

Superland Group Holdings Limited 德合集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 368

2022 Annual Report 年年報



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Corporate Information

公司資料

DIRECTORS

Executive Directors

Mr. Ng Chi Chiu (*Chairman and Chief Executive Officer*)

Ms. Zhao Haiyan Chloe

Ms. Ho Nga Ling

(Resignation with effect from 31 August 2022)

Non-executive Director

Mr. Chan Ming Yim

Independent Non-executive Directors

Dr. Ho Chung Tai Raymond

Mr. Yip Chun On

Prof. Chau Kwong Wing

AUDIT COMMITTEE

Mr. Yip Chun On (*Chairman*)

Dr. Ho Chung Tai Raymond

Prof. Chau Kwong Wing

NOMINATION COMMITTEE

Mr. Ng Chi Chiu (*Chairman*)

Prof. Chau Kwong Wing

Mr. Yip Chun On

REMUNERATION COMMITTEE

Prof. Chau Kwong Wing (*Chairman*)

Mr. Yip Chun On

Dr. Ho Chung Tai Raymond

COMPANY SECRETARY

Mr. Shum Hoi Luen

AUTHORISED REPRESENTATIVES

Mr. Ng Chi Chiu

Mr. Shum Hoi Luen

AUDITOR

PricewaterhouseCoopers

Certified Public Accountants

Registered Public Interest Entity Auditor

HONG KONG LEGAL ADVISER

Li & Partners

董事

執行董事

吳志超先生 (*主席兼行政總裁*)

趙海燕女士

何雅凌女士

(辭任自二零二二年八月三十一日起生效)

非執行董事

陳銘嚴先生

獨立非執行董事

何鍾泰博士

葉俊安先生

鄒廣榮教授

審核委員會

葉俊安先生 (*主席*)

何鍾泰博士

鄒廣榮教授

提名委員會

吳志超先生 (*主席*)

鄒廣榮教授

葉俊安先生

薪酬委員會

鄒廣榮教授 (*主席*)

葉俊安先生

何鍾泰博士

公司秘書

沈凱聯先生

授權代表

吳志超先生

沈凱聯先生

核數師

羅兵咸永道會計師事務所

執業會計師

註冊公眾利益實體核數師

香港法律顧問

李偉斌律師行

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A&B, 3/F
Yin Da Commercial Building
181 Wai Yip Street
Kwun Tong
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
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
(With effect from 15 August 2022)

PRINCIPAL BANKERS

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

STOCK CODE

0368

CORPORATE WEBSITE

www.superland-group.com

開曼群島註冊辦事處

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

香港總部及主要營業地點

香港
九龍
觀塘
偉業街181號
盈達商業中心
3樓A及B室

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

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
(自二零二二年八月十五日起生效)

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司

股份代號

0368

公司網站

www.superland-group.com

Chairman's Statement

主席報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Superland Group Holdings Limited (the “**Company**”), I am pleased to present to the shareholders of the Company (the “**Shareholders**”) the 2022 annual report of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2022.

RESULTS

The revenue of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$819,302,000 and approximately HK\$798,108,000, respectively, and remained relatively stable. The net profit of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$28,065,000 and approximately HK\$12,597,000 respectively, representing an increase of approximately 122.8%. Excluding the exceptional item under the period of coronavirus pandemic (the “**COVID-19**”) for the year ended 31 December 2022, i.e., the subsidy granted under the Employment Support Scheme of approximately HK\$12,178,000 (2021: approximately HK\$564,000), the net profit of the Group for the year ended 31 December 2022 would be adjusted to approximately HK\$15,887,000, representing an increase of approximately 32.0% as compared to the adjusted one for the year ended 31 December 2021.

Details of the Group’s results and prospects will be discussed under the section of “Management Discussion and Analysis” in this 2022 annual report of the Group.

Business diversification

The Group’s technologies and technical solutions, including but not limited to, virtual reality technology, digital design services and three-dimensional laser scanning, were successfully launched in the market. The realisation of opportunities arising from these technologies and technical solutions will add value to the Group and diversify the business of the Group in the future.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to extend my sincere appreciation to our Shareholders, customers, suppliers, sub-contractors, bankers and professional parties for their continuous support, as well as our management team and staff for their hard work and contributions during the year.

Ng Chi Chiu
Chairman

Hong Kong, 30 March 2023

本人謹代表德合集團控股有限公司(「本公司」)董事(「董事」)會(「董事會」)向本公司股東(「股東」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零二二年十二月三十一日止年度之二零二二年年報。

業績

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的收益分別約為819,302,000港元及約為798,108,000港元，維持相對穩定。截至二零二二年及二零二一年十二月三十一日止年度，本集團的純利分別約為28,065,000港元及約為12,597,000港元，增加約122.8%。扣除截至二零二二年十二月三十一日止年度新型冠狀病毒(「**COVID-19**」)期間的特殊項目，即「保就業」計劃發放的補貼約為12,178,000港元(二零二一年：約為564,000港元)後，截至二零二二年十二月三十一日止年度本集團的純利將調整至約為15,887,000港元，較截至二零二一年十二月三十一日止年度的經調整金額增加約32.0%。

有關本集團業績及未來展望的詳情將於本集團二零二二年年報之「管理層討論及分析」一節中論述。

業務多元化

本集團的科技及技術解決方案，包括但不限於虛擬現實技術、數碼設計服務及三維鐳射掃描，均已成功推出市場。實現該等科技及技術解決方案所帶來的機遇將為本集團增加價值，並在未來使本集團的業務多元化。

致謝

本人謹代表董事會藉此機會衷心感謝本年內我們的股東、客戶、供應商、分包商、往來銀行及專業人士的持續支持，以及管理團隊及員工的努力及貢獻。

主席
吳志超

香港，二零二三年三月三十日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

The revenue of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$819,302,000 and approximately HK\$798,108,000, respectively, and remained relatively stable.

Gross profit and gross profit margin

The gross profit of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$114,023,000 and approximately HK\$102,298,000, respectively, while the gross profit margin of the Group for the years ended 31 December 2022 and 2021 were approximately 13.9% and approximately 12.8%, respectively.

Both gross profit and gross profit margin remained fairly stable during the year under review.

Other income

The other income of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$12,405,000 and approximately HK\$628,000, respectively, representing an increase of approximately 1,875.3%.

The increase in other income was mainly due to the subsidy granted under the Employment Support Scheme under the Anti-Epidemic Fund launched by the Government of Hong Kong Special Administrative Region (“**Hong Kong**” or “**HKSAR**”) of the People’s Republic of China in 2022.

Other losses, net

The net other losses of the Group for the years ended 31 December 2022 and 2021 mainly represented the changes in fair value of the investments in insurance contracts.

Administrative expenses

The administrative expenses of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$74,602,000 and approximately HK\$76,547,000, respectively, and remained relatively stable.

Finance costs

The finance costs of the Group for the years ended 31 December 2022 and 2021 were approximately HK\$16,473,000 and approximately HK\$10,638,000, respectively, representing an increase of approximately 54.9%.

財務回顧

收益

截至二零二二年及二零二一年十二月三十一日止年度，本集團的收益分別約為819,302,000港元及約為798,108,000港元，維持相對穩定。

毛利及毛利率

截至二零二二年及二零二一年十二月三十一日止年度，本集團的毛利分別約為114,023,000港元及約為102,298,000港元，而截至二零二二年及二零二一年十二月三十一日止年度，本集團的毛利率分別約為13.9%及約為12.8%。

毛利及毛利率於回顧年度維持相當穩定。

其他收入

截至二零二二年及二零二一年十二月三十一日止年度，本集團的其他收入分別約為12,405,000港元及約為628,000港元，增加約1,875.3%。

其他收入增加主要由中華人民共和國香港特別行政區（「香港」或「香港特區」）政府於二零二二年推行根據防疫抗疫基金「保就業」計劃發放的補貼所致。

其他虧損淨額

截至二零二二年及二零二一年十二月三十一日止年度，本集團的其他虧損淨額主要為保險合約投資公平值的變動。

行政費用

截至二零二二年及二零二一年十二月三十一日止年度，本集團的行政費用分別約為74,602,000港元及約為76,547,000港元，維持相對穩定。

財務成本

截至二零二二年及二零二一年十二月三十一日止年度，本集團的財務成本分別約為16,473,000港元及約為10,638,000港元，增加約54.9%。

Management Discussion and Analysis

管理層討論及分析

The increase in finance costs was primarily due to the increase in overall usage of the bank borrowings and other banking facilities.

Profit and total comprehensive income for the year attributable to owners of the Company

As a result of the abovementioned, the profit and total comprehensive income attributable to owners of the Company for the years ended 31 December 2022 and 2021 were approximately HK\$28,065,000 and approximately HK\$12,597,000, respectively, representing an increase of approximately 122.8%.

Excluding the exceptional item under the period of COVID-19 for the year ended 31 December 2022, i.e., the subsidy granted under the Employment Support Scheme of approximately HK\$12,178,000 (2021: approximately HK\$564,000), the profit and total comprehensive income for the year attributable to owners of the Company for the year ended 31 December 2022 would be adjusted to approximately HK\$15,887,000, representing an increase of approximately 32.0% as compared to the adjusted one for the year ended 31 December 2021.

BUSINESS REVIEW AND PROSPECTS

Businesses

The Group is an established contractor based in Hong Kong with over 19 years of operating history providing fitting-out services and repair and maintenance services with the qualifications as a registered electrical contractor, registered subcontractor and registered minor works contractor in Hong Kong.

For the year ended 31 December 2022, the Group is principally engaged in the provision of fitting-out services and repair and maintenance services for residential and commercial properties in Hong Kong.

As at 31 December 2022, the Group had a total of 46 fitting-out projects on hand, which included fitting-out projects that have commenced but not yet completed and fitting-out projects that have been awarded to the Group but not yet commenced, with an aggregate total contract sum of approximately HK\$3,822 million. Among these projects on hand, 28 projects were with total contract sum of approximately HK\$50 million or above. As at 31 December 2022, the aggregate total contract sum of these 28 projects amounted to approximately HK\$3,451 million (31 December 2021: 25 projects: approximately HK\$2,865 million).

財務成本增加主要由整體使用銀行借款及其他銀行融資增加所致。

本公司擁有人應佔年內溢利及全面收益總額

基於上文所述，截至二零二二年及二零二一年十二月三十一日止年度，本公司擁有人應佔年內溢利及全面收益總額分別約為28,065,000港元及約為12,597,000港元，增加約122.8%。

扣除截至二零二二年十二月三十一日止年度COVID-19期間的特殊項目，即「保就業」計劃下發放的補貼約為12,178,000港元(二零二一年：約為564,000港元)後，截至二零二二年十二月三十一日止年度本公司擁有人應佔年內溢利及全面收益總額將調整至約為15,887,000港元，較截至二零二一年十二月三十一日止年度的經調整金額增加約32.0%。

業務回顧及展望

業務

本集團是香港一家具規模的承建商，擁有逾19年營運歷史，提供裝修服務以及維修及保養服務，並具備香港註冊電業承辦商、註冊分包商及註冊小型工程承建商的資格。

截至二零二二年十二月三十一日止年度，本集團主要從事於香港住宅及商業物業提供裝修服務以及維修及保養服務。

於二零二二年十二月三十一日，本集團手頭合共有46個裝修項目，包括已動工惟尚未完成的裝修項目及本集團已獲授惟尚未動工的裝修項目，合約總額約為3,822百萬港元。在手頭的項目中，有28個項目的合約總額達約50百萬港元或以上。於二零二二年十二月三十一日，該28個項目的合約總額合共約為3,451百萬港元(二零二一年十二月三十一日：25個項目：約為2,865百萬港元)。

Management Discussion and Analysis

管理層討論及分析

Future prospects and strategies

The economy of Hong Kong in 2022 was first dampened by the severe fifth wave of the COVID-19 outbreak starting in late 2021 and further by the deteriorated external environment and tightened financial conditions, including but not limited to the increase in interest rates and supply chain bottlenecks. In spite of the removal of strict COVID-19 restrictions in Hong Kong recently, the Group still expects to encounter great challenges in the short term.

However, as supported by the 2022 policy address of Hong Kong, the Government of the HKSAR will develop land resources in a persistent manner to satisfy the housing demand. Therefore, the Group expects that the business of the Group will remain stable in the fitting-out industry in Hong Kong in the long term. The Group will devote necessary resources to further increase its market share if appropriate.

The Group's integration of technologies and technical solutions with big data into home design and fitting-out projects was successfully delivered to the market. It is the intention of the Board that the Group would be determined and committed to create a one-stop home furnishings solution to serve the industry for the purpose of cost savings and efficiency improvement. The Group will assess any opportunities arising from the application of the technologies and technical solutions with big data so as to deliver better services to our customers.

Looking ahead, the Board remains prudent and optimistic about the prospects of the Group's business in the long term. The Group will continue to adopt a very cautious approach to ensure corporate sustainability in 2023. The Group will consider monitoring its working capital management closely. The Group will also closely and carefully monitor the latest development in its core business and the potential realisation and commercialisation of its technologies and technical solutions; and adjust its business strategies from time to time if required.

DEBTS AND CHARGE ON ASSETS

As at 31 December 2022, total debts of the Group, including bank borrowings and lease liabilities, was approximately HK\$413,396,000 (31 December 2021: approximately HK\$272,185,000).

未來展望及策略

於二零二二年，香港經濟首先受到由二零二一年底開始的第五波 COVID-19 嚴重爆發的衝擊，並進一步受到外部環境惡化及金融狀況收緊的影響，包括但不限於利率上升及供應鏈瓶頸。儘管香港最近取消嚴格的 COVID-19 限制，但預期本集團仍在短期內面臨巨大挑戰。

然而，在二零二二年香港施政報告的支持下，香港特區政府將持續開發土地資源，以滿足房屋需求。因此，本集團預期本集團的香港裝修行業業務將長遠維持穩定。本集團將於適當時候投放必要資源進一步提升其市場份額。

本集團將大數據科技及技術解決方案融入家居設計及裝修項目，並成功推向市場。董事會有意使本集團決心並致力打造一站式家居解決方案，以服務行業，從而達致節約成本及提高效率之目的。本集團將評估應用大數據科技及技術解決方案所帶來的任何機遇，以便為我們的客戶提供更優質的服務。

展望未來，董事會對本集團業務的長遠前景保持審慎樂觀的態度。本集團將繼續採取非常謹慎的態度，確保二零二三年的企業可持續發展。本集團將會考慮密切監控其營運資金管理。本集團亦將密切及仔細監察其核心業務的最新發展以及其科技及技術解決方案的潛在實現及商業化；並於有需要時不時調整其業務策略。

債務及資產押記

於二零二二年十二月三十一日，本集團的總債務（包括銀行借款及租賃負債）約為413,396,000港元（二零二一年十二月三十一日：約為272,185,000港元）。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2022, the Group's banking facilities were secured/guaranteed by:

- (i) Personal guarantee provided by a Director, Mr. Ng Chi Chiu ("Mr. Ng");
- (ii) Corporate guarantee provided by the Group;
- (iii) Properties held by two Directors, Mr. Ng and Ms. Zhao Haiyan Chloe ("Ms. Zhao"), and related companies;
- (iv) Investments in insurance contracts of approximately HK\$35,429,000 (31 December 2021: approximately HK\$18,180,000); and
- (v) Pledged time deposits of approximately HK\$3,127,000 (31 December 2021: approximately HK\$6,611,000).

In addition, as at 31 December 2022, the Group provided corporate guarantee to surety bonds and a personal guarantee was provided by a Director, Ms. Zhao, in relation to a lease agreement.

The bank borrowings of the Group bear interest at floating rates that are market dependent. The Group currently does not have any interest rate hedging policy while the Group pays vigilant attention to and monitors interest rate risks continuously and cautiously.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

On 17 July 2020 (the "Listing Date"), the shares (the "Shares") of the Company were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing"), and there has been no change in capital structure of the Group since then.

As at 31 December 2022, the Company's issued capital was HK\$8,000,000 and the number of its issued ordinary shares was 800,000,000 of HK\$0.01 each.

The principal liquidity and working capital requirements of the Group primarily related to the Group's operating expenses. Historically, the Group had met its working capital and other liquidity requirements principally through a combination of cash generated from the Group's operations and bank borrowings. After the Listing, the Group expects to fund its working capital and other liquidity requirements with a combination of various sources, including but not limited to cash generated from the Group's operations, bank borrowings, the net proceeds from the initial public offering (the "IPO") as well as other external equity and debt financings as and when appropriate.

於二零二二年十二月三十一日，本集團的銀行融資由以下各項作抵押／擔保：

- (i) 一名董事吳志超先生(「吳先生」)所提供的個人擔保；
- (ii) 本集團所提供的公司擔保；
- (iii) 兩名董事(吳先生及趙海燕女士(「趙女士」))及關聯公司所持有的物業；
- (iv) 保險合約投資約為35,429,000港元(二零二一年十二月三十一日：約為18,180,000港元)；及
- (v) 已抵押定期存款約為3,127,000港元(二零二一年十二月三十一日：約為6,611,000港元)。

此外，於二零二二年十二月三十一日，本集團就履約保證提供公司擔保及一名董事趙女士就租賃協議提供個人擔保。

本集團的銀行借款乃按取決於市場的浮動利率計息。本集團目前並無任何利率對沖政策，而本集團會密切留意及持續謹慎監察利率風險。

流動資金、財務資源及資本架構

本公司股份(「股份」)於二零二零年七月十七日(「上市日期」)成功在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)，由其時起，本集團資本架構並無變動。

於二零二二年十二月三十一日，本公司已發行股本為8,000,000港元，而其已發行普通股數目為800,000,000股，每股面值0.01港元。

本集團的主要流動資金及營運資金需求主要與本集團的經營開支有關。本集團以往主要結合經營所得現金與銀行借款以應付本集團的營運資金及其他流動資金需求。上市後，本集團預期於適當時候透過結合不同資源，包括但不限於本集團經營所得現金、銀行借款、首次公開發售(「首次公開發售」)所得款項淨額以及其他外部權益及債務融資撥付營運資金及其他流動資金需求。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2022, the Group had pledged time deposits of approximately HK\$3,127,000 (31 December 2021: approximately HK\$6,611,000). Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and pledged time deposits. Total capital is calculated as "total equity" as shown in the consolidated statement of financial position, plus net debt. As at 31 December 2022, the gearing ratio of the Group was approximately 66.8% (31 December 2021: approximately 57.4%). As at 31 December 2022, the current ratio of the Group was approximately 1.2 (31 December 2021: approximately 1.2).

FOREIGN EXCHANGE EXPOSURE

Most of the income, expenditures, assets and liabilities of the Group are denominated in Hong Kong Dollars, being the functional currency of the Group, and hence, the Group does not have any material foreign exchange risk exposure. With the insignificant portion of monetary transactions, assets and liabilities of the Group being denominated in foreign currencies, for the year ended 31 December 2022, the Group did not employ any financial instruments for hedging purpose. The Group monitors its foreign currency exposure closely and will consider adopting hedging policy should the need arises.

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2022, the Group employed a total of 272 (31 December 2021: 264) employees. The remuneration package the Group offered to its employees includes salary, discretionary year-end bonus and other cash subsidies. The Group provides a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all eligible employees. The Group determines the salary of its employees mainly based on their qualifications, experiences and performance. The Group carries out regular review on the performance of employees to determine any salary adjustments, bonuses and promotions.

The Group participates in a defined contribution retirement scheme for its employees in Hong Kong. The MPF Scheme participated by the Group in Hong Kong is registered under and complies with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong). The assets of the MPF Scheme are held in separate trustee-administered funds. The Group and its employees are each required to make contributions pursuant to the MPF Scheme at 5% of the employees' monthly relevant income and capped at HK\$1,500 per month. Contributions to the MPF Scheme are vested immediately.

於二零二二年十二月三十一日，本集團的已抵押定期存款約為3,127,000港元(二零二一年十二月三十一日：約為6,611,000港元)。本集團乃基於資產負債比率(按債務淨額除以總資本計算)監控資本情況，與業內其他業者的做法一致。債務淨額按總借款及租賃負債減現金及現金等價物與已抵押定期存款計算。總資本以綜合財務狀況表內列示的「總權益」加債務淨額計算。於二零二二年十二月三十一日，本集團的資產負債比率約為66.8%(二零二一年十二月三十一日：約為57.4%)。於二零二二年十二月三十一日，本集團的流動比率約為1.2(二零二一年十二月三十一日：約為1.2)。

外匯風險

本集團大部分收入、支出、資產及負債均以港元(即本集團的功能貨幣)計值，因此本集團並無面臨任何重大外匯風險。由於本集團僅有少量貨幣交易、資產及負債以外幣計值，故截至二零二二年十二月三十一日止年度，本集團並無使用任何金融工具作對沖之用。本集團密切監察其外幣風險，並將於有需要時考慮採納對沖政策。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團合共聘有272名(二零二一年十二月三十一日：264名)僱員。本集團向僱員提供的薪酬待遇包括薪金、酌情年終花紅及其他現金津貼。本集團為全體合資格僱員作出香港法例第485章強制性公積金計劃條例下規定的強積金供款。本集團主要根據僱員的資格、經驗及表現釐定彼等的薪酬。本集團定期審閱僱員的表現以釐定任何薪金調整、花紅及晉升。

本集團為其香港僱員參與定額供款退休計劃。本集團於香港參與的強積金計劃已根據強制性公積金計劃條例(香港法例第485章)註冊並符合強制性公積金計劃條例的規定。強積金計劃的資產存放在獨立的受託人管理基金。本集團及其僱員均須根據強積金計劃按僱員每月相關收入的5%供款，上限為每月1,500港元。強積金計劃供款已即時歸屬。

Management Discussion and Analysis

管理層討論及分析

Contributions to the defined contribution retirement scheme charged to the Group's consolidated statement of comprehensive income during the year ended 31 December 2022 were approximately HK\$3,821,000 (2021: approximately HK\$3,558,000). There was no contribution forfeited by the Group on behalf of its employees who left the MPF Scheme prior to vesting fully in such contribution, which may be used by the Group to reduce the existing level of contributions during the two years ended 31 December 2022 and 2021. As at 31 December 2022 and 31 December 2021, there was no forfeited contribution available to reduce the level of contributions in future years.

