心
17樓

STOCK CODE

8147

股份代號

8147

WEBSITE

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www.mpgroup.hk

Management Discussion and Analysis

管理層討論及分析

During the year ended 31 December 2022, the Group continued to engage in the research and development, manufacture and sale of consumer electronic products. In response to growing online activities stimulated by the pandemic, we set up a wholly-owned subsidiary in Kashi, Xinjiang, known as 喀什時代九方信息科技有限公司 (Kashgar Shidai Jiufang Information Technology Company Limited*) to explore the business of online information and digital marketing services. We provide one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling, packaging and marketing of their products.

BUSINESS ENVIRONMENT AND DEVELOPMENT

2022 was another difficult and challenging year, continued to be negatively impacted by COVID-19 for three years in a row. Various waves of the pandemic and the maintenance of strict COVID-contained measures by the Chinese government disrupted the global supply chain and economic activities. The year also marked escalating geopolitical rivalries and rising fragmentation. The protracted war between Russia and Ukraine since February 2022, the sanctions against Russia and the retaliation interrupted the supplies of energy, commodities and agricultural products, accelerating the soaring inflation further. In 2022, we also witnessed intensified tensions between China and the US. Military exercises around Taiwan slowed the flow of cargo vessels to and from the key waterway, creating logistical headaches for electronic components. On top of the existing trade war which responded by retaliation, various new export limits, sanctions, investments and technology bans on area such as those related to semiconductor chips were introduced by the US government against China during the year. China-US decoupling increasingly looked like a reality. On the other hand, getting inflation back under control was the primary focus by central banks in 2022, with rapid switch from monetary expansionary policy to contractionary policy. During 2022, the US Federal Reserve significantly raised its benchmark interest rate by 425 basis points from 0–0.25% to 4.25–4.5%. This would undoubtedly affect capital flows, investments and global demands.

The manufacturing and trading businesses of the Group and its associated companies and their operations were inevitably disrupted and negatively hit under such multiple headwinds and tough macro-environment. The Group has been vigilant in monitoring and managing its operations in light of the challenges. We made tactical adjustments and considered that online business is less vulnerable to the prevailing environment. Accordingly, we explored the business of online information and digital marketing services through our PRC subsidiary in Xinjiang.

截至二零二二年十二月三十一日止年度，本集團繼續從事研發、製造及銷售消費電子產品。為應對疫情刺激下不斷增加的線上活動，我們於新疆喀什設立一間全資附屬公司喀什時代九方信息科技有限公司，以尋求拓展線上資訊及數字化營銷服務業務。我們通過提供設計、原型機製造／樣機製造、製造、裝配、包裝及營銷產品而向客戶提供一站式服務。

商業環境及發展

二零二二年又是充滿困難與挑戰的一年，連續三年受到新冠病毒疫情的不利影響。多波疫情及中國政府嚴格防疫措施維持擾亂了全球供應鏈及經濟活動。本年度亦標記着地緣政治對抗升級及分裂加劇。自二零二二年二月來，俄烏戰爭曠日已久，對俄制裁與被反制擾亂能源、商品及農產品的供應，進一步加速通貨膨脹的激增。二零二二年，中美局勢緊張加劇。台灣周邊的軍事演習減緩重要水道的貨船往來，給電子元件的物流增添阻礙。在現有被反制的貿易戰之上，美國政府於年內在半導體芯片等領域對中國實行各種新的出口限制、制裁、投資及技術禁令。中美脫鉤逐漸成為現實。另一方面，二零二二年，各國央行的首要任務是控制通脹，從貨幣擴張政策迅速轉為緊縮政策。於二零二二年，美聯儲將其基準利率自0至0.25%大幅提高425個基準點至4.25至4.5%。這無疑將會對資本流動、投資及全球需求產生影響。

本集團及其聯營公司的製造及貿易業務以及其營運在艱難險阻的宏觀環境下，無可避免地受到干擾及負面打擊。鑒於該等挑戰，本集團在監察及管理其營運上一直保持警覺。我們作出策略調整，並認為當前環境對線上業務的影響較少。因此，我們透過於新疆的中國附屬公司探索線上資訊及數字化營銷服務業務。

* For identification purpose only

* 僅供識別

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

In 2022, sales on trading of electronic products, accessories and raw materials remained as the Group's primary stream of revenue. Revenue from manufacturing of electronic products accounted for 27.3% of our overall revenue in 2022 while it accounted for 15.5% in 2021. However, given the negative impact on industries relating to semiconductors, electronic components and products under the abovementioned macro-environment, particularly in China, our revenue growth momentum was significantly weakened since the second quarter of the year. Uncertainties in operation disruptions left us no choice but to downsize our scale and therefore we recorded substantial drop in revenue in the second half of 2022. Accordingly, the total revenue of the Group decreased by 20.4% from HK\$82.5 million in 2021 to HK\$65.7 million in 2022. Although our overall gross profit margin was 5.0% and remained at similar level as compared to 2021, our gross profit decreased by HK\$0.7 million from HK\$4.0 million in 2021 to HK\$3.3 million in 2022, due to the aforesaid drop in revenue.

To cope with the unfavourable environment and to diversify our sources of revenue, we explored the business of online information and digital marketing services and initially recorded revenue since the second half of 2022.

FINANCIAL REVIEW

業務回顧

二零二二年，電子產品、配件及原材料貿易銷售仍為本集團主要收入來源。電子產品製造的收入佔我們二零二二年整體收入的27.3%，而其二零二一年佔15.5%。然而，鑒於上述宏觀環境對半導體、電子元件及產品相關行業的負面影響，尤其在中國，我們的收入增長勢頭自本年度第二季度以來大幅削弱。運營中斷的不確定性使我們不得不縮小運營規模，因而我們於二零二二年下半年錄得收入大幅下降。因此，本集團總收入自二零二一年的82.5百萬港元減少20.4%至二零二二年的65.7百萬港元。雖然我們整體毛利率為5.0%，維持二零二一年相約水平，但由於上述收入減少，毛利由二零二一年的4.0百萬港元減少0.7百萬港元至二零二二年的3.3百萬港元。

為應對不利環境並多元化收入來源，我們探索線上資訊與數字化營銷服務，並自二零二二年上半年初步錄得收入。

財務回顧

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total operation-related expenses	與營運相關開支總額		
Administrative expenses	行政開支		
— Staff costs	— 員工成本	5,798	5,119
— Depreciation of right-of-use assets [#]	— 使用權資產折舊 [#]	1,576	1,954
— Written off/provision for allowance of inventories	— 存貨撇銷/撥備	3,750	428
— Others	— 其他	3,574	6,108
Impairment losses for right-of-use assets	使用權資產之減值虧損	2,080	—
Impairment losses for trade receivables	應收賬款之減值虧損	49	503
(Reversal of impairment losses)/impairment losses for other receivables	其他應收款項之(減值虧損撥回)/減值虧損	(130)	1,431
Other operating losses	其他營運虧損	250	250
		16,947	15,793

[#] Excluding depreciation of right-of-use assets included in cost of sales

[#] 不包括計入銷售成本內之使用權資產折舊

Management Discussion and Analysis

管理層討論及分析

Staff costs represented one of the major components of the Group's administrative expenses, which mainly consisted of directors' emoluments, salaries, retirement benefit scheme contribution, share-based expense and other benefits. Staff costs increased by HK\$0.7 million from HK\$5.1 million in 2021 to HK\$5.8 million in 2022. The increase was mainly contributed by the grant of new share options in June 2022, resulting in additional recognition of notional share-based payment expenses of HK\$1.1 million. Excluding the effect of share options, the staff costs dropped by HK\$0.4 million under tightened control and downsize in operation scale.

Depreciation of right-of-use assets decreased by HK\$0.4 million from HK\$2.0 million in 2021 to HK\$1.6 million in 2022, mainly due to the termination of leases to preserve the resources of the Group. Impairment losses of HK\$2.1 million was provided in 2022 for the factory under right-of-use assets due to the above-mentioned uncertainties in operation and disruptions.

To deal with the obsolete raw materials and stocks, the Group recorded sales of scrap, included in other revenue, amounted to HK\$1.4 million in 2022 whereas it did not have such sales in 2021. The Group also wrote off of/made allowance for inventories of HK\$3.8 million in 2022, increased by HK\$3.4 million from HK\$0.4 million in 2021.

The total operation-related expenses increased by HK\$1.1 million from HK\$15.8 million in 2021 to HK\$16.9 million in 2022, mainly due to (i) the aforesaid increase in staff costs; (ii) impairment losses of right-of-use assets; (iii) increase in written-off/provision for allowance of inventories; partially offset by (iv) general savings in administrative and operating expenses resulting from tightened cost control and downsize in operation to preserve our resources under the tough and uncertain environment; (v) the decrease in depreciation of right-of-use assets and (vi) the decrease in impairment loss for trade and other receivables resulting from the drop in their expected credit loss.

Finance costs represented imputed interest on lease liabilities and convertible bonds and the costs increased from HK\$1.5 million in 2021 to HK\$2.0 million in 2022. The increase was mainly due to the increase in imputed interest on convertible bonds as the old convertible bonds was expired on 14 March 2021 whereas the new convertible bonds was issued on 2 July 2021.

Operation of Associates

Our associate, Celestial Rainbow Group, which has been equity accounted for, mainly engaged in manufacturing and trading of electronic products, such as fitness bracelets, targeting overseas market. Its operation was vulnerable to the prevailing environment and operation disruptions mentioned above. Accordingly, the associate continued to contribute negatively to our bottom line. We recorded a total of HK\$9.9 million of share of loss of the associate and its goodwill impairment in 2021 whereas we shared HK\$7.2 million of its loss in 2022.

Loss Attributable to Owners of the Company

The Group recorded a loss attributable to owners of the Company of HK\$18.4 million in 2022, representing a decrease of HK\$4.2 million from HK\$22.6 million in 2021, mainly due to the aforementioned drop in gross profit and increase in total operation-related expenses was more than offset by the increase in other revenue, the reduction in the aggregate of share of loss of the associate and its goodwill impairment, and the increase in share of loss by non-controlling interests in loss making subsidiaries.

員工成本為本集團行政開支其中一個主要組成部分，主要包括董事酬金、薪金、退休福利計劃供款、以股份為基礎的開支及其他福利。員工成本由二零二一年的5.1百萬港元增加0.7百萬港元至二零二二年的5.8百萬港元。增加乃主要由於於在二零二二年六月授出新購股權，導致額外確認以股份為基礎的付款名義開支1.1百萬港元。撇除購股權的影響外，通過加強管控及縮小營運規模，員工成本下降0.4百萬港元。

使用權資產折舊由二零二一年的2.0百萬港元減少0.4百萬港元至二零二二年的1.6百萬港元，乃主要由於終止租賃以保存本集團的資源所致。由於上述營運的不確定性及中斷，二零二二年就使用權資產下的工廠撥備減值虧損2.1百萬港元。

為處理長滯過時的原材料及庫存，本集團於二零二二年錄得廢品銷售1.4百萬港元，其計入其他收入，而二零二一年並無相關銷售。本集團並於二零二二年為存貨撇銷/撥備3.8百萬港元，較二零二一年的0.4百萬港元增加3.4百萬港元。

與營運相關開支總額自二零二一年的15.8百萬港元增加1.1百萬港元至二零二二年的16.9百萬港元，主要由於(i)上述員工成本的增加；(ii)使用權資產之減值虧損；(iii)存貨撇銷/撥備的增加；部分被(iv)在艱難及不確定的環境下，為保全我們的資源而加強成本控制及縮小營運規模所導致的行政及營運開支整體節省；(v)使用權資產折舊減少及(vi)因貿易及其他應收款項預期信貸虧損減少以致減值虧損減少所抵銷。

財務費用指租賃負債及可換股債券的推算利息，而有關費用由二零二一年的1.5百萬港元增加至二零二二年的2.0百萬港元。增加主要由於可換股債券的推算利息增加，原因為舊可換股債券於二零二一年三月十四日已到期，而新可換股債券乃於二零二一年七月二日發行所致。

聯營公司之營運

我們已按權益法入賬的聯營公司Celestial Rainbow Group主要面向海外市場從事製造及買賣健身手環等電子產品。其運營易受到上述現行環境及運營中斷的影響。因此，聯營公司繼續對我們盈利產生不利影響。我們二零二一年錄得分佔聯營公司之虧損及其商譽減值總額9.9百萬港元，而我們二零二二年分佔聯營公司之虧損7.2百萬港元。

本公司擁有人應佔虧損

於二零二二年，本集團錄得本公司擁有人應佔虧損18.4百萬港元，較二零二一年的22.6百萬港元減少4.2百萬港元，主要由於上述毛利下降及與營運相關總開支的增加更多地被其他收入增加、分佔聯營公司虧損及其商譽減值總額的減少及虧損附屬公司的非控股權益分佔虧損增加所抵銷。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Below is a summary of the key financial ratio:

		As at 31 December		
		於十二月三十一日		
		Notes	2022	2021
		附註	二零二二年	二零二一年
Current ratio	流動比率	1	0.67	1.32
Quick ratio	速動比率	2	0.67	1.26
Gearing ratio	資產負債比率	3	20.99	0.99

Notes:

1. Current ratio is calculated by dividing total current assets by total current liabilities as at the respective period end.
2. Quick ratio is calculated by dividing total current assets less inventories by total current liabilities as at the respective period end.
3. Gearing ratio is calculated by dividing total debt by total equity as at the respective period end. For the avoidance of doubt, total debt includes liability component of convertible bonds and lease liabilities.

Historically, the Group has funded its liquidity and capital requirements primarily through operating cash flows, borrowings and funds from the listing of the Company's shares on the GEM of the Stock Exchange. The Group requires cash primarily for working capital needs.

On 2 July 2021, convertible bonds in an aggregate principal amount of HK\$20,000,000 with 4% interest per annum and two-year lifespan were issued under the general mandate granted to the Directors to Mr. Wu Xiongbin. Assuming full conversion at the conversion price of HK\$0.12, the convertible bonds will be convertible into 166,666,666 conversion Shares.

During the year ended 31 December 2022, there was no material change to the capital structure of the Group. The change in the ratios of the above table was contributed largely by the loss incurred during the year 2022 and the change of the abovementioned \$20 million convertible bonds, which will be matured in July 2023, from non-current liabilities to current liabilities. The Group kept monitoring its cash level and debt level and maturity. It would consider different ways of financing in order to strengthen the Group's capital base and liquidity, including but not limited to negotiating with the existing convertible bond holder, issuance of new bonds, obtaining additional financial assistance from shareholders or Directors, seeking new banking facilities and carrying out further cost controls. In these regards, the Company will publish announcement as and when appropriate according to the requirements under the applicable listing rules.

流動資金、財務資源及資本結構

下文為主要財務比率概要：

		As at 31 December		
		於十二月三十一日		
		Notes	2022	2021
		附註	二零二二年	二零二一年
Current ratio	流動比率	1	0.67	1.32
Quick ratio	速動比率	2	0.67	1.26
Gearing ratio	資產負債比率	3	20.99	0.99

附註：

1. 流動比率按相應期末總流動資產除以總流動負債計算。
2. 速動比率按相應期末總流動資產減存貨除以總流動負債計算。
3. 資產負債比率按相應期末總債務除以總權益計算。為免生疑問，總債務包括可換股債券的負債部分及租賃負債。

過往，本集團主要以經營現金流量、借貸及本公司股份於聯交所GEM上市所得資金應付其流動資金及資本需求。本集團的現金主要用於應付營運資金需求。

於二零二一年七月二日，本金總額20,000,000港元按年利率4%計息的兩年期可換股債券根據授予董事的一般授權發行予吳雄濱先生。假設按換股價0.12港元悉數轉換，可換股債券將可轉換為166,666,666股換股股份。

截至二零二二年十二月三十一日止年度，本集團的資本架構並無重大變動。上表比率發生變動主要由於二零二二年內產生的虧損及前述將於二零二三年七月屆滿之20百萬港元可換股債券由非流動負債轉為流動負債所致。本集團持續監控其現金水平、債務水平及到期情況，並將考慮多種融資方法以增強本集團的資本基礎及流動資金，包括但不限於與現有可換股債券持有者協商，發行新債券，獲得股東或董事額外的財務支持，尋求新的銀行融資，以及採取進一步成本控制措施。就此方面，本公司將根據適用上市規則的規定，在適當時候發佈公告。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2022, there were outstanding convertible bonds with the aggregate principal amount of HK\$20 million (31 December 2021: HK\$20 million). As at 31 December 2022, the Group had approximately HK\$1.7 million in bank and cash balances (31 December 2021: HK\$2.6 million).

CAPITAL COMMITMENTS

Saved for those disclosed in this annual report, the Group did not have any other significant capital commitments as at 31 December 2022 and 2021.

CAPITAL EXPENDITURE

Saved for those disclosed in this annual report, the Group did not have any other significant capital expenditure for the year ended 31 December 2022 and 2021.

CHARGES ON ASSETS

As at 31 December 2022 and 2021, the Group did not have any charges on its assets.

FOREIGN EXCHANGE EXPOSURE

The Group's reporting currency is Hong Kong dollars and the functional currencies of the Group's entities are principally denominated in Hong Kong dollars and Renminbi. A portion of the Group's transactions are denominated and settled in United States dollars, which has very limited exchange fluctuation with Hong Kong dollars historically. The Group currently has not implemented any foreign currency hedging policy and we will consider hedging against significant foreign exchange exposure should the need arise.

LITIGATION

On 16 November 2020, the Company received a judgement issued by the People's Court, Shenzhen, Guangdong Province, pursuant to which, among others, the Company shall repay to the plaintiff the outstanding rental of approximately RMB0.63 million plus overdue interests and other costs. The Company, appealed the above judgement to the Intermediate Court, Shenzhen, Guangdong Province in December 2020. The Company received a final judgement dated 3 November 2021 issued by the Intermediate People's Court, Shenzhen, Guangdong Province which rejected the appeal of the Company and upheld the original judgement issued by the People's Court, Shenzhen, Guangdong Province. The Company had recognised provision under other payables for the claim.

CONTINGENT LIABILITIES

Saved for those disclosed in this annual report, the Group did not have any other contingent liabilities as at 31 December 2022 and 2021.

於二零二二年十二月三十一日，尚未行使可換股債券的本金總額為20百萬港元(二零二一年十二月三十一日：20百萬港元)。於二零二二年十二月三十一日，本集團的銀行及現金結餘約為1.7百萬港元(二零二一年十二月三十一日：2.6百萬港元)。

資本承擔

除本年報所披露者外，本集團於二零二二年及二零二一年十二月三十一日並無任何其他重大資本承擔。

資本開支

除本年報所披露者外，截至二零二二年及二零二一年十二月三十一日止年度，本集團並無任何其他重大資本開支。

資產抵押

於二零二二年及二零二一年十二月三十一日，本集團並無進行任何資產抵押。

外匯風險

本集團的呈報貨幣為港元以及本集團實體的功能貨幣主要以港元及人民幣計值。本集團的部分交易以美元計值及結算，美元與港元的匯率波動歷來非常有限。本集團目前並無實施外幣對沖政策並將於有需要時考慮對沖重大外幣風險。

訴訟

於二零二零年十一月十六日，本公司收到廣東省深圳市人民法院發出的判決，據此(其中包括)，本公司須向原告償還未支付租金約人民幣0.63百萬元另加逾期利息及其他費用。於二零二零年十二月，本公司就上述判決向廣東省深圳市中級人民法院提出上訴。本公司收到廣東省深圳市中級人民法院發出的日期為二零二一年十一月三日之終審判決，駁回本公司的上訴，維持廣東省深圳市人民法院發出的原判。本公司已就該索賠事項於其他應付款項確認撥備。

或然負債

除本年報所披露者外，本集團於二零二二年及二零二一年十二月三十一日並無任何其他或然負債。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 23 May 2021, the Company and 惠智(深圳)技術有限公司 (Hui Zhi (Shenzhen) Technology Company Limited.*) entered into a non-legally binding letter of intent for strategic cooperation in relation to developing the business of providing online digital logistics services. Details are set out in the announcement of the Company dated 23 May 2021. As at the date of this report, neither definitive agreement nor transactions had been consummated.

Saved for those disclosed in this annual report, there were no other significant investments held by the Group for the year ended 31 December 2022 and there were no other material acquisitions and disposals of subsidiaries by the Group for the year ended 31 December 2022.

OUTLOOK

At the turn of the year, we finally saw the light at the end of the tunnel regarding the heavy impact caused by the pandemic. The strict COVID-contained measures in Greater China have substantially been relaxed in the first quarter of 2023. The US Federal Reserve also took a less aggressive approach in its contractionary policy. Although the Group will maintain a cautious stance and make tactical adjustments where appropriate, we will be ready to capture new opportunities and adjust our priorities and resources, taking into account the prevailing external factors and new norms. Being one-stop service provider to our customers, our aim is to respond to changing customer needs by providing enhanced business solutions through value-added services. The new wholly-owned subsidiary in Kashi, Xinjiang, was set up to explore the business of online information and digital marketing services. Through private market place structure and data management platform, customers can designate advertising to specific website media and reach target audience.

While the Group will develop and explore ways to improve its financial performance and broaden the sources of revenue, it is the Group's strategy to do so within acceptable risk level and capital requirement. It will continue to control its costs of operation and select the appropriate product mix and regions that the Group should focus on and devote its resources to. We will also review the performance of our existing business portfolio and make suitable investment decisions. Subject to the review results, we do not preclude the possibility that we may dispose the whole or part of our existing business portfolio and/or change the asset allocation of our businesses.

The Group may restructure its existing debts and implement debt and/or equity fund raising plan(s) to satisfy the financing needs and improve its financial position in the event suitable fund raising opportunities arise. In these regards, the Company will publish announcement as and when appropriate according to the requirements under the applicable listing rules.

* For identification purpose only

所持有的重大投資、附屬公司的重大收購及出售以及重大投資或資本資產的未來計劃

於二零二一年五月二十三日，本公司與惠智(深圳)技術有限公司就有關發展提供線上數字化物流服務的業務進行戰略合作，並訂立無法律約束力的意向書。詳情載於本公司日期為二零二一年五月二十三日的公告。於本報告日期，尚未達成最終協議或交易。

除本年報所披露者外，截至二零二二年十二月三十一日止年度，本集團概無持有其他重大投資，以及截至二零二二年十二月三十一日止年度，本集團概無其他附屬公司的重大收購及出售。

展望

年關之際，我們終於見到擺脫疫情所造成沉重影響的曙光。大中華的嚴格防疫措施於二零二三年第一季度大幅放寬。美聯儲亦不再採取較為激進的收縮政策。儘管本集團將保持審慎態度，並在適當時候進行策略調整，但我們將隨時做好準備緊抓新機遇及根據現行外部因素及新常態，調整我們的優先事項及資源。作為客戶一站式服務供應商，我們旨在通過增值服務提供強化業務解決方案，以應對不斷變化的客戶需求。在新疆喀什設立新全資附屬公司，以探索線上資訊及數字化營銷服務業務。透過私有交易市場投放架構和數據管理平台，客戶可將廣告投放於指定網站媒體並接觸目標受眾。

雖然本集團將發展及探索改善其財務表現及擴大收入來源的方法，但其為本集團在可接受風險水平及資本要求內所採取的戰略。本集團將繼續控制其運營成本並挑選本集團應重點關注及投入資源的合適產品組合及地區。我們亦將檢討現有業務組合的表現，並做出適當的投資決定。根據檢討結果，我們並不排除出售所有或部分現有業務組合及/或變更我們業務的資產配置的可能性。

倘出現合適集資機會，本集團可能重組其現有債務並實施債務及/或股權集資計劃，以滿足融資需求並改善其財務狀況。就此方面，本公司將根據適用上市規則的規定，在適當時候發佈公告。

Report of the Directors

董事會報告

The Directors submit herewith their report, together with the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company incorporated in Cayman Islands. The Company and its subsidiaries engaged in the research and development, manufacture, sale of electronic devices and provision of application software development and online information and digital marketing services. The Group provides one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling, packaging and marketing of their products.

BUSINESS REVIEW

A review of the business of the Group as required under Schedule 5 to the Hong Kong Companies Ordinance, including an indication of likely future development in the Group's business, is set out in the section of "Management Discussion and Analysis" in this annual report. Those discussion forms part of this report of the Directors.

Principal Risks and Uncertainties

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including business risks, operational risks and financial management risks. Details of principal risks faced by the Group during the year ended 31 December 2022 are set out in the "Management Discussion and Analysis" Section of this annual report. The details of financial risk management policies and practices of the Group are set out in note 7 to the Consolidated Financial Statements. There may be other risks and uncertainties in addition to those mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

Key Performance Indicators

The key performance indicators are detailed in the Financial Review set out in the "Management Discussion and Analysis".

Compliance with Laws and Regulations

Save as disclosed in this annual report, to the best of the knowledge of the Board and the management, the Group complied with the relevant laws and regulations which constitutes material impact on the business and operation of the Company and its subsidiaries in all material respects during the year ended 31 December 2022.

董事隨附其報告及本公司及其附屬公司截至二零二二年十二月三十一日止年度經審核綜合財務報表。

主要業務

本公司為於開曼群島註冊成立之投資控股公司。本公司及其附屬公司從事電子設備的研發、製造及銷售以及提供應用軟件開發、線上資訊及數字化營銷服務。本集團通過提供設計、原型機製造/樣機製造、製造、裝配、包裝及營銷產品而向客戶提供一站式服務。

業務回顧

香港公司條例附表5規定的本集團業務回顧(包括本集團業務未來可能發展的方向)載於本年報「管理層討論及分析」一節。該等論述構成董事會報告一部分。

主要風險及不確定因素

本集團的財務狀況、經營業績、業務及前景將受眾多風險及不確定因素影響，包括業務風險、營運風險及財務管理風險。本集團於截至二零二二年十二月三十一日止年度面臨的主要風險詳情載於本年報「管理層討論及分析」一節。本集團的財務風險管理政策及常規詳情載於綜合財務報表附註7。除上文所述者外，亦可能存在其他本集團未知的風險及不確定因素，或目前未必屬重大但日後可能變成重大的其他風險及不確定因素。

關鍵績效指標

關鍵績效指標詳列於「管理層討論及分析」所載的財務回顧內。

遵守法律及法規

除本年報所披露者外，據董事會及管理層所深知，截至二零二二年十二月三十一日止年度，本集團在各個重要方面已遵守對本公司及其附屬公司業務及營運而言構成重大影響的相關法律及法規。

Report of the Directors

董事會報告

Key Relationships with Employees, Customers and Suppliers

The Group recognizes that employees are key assets of the Group and endeavours to provide a caring environment to them with emphasis on team spirit. We value on staff talents and believe that they can grow and develop with the Group. The Group also maintains good relationships with our customers and suppliers and continuously provides quality products and services to our customers with the supplies from our established suppliers.

Environmental Policies

The Group strives to minimise its impact on the environment by reducing its electricity consumption and encouraging recycle of office supplies and other materials. We are committed to building an environmentally-friendly corporate environment that pays close attention to conserving natural resources. For further details, please refer to the Environmental, Social and Governance Report of this annual report.

SEGMENT INFORMATION

The analysis of geographical locations of the Company and its subsidiaries for the year are set out in note 35 to the consolidated financial statements. Details of the segment information of the Group for the year are set out in note 8 to the consolidated financial statements.

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 143 to 144 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 31 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 and the state of the affairs of the Company and the Group as at that date are set out in the consolidated financial statements on pages 66 to 69 of this annual report.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2022.

與僱員、客戶及供應商的主要關係

本集團認為僱員為本集團的關鍵資產，致力於為其提供強調團隊精神的關懷環境。我們重視員工才能，認為其可同本集團一同進步及發展。本集團還與客戶及供應商維持良好關係，並持續從我們既定的供應商獲得供應，為我們的客戶提供高質量產品及服務。

環境政策

本集團力求透過減少用電量及鼓勵回收辦公耗材與其他材料，盡力將對環境的影響降到最低。我們致力於建立一個環保的企業環境，密切關注保護自然資源。更多詳情請參閱本年報的環境、社會及管治報告。

分部資料

本公司及其附屬公司於年內的地理位置分析載於綜合財務報表附註35。本集團於年內的分部資料詳情載於綜合財務報表附註8。

財務資料概要

本集團摘錄自經審核綜合財務報表於過去五個財政年度之已刊發業績與資產及負債概要載於本年報第143頁至144頁。

物業、廠房及設備

本集團於年內的物業、廠房及設備的變動詳情載於綜合財務報表附註18。

股本

本集團於年內的股本的變動詳情載於綜合財務報表附註31。

業績及股息

本集團截至二零二二年十二月三十一日止年度之業績以及本公司及本集團截至該日的事務狀況載於本年報第66頁至69頁綜合財務報表。

董事不建議就截至二零二二年十二月三十一日止年度派付任何股息。

Report of the Directors

董事會報告

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the Consolidated Statements of Changes in Equity and note 33(b) to the consolidated financial statements, respectively.

The Company's reserve available for distribution as at 31 December 2022 was Nil.

DIRECTORS

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

Executive Directors

Mr. Zhou Chuang Qiang
Mr. Wang Li

Independent Non-executive Directors

Mr. Wong Tik Tung
Mr. Man Wai Lun
Mr. Zheng Wan Zhang (*resigned on 13 February 2023*)

The Company has entered into a service agreement with each of our current executive Directors for an initial term of 3 years since appointment, and shall continue thereafter and can be terminated by not less than 3 months' prior notice in writing. Each of the independent non-executive Directors has entered into a service agreement with the Company for a term of 3 years since appointment, and shall continue thereafter from year to year until terminated by 1 month's notice in writing served by either party on the other party.

In accordance with Article 108 of the Company's articles of association, at each annual general meeting one third of the Directors for the time being, shall retire from office by rotation. In accordance with Article 112 of the Company's articles of association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment. Accordingly, Mr. Zhou Chuang Qiang and Mr. Man Wai Lun retired from office at the annual general meeting of the Company held on 23 June 2022, and being eligible, offered themselves for re-election. By taking into account its nomination policy, the nomination committee of the Company considered that the cultural background, educational background and work experience of each of Mr. Zhou and Mr. Man can bring further contributions to the Board's diversity. The committee assessed and reviewed Mr. Man's annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that he remained independent. It also evaluated the performance of each of the retiring Directors during the year ended 31 December 2021 and satisfied with their performance. The re-appointment of Directors was reviewed by the nomination committee of the Company and upon its nomination, the Board recommended that the retiring Directors stood for re-election. Both Mr. Zhou and Mr. Man were re-elected as Directors at the annual general meeting of the Company held on 23 June 2022.

儲備及可分派儲備

本集團及本公司於年內的儲備變動詳情分別載於綜合權益變動表及綜合財務報表附註33(b)。

於二零二二年十二月三十一日，本公司之可供分派儲備為零。

董事

於年內及截至本報告日期，董事如下：

執行董事

周創強先生
王歷先生

獨立非執行董事

汪滌東先生
文偉麟先生
鄭玩禕先生(於二零二三年二月十三日辭任)

本公司已與各現任執行董事訂立服務協議，自委任起初步年期為3年，其後可續約並可以不少於3個月的事先書面通知終止。各獨立非執行董事均與本公司訂立服務協議，自委任起為期3年，其後按年續約，直至任何一方向另一方發出一個月的書面通知終止為止。

根據本公司之組織章程細則第108條，於各股東週年大會，當時三分之一的董事須輪席退任。根據本公司之組織章程細則第112條，董事會為填補臨時空缺而任命的任何董事，其任期僅至其獲任命後的本公司第一屆股東大會。因此，於二零二二年六月二十三日舉行之本公司股東週年大會上，周創強先生及文偉麟先生退任並符合資格及願意膺選連任。經考慮其提名政策，本公司提名委員會認為根據周先生及文先生各自的文化背景、教育背景及工作經驗可為董事會的多元化帶來進一步的貢獻。委員會已根據GEM上市規則第5.09條所載的獨立性標準，評估及審閱文先生的年度獨立性確認書，並確認其仍為獨立人士。委員會亦已評核各退任董事於截至二零二一年十二月三十一日止年度的表現，並滿意彼等的表現。本公司提名委員會審議董事續聘並於其提名後，董事會已建議退任董事重選連任。周先生及文先生皆於二零二二年六月二十三日舉行之本公司股東週年大會上獲重選為董事。

Report of the Directors

董事會報告

Mr. Wang Li and Mr. Wong Tik Tung shall retire from office at the forthcoming annual general meeting and, being eligible, offer themselves for re-elections. None of the Directors proposed for re-elections at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

We actively refine our staff structure by adopting the human resources philosophy of "grow and develop together" and offer reasonable yet competitive compensation packages. The Group has developed a number of rules and regulations on recruitment, dismissal, promotion and other benefits and incentives, such as the grants of share options. We also make contributions to statutory mandatory provident fund schemes to our qualified Hong Kong employees and social security fund schemes operated and managed by the PRC Government to our qualified PRC employees.

As at 31 December 2022, the Group had a total of 28 employees (2021: 45).

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five individuals with highest emoluments of the Group are set out in note 14 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 17 to the consolidated financial statements.

PERMITTED INDEMNITY PROVISION FOR THE BENEFIT OF DIRECTORS

According to Article 191 of the Company's articles of association, the Directors shall be indemnified and secured harmless out of assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain. During the year, the Company has arranged appropriate insurance cover in respect of its legal action against its Directors and remained in force as of the date of this report.

王歷先生和汪滌東先生將於應屆股東週年大會上退任，其合資格並願意接受重選。擬於應屆股東週年大會上重選連任的董事概無與本集團訂立不可於一年內毋須支付賠償(法定賠償除外)的情況下終止的服務合約。

薪酬政策

本集團僱員之薪酬政策由薪酬委員會根據彼等之表現、資歷及能力制定。董事之薪酬由薪酬委員會參考本公司之經營業績、個人表現及可比較市場統計數字釐定。

我們積極完善員工結構，秉持「共同成長」的人力資源理念，提供合理且具競爭力的薪酬待遇。本集團已制定有關招聘、解約、晉升以及授予購股權等其他福利及激勵措施的多項規章制度。我們亦為我們的香港合資格僱員向法定強制性公積金計劃作出供款，並為我們的中國合資格僱員向中國政府營運及管理的社會保障基金計劃作出供款。

於二零二二年十二月三十一日，本集團共有28名(二零二一年：45名)僱員。

董事及五名最高薪人士之薪酬

本集團董事及五名最高薪人士之酬金詳情載於綜合財務報表附註14。

退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註17。

惠及董事的獲准許彌償條文

根據本公司之組織章程細則第191條，董事將獲以本公司資產作為彌償保證及擔保，使其不會因其或其任何一方、其任何遺囑執行人或遺產管理人將會或可能招致或蒙受的所有訴訟、費用、收費、損失、損害及開支而蒙受損害。年內，本公司已就針對其董事的法律訴訟安排適當的投保，截至本報告日期仍然有效。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED COMPANY

As at 31 December 2022, the interests and short position of the Directors and the Company's chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long positions

Ordinary Shares

董事及主要行政人員於本公司或任何關聯公司的股份、相關股份及債權證中的權益及淡倉

於二零二二年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有的任何權益或淡倉)，或根據證券及期貨條例第352條的規定記入本公司存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46條至第5.67條所載上市發行人董事進行交易的規定準則另行知會本公司及聯交所的權益及淡倉如下：

好倉

普通股

Name	Capacity and nature of interest	Class of Shares	Number of Shares (note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名	身份及權益性質	股份類別	股份數目 (附註1)	
Zhou Chuang Qiang 周創強	Beneficial owner 實益擁有人	Share options (note 2) 購股權(附註2)	10,000,000 (L)	0.97%

Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- These represented the interests in underlying shares in respect of share options granted by the Company.

附註：

- 字母「L」指股東於本公司股本權益的好倉。
- 該等項目指本公司所授出購股權涉及的相關股份權益。

Save as disclosed above and so far as is known to the Directors, none of the Directors and the Company's chief executive had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules.

除上述披露外，以及就董事所知，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)的任何股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例的有關條文彼等被當作或視為擁有的任何權益或淡倉)，或記入本公司根據證券及期貨條例第352條須存置的登記冊內的任何權益或淡倉，或根據GEM上市規則第5.46至5.67條所述上市發行人董事進行交易的規定準則須另行知會本公司及聯交所的任何權益或淡倉。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions

Ordinary Shares

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二二年十二月三十一日，下列人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

好倉

普通股

Name	Capacity and nature of interest	Class of Shares	Number of Shares (note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名／名稱	身份及權益性質	股份類別	股份數目 (附註1)	
Martford Limited (note 2) Martford Limited (附註2)	Beneficial owner 實益擁有人	Ordinary Shares 普通股	316,981,250 (L)	30.75%
Wu Xiongbin (note 3) 吳雄濱(附註3)	Beneficial owner 實益擁有人	Ordinary Shares 普通股	174,469,166 (L)	16.93%
Pu Wei 浦巍	Beneficial owner 實益擁有人	Ordinary Shares 普通股	88,008,000 (L)	8.54%

Notes:

附註：

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- The 316,981,250 Shares were held by Martford Limited which is wholly and beneficially owned by Mr. Wang Lianghai.
- On 17 June 2021, Mr. Wu Xiongbin subscribed convertible bonds in an aggregate principal amount of HK\$20 million which can be convertible into 166,666,666 conversion Shares at initial conversion price of HK\$0.12 per conversion Share.
- [L] 指股東於本公司股本權益的好倉。
- 316,981,250 股股份由 Martford Limited 持有，而 Martford Limited 由王良海先生全資實益擁有。
- 於二零二一年六月十七日，吳雄濱先生認購本金總額 20 百萬港元的可換股債券，可按初步換股價每股換股股份 0.12 港元轉換為 166,666,666 股換股股份。

Save as disclosed above and so far as is known to the Directors, as at 31 December 2022, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外及就董事所知悉，於二零二二年十二月三十一日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第336條須存置的登記冊內。

Report of the Directors

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save for the share option scheme of the Group, at no time during the year was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its controlling shareholders or any of its subsidiaries or fellow subsidiaries was a party and in which a Director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022.

COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the business of the Group during the year ended 31 December 2022.

SHARE OPTION SCHEMES

The share option scheme (the "**Scheme**") adopted by the Company on 20 June 2014 is a share incentive scheme and is established to recognize and acknowledge the contributions that eligible participants (as defined therein, including employees) have made or may make to the Group. The Scheme shall be valid and effective for a period of 10 years commencing from the adoption date (i.e. 20 June 2014) pursuant to its terms. The remaining life of the Scheme was up to 19 June 2024.

The total number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time.

董事購買股份或債權證之權利

除本集團購股權計劃外，於年內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可透過收購本公司或任何其他團體公司之股份或債權證而獲取利益。

董事於重大交易、安排或合約中的權益

概無有關本集團業務而本公司、其控股股東或其任何附屬公司或同系附屬公司為其中一名訂約方且本公司董事及董事之關連方於當中擁有重大利益(不論直接或間接)之任何重大交易、安排或合約，於年末或於截至二零二二年十二月三十一日止年度內任何時間存續。

競爭權益

董事確認，於截至二零二二年十二月三十一日止年度內，概無控股股東或董事以及彼等各自的緊密聯繫人士(定義見GEM上市規則)於與本集團業務直接或間接構成或可能構成競爭的任何業務(除由本集團營運的業務以外)中擁有權益。

購股權計劃

本公司於二零一四年六月二十日採納購股權計劃(「計劃」)為股份獎勵計劃，旨在認可及獎勵對本集團曾經或可能作出貢獻的合資格參與者(定義見計劃，包括僱員)。根據計劃的條款，計劃自採納日期(即二零一四年六月二十日)起計十年內有效及生效。計劃的剩餘期限直至二零二四年六月十九日結束。

根據計劃及本公司任何其他購股權計劃已授出但尚未行使的所有尚未行使購股權獲行使時可予發行的股份總數，合共不得超過不時已發行股份的30%。

Report of the Directors

董事會報告

A share option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The acceptance amount for the share option is determined by the Board from time to time. The exercise price per share under the Scheme (the “**Exercise Price**”) shall be a price determined by the Board, but shall not be less than the highest of:

- (i) the closing price of a Share as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the relevant share option, which must be a day on which the Stock Exchange is open for the business of dealing in securities (the “**Trading Day**”);
- (ii) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange’s daily quotations sheets for the five Trading Days immediately preceding the date of grant of the relevant share option; and
- (iii) the nominal value of a Share on the date of grant.

The 2019 and 2022 Grants

The maximum number of Shares which may be issued upon exercise of all share options granted under the Scheme and any other schemes must not, in aggregate, exceed 10% of the Shares in issue unless approved by the Shareholders. Share options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such limit. The limit may be renewed by the Shareholders in general meeting from time to time provided always that the limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by Shareholders in general meeting. Upon such renewal, all share options granted under the Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled, lapsed in accordance with the terms of the Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the limit as renewed. The total number of Shares issued and to be issued upon exercise of all share options granted to an Eligible Participant (including exercised and outstanding share options) in any 12-month (i.e. maximum entitlement) period must not exceed 1% of the Shares in issue from time to time, unless approved by the Shareholders in general meeting.

購股權可於董事會可能釐定的期間，隨時根據計劃的條款予以行使，惟有關期間不得超過由授出日期起計十年，並受有關提前終止條文所規限。購股權的接納金額由董事會不時釐定。計劃項下每股份份的行使價（「**行使價**」）為董事會釐定的價格，惟不得低於以下各項的最高者：

- (i) 股份於相關購股權授出日期在聯交所每日報價表所載收市價，該日須為聯交所開門營業供進行證券交易的日子（「**交易日**」）；
- (ii) 相當於緊接相關購股權授出日期前五個交易日股份在聯交所每日報價表所載平均收市價的金額；及
- (iii) 於授出日期的股份面值。

二零一九年及二零二二年之授出

根據計劃及任何其他計劃已授出的所有購股權獲行使時可予發行的最高股份數目，合共不得超過已發行股份的10%，惟獲股東批准則作別論。根據計劃條款失效的購股權在計算計劃限額時不得計算在內。有關限額可由股東不時於股東大會上更新，惟於任何情況下，更新後的限額不得超過股東於股東大會上批准更新當日已發行股份的10%。於更新時，根據計劃及本公司任何其他購股權計劃已授出的所有購股權（包括根據計劃或本公司任何其他購股權計劃條款已獲行使、尚未行使、註銷及失效者）於批准有關更新前在計算經更新限額時不得計算在內。於任何十二個月期間因行使向合資格參與者所授出之全部購股權（包括已行使及尚未行使購股權）而已經及將發行股份總數（即最高數目），不得超過不時已發行股份的1%，除非獲股東於股東大會上批准則除外。

Report of the Directors

董事會報告

(i) 2019 Grant

Upon the refreshment of the limit of the Scheme by the Shareholders in general meeting on 21 June 2018, the number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Scheme and any other share option schemes of the Company is 68,722,500 Shares, representing 10% of the issued Shares as at 21 June 2018. On 4 June 2019, it was resolved by the Company to grant 68,720,000 share options with exercise price of HK\$0.2412 per Share entitling the grantees to subscribe for 68,720,000 Shares. Details are set out in the announcement of the Company dated 4 June 2019. As at 31 December 2022, 25,192,000 effective share options were outstanding.

(ii) 2022 Grant

Upon the refreshment of the limit of the Scheme by the Shareholders in general meeting on 26 June 2020, the number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Scheme and any other share option schemes of the Company is 103,073,897 Shares, representing 10% of the issued Shares as at 26 June 2020. On 10 June 2022, it was resolved by the Company to grant 103,072,000 share options with exercise price of HK\$0.032 per Share entitling the grantees to subscribe for 103,072,000 Shares. The closing price of the Shares immediately before the grant date was HK\$0.032 per Share. Details are set out in the announcement of the Company dated 10 June 2022. As at 31 December 2022, 103,072,000 effective share options were outstanding.

The total number of share options that may be further granted under the Scheme as at the date of this annual report is 1,897 Shares, representing 0.0002% of the issued share capital of the Company. As at the date of this annual report, the total number of share options granted and outstanding under the Scheme is 174,142,308 Shares, representing 12.44% of the issued share capital of the Company.

(i) 二零一九年授出

於二零一八年六月二十一日股東在股東大會上更新計劃的限額後，根據計劃及本公司任何其他購股權計劃已授出或將授出的所有購股權獲行使時可予發行的股份數目為68,722,500股，佔二零一八年六月二十一日已發行股份的10%。於二零一九年六月四日，本公司議決按行使價每股股份0.2412港元授出68,720,000份購股權，賦予承授人權利認購68,720,000股股份。詳情載於本公司日期為二零一九年六月四日的公告。於二零二二年十二月三十一日，25,192,000份有效購股權尚未行使。

(ii) 二零二二年授出

於二零二零年六月二十六日股東在股東大會上更新計劃的限額後，根據計劃及本公司任何其他購股權計劃已授出或將授出的所有購股權獲行使時可予發行的股份數目為103,073,897股，佔二零二零年六月二十六日已發行股份的10%。於二零二二年六月十日，本公司議決按行使價每股股份0.032港元授出103,072,000份購股權，賦予承授人權利認購103,072,000股股份。緊接授出日期前的股份收市價為每股股份0.032港元。詳情載於本公司日期為二零二二年六月十日的公告。於二零二二年十二月三十一日，103,072,000份有效購股權尚未行使。

於本年報日期，根據計劃可進一步授出的購股權總數為1,897份，佔本公司已發行股本的0.0002%。於本年報日期，根據計劃已授出及尚未行使的購股權總數為174,142,308份，佔本公司已發行股本的12.44%。

Report of the Directors

董事會報告

Pursuant to Rules 23.07 of the GEM Listing Rules, particulars and movements of share options under the Scheme during the twelve months ended 31 December 2022 are set out as follows:

根據GEM上市規則第23.07條，於截至二零二二年十二月三十一日止十二個月，計劃項下的購股權詳情及變動情況列示如下：

Grantee 承授人	Date of grant of the options 購股權 授出日期	On 1 January 2022 於 二零二二年 一月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed/ cancelled during the period 期內 失效/註銷	On 31 December 2022 於 二零二二年 十二月三十一日	Vesting period 歸屬期	Exercise period 行使期	Exercise price per share option (HK\$) 每份購股權 之行使價 (港元)
Director									
董事									
Mr. Zhou Chuang Qiang 周創強先生	10 June 2022 二零二二年 六月十日 (A)	-	10,000,000	-	-	10,000,000	N/A 不適用	10 June 2022 - 9 June 2032 二零二二年六月十日至 二零三二年六月九日	0.032
Other staff									
其他員工									
Employees 僱員	4 June 2019 二零一九年 六月四日	12,596,000	-	-	-	12,596,000	4 June 2019 - 3 June 2020 二零一九年六月四日至 二零二零年六月三日	4 June 2020 - 3 June 2029 二零二零年六月四日至 二零二九年六月三日	0.2412
Employees 僱員	10 June 2022 二零二二年 六月十日 (B)	-	46,536,000	-	-	46,536,000	10 June 2022 - 9 June 2023 二零二二年六月十日至 二零二三年六月九日	10 June 2023 - 9 June 2032 二零二三年六月十日至 二零三二年六月九日	0.032
Employees 僱員	4 June 2019 二零一九年 六月四日	12,596,000	-	-	-	12,596,000	4 June 2019 - 3 June 2021 二零一九年六月四日至 二零二一年六月三日	4 June 2021 - 3 June 2029 二零二一年六月四日至 二零二九年六月三日	0.2412
Employees 僱員	10 June 2022 二零二二年 六月十日 (C)	-	46,536,000	-	-	46,536,000	10 June 2022 - 9 June 2024 二零二二年六月十日至 二零二四年六月九日	10 June 2024 - 9 June 2032 二零二四年六月十日至 二零三二年六月九日	0.032
Total 總計		25,192,000	103,072,000	-	-	128,264,000			

Notes:

附註：

- The options granted to the director were vested immediately.
- The options granted to the employees have a vesting period of 2 years, i.e. one-half of the options were vested on the first (1st) anniversary (round down to the nearest option) and the remaining one-half of the options were vested on the second (2nd) anniversary of the date of grant respectively.
- Details of the accounting policy for equity-settled share-based payments and the valuation model are set out in note 5(r) and 34 to financial statements, respectively. The variables and assumptions of the valuation may be subjective and subject to limitations and uncertainties. Changes in estimates and inputs can materially affect the valuation.

- 授予董事的購股權立刻歸屬。
- 授予僱員的購股權的歸屬期為2年，即分別於授出日期的第一(1)週年歸屬一半購股權(向下約整至最接近的購股權數目)，及第二(2)週年全部歸屬餘下一半購股權。
- 有關以權益結算以股份為基礎的付款之會計政策以及估值模型詳情分別載於財務報表附註5(r)及34。有關估值之變量及假設可能存在主觀性，並受到限制及不確定性的影響。估計及輸入數據的變動會對估值產生重大影響。

Report of the Directors

董事會報告

EQUITY-LINKED AGREEMENTS

Save for the convertible bonds and share option scheme of the Group, no other equity-linked agreements were entered into by the Group or existed during the year ended 31 December 2022.

Details of the convertible bonds and share option scheme of the Group are disclosed in “Liquidity, Financial Resources and Capital Structure” under “Management Discussion and Analysis” and “Share Option Schemes” under “Report of the Directors”, respectively.

BORROWINGS

Particulars of borrowings as at 31 December 2022 and 2021 are set out in note 28 and 29 to the consolidated financial statements in this annual report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s articles of association, or the applicable laws of the Cayman Islands, that would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

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

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.

CORPORATE GOVERNANCE

Details of the Company’s corporate governance practices are set out in the Corporate Governance Report of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

For the reporting period, the revenue from sales of goods or rendering of services to the largest customer and the five largest customers of the Group represented 31.0% and 79.0% of the total revenue of the Group, respectively. The purchases from the largest supplier and the five largest suppliers of the Group accounted for 64.0% and 100.0% of the total purchase of the Group, respectively. To the best knowledge of the Board, none of the Directors, their close associates or any shareholder holding more than 5% of the issued share capital of the Company, had any beneficial interests in the Group’s five largest customers or suppliers.

股權掛鈎協議

除本集團之可換股債券及購股權計劃外，於截至二零二二年十二月三十一日止年度，本集團概無訂立或訂有其他股權掛鈎協議。

本集團可換股債券及購股權計劃之詳情分別於「管理層討論及分析」中的「流動資金、財務資源及資本結構」及「董事會報告」中的「購股權計劃」披露。

借貸

於二零二二年及二零二一年十二月三十一日之借貸詳情載於本年報綜合財務報表附註28及29。

購買、出售或贖回本公司上市證券

於截至二零二二年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

優先認購權

本公司章程細則或開曼群島適用法例概無優先認購權條文規限本公司須按比例向現有股東發售新股份。

充足公眾持股量

於本報告日期，根據本公司公開可得之資料及據董事所知，本公司已根據GEM上市規則規定維持充足之公眾持股量。

管理合約

年內，本公司概無就整體或任何重大部分業務的管理及行政工作訂立或訂有任何合約。

企業管治

本公司企業管治常規之詳情載於本年報之企業管治報告。

主要客戶及供應商

於報告期內，向本集團最大客戶及五大客戶銷售貨品或提供服務的收益分別佔本集團總收益的31.0%及79.0%。對本集團最大供應商及五大供應商的採購額分別佔本集團採購總額的64.0%及100.0%。據董事會所深知，董事、彼等之緊密聯繫人或擁有本公司已發行股本5%以上的任何股東概無於本集團之五大客戶或供應商中擁有任何實益權益。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS

Related party transactions entered into by the Group during the year ended 31 December 2022 are disclosed in note 39 to the consolidated financial statements. These related party transactions does not fall under the definition of “connected transaction” or “continuing connected transaction” under Chapter 20 of the GEM Listing Rules and no disclosure is accordingly required.

EVENTS AFTER THE REPORTING PERIOD

Up to the date of this report, there was no event relevant to the business or financial performance of the Group that came to the attention of the Directors after the year ended 31 December 2022.

AUDITORS

On 20 December 2019, World Link CPA Limited resigned as the auditors of the Company due to its reorganization under which the audit engagement director and the audit engagement team joining another professional accounting firm. McMillan Woods (Hong Kong) CPA Limited (“**McM**”) has been appointed as the auditors of the Company with effect from 20 December 2019 to fill the casual vacancy.

The consolidated financial statements of the Group for the year ended 31 December 2022 were audited by McM. A resolution will be proposed at the forthcoming annual general meeting to reappoint McM as the auditors of the Group.

On behalf of the Board

Zhou Chuang Qiang

Executive Director

Hong Kong,
29 March 2023

關連交易

本集團截至二零二二年十二月三十一日止年度所訂立之關聯方交易已於綜合財務報表附註39中披露。該等關聯方交易並不屬於GEM上市規則第20章「關連交易」或「持續關連交易」定義之範疇。因此，毋須就此作出披露。

報告期後事項

直至本報告日期，於截至二零二二年十二月三十一日止年度後，董事概不知悉任何與本集團業務或財務表現有關的重大事件。

核數師

於二零一九年十二月二十日，華普天健(香港)會計師事務所因其重組導致審核委聘董事及審核委聘團隊加入另一家專業會計事務所而辭任本公司核數師之職。長青(香港)會計師事務所有限公司(「**長青**」)自二零一九年十二月二十日起擔任本公司核數師，以填補臨時空缺。

本集團截至二零二二年十二月三十一日止年度之綜合財務報表由長青審核。於應屆股東週年大會上將提呈一項決議，以重新委任長青為本集團之核數師。

代表董事會

執行董事

周創強

香港，
二零二三年三月二十九日

Governance: Directors and Senior Management

管治層：董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Zhou Chuang Qiang (“Mr. Zhou”), aged 58, has been an executive director of the Company since 4 June 2019. Mr. Zhou is also the Compliance Officer, Authorized Representative, a member of the Remuneration Committee and Compliance Committee of the Company. He is also the director of various subsidiaries of the Company. He mainly engages in production management, research and development management and marketing management. Mr. Zhou has accumulated rich work experience in management and leadership positions. Since 2017, he has served as the marketing manager and the deputy general manager of Shenzhenshi Jingxingcheng Technology Electronics Co., Ltd* (深圳市晶星城科技電子有限公司). From 2013 to 2017, he was the deputy general manager of Shenzhenshi Keming Property Investment Co., Ltd* (深圳市科名置業投資有限公司). He has been appointed as an executive director and an authorized representative of China Clean Energy Technology Group Limited (stock code: 2379), a company listed on the Main Board of the Stock Exchange, from 13 June 2022 to 3 October 2022.

Mr. Wang Li (“Mr. Wang”), aged 35, has been an executive Director of the Company since 17 July 2017. Mr. Wang holds a master’s degree issued by Rutgers, the State University of New Jersey, majoring in quantitative finance. Mr. Wang is currently the director of Alternative Asset Management Department of Haitong International Securities Company Limited, a wholly-owned subsidiary of Haitong International Securities Group Limited (the shares of which are listed on the Stock Exchange (stock code: 665)). Mr. Wang has extensive experience in the area of merger and acquisition, listed company corporate action and derivatives trading, and has participated in a number of deals relating to such areas.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Man Wai Lun (“Mr. Man”), aged 50, has been an independent non-executive Director of the Company since 26 July 2021. He has been the chairman of the audit committee; a member of the nomination committee and compliance committee of the Company since then. Mr. Man obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in 2003 and obtained a bachelor degree of accountancy from the University of South Australia in 2007. Mr. Man has over 16 years of experience in accounting. Mr. Man is currently also an executive director of Life Healthcare Group Limited (stock code: 928), Century Group International Holdings Limited (stock code: 2113), and an independent non-executive director of Elegance Optical International Holdings Limited (stock code: 907) and Momentum Financial Holdings Limited (stock code: 1152). He was previously an independent non-executive director of China Trustful Group Limited (stock code: 8265 a listed company in Hong Kong from 26 January 2011 to 12 November 2021) until 9 November 2020 and an executive director of CT Environmental Group Limited (stock code: 1363 a listed company in Hong Kong from 25 September 2013 to 10 September 2021) until 19 April 2021. He has been appointed as an executive director of China Clean Energy Technology Group Limited (stock code: 2379) from 13 June 2022 to 3 October 2022. The above companies are all listed companies in Hong Kong.

執行董事

周創強先生(「周先生」)，58歲，於二零一九年六月四日獲委任為本公司執行董事。周先生亦為本公司合規主任、法定代表、薪酬委員會及合規委員會成員。彼亦為本公司多間附屬公司之董事。彼主要從事生產管理、研發管理及行銷管理工作。周先生已於管理及領導職務方面累積豐富工作經驗。自二零一七年起，彼已擔任深圳市晶星城科技電子有限公司的營銷經理及副總經理。於二零一三年至二零一七年，彼為深圳市科名置業投資有限公司的副總經理。自二零二二年六月十三日至二零二二年十月三日，彼獲委任為聯交所主板上市公司中國清潔能源科技集團有限公司(股份代號：2379)的執行董事兼授權代表。

王歷先生(「王先生」)，35歲，自二零一七年七月十七日起為本公司執行董事。王先生持有新澤西州立羅格斯大學(Rutgers, the State University of New Jersey)頒發之碩士學位，主修計量金融。王先生現任海通國際證券有限公司另類資產管理部董事，該公司為海通國際證券集團有限公司(股份於聯交所上市，股份代號：665)之全資附屬公司。王先生擁有豐富的併購、上市公司企業行動及衍生工具買賣經驗，亦曾參與多項涉及有關方面之交易。

獨立非執行董事

文偉麟先生(「文先生」)，50歲，自二零二一年七月二十六日起為本公司之獨立非執行董事。自此以來，彼已獲委任為本公司之審核委員會主席；提名委員會及合規委員會成員。文先生於二零零三年取得香港浸會大學持續教育學院工商管理文憑，並於二零零七年取得南澳洲大學會計學士學位。文先生擁有逾16年會計經驗。文先生現亦為蓮和醫療健康集團有限公司(股份代號：928)，世紀集團國際控股有限公司(股份代號：2113)的執行董事，高雅光學國際集團有限公司(股份代號：907)及正乾金融控股有限公司(股份代號：1152)之獨立非執行董事。彼曾任中國之信集團有限公司(股份代號：8265，於二零一一年一月二十六日至二零二一年十一月十二日為香港上市公司)的獨立非執行董事直至二零二零年十一月九日及中滔環保集團有限公司(股份代號：1363，於二零一三年九月二十五日至二零二一年九月十日為香港上市公司)的執行董事直至二零二一年四月十九日。自二零二二年六月十三日至二零二二年十月三日，彼獲委任為中國清潔能源科技集團有限公司(股份代號：2379)的執行董事。以上均為香港上市公司。

Governance: Directors and Senior Management 管治層：董事及高級管理層

Mr. Wong Tik Tung (“**Mr. Wong**”), aged 66, has been an independent non-executive Director of the Company since 17 July 2017. He has also been the chairman of the remuneration committee and compliance committee of the Company and a member of each of the nomination committee and audit committee of the Company since then. Mr. Wong, FCCA, CPA, has over thirty years’ experience in the fields of accounting, auditing and financial management. Being an accountant in Hong Kong, he is also a fellow member of the Association of Chartered Certified Accountants (ACCA) and an associate member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed herein, there is no other relationship between each of Directors and the senior management as required to be disclosed under the GEM Listing Rules.

汪濂東先生(「汪先生」)，66歲，自二零一七年七月十七日起為本公司獨立非執行董事。自當日起，彼為本公司薪酬委員會和合規委員會主席以及本公司提名委員會和審核委員會各自之成員。汪先生為FCCA、CPA，擁有逾30年會計、審計及財務管理經驗。彼為香港會計師，亦為英國特許公認會計師公會(ACCA)資深會員及香港會計師公會會員。

除本年報披露者外，各董事與高級管理層之間並無其他根據GEM上市規則須予披露的關係。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group has recognized the importance of transparency and accountability, and the Board considers that enhanced public accountability and corporate governance are beneficial for the healthy development of the Group, improving customer and supplier confidence. We believe that this can create long term value for the shareholders of the Company and is beneficial for the Group's sustainable growth. Saved as disclosed below, the Company adopted and complied with the principles and code provisions ("Code Provision(s)") in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules during the year ended 31 December 2022. The Group strives to achieve sound corporate governance standards as far as practicable and utilizes our resources efficiently and effectively.

CHIEF EXECUTIVE OFFICER, CHAIRMAN, MANAGEMENT AND BOARD OF DIRECTORS

The Board is responsible for promoting the success of the Group and its business by leading and supervising the Company's affairs. It is responsible for determining the Group's objectives, overall strategies and policies, approving business plan, evaluating operating, instilling corporate culture and financial performance. It is also responsible to align the Company's culture with its purpose, values and strategy. All the Directors should make decision objectively in the interests of the Company and act with integrity, lead by example and promote the desired culture. The overall responsibilities of the Board include considering and making decisions on the following matters:

- (i) Setting the cooperate goals of the Group and formulating the Group's strategy and monitoring the implementation;
- (ii) Diversification and extension of activities into new business area;
- (iii) Approving the annual, half year and quarterly results;
- (iv) Dividend policy;
- (v) Material acquisitions and disposal;
- (vi) Reviewing and monitoring the Group's internal control systems;
- (vii) Monitoring the performance of the Management; and
- (viii) Determining and reviewing the composition and diversity of the Board.

The Board is also responsible for the corporate governance functions under the paragraph A.2.1 of the CG Code and will review and monitor the corporate governance principles and practices to ensure compliance. It takes primary responsibility for ensuring that good corporate governance practices and procedures are established.

企業管治常規

本集團深知透明度及問責制度之重要性，且董事會認為增加公眾問責性及企業管治有利於本集團穩健增長、提高顧客及供應商之信心。我們相信，此舉可為本公司股東創造長期價值及有利於本集團之可持續增長。除下文所披露者外，截至二零二二年十二月三十一日止年度，本公司已採納及遵守GEM上市規則附錄15所載之企業管治守則（「企業管治守則」）之原則及守則條文（「守則條文」）。本集團致力於實際可行情況下維持良好的企業管治標準及高效利用其資源。

行政總裁、主席、管理層及董事會

董事會的職責為帶領及監督本公司的事務，以促進本集團及其業務取得成功。董事會負責釐定本集團的目標、整體策略及政策、審批業務計劃、評核營運、灌輸企業文化及財務表現，董事會亦負責將本公司的文化與其宗旨、價值觀和戰略相結合。全體董事應客觀地作出符合本公司利益的決策並按誠信行事，以身作則及推廣所期望的文化。董事會的整體職責包括就以下事宜作出考慮及決策：

- (i) 設定本集團企業目標及制定本集團策略及監督執行；
- (ii) 多元化發展及拓展業務至新業務領域；
- (iii) 批准全年、中期及季度業績；
- (iv) 股息政策；
- (v) 重大收購及出售；
- (vi) 檢討及監控本集團內部監控制度；
- (vii) 監察管理層之表現；及
- (viii) 確定及審閱董事會組成及多元化。

董事會亦負責履行企業管治守則第A.2.1段規定的企業管治職能，並將審核及監督企業管治原則及常規確保遵守相關規定。董事會主要負責確保建立完善的企業管治常規及程序。

Corporate Governance Report

企業管治報告

Under the Board's direction and supervision, the affair and daily management, administration and operation of the Company are responsible by the executive Directors and the senior management collectively. The delegated functions and assignments are periodically reviewed by the Board. Approval has to be obtained from the Board prior to entering into any significant transactions by the Management. The overall responsibilities of the Management include considering and making decisions on the following matters:

- (i) Implementing the Group's policy and strategies set by the Board;
- (ii) Strategic planning of different business and functions;
- (iii) Closely monitoring operational and financial results in accordance with plans and budgets;
- (iv) Putting adequate operational, planning and financial control systems in place; and
- (v) Managing the Group's day-to-day business.

Code Provision C.2 stipulates the role of the chairman of the Board. Code provision C.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 December 2022, the Company did not have the chairman of the Board and the chief executive officer. The day-to-day management of the Group's business is handled by the executive Directors and the senior management collectively. The Board considers that the principle of balance of power and authority is achieved by the check and balance between the executive directors and the independent non-executive directors and the functions and responsibilities of the chairman under Code Provisions C.2.2 to C.2.9 are, in practice, delegated to a designated director. We believe that the present arrangement is adequate to ensure an effective management and control of the Group's business operations and the Board will keep monitoring and review the arrangement.

Code Provision D.1.2 provides that management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 17 of the GEM Listing Rules. Previously, the Board was provided quarterly update and information as and when appropriate. The Company complied with this Code Provision since the second quarter of 2022.

As at the date of this report, following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the Board comprises four members with two executive Directors and two independent non-executive Directors while the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company comprise only two members. This results in non-compliance with the requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules and the terms of reference of the respective committees. The Company is in the process of identifying suitable candidates to fill the vacancy within three months from 13 February 2023 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules. Details are set out in the announcement of the Company dated 13 February 2023.

在董事會的指示及監督下，本公司的事務及日常管理、行政及營運由執行董事及高級管理人員共同負責。董事會定期審閱指派的職能及任務。管理層進行任何重大交易前須獲得董事會批准方可進行。管理層的整體職責包括就以下事宜作出考慮及決策：

- (i) 執行董事會訂立的本集團政策及策略；
- (ii) 制定不同業務及職能的策略計劃；
- (iii) 根據計劃及預算，密切監察經營及財務業績；
- (iv) 制定足夠的營運、計劃及財務監控制度；及
- (v) 管理本集團日常業務。

守則條文C.2訂明董事會主席之職能。守則條文第C.2.1條訂明主席與行政總裁之角色應有區分，並不應由一人同時兼任。於截至二零二二年十二月三十一日止年度，本公司未設董事會主席及行政總裁。本集團業務之日常營運由執行董事及高級管理人員共同處理。董事會認為，權力及授權平衡的原則乃依靠執行董事與獨立非執行董事之間的制衡來實現，而守則條文第C.2.2條至第C.2.9條項下主席的職能及責任實際上委派予指定董事。我們認為現時安排足以確保本集團業務營運的有效管理及監控，且董事會將持續監督及檢討該安排。

守則條文D.1.2規定，管理層須每月向董事會全體成員提供更新資料，當中詳盡載列有關發行人的表現、狀況及前景的公正及易於理解的評估，讓董事會全體及各董事可根據GEM上市規則第3.08條及第17章履行職責。之前，董事會獲提供每季度的更新資料及於適當時候取得信息。本公司從二零二二年第二季度起已遵守該守則條文。

於本報告日期，隨著鄭玩樺先生於二零二三年二月十三日辭任後，董事會由四名成員組成，兩名為執行董事及兩名為獨立非執行董事，而本公司審核委員會、薪酬委員會及提名委員會僅有兩名成員。此導致違反GEM上市規則第5.05(1)及5.28條及相關委員會職權範圍的規定。本公司正在物色合適候選人以便於二零二三年二月十三日起三個月內填補空缺，以確保本公司遵守GEM上市規則的規定。詳情載於本公司日期為二零二三年二月十三日的公告。

Corporate Governance Report

企業管治報告

BOARD COMPOSITION

The composition of the Board has not been changed throughout the year ended 31 December 2022. Following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the Board currently comprises 4 male Directors, including 2 executive Directors and 2 independent non-executive Directors, and the Director's details during the year and up to the date of this annual report are as set out below:

Executive Directors

Mr. Zhou Chuang Qiang

Mr. Wang Li

Independent Non-executive Directors

Mr. Wong Tik Tung

Mr. Man Wai Lun

Mr. Zheng Wan Zhang (*resigned on 13 February 2023*)

An updated list of Directors identifying their roles and functions has been published on the websites of the Company and the Stock Exchange. The profiles of the Directors, including relationship between Board members, are set out in the section "Profiles of Directors and Senior Management" of this annual report.

BOARD DIVERSITY POLICY AND GENDER DIVERSITY

The Company recognizes that diversity at the Board level will support the sustainable development of the Group. The Board has adopted the Board diversity policy, which has been published on the website of the Company, since 20 June 2014 and reviewed its Board composition on a yearly basis. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. Board diversity has been considered from a number of aspects, including but not limited to educational background, professional experience, skills, knowledge, length of service, age, gender, cultural and ethnicity and any other factors that the Board may consider relevant and applicable from time to time.

董事會組成

截至二零二二年十二月三十一日止年度，董事會組成並無發生變動。隨著鄭玩樟先生在二零二三年二月十三日辭任後，董事會目前由4名男性董事組成，包括2名執行董事及2名獨立非執行董事，而董事於年內及直至本年報日期的詳情載列如下：

執行董事

周創強先生

王歷先生

獨立非執行董事

汪滌東先生

文偉麟先生

鄭玩樟先生(於二零二三年二月十三日辭任)

載明董事職務及職能的最新董事名單已於本公司及聯交所網站登載。董事履歷(包括董事會成員之間的關係)載於本年報「董事及高級管理層簡歷」一節。

董事會多元化政策及性別多元化

本公司知悉董事會層面多元化將為本集團的可持續發展提供支持。自二零一四年六月二十日起，董事會已採納董事會多元化政策並已刊登於本公司網站，且每年檢討董事會組成。該政策載有達致董事會多元化的方法，以組成技能、經驗均衡，且觀點多元化的董事會，以切合本集團業務需求並配合政策。董事會可從多個方面考慮董事會多元化，包括但不限於教育背景、專業經驗、技能、知識、服務年期、年齡、性別、文化、種族及董事會就達致多元化而可能不時認為相關及適用的任何其他因素。

Corporate Governance Report

企業管治報告

The nomination committee reviews and monitors the implementation on the Board diversity policy periodically and provides its recommendation to the Board. During 2022, the committee reviews the composition of the Board from diversified angles, including the followings:

提名委員會定期檢討及監察董事會多元化政策的落實情況，並向董事會提供推薦建議。於二零二二年，委員會從多元化角度檢討董事會組成，包括以下因素：

		No. of Directors 董事人數
Independence 獨立性	Executive Directors 執行董事	2
	Independent non-executive Directors 獨立非執行董事	3
Service years 服務年期	< 5 years 少於5年	2
	5 years 5年	3
Age group 年齡組別	31-40 31至40歲	1
	41-50 41至50歲	1
	51-60 51至60歲	2
	61-70 61至70歲	1
Gender 性別	Male 男性	5

Factors such as educational background, professional experience, skills and knowledge are also considered in achieving diversity for the benefit of the Group's various business development and management. Board members should possess appropriate professionalism, experience and trustworthiness in performing their duties and functions.

教育背景、專業經驗、技能及知識等因素亦會納入考慮範圍以達致多元化，有利本公司各項業務發展及管理。董事會成員須具備合適專業精神、經驗及誠信以履行彼等職務及職能。

The following measurable objectives were adopted for the purpose of implementation of the board diversity policy:

為實施董事會多元化政策，採用以下可衡量目標：

- | | |
|---|--|
| 1. The Company should comply with the GEM Listing Rules requirements from time to time on board composition. | 1. 本公司應不時遵守GEM上市規則有關董事會組成之規定。 |
| 2. The number of independent non-executive Directors should be not less than three and one-third of the Board. | 2. 獨立非執行董事之人數應不少於三名及董事會三分之一的人數。 |
| 3. At least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise. | 3. 最少有一名獨立非執行董事擁有適當的專業資格或擁有會計或相關的財務管理專長。 |
| 4. At least one Director has the professional or intensive business experience of the Group's industry and operations. | 4. 最少有一名董事具備本集團所從事行業及業務的專業或豐富的業務經驗。 |

Corporate Governance Report

企業管治報告

During 2022, the Board has achieved the measurable objectives.

The Board would diversify its members according to the Company's situations and need, as well as taking into account the revised CG code, such as that in relation to the gender diversity. Taking into account the Group's business model, specific needs and industry nature, the Group has taken and will continue to take steps to promote diversity at all levels of its workforce. Currently, the male to female ratio in the workforce of the Group is approximately 6:4. Details of the gender ratio in the workforce is disclosed under B of the Environmental, Social and Governance Report of this annual report. The Board believes that, without affecting the business and development, consideration should be given to the ability and gender diversity when recruiting new directors and employees. It is prohibited to adopt a minority gender discrimination policy in recruitment. Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. The Company strives to have at least a director of a different gender by 31 December 2024.

BOARD INDEPENDENCE

The Company recognizes that Board independence is critical to sound corporate governance and has established mechanisms to ensure independent views and inputs from any Directors, including independent non-executive Directors, are conveyed to the Board for objective decision making. The governance framework and the following mechanisms are reviewed annually by the Board:

1. During 2022, three out of the five Directors are independent non-executive Directors, representing 60% of the Board and meets the requirements of the GEM Listing Rules that at least one-third of the Board are independent directors and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise under Rule 5.02(1)(2) and 5.05A of the GEM Listing Rules.
2. The Company has entered into a service agreement with each of our Directors for an initial term of three years and none of the independent non-executive Directors has served the Company for more than 9 years.
3. All the Directors are subject to retirement by rotation and eligible for re-election in accordance with the Company's articles and association. At each annual general meeting, not less than one-third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years. Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by shareholders of the Company. Separate ordinary resolutions will be put forward to the shareholders of the Company in relation to the proposed re-election of each of the Directors.