For the year ended 31 December 2022, the employee benefit expenses (including Directors' emoluments) amounted to approximately HK\$116,827,000 (2021: approximately HK\$109,865,000).

USE OF PROCEEDS

Upon the Listing, the net proceeds raised from the IPO was approximately HK\$79.4 million, after deducing the underwriting fees and commissions and other relevant listing expenses. The net IPO proceeds will be used according to the manner as set out in the section headed "Future plans and use of proceeds" in the prospectus (the "Prospectus") of the Company dated 30 June 2020.

An analysis of the utilisation of the net IPO proceeds up to 31 December 2022 is set out below:

自本集團截至二零二二年十二月三十一日止年度的綜合全面收益表中扣除的定額供款退休計劃供款約為3,821,000港元(二零二一年：約為3,558,000港元)。本集團並無代其有關供款全數歸屬前退出強積金計劃的僱員沒收供款，亦無被沒收供款可由本集團用作降低截至二零二二年及二零二一年十二月三十一日兩個年度的現有供款水平。於二零二二年十二月三十一日及二零二一年十二月三十一日，概無可用作降低未來年度供款水平的被沒收供款。

於截至二零二二年十二月三十一日止年度，員工成本(包括董事酬金)為約為116,827,000港元(二零二一年：約為109,865,000港元)。

所得款項用途

上市後，扣除包銷費及佣金以及其他相關上市開支後，自首次公開發售籌集的所得款項淨額約為79.4百萬港元。首次公開發售所得款項淨額將按本公司日期為二零二零年六月三十日的招股章程(「招股章程」)「未來計劃及所得款項用途」一節所載的方式使用。

直至二零二二年十二月三十一日，動用首次公開發售所得款項淨額的分析載列如下：

		Utilised amounts since the Listing Date to 31 December 2022	Unutilised amounts as at 31 December 2022	Expected timeline of full utilisation of unutilised amounts as at 31 December 2022	
	Net IPO proceeds	31 December 2022	31 December 2022	31 December 2022	
	首次公開發售所得款項淨額	自上市日期至二零二二年十二月三十一日已動用金額	於二零二二年十二月三十一日未動用金額	於二零二二年十二月三十一日未動用金額悉數動用的預期時間線	
	HK\$ million	HK\$ million	HK\$ million		
	百萬港元	百萬港元	百萬港元		
Payment of upfront costs for new projects	支付新項目的前期成本	29.2	(29.2)	-	N/A 不適用
Obtaining surety bonds	取得履約保證	42.3	(42.3)	-	N/A 不適用
General working capital	一般營運資金	7.9	(7.9)	-	N/A 不適用
		79.4	(79.4)	-	

Management Discussion and Analysis

管理層討論及分析

As at the date of this annual report, all the net IPO proceeds were utilised and applied in the manner consistent with the proposed allocations.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS

Saved as disclosed elsewhere in this annual report, for the year ended 31 December 2022, the Group did not have any significant investments, material acquisitions or disposals.

There was no formal plan authorised by the Board for any significant investments, material acquisitions or disposals as at 31 December 2022 and up to the date of this annual report.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have other future plans for material investments or capital assets for the year ended 31 December 2022.

CAPITAL COMMITMENTS

As at 31 December 2022, the Group did not have any significant capital commitments.

CONTINGENT LIABILITIES

Save as disclosed elsewhere in this annual report, as at 31 December 2022, the Group did not have any significant contingent liabilities.

EVENTS AFTER THE REPORTING PERIOD

There have been no other material events occurring after the reporting period and up to the date of this annual report.

於本年報日期，所得款項淨額已悉數動用並按與建議分配一致的方式動用。

重大投資、重大收購或出售事項

除本年報其他部分所披露外，截至二零二二年十二月三十一日止年度，本集團並無任何重大投資、重大收購或出售事項。

於二零二二年十二月三十一日及截至本年報日期，董事會並無授權任何重大投資、重大收購或出售事項之正式計劃。

重大投資或資本資產的未來計劃

截至二零二二年十二月三十一日止年度，本集團並無其他重大投資或資本資產的未來計劃。

資本承擔

於二零二二年十二月三十一日，本集團並無擁有任何重大資本承擔。

或然負債

除本年報其他部分所披露外，於二零二二年十二月三十一日，本集團並無任何重大或然負債。

報告期後事項

於報告期後及直至本年報日期，概無發生其他重大事項。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

To create a long term value for the interests of the Shareholders is the Board's main objective. As such, the Board is highly committed to achieving a high standard of corporate governance and striving to maintain the management practices in a transparent and responsible way. The Board reviews and improves the Group's corporate governance practices and business ethics on an ongoing basis.

For the year ended 31 December 2022 and up to the date of this report, the Company complied with all the code provisions, where applicable, as set out in the Corporate Governance Code (the "**CG Code**") and Corporate Governance Report in Appendix 14 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange except for the deviation mentioned in the section of "Chairman and Chief Executive".

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. All the Directors confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code for the year ended 31 December 2022.

THE BOARD

Responsibilities

The Board is responsible for the Group's corporate policy formulation, business strategic planning, business development, risk management, material acquisitions and disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management, such as the preparation of annual and interim accounts for the Board's final approval before its publication, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations. The Board has also delegated to the relevant senior management the authority and responsibility for the day-to-day management and operation of the Group with clear directions as to their powers in particular with respect to the circumstances under which they should report back to the Board before making certain key decisions on behalf of the Company. The Board reviews the existing arrangements periodically to ensure that they remain appropriate to the Company's needs.

企業管治常規

為股東利益創造長遠價值為董事會的主要目標。因此，董事會致力實現高水平的企業管治，並努力保持透明及負責的管理常規。董事會持續檢討及改善本集團的企業管治常規及商業操守。

截至二零二二年十二月三十一日止年度及直至本報告日期，除「主席及行政總裁」一節所述之有所偏離事項外，本公司已遵守聯交所證券上市規則（「上市規則」）附錄14企業管治守則（「企業管治守則」）及企業管治報告所載的所有守則條文（如適用）。

董事進行的證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事買賣本公司證券的行為守則。經本公司具體查詢後，全體董事確認，截至二零二二年十二月三十一日止年度，彼等已遵守標準守則所載的規定準則。

董事會

職責

董事會負責本集團的企業政策制訂、業務策略規劃、業務發展、風險管理、重大收購及出售及資本交易；以及其他重大營運及財務事宜。董事會特別指派管理層負責公司的主要事宜，如編製年度及中期賬目以於公佈前供董事會作最終審批、執行董事會採納的業務策略及措施、推行適當內部監控機制及風險管理程序以及遵守相關法定要求、規則及規例。董事會亦已將本集團之日常管理及營運的權力及責任轉授予相關高級管理層，並對彼等的權力作出明確指示，特別是在代表本公司作出若干重要決定前應向董事會匯報的情況。董事會定期審閱現有安排，以確保有關安排仍適合本公司的需要。

Corporate Governance Report

企業管治報告

The Board also has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

The Board is also responsible for performing corporate governance duties of the Group and will assign relevant functions to other board committees, namely the remuneration committee (the “**Remuneration Committee**”), the nomination committee (the “**Nomination Committee**”) and the audit committee (the “**Audit Committee**”) collectively, the “**Board Committees**”) as and when appropriate.

Every Director is entitled to have access to Board papers and related materials, and the advice and services provided by the company secretary (the “**Company Secretary**”) of the Company, and has the liberty to seek independent professional advice at the Company’s expense if so reasonably required. The Directors will be continuously provided by the updates on the major development of the Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practices.

The Company has arranged for appropriate insurance cover for Directors’ and officers’ liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

Composition

The Board currently comprises six members, consisting of two executive Directors, one non-executive Director and three independent non-executive Directors. Details of the composition of the Board and biographies of the Directors are set out on pages 2 to 3 of this annual report in the section of “Corporate Information” and on pages 78 to 84 of this annual report in the section of “Profile of Directors and Senior Management”, respectively. An updated list of the Directors with their respective roles and functions is available on the Stock Exchange’s website and the Company’s website at www.superland-group.com. Independent non-executive Directors are identified in all corporate communications that disclose the names of the Directors.

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from the Listing Date subject to termination as provided therein.

Each of the non-executive Director and the independent non-executive Directors has signed a letter of appointment with the Company for a term of three years commencing from the Listing Date subject to termination as provided therein.

董事會亦成立董事委員會，並已向該等董事委員會轉授載於其各自職權範圍內之各項職責。

董事會亦負責履行本集團之企業管治職能，並適時將相關職能指派予其他董事委員會，即薪酬委員會（「**薪酬委員會**」）、提名委員會（「**提名委員會**」）及審核委員會（「**審核委員會**」）（統稱「**董事委員會**」）。

各董事有權查閱董事會文件及有關材料，亦可請本公司的公司秘書（「**公司秘書**」）提供意見及服務，並可於合理需要時自行尋求獨立專業意見，費用由本公司承擔。董事將獲持續提供上市規則及其他適用監管規定之重大發展之最新資訊，以確保彼等遵守及秉持良好的企業管治常規。

本公司已就其董事及高級管理層從事公司業務而面臨之法律訴訟的責任為董事及高級管理層安排適當投保。

組成

董事會現由六名成員組成，包括兩名執行董事、一名非執行董事及三名獨立非執行董事。董事會組成及董事履歷詳情分別載於本年報第2至3頁「公司資料」一節及本年報第78至84頁「董事及高級管理層履歷」一節。本公司之最新董事名單於聯交所網站及本公司網站www.superland-group.com，其中明確了董事角色及職能。本公司在所有載有董事姓名的公司通訊中，已註明獨立非執行董事的身份。

各執行董事已與本公司訂立服務合約，由上市日期起計為期三年，可按當中所載條文終止。

各非執行董事及獨立非執行董事已與本公司訂立委任函，由上市日期起計為期三年，可按當中所載條文終止。

Corporate Governance Report

企業管治報告

The Board possesses the skills, experience and expertise either in the same industry or relevant to the management of the business of the Group which brings a good balance of relevant skills and experience to the Company. The Company has established mechanisms whereby independent non-executive Directors can express their views in an open and candid manner and provide their independent professional judgments on the assessment of the development, performance and risk management of the Group. These include dedicated meeting sessions with the Chairman and interaction with management and other Board members outside the boardroom. The Board will review the implementation and effectiveness of the abovementioned mechanisms on an annual basis to ensure that independent views and input are available to the Board.

董事會具備同一行業或與管理本集團業務相關技能、經驗及專業知識，為本公司於相關技能及經驗帶來良好平衡。本公司已設立機制，使獨立非執行董事能以公開及坦誠的方式表達彼等的意見，並就評估本集團之發展、表現及風險管理而提供彼之獨立專業判斷。該等機制包括與主席的專門會議，以及在會議室外與管理層及其他董事會成員的互動。董事會將每年檢討上述機制的實施及有效性，以確保董事會能獲得獨立的意見及貢獻。

Meetings and Attendance

The attendance of individual members of the Board at various meetings for the year ended 31 December 2022, as well as the number of such meetings held, are set out below:

會議及出席情況

截至二零二二年十二月三十一日止年度，個別董事會成員於不同會議之出席情況及有關會議之舉行數目載列如下：

		Number of meetings attended/held 出席／舉行之會議數目				
		Board Meeting ⁽⁶⁾ 董事會會議 ⁽⁶⁾	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Annual General Meeting 股東週年大會
Executive Directors 執行董事						
Mr. Ng Chi Chiu ^{(1),(4)}	吳志超先生 ^{(1) - (4)}	5/5	N/A 不適用	1/1	N/A 不適用	1/1
Ms. Zhao Haiyan Chloe	趙海燕女士	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Ms. Ho Nga Ling ⁽⁵⁾	何雅凌女士 ⁽⁵⁾	2/2	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Director 非執行董事						
Mr. Chan Ming Yim	陳銘嚴先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors 獨立非執行董事						
Dr. Ho Chung Tai Raymond	何鍾泰博士	5/5	3/3	N/A 不適用	1/1	1/1
Mr. Yip Chun On ⁽²⁾	葉俊安先生 ⁽²⁾	5/5	3/3	1/1	1/1	1/1
Prof. Chau Kwong Wing ⁽³⁾	鄒廣榮教授 ⁽³⁾	4/5	3/3	1/1	1/1	1/1

- Chairman of the Board and chief executive officer of the Company.
- Chairman of the Audit Committee.
- Chairman of the Remuneration Committee.
- Chairman of the Nomination Committee.
- Resignation with effect from 31 August 2022.
- Including one meeting held by the chairman of the Board with the independent non-executive Directors (without the presence of other executive Directors).

- 本公司董事會主席兼行政總裁。
- 審核委員會主席。
- 薪酬委員會主席。
- 提名委員會主席。
- 辭任自二零二二年八月三十一日起生效。
- 包括董事會主席與獨立非執行董事舉行的一次會議（其他執行董事並無出席）。

Corporate Governance Report

企業管治報告

For the year ended 31 December 2022, the chairman of the Board and the independent non-executive Directors met at least once without the presence of other executive Directors and non-executive Director.

Regular Board meetings are held at least four times annually and additional Board meetings are held when the Board considers appropriate. Schedules for regular Board meetings are normally agreed with the Directors in advance in order to facilitate them to attend. Draft agenda of each Board meeting is sent to the Directors in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting, and the chairman of the Board approves the final agenda before each Board meeting. Notice of regular Board meetings is served to all the Directors at least 14 days before the meetings. For other Board meetings and committee meetings, reasonable notice is generally given.

In respect of regular Board meetings or committee meetings and so far as practicable in all other cases, meeting papers are sent to the Directors or respective committee members in a timely manner and at least 3 days before the intended date of the respective meetings to keep the Directors apprised of the latest developments and financial position of the Group and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management where necessary.

Whenever a substantial Shareholder or a Director has a conflict of interests which is considered by the Board as material, the matter will be dealt with by a physical Board meeting rather than a written resolution.

Relevant senior management would attend regular Board meetings and where necessary, other Board meetings and committee meetings, to advise on business developments, financial and accounting matters, statutory and regulatory compliance, corporate governance and other major aspects of the Group.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are circulated to the Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

截至二零二二年十二月三十一日止年度，董事會主席和獨立非執行董事在其他執行董事和非執行董事不在場的情況下進行了至少一次會面。

定期董事會會議每年至少舉行四次及於董事會認為適當的時候舉行額外董事會會議。定期董事會會議之時間表一般會預先取得董事同意，以便彼等能出席會議。每次董事會會議之草擬議程均會發送給董事，以便彼等有機會將其他事項列入有關議程中供會議上商討，及董事會主席於各董事會會議前批准最終議程。定期董事會會議之通告乃於會議舉行前最少14天送達予所有董事。至於其他董事會會議及委員會會議，一般會發出合理通知。

有關定期之董事會或委員會會議的會議文件(在所有其他情況下於切實可行時)會適時送交董事或各委員會成員，並最少在有關會議擬訂日期的3天前送出，以通知董事本集團之最新發展及財政狀況，讓彼等得以作出知情之決定。董事會及各董事亦可於有需要時個別及獨立接觸高級管理層。

倘主要股東或董事存在利益衝突而董事會認為有關利益衝突屬重大，則有關事項將以實體董事會會議而非以書面決議案的方式處理。

相關高級管理層會出席定期董事會會議，並且於有需要時出席其他董事會會議及委員會會議，就本集團之業務發展、財務及會計事宜、法定及法規遵守事宜、企業管治及其他重大事項提供建議。

公司秘書負責作出及保存所有董事會會議及委員會會議之會議記錄。會議記錄草稿一般於每次會議後在合理時間內送交董事傳閱以便發表意見，其定稿可供董事查閱。

Corporate Governance Report

企業管治報告

Relationship

Save as disclosed in the section headed “Profile of Directors and Senior Management — Directors”, none of the members of the Board has any relationship (including financial, business, family or other material/relevant relationships) between each other.

Independent Non-executive Directors

The Company complied with Rules 3.10(1) and (2), and Rule 3.10A of the Listing Rules for the year ended 31 December 2022.

Pursuant to the requirements of the Listing Rules, the Company has received written confirmation from each of the independent non-executive Directors confirming his independence from the Company, and considers all of the independent non-executive Directors to be independent in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Appointment, Re-election and Removal of Directors

In accordance with the articles of association of the Company (the “Articles”), all the Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as an addition to the Board shall submit himself/herself for re-election by the Shareholders at the first annual general meeting after appointment. Any further appointment of an independent non-executive Director, who has served the Board for more than nine years, shall be subject to a separate resolution to be approved by the Shareholders.

The procedures and process of appointment, re-election and removal of the Directors are laid down in the Articles. The Nomination Committee is responsible for reviewing the Board’s composition, structure and size, developing and formulating the relevant procedures for nomination and appointment of the Directors, monitoring the appointment and succession planning of the Directors and assessing the independence of independent non-executive Directors.

Directors’ Induction and Development

For the year ended 31 December 2022, the Company arranged seminars provided by an independent third party for its Directors as continuing professional trainings for corporate governance and compliance purposes. Some Directors also participated in other seminars according to their own preferences to develop and refresh their knowledge, skills and understanding of the Group and its business or to update their skills and knowledge on the latest development or changes in the relevant regulations, the Listing Rules and corporate governance practices.

關係

除「董事及高級管理層履歷 — 董事」一節所披露外，董事會成員彼此之間概無任何關係（包括財務、業務、家屬或其他重大／相關關係）。

獨立非執行董事

截至二零二二年十二月三十一日止年度，本公司已遵守上市規則第3.10(1)及(2)條以及第3.10A條。

根據上市規則的規定，本公司已獲各獨立非執行董事發出書面確認，確認其獨立於本公司。故根據上市規則第3.13條所載之獨立性指引，本公司認為，所有獨立非執行董事均獨立於本公司。

董事之委任、重選及罷免

根據本公司之組織章程細則（「細則」），全體董事均須最少每三年輪值退任一次，而任何獲委任填補臨時空缺或作為董事會新增成員之新董事，須於獲委任後首屆股東週年大會上由股東重選。任何已於董事會任職達九年以上之獨立非執行董事如欲繼續連任，則須經股東以個別決議案形式批准。

委任、重選及罷免董事之程序及過程已載於章程細則。提名委員會須負責檢討董事會之組成、架構及人數、發展及制定有關提名及委任董事之相關程序、監察董事之委任及繼任計劃，並評估獨立非執行董事的獨立性。

董事就任及發展

截至二零二二年十二月三十一日止年度，本公司為其董事安排由獨立第三方提供的研討會，作為企業管治及合規之持續專業培訓。部分董事亦按照彼等自身的喜好參與其他研討會，以增長及更新彼等對本集團及其業務的知識、技能及理解，或更新彼等對相關規例、上市規則及企業管治常規的最新發展或變動的技能及知識。

Corporate Governance Report

企業管治報告

The Directors confirmed that they have complied with the code provision C.1.4 of the CG Code on Directors' training. For the year ended 31 December 2022, all Directors have participated in continuous professional development by attending seminars/in-house briefing/reading materials to develop and refresh their knowledge and skills.

董事確認，彼等遵守有關董事培訓的企業管治守則第C.1.4條守則條文。截至二零二二年十二月三十一日止年度，全體董事均通過出席研討會／內部簡報／閱讀材料參與持續專業發展，以提高及更新彼等的知識及技能。

Name of Director	董事姓名	Type of continuous professional development	
		持續專業發展類別	
		Attending seminars, conferences, workshops and in-house briefings	Reading materials and updates
		出席研討會、會議、工作坊及內部簡報	閱讀材料及更新資料
Executive Directors	執行董事		
Mr. Ng Chi Chiu	吳志超先生	✓	✓
Ms. Zhao Haiyan Chloe	趙海燕女士	✓	✓
Ms. Ho Nga Ling (Resignation with effect from 31 August 2022)	何雅凌女士 (辭任自二零二二年八月三十一日起生效)	N/A 不適用	N/A 不適用
Non-executive Director	非執行董事		
Mr. Chan Ming Yim	陳銘嚴先生	✓	✓
Independent non-executive Directors	獨立非執行董事		
Dr. Ho Chung Tai Raymond	何鍾泰博士	✓	✓
Mr. Yip Chun On	葉俊安先生	✓	✓
Prof. Chau Kwong Wing	鄒廣榮教授	✓	✓

CHAIRMAN AND CHIEF EXECUTIVE

For the year ended 31 December 2022, in respect of code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. However, having considered the nature and extent of the Group's operations, and Mr. Ng Chi Chiu's in-depth knowledge and experience in the industry and familiarity with the operations of the Group, that all major decisions are made in consultation with members of the Board and relevant Board Committees, and that there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Group and that it is in the best interest of the Group to have Mr. Ng Chi Chiu taking up both roles. As such, the roles of the chairman and chief executive officer of the Group are not being separated pursuant to the requirement under the code provision C.2.1 of the CG Code.

主席及行政總裁

截至二零二二年十二月三十一日止年度，就企業管治守則的守則條文第C.2.1條而言，主席與行政總裁的角色應有所區分，不應由同一人士擔任。然而，經考慮本集團的業務性質及規模，及吳志超先生於行業的深厚知識及經驗，以及對本集團業務的熟悉程度，且所有主要決策乃經諮詢董事會成員以及相關董事委員會後作出，及董事會設有三名獨立非執行董事提供獨立見解，故董事會認為有足夠保障措施確保董事會與本集團管理層的權力及職權平衡，且吳志超先生兼任兩職符合本集團的最佳利益。因此，本集團主席與行政總裁的角色並無根據企業管治守則的守則條文第C.2.1條的規定區分。

Corporate Governance Report

企業管治報告

BOARD DIVERSITY POLICY

The Company has adopted a Board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve diversity of the Board. The Company is committed to having a Board with appropriate balance of expertise, skills, experience and diversity of perspectives.

The Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry experience.

The Board sets measurable objectives to implement the Board Diversity Policy and reviews such objectives from time to time. The ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

The Company values gender diversity. As at the date of this annual report, the Board has one female executive Director out of six Directors. The Board is committed to improving gender diversity as and when suitable candidates are identified and shall continue to maintain at least one female Director on the Board. The Company is of the view that gender diversity in respect of the Board has been achieved.

To further enhance gender diversity, the Board and the Nomination Committee will stay vigilant in identifying a pipeline of potential successors to the Board. The Group constantly implement recruitment and promotion policies which encourage and attract qualified incumbents to take up senior managerial and Board roles. The Company will continue to embrace gender diversity when making future Board appointments but no specific targets or timelines to further enhance gender diversity have been set as it is of the view that all aspects of diversity should be considered as a whole in the selection of suitable candidates for appointment to the Board.

董事會多元化政策

本公司已採納董事會多元化政策(「**董事會多元化政策**」)，其中列明達致董事會多元化的方法。本公司致力建立一董事會於專業知識、技能、經驗及不同觀點各方面取得適當平衡。

董事會多元化已從多個方面考慮，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業經驗。

董事會制定可計量目標以實施董事會多元化政策，並不時檢討該等目標。最終將按選定候選人的優點及為董事會帶來的貢獻而作決定。

本公司重視性別多元化。於本年報日期，董事會六名董事之中，一名執行董事為女性。董事會致力於物色到合適人選時改善性別多元化，且董事會將繼續保持最少有一名女性董事。本公司認為，董事會已達致性別多元化。

為進一步加強性別多元化，董事會及提名委員會將保持警覺，識別董事會潛在繼任人的渠道。本集團持續實行招聘及晉升政策，以鼓勵及吸引合資格現職僱員擔任高級管理層及董事會職務。本公司將於未來委任董事會成員時繼續提倡性別多元化，惟並無就進一步加強性別多元化制訂特定目標或時間表，原因為本集團認為於甄選適合委任為董事會成員的人選時應全盤考慮所有方面的多元性。

Traditionally, the Hong Kong fitting-out industry has been short of females, however, the Group still managed to attract female talents and maintained a workforce of which approximately 75% were male and approximately 25% were female as at 31 December 2022. Although the senior management members are all male, the Company does recognise the value of gender diversity to promote a diverse and inclusive working environment and shall explore in leveraging more channels to increase the female proportion in its workforce in the future. While the Group welcomes increased female representation at all levels, it does not consider appropriate to set any specific gender target for its entire workforce. Being an equal opportunity employer, the Group also considers other relevant factors in making its decision on fitting the right person to the right position.

The Nomination Committee will monitor the implementation of the Board Diversity Policy by conducting review of the Board's composition at least once annually taking into account the benefits of all relevant diversity aspects, and adhering to the Board Diversity Policy when making recommendation on any Board appointments.

At present, the Nomination Committee considered that the diversity of the Board is sufficient.

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

BOARD COMMITTEES

The Board has established Board Committees to oversee specific aspects of the Company's affairs and help it in the execution of its responsibilities. Specific written terms of reference of these committees clearly outline each committee's authority and duty.

Each committee is required to report back on its decisions or recommendations to the Board on a timely basis, unless there are any legal or regulatory restrictions imposed on it.

Audit Committee

The Audit Committee is mainly responsible for (a) maintaining the relationship with the Company's auditor; (b) reviewing the Company's financial information; (c) reviewing the Company's financial reporting process, risk management and internal control systems; and (d) reviewing the relationships with the employees of the Group. The full version of the terms of reference of the Audit Committee is available on the Stock Exchange's website and the Company's website at www.superland-group.com. The terms of reference of the Audit Committee was adopted on 16 June 2020.

傳統上，香港裝修行業缺乏女性，然而，本集團仍成功吸引女性人才，於二零二二年十二月三十一日，本集團僱員之中約75%為男性及約25%為女性。儘管高級管理層成員均為男性，本公司明白性別多元化的價值在於促進工作環境的多元化及包容性，並尋求於未來憑藉更多渠道增加其僱員之中的女性比例。本集團樂見所有職級的女性代表增加，惟其認為，為整個員工團隊制訂任何特定性別目標並不合適。作為平等機會僱主，本集團於決定安排合適人選擔任合適崗位時，亦考慮其他相關因素。

提名委員會對董事會的組成至少每年檢討一次(其中考慮所有相關多元化層面的裨益)，並於就任何董事會委任提出建議時遵守董事會多元化政策，以監察董事會多元化政策的實施。

現時，提名委員會認為董事會之多元化為足夠。

提名委員會將審閱董事會多元化政策(如適用)以確保其有效性。

董事委員會

董事會已成立董事委員會，監察本公司事務的特定範疇，並協助其履行職責。該等委員會各自訂有具體書面職權範圍，當中清晰界定各委員會的權力及職責。

各委員會須及時向董事會匯報其決策或建議，惟已受任何法律或監管限制則除外。

審核委員會

審核委員會主要負責(a)維繫與本公司核數師的關係；(b)審閱本公司的財務資料；(c)檢討本公司的財務申報程序、風險管理及內部監控制度；及(d)檢討與本集團員工的關係。審核委員會職權範圍的完整版本可於聯交所網站及本公司網站 www.superland-group.com 查閱。審核委員會的職權範圍於二零二零年六月十六日已被採納。

Corporate Governance Report

企業管治報告

Pursuant to Rule 3.21 of the Listing Rules, the Audit Committee is made up of three independent non-executive Directors, including Mr. Yip Chun On (chairman of the Audit Committee), Dr. Ho Chung Tai Raymond and Prof. Chau Kwong Wing. Mr. Yip Chun On (chairman of the Audit Committee) possesses the appropriate professional qualifications or accounting or related financial management expertise as required.

The Audit Committee held three committee meetings for the year ended 31 December 2022.

Summary of work of the Audit Committee for the year ended 31 December 2022

The Audit Committee held three committee meetings with the auditor, PricewaterhouseCoopers, to (a) discuss and review the Group's results for the year ended 31 December 2021 and recommended the same to the Board for approval; (b) review and consider the existing terms of reference of the Audit Committee; (c) discuss and review the Group's results for the six months ended 30 June 2022 and recommended the same to the Board for approval; and (d) discuss and review the audit plan of the Group for the year ended 31 December 2022.

Nomination Committee

The Nomination Committee is mainly responsible for (a) reviewing the structure, size and composition (including the skills, knowledge and experience required) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (b) identifying individuals suitably qualified to become the Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; (c) implementing and reviewing the Board Diversity Policy, making any recommendations on it to the Board and monitoring its achievements annually; (d) making recommendations to the Board on the appointment or re-appointment of the Directors, and succession planning for Directors in particular the chairman of the Board and the chief executive of the Company; and (e) assessing the independence of the independent non-executive Directors and any proposed independent non-executive Directors. The full version of the terms of reference of the Nomination Committee is available on the Stock Exchange's website and the Company's website at www.superland-group.com. The terms of reference of the Nomination Committee was adopted on 16 June 2020.

根據上市規則第3.21條，審核委員會由三名獨立非執行董事組成，包括葉俊安先生（審核委員會主席）、何鍾泰博士及鄒廣榮教授。葉俊安先生（審核委員會主席）具備所需的合適專業資格或會計或相關財務管理專業知識。

截至二零二二年十二月三十一日止年度，審核委員會曾舉行三次委員會會議。

截至二零二二年十二月三十一日止年度審核委員會之工作概要

審核委員會曾與核數師羅兵咸永道會計師事務所舉行三次委員會會議，以(a)討論及審閱本集團截至二零二一年十二月三十一日止年度的業績，並向董事會建議審批；(b)審閱及考慮審核委員會的現有職權範圍；(c)討論及審閱本集團截至二零二二年六月三十日止六個月的業績，並向董事會建議審批；及(d)討論及審閱本集團截至二零二二年十二月三十一日止年度的審核計劃。

提名委員會

提名委員會主要負責(a)至少每年檢討董事會的架構、人數和組成(包括所要求技能、知識及經驗)，並就擬對董事會作出的任何變動而提出建議以完善本公司的企業策略；(b)物色符合資格擔任董事的人士及挑選提名人士出任董事或就此向董事會提供意見；(c)執行及檢討董事會多元化政策，每年就此向董事會作出推薦建議及監察其成效；(d)就董事委任或重新委任以及董事(尤其是本公司董事會主席及行政總裁)繼任計劃向董事會提出建議；及(e)評估獨立非執行董事及任何候任獨立非執行董事的獨立性。提名委員會職權範圍的完整版本可於聯交所網站及本公司網站 www.superland-group.com 查閱。提名委員會的職權範圍於二零二零年六月十六日已被採納。

Corporate Governance Report

企業管治報告

The Nomination Committee is made up of three members including Mr. Ng Chi Chiu (executive Director and chairman of the Nomination Committee), Prof. Chau Kwong Wing (independent non-executive Director) and Mr. Yip Chun On (independent non-executive Director).

The Nomination Committee held one committee meeting for the year ended 31 December 2022.

Director Nomination Policy

The Company has adopted a Director nomination policy (the “**Director Nomination Policy**”) for the Nomination Committee to identify and evaluate a suitable candidate for nomination to (i) the Board for appointment; or (ii) the Shareholders for election, as Directors, at general meetings.

Where a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new Director with particular skills, the Nomination Committee shall adopt the Director Nomination Policy, which sets out a number of factors in making nomination, including but not limited to the following:

- Skills, experience and professional expertise which are relevant to the operations of the Group;
- Diversity in all aspects as set out in the Board Diversity Policy;
- Commitment in respect of sufficient time and participation to discharge duties as a member of the Board and/or Board Committee(s);
- Character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a Director; and
- Requirements of independence of the proposed independent non-executive Directors in accordance with the Listing Rules.

Upon the Nomination Committee’s recommendation, the Board will review and if appropriate, approve the nomination of such Director for re-election at the forthcoming annual general meeting. The Nomination Committee will also review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

提名委員會由三名成員組成，包括吳志超先生（執行董事及提名委員會主席）、鄒廣榮教授（獨立非執行董事）及葉俊安先生（獨立非執行董事）。

截至二零二二年十二月三十一日止年度，提名委員會曾舉行一次委員會會議。

董事提名政策

本公司已採納董事提名政策（「**董事提名政策**」），以便提名委員會物色及評估適當人選，並提名以(i) 供董事會委任；或(ii) 由股東於股東大會上選舉為董事。

倘在任何情況下出現空缺，或本公司認為董事會將從具有特殊技能的新董事的服務中受益，則提名委員會將採納董事提名政策，該政策載列多項因素以作出提名，包括但不限於以下各項：

- 與本集團業務相關的技能、經驗及專業知識；
- 董事會多元化政策所載列之各方面的多元化；
- 對投入充足時間及參與履行作為董事會及／或董事委員會成員的職責之承諾；
- 品格、經驗及誠信，且能夠展示與擔任董事相關職位相稱的能力；及
- 上市規則對候任獨立非執行董事的獨立性的要求。

在提名委員會提出其推薦意見後，董事會將審閱並批准提名該董事（如合適）在應屆股東週年大會上重選。提名委員會亦將在適當情況下審閱董事提名政策以確保其有效性。

Corporate Governance Report

企業管治報告

Summary of work of the Nomination Committee for the year ended 31 December 2022

The Nomination Committee held one committee meeting to review and consider the composition of the Board, the Director Nomination Policy, the independence of the independent non-executive Directors, the re-appointment of retiring Directors and the existing terms of reference of the Nomination Committee.

Remuneration Committee

The Remuneration Committee is mainly responsible for (a) making recommendations to the Board on the Company's policy and the structure for all the Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; (c) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and any of its subsidiaries; (d) determining, making recommendations to the Board, considering and approving the remuneration package of all the Directors and senior management of the Group and the compensation arrangements relating to loss or termination of office and dismissal or removal of the Directors; (e) deciding the remunerations of the Directors with independence; (f) advising the Shareholders on how to vote with respect to any service contracts of Directors that require Shareholders' approval under Rule 13.68 of the Listing Rules; (g) consulting the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the remuneration of other executive Directors; (h) evaluating and making recommendations on any share schemes that may be adopted by the Company from time to time and ensuring its compliance with the Listing Rules; (i) ensuring proper disclosure of the Director's remuneration in the annual report of the Company in accordance with the accounting principles and the Listing Rules; and (j) reviewing its own performance, constitution and terms of reference to ensure its effectiveness and making recommendations on any necessary changes for the Board's approval at least annually. The full version of the terms of reference of the Remuneration Committee is available on the Stock Exchange's website and the Company's website at www.superland-group.com. The terms of reference of the Remuneration Committee was adopted on 16 June 2020 and amended on 30 December 2022.

截至二零二二年十二月三十一日止年度提名委員會之工作概要

提名委員會曾舉行一次委員會會議，以審閱及考慮董事會的組成、董事提名政策、獨立非執行董事的獨立性、再委任退任董事及提名委員會的現有職權範圍。

薪酬委員會

薪酬委員會主要負責(a)就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(b)因應董事會的企業方針及目標檢討及批准管理層的薪酬建議；(c)考慮可比較公司支付的薪金、須付出的時間及職責以及本公司及任何其附屬公司內其他職位的僱用條件；(d)釐定、向董事會提出建議，考慮及批准全體董事及本集團高級管理層的薪酬待遇及有關喪失或終止職務及解僱或罷免董事之賠償安排；(e)獨立釐定董事薪酬；(f)就根據上市規則第13.68條須獲股東批准的任何董事服務合約向股東建議如何投票；(g)就有關其他執行董事薪酬的建議，諮詢本公司董事會主席及／或行政總裁；(h)評估本公司可能不時採納的任何股權計劃並就此作出推薦建議，確保其符合上市規則；(i)確保在本公司年報遵照會計原則及上市規則對董事薪酬作適當披露；及(j)檢討其自身表現、章程及職權範圍，以確保其有效性及每年最少一次就任何必要變動作出推薦建議，以取得董事會批准。薪酬委員會職權範圍之完整版本可於聯交所網站及本公司網站www.superland-group.com查閱。薪酬委員會的職權範圍於二零二零年六月十六日已被採納及於二零二二年十二月三十日已被修改。

Corporate Governance Report

企業管治報告

The Remuneration Committee reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, the time devoted to the Group and the performance of the Group.

The Remuneration Committee is made up of three independent non-executive Directors including Prof. Chau Kwong Wing (chairman of the Remuneration Committee), Mr. Yip Chun On and Dr. Ho Chung Tai Raymond.

The Remuneration Committee held one committee meeting for the year ended 31 December 2022.

Summary of work of the Remuneration Committee for the year ended 31 December 2022

The Remuneration Committee held one committee meeting to review and approve the remuneration package and structure of all the Directors and senior management independently and the existing terms of reference of the Remuneration Committee.

Details of the five highest paid individuals in the Group and the Directors' emoluments are set out in notes 8 and 9 to the consolidated financial statements.

Senior management's remuneration

Pursuant to code provision E.1.5 of the CG Code, the remuneration paid to the members of the senior management by band for the year ended 31 December 2022 is set out below:

薪酬委員會參照董事職責、工作量、投入本集團的時間及本集團業績檢討及釐定董事薪酬與補償待遇。

薪酬委員會由三名獨立非執行董事組成，包括鄒廣榮教授（薪酬委員會主席）、葉俊安先生及何鍾泰博士。

截至二零二二年十二月三十一日止年度，薪酬委員會曾舉行一次委員會會議。

截至二零二二年十二月三十一日止年度薪酬委員會之工作概要

薪酬委員會曾舉行一次委員會會議，以獨立檢討及批准全體董事及高級管理層之薪酬待遇及架構以及薪酬委員會現有之職權範圍。

本集團五位最高薪人士及董事酬金詳情載於綜合財務報表附註8及9。

高級管理層薪酬

根據企業管治守則之守則條文第E.1.5條，截至二零二二年十二月三十一日止年度向高級管理層成員支付之薪酬按範圍劃分如下：

Remuneration bands (HK\$) 薪酬範圍 (港元)	Number of person(s) 人數
1,000,001 – 1,500,000	2

CORPORATE GOVERNANCE FUNCTION

The Board, with the assistance of other Board Committees, is responsible for performing the corporate governance functions, and it accordingly reviews and monitors the training and continuing professional development of Directors and the senior management, and ensures its policies and practices in compliance with relevant laws and regulatory requirements. For the year ended 31 December 2022, the Board reviewed the Company's policies and practices on corporate governance. The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

企業管治職能

董事會在其他董事委員會的協助下，負責執行企業管治職能，及相應檢討及監察董事及高級管理層之培訓及持續專業發展，以及確保其政策及常規符合相關法例及監管規定。截至二零二二年十二月三十一日止年度，董事會已檢討本公司企業管治政策及常規。董事會負責履行企業管治守則守則條文第A.2.1條所載的職能。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the auditor, PricewaterhouseCoopers, received HK\$1,498,000 for provision of audit service. No non-audit services was provided by PricewaterhouseCoopers for the year ended 31 December 2022.

There were no disagreements between the Board and the Audit Committee regarding the re-appointment of the auditor, PricewaterhouseCoopers, for the year ended 31 December 2022.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for preparation of consolidated financial statements which give a true and fair view of the Group's state of affairs as at 31 December 2022 and of the Group's results and cash flows for the year ended 31 December 2022. In preparing the consolidated financial statements of the Group for the year ended 31 December 2022, the Directors selected suitable accounting policies and applied them consistently, and made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

There are no material uncertainties relating to any events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

For the year ended 31 December 2022, the management has provided the Board with monthly updates so as to give the Directors a balanced and understandable assessment of the Company's performance, position and prospects.

The reporting responsibilities of the Company's independent auditor on the consolidated financial statements of the Group for the year ended 31 December 2022 are set out in the "Independent Auditor's Report" on pages 98 to 104 of this annual report.

核數師薪酬

截至二零二二年十二月三十一日止年度，核數師羅兵咸永道會計師事務所就提供核數服務收取1,498,000港元。截至二零二二年十二月三十一日止年度，羅兵咸永道會計師事務所並無提供非核數服務。

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於有關續聘核數師羅兵咸永道會計師事務所方面並無意見分歧。

董事對財務報表承擔之責任

董事知悉彼等有責任編製能真實公平地反映本集團於二零二二年十二月三十一日之事務狀況及本集團截至二零二二年十二月三十一日止年度之業績及現金流量之綜合財務報表。於編製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時，董事已選擇及貫徹地應用合適之會計政策，作出審慎、公平及合理之判斷及估計，並按持續經營基準編製財務報表。

概無與可能對本公司持續經營能力構成重大疑問的任何事件或狀況相關的任何重大不明朗因素。

截至二零二二年十二月三十一日止年度，管理層已向董事會提供每月更新，致使董事可客觀公正及理解地評估本公司之表現、狀況及前景。

本公司獨立核數師對本集團截至二零二二年十二月三十一日止年度綜合財務報表之申報責任載列於本年報第98頁至第104頁之「獨立核數師報告」中。

RISK MANAGEMENT AND INTERNAL CONTROLS

The Group's risk management and internal control procedures include a management structure with clearly defined lines of responsibility and limits of authority. It primarily aims to provide a reasonable, but not absolute, assurance that assets are properly safeguarded against misappropriations, transactions are executed in accordance with the management's authorisation, and accounting records are reliable and proper for preparing financial information and are not materially misstated. The procedure is designed to identify, evaluate and manage risks effectively rather than to eliminate all risks of failure.

Policies and procedures have been designed to safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with applicable law, rules and regulations. The policies and procedures provide a reasonable assurance that material misstatements or losses are prevented, potential interruption of the Group's management system is detected, and risks existing in the course of arriving at the Group's objectives are properly managed.

The Company has adopted a whistleblowing system, which is intended to enable employees and those who deal with the Group to report serious concerns about possible improprieties to the Audit Committee in confidence and anonymity. The Company has also established systems to promote and support anti-corruption laws and regulations. The employee handbook sets out principles and code of conduct for acting responsibly in a professional manner in daily operations, including issues related to business ethics, conflicts of interest and bribery. Employees are also encouraged to express their concerns on suspected case of corruption.

Same as last year, the Company conducted a review and assessment of risk management and has engaged an independent internal control consulting firm to perform an overall assessment on the Group's internal control system including the areas of financial, operational and compliance controls and risk management functions with the aims of, among other matters, improving the Group's corporate governance and ensuring compliance with the applicable laws and regulations. Based on its internal control review, the independent internal control consulting firm recommended certain internal control improvement measures to the Group and the Group has adopted them.