於二零二二年，董事會已達致該等可衡量目標。

董事會於多元化其成員時，應當根據本公司的情況及需要，同時應考慮有關性別多元化等內容的經修改企業管治守則。經考慮本集團的業務模式、特定需要及行業性質，本集團已採取並將繼續採取行動，促進各級員工的多元化。目前，本集團員工中的男女比例約為6:4。員工性別比例詳情於年報的環境、社會及管治報告B部分披露。董事會認為，在不影響業務及發展的情況下，在招聘新董事及僱員時，應考慮能力及性別多元化。招聘中不得採取少數群體性別歧視政策。招聘、培訓及職業發展機會一視同仁地向所有合資格僱員平等開放。本公司力爭在二零二四年十二月三十一日前至少有一名異性董事。

董事會獨立性

本公司意識到，董事會獨立性對穩健的公司治理至關重要，並已設立機制，確保來自任何董事（包括獨立非執行董事）的獨立意見和投入均可傳達至董事會，以便作出客觀決策。董事會每年對管治框架及以下機制進行審查：

1. 於二零二二年，五名董事中有三位為獨立非執行董事，佔董事會人數的60%，符合GEM上市規則的規定，即董事會中至少三分之一成員為獨立董事，且其中至少一名擁有GEM上市規則第5.02(1)(2)條及5.05A條規定的適當專業資格或會計或相關財務管理專長。
2. 本公司已與各董事訂立服務協議，初步任期為三年，概無獨立非執行董事於本公司任職超過9年。
3. 所有董事應根據本公司組織章程細則輪席退任並膺選連任。於各股東週年大會，不少於三分之一的時任董事須退任及每名董事須至少每三年輪席退任一次。獲委任填補臨時空缺之董事，其任期僅至獲委任後的下一屆股東大會止，並須經本公司股東重選後方可連任。本公司將向股東提呈有關建議重選各董事之個別普通決議案。

Corporate Governance Report

企業管治報告

4. The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent. All independent non-executive Directors are identified as such in all corporate communications of the Company containing the names of the Directors.
 5. The Nomination Committee will assess the independence, qualification and time commitment of a candidate who is nominated or reelected to be an independent non-executive Director and also the continued independence of existing independent non-executive directors and their time commitments annually. The Remuneration Committee will conduct the performance evaluation of the independent non-executive Directors annually to assess their contributions.
 6. No equity-based remuneration with performance-related elements has been granted to independent non-executive Directors.
 7. All Directors are encouraged to express their constructive advices and independent views freely during the Board and committee meetings. External independent professionals could be engaged at the expense of the Group as required by individual Directors.
 8. A Director who has a material interest in a contract, arrangement or other proposal shall not vote or be counted in the quorum on any Board resolution approving the same.
4. 本公司已收到各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之年度確認書，並認為全體獨立非執行董事均為獨立人士。本公司所有載有董事姓名的公司通訊中已明確註明各獨立非執行董事之身份。
 5. 提名委員會將每年評估獲提名或膺選連任為獨立非執行董事的候選人的獨立性、資歷及所投放之時間，亦評估現有獨立非執行董事的持續獨立性及其所投放之時間。薪酬委員會將每年對獨立非執行董事進行績效評估，以評估彼等的貢獻。
 6. 概無向獨立非執行董事支付與業績相關的股權薪酬。
 7. 本公司鼓勵全體董事於董事會及委員會會議上自由表達其建設性建議及獨立意見。根據個別董事要求，可委聘外部獨立專業人士，費用由本集團承擔。
 8. 於合約、安排或其他建議中擁有重大權益的董事不得就批准該合同、安排或其他建議的董事會決議案投票或被計入決定法定人數內。

TRAINING, INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors are continuously updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities by the Company. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Up to the date of this report, all Directors have confirmed to the Company that they have participated trainings by attending seminars, conferences and/or reading material, webcast, newspapers, journals and updates related to the economy, the company's business or directors' duties and responsibilities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors of the Company on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code"). Having made specific enquiries in writing to the Directors, each of the Directors confirmed that he/she had complied with the Model Code in connection with the Company's securities for the year ended 31 December 2022. The Company has also established written guidelines on no less exacting terms than the Model Code regarding securities transactions by relevant employees (including the employees and Directors of the subsidiaries or holding company) who are likely to possess inside information of the Company and/or its securities.

董事之培訓、入職及持續專業發展

董事持續獲得本公司提供有關法定及監管制度以及業務環境發展之最新資料，以協助彼等履行職責。本公司亦鼓勵董事參與持續專業發展，以開拓及增進彼等之知識及技能。直至本報告日期，全體董事均已向本公司確認彼等已參與培訓，方式為出席研討會、會議及／或閱讀與經濟、公司業務或董事職務及職責相關的材料、網上直播、報章、期刊及最新資料。

董事證券交易

本公司已採納有關本公司董事進行證券交易之行為守則，其條款不比GEM上市規則第5.48至5.67條所載之交易必守準則（「標準守則」）寬鬆。經向董事作出具體書面查詢後，各董事確認其於截至二零二二年十二月三十一日止年度均一直遵守有關本公司證券之標準守則。本公司亦就可能擁有本公司及／或其證券內幕消息的相關僱員（包括附屬公司或控股公司的僱員及董事）進行證券交易制定條款不比標準守則寬鬆的書面指引。

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BOARD MEETINGS

The Board meets regularly throughout the year to discuss the overall strategy as well as the operation and financial performance of the Group. In addition to the circulation of 2 written board resolutions, there were 4 regular Board meetings and other 2 Board meetings (including teleconference meetings) held in 2022. The attendance record of each Director at Board meetings, audit committee meetings, remuneration committee meeting, nomination committee meeting and general meeting during the year ended 31 December 2022 is set out in the following table:

董事會會議

董事會全年定期舉行會議，討論整體策略以及本集團的營運及財務表現。於二零二二年，除了傳閱2份書面董事會決議案外，已舉行4次定期董事會會議及另外2次董事會會議（包括電話會議）。截至二零二二年十二月三十一日止年度，各董事於董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會之出席紀錄載於下表：

Attendance record of meetings held in 2022

二零二二年所舉行會議的出席紀錄

Name of member 成員姓名	Annual General Meeting 股東週年大會	Attendance record of meetings held in 2022 二零二二年所舉行會議的出席紀錄				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Compliance Committee 合規委員會
Number of total meetings 會議總數	1	6	5	1	1	1
Number of Meetings attended/Total 已出席會議之次數/總數						
Executive Directors 執行董事						
Mr. Zhou Chuang Qiang 周創強先生	1/1	6/6	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Wang Li 王歷先生	0/1	4/6	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors 獨立非執行董事						
Mr. Zheng Wan Zhang 鄭玩樟先生	1/1	6/6	5/5	1/1	1/1	N/A 不適用
Mr. Wong Tik Tung 汪滌東先生	1/1	4/6	5/5	1/1	1/1	1/1
Mr. Man Wai Lun 文偉麟先生	1/1	6/6	5/5	N/A 不適用	1/1	1/1

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BOARD COMMITTEES

As an important part of sound corporate governance practices and for supervision of the overall affairs of the Company in various areas, the Board has established four Board committees, namely, the audit committee, the remuneration committee, the nomination committee and the compliance committee. All Board committees have respective specific terms of reference clearly defining their powers and responsibilities, which are posted on the websites of the Company and the Stock Exchange. All the Board committees should report to the Board on their decisions or recommendations made, and where appropriate, can seek independent professional advice to perform their duties at the Company's expense.

Audit Committee

The Company has established an audit committee ("Audit Committee") with written terms of reference that are in conformity of the requirements of the CG Code which are available on the websites of the Stock Exchange and the Company.

For the year ended 31 December 2022, the Audit Committee composed of the 3 independent non-executive Directors, namely Mr. Man Wai Lun, Mr. Zheng Wan Zhang and Mr. Wong Tik Tung and chaired by Mr. Man Wai Lun, with all members being independent non-executive Directors of the Company in full compliance with Rule 5.28 of the GEM Listing Rules. Following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the Audit Committee comprises two independent non-executive Directors only. This results in non-compliance with the requirements under Rule 5.28 of the GEM Listing Rules and the terms of reference of the committee. The Company is in the process of identifying suitable candidates to fill the vacancy within three months from 13 February 2023 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules.

For the year ended 31 December 2022, 5 Audit Committee meetings were held and the members' attendance is shown on page 30 of this annual report.

The functions of the Audit Committee include the following:

(i) Appointment of the Company's auditors

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to act as the key representative body for overseeing the Company's relations with the external auditor;
- (c) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

董事委員會

作為良好企業管治常規的重要組成部分，並為監察本公司各領域之整體事務，董事會已設立四個董事委員會，分別為審核委員會、薪酬委員會、提名委員會及合規委員會。所有董事委員會均已制定特定職權範圍，明確界定各委員會的權力及責任，而相關內容已刊登於本公司及聯交所網站。所有董事委員會應向董事會匯報其作出的決策或提出的意見，及於適當情況下可尋求獨立專業意見以履行其職責，相關費用由本公司承擔。

審核委員會

本公司已遵循企業管治守則的規定成立審核委員會（「審核委員會」），並以書面列明其職權範圍，並可於聯交所及本公司網站查閱。

截至二零二二年十二月三十一日止年度，審核委員會由三名獨立非執行董事組成，即文偉麟先生、鄭玩樟先生及汪滌東先生，並由文偉麟先生擔任主席。審核委員會全體成員均為本公司獨立非執行董事，並全面遵守GEM上市規則第5.28條。隨著鄭玩樟先生在二零二三年二月十三日辭任後，審核委員會僅由兩名獨立非執行董事組成。此導致違反GEM上市規則第5.28條及委員會職權範圍的規定。本公司正在物色合適候選人以便於二零二三年二月十三日起三個月內填補空缺，以確保本公司遵守GEM上市規則的規定。

截至二零二二年十二月三十一日止年度，審核委員會舉行了5次會議，成員出席情況載於本年報第30頁。

審核委員會的職能包括下列各項：

(i) 任命本公司核數師

- (a) 主要負責就外聘核數師的委任、重新委任和罷免向董事會提出建議，批准外聘核數師的薪酬和聘用條款，以及處理任何有關外聘核數師辭職或辭退該核數師的問題；
- (b) 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係；
- (c) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效。審核委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任；

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- (d) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed; and
- (e) to discuss problems and reservations arising from the quarterly (if any), interim and final audits and any matters the external auditors may wish to discuss (in the absence of the Board and other employees of the Group at the discretion of the Audit Committee where necessary).

(ii) Review of the Company's financial information

- (a) to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and quarterly reports, and to review significant financial reporting judgements contained in them. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:
 - (1) any changes in accounting policies and practices;
 - (2) major judgmental areas;
 - (3) significant adjustments resulting from audit;
 - (4) the going concern assumptions and any qualifications;
 - (5) compliance with accounting standards;
 - (6) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;
 - (7) any connected transactions and their impact on the profitability of the Company;
 - (8) items requiring disclosure; and
 - (9) the cash flow position;

- (d) 就委聘外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。審核委員會應就任何須採取行動或改善的事項向董事會報告，識別並提出建議；及
- (e) 討論每季度（如有）、中期和末期的審核結果出現的問題和保留事項，以及外聘核數師希望討論的任何事項（有需要時，審核委員會在董事會和本集團其他僱員不在場時可酌情進行）。

(ii) 審閱本公司的財務資料

- (a) 監察本公司的財務報表以及年度報告和賬目、半年度報告和季度報告的完整性，並審閱當中財務申報的重大判斷。在向董事會提交相關報告之前，審核委員會應特別針對以下事項加以審閱：
 - (1) 會計政策及常規的任何更改；
 - (2) 涉及作出重要判斷的地方；
 - (3) 因核數而出現的重大調整；
 - (4) 持續經營的假設以及任何保留意見；
 - (5) 是否遵守會計準則；
 - (6) 是否遵守有關財務申報的GEM上市規則及法律規定；
 - (7) 任何關聯交易以及其對本公司盈利能力的影響；
 - (8) 需要對外披露的事項；及
 - (9) 現金流狀況；

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(b) regarding point (a) above:

- (1) members of the Audit Committee should liaise with the Board and senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
- (2) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.

(iii) Overseeing of the Company's financial reporting system and internal control procedures

- (a) to review the Company's financial controls, internal control and risk management systems;
- (b) to discuss the internal control system with management to ensure that management has performed its duty to have an effective internal control system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (c) to consider major investigations findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (e) to review the Group's financial and accounting policies and practices;
- (f) to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;
- (g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;

(b) 以下規定適用於上述(a)項中所列各事項：

- (1) 審核委員會成員應與董事會以及高層管理人員聯絡，並至少每年與本公司核數師開會兩次；及
- (2) 審核委員會應考慮在該等報告和賬目中所反映或需要反映的任何重大或不尋常事項，並應適當考慮由本公司屬下會計和財務申報職員、合規主任或核數師提出的任何事項。

(iii) 監督本公司的財務申報制度和內部監控程序

- (a) 檢討本公司的財務監控、內部監控及風險管理制度；
- (b) 與管理層討論內部監控系統，確保管理層已履行其職責建立有效的內部監控系統。討論內容應包括本公司在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；
- (c) 應董事會的委派或主動就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- (d) 如本公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調，並確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以及檢討及監察其成效；
- (e) 檢討本集團的財務及會計政策及常規；
- (f) 檢查外聘核數師給予的管理層的《審核情況說明函件》、外聘核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- (g) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；

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|--|---|
| <p>(h) to review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and ensuring that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> | <p>(h) 檢討本公司設定的以下安排：僱員可暗中就財務申報、內部監控或其他方面可能發生的不正當行為提出關注。委員會應確保有適當安排，讓公司可對此等事宜作出公平獨立的調查及採取適當跟進行動；</p> |
| <p>(i) to report to the Board on the matters in the Corporate Governance Code and Corporate Governance Report in Appendix 15 of the GEM Listing Rules;</p> | <p>(i) 遵守GEM上市規則附錄15向董事會報告企業管治守則及企業管治報告中所列事項；</p> |
| <p>(j) to report to the Board on the matters set out in the terms of reference of the Audit Committee;</p> | <p>(j) 向董事會報告審核委員會職權範圍規定的事項；</p> |
| <p>(k) to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the audit committee about possible improprieties in any matter related to the Company; and</p> | <p>(k) 訂立舉報政策和舉報體系，以便讓僱員和其他與公司有往來者（如客戶和供應商）可暗中向審核委員會提出其對任何可能牽涉本公司的不當事宜的關注；及</p> |
| <p>(l) to review the disclosure in the Company's interim and annual reports regarding any regulatory deficiencies and remedial actions.</p> | <p>(l) 檢討本公司在中期及年度報告中關於任何不合規事宜及補救行動的披露資料。</p> |

Major accomplishments of the Audit Committee in 2022 comprised the following:

審核委員會於二零二二年達成的主要事項包括下列各項：

- | | |
|---|---|
| <p>(a) reviewed the financial statements for disclosure on a quarterly, half-yearly and annually basis, where applicable;</p> | <p>(a) 按季度、半年度及年度基準（如適用）審閱財務報表作披露用途；</p> |
| <p>(b) reviewed the external auditor's significant findings and management's response to the recommendation raised, if any;</p> | <p>(b) 審閱外聘核數師的主要審核結果，以及管理層對所提出建議作出的回應（如有）；</p> |
| <p>(c) reviewed the effectiveness of the internal control system and the adequacy of the accounting and financial reporting functions of the Group;</p> | <p>(c) 檢討本集團內部監控系統的有效性以及會計與財務申報職能的充分性；</p> |
| <p>(d) reviewed and approved the external auditor's statutory audit scope and the letter of representation to be given by the Board; and</p> | <p>(d) 檢討及審批外聘核數師的法定審核範圍，以及由董事會發出的聲明書；及</p> |
| <p>(e) considered and approved the external audit fees and engagement letters.</p> | <p>(e) 省覽及批准外聘核數費用及聘任書。</p> |

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The Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2022 through the Audit Committee. For details, please refer to the section of "Risk Management and Internal Control" of this Corporate Governance Report.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors for the year ended 31 December 2022.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 December 2022 and recommended approval to the Board.

Remuneration Committee

The Company has established a remuneration committee ("**Remuneration Committee**") with written terms of reference in accordance with the requirements of the CG Code. In accordance with provisions set out in the CG Code are available on the websites of the Stock Exchange and the Company.

For the year ended 31 December 2022, the Remuneration Committee composed of 3 Directors, namely Mr. Wong Tik Tung, Mr. Zhou Chuang Qiang and Mr. Zheng Wan Zhang, and chaired by Mr. Wong Tik Tung. Following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the Remuneration Committee comprises two members only and is not complied with the requirement of the terms of reference of the committee. The Company is in the process of identifying suitable candidates to fill the vacancy.

For the year ended 31 December 2022, 1 Remuneration Committee meeting was held and the members' attendance is shown on page 30 of this report.

The role and functions of the Remuneration Committee include:

- (i) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration, of which a significant portion of Executive Director's remuneration should link rewards to corporate and individual performance, and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) either (a) to determine with delegated responsibility the remuneration packages of individual executive Directors and senior management; or (b) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

董事會已通過審核委員會就截至二零二二年十二月三十一日止年度本集團風險管理及內部監控系統的成效進行年度檢討。有關詳情請參閱本企業管治報告「風險管理及內部監控」一節。

截至二零二二年十二月三十一日止年度，董事會與審核委員會就甄選、委任、辭任或罷免外聘核數師事宜並無意見分歧。

審核委員會已審閱本集團截至二零二二年十二月三十一日止年度的經審核財務報表，並推薦董事會批准。

薪酬委員會

本公司已遵循企業管治守則的規定成立薪酬委員會（「**薪酬委員會**」），並以書面列明其職權範疇。根據企業管治守則所載的條文，該職權範圍可於聯交所及本公司網站查閱。

截至二零二二年十二月三十一日止年度，薪酬委員會由三名董事組成，即汪滌東先生、周創強先生及鄭玩禕先生，並由汪滌東先生擔任主席。隨著鄭玩禕先生在二零二三年二月十三日辭任後，薪酬委員會僅由兩名成員組成，違反了委員會職權範圍的規定。本公司正在物色合適候選人以填補空缺。

截至二零二二年十二月三十一日止年度，薪酬委員會舉行了1次會議，成員出席情況載於本報告第30頁。

薪酬委員會的角色及職能包括：

- (i) 就本公司全體董事和高層管理人員的薪酬的政策及架構向董事會提出建議；其中，執行董事的薪酬應有頗大部分與公司及個人表現掛鉤；就設立正規而具透明度的程序制定薪酬政策，向董事會提出建議；
- (ii) 以董事會所訂企業方針及目標而檢討及批准管理人員的薪酬建議；
- (iii) 以下兩者之一：(a)獲轉授責任，釐定個別執行董事和高層管理人員個人的薪酬待遇；或(b)就個別執行董事和高層管理人員個人的薪酬待遇，向董事會提出建議。此應包括實物福利、退休金權利及賠償金額（包括喪失或終止職務或委任的任何賠償）；

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| (iv) to make recommendations to the Board on the remuneration of Non-executive Directors; | (iv) 就非執行董事的薪酬向董事會提出建議； |
| (v) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; | (v) 考慮可比較公司支付的薪酬、須付出的時間及職責以及本公司及其附屬公司內其他職位的僱用條件； |
| (vi) to review and approve compensation payable to Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (vi) 檢討及批准向執行董事及高層管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致，若未能與合約條款一致，賠償亦須公平合理，不致過多； |
| (vii) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; | (vii) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當； |
| (viii) to ensure that no Director or any of his associates is involved in deciding his own remuneration; | (viii) 確保任何董事及其任何聯繫人不得參與釐定自身的薪酬； |
| (ix) to advise the Company to disclose details of any remuneration payable to members of senior management by band in its annual reports; | (ix) 建議本公司在其年度報告中，根據級別詳細披露任何應支付予高層管理人員的薪酬； |
| (x) to advise the shareholders of the Company with respect to any service contracts of Directors that require shareholders' approval under the GEM Listing Rules; and | (x) 就根據GEM上市規則需要股東予以批准的董事的服務合約向本公司股東提出建議；及 |
| (xi) to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules. | (xi) 審閱及／或批准GEM上市規則第23章項下有關股份計劃的事宜。 |

Major accomplishments of the Remuneration Committee in 2022 comprised the following:

薪酬委員會於二零二二年達成的主要事項包括下列各項：

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| (i) reviewed remuneration policy and matters relating to the contract terms and remuneration packages and emoluments of Directors and senior management, including the re-elected ones; and | (i) 審議薪酬政策及有關董事及高層管理人員(包括獲重選人士)之合約條款、薪酬待遇及酬金之事宜；及 |
| (ii) reviewed and approved the adjustments of remuneration to independent non-executive Directors and grants of share options to the executive Director and the employees. | (ii) 審議及批准獨立非執行董事之酬金調整及向執行董事及員工授予購股權。 |

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Nomination Committee

The Company has established a nomination committee (“**Nomination Committee**”) with written terms of reference. The terms of reference of the Nomination Committee are in conformity with the requirements of the CG Code and are available on the websites of the Stock Exchange and the Company.

For the year ended 31 December 2022, the Nomination Committee composed of 3 Directors, namely Mr. Zheng Wan Zhang, Mr. Man Wai Lun and Mr. Wong Tik Tung, and chaired by Mr. Zheng Wan Zhang. Following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the Nomination Committee comprises two independent non-executive Directors only and is not complied with the requirement of the terms of reference of the committee. The Company is in the process of identifying suitable candidates to fill the vacancy.

For the year ended 31 December 2022, 1 Nomination Committee meeting was held and the members’ attendance is shown on page 30 of this annual report.

The role and functions of the Nomination Committee include:

- (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iii) to receive nominations from shareholders or Directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board’s compositional requirements and suitability of the nominees;
- (iv) to assess the independence of Independent Non-executive Directors and where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent; and
- (v) to make recommendations to the Board on the appointment and re-appointment of Directors, and succession planning for Directors.

提名委員會

本公司已成立提名委員會(「**提名委員會**」)，並以書面列明其職權範疇。提名委員會的職權範圍符合企業管治守則的規定，並可於聯交所及本公司網站查閱。

截至二零二二年十二月三十一日止年度，提名委員會由三名董事組成，即鄭玩樟先生、文偉麟先生及汪滌東先生，並由鄭玩樟先生擔任主席。隨著鄭玩樟先生在二零二三年二月十三日辭任後，提名委員會僅由兩名獨立非執行董事組成，違反了委員會職權範圍的規定。本公司正在物色合適候選人以填補空缺。

截至二零二二年十二月三十一日止年度，提名委員會已舉行1次會議，成員出席情況載於本年報第30頁。

提名委員會的角色及職能包括：

- (i) 至少每年檢討董事會之架構、規模及組成(包括技能、知識及經驗)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (ii) 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
- (iii) 收集股東或董事對候選人的提名，並且在考慮了董事會構成要求和候選人是否適合擔任董事後，就獲提名人士的候選資格向董事會提出建議；
- (iv) 對獨立非執行董事的獨立性進行評估，若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，提名委員會須於相關股東大會通告所隨附之致股東通函及／或說明函件內列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；及
- (v) 就董事之委任及續聘以及董事繼任計劃的有關事宜向董事會作出推薦。

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The Nomination Policy is summarized as below that stipulates the key nomination criteria and principles of the Company for the nomination of directors and provides what the committee should do in order to give effect to this policy:

- (i) review and monitor the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individual shall be their ability to contribute to the Board;
- (iii) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer; and
- (iv) make recommendations to the Board with particular regard to ensuring a substantial majority of the directors on the Board being independent of management.

Major accomplishments of the Nomination Committee in 2022 comprised the following:

- (i) reviewed and monitored the structure, size, composition and independence of the Board;
- (ii) reviewed and made recommendations to the Board regarding the re-elected Directors; and
- (iii) reviewed and advised the Board regarding updates to the corporate governance of the GEM Listing Rules and Board diversity.

Compliance Committee

The Company has established a compliance committee ("**Compliance Committee**") with written terms of reference. The terms of reference of the Compliance Committee are available on the websites of the Stock Exchange and the Company.

The Compliance Committee is currently composed of 3 Directors, namely Mr. Wong Tik Tung, Mr. Zhou Chuang Qiang and Mr. Man Wai Lun, and chaired by Mr. Wong Tik Tung.

For the year ended 31 December 2022, 1 Compliance Committee meeting was held and the members' attendance is shown on page 30 of this annual report.

提名政策(總結如下)規定了本公司提名董事的主要提名標準和原則,並規定了委員會為實施該政策應採取的措施:

- (i) 每年檢討及監察董事會之架構、規模及組成(包括技能、知識、經驗及多元化觀點),並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議;
- (ii) 在董事會需要增加董事人數或填補董事空缺時,物色及提名合資格的人選。董事會考慮各候選人時將採用的準則須為各候選人能否對董事會作出貢獻;
- (iii) 就委任或續聘董事以及董事繼任規劃(尤其是主席及行政總裁)事宜向董事會提出建議;及
- (iv) 向董事會提出建議,尤其是確保董事會中絕大部分董事均獨立於管理層。

提名委員會於二零二二年達成的主要事項包括下列各項:

- (i) 審議及監控董事會的架構、規模、組成及獨立性;
- (ii) 就重選董事作出檢討及向董事會提出建議;及
- (iii) 審議GEM上市規則有關企業管治之更新及董事會多元化並向董事會作出建議。

合規委員會

本公司已成立合規委員會("合規委員會"),並以書面列明其職權範疇。合規委員會的職權範圍可於聯交所及本公司網站查閱。

合規委員會現時由三名董事組成(即汪滌東先生、周劍強先生及文偉麟先生),由汪滌東先生擔任主席。

截至二零二二年十二月三十一日止年度,合規委員會已舉行1次會議,成員出席情況載於本年報第30頁。

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The role and functions of the Compliance Committee include:

- (i) to establish, maintain and approve the compliance system of the Group;
- (ii) to support and provide instruction to ensure that each department to establish, execute and maintain its compliance system;
- (iii) to approve the compliance manual and ensure it is updated;
- (iv) to organise education and training programmes on compliance, including compliance seminars;
- (v) to monitor the status of the compliance system and discuss from time to time with relevant management members on the compliance system to ascertain what action, if any, is required for ongoing compliance;
- (vi) to investigate compliance problems and take appropriate measures when one arises (it may instruct the relevant department(s) to deal with the problem depending on its nature);
- (vii) to delegate the day-to-day implementation and monitoring of compliance system to the compliance officer and company secretary;
- (viii) to review and monitor the ongoing compliance with the GEM Listing Rules and relevant laws and regulations;
- (ix) to note any material deficiencies and take remedial actions if necessary and at all times keep the Board abreast of any such actions and/or developments; and
- (x) to review the disclosures in the Company's interim and annual reports regarding any regulatory deficiencies and remedial actions.

Major accomplishments of the Compliance Committee in 2022 comprised the following:

- (i) reviewed the disclosures in the Company's interim and annual report regarding any regulatory deficiencies and remedial actions, if any; and
- (ii) reviewed changes and updates of the GEM Listing Rules and advised the Board accordingly.

合規委員會的角色及職能包括：

- (i) 建立、維持及批准本集團的合規系統；
- (ii) 支持及提供指示以確保各部門建立、執行及維持其合規系統；
- (iii) 批准合規手冊及確保其獲更新；
- (iv) 組織合規教育及培訓計劃，包括合規研討會；
- (v) 監管公司的合規系統狀況，及不時與有關管理成員討論關於合規系統以確定需要採取什麼行動(如有)以持續合規；
- (vi) 調查合規問題並在產生問題時採取適當措施(其可指示相關部門依據問題性質處理)；
- (vii) 委派合規主任及公司秘書日常實施及監控合規系統；
- (viii) 檢討及監管與GEM上市規則及相關法律及規例有關的持續合規事宜；
- (ix) 記錄任何重大不足之處及(如有需要)採取補救行動，及時令董事會了解任何前述行動及/或進展的最新情況；及
- (x) 檢討本公司在中期及年度報告中關於任何監管漏洞及補救行動的披露。

合規委員會於二零二二年達成的主要事項包括下列各項：

- (i) 檢討本公司在中報及年報中關於任何監管漏洞及補救行動(如有)的披露；及
- (ii) 檢討GEM上市規則之變更及更新並相應向董事會作出建議。

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board is ultimately responsible for the risk management of the Group and has full authority to maintain the soundness and effectiveness of the internal control system and risk management procedures of the Group to ensure efficient and effective use of the Group's resources to assist the Group in achieving its operation objectives, safeguarding the Group's assets and ensuring compliance with laws and regulations.

The Group emphasizes the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and shareholders' interests. During the year under review, an external independent consultant has reviewed the risk management and internal control systems of the Group. The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. At the first line of defence, business units are responsible for identifying, assessing and monitoring risk associated with each business or transaction. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new system and oversees portfolio management. It ensures risks are within acceptable range and that the first line of defence is effective. As the third line of defense, the external independent consultant assists the review of the first and second lines of defence. The Group is committed to the identification, evaluation and management of risks associated with its business activities through ongoing assessment of a risk register, by considering the likelihood and impact of each identified risk. The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by the Audit Committee and the Board.

For the year ended 31 December 2022, the external independent consultant, engaged to review the Group's internal control systems and recommend actions to improve our internal controls, has provided written reports to the Audit Committee. The Audit Committee has also reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions on an annual basis. Based on the review, the Audit Committee is of the view that the Group's internal control system was generally effective.

Based on the above, the Board has conducted a review of the effectiveness of the risk management and internal control system of the Group pursuant to D.2.1 of the CG Code, covering the material financial, operational and compliance controls, and considers them generally effective and adequate in all material respects. With a view of further enhancing the Group's internal control system on an ongoing basis, the Group will continue to engage external professional advisers to conduct review and consider to establish a formal in-house internal audit department where necessary from time to time, taking into account the development of the business and the scale and complexity of our operation in future.

風險管理及內部監控

董事會對本集團的風險管理負有最終責任，並能全權維持本集團內部監控系統及風險管理程序健全及有效，確保以有效率及有效益的方式使用本集團資源以協助本集團達成業務目標，保障本集團資產，以及確保符合相關法例及規例。

本集團著重健全的內部監控系統，此舉亦為本集團減少主要風險不可或缺之一環，本集團設立內部監控系統旨在對重大錯誤或損失提供合理但並非絕對之保證，以及管理及消除營運系統故障及未能達致業務目標的風險。董事會持續檢討內部監控系統，以確保其在保護重要資產及保障股東權益方面能提供實際而有效之合理保證，於回顧年度，外聘獨立顧問已對本集團的風險管理及內部監控系統作出檢討。本集團採納三級風險管理方法以識別、評估及管理不同類型的風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監察組合管理，並確保風險在可接受範圍內及第一道防線行之有效。作為第三道防線，外部獨立顧問協助審核第一道及第二道防線。本集團透過考慮各項已識別風險的可能性及影響，持續評估風險登記冊，致力識別、評估及管理與業務活動相關的風險。本集團已推行有效的監控系統，包括具體制訂職權範圍的管理架構、穩健的管理系統及由審核委員會及董事會定期檢討本集團的表現。

截至二零二二年十二月三十一日止年度，外聘獨立顧問（受聘對本集團的內部監控系統作出檢討並建議改善內部監控的措施）已向審核委員會作出書面匯報。審核委員會亦已按年度基準檢討會計、內部審計及財務報告職能方面的資源、員工資歷及經驗、培訓及有關預算是否足夠。根據檢討，審核委員會認為，本集團的內部監控系統基本有效運作。

基於上述情況，董事會已根據企業管治守則第D.2.1條對本集團的風險管理及內部監控系統的有效性進行檢討，涵蓋重大財務、營運及合規監控，並認為該等監控在各重大方面基本有效及充分。為持續進一步加強本集團的內部監控系統，本集團將根據日後業務的發展以及我們營運的規模與複雜性，繼續外聘專業顧問進行檢討並不時考慮於必要時建立正式的內部審計部門。

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Inside Information

The Company assesses the likely impact of any unexpected and significant event that may impact the price of the shares of the Company or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. The executive Directors have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time. The Company has put in place procedures on handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the GEM Listing Rules.

RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENT AND REMUNERATION OF AUDITORS

The Directors acknowledge their responsibility for the preparation of the Group's consolidated financial statements, which are prepared on a going concern basis. Such responsibility of the Directors, and the responsibilities of the auditors in respect of the consolidated financial statements are set out in the report of the auditors of this annual report. The audit committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022 and recommended approval to the Board. The consolidated financial statements of the Group for the year ended 31 December 2022 were audited by McMillan Woods (Hong Kong) CPA Limited ("McM") whose term of office will expire upon the forthcoming annual general meeting of the Company. The audit committee has recommended the Board the reappointment of McM as the auditors of the Company at the forthcoming annual general meeting. A breakdown of the remuneration paid/payable to the external auditors (including its affiliates) of the Company in respect of audit and non-audit services provided to the Company during the year is set out below:

內部資料

本公司評估任何不可預計重大事件可能對本公司股份價格或成交量的影響，並決定有關資料是否視為內幕資料，而須根據GEM上市規則第17.10條及17.11條和證券及期貨條例第XIVA部的內幕資料條文在合理可行情況下盡快披露。執行董事負責批准本公司根據董事會不時授權而刊發的若干公告及／或通函。本公司已及時到位處理及發佈內部資料，並不會導致任何人士在本公司處於佔優地位，並令市場於得悉最新可得資料的情況下，有充足時間定出本公司上市證券之價格。本公司擁有適當的內部監控及匯報系統，以識別及評估潛在內部資料。根據GEM上市規則規定，本公司內幕資料乃通過於聯交所及本公司網站刊載相關資料而發佈。

對綜合財務報表之責任及核數師薪酬

董事知悉彼等編製本集團綜合財務報表之責任，財務報表乃按持續經營基準編製。董事之相關責任以及核數師對綜合財務報表之責任載於本年報之核數師報告內。審核委員會已審閱本集團截至二零二二年十二月三十一日止年度之經審核綜合財務報表並向董事會作出建議批准。本集團截至二零二二年十二月三十一日止年度之綜合財務報表由長青(香港)會計師事務所有限公司(「長青」)審核，其任期將於本公司應屆股東週年大會上屆滿。審核委員會已向董事會建議於應屆股東週年大會上重新委任長青為本公司之核數師。已付／應付本公司外聘核數師(包括其聯屬人士)於年內為本公司提供核數及非核數服務之薪酬明細載於下文：

Items	項目	Fees 費用 (HK\$'000) (千港元)
Audit services (including the review of quarterly/interim financial information)	核數服務(包括審閱季度／中期財務資料)	610
Non-audit services	非核數服務	100
Total	總計	710

Note: The amounts did not consider prior years' underprovision/overprovision.

附註：該金額不包括過往年度撥備不足／過度撥備。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company Secretary is Mr. Wong Kwok Chung, an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. During the year, Mr. Wong attended over 15 hours of professional training as required under Rule 5.15 of the GEM Listing Rules.

DIVIDEND POLICY

The Company has adopted a policy concerning the payments of dividend. The Company gives priority to distributing dividend in cash and shares its profits with its shareholders. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account the Company's financial results, future prospects and other factors, and subject to:

- the Articles of Association of the Company;
- the applicable restrictions and requirements under the laws of the Cayman Islands;
- any banking or other funding covenants by which the Company is bound from time to time;
- the investment and operating requirements of the Company; and
- any other factors that have material impact on the Company.

The Board may consider distributing special dividend to all shareholders, and the amount of which shall be determined and approved by the Board at its absolute discretion. Under the Cayman Islands Companies Act and the Articles of Association of the Company, all of our shareholders have equal entitlement to dividends and distributions. The Board shall have the right to review the dividend policy from time to time as it deems fit according to the financial and business development requirements of the Company.

ANTI-CORRUPTION AND WHISTLEBLOWING

When our employees or business partners discover corruption, bribery or issues, they can report by real-name or anonymously through post or by visit in person. The information of the whistleblower will be kept strictly confidential.

For further details, please refer to B7 of the Environmental, Social and Governance Report of this annual report.

公司秘書

公司秘書為黃國忠先生，彼為香港會計師公會會員以及英國特許公認會計師公會資深會員。年內，黃先生已根據GEM上市規則第5.15條規定，出席超過15小時的專業培訓。

股息政策

本公司已採納有關股息派付的政策。本公司優先考慮以現金方式分派股息，與股東分享溢利。股息派付比率將由董事會考慮本公司之財務業績、未來前景及其他因素後全權酌情釐定或建議（視乎情況而定），並受以下各項限制：

- 本公司組織章程細則；
- 開曼群島法律下的適用限制及要求；
- 本公司不時受其約束的任何銀行或其他金融契諾；
- 本公司的投資及營運需求；及
- 任何其他對本公司構成重大影響的因素。

董事會可考慮分派特別股息予全體股東，有關金額應由董事會全權酌情釐定及批准。根據開曼群島公司法及本公司之組織章程細則，本公司全體股東享有同等股息及分派之權利。董事會有權於其認為合適時按本公司財政及業務發展需求不時審閱股息政策。

反腐敗與舉報

當我們員工或合作夥伴發現腐敗、貪污或問題，均可透過實名或匿名郵遞或親身舉報。舉報人信息會被嚴格保密。

更多詳情請參閱本年報的環境、社會及管治報告B7。

Corporate Governance Report

企業管治報告

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company recognizes the importance of good communications with its shareholders and the investors. A key element of effective communication with shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Board has adopted the Shareholders Communication Policy, which has been published on the website of the Company, to set out the principles of the Company in relation to shareholders communications, with the objectives of ensuring a transparent and timely communication with shareholders through various means including but not limited to publication of corporate communications and information on the websites of the Company and the Stock Exchange as required by the GEM Listing Rules.

The Company's general meetings are a valuable forum for the Board to communicate directly with the shareholders. Shareholders are encouraged to participate in general meetings where attending Board members, appropriate management and external auditors could answer questions that shareholders may raise. Separate resolutions are proposed at general meetings for each substantial issue, including the re-election and election of individual directors. The detailed procedures of conducting a poll are explained to shareholders at the commencement of the general meetings, to ensure that shareholders are familiar with such procedures. To solicit and get feedback from shareholders, the Company provides shareholders with channels to express their views on matters affecting the Company including the Hong Kong Branch Share Registrar of the Company for enquiries on shareholdings. When necessary, the shareholders can also send their enquiries and concerns to the Board by addressing them to the Group's principal place of business in Hong Kong, for the attention of the Board or the Company Secretary.

The Company's last AGM was held on Thursday, 23 June 2022 at 11:00 a.m. at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong. The notice of the AGM has been sent to the shareholders at least 21 days before the meetings. All the resolutions proposed at the meetings were approved by shareholders of the Company by poll. The Board has reviewed the implementation and effectiveness of the Shareholders Communication Policy including the attendance of directors and auditors, steps taken at the general meetings, the handling of queries received (if any) and the multiple channels of communication and engagement in place, and considered that the Shareholders Communication Policy has been properly implemented during 2022 and is effective.

與股東的通訊及投資者關係

本公司深明與其股東及投資者維持良好溝通之重要性。與股東及投資者有效溝通的重要因素在於迅速及適時發佈與本集團有關的資訊。董事會採納已於本公司網站公佈的股東通訊政策，以制定與股東通訊有關的本公司原則，旨在透過不同途徑（包括但不限於按照GEM上市規則的規定於本公司及聯交所網站刊登公司通訊及資料），以確保與股東進行具透明度及及時的溝通。

本公司之股東大會乃董事會直接與股東溝通之寶貴平台。我們鼓勵股東參與股東大會，會上董事會成員、合適的管理層及外聘核數師可回答股東提問。於股東大會上，就各重大事項提呈個別決議案，包括重選及選舉個別董事。有關進行投票表決的詳細程序於股東大會開始時向股東解釋，以確保股東熟悉有關程序。為徵求及得到反饋意見，本公司為股東提供渠道，就影響本公司的事宜發表意見，包括向本公司香港股份過戶登記分處查詢持股情況。股東亦可於需要時向董事會提出查詢及關注事項，方式為將有關查詢及關注事項以董事會或公司秘書為收件人，寄往本集團於香港的主要營業地點。

本公司上屆股東週年大會已於二零二二年六月二十三日（星期四）上午十一時正假座香港金鐘金鐘道95號統一中心10樓舉行。股東週年大會通告已在大會舉行前至少21日寄發予股東。所有於大會上提呈的決議案均獲本公司股東投票表決通過。董事會已審視股東通訊政策的實施情況及成效，包括董事及核數師的出席、股東大會上所採取的步驟、處理收到的查詢（如有）以及現有的多種溝通及參與渠道，並認為股東通訊政策已於二零二二年妥善實施及生效。

Corporate Governance Report

企業管治報告

Shareholders' Rights

As to nomination of Director

Subject to the articles of association of the Company (the "Articles of Association") and the Companies Law of the Cayman Islands, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Article 113 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

Accordingly, if a shareholder of the Company (the "Nominator") wishes to nominate a person (the "Nominee") other than a retiring Director to stand for election as a Director, the Nominator shall lodge a notice in writing duly signed by the Nominator of the intention to propose the Nominee for election as a Director at the Company's Hong Kong branch registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, with the following information of the Nominee included:

- (i) a notice in writing signed by the Nominee of his/her willingness to be elected as a Director;
- (ii) the biographical details of the Nominee as required by Rule 17.50(2) of the GEM Listing Rules; and
- (iii) the Nominee's written consent to the publication of his/her personal data.

The notice must state clearly the name of the Nominator, his/her/their shareholding in the Company and the contact details of the Nominator and the Nominee. The identity and the shareholding of the Nominator will be verified by the Company's Hong Kong branch registrar and the information shall be proper and in order for processing.

股東權利

就董事提名

根據本公司組織章程細則(「章程細則」)及開曼群島公司法，本公司可不時在股東大會以普通決議案選出任何人士出任董事，以填補董事會臨時空缺或作為現有董事會之新增成員。章程細則第113條訂明，除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士表明其願意選舉之書面通知已呈交至本公司總辦事處或註冊辦事處，否則概無人士(退任董事除外)有權在任何股東大會上選舉出任董事職位(除非由董事會推選)。提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七日結束，而向本公司發出該等通知之最短期間須為最少七日。

據此，倘本公司股東(「提名者」)有意提名退任董事以外的人士(「被提名者」)參選董事，則提名者應當提交一份由提名者正式簽署的書面通知，表明其有意提名被提名者參選董事，連同包括以下被提名者資料送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏愨道16號遠東金融中心17樓：

- (i) 被提名者表示願意參選董事之經簽署的書面通知；
- (ii) 根據GEM上市規則第17.50(2)條須予披露該名被提名者之履歷詳情；及
- (iii) 被提名者同意發佈其個人資料之書面同意書。

該通知必須載明提名者的姓名、其於本公司的持股量及提名者和被提名者的聯繫方式。本公司的香港股份過戶登記分處會核實提名者的身份及持股量，所提供的資料當為恰當及妥當以作處理。

Corporate Governance Report

企業管治報告

As to convening of general meetings

There are no provisions governing shareholders' rights to put forward proposals or move resolutions at a general meeting under the constitutional documents of the Company or the laws of the Cayman Islands. Shareholders who wish to put forward proposals or move a resolution may however, convene an extraordinary general meeting (the "EGM") to be called by the Board by following the procedures below. Procedures for Shareholders to convene an EGM (including making proposals/moving a resolution at the EGM) to be called by the Board:

- (i) any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the "Company Secretary"), to require an extraordinary general meeting (the "EGM") to be called by the Board for the transaction of any business specified in such requisition pursuant to Article 64 of the Articles; and
- (ii) The written requisition shall be duly signed by the eligible shareholder(s) concerned (the "Eligible Shareholder(s)") and deposited to the Company's Hong Kong branch registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong;
- (iii) The written requisition shall state clearly the name of the Eligible Shareholder(s), his/her/their shareholding in the Company, the contact details, the reason(s) to convene an EGM, the agenda of the EGM including the details of the business(es) proposed to be transacted at the EGM;
- (iv) The identity and the shareholding of the Eligible Shareholder(s) will be verified by the Company's Hong Kong branch registrar and the information shall be proper and in order for processing. If the requisition is found to be proper and in order, the Board shall convene an EGM within 2 months and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM after the deposit of the requisition. On the contrary, if the requisition has been verified as not in order, the Eligible Shareholder(s) will be advised of this outcome and accordingly, the Board will not convene an EGM and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM; and
- (v) if within 21 days of the deposit of the requisition, the Board has not advised the Eligible Shareholder(s) of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/themselves may do so in the same manner, and all reasonable expenses incurred by the Eligible Shareholder(s) as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) by the Company.

CONSTITUTIONAL DOCUMENTS

The Company has not made any change to its constitutional documents during the year. A consolidated version of the Company's constitutional documents is available on the Company's website and the website of the Stock Exchange.

就召開股東大會

根據本公司章程文件或開曼群島法例，概無條文規管股東於股東大會提呈建議或作出動議的權利。然而，有意提呈建議或作出動議的股東可透過以下程序召開由董事會召集的股東特別大會（「股東特別大會」）。股東召開由董事會召集的股東特別大會（包括於股東特別大會提呈建議／作出動議）的程序：

- (i) 於遞呈要求日期持有不少於本公司繳足股本（賦予權利於本公司股東大會上投票）十分之一的任何一名或多名本公司股東隨時有權根據章程細則第64條，向董事會或本公司之公司秘書（「公司秘書」）發出書面要求，要求董事會召開股東特別大會（「股東特別大會」），以處理有關要求中指明的任何事項；及
- (ii) 相關合資格股東（「合資格股東」）應當提交其正式簽署的書面要求送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏愨道16號遠東金融中心17樓；
- (iii) 該書面要求應當載明合資格股東的姓名、其於本公司的持股量、其聯繫方式、召開股東特別大會的理由、股東特別大會的議程（包括擬在股東特別大會上處理之事務詳情）；
- (iv) 本公司的香港股份過戶登記分處會核實合資格股東的身份及持股量，所提供的資料當為恰當及妥當以作處理。如該要求經核實為恰當及妥當時，董事會當在遞交該要求後2個月內召開股東特別大會及／或將合資格股東所提呈之建議或決議案包括在股東特別大會內。相反，如該要求經核實該為不妥當，合資格股東將被告知該結果，而相應地，董事會將不會召開股東特別大會及／或將合資格股東所提呈之建議或決議案包括在股東特別大會內；及
- (v) 倘在要求書遞交後21天內董事會並無將任何相反結果告知合資格股東且未能進行召開有關股東特別大會，則合資格股東可以相同方式自行召開股東特別大會，而本公司須向合資格股東償付因董事會未能召開該大會令合資格股東產生的所有合理費用。

章程文件

本公司章程文件於年內概無任何變動。本公司章程文件之綜合版本可於本公司網站及聯交所網站查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

1 BACKGROUND

The Group is principally engaged in research and development, manufacturing and sale of consumer electronic products. The Group provides one-stop services to its customers by offering design, prototyping/sampling, manufacturing, assembling, packaging and marketing of its products.

2 ABOUT THE REPORT

The Group contributes to sustainable development by delivering environmental, social and economic benefits to all stakeholders in a balanced way. The Group is pleased to present the environmental, social and governance report (the “ESG” report) for the year ended 31 December 2022 (“2022” or “Year”) for the purpose of demonstration of its efforts on sustainable developments to the stakeholders.

This ESG report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in the Appendix 20 to the Listing Rules and is divided into two parts, namely environmental and social. This ESG report has been prepared to cover the ESG performance of the Group’s operating entities.

The basis of reporting principles — materiality, quantitative and consistency:

- “Materiality” Principle: The Group determines material ESG issues by stakeholder engagement and materiality assessment.
- “Quantitative” Principle: Information is presented with quantitative measure, whenever feasible, including information on the standards, methodologies, assumptions used and provision of comparative data.
- “Consistency” Principle: The Report will use consistent methodologies for meaningful comparisons in the past years unless improvements in methodology are identified.

1 背景

本集團主要從事研發、製造及銷售消費電子產品。本集團通過提供設計、原型機製造／樣機製造、製造、裝配、包裝及營銷產品而向客戶提供一站式服務。

2 關於本報告

本集團以均衡方式向所有利益相關者提供環境、社會及經濟利益，藉此為可持續發展作出貢獻。本集團欣然向利益相關者提交截至二零二二年十二月三十一日止年度（「二零二二年」或「年度」）的環境、社會及管治報告（「ESG」報告），以展示其在可持續發展方面付出的努力。

本ESG報告根據上市規則附錄20所規定的環境、社會及管治報告指引編製，分為環境及社會兩個部分。編製本ESG報告旨在涵蓋本集團營運實體的ESG績效。

報告原則的基準 — 重要性、量化及一致性：

- 「重要性」原則：本集團通過利益相關者參與及重要性評估確定重大ESG事項。
- 「量化」原則：在任何可行情況下，採取量化措施呈現資料，包括關於標準、方法、所用假設及提供比較數據的資料。
- 「一致性」原則：除非已確定方法上的改進，否則本報告將使用一致的方法對過去幾年進行有意義的比較。

* For identification purpose only

* 僅作識別之用

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3 BOARD STATEMENT

As a group listed in the GEM of the Stock Exchange, the Group undoubtedly places a strong emphasis on growth and development so as to transform to a scalable enterprise. Notwithstanding such emphasis, the Board is fully aware that the duly performance of our responsibilities relating to ESG are key to our sustainable development and plays a primary role in overseeing the Group's ESG issues. The Board approves environmental goals and social goals for the sustainability of the Group's business. We strive to align our long term corporate development with environment and society.

The Board is ultimately responsible for the Group's ESG strategy. The ESG working team, reporting to the Board, identifies ESG issues and risks posed to the Group and evaluates the impacts of ESG-related risks towards our operation. In managing the priorities, the team takes into account the relevant materiality assessment and focuses on those ESG issues that would have significant impact and risks and within the parameters agreed by the Board. The team formulates ESG policies in dealing with the relevant material risks. Balancing the cost against returns, we endeavour to integrate social and environmentally friendly measures into our daily operations where practicable. The team compiles ESG issues which are (a) identified internally from our operations, and (b) collated externally from our stakeholders. Data from relevant material risks is gathered and KPIs are created to set practicable targets. The team manages relevant material risks by regularly monitoring the KPIs against the targets.

The oversight of the Board ensures that the team can have all the right tools and resources to deal with the ESG issues. The team updates to the Board at the regular meetings with the progress and the status of achieving the KPI targets, the environmental goals and the social goals. The Board reviews and monitors the team's reporting, ensuring that the requirements from the Board are met. All of the operations and businesses of the Company and its subsidiaries, subject to the relevant material identified, are under the scope of review and assessment. As the business evolves, we continue to pay attention to the compliance status of ESG-related rules and regulations and identify new ESG issues.

3 董事會聲明

作為一間在聯交所GEM上市的集團，本集團無疑高度重視增長和發展，以轉型為可擴展的企業。儘管如此強調，董事會充分意識到，適當履行與ESG相關的職責是我們實現可持續發展的關鍵，也對監督本集團的ESG事項方面發揮著主要作用。董事會批准本集團業務可持續性的環境目標及社會目標。我們努力使本公司的長期發展配合環境及社會。

董事會最終負責本集團的ESG戰略。ESG工作團隊向董事會報告，確定ESG事項及對本集團構成的風險，並評估ESG相關風險對我們營運的影響。在管理優先事項時，該團隊會考慮相關的重要性評估，並將重點放在會產生重大影響及風險且屬董事會同意的參數範圍內的ESG事項上。該團隊制定ESG政策以應對相關重大風險。在平衡成本和回報時，我們努力在可行的情況下，將社會及環保措施納入我們的日常營運中。該團隊彙編ESG事項，該等事項為(a)從我們的營運中內部識別，及(b)來自利益相關者，由我們自外部整理。匯集相關重大風險的數據並創建關鍵績效指標以設定切實可行的目標。該團隊通過定期按照目標監控關鍵績效指標管理相關重大風險。

董事會的監督確保該團隊擁有所有正確的工具及資源處理ESG事項。該團隊在定期會議上向董事會匯報實現關鍵績效指標目標、環境目標及社會目標的進展和狀態。董事會審查並監督該團隊的報告，確保董事會的要求得到滿足。根據確定的相關材料，本公司及其附屬公司的所有營運及業務均在審查和評估範圍內。隨著業務發展，我們將繼續關注ESG相關規則及規例的合規狀況和發現新的ESG事項。

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4 MATERIALITY MATRIX

During the Year, the Group has evaluated a number of environmental, social and operation related issues, and assessed their importance to stakeholders and the Group through various channels. This assessment helps to ensure the Group's business development is in line with the expectations and requirements of its stakeholders. The Group's and its stakeholders' matters of concern are presented in the following materiality matrix:

4 重要性矩陣

於年度內，本集團評估了多個與環境、社會及營運相關的問題，並通過各種渠道評估了該等問題對利益相關者及本集團的重要性。此評估有助於確保本集團的業務發展符合其利益相關者的期望及要求。本集團及其利益相關者的關注事項在以下重要性矩陣中列示：

	Importance to the Group 對本集團的重要性		
	Low 低	Medium 中	High 高
High 高	<ul style="list-style-type: none"> ◆ Anti-discrimination 反歧視 ◆ Protecting labour rights 保護勞動權利 	<ul style="list-style-type: none"> ◆ Talent management 人才管理 ◆ Staff training and promotion opportunity 員工培訓及晉升機遇 ◆ Staff compensation and welfare policies 員工報酬及福利政策 	<ul style="list-style-type: none"> > Customers' satisfaction Level 客戶滿意度 > Anti-corruption 反貪污 > Product quality and safety 產品質量及安全 > Suppliers management 供應商管理 > Occupational health and workplace safety 職業健康與工作場所安全
Medium 中	<ul style="list-style-type: none"> > Community involvement 社區參與 	<ul style="list-style-type: none"> ◇ Use of resources 資源使用 	<ul style="list-style-type: none"> > Operational compliance 營運合規 > Protecting customers' privacy 保護客戶隱私 ◇ Air emissions 廢氣排放
Low 低	<ul style="list-style-type: none"> ◆ Preventive measures for child and forced labour 預防童工及強迫勞動的措施 	<ul style="list-style-type: none"> ◇ Non-hazardous wastes produced 所產生的無害廢棄物 	<ul style="list-style-type: none"> ◇ Use of raw materials 原材料使用 ◇ Hazardous wastes produced 所產生的有害廢棄物

◇ Environmental 環境 ◆ Employee 僱員 > Operation 營運

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The table underneath showed aspects on the ESG Guide to be assessed and those ESG issues were determined to be material to the Group.

下表載列 ESG 指引所列須作出評估的層面及被釐定為對本集團屬重大的 ESG 事項。

ESG Aspects as set forth in ESG Guide ESG 指引所列的 ESG 層面	Material ESG issues for the Group 對本集團屬重大的 ESG 事項
(A) Environmental	
(A) 環境	
A1 Emissions	Emission from town gas or Vehicle
A1 排放	煤氣或汽車的排放
A2 Use of Resources	Use of energy and paper
A2 資源使用	能源及紙張使用
A3 Environment and Natural Resources	
A3 環境及自然資源	
A4 Climate Change	
A4 氣候變化	
(B) Social	
(B) 社會	
B1 Employment	Labour practices
B1 僱傭	勞工常規
B2 Health and Safety	Workplace health and safety
B2 健康與安全	工作場所健康及安全
B3 Development and Training	Employee development and training
B3 發展及培訓	員工發展及培訓
B4 Labour Standards	Anti-child and forced labour
B4 勞工標準	禁止童工或強迫勞動
B5 Supply Chain Management	Supply chain management
B5 供應鏈管理	供應鏈管理
B6 Product Responsibility	Product responsibility
B6 產品責任	產品責任
B7 Anti-corruption	Anti-corruption, fraud prevention and anti-money laundering
B7 反貪污	反貪污、防止欺詐及反洗黑錢
B8 Community Investment	Community programs, employee volunteering and donation
B8 社區參與	社區活動、員工志願及捐贈活動

A. ENVIRONMENTAL

Environmental protection is one of the core values of the Group. The Group has proactively looked for and implemented new technology at various stages of production in order to minimise its impact on the environment. The Group's products are designed to be safe and environmental friendly for customer use, meaning recyclable and safe to dispose materials are specified in its designs, and clean production processes are adopted in its manufacturing process. Moreover, unnecessary packaging that can cause harm to environment is not introduced into its products.

The Group considers environmental protection an essential component of sustainable and responsible business. The Group strive to negate impacts on the environment and to seek environmentally friendly methods of operation. Given the nature of the Group's business, electricity is the most significant resources consumed in the office in the PRC and Hong Kong.

A. 環境

環境保護為本集團的核心價值之一。本集團積極尋找，並在產品的各個階段實施新技術，以最大程度減少對環境的影響。本集團致力於為客戶設計出安全及環保的產品，供彼等使用，這意味著其設計蘊含可循環及安全處理材料的理念以及在其生產過程中採用清潔生產工藝。此外，不必要的包裝會對環境造成破壞，因此不會對產品進行不必要的包裝。

本集團視環保為可持續發展業務及企業責任的重要部分。本集團盡量減少對環境帶來的負面影響，並尋求環保運作方式。由於本集團的業務性質使然，電力是中國及香港辦事處使用最多的資源。

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The Group have narrowed down to the following key areas where it should exert the effort on:

- Usage of resources from the operations;
- Energy consumption; and
- Indoor environmental quality.

The Current Environmental Policies

The Group's main task is to measure and report the efforts in reducing carbon footprints, promote waste reduction at source, enhance its waste disposal management and set targets on environmental performance. To minimise the environmental impacts concerning the activities, products and services, the Group will:

- Comply with applicable legal requirements and other requirements which relate to the Group's environmental aspects, and to which the Group subscribes;
- Identify environmental impacts associated with the operations and set the targets to reduce stress on the environment in consideration of social expectations;
- Prevent pollution, reduce waste and minimise the consumption of resources from all daily operations and actively promote recycle, reuse and replace;
- Educate, train and motivate employees to develop a social viewpoint that enables them to conduct business activities in an environmentally responsible manner.

A1.1. Emissions Data from Gaseous Fuel Consumption

For Hong Kong office operations, the key environmental impacts from the Group's operations related to energy and paper consumption. To achieve environment protection, the Group encourages employees to shift to e-statement or scanning to reduce the use of paper and greenhouse gas emissions; to switch off all computers and office equipment and air-conditioner at the end of each working day.

The Group has integrated environmental objectives into the business decisions in a cost-effective manner. The Group has required all staff to assume environmental responsibilities in normal operating procedures and has enhanced the awareness of environmental and resource efficiency issues amongst the customers, staff and stakeholders. All important green and quality assurance policies have been posted on the notice board and stated in the standard operating procedures of the manufacturing plant.

本集團已將須努力改善的範圍縮窄至以下關鍵領域：

- 於營運過程中所使用的資源；
- 能源消耗；及
- 室內環境質素。

當前環境政策

本集團的主要任務為衡量及報告我們於減少碳足跡所作出的努力，以及促進源頭減廢、加強廢棄物處置管理並設定環保表現目標。為最大程度減低我們的業務及所提供的產品及服務對環境帶來的影響，本集團將：

- 遵守與本集團環境方面有關及本集團須遵守的適用法律規定及其他規定；
- 識別與我們營運有關的環境影響並經考慮社會期望後訂下減少環境壓力的目標；
- 防止污染、減少浪費及減少所有日常業務營運之資源消耗，並積極推廣回收、重複使用及替換；
- 推行教育、培訓及激勵僱員建立社會觀念，使僱員於進行業務活動時亦對環境負責任。

A1.1. 氣體燃料消耗排放數據

香港辦事處營運方面，本集團營運產生的主要環境影響與能源及紙張消耗有關。為實現保護環境的目的，本集團鼓勵僱員轉向使用電子月結單或掃描來減少紙張使用，並減少溫室氣體排放；並在各工作日結束時關閉所有電腦及辦公室設備及空調。

本集團已按成本效益方式將環境目標納入業務決策的一部分。本集團已要求全體員工在正常營運過程中擔負環保責任，並提高客戶、員工及利益相關者在環境及資源效率問題方面的意識。所有重要的綠色及質量保證政策均已在公告欄上作出公佈，並於製造廠的標準營運程序中列明。

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- a) The Company did not have town fuel and town gas consumption during the Year.
- b) The Company did not use its motor vehicles during the Year, therefore no emissions data in relation to gaseous fuel consumption of motor vehicles applied.

- a) 本公司年內並無消耗燃料及煤氣。
- b) 本公司於年內並無使用其汽車，因此並無與汽車有關的應用氣體燃料消耗排放量數據。

A1.2. Greenhouse Gas Emission

The table below highlights its carbon footprint during the Year:

A1.2. 溫室氣體排放量

下表重點標示其於年內的碳足跡：

	KPI		
	關鍵績效指標		
	2022	Unit	%
	二零二二年	單位	%
Scope 1			
範圍 1			
Direct Emission	-	Kg	-
直接排放		千克	
Scope 2			
範圍 2			
Indirect Emission	12,682	Kg	96%
間接排放		千克	
Scope 3			
範圍 3			
Other indirect Emission	581	Kg	4%
其他間接排放		千克	
Total	13,263	Kg	100%
總計		千克	

During the Year, there is 13,263 kg of carbon dioxide equivalent greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operation.

年內，本集團的營運排放 13,263 千克二氧化碳當量之溫室氣體（主要包括二氧化碳、甲烷及氧化亞氮）。

Total number of staff as at 31 December 2022 is 28. The annual emission intensity was 474 KgCO₂e/staff.

於二零二二年十二月三十一日，員工總人數為 28 名。年度排放強度為 474 千克二氧化碳當量／員工。

The Group set the targets to 20,000 kg of GHG emission for the Year. The Group has achieved the target during the Year.

本集團將年內的溫室氣體排放目標定為 20,000 千克，本集團於年內已達成此目標。

Compliance with relevant laws and regulations:

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous waste of the Group during the Year. In addition, no significant fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported in the Year.

遵守相關法律及法規：

年內，本集團並不知悉有任何嚴重違反相關法律及法規而在廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生方面造成重大影響的情況。此外，年內並無呈報因未遵守相關法律及法規而被處以重大罰款或非貨幣制裁的情況。

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A1.3. Hazardous and non-hazardous waste

The Group generates no hazardous waste in its operation. Non-hazardous waste from use of electricity of the Group's operation but the management of the Group believed that is insignificant waste.

A2.1. Use of resource

The Group is committed to minimising the impact of business activities on the environment, and supporting environmental protection programmes. In particular, a number of initiatives designed to conserve resources were introduced to promote employee awareness of the need to achieve efficient utilisation of resources.

The Group has been encouraging employees to establish energy-saving habits in the office, such as switching off lights and electronic appliances before leaving the office, as well as setting indoor temperature at 25.5°C.

During the Year, the energy consumption by type in total of the Group are showed as below:

		KPI 關鍵績效指標	
		2022 二零二二年	Unit 單位
Total energy consumed	所消耗的總能量	15,157	kWh 千瓦時
Total number of staff	員工總人數	28	staff 員工
Electricity consumed per staff	每名員工所消耗的電力	541	kWh/staff 千瓦時／員工

The Group set targets to 20,000 kWh of energy consumption during the Year. the Group has achieved the target during the Year.

A1.3. 有害及無害廢棄物

本集團的營運並無產生有害廢棄物。本集團的營運使用電力會產生無害廢棄物，但本集團管理層認為廢棄物並不重大。

A2.1. 資源使用

本集團致力於最大程度地降低業務活動對環境的影響，並支持環保計劃。特別是，本集團已推出多項旨在節約資源的計劃，以提高僱員實現高效利用資源的需求意識。

本集團一直鼓勵僱員培養辦公室節能習慣，例如於離開辦公室前關閉燈光及電器，並將室溫設定為25.5攝氏度。

於年內，本集團所消耗的能源按類型以總數列示如下：

本集團將年內的能量消耗目標定為20,000千瓦時，本集團於年內已達成此目標。

A3. Environmental and Natural Resources

The Group has established a series of policies, mechanisms and measures on environmental protection and natural resources conservation to enhance its efficiency in the usage of energy, water and materials and also complies with relevant local environmental regulations and international general practices, with an aim to reduce the use of natural resources and protect the environment.

There were no non-compliance cases noted in relation to environmental laws and regulations during the Year.

A3. 環境及自然資源

本集團已制定一系列有關環境保護及自然資源保護的政策、機制及措施來提高使用能源、水及材料的效率，亦遵守有關本地環境法規及一般國際慣例，旨在減少資源使用及保護環境。

我們於年內並無違反有關環境法律及法規。

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A4. Climate change

Global climate change is getting worse and global warming has been a serious problem. The Group, as a responsible enterprise, endeavoured to introduce measures as far as practicable, such as those mentioned in A2.1 above, to reduce greenhouse gas emissions from business operations.

To cope with extreme weather conditions, the Group takes precautionary and protective measures including, where necessary, home office arrangement, work schedule rearrangement and redeployment of resources, to ensure the safety of employees, to minimize the impact on business process and to avoid any physical damages to assets of the Group.

B. SOCIAL

Being a responsible business and employer, the Group are committed to consistently looking for ways to meet the corporate social responsibilities. The Group focuses on its staff, environment and community as well as its business partners.

B1. Employment and Labour Practices

The Group places a significant emphasis on developing human capital and provides competitive remuneration and welfare packages. Promotion opportunities and salary adjustments are benchmarked against individual performance. Employees are entitled to benefits such as annual leave, sick leave, maternity leave, marriage leave, funeral leave and medical coverage in accordance with local regulations.

The Group emphasis on equal opportunities for all personnel in respect of hiring, pay rates, training and development, promotion and other terms of employment. The Group is committed to providing a work environment free from any form of discrimination on the basis of ethnicity, gender, religion, age, disability or sexual orientation.

The Group has a wide diversity of cultures including the employees with different genders, ages, skills, educational backgrounds, industry experiences and other qualifications in order to achieve the most suitable composition and balance.

A4. 氣候變化

全球氣候變化越來越嚴重，且全球變暖已成為一個嚴峻問題。作為一間負責任的企業，本集團努力於切實可行情況下採取措施，如上文A2.1中提到的措施，以減少企業營運產生的溫室氣體排放。

為應對極端天氣情況，本集團採取預防及保護措施，包括在必要時安排居家辦公、重新安排工作日程及重新調配資源，以確保員工的安全，盡量降低對業務流程的影響及避免本集團資產受到任何實質損毀。

B. 社會

作為盡責的企業及僱主，本集團不斷尋求方法履行我們的企業社會責任。我們專注於員工、環境及社區以及我們的業務夥伴。

B1. 僱傭及勞工常規

本集團非常重視開發人力資本及提供具有競爭力的薪酬及福利待遇。晉升機會及薪金調整以個人表現為基準。按照當地法規，僱員有權享有多項福利，例如年假、病假、產假、婚假、喪假及醫療保險。

本集團在招聘、工資標準、培訓與發展、晉升以及其他聘用條款方面對所有人員提供公平的機會。本集團致力提供一個不存在種族、性別、宗教、年齡、殘疾或性取向等任何形式歧視的工作環境。

本集團具備多元化文化，包括不同的性別、年齡、技能、教育背景、行業經驗及其他資歷之僱員，以達致最適合之組合及平衡。

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The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salaries and mandatory provident fund for Hong Kong office staff, fringe benefits include a basic five-day working week, flexible leave arrangement, medical coverage scheme and annual dinner.

The Group has developed an employee handbook in accordance with the Labour Law of the PRC and has distributed it to all employees. The remuneration policies are determined on the basis of performance, qualification and experience of individual employee. The remuneration generally includes salaries and allowances.

The Group had subscribed to those basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance as prescribed by the Social Insurance Law of the PRC, as well as housing fund schemes as prescribed by the Regulations on the Administration of Housing Fund.

Employees' wages, overtime payments and related benefits are made not less than the local government's minimum requirements. The normal working hours for general employees are normally 8 hours a day and 40 hours a week. Integrated computation of working hours is implemented with reference to the requirements of the Labour Law of the PRC.

Staff Composition

As at 31 December 2022, the Group employed a total of 28 (2021: 45) staff, including operational office, sales and marketing, and back office division. All staff members are allocated in Hong Kong and Mainland China.

本集團參考個人表現、工作經驗及當前市場薪金水平而釐定薪酬待遇。香港辦事處員工除享有基本薪金及強制性公積金外，還享有的額外福利包括基本的五天工作週、彈性休假安排、醫療保險計劃和週年晚宴。

本集團已根據《中華人民共和國勞動法》編製員工手冊，並向全體僱員發放員工手冊。薪酬政策乃按個別僱員的表現、資歷及經驗釐定。薪酬一般包括薪金及津貼。

本集團已按《中華人民共和國社會保險法》規定為員工辦理基本退休保險、基本醫療保險、失業保險、工傷保險及生育保險以及《住房公積金管理條例》規定的住房公積金計劃。

僱員的工資、加班工資及相關福利均不低於當地政府的最低要求。一般員工的正常工作時間為每日8小時及每週40小時。工時乃參照《中華人民共和國勞動法》規定綜合計算。

員工組成

於二零二二年十二月三十一日，本集團共聘用28名（二零二一年：45名）員工，包括營運辦事處、銷售及市場推廣及後勤部門的員工。該等員工均駐於香港及中國內地。

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(a) Employee' s Employment Type Distribution

By employment type	按僱傭類型劃分	2022		2021	
		二零二二年		二零二一年	
		Male	Female	Male	Female
		男性	女性	男性	女性
Full-time employment	全職僱用	61%	39%	69%	31%
Part-time employment	兼職僱用	0%	0%	0%	0%
Total	總計	61%	39%	69%	31%

(a) 僱員的僱傭類型分佈

(b) Employee' s Age and Gender Distribution

Age Group	年齡組別	2022		2021	
		二零二二年		二零二一年	
		Male	Female	Male	Female
		男性	女性	男性	女性
0 – 15	0–15 歲	0%	0%	0%	0%
16 – 18	16–18 歲	0%	0%	0%	0%
19 – 30	19–30 歲	7%	7%	11%	4%
31 – 45	31–45 歲	32%	25%	40%	27%
46 – 60	46–60 歲	18%	7%	16%	0%
61 or above	61 歲或以上	4%	0%	2%	0%
Total	總計	61%	39%	69%	31%

(b) 僱員年齡及性別分佈

(c) Employee' s Geographical and Gender Distribution

By geographical	按地區劃分	2022		2021	
		二零二二年		二零二一年	
		Male	Female	Male	Female
		男性	女性	男性	女性
Hong Kong	香港	25%	11%	16%	7%
Mainland China	中國內地	36%	28%	53%	24%
Total	總計	61%	39%	69%	31%

(c) 僱員地區及性別分佈

The Group will continue to provide a well-structured and caring environment to employees to raise their sense of belonging and work efficiency in the Group.

本集團將持續向僱員提供架構完善且友善的工作環境以提升彼等於本集團的歸屬感及工作效率。

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The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare on the Group during the Year. In addition, no non-compliance with relevant laws and regulations that resulted in significant fines or sanctions had been reported during the Year.

B2. Employee Health and Safety

The Group adopts non-discriminatory employment practices and provides a healthy and safe workplace. The Group seeks to attract and retain talented employees through providing a safe and healthy workplace for each and every employee in line with established internal guidelines and systems.

For Hong Kong office staff, the Group provides its employee with flexible rest leave arrangement, medical and hospital scheme. The Group understands that a good working environment for its employees with a safe and comfortable working condition is very important. The Group has set a clear guideline of work arrangement for typhoon and rainstorm warning.

The outbreak of the novel coronavirus (Covid-19), has become the latest challenge for the health authorities in Hong Kong and Mainland China, the Group has several policy to protect its staff:

- All public area would be performed disinfection on timely basis;
- Provide mask and disinfection supplies to all staff;
- Request all management provide mask himself/herself;
- Request all staff to perform body temperature test everyday;
- Request each staff to report their health status everyday; and
- Request each Department Head to monitor the health status of its staff on timely basis.

年內，本集團並不知悉有任何嚴重違反相關法律及法規而在補償及解僱、招聘及晉升、工時、休息期、平等機會、多元化、反歧視及其他利益及福利方面對本集團造成重大影響的情況。此外，年內亦無呈報因未遵守相關法律及法規而被判處巨額罰款或處分的情況。

B2. 僱員健康與安全

本集團採納反歧視僱傭慣例，並提供健康安全的工作場所。本集團根據成文的內部指引及制度為每位僱員提供安全健康的工作環境，致力於招攬及挽留優秀僱員。

香港辦事處員工方面，本集團提供彈性休假安排、醫療及住院計劃。本集團明白，為僱員打造良好工作環境，確保工作環境安全舒適極為重要。本集團已就發出颱風和暴雨警告時的工作安排作出明確指引。

新冠病毒疫情的爆發已成為香港及中國內地健康機構的最新挑戰，本集團已採取數項政策以保護其員工：

- 定時對所有公共區域消毒；
- 為全體員工提供口罩及消毒液；
- 要求全體管理人員佩戴口罩；
- 要求全體員工每日測量體溫；
- 要求每位員工每日報告其健康狀況；及
- 要求各部門主管定時監控其僱員的健康狀況。

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During the Year, there was no occurrence of any fatal accident.

年內，並無發生任何死亡事故。

(a) Occupational Health and Safety Data

(a) 職業健康及安全數據

Health and Safety	健康及安全	2022 二零二二年	2021 二零二一年	2020 二零二零年
Number of work-related fatalities	因工作關係而死亡的人數	-	-	-
Lost days due to work injury	因工傷損失工作日數	-	-	-

During the Year, the Group has had no non-compliance cases regarding violation of relevant laws and regulations on occupational health and safety.

本集團於年內並無違反有關職業健康及安全的法律及法規。

B3. Development and Training

The Group has committed to provide on-the-job education and training to its employees in order to enhance their knowledge and skills. All employees are encouraged to enhance their skills and knowledge at every opportunity in order to perform their current job more efficiently and effectively and to be better prepared for career opportunities which may arise. During the Year, 18 training hours for the regular courses were provided to the employees included but not limited to orientation training, technical training and quality training.

Performance evaluations are initiated each year. Recognising the value in the skill and experience of our staff, the Group has adopted a policy that any promotions will be considered internally first before hiring any outside staff. It is the Group's policy to select the most suitable candidate for appointment to a higher rank based on merit, rather than on the seniority of the candidates.

B4. Labour Standard

The Group fully understand that the exploitation of child and forced labour are universally prohibited, and therefore take the responsibility against child and forced labour very seriously. The Group strictly comply with all laws and regulations against child labour and forced labour in Shenzhen, PRC.

For entry registration, all employees must present valid documents to the PRC office as follows: (i) identity card and vocational qualification certificate; (ii) social security card; (iii) medical or health certificate; (iv) recent photos; and (v) other relevant information and documents required by the Group. The above procedures can ensure no child labour will be employed in manufacturing plant.