風險管理及內部監控

本集團之風險管理及內部監控程序包括明確界定權責之管理架構。其主要旨在對防止資產不被濫用、交易乃根據管理層授權而執行，以及備有可靠及合適的會計記錄以供編製財務資料且無重大錯誤陳述，而提供合理（但非絕對）之保證。該程序旨在有效地識別、評估及管理風險，而非排除所有失誤風險。

已制訂政策及程序以防止資產未經授權使用或出售、確保會計記錄妥為保存以提供可靠財務資料供內部使用或刊發，以及確保遵守適用法律、法規及規定。該等政策及程序可合理保證防止出現重大錯誤陳述或損失、偵測本集團的管理系統的潛在中斷及合理管理本集團於達標過程中所存在之風險。

本公司已採納舉報制度，目的為讓員工及與本集團有來往的人士能在保密及匿名的情況下向審核委員會報告有關可能不當行為的嚴重關切。本公司亦已設立促進及支持反腐败法律及法規的制度。僱員手冊載列在日常運營中以專業方式負責任地行事的原則及行為準則，包括與商業道德、利益衝突及賄賂有關的事宜。本公司亦鼓勵員工對可疑的腐敗案件表示其關注。

一如去年，本公司已進行風險管理檢討及評估，並已委聘獨立內部控制顧問公司對本集團的內部控制系統進行整體評估，涵蓋財務、營運與合規監控以及風險管理職能各方面，旨在（其中包括）提升本集團的企業管治及確保遵守適用法例及法規。獨立內部控制顧問公司根據內部控制審查的結果，向本集團建議若干內部監控改進措施，本集團亦已採納該等措施。

Corporate Governance Report

企業管治報告

The Board, with the assistance of other Board committees, is responsible for maintaining adequate procedures of risk management and internal control for the Group and the Board had conducted an annual review of its effectiveness for the year ended 31 December 2022. The Company engaged an independent internal control consulting firm to conduct a review and perform an overall assessment of the Group's internal control system. The review covered material controls, including financial, operational and compliance controls and risk management functions for the year ended 31 December 2022. The findings from the review have been communicated to and addressed by the Board. It has not been revealed to the Board that the Group requires significant improvement in its risk management and internal control procedures. The Board considers that the nature and extent of management risks remains the same since the last annual review.

As such, the Board is satisfied that the Group's internal control procedures including financial, operational and compliance controls and risk management functions as appropriate to the Group have been put in place and considers that the Group's internal control procedures and risk management functions are both effective and adequate. The Board and other Board Committees reviews the Group's risk management and internal control procedures annually.

The Group has conducted an annual review on whether there is a need for an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company:

- is aware of its obligations under the Securities and Futures Ordinance (Cap. 571) (the "SFO") and the Listing Rules and is required, as soon as reasonably practicable after any inside information has come to its knowledge, to disclose the information to the public;
- has established and implemented procedures for responding to external enquiries about the Group's affairs.

Senior management is identified and authorised to act as the Company's spokespersons and respond to enquiries in allocated areas of issues.

董事會在其他董事委員會的協助下，負責為本集團維持充分的風險管理及內部監控程序，而董事會亦已於截至二零二二年十二月三十一日止年度，就其成效進行年度檢討。本公司已委聘獨立內部控制顧問公司，以檢討及全面評估本集團的內部監控系統。有關檢討涵蓋截至二零二二年十二月三十一日止年度的重大監控範疇，包括財務、營運與合規監控以及風險管理職能。檢討的發現已告知及傳達董事會。董事會並無獲悉本集團需就其風險管理及內部監控程序作出重大改善。董事會認為，自上次年度審閱以來，管理風險的性質及範圍維持不變。

因此，董事會信納適用於本集團之內部監控程序（包括財務、營運及合規監控以及風險管理職能）經已實施，並認為本集團之內部監控程序及風險管理職能均為有效及足夠。董事會及其他董事委員會每年檢討本集團的風險管理及內部監控程序。

本集團對是否需要設立內部審核部門，已作年度檢討。鑒於本集團的公司及運作架構相對精簡，為避免分散資源建立獨立的內部審核部門，在審核委員會的協助下，董事會直接負責本集團的風險管理及內部監控系統以檢討其有效性。

內幕消息

就處理及發佈內幕消息的程序及內部監控而言，本公司：

- 知悉其於第571章證券及期貨條例（「證券及期貨條例」）以及上市規則項下之責任，並須在得悉任何內幕消息後，在合理切實可行情況下盡快將消息向公眾人士披露；
- 已制定及實施應對有關本集團事務的外來查詢之程序。

高級管理層獲確認並被授權為本公司的發言人，以回應指定範疇內的查詢。

COMPANY SECRETARY

The Company Secretary is a full time employee of the Company and reports to the chairman of the Board and the chief executive. The appointment and removal of the Company Secretary are subject to the approval of the Board. For the year ended 31 December 2022, the Company Secretary undertook no less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules. His biography is set out on page 84 of this annual report in the section of "Profile of Directors and Senior Management".

INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and investor understanding of the Group's business, performance and strategies, the Company endeavors to maintain an ongoing dialogue with the Shareholders and in particular, through annual general meeting and extraordinary general meeting. In respect of each matter to be considered at the annual general meetings and extraordinary general meetings, including the re-election of Directors, a separate resolution will be proposed by the chairman of the Board. The chairman of the Board and the chairmen of the Board Committees will be available at the annual general meeting and extraordinary general meeting to meet with the Shareholders and answer their enquiries. The Company will also invite representatives of the auditor to attend the annual general meeting of the Company to answer Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

To promote effective communication, the Company maintains the website of www.superland-group.com; where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. Latest information of the Group including annual and interim reports, announcements and other corporate communications which will be sent to the Shareholders and/or published are updated on the Stock Exchange's website and the Company's website in a timely fashion.

The annual general meeting of the Company (the "2022 AGM") for the year ended 31 December 2022 is scheduled to be held on 19 June 2023. The notice of the 2022 AGM, setting out details of each proposed resolutions and other relevant information, will be sent to Shareholders at least 20 clear business days before the date of the 2022 AGM.

For the year ended 31 December 2022, there were no changes in the Company's constitutional documents.

公司秘書

公司秘書為本公司全職僱員，並向董事會主席及行政總裁匯報。公司秘書的任命及罷免須經董事會批准。截至二零二二年十二月三十一日止年度，公司秘書根據上市規則第3.29條之規定已接受不少於15個小時的相關專業培訓。彼之履歷載於本年報第84頁「董事及高級管理層履歷」一節。

投資者關係

本公司認為與股東的有效溝通對提升投資者關係及其對本集團的業務、表現及策略的了解屬至關重要。本公司盡力保持與股東之間的溝通，尤其是透過股東週年大會及股東特別大會。就於股東週年大會及股東特別大會所審議的各項事宜（包括重選董事），董事會主席將另行提呈決議案。董事會主席及各董事委員會的主席將在股東週年大會及股東特別大會上會見股東並回應其查詢。本公司亦將邀請核數師代表出席本公司股東週年大會，以回答股東有關核數工作的執行、核數師報告的編製及內容、會計政策及核數師獨立性等方面的問題。

為促進有效溝通，本公司設有網站 www.superland-group.com；該網站提供有關本公司業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，供公眾查閱。本集團的最新資料（包括將寄發予股東及／或刊發的年報及中期報告、公告及其他企業通訊）會適時在聯交所網站及本公司網站更新。

本公司截至二零二二年十二月三十一日止年度的股東週年大會（「二零二二年股東週年大會」）定於二零二三年六月十九日舉行。載列各項建議決議案的詳情及其他相關資料的二零二二年股東週年大會通告將於二零二二年股東週年大會日期前至少20個完整營業日寄發予股東。

截至二零二二年十二月三十一日止年度，本公司的章程文件概無變動。

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”) in recommending dividends, to allow the Shareholders to participate in the Company’s profits and for the Company to retain adequate reserves for future growth.

The Dividend Policy would be in the best interests of the Group and the Shareholders. The Board endeavours to maintain a balance between meeting the Shareholders’ expectations and prudent capital management with a sustainable Dividend Policy.

The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends, inter alia:

- (a) the actual and expected financial performance and the financial results;
- (b) the actual and available surplus and working capital;
- (c) the expected working capital requirements and cash flow required for the future expansion plans;
- (d) the debt to equity ratios and the debt level;
- (e) any restrictions on payment of dividends that may be imposed by the lenders;
- (f) the general economic conditions, business cycle and other internal and external factors that may have an impact on the business conditions or financial performance, the strategies and the financial position of the Company;
- (g) the future operations and earnings; and
- (h) any other conditions or factors that the Board deems relevant.

Any final or special dividends must be approved by the Shareholders at a general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the Shareholders any interim dividends as appear to the Directors to be justified by the profits of the Group.

股息政策

本公司已就建議派發股息採納股息政策（「**股息政策**」），以允許股東分享本公司溢利及本公司可保留足夠儲備以供未來發展。

股息政策應符合本集團及股東的最佳利益。董事會以可持續股息政策，在符合股東期望與謹慎資本管理之間努力保持平衡。

董事會在考慮宣佈及派付股息時，亦須考慮有關本集團的以下因素，其中包括：

- (a) 實際及預期財務表現及財務業績；
- (b) 實際及可用盈餘及營運資金；
- (c) 預期營運資金需求及未來擴展計劃所需之現金流量；
- (d) 負債股權比率及債務水平；
- (e) 由貸款人可能施加的任何股息派發限制；
- (f) 一般經濟狀況、業務週期及其他可能影響本公司業務狀況或財務表現、策略及財務狀況的內在及外在因素；
- (g) 未來營運及盈利；及
- (h) 董事會認為相關的任何其他條件或因素。

任何末期或特別股息必須經股東於股東大會上批准，且金額不能超過董事會所建議。在董事證明本集團利潤可行時，董事會可以不時向股東派付任何中期股息。

The form, frequency and amount of dividend payment by the Company are subject to any restrictions under the Companies Act (as revised), of the Cayman Islands, Companies Ordinance (Cap. 622 of the Laws of Hong Kong), the Listing Rules, the Articles, any other applicable laws and regulations and any other financial covenants imposed by financial institutions. The Company does not have any pre-determined dividend distribution ratio. The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

The Board will continually review the Dividend Policy and reserve the rights in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company in respect of future dividend and/or in no way obligate the Company to declare a dividend at any time or from time to time.

SHAREHOLDERS' RIGHTS

1. The way in which the Shareholders can convene an extraordinary general meeting ("EGM")

Pursuant to Article 58 of the Articles, EGMs shall be convened on the requisition of one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and lodged to the Company Secretary at the Company's principal place of business in Hong Kong with the address at Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

本公司派付股息的形式、頻率及金額須受開曼群島公司法(經修訂)、公司條例(香港法例第622章)、上市規則、細則、任何其他適用法律及法規以及金融機構所實施的任何其他金融契約之任何限制。本公司並無任何預定派息率。本公司過往派息記錄並不能用作釐定本公司未來可能宣派或派付股息水平的參考或基準。

董事會將持續檢討股息政策，並隨時保留全權及酌情更新、修訂及／或修改股息政策之權利。股息政策絕不會構成有關本公司對未來股息之具法律約束力的承諾及／或絕不會令本公司有義務隨時或不時宣派股息。

股東權利

1. 股東召開股東特別大會(「股東特別大會」)的方式

根據細則第58條，於提出要求當日持有本公司附帶本公司股東大會投票權的繳足股本不少於十分之一的一名或多名股東，有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會以處理有關要求所述的任何事宜；而有關會議須於提出有關要求後兩個月內舉行。倘董事會於有關要求提出後21日內未能召開有關會議，申請人可自行以相同方式召開會議，惟本公司須報償申請人因董事會未能召開大會而引致的一切合理費用。

有關要求必須述明大會目的及經申請人簽署，並送交本公司香港主要營業地點(地址為香港九龍觀塘偉業街181號盈達商業大廈3樓A及B室)以轉交公司秘書。有關要求可由多份格式相近之文件組成，惟每份均須經由一名或以上申請人簽署。

Corporate Governance Report

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If the requisition is in order, the Company Secretary will ask the Board to convene an EGM by serving sufficient notice in accordance with the requirements under the Articles to all the registered Shareholders. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome, and accordingly, an EGM will not be convened as requested.

The notice period to be given to all Shareholders for consideration of the proposal raised by the Shareholders concerned at an EGM varies, according to the nature of the proposal, as follows:

- at least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the Company in an EGM.
- at least 21 days' notice in writing if the proposal constitutes a special resolution of the Company in an EGM.

2. The procedures the Shareholders can use to propose a person for election as a Director

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 including that person's biographical details, shall have been lodged to the Company Secretary at the Company's principal place of business in Hong Kong with the address at Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, at least 7 days before the date of the general meeting. The lodgement of notice should also be in compliance with the other requirements of the Listing Rules.

3. The procedures for sending enquiries to the Board

Any Shareholder(s) who wish to raise his/their enquiries concerning the Company to the Board may deliver his/their written enquiry(ies) to the principal place of business of the Company in Hong Kong at the address at Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong, or at any address notified by the Company from time to time and for the attention of the chairman of the Board and the Company Secretary. Upon receipt of the enquiries, the Company would reply as soon as possible.

Pursuant to the Listing Rules, voting by poll is mandatory on all resolutions put forward at general meetings, and the poll voting results will be published on the Stock Exchange's website and the Company's website at www.superland-group.com after the relevant general meeting.

倘要求適當，公司秘書將要求董事會根據細則項下之規定向全體註冊股東發出足夠通知後召開股東特別大會。相反，倘要求無效，相關股東將獲告知此結果，亦不會應要求召開股東特別大會。

向全體股東發出通知以供考慮相關股東於股東特別大會上所提呈建議的期限因建議性質而異，詳情如下：

- 倘議案於股東特別大會上構成本公司一項普通決議案，最少14日書面通知。
- 倘議案於股東特別大會上構成本公司一項特別決議案，最少21日書面通知。

2. 股東可提名某人競選董事的程序

除退任董事外，概無任何人士有資格於任何股東大會上參選董事，除非獲董事會推薦參選，且已發出書面通知表明建議提名相關人士參選董事，亦附上獲提名人士簽署表明願意參選及載列該人士個人履歷的書面通知，並須於股東大會舉行前最少7日送交本公司香港主要營業地點（地址為香港九龍觀塘偉業街181號盈達商業大廈3樓A及B室）以轉交公司秘書。送交通知亦須遵守上市規則之其他規定。

3. 向董事會作出查詢的程序

任何有意就本公司向董事會提出查詢之股東可向本公司香港主要營業地點（地址為香港九龍觀塘偉業街181號盈達商業大廈3樓A及B室）或本公司不時通知之任何地址遞交其書面查詢，並註明收件人為董事會主席及公司秘書。於收到查詢後，本公司將會盡快回覆。

根據上市規則，於股東大會提呈之所有決議案須強制性以按股數投票方式進行表決，而投票表決結果將於相關股東大會完結後於聯交所網站及本公司網站 www.superland-group.com 登載。

Environmental, Social and Governance Report

環境、社會及管治報告

BOARD STATEMENT

Superland Group Holdings Limited (the “**Company**” together with its subsidiaries, hereinafter referred to as the “**Group**”, “**Superland**”, “**We**” or “**Us**”) is pleased to present the Environmental, Social and Governance Report for the year end 31 December 2022. The Group puts the sustainable development of its business as the top priority of its long-term development goals, and incorporate climate-related issues and environmental, social and governance elements into its long-term business strategic planning. As the most important party of the Group, the Board has the sole responsibility to oversee, manage and monitor the Group’s environmental, social and governance issues and progress directly.

In response to climate change, the Group has set clear short-term and long-term sustainable development vision and goals to achieve ongoing emission reduction according to governmental requirements of different countries and regions progressively. Relevant emission reduction targets and corresponding strategies are established, and sustainable development factors have been incorporated into the Group’s strategic planning, business model and other decision-making processes. The Board regularly monitors and reviews the effectiveness of management approach, including reviewing the Group’s environmental, social and governance performance and adjusting corresponding action plans. Effective implementation of environmental, social and governance policies relies on the collaboration of different departments. Following the recommendations given by the Stock Exchange, in order to endeavour to achieve the objective of sustainable development, the Group has established an inter-departmental Environmental, Social and Governance Working Group to coordinate different departments and enhance their mutual co-operation, for ensuring consistent work performance which could be aligned with the stakeholders’ expectations.

Our brand, Oodles, has also integrated smart technologies and mega data to foster innovation, digitalisation and raise competitiveness of the industry. We aim to develop sustainably by means of fusing traditions and innovations.

The Group strives to ensure the establishment of appropriate and effective risk management and internal control systems for work safety, and supervision of the identification and assessment of environmental, social and governance and climate-related risks and opportunities, and to response to the challenges and impacts of different times.

董事會聲明

德合集團控股有限公司(「**本公司**」，連其附屬公司統稱「**本集團**」、「**德合**」或「**我們**」)欣然提呈截至二零二二年十二月三十一日止年度的環境、社會及管治(ESG)報告。本集團把其業務的可持續發展放在其長期發展目標的首位，將氣候相關議題和環境、社會及管治的元素納入其業務策略的長期規劃當中。董事會作為本集團最為重要的領導角色，全權負責督導、直接管理及監督本集團的環境、社會及管治議題和進度。

為應對氣候變化，本集團已訂立清晰明確的短期及長期可持續發展願景目標，按照政府要求並朝著減排的願景不斷邁進。相關減排目標和相應的策略已設立，並將可持續發展因素納入本集團的策略規劃、業務模式及其他決策過程中。董事會定期監察及檢討管理方法的有效性，包括檢討本集團的環境、社會及管治表現而調整相應的行動計劃。有效的環境、社會及管治政策實施有賴於不同部門的合作。為此，本集團已因應聯交所建議成立跨部門的環境、社會及管治工作小組，負責協調不同部門以促進彼此之間的合作，務求達到工作表現一致並合乎持份者之期望，為可持續發展目標共同努力。

本集團旗下品牌Oodles透過融入嶄新技術與大數據資訊平台來促進創新、數碼化並提高在行業中的競爭力。我們期望通過融合傳統和創新來實現可持續發展。

本集團竭力確保設立合適有效的風險管理及內部控制系統，監督工作安全，以及環境、社會及管治和氣候相關風險及機遇的識別和評估，以應對時代不同的挑戰及影響。

Environmental, Social and Governance Report

環境、社會及管治報告

During the Reporting Period, the Group has achieved a number of ESG awards, such as the 11th Junzi Corporation Award and the InnoESG — ESG Care Prize 2021, demonstrating our commitment in this area and that our contribution to sustainable development has been recognised.

The economy of Hong Kong was hit hard by the severe fifth wave of COVID-19 outbreak in Hong Kong starting in late 2021. During the Reporting Period, the Group faced a lot of challenges, including but not limited to delays and disruptions to ongoing projects, disruptions to logistics and supply chain, upsurge in costs of raw material and shortage in workforce. Despite the recent gradual stabilisation of the fifth wave of COVID-19 in Hong Kong, the Group still expects to encounter great challenges for a while.

Looking ahead, the Board will continue to review and monitor the environmental, social and corporate governance performance of the Group and provide material, reliable, consistent and comparable environmental, social and corporate governance information to its stakeholders for contributing to the creation of a better environment.

報告期間，本集團獲得了數個ESG獎項，例如第11屆君子企業獎和「InnoESG獎項2021」ESG關愛獎，表明我們在這方面的決心以及認可了我們對可持續發展的貢獻。

自二零二一年底開始，香港第五波COVID-19疫情嚴峻，使香港的經濟受到嚴重打擊。報告期間，本集團面臨著許多嚴峻的挑戰，包括但不限於正在進行的項目延誤及中斷、物流及供應鏈中斷、原材料成本上升及勞動力短缺。儘管最近香港第五波COVID-19疫情逐漸趨於穩定，但本集團仍然預計在一段時間內會遇到巨大的挑戰。

展望將來，董事會將持續檢討及監察本集團的環境、社會及企業管治表現，繼續為其持份者提供重要、可靠、一致、可作比較的環境、社會及企業管治資料，為營造更美好的環境而作出貢獻。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

The Group is delighted to publish the Environmental, Social and Governance Report (the “**Report**”) to summarise the Group’s policies, measures and performance on the key environmental, social and governance (“**ESG**”) issues. The Group’s ESG Working Group members are responsible for communicating and collaborating with external consultants (RSM Consulting (Hong Kong) Limited) to compile this Report.

Reporting Period

The Report illustrates the overall performance of the Group regarding the environmental and social aspects from 1 January 2022 to 31 December 2022 (“**2022**”, the “**Reporting Period**”).

Reporting Scope

The Report discloses related policies and initiatives for the core and material businesses namely provision of (i) fitting-out services; and (ii) repair and maintenance services with the qualifications as a registered electrical contractor, registered subcontractor and registered minor works contractor in Hong Kong.

The Report discloses key performance indicators (“**KPIs**”) of the corporate office (“**office**”) and the representative project(s) (“**project(s)**”) in Hong Kong, where the relevant disclosed environmental data primarily include the emission data of the office. The Group’s awareness on issues such as greenhouse gas (“**GHG**”) emissions and climate change is ever increasing, we focus on improving our data collection system and expanding our disclosure scope. Office areas covered by the Report are the same as that of 2021. The scope of the Report covers all the Group’s operations in the Reporting Period.

Reporting Basis and Principles

The Report is prepared in accordance with the ESG Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and based on the four reporting principles — materiality, quantitative, balance and consistency:

- **“Materiality” Principle:**
The Group determines material ESG issues by stakeholder engagement and materiality assessment. Details are explained in the section headed “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.