B3. 發展及培訓

本集團致力於為僱員提供在職教育及培訓，以提升彼等的知識及技能。本集團鼓勵所有僱員把握一切機會提升彼等的技能及知識，以便更切實高效地完成彼等目前的工作以及更好地為可能出現的職業發展機會做準備。本集團於年內為僱員提供的培訓時長 18 小時的定期課程包括但不限於入職培訓、技能培訓及質量培訓。

本集團每年進行績效評估。為了肯定員工技能及經驗的寶貴價值，本集團採取之政策為，擢升將以內部人才為首選，然後方會考慮對外招聘。本集團挑選最合適人才委聘，以用人唯才為原則而非論資排輩。

B4. 勞工標準

本集團深知僱用童工及強迫勞動嚴重違反普世價值觀，因此竭力反對一切僱用童工及強迫勞動的行為。本集團於中國深圳嚴格遵守所有針對僱用童工及強迫勞動的法律法規。

就入職登記而言，所有僱員必須向中國辦事處出示下列有效證件：(i) 身份證及職業資格證書；(ii) 社會保障卡；(iii) 醫療或健康證明；(iv) 近期照片；及 (v) 本集團規定的其他相關資料及文件。上述程序可以確保製造廠不會僱用童工。

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All employees of the PRC office are entitled to have sick leave, injury leave and maternity leave with medical proof in accordance with the Labour Law of PRC and Law of the PRC on the Protection of Labour Rights and Interests and other applicable regulations. In addition, all employees work normally 8 hours daily and are not encouraged to work overtime. But if overtime work is required, the relevant employees and superior will agree mutually in written form. The compensation for overtime work is in accordance with the provisions of the Labour Law of PRC.

During the Year, the Group has had no non-compliance cases regarding violation of relevant child labour and forced labour laws.

B5. Supply Chain Management

The Group has the greatest respect for the laws and regulations that govern its business. The Group always adheres to international best practices and conducts fair and unbiased procurement processes when dealing with suppliers.

The Group adheres to the principle of transparency and implements the value of honesty, integrity and fairness in its supply chain management. The Group's procurement procedures provide directions and guidelines on evaluation and engagement when dealing with suppliers of goods and services to ensure business is conducted with legally, financially and technically-sound entities. In addition, approval procedures are in place to ensure that supplier engagements are monitored and approved by the appropriate level of management.

Where ever possible, the Group compares the price with the different suppliers, evaluates the quality of the raw materials or machinery and confirms the qualifications of the suppliers before making contracts, in order to ensure the quality of the raw materials and machinery under an acceptable price. The Group strives to ensure that their suppliers uphold similar stance in sustainability. The Group also tends to maintain long-term relationship with its suppliers for ensuring a stable supply of materials or goods. During the Year, the Group carried out a regular review on their current suppliers and assess other alternative potential suppliers. Where ever possible, the Group would tend to suspend cooperation with suppliers if significant deterioration was found in the supplier's quality: this ensures that suppliers conform to the Group's standard.

根據《中華人民共和國勞動法》及《中華人民共和國勞動權益保護法》及其他適用規例，本集團於中國辦事處的所有僱員在取得醫療證明的情況下，均有權享有病假、傷假及產假。此外，所有僱員的正常工作時間為每日8小時，不鼓勵超時工作。倘若需要進行超時工作，則相關僱員與監管人員雙方須以書面形式達成一致。超時工作的補償將根據《中華人民共和國勞動法》的條款計算。

年內，本集團並無違反有關童工及強迫勞動的法律。

B5. 供應鏈管理

本集團遵守法律及法規，並以此規管我們的業務。本集團一直以國際最佳守則和公平公正的採購程序處理與供應商的交易。

在供應鏈管理方面，本集團秉持透明原則，並貫徹誠實、正直及公平的價值觀。在處理與供應商的交易時，本集團的採購程序在評估及處理供應商的貨品及服務方面提供了方向及指引，以確保我們與符合法規、財務穩健以及技術出眾的供應商展開業務。此外，審批程序確保我們與供應商的合作受到適當的管理層監控與審批。

為確保以滿意價格購入的原材料及機器之品質，本集團盡可能對不同供應商的價格進行比較，評估原材料或機器的品質，並於簽訂合同前確認供應商資格。本集團努力確保其供應商在可持續發展方面奉行相似理念。本集團亦有意與其供應商維持長期合作關係以確保材料或貨品的穩定供應。年內，本集團定期檢討其現有供應商並評估其他潛在備選供應商。倘若供應商的質素顯著惡化，本集團將盡量暫停與有關供應商的合作：藉此確保供應商符合本集團的標準。

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When choosing a new supplier, the Group give priority to the suppliers who are environmentally friendly and socially responsible in order to promote and support environmentally preferable products and services in supply chain.

Performance of suppliers impose direct impact on the sustainability of the Group's operation. The Group implements the procedures on selection of suppliers strictly to minimize both the environmental and social risks of the Group's supply chain. A systematic supplier management mechanism has been set up to closely monitor the performance of suppliers. As at 31 December 2022, the Group has 5 major suppliers.

在挑選新供應商時，本集團優先考慮承擔環保及社會責任的供應商，以在供應鏈中推廣及支持環保產品及服務。

供應商的表現直接影響本集團營運的可持續發展能力。本集團嚴格執行供應商揀選程序，盡可能降低本集團供應鏈方面的環保及社會風險。本集團已建立系統的供應商管理機制，密切監察供應商的表現。於二零二二年十二月三十一日，本集團主要有5名供應商。

Geographical	地區	No. of major suppliers 主要供應商數量
Mainland China and Hong Kong	中國內地及香港	5
Overseas	海外	–
Total	總計	5

B6. Product Responsibility

A high priority for the Group is to ensure customer satisfaction in terms of its products and services. Strenuous efforts are made to ensure compliance with the relevant laws and regulations relating to product health and safety, advertising, labelling and privacy matters of the jurisdictions in which the Group operates. The Group requires its employees to comply with applicable governmental and regulatory laws, rules, codes and regulations.

During the Year, the Group do not have any recalled products and do not receive any complaint from its customers in relation to either its quality of service or products. The Group has had no non-compliance cases regarding violations of relevant laws and regulations on product responsibility and data privacy.

B6. 產品責任

確保顧客滿意我們的產品和服務是本集團的主要目標。本集團致力確保本集團在產品健康、安全、廣告、標籤以及私隱權方面遵守本集團經營所在地司法權區的相關法律和法規。本集團亦要求僱員遵守適用的政府及監管法律、規則、守則及規例。

本集團於年內並無回收任何產品，亦無收到有關服務或產品質素的任何客戶投訴。本集團並無違反有關產品責任及數據隱私的法律及法規。

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B7. Anti-corruption

Corruption, bribery or fraud in any form is strictly prohibited. The Group's anti-corruption policies set out standards of conduct to which all employees are required to adhere in order to promote the integrity environment in the workplace.

To combat corruption and to govern conflicts of interest, unless with the Group's approval, Directors and employees are prohibited from accepting any valuable items from co-workers, customers, suppliers or other stakeholders. Unless with approval the Board, senior management members are also prohibited from engaging in any activities that involve a potential conflict of interest with the Group or may do harm to the Group's overall interests. Breaches are subject to disciplinary actions, including the termination of employment contracts where necessary.

Various policies have also been formulated to accord with the Securities and Futures Commission's Guideline on Anti-Money Laundering and Counter-Terrorist Financing, including the basic procedures for customer identification and due diligence, suspicious transactions report and recordkeeping. Ongoing staff training has also been carried out to ensure each of the employees is fully aware of these policies.

The PRC office is fully aware of the Group's anti-corruption policies and of the priority to avoid corruption from taking root in its operation. Its management understands layered audits and clear accountability to monitor work related activities of the next level and as well one more level below is the key to avoid possible corruption.

In the Year, there is no legal case concerning corruption brought against the Group or employees.

During the Year, the Group provide no training hours to its staff in relation to anti-corruption.

B8. Community Investment

The Group always seeks to be a positive force in the communities in which it operates and maintain close communications and interactions with the communities in order to contribute to local development from time to time.

As global responsible citizen, the Group strives to improve the society image and social responsibility through community investment. All employees of the Group are encouraged to participate their own initiatives on helping and supporting the local communities and neighbours.

B7. 反貪污

本集團嚴禁任何形式的貪污、受賄或欺詐。本集團的反貪污政策列明了所有僱員須遵守的行為標準，以提升工作場所的誠信。

為反貪污及規管利益衝突，除非經本集團批准，否則董事及僱員不得接受合作者、客戶、供應商或其他利益相關者的任何貴重物品。除非經董事會批准，否則高級管理人員亦不得從事任何可能與本集團存在利益衝突或可能有損本集團整體利益的活動。違反規定須受紀律處分，包括終止僱傭合約（倘有必要）。

本集團亦已按照證券及期貨事務監察委員會有關打擊洗錢及恐怖分子資金籌集指引制定多項政策，包括客戶身份識別及盡職調查、可疑交易報告以及備存紀錄的基本程序。本集團亦已進行持續員工培訓以確保全體僱員完全了解該等政策。

中國辦事處充分了解本集團的反貪污政策及防止貪污在營運中滋生的重要性。其管理層深知，在監控下級及更下級的工作相關活動時，分層審核及明確問責乃避免潛在貪污的關鍵。

年內，並無針對本集團或本集團僱員的涉及貪污的法律案件。

年內，本集團並無向其員工提供有關反貪污的培訓。

B8. 社區投資

本集團一直致力於為營運所在的社區帶來積極力量，並與社區群眾保持緊密溝通及互動，以不時為當地發展作出貢獻。

作為負責的全球公民，本集團致力透過社區投資提升社會形象及社會責任。本集團鼓勵所有僱員主動幫助及支持當地社區及鄰里。

Independent Auditor's Report 獨立核數師報告



TO THE SHAREHOLDERS OF MILLENNIUM PACIFIC GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Millennium Pacific Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 66 to 142, which comprise the consolidated statement of financial position as at 31 December 2022, 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 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements, which indicates that the Group incurred a loss attributable to owners of the Company of approximately HK\$18,377,000 for the year ended 31 December 2022 and the Group had net current liabilities of approximately HK\$12,322,000 as at 31 December 2022. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent upon the outcomes of the Group to (i) attain profitable and positive cash flows from operations; and (ii) reach an agreement with the holder of the outstanding convertible bonds of the Company to extend the repayment term of the convertible bonds for at least 12 months.

長青

致匯思太平洋集團控股有限公司股東

(於開曼群島註冊成立之有限公司)

意見

吾等已審核載於第66頁至第142頁匯思太平洋集團控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，包括於二零二二年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實及公平地反映 貴集團於二零二二年十二月三十一日之綜合財務狀況，及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核工作。吾等於該等準則下之責任於本報告「核數師就審核綜合財務報表的責任」一節中詳述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，吾等獨立於 貴集團，及吾等已遵循守則履行其他道德責任。吾等相信，吾等所獲得之審核憑證能充分恰當地為吾等的審核意見提供基礎。

有關持續經營的重大不確定性

吾等注意到，綜合財務報表附註2顯示，截至二零二二年十二月三十一日止年度， 貴集團產生 貴公司擁有人應佔虧損約18,377,000港元，且於二零二二年十二月三十一日， 貴集團流動負債淨額約12,322,000港元。該等狀況表明存有重大不確定性，其可能會對 貴集團持續經營的能力產生重大懷疑。吾等意見並無就此項事宜進行修改。儘管上文所述，綜合財務報表已按持續經營基準編製，惟其有效性取決於 貴集團能否(i)在運營中獲得盈利及正面現金流量；及(ii)與 貴公司尚未行使可換股債券的持有人達成協議，延長可換股債券還款期至少12個月。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined impairment of trade receivables to be the key audit matter to be communicated in our report.

Key Audit Matter

關鍵審核事項

Impairment of trade receivables

應收賬款之減值及可收回性

Refer to significant accounting policies in note 5, critical judgements and estimates in note 6, financial risk assessment in note 7(b) and its relevant disclosures in note 23 to the consolidated financial statements.

請參閱綜合財務報表附註5主要會計政策、附註6重要判斷及主要估計、附註7(b)財務風險評估及附註23的相關披露事項。

The Group would grant credit terms to its customers ranged between 60 to 90 days. The Group would perform periodic assessment on impairment assessment of trade receivables by established with provision matrix with loss rates based on aging of debtor and applying on information including credit risk characteristics of each customers, historical ageing and settlement records, subsequent settlement status, on-going trading relationships with the relevant customers and forward-looking information in order to estimate the expected credit losses ("ECL") for the impairment assessment.

貴集團將向其客戶授予60至90天的信貸期。貴集團將根據債務人的賬齡及應用各客戶的信貸風險特徵、過往賬齡及結算記錄、後續結算狀況、與相關客戶的持續交易關係以及前瞻性資料建立損失率撥備矩陣，對應收賬款的減值評估進行定期評估，以估計減值評估的預期信貸虧損（「預期信貸虧損」）。

Due to the significance of trade receivables to the Group's consolidated financial statements (representing approximately 56% of the Group's total assets) and the impairment assessment of trade receivables under the ECL model involved the use of significant management judgements and estimates, we considered this as a key audit matter.

由於應收賬款對貴集團綜合財務報表的重要性（佔貴集團資產總值約56%）及預期信貸虧損模式下應收賬款的減值評估涉及使用重大管理層判斷及估計，吾等將此認定為一項關鍵審核事項。

關鍵審核事項

根據吾等之專業判斷，關鍵審核事項為吾等審核本期綜合財務報表過程中最重要的事項。此等事項是在吾等審核整體綜合財務報表及達成吾等對其的意見時進行處理，而吾等不會對此等事項提供單獨意見。吾等已確定應收賬款減值為關鍵審核事項，並將於報告中披露。

How our audit addressed the Key Audit Matter

關鍵審核事項在審核中如何處理

Our audit procedures in relation to the impairment assessment of trade receivables included:

吾等有關應收賬款減值評估的審核程序包括：

- Evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;
- 評估有關信貸控制、催收債款及估計預期信貸虧損的主要內部控制的設計、實施和運營有效性；
- Assessing the reasonableness of the Group's ECL models by examining the key assumptions applied by management to justify the ECL model, including testing the accuracy of the debtor aging analysis historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions variables and assumptions used in each of the economic scenarios and assessing whether there was an indication of management bias when recognising impairment loss; and
- 透過檢查管理層證明預期信貸虧損模式所應用的主要假設，以評估貴集團預期信貸虧損模式的合理性，包括債務人賬齡分析、測試過往違約記錄的準確性、評估過往損失率是否根據於各經濟情境中所使用的當前經濟條件變量及假設進行適當調整，並評估於確認減值虧損時是否存在管理層偏見；及
- Inspecting settlements records after the financial year end relating to the trade receivables as at 31 December 2022.
- 檢查於財政年度結束後有關於二零二二年十二月三十一日之應收賬款之結算記錄。

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 all of the information included in the Company's annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

其他資料

本公司董事須為其他資料承擔責任。其他資料包括 貴公司年報中除綜合財務報表及吾等就此發出的核數師報告以外的所有資料。

吾等對綜合財務報表作出的意見並未涵蓋其他資料及吾等不對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等於審核過程中獲悉的資料存在重大抵觸，或似乎存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為此其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

董事及管治層對綜合財務報表之責任

本公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製真實及意見公允之綜合財務報表，並負責董事認為就編製綜合財務報表而言屬必要的有關內部監控，致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，並披露與持續經營有關的事項（如適用），及除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可靠的辦法，否則董事須採用以持續經營為基礎的會計法。

管治層履行監督 貴集團的財務報告流程的職責。

核數師就審核綜合財務報表的責任

吾等的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。根據吾等之委任的協定條款，吾等僅向整體股東報告，除此之外本報告別無其他目的。吾等概不就本報告內容向任何其他人士負責或承擔任何責任。

合理保證屬於高層次的保證，惟不能擔保根據香港審計準則進行的審核總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據此等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

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

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

We communicate with the those charged with governance, 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.

根據香港審計準則進行審核的過程中，吾等運用專業判斷並保持職業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充分適當的審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部監控，以設計適用於有關情況之審核程序，惟不會就 貴集團之內部監控成效發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估計及相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體呈列、架構及內容，以及綜合財務報表是否已公平地反映及列報相關交易及事件。
- 就 貴集團內各實體或業務活動的財務資料獲得充分而適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等只須為吾等的審核意見承擔責任。

吾等就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷與管治層進行溝通。

Independent Auditor's Report

獨立核數師報告

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

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

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hui Chi Kong

Audit Engagement Director

Practising Certificate Number: P07348

24/F., Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong

Hong Kong, 29 March 2023

吾等亦向管治層提交聲明，確認吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜與審核委員會進行溝通以及(如適用)為消除威脅採取措施或採用保障措施。

吾等從與管治層溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，從而構成關鍵審核事項。除非法例或規例不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

長青(香港)會計師事務所有限公司

執業會計師

許志剛

審核項目董事

職業編號：P07348

香港灣仔駱克道188號兆安中心24樓

香港，二零二三年三月二十九日

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 2022
截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	9	65,654	82,533
Cost of sales	銷售之成本		(62,400)	(78,520)
Gross profit	毛利		3,254	4,013
Other income	其他收入	10	1,452	46
Administrative expenses	行政開支		(14,698)	(13,609)
Other operating losses	其他經營虧損		(250)	(250)
Impairment losses for trade receivables	應收賬款之減值虧損		(49)	(503)
Reversal of impairment losses/(impairment losses) for other receivables	其他應收款項之減值虧損撥回/(減值虧損)		130	(1,431)
Impairment losses for right-of-use assets	使用權資產之減值虧損		(2,080)	-
Loss from operation	營運虧損		(12,241)	(11,734)
Finance costs	財務費用	11	(2,026)	(1,542)
Impairment losses for associates	就聯營公司之減值虧損		-	(7,963)
Share of results of associates	分佔聯營公司業績		(7,248)	(1,978)
Share of results of a joint venture	分佔一間合營企業業績		-	(73)
Loss before tax	除稅前虧損	12	(21,515)	(23,290)
Income tax credit	所得稅抵免	13	-	53
Loss for the year	年內虧損		(21,515)	(23,237)
Other comprehensive income:	其他全面收益：			
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>			
Exchange differences on translating foreign operations	換算海外業務時的匯兌差額		(315)	34
Share of other comprehensive (loss)/income of associates	分佔聯營公司其他全面(虧損)/收益		(1,563)	766
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收益，扣除稅項		(1,878)	800
Total comprehensive loss for the year	年內全面虧損總額		(23,393)	(22,437)

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 2022
截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the year attributable to:	以下人士應佔年內虧損：			
— the owners of the Company	— 本公司擁有人		(18,377)	(22,593)
— non-controlling interests	— 非控股權益		(3,138)	(644)
			(21,515)	(23,237)
Total comprehensive loss for the year attributable to:	以下人士應佔年內全面虧損總額：			
— the owners of the Company	— 本公司擁有人		(20,170)	(21,844)
— non-controlling interests	— 非控股權益		(3,223)	(593)
			(23,393)	(22,437)
Loss per share (cents)	每股虧損 (港仙)			
— Basic	— 基本	16	(1.78)	(2.19)
— Diluted	— 攤薄	16	(1.78)	(2.19)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	56	124
Right-of-use assets	使用權資產	19	–	4,285
Interests in associates	於聯營公司之權益	20	13,906	22,717
Investment in a joint venture	於一間合營企業之投資	21	–	–
			13,962	27,126
Current assets	流動資產			
Inventories	存貨	22	–	3,214
Trade receivables	應收賬款	23	21,841	54,330
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	24	1,263	9,781
Bank and cash balances	銀行及現金結餘	25	1,655	2,608
			24,759	69,933
Current liabilities	流動負債			
Trade payables	應付賬款	26	551	35,021
Other payables, deposits received and accrued expenses	其他應付款項、已收訂金及應計費用	27	13,532	15,269
Amount due to an associate	應付一間聯營公司款項	20	906	–
Convertible bonds	可換股債券	28	20,577	–
Lease liabilities	租賃負債	29	1,515	2,129
Current tax liabilities	即期稅項負債		–	418
			37,081	52,837
Net current (liabilities)/assets	流動(負債)/資產淨值		(12,322)	17,096
Total assets less current liabilities	總資產減流動負債		1,640	44,222
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	28	–	18,673
Lease liabilities	租賃負債	29	561	2,213
			561	20,886
NET ASSETS	資產淨值		1,079	23,336

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

		Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Capital and reserves				
	股本及儲備			
Share capital	股本	31	1,649	1,649
Reserves	儲備		(34)	19,112
			1,615	20,761
Non-controlling interests	非控股權益		(536)	2,575
			1,079	23,336
TOTAL EQUITY				
	總權益			

Approved and authorised for issue by the Board of Directors on 29 March 2023.

由董事會於二零二三年三月二十九日批准及授權刊發。

Director
董事

Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Attributable to the owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Foreign currency translation reserve	Option reserve	Equity component of convertible bonds	Accumulated losses	Total reserve	Non-controlling interests	Total equity
		股本	股份溢價	外幣換算儲備	購股權儲備	可換股債券權益部分	累計虧損	總儲備	非控股權益	總權益
		(note 33(c)(i))	(note 33(c)(i))	(note 33(c)(ii))	(note 33(c)(iii))	(note 33(c)(iv))				
		(附註 33(c)(i))	(附註 33(c)(i))	(附註 33(c)(ii))	(附註 33(c)(iii))	(附註 33(c)(iv))				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	1,649	110,537	884	2,660	2,650	(78,054)	38,677	1,989	42,315
Formation of a subsidiary	成立一間附屬公司	-	-	-	-	-	-	-	1,179	1,179
Repayment of convertible bonds (note 28)	償還可換股債券(附註28)	-	-	-	-	(2,650)	2,650	-	-	-
Issue of convertible bonds (note 28)	發行可換股債券(附註28)	-	-	-	-	2,212	-	2,212	-	2,212
Recognition of share-based payments	確認以股份為基礎的付款	-	-	-	67	-	-	67	-	67
Transfer of share option reserve upon lapse of share options	於購股權失效時轉撥購股權儲備	-	-	-	(1,337)	-	1,337	-	-	-
Total comprehensive loss for the year	年內全面虧損總額	-	-	749	-	-	(22,593)	(21,844)	(593)	(22,437)
Changes in equity for the year	年內權益變動	-	-	749	(1,270)	(438)	(18,606)	(19,565)	586	(18,979)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	1,649	110,537	1,633	1,390	2,212	(96,660)	19,112	2,575	23,336
Recognition of share-based payments	確認以股份為基礎的付款	-	-	-	1,136	-	-	1,136	-	1,136
Acquisition of non-controlling interests (note 36(a))	取得非控股權益(附註36(a))	-	-	-	-	-	(112)	(112)	112	-
Total comprehensive loss for the year	年內全面虧損總額	-	-	(1,793)	-	-	(18,377)	(20,170)	(3,223)	(23,393)
Changes in equity for the year	年內權益變動	-	-	(1,793)	1,136	-	(18,489)	(19,146)	(3,111)	(22,257)
At 31 December 2022	於二零二二年十二月三十一日	1,649	110,537	(160)	2,526	2,212	(115,149)	(34)	(536)	1,079

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Loss before tax	除稅前虧損	(21,515)	(23,290)
Adjustments for:	就以下各項作出調整：		
Interest income	利息收入	(3)	(3)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	254	412
Depreciation of right-of-use assets	使用權資產折舊	2,086	2,746
Gain on termination of a lease contract	終止租賃合約之收益	–	(16)
Finance costs	財務費用	2,026	1,542
Impairment losses for right-of-use assets	使用權資產減值虧損	2,080	–
Impairment losses for trade receivables	應收賬款之減值虧損	49	503
(Reversal of impairment loss)/Impairment losses for other receivables	其他應收款項之(減值虧損撥回)/減值虧損	(130)	1,431
Impairment losses for associates	就聯營公司之減值虧損	–	7,963
Written off of inventories	存貨撇銷	3,750	–
Provision for allowance of inventories	存貨撥備	–	428
Share of results of associates	分佔聯營公司業績	7,248	1,978
Share of results of a joint venture	分佔一間合營企業業績	–	73
Share-based payment expenses	以股份為基礎的付款開支	1,136	67
Operating loss before working capital changes	營運資金變動前經營虧損	(3,019)	(6,166)
Increase in inventories	存貨增加	(694)	(2,009)
Decrease/(increase) in trade receivables	應收賬款減少/(增加)	32,144	(30,431)
Decrease in other receivables, prepayments and deposits	其他應收款項、預付款項及按金減少	7,984	5,104
(Decrease)/increase in trade payables	應付賬款(減少)/增加	(33,943)	33,930
(Decrease)/increase in other payables, deposits received and accrued expenses	其他應付款項、已收訂金及應計費用(減少)/增加	(1,377)	4,160
Cash from operations	經營所得現金	1,095	4,588
Interest on lease liabilities	租賃負債利息	(122)	(157)
PRC Enterprise Income Tax (“EIT”) paid	已支付中國企業所得稅(「企業所得稅」)	(398)	–
Interest paid	已付利息	–	(32)
Hong Kong Profits Tax refunded	已退還香港利得稅	–	84
Net cash from operating activities	經營活動所得現金淨額	575	4,483

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Purchases of property, plant and equipment	購入物業、廠房及設備	(193)	–
Interest received	已收利息	3	3
Net cash (used in)/from investing activities	投資活動(所用)/所得現金淨額	(190)	3
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from issue of convertible bonds	發行可換股債券之所得款項	–	20,000
Proceeds from non-controlling shareholders from formation of a subsidiary	因成立一間附屬公司自非控股股東獲得之所得款項	–	1,179
Redeem of convertible bonds	贖回可換股債券	–	(21,600)
Principal elements of lease payments	租賃付款之本金部分	(2,079)	(2,719)
Increase in amount due to an associate	應付一間聯營公司款項增加	906	–
Net cash used in financing activities	融資活動所用現金淨額	(1,173)	(3,140)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物(減少)/增加淨額	(788)	1,346
Effect of foreign exchange rate changes	外匯匯率變動之影響	(165)	1
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金等值物	2,608	1,261
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日的現金及現金等值物	1,655	2,608
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等值物分析		
Bank and cash balances	銀行及現金結餘	25	2,608

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

1. GENERAL INFORMATION

Millennium Pacific Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempt company with limited liability under the Company Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 10 September 2013. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is located at A709-A22, 7/F., Block A, Jiangsu Building, 6013 Yitian Road, Fuxin Community, Lianhua Street, Futian District, Shenzhen, Guangdong Province, the People’s Republic of China (the “**PRC**”). The principal place of business in Hong Kong is located at Unit 5, 4/F., Energy Plaza, No. 92 Granville Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 18 July 2014.

The Company is an investment holding company. The principal activities of its subsidiaries are research and development, manufacture, sale of electronic devices and provision of application software development and online information and digital marketing services.

2. GOING CONCERN

The Group incurred a loss attributable to owners of the Company of approximately HK\$18,377,000 for the year ended 31 December 2022 and as at 31 December 2022, the Group had net current liabilities of approximately HK\$12,322,000. In view of these circumstances, the Directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group.

The validity of the Group to operate as a going concern is dependent upon the outcomes of the Group to (i) attain profitable and positive cash flows from operations by exploiting business development and implementing effective cost control measures; and (ii) reach an agreement with the holder of the outstanding convertible bonds of the Company (the “**CB Holder**”) to extend the repayment term of the convertible bonds for at least 12 months. Up to the approval date on these financial statements, the Company had obtained written consent from the CB Holder that, regardless of the successful extension of the outstanding convertible bonds which is subject to fulfillment of certain preconditions, the CB Holder committed not to request for the repayments of the outstanding principal and interest before 31 March 2024.

After taking into account the above measures, the directors of the Company consider that the Group will be able to realise its assets and discharge its liabilities and commitments in the normal course of business. Therefore, the consolidated financial statements of the Group have been prepared on a going concern basis.

1. 一般資料

匯思太平洋集團控股有限公司(「本公司」)於二零一三年九月十日根據開曼群島公司法第22章(一九六一年第三號法律，經綜合及修訂)在開曼群島註冊成立為一家獲豁免有限公司，註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司主要營業地點地址為中華人民共和國(「中國」)廣東省深圳市福田區蓮花街道福新社區益田路6013號江蘇大廈A座7層A709-A22，而於香港的主要營業地點地址為香港九龍尖沙咀東加連威老道92號幸福中心4樓5室。本公司之股份自二零一四年七月十八日起於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司為投資控股公司。其附屬公司的主要業務活動為研發、製造及銷售電子設備及提供應用軟件開發及線上資訊與數字化營銷服務。

2. 持續經營

截至二零二二年十二月三十一日止年度，本集團產生本公司擁有人應佔虧損約18,377,000港元，且於二零二二年十二月三十一日，本集團流動負債淨額為約12,322,000港元。鑒於該等狀況，本公司董事審慎考慮本集團當前及預期未來流動資金之影響。

本集團持續經營的有效性取決於本集團能否(i)透過尋求業務發展及實施有效成本控制措施，在運營中獲得盈利及正面現金流量；及(ii)與本公司尚未行使可換股債券的持有人(「可換股債券的持有人」)達成協議，延長可換股債券還款期至少12個月。直至該等財務報表批准日期，本公司已獲得可換股債券的持有人書面同意，不論尚未行使可換股債券是否成功延長，其須待若干先決條件達成後，方可作實，可換股債券的持有人承諾不會要求於二零二四年三月三十一日前償還尚未償還的本金及利息。

經計及上述措施，本公司董事認為，本集團將可在一般業務過程中變現其資產履行其負債及承諾。因此，本集團綜合財務報表已按持續經營基準編製。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which in collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are discussed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

4. ADOPTION OF NEW AND REVISED HKFRSs

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements Project	Annual Improvements to HKFRS Standards 2018-2020
Amendments to Accounting Guideline 5	Merger Accounting for Common Control Combinations

The above amendments to HKFRSs effective for the financial year beginning on 1 January 2022 do not have a material impact on the Group’s consolidated financial statement.

3. 編製基準

該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」,此統稱包括所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則編製。該等綜合財務報表亦符合聯交所GEM證券上市規則(「GEM上市規則」)之適用披露條文及香港公司條例(第622章)之披露規定。本集團採納的主要會計政策於下文討論。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則,於本集團當前會計期間首次生效或可提早採納。首次應用該等與本集團有關的準則所導致當前及過往會計期間的任何會計政策變動反映於該等綜合財務報表,有關資料載於附註4。

4. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團已首次採用由香港會計師公會頒佈於二零二二年一月一日或之後開始的年度期間強制生效的下列香港財務報告準則之修訂,以編製綜合財務報表:

香港會計準則第16號的修訂	物業、廠房及設備: 作擬定用途前的所得款項
香港會計準則第37號的修訂	虧損合約 — 履行合約的成本
香港財務報告準則第3號的修訂	概念框架的提述
年度改進項目	二零一八年至二零二零年香港財務報告準則之年度改進
會計指引第5號的修訂	共同控制合併的合併會計法

上述於二零二二年一月一日的財政年度生效香港財務報告準則之修訂並無對本集團綜合財務報表產生重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

4. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2022. These new and revised HKFRSs include the following which may be relevant to the Group.

4. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無應用已頒佈但尚未於二零二二年一月一日開始之財政年度生效的任何新訂及經修訂香港財務報告準則。該等或與本集團有關之新訂及經修訂香港財務報告準則包括以下各項。

		Effective for accounting periods beginning on or after 於下列日期或之後 開始的會計期間生效
Amendments to HKAS 1 — Classification of Liabilities as Current or Non-current	香港會計準則第1號的修訂 — 將負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2 — Disclosure of Accounting Policies	香港會計準則第1號及香港財務報告準則實務報告第2號的修訂 — 會計政策的披露	1 January 2023 二零二三年一月一日
Amendments to HKAS 8 — Definition of Accounting Estimates	香港會計準則第8號 — 會計估計的定義	1 January 2023 二零二三年一月一日
Amendments to HKAS 12 — Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	香港會計準則第12號的修訂 — 與單一交易產生的資產及負債相關的遞延稅項	1 January 2023 二零二三年一月一日
Amendments to HKFRS 16 — Lease Liability in a Sales and Leaseback	香港財務報告準則第16號的修訂 — 銷售及售後租回的租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	香港財務報告準則第10號及香港會計準則第28號的修訂 — 投資者與其聯營公司或合資企業之間的資產出售或出資	To be determined 待釐定
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	香港詮釋第5號(二零二零年)財務報表的呈列 — 借款人對包含按要求還款條款的定期貸款的分類	1 January 2024 二零二四年一月一日

The directors of the Company are in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本公司董事正評估預期該等修訂及新訂準則對首次應用期間之影響。截至目前，本集團認為採用上述修訂不大可能對綜合財務報表產生重大影響。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 6.

Significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

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

5. 主要會計政策

該等綜合財務報表乃按歷史成本慣例編製。

編製符合香港財務報告準則的財務報表要求使用若干重大會計估計。同時亦要求管理層在應用本集團會計政策的過程中行使其判斷。涉及高度判斷或複雜性的方面或對綜合財務報表屬重大的假設及估計方面在附註6內披露。

編製該等財務報表中應用的主要會計政策載列如下。

(a) 綜合

綜合財務報表包括本公司及其附屬公司直至十二月三十一日作出的財務報表。附屬公司乃本集團對其擁有控制權之實體。本集團對實體有控制權，是指本集團因參與該實體的營運而獲得或有權享有其可變回報，並能夠運用其對實體之權力影響上述回報。倘本集團擁有賦予其現有能指引相關業務活動（即對該實體的回報具重大影響力之業務活動）的現有權利，則本集團擁有該實體的控制權。

於評估控制權時，本集團考慮其潛在投票權以及其他各方持有的潛在投票權。僅當持有人擁有實際能力行使投票權利時方被認為是潛在投票權。

附屬公司於控制權轉移至本集團當日起綜合入賬，並在控制權終止當日起停止綜合入賬。

因出售附屬公司而引致喪失控制權時產生的損益指以下兩項之間的差額：(i) 銷售代價公平值加於該附屬公司所保留的任何投資的公平值及(ii) 本公司分佔該附屬公司資產淨值加與該附屬公司有關的任何其餘商譽及任何累計外幣換算儲備。

所有集團內公司間交易、結餘及未變現溢利均予以對銷。除非有證據顯示交易中所轉讓的資產出現減值，否則未變現虧損亦會予以對銷。附屬公司的會計政策已在必要時作出變動，以確保符合本集團採納的政策。

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財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. 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 the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

5. 主要會計政策(續)

(a) 綜合(續)

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益呈列於綜合財務狀況表及綜合權益變動表之權益內。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為年內損益及全面收入總額在非控股股東與本公司擁有人之間的分配。

即使因此而導致非控股權益產生虧絀結餘，損益及其他全面收益各組成部分歸屬於本公司擁有人及非控股股東。

並無導致失去附屬公司控制權的本公司所有權益變動按權益交易入賬(即與以擁有人身份的擁有人進行的交易)。控股及非控股權益的賬面值已予調整，以反映其於附屬公司的相關權益變動。非控股權益的調整金額與已付或已收取代價公平值之間的任何差額直接於權益確認，並歸屬於本公司擁有人。

在本公司財務狀況表中，於附屬公司的投資按成本減除減值虧損入賬，惟分類為持作銷售(或計入分類為持作銷售的出售組別)的投資則除外。

(b) 聯營公司

聯營公司指本集團可對其發揮重大影響力的實體。重大影響力指可參與實體的財務及營運決策的權力，惟對該等政策並無控制權或共同控制權。在評估本集團是否擁有重大影響力時，會一併考慮所持有的現時可行使或可轉換的潛在投票權(包括其他實體持有的潛在投票權)的存在及影響。於評估潛在投票權是否產生重大影響力時，不會考慮持有人行使或轉換該權利的意向及財政能力。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Associates (continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

5. 主要會計政策(續)

(b) 聯營公司(續)

於聯營公司的投資以權益法在綜合財務報表中入賬，初步按成本確認。於一項收購中的聯營公司的可識別資產及負債按收購日期的公平值計量。投資成本超過本集團應佔聯營公司的可識別資產及負債的公允淨值的部分會列賬為商譽。商譽包括在投資的賬面值內，當有客觀證據顯示投資發生減值時，本集團會於各報告期末連同投資一併進行減值測試。本集團應佔可識別資產及負債之公允淨值超過收購成本之任何部分於綜合損益內確認。

本集團評估於聯營公司之權益可能減值之客觀憑證是否存在。若客觀憑證存在，該項投資(包括商譽)之全部賬面值會根據香港會計準則第36號作為單一資產進行減值測試，方法是比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值。任何已確認減值虧損均不會分現配至任何構成該項投資賬面值一部分之資產(包括商譽)。根據香港會計準則第36號，有關該項減值之任何撥回乃於該項投資之可收回金額其後增加之情況下確認。

本集團應佔聯營公司的收購後損益及其他全面收益於綜合損益及其他全面收益表中確認。當本集團應佔聯營公司的虧損等同於或超過其於聯營公司之權益(包括任何實質上屬於本集團於聯營公司投資淨額一部分的長期權益)，本集團將不確認進一步虧損，除非本集團已代表該聯營公司承擔責任或支付款項。倘該聯營公司其後錄得溢利，則本集團僅可在其應佔溢利足以彌補其未確認的應佔虧損後，方可恢復確認其應佔溢利。

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財務報表附註

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截至二零二二年十二月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

5. 主要會計政策(續)

(c) 合營安排

合營安排指兩方或以上於其中擁有共同控制權之安排。共同控制權是指按照合約約定對某項安排所共有之控制權，乃僅在當相關活動要求共同享有控制權之各方作出一致同意之決定時存在。相關活動指對安排回報有重大影響之活動。在評估共同控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。潛在投票權僅在持有人擁有行使該權利之實際能力時方會考慮。

合營公司指一項合營安排，對該項安排擁有共同控制權之各方據此對該項安排之資產淨值擁有權利。

於合營公司之投資以權益法於綜合財務報表內入賬，並初步按成本確認。該合營公司於收購中之可識別資產及負債乃按其於收購日期之公平值計量。投資成本超出本集團應佔該合營公司之可識別資產及負債之公平值淨額部分乃列作商譽，並計入投資賬面值。本集團應佔可識別資產及負債之公平值淨額超出收購成本之任何差額乃於綜合損益中確認。

本集團評估於合營公司之權益可能減值之客觀憑證是否存在。若客觀憑證存在，該項投資(包括商譽)之全部賬面值會根據香港會計準則第36號作為單一資產進行減值測試，方法是比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值。任何已確認減值虧損均不會分現配至任何構成該項投資賬面值一部分之資產(包括商譽)。根據香港會計準則第36號，有關該項減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下確認。

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財務報表附註

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截至二零二二年十二月三十一日止年度

5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Joint arrangements (continued)

The Group's share of a joint venture's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

(d) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

5. 主要會計政策(續)

(c) 合營安排(續)

本集團應佔合營公司之收購後溢利或虧損及其他全面收益於綜合損益及其他全面收益表中確認。倘本集團應佔合營公司之虧損等於或超過其於該合營公司之權益(包括任何實質組成本集團於該合營公司投資淨值部分之長期權益)，則本集團不會確認進一步虧損，除非其已代表該合營公司產生責任或作出付款。倘該合營公司其後報告溢利，則本集團僅在其應佔溢利等於未確認應佔虧損後方會恢復確認其應佔該等溢利。

(d) 外幣換算

(i) 功能及呈報貨幣

本集團各實體財務報表內列入的項目按實體經營所屬的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表按港元(「港元」)呈列，港元為本公司的功能及呈報貨幣。

(ii) 於每個實體財務報表的交易及結餘

外幣交易使用交易日的匯率在初步確認後換算為功能貨幣。外幣貨幣資產及負債按各報告期末的匯率進行換算。因換算政策而產生的損益於損益內確認。

以外幣歷史成本計量的非貨幣資產及負債使用交易日期外匯匯率進行換算。交易日期為公司初步確認該等非貨幣資產或負債的日期。

當非貨幣項目的損益於其他全面收益確認時，任何損益匯兌部分將於其他全面收益中確認。當非貨幣項目的損益於損益確認時，任何損益匯兌部分將於損益中確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Foreign currency translation (continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in the consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(e) Property, plant and equipment

Property, plant and equipment are held for use in the production or 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 subsequent accumulated impairment losses, if any.

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

5. 主要會計政策(續)

(d) 外幣換算(續)

(iii) 綜合賬目時的換算

本集團擁有與本公司呈報貨幣不同功能貨幣的所有實體的業績及財務狀況按以下方式換算為本公司的呈報貨幣：

- 所呈報的每個財務狀況報表的資產及負債按財務狀況表日期的收市匯率進行換算；
- 收入及開支按平均匯率進行換算（除非該平均數並非交易日現行匯率累計影響的合理概約數，在該情況下，收入及開支按交易日匯率進行換算）；及
- 所有因此而產生的匯兌差額於其他全面收益確認，並於外幣換算儲備內累計。

於綜合賬目時，因換算海外實體投資淨額及因換算借貸而產生的匯兌差額於外幣換算儲備內確認。當海外業務出售後，該等匯兌差額於綜合損益內確認為出售損益的一部分。

因收購海外實體而產生的商譽和公平值調整被視為海外實體的資產和負債，並按收市匯率換算。

(e) 物業、廠房及設備

物業、廠房及設備乃為生產或提供貨品或服務或作行政用途而持有。物業、廠房及設備乃按成本減隨後累計折舊及隨後累計減值虧損（如有）於綜合財務狀況表列賬。

僅當與該項目相關的未來經濟利益有可能流向本集團及項目成本能可靠計量時，其後成本方會列入資產的賬面值或作為一項單獨的資產確認（如適用）。所有其他維修及保養於產生期間在損益內確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Property, plant and equipment (continued)

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual value over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

		Residual value 剩餘價值	Useful lives 可使用年期
Motor vehicles	汽車	0-10%	3 years 年
Furniture and fixture	傢俬及裝置	0-10%	5 years 年
Office equipment	辦公設備	0-10%	5 years 年
Plant and machinery	廠房及機器	0-10%	10 years 年

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

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. The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss in the year in which the item is derecognised.

(f) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, 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. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

5. 主要會計政策(續)

(e) 物業、廠房及設備(續)

物業、廠房及設備的折舊率按足以撇銷其成本減其估計可使用年期內的剩餘價值，以直線法計算。主要年利率如下：

		Residual value 剩餘價值	Useful lives 可使用年期
Motor vehicles	汽車	0-10%	3 years 年
Furniture and fixture	傢俬及裝置	0-10%	5 years 年
Office equipment	辦公設備	0-10%	5 years 年
Plant and machinery	廠房及機器	0-10%	10 years 年

剩餘價值、可使用年期及折舊方法於各報告期末予以檢討及調整(如適用)。

物業、廠房及設備項目於出售或當預期不再從繼續使用該資產產生未來經濟利益時取消確認。出售物業、廠房及設備之損益乃銷售所得款項淨額與有關資產賬面值兩者之差額，並於該項目終止確認年度於損益內確認。

(f) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

本集團作為承租人

如合約包含租賃部分和非租賃部分，本集團選擇不區分非租賃部分，而將所有租賃的各租賃部分和任何有關非租賃部分入賬列作單一租賃部分。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Leases (continued)

The Group as a lessee (continued)

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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.

Refundable rental deposits paid are accounted under HKFRS 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.

5. 主要會計政策(續)

(f) 租賃(續)

本集團作為承租人(續)

於租賃開始日期，本集團確認使用權資產和租賃負債，惟租賃期為12個月或更短的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或(倘該利率不可直接釐定)使用相關的遞增借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間於損益中支銷。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬。

就本集團於租賃期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產按直線基準於其估計可使用年期及租賃期(以較短者為準)內計提折舊。

已付可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Leases (continued)

The Group as a lessee (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("**Lease Modification**") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs is determined using the weighted average basis and comprise all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised in the profit or loss in the period of write-down or loss occurs. The amount of any reversal of any write-down of inventories recognised as an increment in the amount of inventories and recognised in the profit or loss in the period in which the reversal occurs.

5. 主要會計政策(續)

(f) 租賃(續)

本集團作為承租人(續)

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修改」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況下，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修改生效日重新計量。

(g) 存貨

存貨按成本與可變現淨值兩者較低者列賬。成本按加權平均基準釐定並包括一切購入成本及(如適用)加工成本及令存貨達致現時地點及狀況所支銷之其他成本。可變現淨值為正常業務過程中的估計售價減直至完工的估計成本及作出銷售所必要的估計成本(包括直接歸屬於銷售的增量成本及本集團作出銷售須產生的非增量成本)。於出售存貨時，該等存貨的賬面值在相關收入確認的期間確認為開支。存貨撇減至可變現淨值的金額及存貨的所有虧損在撇減或出現虧損的期間於損益確認。存貨的任何撇減撥回金額確認為存貨金額的增加，並於撥回發生期間於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and 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 fair value through profit or loss are recognised immediately in profit or loss.

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.

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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

5. 主要會計政策(續)

(h) 確認及終止確認金融工具

當本集團實體成為工具合同條文的訂約方時，在綜合財務狀況表內確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」))的金融資產及金融負債則除外)而直接產生的交易成本於初步確認時於該項金融資產或金融負債的公平值加入或扣除(按適用)。因收購按公平值計入損益的金融資產或金融負債而直接產生的交易成本即時於損益確認。

本集團僅當資產現金流量的合約權利屆滿時，或當將金融資產及該資產擁有權所承擔之絕大部分風險及回報轉讓予另一實體時，方會終止確認金融資產。倘本集團並無轉讓亦無保留已轉讓資產的擁有權所承擔之絕大部分風險及回報且繼續控制已轉讓資產，則本集團按其可能需要支付的金額確認資產的保留權益及相關負債。倘本集團保留已轉讓金融資產擁有權所承擔之絕大部分風險及回報，則本集團繼續確認該金融資產，亦就已收所得款項確認其有抵押借貸。

本集團當且僅當其責任已被解除、註銷或屆滿時方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓的非現金資產或所承擔的負債)的差額乃於損益內確認。

當有可合法強制執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在財務狀況表呈報其淨額。可合法強制執行權利不得取決於未來事件，且須在一般業務過程中以及倘有關公司或對手方一旦出現拖欠還款、無償還能力或破產時可強制執行。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the 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.

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. 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.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less impairment loss.

5. 主要會計政策(續)

(i) 金融資產

金融資產的所有常規買賣均按交易日基準確認及終止確認。常規買賣指須根據市場規則或慣例確立的時間內交付資產的金融資產買賣。所有已確認金融資產其後完全按攤銷成本或公平值(視乎金融資產的分類而定)計量。

金融資產的分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 金融資產在以收取合約現金流量為目的之業務模式下持有；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還本金利息。

就其後按攤銷成本計量的金融資產而言，利息收入採用實際利率法確認。就已購入或已發起信貸減值金融資產以外的金融工具而言，利息收入透過對金融資產的賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，利息收入自下一個報告期起透過對金融資產的攤銷成本應用實際利率確認。倘信貸減值金融工具的信貸風險有所改善，使金融資產不再出現信貸減值，則在釐定資產不再信貸減值後透過對金融資產報告期初的賬面總值應用實際利率確認利息收入。

(j) 貿易及其他應收款項

應收款項於本集團有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘收益於本集團擁有無條件權利收取代價前已確認，則金額按合約資產呈列。

應收款項使用實際利率法按攤銷成本減值虧損列賬。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for expected credit losses ("ECL").

(l) Financial liabilities and equity instruments

Debts and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

(m) Convertible bonds

Convertible bonds which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consisting of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible loans and the fair value assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as equity component of convertible bonds. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion related to the equity component is charged directly to equity.

(n) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

5. 主要會計政策(續)

(k) 現金及現金等值物

現金及現金等值物包括銀行及手頭現金、在銀行及其他金融機構的活期存款，及隨時轉換為已知金額現金且沒有重大價值變動風險的短期高流通性投資(於收購後三個月內到期)。就綜合現金流量表而言，在按要求償還並構成本集團現金管理不可分割部分的銀行透支亦計入現金及現金等值物。現金及現金等價物乃就預期信貸虧損(「預期信貸虧損」)進行評估。

(l) 金融負債及權益工具

負債及權益工具乃根據所訂立合同安排的內容及金融負債及權益工具在香港財務報告準則項下的定義而進行分類。權益工具乃在扣除所有負債後顯示本集團資產的剩餘權益的任何合同。為特定金融負債及權益工具採納的會計政策載於下文。

所有金融負債隨後使用實際利率法按攤銷成本或按公平值計入損益計量。

(m) 可換股債券

賦予持有人權利按固定轉換價將貸款轉換成固定數目權益工具的可換股債券視作由負債及權益部分組成的複合工具。於發行日期，負債部分的公平值採用類似不可換股債務的現行市場利率進行估計。發行可換股貸款的所得款項與分配至負債部分的公平值之間的差額，即持有人將貸款轉換為本集團權益的內含期權，乃計入權益列作可換股債券權益部分。負債部分使用實際利率法按攤銷成本列作負債，直至轉換或贖回時獲註銷為止。

交易成本乃根據其於發行日期的相關賬面值在可換股債券的負債及權益部分之間進行分配。有關權益部分的部分直接於權益扣除。

(n) 應付賬款及其他應付款項

應付賬款及其他應付款項初步按其公平值入賬及其後使用實際利息法按攤銷成本計量，除非貼現影響並不大，在該情況下按成本列賬。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(p) Revenue recognition

Revenue is recognised when (or as) a performance obligation is satisfied, ie when “control” over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from the sale of manufactured products and trading of electronic accessories is recognised when control of the goods has transferred, being when the goods have been shipped to the buyer’s specific location (delivery). Following delivery, the buyer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the buyer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from provision of online information and digital marketing services is recognised when the services have been provided.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

5. 主要會計政策(續)

(o) 權益工具

本公司發行的權益工具按已收所得款項減直接發行成本而列賬。

(p) 收益確認

當或因履約責任獲滿足時，即當產品或服務的控制權按本集團預期有權獲取的承諾代價數額(不包括代表第三方收取的金額)轉移至客戶時，收益予以確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

銷售製成產品及電子配件貿易的收益在貨品控制權轉移(即貨品付運至買方指定地點(交付))時予以確認。交付後，買方對分銷貨品的方式及銷售貨品的價格擁有全權酌情權，於出售貨品時承擔主要責任，且承擔有關貨品陳舊及損失的風險。本集團於貨品交付至買方時確認應收款項，乃由於收取代價的權利於有關時間點變成無條件，僅須待時間過去便可收取付款。

提供線上資訊及數字化營銷服務的收益於提供該等服務提供時予以確認。

利息收入按實際利率法累計確認。就並無信貸減值的按攤銷成本計量的金融資產而言，乃按資產的賬面總值乘以實際利率計算。就信貸減值金融資產而言，按資產的攤銷成本(即賬面總值減虧損撥備)乘以實際利率計算。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Employee benefits

(i) Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

(r) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Options which are cancelled prior to their exercise date or lapse are deleted from the register of outstanding options. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to accumulated losses as a movement in reserves.

(s) Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

5. 主要會計政策(續)

(q) 僱員福利

(i) 僱員休假權利

僱員所享有的年假及長期服務假權利在該等假期應計予僱員時予以確認。就因僱員直至報告期末提供的服務而產生的年假及長期服務假的估計負債作出撥備。

僱員的病假及產假在請假時方予以確認。

(ii) 退休金責任

本集團向適用於所有僱員的定額退休計劃作出供款。本集團及僱員向該等計劃作出的供款按員工基本薪資的某一百分比計算。於損益內扣除的退休福利計劃成本指本集團向基金應付的供款。

(iii) 終止服務福利

終止服務福利於以下較早日期時確認：當本集團不再能夠撤銷提供該等福利時及當本集團確認重組成本及涉及終止服務福利付款時。

(r) 以股份為基礎的付款

本集團向若干董事及僱員發行以權益結算以股份為基礎付款。以權益結算以股份為基礎付款乃按授出當日權益工具的公平值計量(不包括非市場基礎歸屬情況)。以權益結算以股份為基礎付款於授出當日釐定的公平值，乃根據本集團所估計最終歸屬的股份並就非市場基礎歸屬情況之影響作出調整，於歸屬期以直線法支銷。

在行使日期前已註銷或已失效的購股權將自尚未行使購股權名冊中刪除。倘購股權在歸屬日期後被沒收或於屆滿日期仍未行使，先前於購股權儲備確認之金額將作為儲備變動轉至累計虧損。

(s) 借貸成本

借貸成本在其產生期間內於損益中確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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 differences between the carrying amounts of assets and liabilities in the 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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

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 is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

5. 主要會計政策(續)

(t) 稅項

所得稅指即期稅項及遞延稅項之和。

即期應繳稅款乃根據年內應課稅溢利計算。應課稅溢利與於損益內確認的溢利不同，原因是其中未計入其他年度應課稅或可抵扣的收支項目，且未計入從未課稅或可抵扣的項目。本集團採用報告期末已頒佈或實際上已頒佈的稅率計算即期稅項負債。

遞延稅項按財務報表所列資產及負債的賬面值與用以計算應課稅溢利的相應計稅基之間的差額確認。一般會就所有的應課稅暫時性差額確認遞延稅項負債，而確認遞延稅項資產，則須以將來很可能取得用來沖抵可抵扣暫時性差額、未動用稅項虧損或未動用稅項抵免的應課稅溢利為限。倘暫時性差額於商譽產生或源自在不影響應課稅溢利或會計溢利的交易中對其他資產及負債的首次確認(業務合併除外)，則不會確認有關資產及負債。

就投資附屬公司所產生的應課稅暫時性差額確認遞延稅項負債，但若本集團可控制該暫時性差額的撥回而該暫時性差額很可能在可見將來不會撥回的情況除外。

於各報告期末會審閱遞延稅項資產的賬面值，並在不再可能有足夠應課稅溢利以收回全部或部分資產時，相應扣減該賬面值。

遞延稅項乃按預期適用於清償負債或變現資產期間的稅率，根據於報告期末已頒佈或實際上已頒佈的稅率計算。遞延稅項於損益內確認，惟與於其他全面收益或直接於權益內確認的項目有關者除外，在此情況下，遞延稅項亦於其他全面收益或直接於權益內確認。

遞延稅項資產及負債的計量反映本集團預期於報告期末收回或清償其資產及負債賬面值的方式所產生的稅務後果。

當存在可合法強制執行權利將即期稅項資產與即期稅項負債抵銷及當彼等與同一稅務機關徵收的所得稅有關及本集團擬按淨額基準清償其即期稅項資產及負債時，遞延稅項資產及負債抵銷。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Related parties

A related party is a person or entity that is related to the Group.

- (A) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (B) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (A).
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group which it is a part, provides key management personnel services to the Company or to a parent of the Company.

5. 主要會計政策(續)

(u) 關聯方

關聯方指與本集團有關聯的人士或實體。

- (A) 倘屬以下人士，則該人士或其近親與本集團有關聯：
- (i) 可控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 是本公司或本公司之母公司的主要管理層成員。
- (B) 倘符合下列任何條件，則該實體與本集團有關聯：
- (i) 該實體及本公司均是同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
 - (ii) 某實體是另一實體的聯營公司或合營公司(或另一實體為旗下成員公司的集團的成員公司的聯營公司或合營公司)。
 - (iii) 兩家實體均是同一第三方的合營公司。
 - (iv) 某實體是第三方實體的合營公司，而另一實體則是該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃。倘本集團本身屬有關計劃，提供資助的僱主亦與本集團有關聯。
 - (vi) 該實體受(A)項中所識別的人士控制或共同控制。
 - (vii) 在(A)(i)項中所識別的人士對該實體有重大影響力，或該人士是該實體(或是該實體的母公司)的主要管理層成員。
 - (viii) 該實體，或其屬當中一部分的集團旗下之任何成員公司，向本公司或本公司之母公司提供主要管理層服務。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(w) Impairment of financial assets

The Group recognises a loss allowance for ECL on trade receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

5. 主要會計政策(續)

(v) 非金融資產減值

非金融資產的賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則透過綜合損益表以開支撇減至其估計可收回金額。可收回金額乃就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入。倘為此情況，則可收回金額就資產所屬之現金產生單位釐定。可收回金額為個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位之減值虧損首先用於抵銷單位商譽，然後於現金產生單位之其他資產之間按比例分配。隨後估計變動導致的可收回金額增加計入損益，直至撥回減值。

(w) 金融資產減值

本集團確認應收賬款的預期信貸虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認相應金融工具以來的信貸風險變動。

本集團一直以來確認應收賬款的全期預期信貸虧損。該等金融資產的預期信貸虧損使用撥備矩陣及根據本集團過往信貸虧損經驗作出，並就債務人、整體經濟狀況以及對於報告日期的現狀及預測狀況方向的評估的特定因素作出調整，包括貨幣時間價值(倘適用)。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

5. 主要會計政策(續)

(w) 金融資產減值(續)

就所有其他金融工具而言，本集團在初步確認以來信貸風險大幅增加時確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初步確認以來並無大幅增加，則本集團按相當於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指將於金融工具的預計年內因所有可能違約事件而產生的預期信貸虧損。相反，12個月預期信貸虧損指預期因報告日期後12個月內金融工具可能發生的違約事件而產生的全期預期信貸虧損的一部分。

信貸風險大幅增加

於評估金融工具的信貸風險是否自初步確認以來大幅增加時，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步確認日期出現違約的風險。作出此評估時，本集團會考慮合理及有證據支持的定量及定性資料，包括過往經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。所考慮的前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似組織的本集團債務人經營所在行業的未來前景，以及與本集團核心業務相關的實際及預測經濟資料的各種外部來源。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

5. 主要會計政策(續)

(w) 金融資產減值(續)

信貸風險大幅增加(續)

具體而言，評估信貸風險自初始確認以來是否大幅增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸測評的實際或預期顯著惡化；
- 特定金融工具信貸風險的外部市場指標顯著惡化；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著上升；或
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。

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，金融資產的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有理據支持的資料證明可予收回款項則作別論。

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財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

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.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

5. 主要會計政策(續)

(w) 金融資產減值(續)

信貸風險大幅增加(續)

本集團定期監察用於識別信貸風險是否大幅增加的標準的有效性，並在適當時候作出修訂以確保該等標準能夠在款項逾期前識別信貸風險大幅增加的情況。

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，原因是過往經驗表明符合以下任何一項條件的應收款項一般無法收回。

- 交易對手方違反財務契諾；或
- 內部產生或自外部來源獲取的資料表明，債務人不大可能向其債權人(包括本集團)全額還款(不考慮本集團所持有的任何抵押品)。

不論上述情況，當金融資產逾期超過90日時，則本集團認為出現違約，惟本集團擁有合理及有理據支持的資料表明滯後違約標準更為適用者則除外。

信貸減值金融資產

當發生對金融資產估計未來現金流量有不利影響的一項或多項事件時，則金融資產出現信貸減值。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：

- 發行人或交易對手方出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 交易對手方的貸款人因交易對手方財務困難相關的經濟或合約理由，而給予交易對手方在一般情況下貸款人不予考慮的優惠條件；
- 交易對手方很可能將破產或進行其他財務重組；或
- 因財政困難以致該金融資產失去活躍市場。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the impairment for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

5. 主要會計政策(續)

(w) 金融資產減值(續)

撤銷政策

當有資料顯示債務人有嚴重財務困難及實際上不可收回金融資產時，本集團會撤銷該金融資產，例如，當債務人處於清盤或進入破產程序時，或應收賬款逾期兩年以上(以較早者為準)。根據本集團收回程序並考慮法律建議(如適用)，金融資產撤銷可能仍受到執法活動的約束。任何其後收回均於損益中確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率程度根據歷史數據作出，並根據上述前瞻性資料調整。而金融資產的違約金額則由資產於報告日期的賬面總值代表；就財務擔保合約而言，風險包括於報告日期提取的金額連同任何基於過往趨勢、本集團對債務人特定未來金融需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

就金融資產而言，預期信貸虧損估計為本集團根據合約應收的所有合約現金流量與本集團預期收取的所有現金流量之間的差額，並按原實際利率貼現。

倘本集團於前一個報告期間按相當於全期預期信貸虧損的金額計量金融工具的減值，但於本報告日期釐定為不再滿足全期預期信貸虧損的條件，則本集團按於本報告日期相當於12個月預期信貸虧損的金額計量虧損撥備(使用簡化法計量的資產除外)。

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5. SIGNIFICANT ACCOUNTING POLICIES (continued)

(w) Impairment of financial assets (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the impairment is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(x) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

(y) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

5. 主要會計政策(續)

(w) 金融資產減值(續)

本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬對其賬面值作出相應調整。惟按公平值計入其他全面收益計量之債務工具投資(其減值於其他全面收益確認並於投資重估儲備累計)除外，而不會減低財務狀況表中金融資產的賬面值。

(x) 撥備及或然負債

倘本集團需就過往事件承擔現有法律或推定責任，且履行該責任很可能需要經濟利益的流出，並能作出可靠估計時，便會就不確定時間或金額之負債確認撥備。倘貨幣的時間價值重大，則撥備會以預期履行責任所需支出的現值列報。

倘需要流出經濟利益的可能性不大，或未能可靠估計有關金額時，則有關責任披露為或然負債，除非經濟利益流出之可能性極微。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會被披露為或然負債，除非經濟利益流出之可能性極微。

(y) 報告期後事項

為本集團於報告期末狀況提供額外資料或顯示持續經營假設並不適合的報告期後事項均屬於調整事項，於財務報表內反映。並非屬調整事項的報告期後事項如屬重大，則於財務報表附註中披露。

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6. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In the application of the Group's accounting policies, which are described in note 5, 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 underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful implementation and outcome of the measures to be undertaken by the Group. Details are explained in Note 2 to the consolidated financial statements.

(b) *Judgement in joint control assessment*

The Group holds 51% of the voting rights of its joint venture, Millennium Pacific Electronics Limited ("MPEL"). The directors of the Company have determined that the Group has joint control over MPEL based on underlying contractual agreement, it appears that unanimous consent is required from both parties to the agreement to enable to direct for all relevant activities of MPEL.

6. 重要判斷及主要估計

於應用附註5所述的本集團會計政策時，本公司董事須對未能透過其他來源確定的資產及負債的賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗及其他視為相關的因素作出。實際結果可能與該等估計有異。

該等估計及相關假設不斷予以檢討。倘對會計估計的修訂僅影響進行修訂的期間，則於該期間確認，或倘修訂影響目前及未來期間，則於修訂期間及未來期間確認。

應用會計政策時的關鍵判斷

除涉及估計之判斷(見下文)外，以下為本公司董事於應用本集團之會計政策過程中所作出對綜合財務報表所確認金額有最顯著影響的重大判斷。

(a) *持續經營基準*

該等綜合財務報表已按持續經營基準編製，其有效性取決於本集團將採取的措施的成功實施及結果。詳情請見於綜合財務報表附註2。

(b) *評估共同控制權之判斷*

本集團持有其合營企業匯思太平洋電子有限公司(「匯思電子」)51%的投票權。由於根據相關合約協定，指導匯思電子所有相關活動須取得訂約各方一致同意，故本公司董事判定本集團享有匯思電子的共同控制權。

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6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other 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, are discussed below.

(a) Impairment losses for trade receivables

The directors of the Company estimate the amount of impairment loss for ECL on trade and other receivables based on the credit risk of trade and other receivables. The Group uses practical expedient in estimating ECL on trade receivables which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 7(b).

As at 31 December 2022, the carrying amount of trade receivables is approximately HK\$21,841,000 (2021: HK\$54,330,000), being net of impairment loss of approximately HK\$934,000 (2021: net of approximately HK\$885,000).

(b) Impairment of investments in associates

As at 31 December 2022, in view of impairment indicators, the Group performed impairment assessment on associates. Determining whether impairment loss should be recognised requires an estimation of the recoverable amount of the relevant associates which is the higher of value in use and fair value less costs of disposal. The value in use calculation requires the management of the Group to estimate the present value of the estimated cash flows expected to arise from dividends to be received from the associates and the proceeds from the ultimate disposal of the investment taking into account factors, including discount rate, dividend payout rate, etc. In cases where the actual cash flows are less or more than expected, or change in facts and circumstances which result in revision of future cash flows estimation or discount rate, a material reversal or further recognition of impairment may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

6. 重要判斷及主要估計(續)

估計不確定性的主要來源

有關報告期末估計不確定性的未來及其他主要來源的主要假設，為對下一財政年度之資產及負債的賬面值造成重大調整的重大風險，於下文展開討論。

(a) 應收賬款之減值虧損

本公司董事根據應收賬款及其他應收款項的信貸風險估計應收賬款及其他應收款項的預期信貸虧損之減值虧損金額。本集團在估計未單獨用撥備矩陣評估的應收賬款預期信貸虧損時使用實際權宜法。撥備率以各種債務人的賬齡分組為基準，並考慮本集團的歷史違約率及無需付出不必要的成本或努力即可獲得的合理且可支持的前瞻性資料。於各報告日期，本集團會重新評估歷史觀測到的違約率，並考慮前瞻性資料的變動。預期信貸虧損的撥備對估計的變動十分敏感。預期信貸虧損的資料及本集團應收賬款於附註7(b)中披露。

於二零二二年十二月三十一日，應收賬款的賬面值約為21,841,000港元(二零二一年：54,330,000港元)，扣除減值虧損約934,000港元(二零二一年：扣除約885,000港元)。

(b) 於聯營公司之投資之減值

於二零二二年十二月三十一日，鑒於出現減值跡象，本集團對聯營公司進行減值評估。釐定是否應確認減值虧損時，須估計相關聯營公司的可收回金額，即使用價值或公平值減出售成本之較高者。計算使用價值要求本集團管理層對預期將從聯營公司收取的股息以及最終出售投資之所得款項產生的估計現金流量的現值作出估計，當中計及貼現率、派息比率等因素。倘實際現金流量低於或高於預期，或事實及情況變動導致修訂未來現金流量估計或貼現率，或會出現重大撥回或進一步確認減值，將在該撥回或進一步確認發生的期間內於損益中確認。

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6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(b) Impairment of investments in associates (continued)

As at 31 December 2022, the carrying amount of investments in associates is approximately HK\$13,906,000 (2021: HK\$22,717,000), being net of impairment loss of investments in associates of approximately HK\$7,963,000 (2021: HK\$7,963,000).

(c) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement 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 (including right-of-use assets), 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 net present value used in the impairment test.

As at 31 December 2022, the carrying amounts of property, plant and equipment and right-of-use assets are approximately HK\$56,000 (2021: HK\$124,000) and nil (2021: HK\$4,285,000), being net of impairment loss of right-of-use asset of approximately HK\$2,080,000 (2021: Nil) respectively.

6. 重要判斷及主要估計(續)

估計不確定性的主要來源(續)

(b) 於聯營公司之投資之減值(續)

於二零二二年十二月三十一日，於聯營公司投資之賬面值約為13,906,000港元(二零二一年：22,717,000港元)，已扣除對聯營公司投資的減值虧損約7,963,000港元(二零二一年：7,963,000港元)。

(c) 物業、廠房及設備以及使用權資產之減值

物業、廠房及設備以及使用權資產按成本減累計折舊及減值列示(如有)。於釐定資產是否減值時，本集團須行使判斷及作出估計，尤其需要評估：(1)是否發生或有任何跡象顯示可能影響資產價值的事件；(2)資產的賬面值能否以使用價值(即根據持續使用資產估計的未來現金流量之現值淨額)的可收回金額支持；及(3)估計可收回金額時所採用的適當主要假設，包括現金流量預測及適當貼現率。倘無法估計個別資產的可收回金額(包括使用權資產)，本集團會估計該資產所屬現金產生單位的可收回金額。倘假設及估計發生變動(包括貼現率或現金流量預測增長率)，可能會對減值測試所用之淨現值產生重大影響。

於二零二二年十二月三十一日，物業、廠房及設備以及使用權資產之賬面值分別約為56,000港元(二零二一年：124,000港元)及零(二零二一年：4,285,000港元)，扣除使用權資產減值虧損約2,080,000港元(二零二一年：零)。

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7. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The functional currency of the Group's entities are principally denominated in either HK\$ and Renminbi ("RMB"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than its functional currency such as United States dollars ("US\$"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Set out below the sensitivity analysis the Group's foreign currency risk.

7. 財務風險管理

本集團的業務活動面臨多項財務風險：外幣風險、信貸風險、利率風險及流動資金風險。本集團整體風險管理計劃專注於金融市場的不可預測性及務求盡量減少對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團實體的功能貨幣主要以港元及人民幣（「人民幣」）計值。本集團面臨若干外幣風險，乃由於其若干業務交易、資產及負債以本集團功能貨幣以外的貨幣（如美元（「美元」））計值。本集團目前無就外幣交易、資產及負債制定外幣對沖政策。本集團將會密切監控其外幣風險及將會於有需要時考慮對沖重大外幣風險。

下表載列本集團之外幣風險敏感度分析。

		Functional currency strengthened/ (weakened) by	(Decrease)/ increase in consolidated loss after tax 綜合除稅後 虧損(減少)/ 增加 HK\$'000 千港元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度	5%/(5%)	(413)/413 ^(Note) (附註)
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度	5%/(5%)	(743)/743 ^(Note) (附註)

Note: This is mainly a result of foreign exchange gain/(loss) on bank deposits, trade and other receivables, trade and other payables denominated in US\$.

附註：此乃主要由於以美元計值的銀行存款、應收賬款及其他應收款項、應付賬款及其他應付款項的外匯收益/(虧損)。

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7. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. The Company's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Company considers to have low credit risk.

Trade receivables

The Group has significant concentrations of credit risk as 96% (2021: 84%) of the Group's trade receivables were due from two (2021: two) customers. The directors of the Company are of the opinion that the credit risk exposure in relation to these customers is not significant as these customers had sound financial position for whom there was no recent history of default. In addition, the Group has policies in place to ensure that sales are made to customers with an appropriate credit history.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivable are due within 60 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group measures impairment loss for trade receivable at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

7. 財務風險管理(續)

(b) 信貸風險

信貸風險指對手方無法履行金融工具或客戶合約項下的責任而引致金融損失的風險。本公司因經營活動(主要為應收賬款)及融資活動(包括銀行的存款、外匯交易及其他金融工具)而面臨信貸風險。本公司因現金及現金等價物面臨的信貸風險有限, 原因為對手方為獲國際信貸評級機構給予高信貸評級的銀行及金融機構, 因此本公司認為其屬低信貸風險。

應收賬款

本集團面臨重大信貸集中風險, 此乃由於本集團96%(二零二一年: 84%)的應收賬款均來自兩名(二零二一年: 兩名)客戶。本公司董事認為, 由於該等客戶財務狀況穩健, 且近期並無違約紀錄, 因而與該等客戶有關的信貸風險敞口並不重大。此外, 本集團已制訂政策, 以確保向客戶作出的銷售符合適合的信貸往例。

客戶信貸風險根據本集團制訂有關客戶信貸風險管理的政策、程序及控制由各業務單位管理。本集團對所有要求超過若干信貸金額之客戶進行個別信貸評估。該等評估集中於客戶過往償還到期款項之記錄及目前之還款能力並考慮客戶之特定資料以及有關客戶營運之經濟環境。應收賬款自發票日期起計60至90日內到期。一般而言, 本集團並無獲得來自客戶的抵押品。

本集團使用撥備矩陣計算的全期預期信貸虧損金額計量應收賬款的減值虧損。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式具有明顯差異, 故並無進一步區分本集團不同客戶群按逾期狀況的虧損撥備。

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7. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2022:

		2022 二零二二年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	N/A 不適用	–	–
1–30 days past due	逾期1至30日	N/A 不適用	–	–
31–60 days past due	逾期31至60日	2.4%	791	19
61–90 days past due	逾期61至90日	N/A 不適用	–	–
More than 90 days past due	逾期90日以上	4.2%	21,984	915
			22,775	934
		2021 二零二一年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(並無逾期)	0–3%	15,693	282
1–30 days past due	逾期1至30日	0–3%	465	–
31–60 days past due	逾期31至60日	0–3%	36,146	551
61–90 days past due	逾期61至90日	N/A 不適用	–	–
More than 90 days past due	逾期90日以上	0–3%	2,911	52
			55,215	885

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and adjusted for forward-looking information that is available without undue cost or effort.

7. 財務風險管理(續)

(b) 信貸風險(續)

應收賬款(續)

下表提供本集團於二零二二年十二月三十一日面臨信貸風險及應收賬款預期信貸虧損之資料：

估計虧損率乃基於債務人於預計年期的過往觀察違約率進行估計，並按毋須花費不必要成本或精力即可獲得的前瞻性資料進行調整。

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7. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

Movements in the loss allowance for trade receivables during the year is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	885	382
Impairment losses recognised for the year	年內確認減值虧損	49	503
At 31 December	於十二月三十一日	934	885

Deposits and other receivables

In order to reduce the credit risk, the management of the Company has assessed the credit quality of each debtor taking into account its financial position and other factors. ECLs on deposits and other receivables are assessed under general approach and as at 31 December 2022 and 2021, the management considers these receivables had no significant increase in credit risk since its initial recognition and therefore ECL for stage 1 assets applies, i.e. allowance equal to 12-month ECL.

The following table provides information about the Group's exposure to credit risk and ECLs for deposits and other receivables as at the end of the reporting period:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Gross carrying amount classified as stage 1 assets	分類為第一階段資產的賬面總值	1,299	9,815
Weighted average expected credit loss rate	加權平均預期信貸虧損率	11.2%	3.0%
Loss allowance	虧損撥備	146	294

7. 財務風險管理(續)

(b) 信貸風險(續)

應收賬款(續)

於年內應收賬款虧損撥備變動如下：

按金及其他應收款項

為降低信貸風險，本公司管理層計及各債務人的財務狀況及其他因素評估其信貸質素。按金及其他應收款項的預期信貸虧損按一般方法評估，於二零二二年及二零二一年十二月三十一日，管理層認為該等應收款項自初始確認後信貸風險並無顯著增加，因此應用第一階段資產的預期信貸虧損，即撥備等於12個月預期信貸虧損。

下表提供有關本集團於報告期末就按金及其他應收款項面臨的信貸風險及預期信貸虧損的資料：

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7. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Deposits and other receivables (continued)

12-month ECL on deposits and other receivables that has been recognised in accordance with general approach set out in HKFRS 9 is as follows:

At beginning of year	於年初	
(Reversal of impairment losses)/ impairment losses recognised for the year	於本年度已確認的 (減值虧損撥回)/減值虧損	
Written off	撇銷	
Exchange realignment	匯兌調整	
At end of year	於年末	

Amount due from a non-controlling shareholder

The amount due is closely monitored by the directors of the Company. The directors of the Company consider that the expected credit loss of this receivable is immaterial to the consolidated financial statements.