關於本報告

本集團欣然刊發環境、社會及管治報告(「**本報告**」)，以概述本集團有關主要環境、社會及管治(「**環境、社會及管治**»)議題的政策、措施及表現。本集團的環境、社會及管治工作小組成員與外聘顧問(羅申美諮詢顧問有限公司)溝通並合作編寫本報告。

報告期間

本報告闡述本集團於二零二二年一月一日至二零二二年十二月三十一日(「**二零二二年**」、「**報告期間**»)於環境及社會層面的整體表現。

報告範圍

本報告披露核心及重要業務的相關政策及舉措，核心及重要業務即於香港提供(i)裝修服務；及(ii)維修及保養服務，並具備香港註冊電業承辦商、註冊分包商及註冊小型工程承建商的資格。

本報告披露涵蓋香港的公司辦公室(「**辦公室**»)及代表性項目(「**項目**»)的關鍵績效指標(「**關鍵績效指標**»),而當中披露的相關環境數據則主要包括辦公室的排放數據。本集團對如溫室氣體(「**溫室氣體**»)排放、氣候變化等議題的關注度日益增加，我們著力提升內部數據收集程序並擴大披露範圍。本年度報告範圍涵蓋的辦公室面積與二零二一年一樣。本集團報告期內的所有業務範疇，已於本報告範圍中涵蓋。

匯報基礎及原則

本報告根據香港聯合交易所有限公司(「**聯交所**»)證券上市規則附錄二十七所載之環境、社會及管治報告指引編製，並以四項匯報原則——重要性、量化、平衡及一致性為基準：

- **「重要性」原則：**
本集團透過持份者參與及重要性評估確定重大環境、社會及管治議題。詳情於「重要性評估」一節闡釋。
- **「量化」原則：**
本集團於可行情況下以量化計量單位呈報資料，包括有關所用標準、方法、假設及提供比較數據的資料。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT *(continued)*

Reporting Basis and Principles *(continued)*

- **“Balance” Principle:**
The Report identifies the achievements and challenges faced by the Group.
- **“Consistency” Principle:**
The Report uses consistent methodologies as the previous reports for meaningful comparisons, descriptions are provided if they are affected by any changes.

The Report has complied with all “comply or explain” provisions outlined in the ESG Guide.

The information contained herein is sourced from internal documents and statistics of the Group, as well as the combined control, management and operations information provided by the subsidiaries in accordance with the Group’s internal management systems. A complete content index is appended to the last section hereof for quick reference. The Report is prepared and published in both Chinese and English at the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (<https://www.superland-group.com>). In the event of contradiction or inconsistency between the Chinese version and the English version, the English version shall prevail.

Review and Approval

The board (the “**Board**”) of directors (the “**Directors**”) acknowledges their responsibility for ensuring the integrity of the Report and to the best of their knowledge, this Report addresses all relevant material issues and fairly presents the ESG performance of the Company. The Board confirms that it has reviewed and approved the Report. The Report was reviewed and approved by the Board of the Company on 30 March 2023.

Feedback

The Group respects your view on the Report. Should you have any opinions or suggestions, you are welcome to share with the Group at info@superland-group.com.

關於本報告 *(續)*

匯報基礎及原則 *(續)*

- **「平衡」原則：**
本報告識別出本集團取得之成就及面臨之挑戰。
- **「一致性」原則：**
本報告與過往報告使用一致的方法作有意義的比較，陳述任何可能造成影響的變更。

本報告已遵守所有環境、社會及管治指引所述之「不遵守就解釋」條文。

本報告所載資料來自本集團的內部文件及統計數據，以及由附屬公司依據本集團內部管理制度提供的控制、管理及營運資料匯總。本報告最後一節附有完整的內容索引，以便快速查閱。本報告以中英雙語編製及刊發，可於聯交所網站(www.hkexnews.hk)及本公司網站(<https://www.superland-group.com>)查閱。倘中英文版本有任何抵觸或不符之處，概以英文版本為準。

審閱及批准

董事(「**董事**」)會(「**董事會**」)明白其有責任確保環境、社會及管治報告的完整性，且據彼等所深知，本報告涵蓋所有相關的重大議題，並公平呈列本公司的環境、社會及管治表現。董事會確認已審閱及批准本報告。本報告已由本公司董事會於二零二三年三月三十日審閱及批准。

意見反饋

本集團尊重閣下對本報告之意見。倘閣下有任何意見或建議，歡迎透過 info@superland-group.com 與本集團分享。

Environmental, Social and Governance Report

環境、社會及管治報告

GOVERNANCE STRUCTURE

The Board supports the Group's commitment to fulfilling its environmental and social responsibility and has the overall responsibility for the Group's ESG strategy and reporting.

管治架構

董事會支持本集團致力履行其環境及社會責任，並全面負責本集團的環境、社會及管治策略及匯報。



The Board regularly reviews the Group's ESG performance and examines and approves the Group's annual ESG report. We strike for the balance between the company growth, community interest and environmental protection, and committed to treating sustainability both strategically and operationally.

董事會定期檢討本集團的環境、社會及管治表現，並檢查及批准本集團的年度環境、社會及管治報告。我們於公司發展、社區利益及環境保護之間取得平衡，並致力在策略及營運上處理可持續發展。

Environmental, Social and Governance Report

環境、社會及管治報告

GOVERNANCE STRUCTURE (continued)

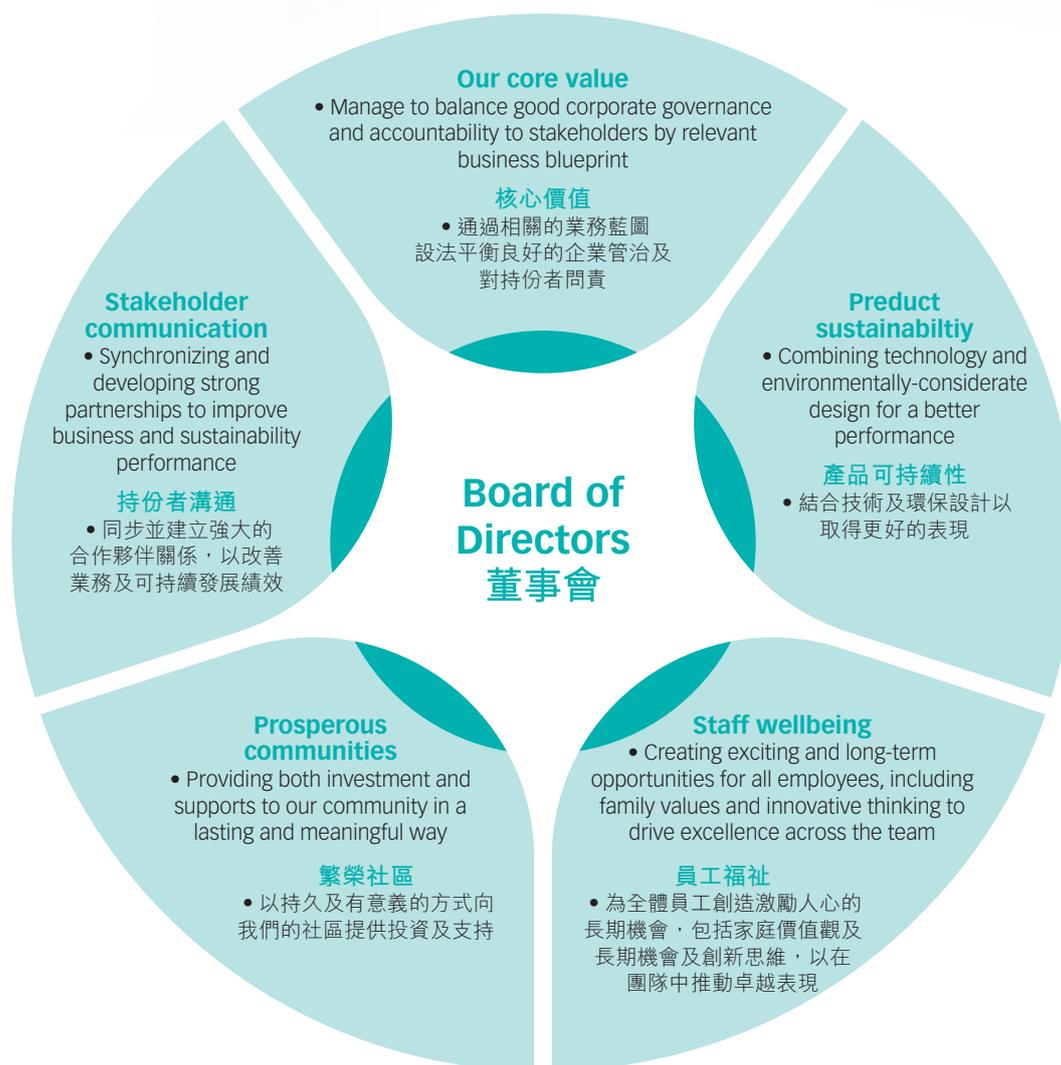
Board of Directors

The Board recognizes that corporate social responsibility is essential for making the right decisions that shape our present and future. We aim at creating a lasting, positive impact and align with four guiding principles, including (i) Trust and Integrity; (ii) Conscientiousness; (iii) Shared Value Creation; and (iv) Togetherness. Throughout the year, we strive to go beyond compliance and the Company was not subjected to any significant fines or non-monetary sanctions for non-compliance with laws and regulations in 2022.

管治架構 (續)

董事會

董事會深明企業社會責任對於以正確決策塑造現在與未來至關重要。我們矢志創造長遠正面影響，同時符合四個主導原則，包括(i)以誠互信；(ii)合乎道德；(iii)創造共同價值；及(iv)和睦共處。我們全年致力超越合規之最低要求，故本公司於二零二二年並未因為違反任何法律法規而被處以重大罰款或非貨幣制裁。



Environmental, Social and Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

Stakeholders' opinions are the solid foundation for the Group's sustainable development and success. The stakeholder engagement helps the Group to develop a business strategy that meets the needs and expectations of stakeholders, enhances the ability to identify risk and strengthens important relationships. The Group communicates with its stakeholders through various channels as shown below.

持份者參與

持份者的意見是本集團可持續發展及成功的堅實基礎。持份者參與有助本集團制定符合持份者需求及期望的業務策略，提升風險識別能力及強化重要關係。本集團通過下圖所示的各種渠道與持份者溝通。

Stakeholder 持份者	Communication Channel 溝通渠道
Government and regulatory agency 政府及監管機構	<ul style="list-style-type: none"> Annual reports, interim reports, ESG reports and other public information Supervision and inspection 年報、中期報告、環境、社會及管治報告及其他公開資料 監督及檢查
Shareholder and investor 股東及投資者	<ul style="list-style-type: none"> Company's annual general meetings and other general meetings of shareholders Company website Press releases/announcements Annual reports, interim reports, ESG reports and other public information 公司股東週年大會及其他股東大會 公司網站 新聞稿／公告 年報、中期報告、環境、社會及管治報告及其他公開資料
Employee 僱員	<ul style="list-style-type: none"> Training Performance evaluation Staff engagement and voluntary activities 培訓 表現評估 員工參與及義工活動 Meetings Survey Company's internal portal 會議 意見調查 公司內聯網
Customer 客戶	<ul style="list-style-type: none"> Fax, email and customer services telephone hotline Meetings Feedback on products and services 傳真、電郵及客戶服務熱線電話 會議 產品及服務反饋
Supplier/Subcontractor/ Business Partner 供應商／分包商／ 業務合作夥伴	<ul style="list-style-type: none"> Meetings Survey 會議 意見調查 Site visit Training 實地視察 培訓
Community and Non-governmental Organisations (NGOs) 社區及非政府組織 (非政府組織)	<ul style="list-style-type: none"> Corporate social responsibility programmes and voluntary activities Sponsorship and Donation ESG reports Social media platforms e.g. Facebook page and LinkedIn page 企業社會責任計劃及義工活動 贊助及捐贈 環境、社會及管治報告 社交媒體平台，如Facebook專頁及LinkedIn專頁
Media 傳媒	<ul style="list-style-type: none"> Enquiry mailbox 查詢電郵

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY ASSESSMENT

When preparing the ESG Report, the Group directly engaged with various stakeholders as part of the materiality assessment process to identify and prioritise the issues to be included in the ESG Report which the Board believes would have significant impact on the Group's business and its stakeholders.

重要性評估

於編製本ESG報告時，作為重要性評估流程的一環，本集團直接與以下持份者群體溝通，以確定本報告中涉及對本集團之業務及其持份者有重大影響的議題並加以排序。

Process

流程

Stage 1 Identification

階段1 識別

A selection of ESG issues that may reasonably be considered important for the Group and its stakeholders from various sources, including listing rules requirement, industry trends and internal policies. 28 issues were identified and grouped into 4 categories: Environment, Employment and Labour Practices, Operating Practices and Community.

從各種來源（包括上市規則規定、行業趨勢及內部政策）選出本集團及其持份者可能合理認為屬重要的環境、社會及管治議題。我們已識別出28個議題並將之劃分為四類：環境、僱傭及勞工常規、營運常規及社區。

Stage 2 Prioritisation

階段2 排序

Conducted online surveys to rate the importance of each issue from the perspective of a stakeholder and the Group using a scale of 1 to 5.

進行線上意見調查，從持份者及本集團的角度對每個議題的重要性進行評分，評分範圍為1至5分。

Developed the materiality matrix based on the scores of the surveys, set the threshold for materiality (i.e. at a score of average) and prioritised a list of sustainability issues.

根據意見調查的分數建立重要性矩陣，設定重要性的閾值（即平均值），並對可持續發展議題排序。

Stage 3 Validation

階段3 驗證

Management reviewed the materiality matrix and the threshold for materiality. ESG issues, with a score of average or above from the perspective of a stakeholder and the Group, were prioritised as the most important sustainability issues for the Group to address and report on.

管理層檢討重要性矩陣及重要性閾值。從持份者及本集團的角度出發，分數為平均分或以上的環境、社會及管治議題被列為本集團需處理及就此作出匯報的最重要可持續發展議題。

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY ASSESSMENT *(continued)*

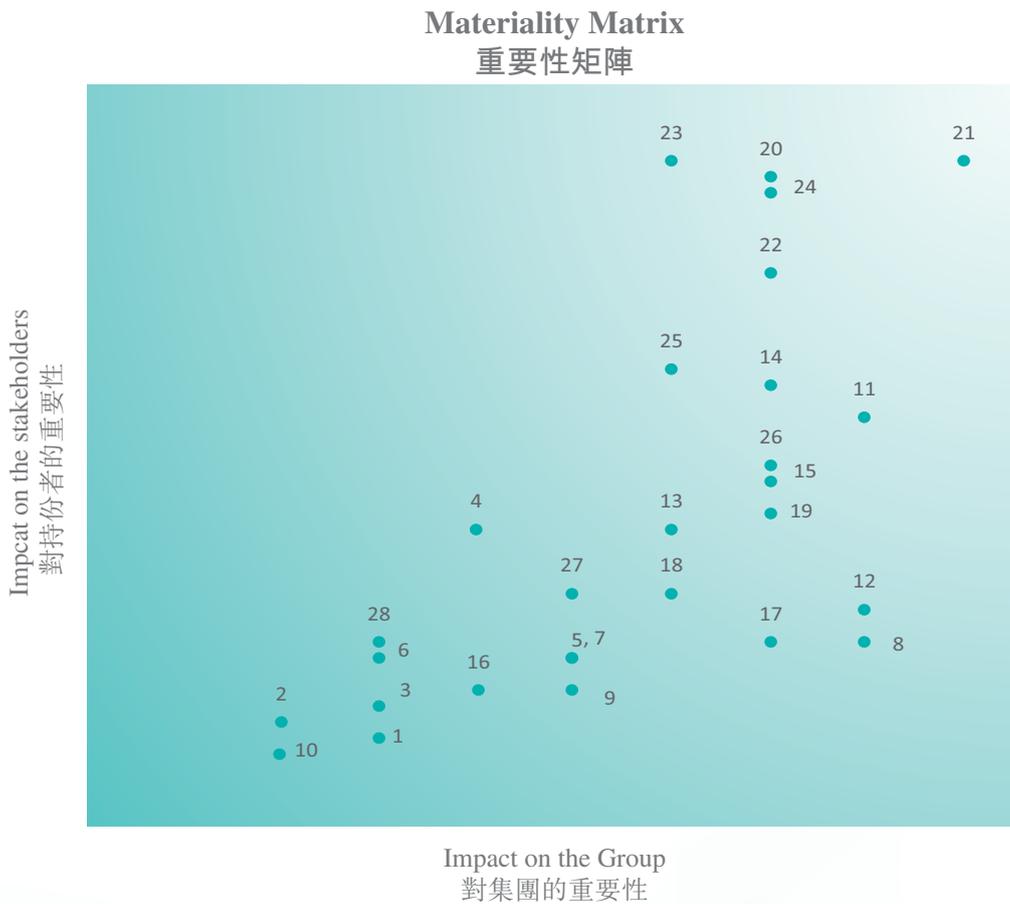
Materiality Matrix

Based on the materiality matrix, the Board believes that the most pertinent sustainability issues which are material to both the Group and its stakeholders include the following:

重要性評估 *(續)*

重要性矩陣

基於重要性矩陣，董事會認為對本集團和其持份者最為相關且重要的可持續發展議題包括以下各項：



Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY ASSESSMENT *(continued)*

Materiality Matrix *(continued)*

In 2022, the identified material topics are as follows:

Topics of high importance

高度重要議題

11 Employment practices

11 僱傭措施

14 Staff occupational health and safety

14 員工的職業健康與安全

20 Customers' privacy and confidentiality

20 顧客私隱及資料保密

21 Customer satisfaction

21 顧客滿意程度

22 Intellectual property

22 知識產權

23 Safety of services/products

23 服務／產品安全

24 Quality of services/products

24 服務／產品質素

Topics of medium importance

中度重要議題

8 Environmental regulations compliance

8 遵守環境法規

12 Diversity and equal opportunities

12 員工多元化及平等機會

13 Anti-discrimination

13 反歧視

15 Staff development and training

15 員工發展與培訓

17 Responsible supply chain management

17 負責的供應鏈管理

18 Environmental friendliness on products or service purchased

18 採購產品和服務的環境友好性

19 Compliance with regulations on marketing, product and service labelling

19 遵守市場推廣及產品和服務標籤的法規

25 Business ethics

25 商業道德

26 Anti-corruption training for management and employees

26 領導層和員工的反貪培訓

重要性評估 (續)

重要性矩陣 (續)

二零二二年，我們識別出的重要性議題如下：

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MATERIALITY ASSESSMENT *(continued)*

Materiality Matrix *(continued)*

Topics of lower importance
較低重要議題

重要性評估 *(續)*

重要性矩陣 *(續)*

- 1 Air Emissions
 - 1 大氣污染物排放
 - 2 Greenhouse gas ("GHG") emissions
 - 2 溫室氣體排放
 - 3 Effluents management
 - 3 污水管理
 - 4 Waste management
 - 4 廢棄物管理
 - 5 Energy efficiency
 - 5 能源效益
 - 6 Water efficiency
 - 6 用水效益
 - 7 Use of raw materials and packaging materials
 - 7 原材料及包裝物料使用
 - 9 Land use, pollution and restoration
 - 9 土地的使用、污染和恢復
 - 10 Climate change
 - 10 氣候變化
 - 16 Prohibition of child labour and forced labour
 - 16 防止僱傭童工和強制勞動
 - 27 Contributions to the society
 - 27 社區貢獻
 - 28 Communication and connection with local community
 - 28 與當地社區的交流和聯繫
-

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS

Our Environment

The Group recognizes the construction industry generates significant environmental impacts and uses a huge amount of resources. We aim to reduce the environmental pressures we put on the already stressed natural systems, as well as play our part in reducing contributions to global warming. We must also adapt and be resilient to climate change and the impacts of inevitable increases in extreme weather events.

We, therefore, do our utmost to engage our stakeholders and the communities together with our colleagues via many different approaches, through education, training and green volunteer services. Through holding classes on environment, participating actively in local community events, conducting environmental-related emergency drills, visiting advanced green technology, installing new environmental devices, etc., green concept of our colleagues are strengthened and know-how in regulations compliance, energy savings both in workplace and at home, waste reduction and separation, green shopping, enhancing awareness in caring the community or public and helping in sustainable development are acquired.

In addition, the Group advocates energy saving and carbon reduction, and is committed to achieving sustainable operations. Therefore, we set clear emission reduction targets, aiming to reduce all our emissions (including air pollutants, GHG, hazardous and non-hazardous wastes, and sewage), energy consumption (including electricity), consumption of resources (including water and paper) by 3% in terms of intensity, compared to corresponding intensities of the Reporting Period, before 2026. Moreover, we are investing more resources in recycling to support the development of circular economy.

Policies

- *Environmental Policy*
Our Environmental Policy sets out our commitment to controlling and maintaining a high standard of environmental protection. We make sure that our projects are in compliance with all relevant environmental regulations and other environmental requirements stated in the contract, and will seek rooms for improvement by introducing advanced technology or new production method.

環境層面

我們的環境

本集團知悉建造業對環境造成重大影響，並耗用大量資源。我們的目標是減少對已承受壓力的自然系統施加環境壓力，盡力減少加劇全球暖化。我們亦必須適應及應對氣候變化以及隨著不可避免的極端天氣事件增加所帶來的影響。

因此，我們通過教育、培訓及綠色志願者服務等多種不同的方式，盡最大努力讓我們的持份者、社區及同事一起參與。透過舉辦環保講座、積極參與社區活動、舉辦與環保有關的緊急事故演習、參觀先進的環保科技、安裝新的環保裝置等，加強同事的環保意識，並掌握遵守規例、在工作地點及家居節省能源、減少廢棄物及廢棄物分類、環保購物、提高關懷社區或大眾的意識，以及協助可持續發展各方面的知識。

此外，本集團提倡節能減碳，致力達致永續經營，為此我們已訂定明確減排目標，努力在二零二六年前達到所有排放物（包括空氣污染物、溫室氣體、有害及無害廢棄物及污水）、能源使用（包括電力）、資源消耗（包括用水及用紙）的密度均比本年度的數據減少3%。另外我們亦會於資源回收方面投入更多資源，促進循環經濟的發展。

政策

- *環保政策*
我們的環保政策訂明我們致力控制及維持高水平的環境保護。我們確保我們的項目符合合約所載的所有相關環境法規及其他環境要求，並將通過引入先進技術或新生產方法來尋求改進的空間。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Our Environment (continued)

Policies (continued)

- *Waste Management Policy*
Our Waste Management Policy sets out our commitment to control both hazardous and non-hazardous waste production. We provide clear guideline for our workers to follow and ensure the compliance of the laws and regulations concerning waste disposal.
- *GHG Management Policy*
Our GHG Management Policy outlines our management approaches to reducing carbon dioxides and other GHG emissions in our daily operations. We will estimate and review our carbon emission every year and set related targets if appropriate.
- *Energy Management Policy*
Our Energy Management Policy outlines our dedication to improving the performance on reducing electricity consumption. We adopt an array of energy saving measures in our offices and educate our employee with the eco-friendly tips and ideas.
- *Climate Change Risk Management Policy*
Our Climate Change Risk Management Policy sets out our commitment to identify and manage climate change-related risks and impacts, and to formulate relevant climate strategies based on business needs. The policy is updated annually based on the actual circumstances.
- *Environmental management systems*
Our environmental management system is stated in our internal guideline. We make sure that the management system is understood by each employee, relevant subcontractors and their workers in order to continuously reducing the negative impact on the site surrounding environment by controlling and mitigation measure.
- *Environmental Impact Management Policy*
We are concerned about the impact of our business operations on the environment and natural resources. The policy lists the management strategies we have adopted to deal with the impacts from different aspects, which are summarized as follows:

環境層面 (續)

我們的環境 (續)

政策 (續)

- *廢棄物管理政策*
我們的廢棄物管理政策訂明我們致力控制有害及無害的廢棄物。我們為工人提供明確的指引，以供遵循並確保遵守有關廢棄物處理的法律及法規。
- *溫室氣體管理政策*
我們的溫室氣體管理政策概述了我們在日常營運減少二氧化碳及其他溫室氣體排放的管理方法。我們將每年估算及檢討碳排放量，並在適當時候定立相關目標。
- *能源管理政策*
我們的能源管理政策概述了我們致力提高減少用電的績效。我們在辦公室採取一系列節能措施，並向員工傳遞環保提示及理念。
- *氣候變化相關風險管理政策*
我們的氣候變化相關風險管理政策訂明我們致力識別及管理氣候變化相關風險和影響，並根據業務的需要制定相關的氣候策略，政策亦會按實際情況每年更新。
- *環境管理系統*
我們的環境管理系統載於內部指引內。我們確保每位員工、相關分包商及其工人均了解管理體系，以便通過控制及緩解措施持續減少對地盤周圍環境的負面影響。
- *環境影響管理政策*
我們十分關注業務營運對環境及天然資源造成的影響，政策羅列出我們從不同方面對有關影響所採取的管理策略，整理如下：

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Our Environment (continued)

Policies (continued)

- Environmental Impact Management Policy (continued)

環境層面 (續)

我們的環境 (續)

政策 (續)

- 環境影響管理政策 (續)

Environmental Impact Management Policy

環境影響管理政策

Comply with relevant environmental laws and regulations

遵守關於環境的法律及法規

Work on environmentally friendly projects

從事對環境友好的項目

Manage and reduce environmental burden

管理及減低環境負擔

Promote environmental education and communication

推行環境教育及溝通

- Implement practices and measures to ensure compliance with environmental laws and regulations
- 推行確保關於環境的法律及法規得以遵守的慣例及措施
- Promote business that helps the development of circular economy
- Promote other business that reduces environmental burden
- 推展有助創建循環型社會的業務
- 推展其他減低環境負擔的業務
- Monitor and reduce energy consumption and waste production in all construction sites
- Monitor and reduce the burden and impact of business activities on the environment
- Evaluate environmental impacts in the supply chains and projects
- 於所有施工場地監察並減少電力消耗及廢棄物的產生
- 監察並減少業務活動對環境的負擔及影響
- 評估供應鏈及項目中的環境影響
- Promote efficient environmental management system
- Expand the disclosure of non-financial information
- 推行有效率的環境管理系統
- 擴大非財務資料的披露範圍

Environmental Compliance

Our projects are subject to certain environmental requirements pursuant to the laws and regulations in Hong Kong, including but not limited to:

- Air Pollution Control Ordinance (Cap. 311);
- Noise Control Ordinance (Cap. 400);
- Public Health and Municipal Services Ordinance (Cap. 132);
- Waste Disposal Ordinance (Cap. 354); and
- Water Pollution Control Ordinance (Cap. 358).

During the Reporting Period, to the best of our Directors' knowledge, the Group was not aware of significant non-compliance issues in this regard.

環境合規

根據香港法例及規例，我們的項目須符合若干環境規定，包括但不限於：

- 《空氣污染管制條例》(第311章)；
- 《噪音管制條例》(第400章)；
- 《公眾衛生及市政條例》(第132章)；
- 《廢物處置條例》(第354章)；及
- 《水污染管制條例》(第358章)。

於報告期間，據董事所深知，本集團並不知悉於環境方面存在重大違規事宜。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Emissions

Environmental Impacts from Operations and Mitigation Measures

We have held regular on-site meeting overseen by the project environmental management team to check if there is significant environmental impact, risk and non-compliance in order to manage and control on-site environmental impacts. Besides, some of our projects also follow the requirements of the Building Environmental Assessment Method (BEAM Plus) for New Building, which is a green building initiative introduced by the Hong Kong Green Building Council.

Air Emissions

Dust is generated from construction activities and material transportation. We introduce mitigation measures in our construction process. For example, demolition works areas are sprayed with water or dust suppression chemicals, open burning is prohibited, regularly maintained for equipment and vehicles. We conduct regular dust concentration monitoring during the construction period for required projects. Besides, the use of mobile vehicle is another source of air emission. During the Reporting Period, the Group's air pollutant emissions are as follows:

Air Pollutant Emissions ¹ 空氣污染物排放 ¹	Unit 單位	2022 二零二二年	2021 二零二一年
Nitrogen oxide(NO _x) 氮氧化物(NO _x)	kilograms 千克	4,894.60	4,132.34
Sulphur dioxide(SO _x) 硫氧化物(SO _x)	kilograms 千克	0.68	0.60
Particle matter(PM) 顆粒物(PM)	kilograms 千克	340.85	290.13

Compared with data in 2021, air pollutant emissions increased. This was because the COVID-19 pandemic situation subsided in the second half of the Reporting Period, some of our business operation returns to normal, increasing the travelling distance of the Group's vehicles.

¹ The data covers emissions from diesel consumption of the Group's vehicles. It is estimated based on "How to prepare an ESG Report? Appendix 2: Reporting Guidance on Environmental KPIs" published by the Stock Exchange.

環境層面(續)

排放物

營運產生的環境影響及緩解措施

我們安排定期工地會議，由項目環境管理團隊監控，檢查是否有重大環境影響、風險及違規，並落實不同的緩解措施，以管理及控制工地環境影響。此外，我們部分項目亦遵循綠建環評(BEAM Plus)新建建築的規定，其為香港綠色建築議會推行的綠色建築倡議。

空氣排放

建築活動及物料運輸會產生塵埃。我們在建築過程中推行緩解措施。舉例而言，在拆除工程範圍灑水或抑塵劑、禁止露天焚燒，並定期維護設備和車輛。我們在施工期間對所需項目進行定期的塵埃濃度監測。此外，使用流動車輛是大氣排放的另一來源。於報告期間，本集團所產生的空氣污染物排放如下：

對比二零二一年數據，空氣污染物排放量有所上升。這是因為在報告期間的後半年，COVID-19疫情開始緩和，部份業務營運開始回復常態，所以集團車輛的行駛距離有所上升。

¹ 數據涵蓋本集團汽車所消耗之柴油所產生的排放。其根據由聯交所發佈的《如何編備環境、社會及管治報告》所載之《附錄二：環境關鍵績效指標匯報指引》進行估計。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Emissions (continued)

GHG Emissions

Climate change and global warming topics have made increasing concerns in recent years. We strive to reduce carbon dioxides and other GHG emissions in our daily operations. During the Reporting Period, the Group's GHG emissions are as follows:

GHG Emissions ² 溫室氣體排放 ²	Unit 單位	2022 二零二二年	2021 二零二一年
Scope 1 ³ 範圍一 ³	tonnes CO ₂ -equivalent 公噸二氧化碳當量	112.32	98.16
Scope 2 ⁴ 範圍二 ⁴	tonnes CO ₂ -equivalent 公噸二氧化碳當量	175.91	133.55
Total 總計	tonnes CO₂-equivalent 公噸二氧化碳當量	288.23	231.71
Intensity 密度	tonnes CO₂-equivalent per square meter⁵ 每平方米公噸二氧化碳當量 ⁵	0.082	0.066

Emission arising from direct and indirect emission increased compared to data in 2021, which contributed to around 65% of our total emissions during the Reporting Period. However, both Scope 1 and Scope 2 emissions decreased significantly compared to when the Group was just listed. This was because the COVID-19 pandemic subsided in the second half of the financial year and business starts to recover, increasing the demand for electricity. The following GHG management measures are implemented:

- Seek and explore operating measures that can efficiently reduce GHG emissions;
- Adopt sustainable technologies to offset inevitable emissions; and
- Encourage and educate employees to participate in environmental protection activities and related eco-friendly practices.

² The figures covered the direct and indirect GHG emissions from the Group's business in Hong Kong. The calculation method of the corresponding GHG emission figures and the emission factors used in the calculation are based on "How to Prepare an ESG Reports" and its annex "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, and the latest sustainability report published by the CLP Power Hong Kong Limited.

³ Scope 1: The direct emission from the business operations owned or controlled by the Group, such as emissions from diesel combustion.

⁴ Scope 2: The indirect energy emissions from the internal purchased electricity consumption by the Group.

⁵ The Group's total floor area of the reported boundaries were 3,534.03 square meters in both 2021 and 2022.

環境層面(續)

排放物(續)

溫室氣體排放

近年來，氣候變化和全球變暖問題日益受到關注。我們致力在日常營運中減少二氧化碳及其他溫室氣體的排放。於報告期間，本集團的溫室氣體排放如下：

對比二零二一年數據，直接和間接溫室氣體排放有所增長，報告期內佔我們排放總量約65%。但是，範圍一和範圍二的溫室氣體排放都比本集團剛上市時減少許多。這是因為財政年度的後半年，COVID-19疫情開始緩和，公司的業務開始回復常態，致使用電量和汽車使用量上升。本集團已實施以下溫室氣體管理措施：

- 尋求並探索可以有效減少溫室氣體排放的營運措施；
- 採用可持續技術來抵銷不可避免的排放；及
- 鼓勵及教導員工參與環保活動及相關環保做法。

² 數據涵蓋本集團香港業務的直接和間接溫室氣體排放，其計算參照由聯交所發佈的《如何編備環境、社會及管治報告》所載之《附錄二：環境關鍵績效指標匯報指引》，以及中華電力有限公司發佈的最新可持續發展報告。

³ 範圍一：由本集團擁有或控制的業務營運產生的直接排放，如燃燒柴油所產生的排放。

⁴ 範圍二：由本集團內部消耗外購電力消耗產生的間接能源排放。

⁵ 本集團於二零二一年及二零二二年的報告邊界總建築面積皆為3,534.03平方米。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS *(continued)*

Emissions *(continued)*

GHG Emissions *(continued)*

The Group will continue to assess, record and disclose our GHG emissions annually, and hope to establish clear responsibilities bearing system for fulfilling the emission policies and goals. We will review goals and policies regularly, and refine the data collection system and develop reduction strategy, if appropriate, based on projection of data in the coming years.

Waste and Wastewater Management

The Group acknowledges possible environmental impacts of waste generated during its operations such as site clearance, excavation works, and construction and fitting out works. The Group is committed to reducing its impact on the environment by managing its waste in an efficient and sustainable manner as stated in the Waste Management Policy. Each member of the Group, as well as subcontractors, should take reasonable steps to avoid the generation of waste by well planning of the works. The following hierarchy of options should be considered on waste management:

- Reduce — Avoid generation of waste to reduce total waste production;
- Re-use — Encourage reusing the construction materials and tools before disposal;
- Recycle — Segregate waste and mixed construction waste for effective recycling;
- Disposal — Avoid unorganized random disposal of waste and dispose of waste to comply with statutory and regulatory regulations; and
- Goals — Set suitable goals and targets in the coming financial years to ensure continuous improvement of waste management.

環境層面 *(續)*

排放物 *(續)*

溫室氣體排放 *(續)*

本集團將繼續每年評估、記錄及披露其溫室氣體排放，並希望建立明確的責任承擔制度，以實現排放政策及目標。我們將定期檢討目標及政策，並根據來年度的數據預測完善數據收集系統並制定適當的減排策略。

廢棄物及廢水管理

本集團知悉其營運過程中(如工地清理、挖掘工程以及建築及裝修工程)產生的廢棄物可能對環境造成影響。本集團致力於按照廢棄物管理政策的規定，以有效及可持續的方式管理廢棄物，減少其對環境的影響。本集團各成員以及分包商均應採取合理措施，通過妥善規劃工程避免產生廢棄物。廢棄物管理應考慮以下選擇層次：

- 減少 — 避免產生廢棄物以減少廢棄物總產量；
- 重用 — 鼓勵在棄置前重用建築材料及工具；
- 回收 — 將廢棄物與混合建築廢棄物分類以有效回收；
- 處置 — 避免無組織地隨意處置廢棄物，及處置廢棄物以符合法定及監管要求；及
- 目標 — 在未來的財政年度中設定適當的目標及目的，以確保持續改進廢棄物管理。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Emissions (continued)

Waste Management by Recycling

We use resources according to needs and try our best to practice the three principles of “reduce”, “reuse” and “recycle”. We are committed to encouraging enterprises and employees to come up with more innovative solutions for waste recycling in order to make good use of resources. With the support of customers and project teams along the value chain, we believe this collaborative approach is moving towards a greener future, benefiting the industry and society, and showing results.

On our office work, we pay much attention to the recycle and reuse of Waste Electrical and Electronic Equipment (WEEE). For instance, we donate computers, printers, photocopiers, kettles or microwave ovens to recyclers for processing. Looking ahead, the Group will continue refining its waste reduction measures and disclose relevant results where appropriate. The Group will seek continuous improvement in waste management performance by setting appropriate goals and objectives throughout the organization.

During the Reporting Period, wastes generation from the Group's offices are as follows:

Types of Waste 廢棄物類別	Unit 單位	2022 二零二二年	2021 二零二一年
Non-hazardous wastes ⁶ 無害廢棄物 ⁶	tonnes 公噸	2.35	7.66
Intensity 密度	tonnes per square meter ⁷ 每平方米公噸 ⁷	0.0007	0.0021

⁶ The figure covers the paper consumption in the Group's offices.

⁷ The Group's total floor area of the reported boundaries were 3,534.03 square meters in both 2021 and 2022.

環境層面 (續)

排放物 (續)

循環再用方式管理廢棄物

我們以按需要為原則使用資源，並盡量實踐「減少浪費」、「重用」及「回收再造」三個方針。我們致力鼓勵企業和員工提出更多有關廢棄物循環再用的創新方案，以善用資源。在顧客和項目團隊對整個價值鏈的支持下，我們認為這種協作方式正在邁向更環保的未來，造福行業和社區，並漸見成果。

在辦公室工作方面，我們非常關注廢電器電子產品(WEEE)的回收和再利用。例如，我們將電腦、打印機、複印機、水壺或微波爐等捐贈給回收商進行處理。展望未來，本集團將繼續完善其減廢措施，並在適當情況下披露相關成效。本集團將通過在整個組織內設定適當的目標，尋求持續改進廢棄物管理表現。

於報告期間，本集團辦公室產生的廢棄物如下：

⁶ 數據涵蓋本集團辦公室的用紙量。

⁷ 本集團於二零二一年及二零二二年的報告邊界總建築面積皆為3,534.03平方米。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS *(continued)*

Emissions *(continued)*

Waste Management by Recycling *(continued)*

Since all the wastes are treated and settled by fixed monthly payment by our subcontractors for the projects, we do not engage in the waste management process of the project and do not obtain related data for the project site. To the best of our Directors' knowledge, the Group was not aware of any significant amount of hazardous wastes generated in our projects and offices. During the Reporting Period, there were 98 toner cartridges used in our record, and were all collected by qualified suppliers for recycling. Since our business nature does not consume much water, we were not aware of any significant amount of wastewater generated. The water supply in our office is also managed by the landlord. We have no related consumption data on freshwater. Looking ahead, the Group will continue to monitor any significant hazardous waste and wastewater generated from our business, and review our current wastage and wastewater management system coverage when appropriate.

Use of Resources

Energy Efficiency

As stated in our Energy Management Policy, we aim to improve energy efficiency as a continuous improvement process. We strive to conserve energy through the following measures in our office:

- Maintain a reasonable indoor temperature between 24–26 Degree Celsius while turning on air-conditioners;
- Electrical appliances shall be turned off if not in use;
- Turn off lighting and air-conditioners in rooms that are not in use or during non-office hours;
- Select energy-efficient electrical appliances with "Grade1" energy label;
- Promoting the use of energy-saving light source instead of using incandescent lightbulb; and
- Computers are set to idle-mode automatically.

環境層面 *(續)*

排放物 *(續)*

循環再用方式管理廢棄物 *(續)*

由於所有廢棄物均由項目的分包商處理及每月支付固定費用，因此我們不參與項目的廢棄物管理流程，亦無獲得項目地盤的相關數據。據董事所深知，本集團的項目及辦公室並無產生任何大量有害廢棄物，於報告期間我們有98個碳粉盒的使用紀錄，全部由合資格供應商回收供循環使用。由於我們的業務性質不會大量用水，因此據我們所知並無產生大量廢水。我們辦公室的供水亦由業主管理。我們並無淡水消耗數據。展望未來，本集團將繼續監察我們的業務是否產生任何重大的有害廢棄物及廢水，並在適當時檢討我們當前廢棄物及廢水管理系統的覆蓋範圍。

資源使用

能源效益

誠如我們的能源管理政策所述，我們旨在提高能源效益並持續改善。我們致力透過在辦公室實施下列措施以節約能源：

- 開啟空調時，將室內溫度保持在24–26攝氏度之間；
- 關閉不使用的電器；
- 關閉於非辦公時間及非使用中的房間的照明設施及空調；
- 選用貼有「一級」能源標籤的節能電器；
- 提倡使用節能光源，而不是使用白熾燈泡；及
- 電腦設置為自動閒置模式。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Energy Consumption and Intensity

During the Reporting Period, the Group's energy consumption data are as follows:

Energy Consumption ⁸ 能源消耗 ⁸	Unit 單位	2022 二零二二年	2021 二零二一年
Direct energy consumption 直接能源消耗	MWh 兆瓦時	453	376
Diesel 柴油	litres 公升	42,309	36,981
Indirect energy consumption 間接能源消耗	MWh 兆瓦時	475	361
Electricity 電力	MWh 兆瓦時	475	361
Total 總計	MWh 兆瓦時	928	737
Intensity 密度	MWh per square meter⁹ 每平方米兆瓦時 ⁹	0.26	0.21

The total energy consumption increased compared to the data in 2021. However, both direct and indirect energy consumption decreased compared to when the Group was just listed. This was because the COVID-19 pandemic situation subsided in the second half of the Reporting Period, some of our business operation returns to normal, increasing the travelling distance of the Group's vehicles.

Water Efficiency

Under the effect of global warming, we understand that water resources are precious, and particularly concerned about the water stress in different regions. Our Group's fresh water is supplied by the Water Suppliers Department and managed by the landlord of our office. Therefore, there is no issue in sourcing water and no related consumption data. Looking ahead, the Group will continue refining measures and evaluating the related results achieved.

環境層面 (續)

資源使用 (續)

能源消耗及密度

於報告期間，本集團的能源消耗數據如下：

對比二零二一年數據，總能源消耗量有所上升。但是，直接和間接能源消耗都比本集團剛上市時少。這是因為隨著報告期間的後半年 COVID-19 疫情開始緩和，部分業務營運開始回復常態，以致集團車輛的行駛距離有所增長。

用水效益

在全球暖化下，我們明白到水資源彌足珍貴，亦特別關注各地區承受的缺水壓力。集團的食水由水務署提供，並由我們辦公室的業主管理。因此，在採購水方面並無問題，亦無相關的消耗數據。展望未來，本集團將繼續完善措施及評估所取得的相關成效。

⁸ The figures covered the direct and indirect energy consumption in the Group's offices in Hong Kong, the calculation of GHG emissions is referenced from the Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong published by the Environmental Protection Department, and the Electrical and Mechanical Services Department.

⁹ The Group's total floor area of the reported boundaries were 3,534.03 square meters in both 2021 and 2022.