(c) Interest rate risk

The Group's convertible bonds are arranged at fixed interest rates and therefore subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits. These bank deposits bear interests at floating rates varied with the then prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

7. 財務風險管理(續)

(b) 信貸風險(續)

按金及其他應收款項(續)

按照香港財務報告準則第9號所載一般方法確認的按金及其他應收款項的12個月預期信貸虧損如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of year	294	438
(Reversal of impairment losses)/ impairment losses recognised for the year	(130)	1,431
Written off	-	(1,592)
Exchange realignment	(18)	17
At end of year	146	294

應收一名非控股股東款項

本公司董事密切監察應收款項。本公司董事認為，該應收款項的預期信貸虧損對綜合財務報表而言並不重大。

(c) 利率風險

本集團的可換股債券為固定利率，因此承受公平值利率風險。

本集團利率風險乃源自銀行存款。該等銀行存款按因應當時市況而變化的浮動利率計息。

除以上所述者外，本集團於報告期末並無其他重大的計息資產及負債，其收入及經營現金流量大部分獨立於市場利率的變動。

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7. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

In preparing the consolidated financial statements, the directors of the Group have given careful consideration to the future liquidity and going concern of the Group in light of the fact that the Group's current liabilities exceeded its current assets by approximately HK\$12,322,000 at 31 December 2022. Up to the date of these consolidated financial statements were authorised for issue, the CB holder committed not to request for repayments of the outstanding principal and interest before 31 March 2024. The directors have carried out a detailed review of the cash flow forecast of the Group for the twelve months ending 31 December 2023 and other measures taken by the management as referred to in Note 2 to the consolidated financial statements, and consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the twelve months from 31 December 2022.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

7. 財務風險管理(續)

(d) 流動資金風險

於編製綜合財務報表時，鑒於本集團於二零二二年十二月三十一日流動負債超過其流動資產約12,322,000港元，本集團董事已審慎考慮本集團未來流動資金及持續經營。直至該等綜合財務報表獲授權發佈之日期，可換股債券持有人承諾不會要求於二零二四年三月三十一日前償還尚未償還的本金及利息。董事已對本集團截至二零二三年十二月三十一日止十二個月之現金流量預測及綜合財務報表附註2所述管理層所採取的其他措施進行詳細審閱，並認為本集團將有充足的營運資金以履行其自二零二二年十二月三十一日起十二個月內到期的財務責任。

下表列示本集團的金融負債於各報告期末的餘下合同期限，而有關餘下合同期限乃根據未貼現現金流量(包括使用合同利率或(如屬浮動利率)根據報告日期通行的利率計算得出的利息付款)以及可要求本集團支付的最早日期得出。

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7. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk (continued)

The maturity analysis of the Group's financial liabilities based on contractual undiscounted cash flow is as follows:

		On demand 按要求 HK\$'000 千港元	Less than 1 year 一年以下 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元
At 31 December 2022	於二零二二年 十二月三十一日			
Trade payables	應付賬款	-	551	-
Other payables, deposits received and accrued expenses	其他應付款項、已收訂金及 應計費用	2,331	10,908	-
Convertible bonds	可換股債券	-	21,600	-
Lease liabilities	租賃負債	-	1,570	566
		On demand 按要求 HK\$'000 千港元	Less than 1 year 一年以下 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元
At 31 December 2021	於二零二一年十二月三十一日			
Trade payables	應付賬款	-	35,021	-
Other payables, deposits received and accrued expenses	其他應付款項、已收訂金及 應計費用	-	15,189	-
Convertible bonds	可換股債券	-	-	21,600
Lease liabilities	租賃負債	-	2,254	2,278

(e) Categories of financial instruments at 31 December

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤銷成本列賬之金融資產	24,649	66,719
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	34,367	68,883

(f) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

7. 財務風險管理(續)

(d) 流動資金風險(續)

本集團根據合同未貼現現金流量計算的金融負債的到期情況分析如下：

		On demand 按要求 HK\$'000 千港元	Less than 1 year 一年以下 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元
At 31 December 2022	於二零二二年 十二月三十一日			
Trade payables	應付賬款	-	551	-
Other payables, deposits received and accrued expenses	其他應付款項、已收訂金及 應計費用	2,331	10,908	-
Convertible bonds	可換股債券	-	21,600	-
Lease liabilities	租賃負債	-	1,570	566
		On demand 按要求 HK\$'000 千港元	Less than 1 year 一年以下 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元
At 31 December 2021	於二零二一年十二月三十一日			
Trade payables	應付賬款	-	35,021	-
Other payables, deposits received and accrued expenses	其他應付款項、已收訂金及 應計費用	-	15,189	-
Convertible bonds	可換股債券	-	-	21,600
Lease liabilities	租賃負債	-	2,254	2,278

(e) 於十二月三十一日之金融工具的類別

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤銷成本列賬之金融資產	24,649	66,719
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	34,367	68,883

(f) 公平值

綜合財務狀況表所呈列的本集團金融資產及金融負債的賬面值與其各自公平值相若。

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財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

8. SEGMENT INFORMATION

The accounting policies of the operating segments are the same as those described in note 5 to the consolidated financial statements.

Operating segment information

The Group is principally engaged in a single type business of research, development, manufacturing and trading of electronic devices, while the revenue from provision of online information and digital marketing services contributed less than 1% to the Group's consolidated revenue. Information reported to the board of directors, being the chief operating decision maker, for the purposes of resources allocation and assessment focuses on revenue analysis by products. No other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide disclosure, major customers and geographical information are presented.

Geographical information

Non-current assets of the Group are presented based on the geographical location as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong	香港	-	560
PRC	中國	56	3,849
		56	4,409

Non-current assets include property, plant and equipment and right-of-use assets.

Information about the Group's revenue from external customers is presented based on the geographical location as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
PRC	中國	18,245	12,807
Hong Kong	香港	47,409	69,726
		65,654	82,533

8. 分部資料

經營分部的會計政策與綜合財務報表附註5內說明的情况一致。

經營分部資料

本集團主要從事研發、製造及買賣電子設備的單一類業務，而提供線上資訊及數字化營銷服務的收入少於本集團綜合收入的1%。資料向董事會呈報，即主要營運決策者，以便對專注於透過產品之收益分析而進行資源分配及評估。除提供本集團業績及整體財務狀況外，概無提供其他獨立財務資料。因此，僅呈列實體披露、主要客戶及地理資料。

地理資料

本集團的非流動資產按地理位置呈列如下：

非流動資產包括物業、廠房及設備及使用權資產。

有關本集團來自外部客戶收益的資料根據以下地理位置呈列：

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財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

8. SEGMENT INFORMATION (continued)

Information about major customers

The Group's customer base included three (2021: two) customers with whom transactions have exceeded 10% of its revenue during the year is set out as below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A	客戶 A	20,343	-
Customer B	客戶 B	15,992	-
Customer C	客戶 C	6,708	-
Customer D (note (i))	客戶 D (附註 (i))	-	47,280
Customer E (note (i))	客戶 E (附註 (i))	-	15,953

(i) These customers did not contribute over 10% of the total turnover of the Group for the year ended 31 December 2022.

8. 分部資料 (續)

有關主要客戶的資料

本集團於年內的客戶基礎載列如下，當中包括與三名（二零二一年：兩名）交易超過本集團收益10%的客戶：

(i) 截至二零二二年十二月三十一日止年度，該等客戶貢獻之收益佔本集團之總收益不超過10%。

9. REVENUE

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收益		
<i>Products and services transferred at a point in time:</i>	<i>於某個時間點轉移產品及服務：</i>		
Provision of online information and digital marketing services	提供線上資訊及數字化營銷服務	338	-
Sales of manufactured products	製成產品銷售	17,907	12,807
Sales on trading of electronic products, accessories and raw materials	電子產品、配件及原材料貿易銷售	47,409	69,726
		65,654	82,533

9. 收益

年內，按主要產品或服務線劃分的客戶合約收益明細如下：

10. OTHER INCOME

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Gain on modification of a lease contract	修改租賃合約之收益	-	16
Interest income	利息收入	3	3
Sales of scrap	廢品銷售	1,448	-
Others	其他	1	27
		1,452	46

10. 其他收入

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財務報表附註

For the year ended 31 December 2022
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11. FINANCE COSTS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	122	157
Effective interest expense on convertible bonds	可換股債券實際利息開支	1,904	1,353
Others	其他	-	32
		2,026	1,542

11. 財務費用

12. LOSS BEFORE TAX

The Group's loss before tax is stated after charging/(crediting) the following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation	以下項目之折舊		
— Owned assets	— 自有資產	254	412
— Right-of-use assets	— 使用權資產	2,086	2,746
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
— Salaries, bonus and allowances	— 薪金、花紅及津貼	4,392	4,850
— Share-based payments	— 以股份為基礎的付款	1,136	67
— Retirement benefits scheme contributions	— 退休福利計劃供款	270	202
		5,798	5,119
Cost of inventories sold	已售存貨成本	62,400	78,520
Foreign exchange loss, net	外匯虧損淨額	38	1
Short-term lease charges on premises	物業之短期租賃費用	166	843
Auditors' remuneration	核數師酬金	570	770
Impairment losses for right-of-use assets	使用權資產減值虧損	2,080	-
Provision for allowance of inventories	存貨撥備	-	428
Impairment losses for associates	就聯營公司之減值虧損	-	7,963
Impairment losses for trade receivables	應收賬款減值虧損	49	503
(Reversal of impairment losses)/ impairment losses for other receivables	其他應收款項之(減值虧損 撥回)/減值虧損	(130)	1,431
Written off of inventories	存貨撇銷	3,750	-

12. 除稅前虧損

本集團除稅前虧損乃經扣除/(計入)以下各項後列賬：

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

12. LOSS BEFORE TAX (continued)

Notes:

- (a) Depreciation of property, plant and equipment of approximately HK\$78,000 (2021: HK\$380,000) for the year ended 31 December 2022 is included in cost of sales.
- (b) Depreciation of right-of-use assets of approximately HK\$510,000 (2021: HK\$792,000) for the year ended 31 December 2022 is included in cost of sales.

13. INCOME TAX

Current tax — Hong Kong Profits Tax
Over-provision in prior years

即期稅項 — 香港利得稅
過往年度超額撥備

Total tax credit for the year

年內稅項抵免總額

Under the two-tiered profits tax regime, one of the Company's Hong Kong subsidiaries is subjected to Hong Kong Profits Tax at the rate of 8.25% for the first HK\$2 million of its estimated assessable profits and at 16.5% on its estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries not qualifying for the two-tiered profit tax Regime are subjected to Hong Kong Profits Tax at the rate of 16.5% for the years ended 31 December 2022 and 2021.

No provision for Hong Kong Profits Tax is required since the Hong Kong subsidiaries have sufficient tax losses brought forward to set off against current year's assessable profits.

The tax rate applicable to the Group's PRC subsidiaries were 25% (2021: 25%) during the year.

No provision for PRC EIT is required since the PRC subsidiaries has no assessable profit for the year for the years ended 31 December 2022 and 2021.

12. 除稅前虧損(續)

附註：

- (a) 截至二零二二年十二月三十一日止年度，物業、廠房及設備折舊約為78,000港元(二零二一年：380,000港元)，計入銷售之成本。
- (b) 截至二零二二年十二月三十一日止年度，使用權資產折舊約為510,000港元(二零二一年：792,000港元)，計入銷售之成本。

13. 所得稅

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax Over-provision in prior years	—	53
Total tax credit for the year	—	53

根據兩級制利得稅制度，本公司其中一間香港附屬公司須就其估計應課稅溢利的首2百萬港元按8.25%稅率繳納香港利得稅及就估計應課稅溢利超過2百萬港元的部分按16.5%稅率繳納香港利得稅。截至二零二二年及二零二一年十二月三十一日止年度，其他不符合兩級制利得稅制度的香港附屬公司須按16.5%稅率繳納香港利得稅。

由於香港附屬公司有充足的稅項虧損結轉以抵銷當前年度的應課稅溢利，故毋須就香港利得稅作出撥備。

於年內，本集團的中國附屬公司適用的稅率為25% (二零二一年：25%)。

截至二零二二年及二零二一年十二月三十一日止年度，由於中國附屬公司並無應課稅溢利，故毋須就中國企業所得稅作出撥備。

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

13. INCOME TAX (continued)

The reconciliation between the income tax credit and the loss before tax multiplied by the Hong Kong Profits Tax rate of the Group is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss before tax	除稅前虧損	(21,515)	(23,290)
Tax at the domestic tax rate of 16.5% (2021: 16.5%)	按本地稅率 16.5% (二零二一年: 16.5%) 計算的稅項	(3,550)	(3,843)
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(1)	(6)
Tax effect of share of results of associates	分佔聯營公司業績的稅務影響	1,196	327
Tax effect of expenses that are not deductible	不可扣稅開支的稅務影響	1,242	2,450
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	1,803	1,520
Over-provision in prior years	過往年度超額撥備	-	53
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區經營的 附屬公司不同稅率的影響	(690)	(448)
Income tax credit for the year	年內所得稅抵免	-	53

13. 所得稅(續)

本集團所得稅抵免與除稅前虧損乘以香港利得稅率的對賬如下：

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable in respect a person's services as a director, whether of the Company, or its subsidiaries undertaking were as follows:

For the year ended 31 December 2022

Executive directors	執行董事
Wang Li	王歷
Zhou Chuang Qiang	周創強
Independent non-executive directors	獨立非執行董事
Zheng Wan Zhang (iv)	鄭玩樟 (iv)
Man Wai Lun (v)	文偉麟 (v)
Wong Tik Tung	汪滌東

14. 董事及僱員酬金

(a) 董事酬金

已付或應付就本公司或其附屬公司業務提供服務之董事酬金如下：

截至二零二二年十二月三十一日止年度

	Fees	Salaries and allowances	Retirement benefits scheme contributions	Share-based payment	Total
	費用	薪資及津貼	退休福利計劃供款	以股份為基礎的付款	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors					
Wang Li	-	240	-	-	240
Zhou Chuang Qiang	-	240	-	216	456
Independent non-executive directors					
Zheng Wan Zhang (iv)	145	-	-	-	145
Man Wai Lun (v)	120	-	-	-	120
Wong Tik Tung	145	-	-	-	145
	410	480	-	216	1,106

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財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

For the year ended 31 December 2021

		Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		費用 HK\$'000 千港元	薪資及津貼 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors	執行董事				
Wang Li	王歷	–	240	–	240
Wu Yong Fu (i)	吳永富 (i)	–	240	–	240
Zhou Chuang Qiang	周創強	–	240	–	240
Non-executive directors	非執行董事				
Chong Yu Keung (ii)	莊儒強 (ii)	112	–	–	112
Independent non-executive directors	獨立非執行董事				
Huang Jian (iii)	黃健 (iii)	90	–	–	90
Zheng Wan Zhang (iv)	鄭玩樟 (iv)	180	–	–	180
Man Wai Lun (v)	文偉麟 (v)	52	–	–	52
Wong Tik Tung	汪滌東	180	–	–	180
		614	720	–	1,334

Notes:

- (i) Resigned on 31 August 2021
- (ii) Resigned on 16 August 2021
- (iii) Resigned on 30 June 2021
- (iv) Resigned on 13 February 2023
- (v) Appointed on 26 July 2021

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

14. 董事及僱員酬金 (續)

(a) 董事酬金 (續)

截至二零二一年十二月三十一日止年度

		Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		費用 HK\$'000 千港元	薪資及津貼 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors	執行董事				
Wang Li	王歷	–	240	–	240
Wu Yong Fu (i)	吳永富 (i)	–	240	–	240
Zhou Chuang Qiang	周創強	–	240	–	240
Non-executive directors	非執行董事				
Chong Yu Keung (ii)	莊儒強 (ii)	112	–	–	112
Independent non-executive directors	獨立非執行董事				
Huang Jian (iii)	黃健 (iii)	90	–	–	90
Zheng Wan Zhang (iv)	鄭玩樟 (iv)	180	–	–	180
Man Wai Lun (v)	文偉麟 (v)	52	–	–	52
Wong Tik Tung	汪滌東	180	–	–	180
		614	720	–	1,334

附註：

- (i) 於二零二一年八月三十一日辭任
- (ii) 於二零二一年八月十六日辭任
- (iii) 於二零二一年六月三十日辭任
- (iv) 於二零二三年二月十三日辭任
- (v) 於二零二一年七月二十六日委任

於年內，概無董事放棄或同意放棄任何酬金的安排。

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財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group for the year ended 31 December 2022 included one (2021: one) director whose emolument is reflected in the analysis presented above. The emoluments of the four (2021: four) individuals are set out below respectively:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,674	1,236
Share-based payments	以股份為基礎的付款	30	17
Retirement benefits scheme contributions	退休福利計劃供款	66	45
		1,770	1,298

The emoluments fell within the following band:

		Number of individuals 人數	
		2022 二零二二年	2021 二零二一年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

There was no discretionary bonus paid or payable to any of the directors and the five highest paid individuals during the years ended 31 December 2022 and 2021.

No emolument was paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2022 and 2021.

(c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the year have been set out in the analysis presented above.

(d) Directors' material interests in transactions, arrangements or contracts

No significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year of at any time during the year.

14. 董事及僱員酬金(續)

(b) 五名最高薪酬人士

截至二零二二年十二月三十一日止年度，本集團五名最高薪酬人士包括一名(二零二一年：一名)董事，其酬金反映於上文所呈列的分析中。四名(二零二一年：四名)人士的酬金分別載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,674	1,236
Share-based payments	以股份為基礎的付款	30	17
Retirement benefits scheme contributions	退休福利計劃供款	66	45
		1,770	1,298

酬金屬於下列範圍：

		Number of individuals 人數	
		2022 二零二二年	2021 二零二一年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

截至二零二二年及二零二一年十二月三十一日止年度，並無向任何董事及五名最高薪酬人士支付或應付任何酌情花紅。

截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向任何董事或最高薪酬人士支付任何酬金作為加盟或加盟本集團後的獎勵或作為離職補償。

(c) 高級管理人員的酬金

高級管理人員指執行董事。於年內，已付或應付予高級管理人員之酬金已載於上述呈列的分析中。

(d) 董事於交易、安排或合約中擁有的重大權益

本公司董事及其關連方概無於本公司就本集團業務所訂立且於年終或年內任何時間仍有效之重大交易、安排及合約中，直接或間接擁有重大權益。

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14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(e) During the year, certain directors and employees were granted share options, in respect of services to the Group under share option scheme of the Company. Details of the share option schedule are set out in note 34 to the consolidated financial statements.

15. DIVIDEND

No dividend had been paid or declared by the Company during the year (2021: Nil).

16. LOSS PER SHARE

(a) Basic loss per share

	虧損
Loss	用於計算每股基本及攤薄虧損的虧損
Loss for the purpose of calculating basic and diluted loss per share	
Number of shares	股份數目

(b) Diluted loss per share

The effects of the Company's potential ordinary shares in respect of the outstanding share options and convertible bonds are anti-dilutive for the years ended 31 December 2022 and 2021.

17. RETIREMENT BENEFIT SCHEMES

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount of HK\$1,500 (2021: HK\$1,500) per employee and vest fully with employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries established in the PRC are members of a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of these subsidiaries. The only obligation of these subsidiaries with respect to the central pension scheme is to meet the required contributions under the scheme.

There was no forfeited contribution in respect of the defined contribution plan available at 31 December 2022 and 2021.

14. 董事及僱員酬金(續)

(e) 於年內，若干董事及僱員就根據本公司購股權計劃向本集團提供之服務而獲授購股權。有關購股權計劃的詳情載於綜合財務報表附註34。

15. 股息

本公司於年內概無派付或宣派任何股息(二零二一年：無)。

16. 每股虧損

(a) 每股基本虧損

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(18,377)	(22,593)
1,030,738,970	1,030,738,970

(b) 每股攤薄虧損

於截至二零二二年及二零二一年十二月三十一日止年度，本公司尚未行使的購股權及可換股債券之潛在普通股之影響為反攤薄影響。

17. 退休福利計劃

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員運作強制性公積金計劃(「強積金計劃」)。本集團對強積金計劃之供款按薪資及工資的5%計算，惟每名僱員每月最高金額為1,500港元(二零二一年：1,500港元)及在向強積金計劃供款時全部歸屬於僱員。

本集團於中國成立的附屬公司的僱員參加地方市政府運作的中央退休金計劃。該等附屬公司須向中央退休金計劃按僱員基本薪資及工資的若干百分比供款，以為退休福利提供資金。地方市政府承諾承擔該等附屬公司所有現有及未來退休僱員的退休福利責任。該等附屬公司就中央退休金計劃的唯一責任為償付計劃項下規定的供款。

於二零二二年及二零二一年十二月三十一日並無定額供款計劃之已沒收供款可用。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixture 傢俬及裝置 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2021	於二零二一年一月一日	-	11	1,799	1,579	3,389
Disposals	出售	-	-	(48)	-	(48)
Exchange realignment	匯兌調整	-	-	3	49	52
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	-	11	1,754	1,628	3,393
Additions	添置	193	-	-	-	193
Exchange realignment	匯兌調整	(6)	(1)	(9)	(128)	(144)
At 31 December 2022	於二零二二年十二月三十一日	187	10	1,745	1,500	3,442
Accumulated depreciation and impairment loss	累計折舊及減值虧損					
At 1 January 2021	於二零二一年一月一日	-	6	1,731	1,125	2,862
Charge for the year	年內開支	-	2	30	380	412
Disposals	出售	-	-	(48)	-	(48)
Exchange realignment	匯兌調整	-	-	2	41	43
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	-	8	1,715	1,546	3,269
Charge for the year	年內開支	145	3	28	78	254
Exchange realignment	匯兌調整	(6)	(1)	(6)	(124)	(137)
At 31 December 2022	於二零二二年十二月三十一日	139	10	1,737	1,500	3,386
Carrying amount	賬面值					
At 31 December 2022	於二零二二年十二月三十一日	48	-	8	-	56
At 31 December 2021	於二零二一年十二月三十一日	-	3	39	82	124

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19. RIGHT-OF-USE ASSETS

19. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元	Leased equipments 租賃設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	3,224	-	3,224
Additions	添置	2,571	1,948	4,519
Written off due to early termination	撇銷提早終止應收款項	(713)	-	(713)
Depreciation	折舊	(2,405)	(341)	(2,746)
Exchange realignment	匯兌調整	1	-	1
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	2,678	1,607	4,285
Depreciation	折舊	(1,427)	(659)	(2,086)
Impairment losses	減值虧損	(1,183)	(897)	(2,080)
Exchange realignment	匯兌調整	(68)	(51)	(119)
At 31 December 2022	於二零二二年十二月三十一日	-	-	-

As at the end of the reporting period, the lease liabilities recognised related to the above right-of-use assets are as follows:

於報告期末，確認與上述使用權資產相關的租賃負債如下：

		Leased properties 租賃物業 HK\$'000 千港元	Leased equipments 租賃設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日	1,181	895	2,076
At 31 December 2021	於二零二一年十二月三十一日	2,719	1,623	4,342

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19. RIGHT-OF-USE ASSETS (continued)

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	2,086	2,746
Impairment losses for right-of-use assets	使用權資產減值虧損	2,080	-
Interest expense on lease liabilities (included in finance cost)	租賃負債之利息開支 (計入財務費用)	122	157
Total cash outflow for lease	租賃的現金流出總額	2,254	3,562

The Group has lease contracts for various items of office buildings, factory and other equipment for its operations. Leases of factory and other equipment generally have lease terms between 1 and 3 years. Office buildings generally has lease terms of 12 months or less and/or is individually of low value. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. 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.

Due to the uncertainty on the volatility of economic environment may progress and evolve, the directors conducted the impairment assessment and determined the recoverable amount of the cash-generating unit is lower than the carrying amount. The impairment amount has been allocated to right-of-use assets. Based on the value in use calculation, impairment loss of HK\$2,080,000 has been recognised against the carrying amount of right-of-use assets. The recoverable amounts of the right-of-use assets have been determined on the basis of their value in use of the cash generating unit ("CGU") using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGU operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

19. 使用權資產(續)

除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契諾。租賃資產不得用作借貸擔保。

本集團就用於運營的辦公大樓、工廠及其他設備等多種項目訂立租賃合約。工廠及其他設備的租期一般為1至3年。辦公大樓租期一般為12個月或更短及／或個別價值較低。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定期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。

由於經濟環境波動不明朗或會發展演變，董事進行減值評估並釐定現金產生單位之可收回金額低於賬面值。減值金額已分配至使用權資產。根據使用價值計算，已就使用權資產賬面值確認減值虧損約2,080,000港元。使用權資產可收回金額乃根據現金產生單位（「現金產生單位」）的使用價值採用現金流量貼現法釐定。現金流量貼現法的主要假設是貼現率、增長率、預算毛利率及期內收益。本集團使用反映現時對貨幣時間值的市場評估及現金產生單位的特定風險的除稅前比率估計貼現率。增長率基於現金產生單位經營業務所在地區的長期平均經濟增長率。預算毛利率及收益基於過往實踐及對市場發展的預期。

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20. INTERESTS IN ASSOCIATES

20. 於聯營公司之權益

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	分佔資產淨值	13,906	22,717
Goodwill	商譽	7,963	7,963
		21,869	30,680
Less: impairment losses	減：減值虧損	(7,963)	(7,963)
		13,906	22,717
Amount due to an associate	應付一間聯營公司款項	906	-

Investments in associates represents investments in unlisted equity securities, details of the Group's associates at 31 December 2022 are as follows:

於聯營公司的投資指於非上市股本證券的投資，本集團於二零二二年十二月三十一日之聯營公司詳情載列如下：

Name 名稱	Place of incorporation/ establishment 註冊成立／成立地點	Registered/ paid up capital 註冊／繳足股本	Percentage of ownership interest 擁有權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
杭州浙譽新能源汽車服務有限公司 (「杭州浙譽」)	The PRC, 30 November 2015	RMB100,000,000/ RMB10,000,000	25% (2021: 25%)		- Leasing of new energy cars, sale of cars and accessories etc., the PRC
杭州浙譽新能源汽車服務有限公司 (「杭州浙譽」)	中國， 二零一五年 十一月三十日	人民幣 100,000,000 元/ 人民幣 10,000,000 元	25% (二零二一年： 25%)		- 租賃新能源汽車，銷售汽車及配件等，中國
Celestial Rainbow Limited (「Celestial」)	BVI, 9 June 2017	USD50,000/ USD100	46% (2021: 46%)		- Manufacturing and trading of electronic products, the PRC
Celestial Rainbow Limited (「Celestial」)	英屬維爾京群島， 二零一七年六月九日	50,000 美元/ 100 美元	46% (二零二一年： 46%)		- 製造及買賣電子產品，中國

The following table shows information of the associates that are material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the financial statements of the associates.

下表顯示對本集團屬重大的聯營公司的資料。該等聯營公司採用權益法於綜合財務報表入賬。所呈報的財務資料摘要乃根據聯營公司的財務報表編製。

Name	名稱	杭州浙譽	Celestial
Principal place of business/Country of incorporation	主要營業地點／註冊成立國家	PRC/PRC 中國／中國	PRC/BVI 中國／ 英屬維爾京群島
% of ownership interests/voting rights held by the Group	本集團持有的所有權益／投票權百分比	25%/25%	46%/46%

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20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益(續)

		杭州浙譽		Celestial	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 December:	於十二月三十一日：				
Non-current assets	非流動資產	1,723	8,393	903	1,837
Current assets	流動資產	11,409	8,564	47,937	79,211
Non-current liabilities	非流動負債	(186)	(186)	-	-
Current liabilities	流動負債	(16,786)	(18,895)	(18,610)	(31,664)
Net (liabilities)/assets	(負債)/資產淨值	(3,840)	(2,124)	30,230	49,384
Group's share of net assets	本集團分佔資產淨值	-	-	13,906	22,717
Goodwill	商譽	-	-	7,963	7,963
Less: impairment losses	減：減值虧損	-	-	21,869	30,680
		-	-	(7,963)	(7,963)
		-	-	13,906	22,717
Year ended 31 December:	截至十二月三十一日止年度：				
Revenue	收益	7,746	417	-	7,235
Loss for the year	年內虧損	(1,631)	(728)	(15,756)	(4,302)
Other comprehensive income	其他全面收入	-	-	(3,398)	1,665
Loss and total comprehensive income for the year	年內虧損及全面收入總額	(1,631)	(728)	(19,154)	(2,637)

The Group has not recognised loss for the year amounting to approximately HK\$408,000 (2021: HK\$182,000) for 杭州浙譽. The accumulated losses not recognised were approximately HK\$926,000 (2021: HK\$518,000).

As at 31 December 2022, the bank and cash balances of the Group's associates in the PRC denominated in RMB amounted to approximately HK\$15,000 (2021: HK\$170,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administrative of Settlement, Sale and Payment of Foreign Exchange Regulations.

本集團本年度並無就杭州浙譽確認虧損約408,000港元(二零二一年：182,000港元)。未確認累計虧損約為926,000港元(二零二一年：518,000港元)。

於二零二二年十二月三十一日，本集團於中國的聯營公司以人民幣計價的銀行及現金結餘約為15,000港元(二零二一年：170,000港元)。人民幣兌換為外幣須受中華人民共和國外匯管制條例及結匯、售匯及付匯外匯條例規限。

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21. INVESTMENT IN A JOINT VENTURE

Investment in a joint venture represents investment in unlisted equity securities, details of the Group's joint venture at 31 December 2022 and 2021 are as follows:

Name 名稱	Place of incorporation 註冊成立地點	Paid up capital HK\$ 繳足股本港元	Percentage of ownership interest 擁有權益百分比	Principal activities and place of operation 主要業務及經營地點
MPEL	Hong Kong, 28 June 2019	10,000	Direct, 51% (2021: 51%)	Trading of cosmetic products, Hong Kong
匯思電子	香港， 二零一九年 六月二十八日	10,000	直接，51% (二零二一年：51%)	買賣化妝品，香港

The Group holds 51% of the voting rights of the joint venture. The directors have determined that the Group has joint control over the joint venture as under the contractual agreement, it appears that unanimous consent is required from all parties to the agreement for all relevant activities.

Joint venture is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented below is based on the financial statements of the joint venture.

21. 於一間合營企業的投資

於一間合營企業的投資指於非上市股本證券的投資，本集團於二零二二年及二零二一年十二月三十一日的合營企業詳情如下：

本集團於合營企業持有51%投票權。董事確定，根據合約協議，本集團對合營企業有共同控制權，一切相關活動之協議均須取得所有協議方一致同意。

合營企業採用權益法於綜合財務報表入賬。所呈報的財務資料摘要乃根據合營企業的財務報表編製。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 31 December:	於十二月三十一日：		
Current assets	流動資產	341	2,036
Current liabilities	流動負債	(2,036)	(2,036)
Net liabilities	負債淨值	(1,695)	-
Group's share of net assets	本集團分佔的資產淨值	-	-
Year ended 31 December:	截至十二月三十一日止年度：		
Revenue	收益	-	-
Loss and total comprehensive income for the year	年內虧損及全面收入總額	(1,695)	(142)

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22. INVENTORIES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Raw materials	原材料	-	2,525
Finished goods and merchandise	製成品及商品	-	689
		-	3,214

At the end of reporting period, the Group's inventories were stated at the lower of cost and net realisable value.

22. 存貨

於報告期末，本集團之存貨乃按成本與可變現淨值兩者較低者列賬。

23. TRADE RECEIVABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables	應收賬款	22,775	55,215
Less: Impairment loss	減：減值虧損	(934)	(885)
		21,841	54,330

The Group's trading terms with its major customers is either on credit or to provide the Group with irrecoverable letters of credit issued by reputable banks, with terms within 60 to 90 days (2021: 60 to 90 days). The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

23. 應收賬款

本集團與其主要客戶的貿易條款為除賬或向本集團提供信譽良好的銀行所發行期限為60至90日(二零二一年：60至90日)以內的不可收回信用證。本集團務求對未償還應收款項進行嚴格控制。逾期結餘由董事定期審閱。

An ageing analysis of the Group's trade receivables, based on the invoice date is as follows:

本集團按發票日期計算的應收賬款的賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0-30 days	0至30日	-	15,411
31-60 days	31至60日	-	465
61-90 days	61至90日	-	5,557
Over 90 days	90日以上	21,841	32,897
		21,841	54,330

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財務報表附註

For the year ended 31 December 2022
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23. TRADE RECEIVABLES (continued)

As of 31 December 2022, trade receivables of approximately HK\$21,841,000 (2021: HK\$38,919,000) were past due. These trade receivables related to customers for whom there was no recent history of default. The ageing analysis of these trade receivables, based on due date, is as follows:

0-30 days	0至30日
31-60 days	31至60日
Over 60 days	60日以上

The Group does not charge interest or hold any collateral over these balances.

The Group applied simplified approach to provide the ECL as prescribed by HKFRS 9. The impairment methodology is set out in notes 5(w) and 7(b) to the consolidated financial statements.

Details of the credit risk assessment are included in note 7(b) to the consolidated financial statement.

The directors of the Company are of the opinion that there is no significant increase of credit risk regarding the outstanding balances of trade receivables over due for over 60 days as at 31 December 2022 and 2021, after carefully considered (i) the payment patterns and credit history of these customers; and (ii) the amounts recovered subsequent to the end of the reporting periods.

The carrying amounts of the Group's trade receivables at the end of reporting period are denominated in the following currencies:

HK\$	港元
US\$	美元
RMB	人民幣

23. 應收賬款(續)

截至二零二二年十二月三十一日，應收賬款約21,841,000港元(二零二一年：38,919,000港元)已逾期。該等應收賬款與並無近期違約紀錄的客戶有關。該等應收賬款按到期日計算的賬齡分析如下：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
-	465
772	35,595
21,069	2,859
21,841	38,919

本集團並無就該等結餘收取利息或持有任何抵押品。

本集團根據香港財務報告準則第9號規定採用簡化方法以提供預期信貸虧損。減值方法載於綜合財務報表附註5(w)及7(b)。

信貸風險評估詳情載於綜合財務報表附註7(b)。

經周詳考慮(i)該等客戶之付款方式及信貸記錄；及(ii)有關款項已於報告期末後收回，本公司董事認為於二零二二年及二零二一年十二月三十一日，逾期超過60天之應收賬款未償還結餘之信貸風險並無大幅增加。

本集團於報告期末的應收賬款的賬面值以下列貨幣計值：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
11,943	2,859
9,898	45,449
-	6,022
21,841	54,330

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24. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

An analysis of the Group's other receivables, prepayments and deposits, net of impairment, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposits	按金	135	4,039
Other receivables	其他應收款項	1,018	5,482
Amount due from a non-controlling shareholder (note (a))	應收一名非控股股東款項 (附註(a))	-	260
Prepayments	預付款項	110	-
		1,263	9,781

Note (a): The amount due is unsecured, interest free and repayable on demand.

25. BANK AND CASH BALANCES

At the end of reporting period, the bank and cash balances of the Group are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	310	109
RMB	人民幣	1,315	2,495
US\$	美元	30	4
		1,655	2,608

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. Exchange of RMB into other currencies is permitted through bank authorised to conduct exchange business.

24. 其他應收款項、預付款項及按金

本集團其他應收款項、預付款項及按金(扣除減值)的分析如下:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposits	按金	135	4,039
Other receivables	其他應收款項	1,018	5,482
Amount due from a non-controlling shareholder (note (a))	應收一名非控股股東款項 (附註(a))	-	260
Prepayments	預付款項	110	-
		1,263	9,781

附註(a): 應收款項為無抵押、免息及須按要求時償還。

25. 銀行及現金結餘

於報告期末，本集團的銀行及現金結餘按下列貨幣計值:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	310	109
RMB	人民幣	1,315	2,495
US\$	美元	30	4
		1,655	2,608

人民幣兌換為外幣須受中國外匯管制條例及結匯、售匯及付匯外匯條例規限。人民幣可通過獲授權進行匯兌業務的銀行兌換為其他貨幣。

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26. TRADE PAYABLES

An ageing analysis of the Group's trade payables, based on the invoice date is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0-30 days	0至30日	-	3,441
31-60 days	31至60日	-	2,404
61-90 days	61至90日	-	2,464
Over 90 days	90日以上	551	26,712
		551	35,021

The carrying amounts of the Group's trade payables at the end of reporting period are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	-	906
RMB	人民幣	551	11,476
US\$	美元	-	22,639
		551	35,021

27. OTHER PAYABLES, DEPOSITS RECEIVED AND ACCRUED EXPENSES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accruals for operations	經營應計項目	2,812	1,313
Accruals for staff costs	應計員工成本	2,501	5,141
Amounts due to a director of a subsidiary (note (a))	應付一間附屬公司之一名董事款項 (附註(a))	2,331	1,661
VAT payable	應付增值稅	293	-
Others	其他	5,595	7,154
		13,532	15,269

Note (a): The amount due is unsecured, interest free and repayable on demand.

26. 應付賬款

本集團按發票日期計算的應付賬款的賬齡分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0-30 days	-	3,441
31-60 days	-	2,404
61-90 days	-	2,464
Over 90 days	551	26,712
	551	35,021

本集團於報告期末的應付賬款的賬面值以下列貨幣計值：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	-	906
RMB	551	11,476
US\$	-	22,639
	551	35,021

27. 其他應付款項、已收訂金及應計費用

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accruals for operations	2,812	1,313
Accruals for staff costs	2,501	5,141
Amounts due to a director of a subsidiary (note (a))	2,331	1,661
VAT payable	293	-
Others	5,595	7,154
	13,532	15,269

附註(a)：應收款項為無抵押、免息及須按要求時償還。

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28. CONVERTIBLE BONDS

2019 Convertible bonds (“2019 CB”)

The convertible bonds were issued on 5 March 2019. The bonds are convertible into ordinary shares of the Company at any time between the date of issue of the bonds and 26 February 2021. The bonds are convertible to an aggregated of 55,555,555 ordinary shares of the Company at HK\$0.36 per share. The maturity date is on the second anniversary of the issue date. If the bonds are not converted, they shall be redeemed at par, with interest of 4% per annum.

The convertible bonds were matured on 14 March 2021 and the Company redeemed the convertible bonds at HK\$20,000,000 together with accrued interest.

2021 Convertible bonds (“2021 CB”)

The convertible bonds were issued on 2 July 2021. The bonds are convertible into ordinary shares of the Company at any time after the period of twelve months commencing from the issue date and till the fifth business day prior to the maturity date. The bonds are convertible to an aggregated of 166,666,667 ordinary shares of the Company at HK\$0.12 per share. The maturity date is on the second anniversary of the issue date.

If the bonds are not converted, they shall be redeemed at par with interest of 4% per annum.

28. 可換股債券

二零一九年可換股債券（「二零一九年可換股債券」）

可換股債券於二零一九年三月五日發行。債券可於債券發行日期至二零二一年二月二十六日之間隨時兌換為本公司普通股。債券可按每股0.36港元兌換為合共55,555,555股本公司普通股。到期日為發行日期之第二個週年。倘債券未獲兌換，其當按面值贖回，連同年利率為4%之利息。

可換股債券已於二零二一年三月十四日到期，本公司已通過20,000,000港元連同應計利息贖回可換股債券。

二零二一年可換股債券（「二零二一年可換股債券」）

可換股債券於二零二一年七月二日發行。債券可於發行日期起十二個月後至到期日前的第五個營業日期間隨時兌換為本公司普通股。債券可按每股0.12港元兌換為合共166,666,667股本公司普通股。到期日為發行日期之第二個週年。

倘債券未獲兌換，其當按面值贖回，連同年利率為4%之利息。

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28. CONVERTIBLE BONDS (continued)

2021 Convertible bonds (“2021 CB”) (continued)

The net proceeds received from the issue of the 2021 CB have been split between the liability element and an equity component, as follows:

		2021CB 二零二一年 可換股債券 HK\$'000 千港元
Nominal value of convertible bonds issued	已發行可換股債券的面值	20,000
Equity component	權益部分	(2,212)
Liability component at date of issue	於發行日期之負債部分	17,788

Movements of the liability component during the reporting period are as follows:

報告期內負債部分的變動如下：

		2019CB 二零一九年 可換股債券 HK\$'000 千港元	2021CB 二零二一年 可換股債券 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	21,132	-	21,132
At issuance of the instrument	於發行工具時	-	17,788	17,788
Redeemed	已贖回	(21,600)	-	(21,600)
Interest charged (note 11)	收取的利息(附註 11)	468	885	1,353
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	-	18,673	18,673
Interest charged (note 11)	收取的利息(附註 11)	-	1,904	1,904
At 31 December 2022	於二零二二年十二月三十一日	-	20,577	20,577

The interest charged for the year is calculated by applying an effective interest rate of 10.20% (2021: 10.20% to 11.58%) to the liability component for the 24 months period since the bonds were issued.

年內收取的利息按自債券發行起24個月期間應用於負債部分之實際利率10.20% (二零二一年：10.20%至11.58%)計算。

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29. LEASE LIABILITIES

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃款項		最低租賃款項之現值	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
With one year	一年內	1,570	2,254	1,515	2,129
More than one year, but not exceeding two years	一年以上但不超過兩年	566	2,278	561	2,213
Less: Future finance charges	減：未來融資費用	2,136 (60)	4,532 (190)	2,076 N/A 不適用	4,342 N/A 不適用
Present value of lease obligations	租賃責任之現值	2,076	4,342	2,076	4,342
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算之款項(於流動負債下列示)			(1,515)	(2,129)
Amount due for settlement after 12 months	於12個月後到期結算之款項			561	2,213

The average incremental borrowing rate applied to lease liabilities is 4% (2021: 4%).

租賃負債適用之加權平均增量借款利率為4%(二零二一年：4%)。

30. DEFERRED TAXATION

At the end of the reporting period, the Group has unused tax losses of approximately HK\$42,479,000 (2021: HK\$33,448,000) that are available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future profit streams. Included in unrecognised tax losses are losses HK\$16,366,000 (2021: HK\$10,392,000) that will expire in 5 years from 2023 to 2027. Other tax losses may be carried forward indefinitely.

Under the Law of the PRC on EIT, a withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards.

As at 31 December 2022 and 2021, deferred taxation has not been provided in the financial statements in respect of temporary difference attributable to profits earned by the Group's PRC subsidiaries amounted to approximately HK\$9,439,000 (2021: HK\$9,962,000) since 1 January 2008 as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

30. 遞延稅項

於報告期末，本集團未動用的約42,479,000港元(二零二一年：33,448,000港元)的稅項虧損用作抵銷未來應課稅溢利。就該等虧損並無確認遞延稅項資產，乃由於未來溢利來源的不可預測性。計入未確認的稅項虧損的16,366,000港元(二零二一年：10,392,000港元)虧損，將於二零二三年至二零二七年五年間屆滿。其他稅項虧損可能無限期結轉。

根據中國企業所得稅法，就中國附屬公司於二零零八年一月一日以後賺取的溢利宣派的股息徵收預扣稅。

於二零二二年及二零二一年十二月三十一日，就本集團中國附屬公司自二零零八年一月一日起賺取的溢利應佔暫時差額約為9,439,000港元(二零二一年：9,962,000港元)，於財務報表內並無計提遞延稅項，乃由於本集團能控制暫時差額撥回的時間及暫時差額可能不會於可見未來撥回。

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31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目	
		At HK\$0.0016 per share 按每股0.0016港元	HK\$'000 千港元
Authorised	法定		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	6,250,000,000	10,000
Issued	已發行		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	1,030,738,970	1,649

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 2021.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. The Group receives a report from the share registrars weekly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit from the date of the Listing. As of 31 December 2022, approximately 69% (2021: 69%) of the shares were in public hands.

本集團管理資本的目標為保障本集團持續經營的能力及透過優化債務及股本結餘而為股東謀求最大回報。本集團資本架構包括股東權益的所有組成元素。

本集團透過考慮資本成本及與每類資本相關的風險經常審查資本架構。本集團將會透過支付股息、發行新股及股份購回以及發行新債務、贖回現有債務或出售資產以減少債務等方式平衡其整體資本架構。截至二零二二年及二零二一年十二月三十一日止年度，資本管理的目標、政策或流程概無變動。

本集團維持其於聯交所上市地位之唯一外部施加之資本要求為，本集團須保持至少25%股份為公眾持股量。本集團每週接獲股份過戶登記處發出列示非公眾持股量之重大股份權益報告，該報告顯示本集團自上市日期以來持續遵守25%之限額。截至二零二二年十二月三十一日，本集團有約69%（二零二一年：69%）股份由公眾股東持有。

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財務報表附註

For the year ended 31 December 2022
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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

32. 本公司之財務狀況表

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	-	3
Right-of-use assets	使用權資產	-	557
Investment in a subsidiary	於附屬公司之投資	-	-
		-	560
Current assets	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	88	728
Amounts due from subsidiaries	應收附屬公司款項	-	26,344
Bank and cash balances	銀行及現金結餘	6	97
		94	27,169
Current liabilities	流動負債		
Other payables and accrued expenses	其他應付款項及應計費用	4,364	5,883
Amounts due to subsidiaries	應付附屬公司款項	-	-
Convertible bonds	可換股債券	20,577	-
Lease liabilities	租賃負債	-	577
		24,941	6,460
Net current (liabilities)/assets	流動(負債淨額)/資產淨值	(24,847)	20,709
Total assets less current liabilities	總資產減流動負債	(24,847)	21,269
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	-	18,673
NET (LIABILITIES)/ASSETS	(負債淨額)/資產淨值	(24,847)	2,596
Capital and reserves	股本及儲備		
Share capital	股本	1,649	1,649
Reserves	儲備	(26,496)	947
(DEFICIT)/TOTAL EQUITY	(虧絀)/權益總額	(24,847)	2,596

Approved and authorised for issue by the Board of Directors on 29 March 2023.

由董事會於二零二三年三月二十九日批准及授權刊發。

Director
董事

Director
董事

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33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

33. 儲備

(a) 本集團

本集團的儲備及其中的變動在綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 本公司

		Share premium (note 33(c)(i)) 股份溢價 (附註 33(c)(i)) HK\$'000 千港元	Option reserve (note 33(c)(iii)) 購股權儲備 (附註 33(c)(iii)) HK\$'000 千港元	Equity component of convertible bonds (note 33(c)(iv)) 可換股債券之 權益部分 (附註 33(c)(iv)) HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	110,537	2,660	2,650	(113,241)	2,606
Repayment of convertible bonds	償還可換股債券	-	-	(2,650)	2,650	-
Issue of convertible bonds	發行可換股債券	-	-	2,212	-	2,212
Recognition of share-based payments	確認以股份為基礎的付款	-	67	-	-	67
Transfer of share option reserve upon lapse of share options	於購股權失效時轉撥購股權儲備	-	(1,337)	-	1,337	-
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(3,938)	(3,938)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	110,537	1,390	2,212	(113,192)	947
Recognition of share-based payments	確認以股份為基礎的付款	-	1,136	-	-	1,136
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(28,579)	(28,579)
At 31 December 2022	於二零二二年十二月三十一日	110,537	2,526	2,212	(141,771)	(26,496)

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33. RESERVES (continued)

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

(ii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 5(d)(iii) to the financial statements.

(iii) Option reserve

Option reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 5(r) to the financial statements.

(iv) Equity component of convertible bonds

The equity component of convertible bonds represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 5(m) to the financial statements.

33. 儲備(續)

(c) 儲備的性質及宗旨

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬之資金可供分派予本公司股東，惟緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期之債務。

股份溢價指按超出每股股份面值之價格發行股份，並扣除資本化發行及股份發行成本後產生之溢價。

(ii) 外幣換算儲備

外幣換算儲備包括因換算海外業務財務報表而產生的所有外匯差額。儲備按照財務報表附註5(d)(iii)內載列的會計政策處理。

(iii) 購股權儲備

購股權儲備指授予本公司僱員之未行使購股權之實際或估計數目之公平值，其按照財務報表附註5(r)就以權益結算以股份為基礎的付款而採納之會計政策確認。

(iv) 可換股債券之權益部分

可換股債券之權益部分指本公司所發行可換股債券之未行使權益部分之價值，其已按照財務報表附註5(m)所載就可換股債券採納之會計政策確認。

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34. SHARE-BASED PAYMENTS

Equity-settled share option scheme

On 20 June 2014, written resolution of the shareholders of the Company was passed to conditionally approve and adopt two share option schemes namely, Pre-IPO Share Option Scheme (“**Pre-IPO Share Option Scheme**”) and Share Option Scheme (“**Share Option Scheme**”) to recognise and motivate the contributions that eligible participants have made or may make to the Group. The Pre-IPO Share Option Scheme was valid and effective for a period commencing from 20 June 2014 to the date immediately prior to the Listing of the Company (i.e. 17 July 2014), after which no further option to be granted, but the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Pre-IPO Share Option Scheme.

The Share Option Scheme adopted by the Company on 20 June 2014 will remain in force for a period of ten years from its effective date to 19 June 2024.

Particulars of the Pre-IPO Share Option Scheme and Share Option Scheme of the Company are set out in Appendix IV to the Company's prospectus dated 27 June 2014.

34. 以股份為基礎的付款 以權益結算購股權計劃

於二零一四年六月二十日，本公司股東通過書面決議案，有條件批准及採納兩項購股權計劃，即上市前購股權計劃（「上市前購股權計劃」）及購股權計劃（「購股權計劃」），以認可及鼓勵合資格參與者曾對或可能會對本集團作出之貢獻。上市前購股權計劃自二零一四年六月二十日起至緊接本公司上市前一日（即二零一四年七月十七日）止期間有效及生效，其後概無進一步授出購股權，惟上市前購股權計劃條文仍具十足效力及效用，以致使先前或其他可能按規定根據上市前購股權計劃條文授出的任何購股權有效行使而言屬必要者為限。

本公司已於二零一四年六月二十日採納購股權計劃，自計劃生效日期起計10年內有效，並將於二零二四年六月十九日屆滿。

本公司之上市前購股權計劃及購股權計劃之詳情載於本公司日期為二零一四年六月二十七日之招股章程附錄四。

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34. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

Pursuant to a resolution of the board of directors passed on 4 June 2019, it was resolved to grant an aggregate of 68,720,000 share options with exercise price of HK\$0.2412 per share (“**2019 Share Options**”) entitling the directors and employees to subscribe for 68,720,000 shares of the Company.

Pursuant to a resolution of the board of directors passed on 10 June 2022, it was resolved to grant an aggregate of 103,072,000 share options with exercise price of HK\$0.032 per share (“**2022 Share Options**”) entitling a director and employees to subscribe for 103,072,000 shares of the Company. Details of the Company’s share options are set out below:

Name of grantee	Date of grant of the options during the reporting period	On 1 January 2022	Granted during the reporting period	On 31 December 2022	Vesting period	Exercise period	Exercise price per share option
承授人姓名	授出日期	於二零二二年一月一日	報告期內授出	於二零二二年十二月三十一日	歸屬期	行使期	每份購股權行使價 HK\$ 港元
Zhou Chuang Qiang 周創強	10 June 2022 (A) 二零二二年六月十日 (A)	-	10,000,000	10,000,000	N/A 不適用	10 June 2022 to 9 June 2032 二零二二年六月十日 至 二零二二年六月九日	0.032
Employees 僱員	10 June 2022 (B) 二零二二年六月十日 (B)	-	46,536,000	46,536,000	10 June 2022 to 9 June 2023 二零二二年六月十日 至 二零二三年六月九日	10 June 2023 to 9 June 2032 二零二三年六月十日 至 二零三二年六月九日	0.032
Employees 僱員	10 June 2022 (C) 二零二二年六月十日 (C)	-	46,536,000	46,536,000	10 June 2022 to 9 June 2024 二零二二年六月十日 至 二零二四年六月九日	10 June 2024 to 9 June 2032 二零二四年六月十日 至 二零三二年六月九日	0.032
Employees 僱員	4 June 2019 (D) 二零一九年六月四日 (D)	12,596,000	-	12,596,000	4 June 2019 to 3 June 2020 二零一九年六月四日 至 二零二零年六月三日	4 June 2020 to 3 June 2029 二零二零年六月四日 至 二零二九年六月三日	0.2412
Employees 僱員	4 June 2019 (E) 二零一九年六月四日 (E)	12,596,000	-	12,596,000	4 June 2019 to 3 June 2021 二零一九年六月四日 至 二零二一年六月三日	4 June 2021 to 3 June 2029 二零二一年六月四日 至 二零二九年六月三日	0.2412
Total 總計		25,192,000	103,072,000	128,264,000			

34. 以股份為基礎的付款 (續)

以權益結算購股權計劃 (續)

根據董事會於二零一九年六月四日通過的決議案，議決按行使價每股0.2412港元授出合共68,720,000份賦予董事及僱員權利認購本公司68,720,000股股份的購股權(「二零一九年購股權」)。

根據董事會於二零二二年六月十日通過的決議案，議決按行使價每股0.032港元授出合共103,072,000份賦予董事及僱員權利認購本公司103,072,000股股份的購股權(「二零二二年購股權」)。有關本公司購股權之詳情載於下文：

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34. SHARE-BASED PAYMENTS (continued) Equity-settled share option scheme (continued)

Movements in the number of share options outstanding and their related weighted average exercise price as follows:

		2022 二零二二年		2021 二零二一年	
		Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$'000 千港元	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$'000 千港元
Outstanding at the beginning of the year	於年初未行使	25,192,000	0.2412	38,704,000	0.2412
Granted during the year	於年內授出	103,072,000	0.032	-	-
Expired/lapsed/cancelled during the year	於年內過期/失效/註銷	-	-	(13,512,000)	0.2412
Outstanding at the end of the year	於年末未行使	128,264,000	0.0731	25,192,000	0.2412
Exercisable at the end of the year	於年末可行使	35,192,000	0.1818	25,192,000	0.2412

As at 31 December 2022, options to subscribe for a total of 128,264,000 (2021: 25,192,000) option shares were still outstanding under the Share Option Scheme which represents approximately 12.44% (2021: 2.44%) of the issued ordinary shares of the Company.

34. 以股份為基礎的付款(續) 以權益結算購股權計劃(續)

未行使購股權數目及其相關加權平均行使價之變動如下：

於二零二二年十二月三十一日，根據購股權計劃可認購合共 128,264,000 股（二零二一年：25,192,000 股）購股權股份的購股權仍未獲行使，相當於本公司已發行普通股的約 12.44%（二零二一年：2.44%）。

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34. SHARE-BASED PAYMENTS (continued) Equity-settled share option scheme (continued)

The above options comprising at the end of the year have a weighted average remaining contractual life of 8.9 (2021: 7.5) years and the weighted-average exercise price is HK\$0.0731 (2021: HK\$0.2412). The estimated fair value of 2022 Share Options and 2019 Share Options are determined using the Binomial Model. The estimated fair values and significant inputs into the models were as follows:

34. 以股份為基礎的付款(續) 以權益結算購股權計劃(續)

年末包括的上述購股權的加權平均剩餘合約期為8.9年(二零二一年: 7.5年)及加權平均行使價為0.0731港元(二零二一年: 0.2412港元)。二零二二年購股權及二零一九年購股權之估計公平值採用二項式模型釐定。估計公平值及該模型之重要輸入數據如下:

		2022 Share Options 二零二二年購股權		
		10 June 2022 (A) 二零二二年 六月十日 (A)	10 June 2022 (B) 二零二二年 六月十日 (B)	10 June 2022 (C) 二零二二年 六月十日 (C)
Option price model	期權定價模式	Binomial 二項式	Binomial 二項式	Binomial 二項式
Estimated fair value at the measurement date	於計量日的估計公平值	HK\$216,000 港元	HK\$1,065,000 港元	HK\$1,180,000 港元
No. of options granted	授出購股權數目	10,000,000	46,536,000	46,536,000
Estimated fair value of each option	每份購股權的估計公平值	HK\$0.022 港元	HK\$0.023 港元	HK\$0.025 港元
Weighted average share price at the measurement date	於計量日的加權平均股價	HK\$0.031 港元	HK\$0.031 港元	HK\$0.031 港元
Weighted average exercise price	加權平均行使價	HK\$0.032 港元	HK\$0.032 港元	HK\$0.032 港元
Exercise multiple	行使倍數	3.34	2.86	2.86
Expected volatility	預期波幅	138.06%	138.06%	138.06%
Expected life	預計年期	7.37 years 年	7.85 years 年	8.66 years 年
Risk free rate	無風險利率	2.86%	2.86%	2.86%
Expected dividend yield	預期股息收益率	Nil 零	Nil 零	Nil 零

		2019 Share Options 二零一九年購股權	
		4 June 2019 (D) 二零一九年 六月四日 (D)	4 June 2019 (E) 二零一九年 六月四日 (E)
Option price model	期權定價模式	Binomial 二項式	Binomial 二項式
Estimated fair value at the measurement date	於計量日的估計公平值	HK\$1,334,000 港元	HK\$1,340,000 港元
No. of options granted	授出購股權數目	24,226,000	24,226,000
Estimated fair value of each option	每份購股權的估計公平值	HK\$0.055 港元	HK\$0.055 港元
Weighted average share price at the measurement date	於計量日的加權平均股價	HK\$0.13 港元	HK\$0.13 港元
Weighted average exercise price	加權平均行使價	HK\$0.2412 港元	HK\$0.2412 港元
Exercise multiple	行使倍數	2.47	2.47
Expected volatility	預期波幅	133.91%	133.91%
Expected life	預計年期	10 years 年	10 years 年
Risk free rate	無風險利率	1.44%	1.44%
Expected dividend yield	預期股息收益率	Nil 零	Nil 零

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34. SHARE-BASED PAYMENTS (continued) Equity-settled share option scheme (continued)

The expected volatility was determined by using the average of annualised standard deviation of daily return of share price of three comparable companies' historical volatility quoted by Bloomberg.

Ascent Partners Valuation Service Limited is an independent firm of professional valuer appointed by the Company to carry out the fair value of 2022 Share Options and Eidea Professional Services Company Limited, an independent firm of professional valuer is appointed by the Company to carry out the fair value of 2019 Share Options.

The expenses of share-based payment recognised in profit and loss during the reporting period are as follows:

34. 以股份為基礎的付款(續) 以權益結算購股權計劃(續)

預期波幅乃使用Bloomberg所收報三間可資比較公司的歷史波幅的股價日收益率的平均年化標準差釐定。

艾升評估諮詢有限公司為本公司委任以評估二零二二年購股權的公平值的獨立專業估值公司，而意達專業服務有限公司為本公司委任以評估二零一九年購股權的公平值的獨立專業估值公司。

報告期內於損益確認之以股份為基礎的付款開支如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
2022 Share Options	二零二二年購股權	1,136	-
2019 Share Options	二零一九年購股權	-	67
		1,136	67

35. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2022 and 2021 are as follows:

35. 於附屬公司之投資

附屬公司於二零二二年及二零二一年十二月三十一日之詳情如下：

Name 名稱	Place of incorporation/ establishment 註冊成立/成立地點	Registered and paid up capital 註冊及繳足股本	Percentage of ownership interest 擁有權權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
Millennium Pacific International Group Limited	British Virgin Islands 11 September 2013	1,000 ordinary shares of US\$1 each	100%	-	Investment holding, Hong Kong
Millennium Pacific International Group Limited	英屬維京群島 二零一三年九月十一日	1,000股每股面值1美元的普通股			投資控股，香港
Millennium Pacific Trading Limited	Hong Kong 10 October 2014	HK\$10,000	-	100%	Investment holding, Hong Kong
Millennium Pacific Trading Limited	香港 二零一四年十月十日	10,000港元			投資控股，香港
Millennium Pacific Solutions Limited	Hong Kong 10 October 2014	HK\$10,000	-	100%	Trading of electronic devices, Hong Kong
Millennium Pacific Solutions Limited	香港 二零一四年十月十日	10,000港元			電子設備貿易，香港
Millennium Pacific Internet Finance Services Company Limited	Hong Kong 21 April 2015	HK\$10,000	-	100%	Investment holding, Hong Kong
匯思太平洋互聯網金融服務有限公司	香港 二零一五年四月二十一日	10,000港元			投資控股，香港

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35. INVESTMENTS IN SUBSIDIARIES (continued)

35. 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ establishment 註冊成立/成立地點	Registered and paid up capital 註冊及繳足股本	Percentage of ownership interest 擁有權益百分比		Principal activities and place of operation 主要業務及經營地點
			Direct 直接	Indirect 間接	
時代九方(深圳)健康科技控股有限公司(<i>note 1</i>)	PRC 21 May 2015	Registered: RMB20,000,000 Paid up: RMB10,000,000	–	100%	Investment holding, PRC
時代九方(深圳)健康科技控股有限公司(<i>附註1</i>)	中國 二零一五年五月二十一日	註冊: 人民幣20,000,000元 繳足: 人民幣10,000,000元			投資控股, 中國
深圳偉恆智能有限公司#	PRC, 10 July 2017	Registered: RMB5,000,000 Paid up: RMB600,000	–	100%	Trading of electronic devices, PRC
深圳偉恆智能有限公司#	中國 二零一七年七月十日	註冊: 人民幣5,000,000元 繳足: 人民幣600,000元			電子設備貿易, 中國
時代九方(深圳)網絡科技有限公司#	PRC, 4 August 2017	Registered: RMB300,000 Paid up: RMB206,000	–	100%	Investment holding, PRC
時代九方(深圳)網絡科技有限公司#	中國 二零一七年八月四日	註冊: 人民幣300,000元 繳足: 人民幣206,000元			投資控股, 中國
時代九方(深圳)電子科技有限公司#	PRC, 28 September 2017	Registered: RMB5,000,000 Paid up: RMB6,000	–	100%	Manufacturing of electronic devices, PRC
時代九方(深圳)電子科技有限公司#	中國 二零一七年九月二十八日	註冊: 人民幣5,000,000元 繳足: 人民幣6,000元			製造電子設備, 中國
時代九方(深圳)大數據醫療有限公司#	PRC, 28 September 2017	Registered: RMB300,000 Paid up: RMB6,000	–	100%	Inactive, PRC
時代九方(深圳)大數據醫療有限公司#	中國 二零一七年九月二十八日	註冊: 人民幣300,000元 繳足: 人民幣6,000元			暫無業務, 中國
華廈(廣州)網絡科技有限公司 (「華廈廣州」)#	PRC, 11 August 2017	Registered: RMB1,000,000 Paid-up: RMB250,000	–	80%	Development and sales of software applications, PRC
華廈(廣州)網絡科技有限公司 (「華廈廣州」)#	中國 二零一七年八月十一日	註冊: 人民幣1,000,000元 繳足: 人民幣250,000元			軟件應用程式的開發及 銷售, 中國
滙思電器(廣西)有限公司 (「滙思電器(廣西)」)(<i>note 2</i>)	PRC, 3 June 2021	Registered: RMB2,000,000 Paid-up: RMB764,000	–	51%	Manufacturing of electronic products, PRC
滙思電器(廣西)有限公司 (「滙思電器(廣西)」)(<i>附註2</i>)	中國 二零二一年六月三日	註冊: 人民幣2,000,000元 繳足: 人民幣764,000元			電子產品生產, 中國
喀什時代九方信息科技有限公司#	PRC, 26 April 2021	Registered: RMB1,000,000 Paid-up: RMB1,000,000	–	100%	Provision of online information and digital marketing services
喀什時代九方信息科技有限公司#	中國 二零二一年四月二十六日	註冊: 人民幣1,000,000元 繳足: 人民幣1,000,000元			提供線上資訊及數字化 營銷服務

Note 1: 時代九方(深圳)健康科技控股有限公司 is a wholly-foreign owned enterprises established in the PRC.

附註1: 時代九方(深圳)健康科技控股有限公司為一間於中國成立的外商獨資企業

Note 2: 滙思電器(廣西)有限公司 is a partly-foreign owned enterprises established in the PRC.

附註2: 滙思電器(廣西)有限公司為一間於中國成立的部分外資持有企業。

PRC companies with limited liability

中國有限責任公司

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

35. INVESTMENTS IN SUBSIDIARIES (continued)

The following table shows information of subsidiaries that have non-controlling interests (“NCI”) material to the Group. The summarised financial information represents amounts before inter-company eliminations.

35. 於附屬公司之投資(續)

下表顯示有關對本集團而言屬重大的非控股權益(「非控股權益」)的附屬公司資料。財務資料概要代表公司間抵銷前的金額。

Name	名稱	華慶廣州		滙思電器(廣西)	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Principal place of business/country of establishment	主要營業地點/成立國家	PRC/PRC 中國/中國	PRC/PRC 中國/中國	PRC/PRC 中國/中國	PRC/PRC 中國/中國
% of ownership interests/voting rights held by NCI	非控股權益持有的所有權益百分比/投票權	20%	20%	49%	49%
At 31 December:	於十二月三十一日:				
Non-current assets	非流動資產	-	5	48	3,729
Current assets	流動資產	10,245	11,122	1,151	16,804
Current liabilities	流動負債	(523)	(568)	(5,700)	(17,121)
Non-current liabilities	非流動負債	-	-	(561)	(2,213)
Net assets/(liabilities)	資產/(負債)淨值	9,722	10,559	(5,062)	1,199
Accumulated NCI	累計非控股權益	1,944	2,111	(2,480)	588
Year ended 31 December:	截至十二月三十一日止年度:				
Revenue	收益	-	-	17,277	12,452
Loss	虧損	(6)	(18)	(5,762)	(1,205)
Total comprehensive (expenses)/income	全面(開支)/收入總額	(831)	338	(501)	2
(Loss)/profit allocated to NCI	分配至非控股權益之(虧損)/溢利	(167)	64	(3,068)	(590)
Net cash (used in)/from operating activities and increased/(decreased) in cash and cash equivalents	經營活動(所用)/所得現金淨額及現金及現金等值物增加/(減少)	(2)	(12)	268	358

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Acquisition of interest in a subsidiary

During the year, the Group acquired an additional 10% interest in a 90%-owned subsidiary at a cash consideration of RMB1. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		HK\$'000 千港元
Carrying amount of non-controlling interests acquired	所收購非控股權益之賬面值	(112)
Consideration paid to non-controlling interests	就非控股權益已付之代價	—*
Loss on acquisition recognised directly in equity	直接於權益中確認的收購虧損	(112)

* Represents amount less than HK\$1,000

(b) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail 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. 綜合現金流量表附註

(a) 收購於一間附屬公司之權益

於年內，本集團以現金代價人民幣1元收購擁有90%權益之附屬公司10%額外權益。是次收購對本公司擁有人應佔權益的影響如下：

(b) 融資活動之負債對賬

下表詳列本集團融資活動產生之負債的變動詳情，包括現金及非現金變動。融資活動產生之負債乃指其現金流量或未來現金流量於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		1 January 2022	Cash flows	Interest charges	Exchange realignment	31 December 2022
		二零二二年 一月一日	現金流量	利息費用	匯兌調整	二零二二年 十二月 三十一日
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Convertible bonds — liabilities component (note 28)	可換股債券 — 負債部分 (附註28)	18,673	-	1,904	-	20,577
Lease liabilities (note 29)	租賃負債 (附註29)	4,342	(2,201)	122	(187)	2,076
		23,015	(2,201)	2,026	(187)	22,653

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

	1 January 2021	Additions	Lease termination	Cash flows	Interest charges	Exchange realignment	31 December 2021
	二零二一年一月一日	添置	租賃終止	現金流量	利息費用	匯兌調整	二零二一年十二月三十一日
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Convertible bonds – liabilities component (note 28)	21,132	17,788	-	(21,600)	1,353	-	18,673
Lease liabilities (note 29)	3,270	4,519	(729)	(2,876)	157	1	4,342
	24,402	22,307	(729)	(24,476)	1,510	1	23,015

(c) Total cash outflow for leases

Amounts included in the cash flow statements for lease comprise the following:

Within operating cash flows	經營現金流量
Within financing cash flows	融資現金流量

These amounts relate to the following:

Lease rental paid	已付租金
Short-term lease charges on premises	物業之短期租賃費用

36. 綜合現金流量表附註(續)

(b) 融資活動之負債對賬(續)

(c) 租賃的現金流出總額

就租賃計入現金流量表的金額包括以下各項：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within operating cash flows	122	157
Within financing cash flows	2,079	2,719
	2,201	2,876

該等金額與以下有關：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease rental paid	2,201	2,876
Short-term lease charges on premises	166	843

Notes to the Financial Statements

財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

37. CAPITAL COMMITMENTS

As at 31 December 2022 and 2021, the Group did not have any capital commitments.

38. CONTINGENT LIABILITIES

Other than disclosed elsewhere in these financial statements, the Group did not have any contingent liabilities at the end of reporting period (2021: Nil).

39. RELATED PARTY TRANSACTIONS

Other than those balances of related party disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with its related parties during the year.

Key Management Compensation

Other than those disclosed in note 14 to the consolidated financial statements, there is no remuneration paid to key management personnel of the Company during the year (2021: Nil).

40. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 March 2023.

37. 資本承擔

於二零二二年及二零二一年十二月三十一日，本集團並無任何資本承擔。

38. 或然負債

除該等財務報表其他章節披露外，本集團於報告期末並無任何或然負債(二零二一年：無)。

39. 關聯方交易

除綜合財務報表其他章節披露的關聯方結餘外，本集團於年內與關聯方有下列重大交易。

主要管理層酬金

除綜合財務報表附註14所披露者外，年內概無向本公司主要管理層人員支付酬金(二零二一年：無)。

40. 批准刊發財務報表

財務報表已於二零二三年三月二十九日獲董事會批准及授權刊發。

Five Year Financial Summary

五年財務摘要

		Year ended/As at 31 December				
		截至十二月三十一日止年度/於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
OPERATING RESULT	經營業績					
Turnover	收益	65,654	82,533	119,337	301,214	77,433
Cost of sales	銷售之成本	(62,400)	(78,520)	(115,253)	(289,904)	(67,258)
Gross profit	毛利	3,254	4,013	4,084	11,310	10,175
Other income	其他收入	1,452	46	93	2,445	3,311
Selling and distribution costs	銷售及分銷成本	-	-	(52)	(254)	(225)
Administrative expenses	行政開支	(14,698)	(13,609)	(18,355)	(25,794)	(46,784)
Other operating losses	其他營運虧損	(250)	(250)	(750)	-	-
(Impairment losses)/reversal of impairment losses for trade receivables	應收賬款之(減值虧損)/減值虧損撥回	(49)	(503)	2,704	(3,085)	-
Reversal of impairment losses/(impairment losses) for other receivables	其他應收款項之減值虧損撥回/(減值虧損)	130	(1,431)	(438)	-	-
Impairment losses for right-of-use assets	使用權資產之減值虧損	(2,080)	-	-	-	-
Loss from operation	營運虧損	(12,241)	(11,734)	(12,714)	(15,378)	(33,523)
Finance costs	財務費用	(2,026)	(1,542)	(2,360)	(1,790)	(396)
Gain on disposals of subsidiaries	出售附屬公司收益	-	-	-	12,853	-
Impairment losses for associates	就聯營公司之減值虧損	-	(7,963)	-	-	-
Share of results of associates	分佔聯營公司業績	(7,248)	(1,978)	64	4,054	(478)
Share of results of a joint venture	分佔一間合營企業業績	-	(73)	58	10	-
Loss before tax	除稅前虧損	(21,515)	(23,290)	(14,952)	(251)	(34,397)
Income tax credit/(expense)	所得稅抵免/(開支)	-	53	-	(2)	(733)
Loss for the year	年內虧損	(21,515)	(23,237)	(14,952)	(253)	(35,130)
Other comprehensive (loss)/income for the year, net of tax:	年內其他全面(虧損)/收入，扣除稅項：					
Item that will not be reclassified to profit or loss:	不會重新分類至損益的項目：					
Fair value changes of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產公平值變動的	-	-	-	(338)	125
Item that may be reclassified to profit or loss:	可能重新分類至損益的項目：					
Exchange differences on translating foreign operations	換算海外業務時的匯兌差額	(315)	34	216	(776)	838
Release of exchange reserve upon disposals of subsidiaries	出售附屬公司後解除匯兌儲備	-	-	-	(1,586)	-
Share of other comprehensive (loss)/income of associates	分佔聯營公司其他全面(虧損)/收入	(1,563)	766	1,440	-	-
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收入，扣除稅項	(1,878)	800	1,656	(2,700)	963
Total comprehensive loss for the year	年內全面虧損總額	(23,393)	(22,437)	(13,296)	(2,953)	(34,167)

Five Year Financial Summary

五年財務摘要

		Year ended/As at 31 December				
		截至十二月三十一日止年度/於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
(Loss)/profit for the year attributable to:	應佔年內(虧損)/溢利:					
– Owners of the Company	– 本公司擁有人	(18,377)	(22,593)	(14,880)	(1,081)	(36,293)
– Non-controlling interests	– 非控股權益	(3,138)	(644)	(72)	828	1,163
		(21,515)	(23,237)	(14,952)	(253)	(35,130)
Total comprehensive (loss)/income for the year attributable to:	應佔年內全面(虧損)/收入總額:					
– Owners of the Company	– 本公司擁有人	(20,170)	(21,844)	(13,340)	(3,747)	(35,281)
– Non-controlling interests	– 非控股權益	(3,223)	(593)	44	794	1,114
		(23,393)	(22,437)	(13,296)	(2,953)	(34,167)
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	38,721	97,059	78,879	113,294	48,087
Total liabilities	負債總額	(37,642)	(73,723)	(36,564)	(72,691)	(42,409)
Net assets	資產淨值	1,079	23,336	42,315	40,603	5,678
Equity attributable to:	應佔權益:					
– Owners of the Company	– 本公司擁有人	1,615	20,761	40,326	38,658	4,527
– Non-controlling interests	– 非控股權益	(536)	2,575	1,989	1,945	1,151
		1,079	23,336	42,315	40,603	5,678

Millennium Pacific

GROUP HOLDINGS LIMITED

匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147