⁸ 數據涵蓋本集團香港業務的直接和間接能源消耗，其計算參照由環境保護署及機電工程署發佈的《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引》。

⁹ 本集團於二零二一年及二零二二年的報告邊界總建築面積皆為3,534.03平方米。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Material Consumption

In our office, one of the major materials consumed is paper. We aim to maintain a paperless office unless it is necessary. To mitigate the environmental impacts of material consumptions, we implement the following practices in office:

- Set up recycling boxes near the photocopiers to collect single-sided paper for reuse and both-sided used paper for recycling;
- Strictly control the use and order of material, such as concrete, steel, solvent, paint to avoid surplus waste;
- Use of double-sided photocopying and email to reduce the consumption of paper; and
- Encourage staff to reuse stationeries and materials such as used envelopes, document folders and binding material.

During the Reporting Period, the data of the Group's paper consumption and recycle amount in the offices are as follows:

	Unit 單位	2022 二零二二年	2021 二零二一年
Paper Consumption 用紙量	tonnes 公噸	2.35	7.66
Paper Recycled 紙張回收量	tonnes 公噸	0.13	0.49

Packaging materials

Given the Group's nature of business, our operations do not involve any significant consumption of packaging materials.

環境層面 (續)

資源使用 (續)

物料消耗

在我們的辦公室，消耗的主要物料之一是紙張。除必要用紙外，我們的目標是維持無紙化辦公室。為減輕物料消耗對環境的影響，我們在辦公室實施以下措施：

- 在複印機附近設置回收箱，以收集單面紙以供重用，並收集雙面廢紙以進行回收；
- 嚴格控制混凝土、鋼材、溶劑、油漆等物料的使用及訂閱，避免剩餘及浪費；
- 使用雙面影印及電子郵件，以減少紙張消耗；及
- 鼓勵員工重用文具及物料，例如已使用的信封、文件夾和裝訂物料。

於報告期間，本集團的辦公室用紙量及回收量數據如下：

包裝材料

基於本集團的業務性質，我們的營運一般不涉及重大的包裝材料消耗。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS *(continued)*

Climate Change

Climate change is one of the biggest global challenges faced by the society nowadays, and we must act now for our climate and our communities. In recent years, extreme weather, such as strong winds and heavy rainfall, as well as tides and floods, have become the focus of news. Logistics and supply chains are particularly vulnerable. Heavy rainfall, rising tides, and floods can cause serious damage to assets such as buildings, warehouses, and goods in storage, resulting in financial losses. Although such incidents are beyond everyone's control, the Group believes that all stakeholders should work together to address climate change.

As part of the group-level measures, our preliminary study of climate forecast planning has revised the extreme weather section of the group's emergency response plan to identify relevant physical risks and areas for improvement, for example, upgrading the current facility management model to more effectively prepare for extreme wind and flood events. In the coming years, our ESG Working Group will further explore and conduct climate-related studies on business operations.

In response to the Paris Agreement, the Hong Kong Government issued the "Hong Kong's Climate Action Plan", and formulated various plans and actions, setting out the vision of "Zero-carbon Emissions, Liveable City, Sustainable Development". The Government has determined to set medium-term goal as halving Hong Kong's total carbon emissions from 2005 levels before 2035. The Hong Kong Government has also announced that they will strive to achieve carbon neutrality by 2050, and mainland China will strive to achieve carbon neutrality by 2060. In the context of the global transition to a low-carbon economy, the Group has also identified potential risks associated with regulatory, technological, market and reputational aspects specific to the location in which we operate. We will integrate these identified risks into our business strategy, integrate assessment and its results into the business risk management framework, and continuously and regularly update and identify, assess and manage various risks.

環境層面 (續)

氣候變化

氣候變化是當今社會所面臨的最大全球挑戰之一，應對氣候的能力屬可持續發展策略的重要一環，為了我們的氣候和我們的社區我們現在都必須採取行動。近年來，極端天氣，例如強風和高降雨量以及潮汐和洪水成為新聞的重點。物流和供應鏈特別容易受到影響。極大降雨、潮位上升和洪水都會可能對建築物、倉庫以及任何儲存的貨物等資產造成嚴重損壞，造成損失。雖然此類事件超出了大家的控制範圍，但本集團認為各持份者都應該一起解決氣候變化。

作為集團層面措施的一部份，我們對氣候預測規劃的初步研究，以修訂了集團的緊急情況下的應變計畫中有關極端天氣的部份，從而識別出有關實體風險和需要改善的範疇，例如提升現行的設施管理模式，以便更有效就極端風力及水災事件作好準備。於未來數年，我們環境、社會及管治工作小組將就業務營運進一步探索進行與氣候相關的研究。

香港政府為回應《巴黎協定》，發表了《香港氣候行動藍圖》，訂出各項計劃和行動，訂下推展「零碳排放 • 綠色宜居 • 持續發展」的願景，當中更銳意增訂更進取的中期目標，在二零三五年前把香港的碳排放總量由二零零五年水平減半，香港政府亦已宣布將致力爭取於二零五零年前實現碳中和，而中國內地則爭取於二零六零年前實現碳中和。在全球處於過渡至低碳經濟情況下，本集團亦識別了對經營地特有的監管、技術、市場及聲譽等相關的潛在風險。我們會把這些已識別之風險將融入業務策略中，將評估及其結果整合至企業風險管理框架當中，持續並定時更新和識別、評估及管理各種風險。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS *(continued)*

Climate Change *(continued)*

We formulated the “Climate Change Risk Management Policy”, to outline that the Group understood climate-related risks and opportunities relevant to our business operations. We are committed to identifying and managing climate-related risks and impacts, and formulating relevant climate strategies based on business needs. We strive to work with stakeholders along the value chain and a practical action plan includes:

- Establish and continue to update carbon emission inventory, as a benchmark to set up carbon reduction strategies and emission reduction targets;
- Provide professional construction services from the perspective of environmental protection, and committed to reducing its related pollutions;
- Set GHG reduction target, achieved by measures such as controlling paper consumption, office temperature, vehicles emissions, etc.;
- Ensure that all subcontractors abide by the “Climate Change Risk Management Policy” during works, and implement measures to ensure employees strictly follow the policy;
- Whenever feasible, encourage employees, suppliers and contractors to reduce their carbon footprints in daily operations; and
- Ensure that at least 80% of the raw materials of wood products used in our operations come from high-quality wood certified by the Forest Stewardship Council.

The “Climate Change Risk Management Policy” sets a framework for the Group’s climate change strategy, which will be updated every year based on the actual situation.

環境層面 *(續)*

氣候變化 *(續)*

我們已制定「氣候變化相關風險管理政策」，概述本集團已認知到氣候變化對業務營運所帶來的風險與機遇。我們致力識別及管理氣候變化相關風險和影響，並根據業務的需要制定相關氣候策略，竭力與價值鏈內的持份者合作應對，實際的行動計劃包括：

- 建立並持續更新碳排放數據庫，以幫助建立減碳策略及減排目標；
- 以環保的角度出發提供專業的建築工程服務，並致力減低當中的污染；
- 為減少溫室氣體排放設立目標，通過控制用紙量、辦公室溫度、車輛排放等方法實現；
- 確保所有分包商於工作時遵守「氣候變化相關風險管理政策」，並實行措施確保其員工嚴格執行；
- 可行情況下，鼓勵員工、供應商和承包商於日常營運中減少他們的碳足跡；及
- 確保我們營運中所用的木製產品的原材料，最少八成來源自森林管理委員會認證的優質木材。

「氣候變化相關風險管理政策」為本集團應對氣候變化策略設下框架，我們會按實際情況每年對其進行更新。

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS *(continued)*

Climate Change *(continued)*

Apart from the potential additional costs arising from the requirements or expectations of relevant laws and regulations, Hong Kong currently does not have a carbon tax or carbon emission cap, while in mainland China, carbon tax and the carbon emission limit only cover the energy and industrial industries. Currently, there is no direct impact due to GHG emissions. However, since the Hong Kong Monetary Authority announced that the Hong Kong Government is studying the possibility of Hong Kong as a regional carbon trading centre, and the scope of carbon tax and carbon emission restrictions in the mainland China will continue to expand, it may eventually affect the upstream supply chain (such as raw material suppliers) and indirectly affect other costs. The table below summarizes the key transitional risks identified based on the inherent risk assessment and the associated responses. The risk assessments use a short to medium-term expected time scope.

環境層面 *(續)*

氣候變化 *(續)*

除了就相關法例法規要求或期望下而引致的潛在額外成本外，因香港目前並無設立碳稅或碳排放上限，而在內地，碳稅及碳排放限制暫時亦只涵蓋能源及工業產業，現時並未有因溫室氣體排放而產生的直接影響。但由於金管局已宣佈香港政府正研究香港定位為區域碳交易中心，而內地的碳稅及碳排放限制涵蓋範圍將持續擴大，最終可能會影響上游供應鏈（如原材料供應商），間接影響其他成本。下表概述根據固有風險評估識別的主要過渡性風險及所採取的相關應對措施。風險評估採用短至中期的預期時間範圍。

Scope 範疇	Identified major transitional risks 已識別的主要過渡性風險	Responsive measures 應對措施
Policies 政策	<ul style="list-style-type: none"> In response to the Paris Agreement, the Hong Kong Government issued the "Hong Kong's Climate Action Plan", and formulated various plans and actions, setting out the vision of "Zero-carbon Emissions, Liveable City, Sustainable Development". The Government has determined to set medium-term goal as halving Hong Kong's total carbon emissions from 2005 levels before 2035. The Hong Kong Government has also announced that they will strive to achieve carbon neutrality by 2050 香港政府為回應《巴黎協定》，發表了《香港氣候行動藍圖》，訂出各項計劃和行動，訂下推展「零碳排放・綠色宜居・持續發展」的願景，當中更銳意增訂更進取的中期目標，在二零三五年前把香港的碳排放總量由二零零五年水平減半，香港政府亦已宣布將致力爭取於二零五零年前實現碳中和 	<ul style="list-style-type: none"> Formulated the "Climate Change Risk Management Policy" Consider purchasing electric vehicles, and gradually replace vehicles using fossil fuels combustion (e.g. diesel) 已制定「氣候變化相關風險管理政策」 考慮在可行情況下購買電動汽車，以逐步取代使用燃燒化石燃料（如柴油）的汽車

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

環境層面 (續)

Climate Change (continued)

氣候變化 (續)

Scope 範疇	Identified major transitional risks 已識別的主要過渡性風險	Responsive measures 應對措施
Construction	<ul style="list-style-type: none"> With the commitment of the Hong Kong Government to adopt green buildings in the public sector, we need to prepare resources and expertise in response to changing customer expectations and market demands, to respond to new trends in the construction industry 	<ul style="list-style-type: none"> Use new methods and technology in construction Strategically use new construction technology, to fulfil customers' expectation The market continues to invent new technologies, utilize advanced construction technologies where feasible, to communicate more effectively and make accurate decisions during construction, thereby reducing redo, waste and dangers. Some projects have passed the BEAM and/or Leadership in Energy and Environmental Design (LEED) or green projects that meet equivalent standards
建築	<ul style="list-style-type: none"> 隨著香港特區政府承諾於公營部門採用環保建築，故我們需要因應顧客期望及市場需求轉變作好資源及專業知識的準備，以應對建築界新趨勢 	<ul style="list-style-type: none"> 在施工時採用新方法和技術 有策略地採用新建築技術，滿足顧客期望 市場不斷發明新技術，在可行情況下利用先進的建築技術，以於建築時進行更有效溝通及作出準確決策，從而減少重做、避免浪費及降低風險 部份項目通過綠建環評及／或能源與環境設計先鋒認證或達同等標準的綠色項目

Environmental, Social and Governance Report

環境、社會及管治報告

ENVIRONMENTAL ASPECTS (continued)

Climate Change (continued)

環境層面(續)

氣候變化(續)

Scope 範疇	Identified major transitional risks 已識別的主要過渡性風險	Responsive measures 應對措施
Insurance	<ul style="list-style-type: none"> Regulatory disclosure requirements for climate change are getting stricter Require financial management of climate change through stress tests 	<ul style="list-style-type: none"> The Group will closely monitor the prudent financial management related to climate change and disclose relevant laws and regulations development Establish ESG Working Group to discuss and identify various risks and promote various measures
保險	<ul style="list-style-type: none"> 氣候變化的監管披露要求越趨嚴格 要求透過壓力測試對氣候變化進行財務管理 	<ul style="list-style-type: none"> 本集團將密切監察各有關氣候變化的審慎財務管理及披露法規的發展 成立環保、社會及管治工作小組以討論及識別各種風險和推動各項措施
Head office	<ul style="list-style-type: none"> Regulatory disclosure requirements for climate change are getting stricter 	<ul style="list-style-type: none"> Closely monitor the regulatory disclosure requirements and formulate plans to regularly carry out relevant risk assessments
總辦事處	<ul style="list-style-type: none"> 氣候變化的監管披露要求更為嚴格 	<ul style="list-style-type: none"> 密切監察監管披露要求並制定計劃以定期進行各相關風險評估

Over the years, we have been expanding our business through different opportunities, accelerating transformation and making the Group smarter and greener, safer for employees and users (under the COVID-19 pandemic, we are using more digital platforms such as video conferencing instead of in-person meetings to reduce carbon emissions from transportation). The transformation has made our operation and facilities more sustainable, which demonstrates our commitment in resources and environmental protection.

多年來，我們一直利用不同機遇拓展業務，加快轉型和使本集團變得更智能更環保，員工和使用者更安全(在 COVID-19 疫情下使用更多電子數碼化平台，例如以視像會議代替實地會議，以減低交通運輸所產生的碳排放)。這些轉變使我們的營運及設施更具可持續性，而成果彰顯我們對資源和環境保護的承諾。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS

Our People Employment

The Group understands that employees are one of the most important factors for our success and they are our key assets to hold a leading and reputable position in the industry. Our success hinges on our employees' provision of consistent, quality and reliable services, and this holds true for both technical and support staff of all levels. We consider human resources as the most important asset and we put staff development on top of the list while fulfilling our Company's sustainability journey. To meet the needs of our sustainable growth and business development, we regularly assess our colleague's developmental needs to ensure everyone, including the top management, is receiving support to achieve their top potential and self-actualisation. We strive to provide work-life balance with a variety of different activities for our employees whom we regard as family.

Policies

Our Employee Handbook sets out the details on remuneration, dismissal, recruitment, promotion, working hours, rest periods, diversity, equal opportunities and anti-discrimination, and formulates corresponding policies on the above aspects to standardise various human resources management measures and practices.

Employment Management

Recruitment, Promotion and Dismissal

The Group generally recruits our employees from the open market and by referrals. We are committed to attracting and retaining employees to provide service for us. Based on sustainable benchmark, department heads evaluate human resources and decide whether recruitment is needed for our business development. The Group has formulated specific evaluation benchmark, for making an objective and fair selection of each applicant, in order to select talents who are suitable for the needs of the job, so as to avoid any possible employment disputes. In order to attract and retain employees, the Group emphasises the importance of development and growth of employees. The promotion of employee is based on their performance and capability. Performance appraisal is conducted regularly to evaluate employees' performance regarding working attitude, technical skills, interpersonal skills, etc. We also develop incentive programs to reward staff for excellent performance and attitude. For details, please refer to the section headed "Staff development and training".

社會層面

我們的員工 僱傭

本集團明白，僱員為我們成功保持行業聲譽及市場領先地位的成功因素及重要資產。我們的成就取決於僱員所提供的穩定、優質且可靠服務，此適用於各層級的技術及後勤支援人員。我們視人力資源為最重要的資產，在實現本集團可持續發展歷程的同時，我們將員工發展放在首位。為符合我們可持續增長及業務發展的需求，我們定期評估同事的發展需要，以確保包括高級管理層在內的所有人均獲得支持，以發揮最大潛力及實現自我。我們亦致力向我們視為家庭的僱員提供各種不同活動，以取得工作與生活平衡。

政策

我們的僱員手冊載有薪酬、解僱、招聘、晉升、工時、休息安排、多元化、平等機會及反歧視的詳情並已就上述各方面制定相應政策以規範各項人事管理措施及慣例。

僱傭管理

招聘、晉升與解僱

本集團一般於公開市場及透過引薦方式招聘僱員。我們致力吸引及留聘適當人員為我們提供服務。由部門主管領導按持續基準評估人力資源，及決定是否需要招聘額外人員應對我們的業務發展。本集團已制定特定審核基準，用以對每位應徵者作出客觀持平的評選，務求從中挑選出適合工作崗位需要的人才，從而避免任何可能產生的僱傭糾紛。為吸引及挽留人才，本集團更強調員工發展及成長的重要性。本集團根據僱員工作表現和能力提供晉升機會。我們定期進行績效評估，評估僱員於工作態度、技能、人際技巧等方面的表現。我們亦制定獎勵計劃，獎勵表現出色及態度積極的員工。詳情請參閱「員工發展及培訓」一節。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employment Management *(continued)*

Recruitment, Promotion and Dismissal *(continued)*

The dismissal or voluntary termination of employee's contracts shall be enforced according to the employment laws and regulations in Hong Kong. Relevant procedures of voluntary termination of employment contract are clearly stated in the Employee Handbook. If an employee has any serious misconduct, such as serious violation of the content of the employment contract, occupational misconduct or misbehaviour, frequent neglect of duty, etc., the Group will not tolerate once it is verified, and the employee involved may face immediate dismissal. Moreover, the Group will arrange exit interview for exit employees, hoping to provide an opportunity to discuss the employee's past experience working with the company. Information is thus collected for future reference in functional and welfare benefit establishment and system improvements.

Equal Opportunity, Diversity and Anti-discrimination

The Group is committed to investing resources to create a safe and harmonious, fair and equal working environment, ensuring that employees are treated equally in every aspect of their jobs. We are actively developing various skills of employees and granting different forms of job opportunities to enable employees to accumulate relevant work experience in the Group. We hold a respectful attitude towards employees, customers and applicants and adopt an employee diversity policy to create a work environment that is capable and culturally diverse. Moreover, we are committed to providing a discrimination-free working environment. We will never tolerate any form of discrimination or harassment.

We will never tolerate any discrimination or harassment based on gender, physical fitness, intelligence, race, age, sexual orientation, nationality, religion, family status, etc. It applies to all aspects in employment, including but not limited to recruitment, promotion, transfer, job assignment, rewards and welfare benefits, training and development, suspension, etc. We provide channels to promote open and transparent multi-directional communications within the Company. We have established a whistle-blowing policy for employee to report any unethical behaviour and other misconduct in workplace.

社會層面 *(續)*

僱傭管理 *(續)*

招聘、晉升與解僱 *(續)*

解僱或自願終止僱員合約乃根據香港僱傭法律及法規強制生效。自願終止僱傭合約的相關程序亦已清晰列明於僱傭手冊中。倘員工有任何嚴重不當行為如：嚴重違反僱傭合約的內容、職業失德或行為不當、慣常疏忽職守等，一經核實本集團將絕不姑息，涉事員工有可能面臨即時解僱處分。此外，集團亦會為離職員工安排離職面談，希望提供機會討論該員工過往與公司合作的經驗，從而收集信息供未來的職能及福利設計和系統改進等方面作參考用途。

平等機會、多元化及反歧視

本集團致力投放資源營造安全和諧、公正公平的工作環境，確保僱員於各個工作崗位上均得到公平的待遇。我們現正積極發展員工的各項技能並授予不同形式的工作機會使員工能在本集團中積累相關工作經驗。我們對員工、客戶及應徵者均抱持尊重態度並採納員工多元化政策，務求營造一個具工作能力和文化多樣性的工作氛圍。此外，我們亦致力提供一個沒有歧視的工作環境，對任何形式的歧視或騷擾採取零容忍政策。

我們絕不容忍任何有關性別、體型、智力、種族、年齡、性取向、國籍、宗教、家庭狀況等方面的歧視或騷擾，並將其應用於僱傭關係的各個方面，包括但不限於招聘、晉升、轉職、工作分配、獎勵及福利、培訓及發展、停職等。我們在本公司內部提供促進開放及透明的多向交流渠道。我們已建立舉報政策，以供僱員舉報在工作場所的任何不道德及其他不當行為。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Employment Management (continued)

Equal Opportunity, Diversity and Anti-discrimination (continued)

Employment profile during the Reporting Period is as follow:

Employment Profile

社會層面(續)

僱傭管理(續)

平等機會、多元化及反歧視(續)

報告期間的僱傭概況如下：

僱傭概況

Workforce distribution As at 31 December 2022 ¹⁰	勞工分佈 於二零二二年十二月三十一日 ¹⁰	2022 二零二二年	2021 二零二一年
By Gender	按性別		
Male	男性	204	186
Female	女性	68	78
By Age Group	按年齡		
Below 30	30歲以下	71	88
30-50	30-50	151	128
Over 50	50歲以上	50	48
By Employment Type	按僱傭類型		
Permanent	全職	269	260
Part-time	兼職	3	4
By Geographical Region	按地域		
Hong Kong	香港	272	264
Mainland China	中國內地	0	0
Other	其他	0	0
Total	總計	272	264

¹⁰ It includes the employees of the Group only. Workers of the subcontractors are not included.

¹⁰ 僅包括本集團僱員，分包商的工人不計入內。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employment Management *(continued)*

Equal Opportunity, Diversity and Anti-discrimination *(continued)*

The Group strictly abides by related laws and regulations, including but not limited to:

- Employment Ordinance (Cap. 57);
- Employees' Compensation Ordinance (Cap. 282);
- Mandatory Provident Fund Schemes Ordinance (Cap. 485);
- Construction Workers Registration Ordinance (Cap. 583);
- Minimum Wage Ordinance (Cap. 608);
- Sex Discrimination Ordinance (Cap. 480);
- Disability Discrimination Ordinance (Cap. 487);
- Family Status Discrimination Ordinance (Cap. 527); and
- Race Discrimination Ordinance (Cap. 602).

During the Reporting Period, the Group was not aware of any significant non-compliance case on employment practices.

Employee Retention

Remuneration, Welfare and Compensation

We establish labour contracts with each of our employees in accordance with the applicable labour laws. The remuneration package which we offer to employees includes salary, discretionary year-end bonuses, discretionary incentive bonuses, and other cash subsidies. Moreover, to attract and retain talents, the Group offers competitive remuneration package with a variety of welfare benefits, including performance-based bonus, Mandatory Provident Fund Schemes, medical insurance, overtime compensation, business travel allowance for long business trips and night-shift allowance.

We determine the salary of our employees mainly based on their qualifications, experiences and performance. The performance of our employees is reviewed regularly for numerous purposes such as salary adjustments, bonuses and promotions. We intend to maintain our remuneration packages competitive to attract talented labour in the construction industry and retain existing staff members for consistent, quality and reliable services.

社會層面 *(續)*

僱傭管理 *(續)*

平等機會、多元化及反歧視 *(續)*

本集團嚴格遵守相關法律及法規，包括但不限於：

- 《僱傭條例》(第 57 章)；
- 《僱員補償條例》(第 282 章)；
- 《強制性公積金計劃條例》(第 485 章)；
- 《建造業工人註冊條例》(第 583 章)；
- 《最低工資條例》(第 608 章)；
- 《性別歧視條例》(第 480 章)；
- 《殘疾歧視條例》(第 487 章)；
- 《家庭崗位歧視條例》(第 527 章)；及
- 《種族歧視條例》(第 602 章)。

於報告期間，本集團就僱傭方面並無任何重大不合規情況。

人才留任

薪酬、福利及補償

我們根據適用的勞工法律與各僱員訂立僱傭合約。我們向僱員提供的薪酬待遇包括薪金、酌情年終花紅、酌情獎勵花紅及其他現金津貼。此外，為吸引及挽留人才，本集團提供具競爭力的薪酬待遇及各項福利，包括績效花紅、強制性公積金計劃、醫療保險、加班補償、長期出差工作津貼及夜班津貼等。

我們主要根據僱員的資格、經驗及表現釐定彼等的薪酬。我們定期審閱僱員的表現以釐定任何薪金調整、花紅及晉升。我們擬維持具競爭力的薪酬待遇，以吸引建造業人才及留住現有員工，以提供穩定、優質且可靠的服務。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Employee Retention (continued)

Rest Period and Working Hours

The Group provides reasonable working hours and rest periods to employees. All employees are entitled to Public or Statutory Holidays as announced in The Government of Hong Kong Special Administrative Region Gazette each year. In addition to those Holidays, employees are entitled to annual leave, sick leave, compensation leave, paternity leave, maternity leave, marriage leave, compassionate leave, birthday leave, etc.

Employee activities

To cultivate self-confidence and enhance the sense of belonging and team spirit of the staff, the Company organises recreational activities which are beneficial to the body and mind and encourages active participation of all employees. During the Reporting Period, the Group organised Chinese New Year Fai Chun making, team building activities, Nine-Square Division competition, Mid-Autumn Festival lantern making, Halloween and Christmas activities, etc.

Employee turnover rate during the Reporting Period is as follow:

社會層面(續)

人才留存(續)

休息時段及工時

本集團為僱員提供合理的工時及休息時段。所有僱員均享有香港特別行政區政府憲報每年公佈的公眾或法定假期。除該等假期外，僱員亦享有年假、病假、補假、侍產假、產假、婚假、喪假及生日假期等。

僱員活動

為提升員工的自信心，增強員工的歸屬感及團隊精神，本公司組織有益身心的娛樂活動，並鼓勵所有僱員積極參與。於報告期間，本集團組織了新年揮春製作、團隊建設活動、九宮格比賽、中秋節燈籠製作、萬聖節及聖誕節活動等。

報告期間僱員流失比率如下：

Turnover rate ¹¹	流失比率 ¹¹	2022 二零二二年	2021 二零二一年
By Gender	按性別		
Male	男性	2.94%	3.82%
Female	女性	5.15%	4.53%
By Age Group	按年齡		
Below 30	30歲以下	4.58%	4.34%
30–50	30–50歲	2.98%	4.29%
Over 50	50歲以上	3.50%	2.66%
By Geographical Region	按地域		
Hong Kong	香港	3.49%	4.01%
Mainland China	中國內地	0.00%	0.00%
Other	其他	0.00%	0.00%
Overall	總計	3.49%	4.01%

¹¹ Turnover rate = average number of monthly departures in the Reporting Period/headcount at the end of the Reporting Period. The Group had a total of 114 employees turnover during the Reporting Period.

¹¹ 流失率 = 報告期內月度平均流失人數 / 報告期內年末人數。本集團共有 114 名員工於報告期間離職。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employee Retention *(continued)*

Health and Safety

Health and Safety policy is developed for safeguarding our employees and is one of the core values of the Company. We uphold a strict practical standard and management system on health and safety issues. Trainings and safety measures are promoted in all levels of employees to ensure job site safety. The senior project management staff shall have the responsibility on the implementation of the safety measures and its operational effectiveness.

Policies

We develop internal regulations and policies on Industrial Safety Management, including chapters in Safety Control on Employees, Safety Control on Workplace, Safety Risks and Responses, Corporate Safety Plan, and Emergency Response Instructions.

1. Safety and Health Policy
We are committed to developing and achieving a safe working environment. Safety and Health (S&H) at work is our first priority over other matters. Our Safety and Health Policy sets out our commitments and our safety performance goal with the accident frequency rate not higher than 0.55 per 100,000 man-hours worked.
2. Employee Handbook
We have clearly stated the contingency measures that need to be implemented in case of work accidents of different severity in our Employee Handbook, and require employees to strictly abide by the rules of no smoking in the workplace to reduce the risk of work safety hazards and maintain healthy and comfortable work environment.

Occupational Health and Safety Measures

Owing to the wide variety of our Projects, each Project is required to develop a Project-specific Safety Plan, overseen by the related management team and the main contractors. The Corporate Safety Plan outlines the approaches to coordinate, manage and control the works in order to protect the safety, health and welfare of all personnel and the public engaged on the Project or affected by the operations. It is also established to ensure that all legislation and contractual requirements are observed.

社會層面 *(續)*

人才留任 *(續)*

健康與安全

健康與安全政策乃為保障我們的僱員而制定的，並且是本公司的核心價值觀之一。我們在健康與安全事宜上貫徹嚴格而實際的標準及管理體系。我們向各層級的僱員推廣培訓及安全措施，以確保工作現場的安全。高級項目管理人員應負責安全措施的实施及其運行有效性。

政策

我們制定有關工業安全管理的內部法規及政策，包括有關僱員安全控制、工作場所安全控制、安全風險及對策、企業安全計劃及事故處理指引的章節。

1. 安全及健康政策
我們致力於建立及營造一個安全的工作環境。工作中的安全及健康乃我們的首要優先事項。我們的安全及健康政策列載我們的承諾及安全績效目標，即事故發生率不超過每10萬個工時0.55宗意外。
2. 僱員手冊
我們於僱員手冊中亦已清楚列出如遇上不同程度的工作意外時所須要執行的應變措施，同時亦要求員工嚴格遵守於工作場所內禁煙的規則，以降低工作安全隱患風險及維持健康舒適的工作環境。

職業健康及安全措施

由於我們的項目種類繁多，每個項目均須制定項目特定的安全計劃，並由有關管理團隊及總承建商進行監督。企業安全計劃闡述協調、管理及控制工程的方式，以保護所有參與該項目或受營運影響的人員及公眾的安全、健康及福祉。成立企業安全計劃亦旨在確保遵守所有法定及合約要求。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employee Retention *(continued)*

Health and Safety *(continued)*

Our Progress

1. Enhancing on-site inspections
In order to enhance the on-site inspections, we establish an internal safety organisation specialising in managing the occupational safety issues in Project sites. Our Safety Supervisors and Officers are responsible for conducting regular inspections on the Project Safety Plan and safety performance of each Project site. Safety meetings are held regularly for reporting any special findings and progresses on the safety monitoring, and the process is monitored by the Project Director and Senior Manager.
2. Emergency preparedness
Emergency Plans are prepared for adverse situation such as extreme weather and fire event. We encourage the formation of emergency response unit for projects by main contractors. Emergency contacts shall be provided by the main contractors to make sure an effective communication between the emergency response unit and the workers. In addition, in order to ensure the effectiveness of the Group's Fire Emergency Procedures, we have carried out fire emergency drills during the Reporting Period to simulate whether employees can make timely and appropriate response in accordance with the fire emergency procedures in the event of a fire in the Group's offices. We have reviewed its effectiveness after the drill and recorded the specific information in the "Corporate Fire Drill Report".
3. Safety training and education
We offered safety training and encouraged our employees to participate in various activities relating to health and safety in pursuit of enhancing our employees' safety awareness and knowledge in accident prevention and handling process. We ensure that all our employees shall hold a valid mandatory safety training identification (Green Card) and receive site safety induction training prior the commencement of works. Moreover, we also encourage job specific training for workers engaged in jobs which require necessary safety knowledge.

社會層面 *(續)*

人才留任 *(續)*

健康與安全 *(續)*

我們的進度

1. 加強現場檢查
為加強現場檢查，我們成立內部安全組織，專門管理項目地盤的職業安全事宜。我們的安全監督員及安全主任負責對項目安全計劃及每個項目地盤的安全績效進行定期檢查。定期舉行安全會議，以報告有關安全監管任何特殊發現及進展，並且由項目主管及高級經理監察該過程。
2. 應急計劃準備能力
我們針對極端天氣及火災等不利狀況而制定應急計劃。我們鼓勵組建由總承建商組成的項目應急小組。總承建商應提供緊急聯絡資料，以確保應急小組與工人之間的有效溝通。此外，為確保集團火災應急程序的有效性，我們於報告期間已執行火災應急演習，模擬於集團辦公場所內發生火災時，員工能否按火災應急程序作出及時且適切的應對措施。我們於演習後已針對其成效進行檢討並將具體信息記錄於《企業火災演習報告》中。
3. 安全培訓及教育
我們提供安全培訓，並鼓勵僱員參加與健康及安全有關的各種活動，以增強僱員在事故預防與處理過程的安全意識及知識。我們確保所有僱員應持有有效的強制性安全培訓證明(平安卡)，並在施工前接受地盤安全入職培訓。此外，對於從事工作需要特定安全知識的工人，我們亦鼓勵彼等進行具體工作培訓。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employee Retention *(continued)*

Health and Safety *(continued)*

Our Progress *(continued)*

4. Health assurance
Health protection and control are necessary for the prevention of the occupational diseases and accidents. We display the physical properties, chemical properties, hazards, safe handling and storage instructions, and precautionary measures for all hazardous substances through Material Safety Data Sheets. Protection and mitigation measures are implemented for common occupational problems related to dust, vigorous vibration and noise. Moreover, first aid facilities and welfare facilities are maintained in a hygienic condition and are applicable under the local legislation.
5. Accident and incident investigation and reporting
We attach great importance to the safety and health of frontline workers. After the occurrence of a site accident, a detailed report shall be completed and submitted to the head office no later than 2 working days. Senior management and Safety Officers shall bear the responsibility to investigate all the occurred accidents and provide corrective action plans and recommendations as preventive measures to avoid recurrence.
6. Fighting against the epidemic
During the Reporting Period, the COVID-19 epidemic was rampant and the fifth wave of the epidemic in Hong Kong caused immense anxiety among the public. We therefore introduced multiple epidemic prevention measures, including but not limited to the “work from home” and “free lunch” arrangements to reinforce the protection of our staff, control infection risk and contain the spread of the virus. In order to prevent the spread of the epidemic, several measures were taken, including but not limited to disinfecting the workplace, distributing rapid antigen tests kits to staff for daily self-testing and delivering disinfection materials to the project sites. Moreover, to demonstrate the spirit of mutual help and convey care, the Group convened its volunteers to deliver anti-epidemic bags to the infected colleagues for their speedy recovery.

社會層面 *(續)*

人才留任 *(續)*

健康與安全 *(續)*

我們的進度 *(續)*

4. 健康保證
為預防職業病及事故，健康保障及控制是必須的。我們通過《材料安全數據表》顯示所有有害物質的物理性質、化學性質、危害、安全處理及儲存指引以及預防措施。針對與灰塵、劇烈振動及噪音有關的常見職業問題，我們採取防止及緩解措施。此外，急救設施及福利設施均保持衛生，並根據當地法律適用。
5. 事故及事故調查及匯報
我們高度重視前線工人的安全及健康。發生地盤事故後，應完成詳細報告並在2個工作天內提交總公司。高級管理層及安全主任應負責調查所有發生的事故，並提供糾正行動計劃及建議，作為預防措施，以避免再次發生類似事件。
6. 對抗疫情
於報告期間，COVID-19疫情再次肆虐，第五波疫情更令公眾人心惶惶。我們於是實施及嚴守多項防疫政策，包括但不限於推行「在家工作」及「免費抗疫午膳」措施，以加強對員工的保障及防止疫情進一步蔓延及擴散。為及早預防疫情傳播，集團推行了數項措施，包括但不限於在辦公室進行全面消毒工作，向員工派發快速抗原檢測試劑供同事每日自行檢測，並向各地盤準備消毒物資。加上，為發揮互助精神並傳遞關懷，本集團更召集義工，為確診同事送上抗疫包協助同事早日康復。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Employee Retention (continued)

Health and Safety (continued)

Safety Performance

Our Projects are subject to certain safety and health requirements pursuant to the laws in Hong Kong, including but not limited to The Factories and Industrial Undertakings Ordinance (Cap. 59) and The Occupational Safety and Health Ordinance (Cap. 509). During the Reporting Period, there was no confirmed case of non-compliance with the regulations. We will continue our efforts to raise safety awareness amongst our stakeholders and to ensure that we learn from these events to prevent any reoccurrence. As at the 31 December 2022, the data of the Group's work-related injuries and fatalities of the past three reporting years are listed as below:

		2022 二零二二年	2021 二零二一年	2020 二零二零年
Number of reportable accidents	可呈報事故數量	4	6	1
Number of fatalities	死亡人數	0	0	0
Fatalities rate per 1,000 employees and workers ¹²	每千名僱員及工人的死亡率 ¹²	0	0	0
Lost days due to injuries	因工傷損失工作日數	243	589.5	145

Looking ahead, we strive to improve our safety management system. The Group will continue updating and reviewing our Safety and Health Policy and our safety targets to strengthen the safety incentive of our frontline workers and enhance the awareness of safety in work environment. Effective safety trainings and communications will be upheld by providing more meetings and discussions on the inspections and evaluation for improvements.

社會層面 (續)

人才留任 (續)

健康與安全 (續)

安全表現

根據香港法例，我們的項目須遵守若干安全及健康要求，包括但不限於《工廠及工業經營條例》(第59章)及《職業安全及健康條例》(第509章)。報告期內，並無違反有關法規的確認個案。我們將繼續努力提高持份者的安全意識，確保我們從事故中汲取教訓，以防事故再次發生。截至二零二二年十二月三十一日，本集團過去三個報告年度因工傷亡的數據概況如下：

展望未來，我們致力改善安全管理制度。本集團將不斷更新及檢討我們的安全及健康政策以及我們的安全目標，以加強對前線工人的安全獎勵，藉此提高其對工作環境安全的重視。通過提供更多有關檢查及評估的會議及討論以作改進，促進有效的安全培訓及溝通。

¹² Fatality rate per 1,000 employees and workers = (Number of fatality/Daily average employees and workers) x 1,000.

¹² 每千名僱員及工人的死亡率 = (死亡人數/每日平均僱員及工人人數) x 1,000。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employee Retention *(continued)*

Staff Development and Training

The Group believes that employees are our most important assets to our prosperity. The Group has formulated staff development and training policies, and consolidate the variety of trainings provided to staff into the following categories:

- **Induction training for new employees**
The new induction training provided by the Group aims to help new employees understand the company, including general human resources policies, salary payment procedures, welfare benefits, office safety regulations, etc. Moreover, all new employees will receive annual training on anti-harassment, anti-discrimination, anti-corruption and data security on the first day of work commencement.
- **Internal trainings**
In order to meet the training and business needs of employees, the Group has organised various internal training programs related to their work. The programs aim to promote the personal development of employees in different positions in the Group, and to help enhance and develop the skills and potentials of employees.
- **External trainings**
The Group actively encourages employees to take external courses that meet job requirements and service needs. Related programs include functional enhancement training courses, sub-professional development programs, various seminars and conferences, etc.

Besides the above work-related trainings, sense of belongings and cohesion are also highly valued. We strive to maintain a good working relationship with our employees, and we provide a peaceful and harmonic working environment for them. During the Reporting Period, no strike, labour dispute, discrimination and harassment case occurred.

社會層面 *(續)*

人才留存 *(續)*

員工發展及培訓

本集團相信，僱員為我們業務發展的重要關鍵。本集團已制定員工發展與培訓政策，並將眾多提供予員工的培訓歸納為以下數大類：

- **新僱員入職培訓**
本集團所提供的新入職培訓旨在幫助新員工了解公司，內容包括一般人力資源政策、工資發放程序、福利待遇、辦公安全規定等。此外，所有新員工將在第一天接受關於反騷擾、反歧視、反腐敗和數據安全的年度培訓。
- **內部培訓**
本集團為滿足員工的培訓和業務需求，組織了與工作相關的各項內部培訓項目。相關計劃旨在促進員工在集團中任職不同崗位時的個人發展，並協助提升及開發員工的技能與潛能。
- **外部培訓**
本集團積極鼓勵員工參加符合工作要求和滿足服務需求的外部課程。相關計劃包括職能提升培訓課程、亞專業發展計劃、各種研討會和會議等。

除上述與工作相關的各項培訓外，我們亦高度重視員工歸屬感及凝聚力。本集團亦致力與僱員保持良好合作關係，並且提供一個和諧的工作環境。於報告期間沒有任何罷工、勞工糾紛、歧視或騷擾事件。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Employee Retention (continued)

Staff Development and Training (continued)

Learning and Career Development

In order to be consistent with our sustainable development and business needs, we highly valued training and employee development. The Group has provided the following types of training to employees of all levels and categories:

- induction training for new employees;
- technical training;
- occupational health and safety training;
- managerial and professional skills training;
- team building technique and activities; and
- external trainings.

During the Reporting Period, the Group had offered a total of 456 training hours. The details are as follows:

社會層面 (續)

人才留存 (續)

員工發展及培訓 (續)

學習與職業發展

為符合我們可持續發展及業務需求，我們非常重視培訓及員工發展。本集團已向各個級別及範疇的員工提供以下各類培訓：

- 新僱員入職培訓；
- 技術培訓；
- 職業健康及安全培訓；
- 管理及專業技巧培訓；
- 團隊建設技巧培訓及活動；及
- 外部培訓。

於報告期間，本集團提供了合共456個培訓時數。詳情如下：

Percentage of Employee Receiving Training ¹³		2022 二零二二年	2021 二零二一年
	受訓僱員百分比 ¹³		
By Gender	按性別		
Male	男性	30.88%	37.63%
Female	女性	35.29%	27.50%
By Employment Categories	按僱傭類別		
Manager or above	經理或以上	7.69%	26.98%
Supervisor or above	主任或以上	18.18%	86.36%
Operator/Support Level	操作員/後勤支援	36.41%	23.95%
Overall	整體	31.99%	34.67%

¹³ Percentage of trained employee = Total number of employees received training during the Reporting Period/Total number of employees. Since the current data are based on the number of attendance of people, the result will be higher than the number of employees.

¹³ 受訓僱員百分比=報告期間受訓僱員總數/僱員總數。由於目前數據以人次統計，數據會比僱員人數為多。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Employee Retention (continued)

Staff Development and Training (continued)

Learning and Career Development (continued)

社會層面(續)

人才留存(續)

員工發展及培訓(續)

學習與職業發展(續)

		2022 Hours per employee 二零二二年 時數／僱員	2021 Hours per employee 二零二一年 時數／僱員
Average Training Hours¹⁴	平均培訓時數 ¹⁴		
By Gender	按性別		
Male	男性	1.63	3.08
Female	女性	1.80	1.56
By Employment Categories	按僱傭類別		
Manager or above	經理或以上	0.27	2.13
Supervisor or above	主任或以上	0.77	8.95
Operator/Support Level	操作員／後勤支援	1.97	1.17
Overall	整體	1.68	2.64

During the first half of the Reporting Period, the Group has limited its staff training programme under the serious COVID-19 pandemic situation. Therefore, the overall percentage of employee receiving training and the overall average training hours decreased. The Group, however, will adjust the arrangements of training programme, such as conducting trainings online, to ensure the rights and opportunities of staff training and development in the future.

由於報告期間的上半年受COVID-19疫情影響，本集團延遲了培訓課程的安排，致使受訓僱員比例及平均培訓時數均有所減少；惟將來本集團會適時調整其給予員工之培訓課程安排，如舉行線上培訓，以確保員工能夠獲得合理培訓發展機會的權益。

¹⁴ Average training hours = Total training hours during the Reporting Period/Total number of employees.

¹⁴ 平均受訓時數 = 報告期間受訓總時數／僱員總數。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Employee Retention *(continued)*

Labour Standards

Prohibition of Child and Forced Labour

As a conscience employer, the Group prohibits any form of discrimination and forced labour and has formulated relevant policies to avoid hiring child labour and prevent forced labour. We have taken all practicable steps to prevent having illegal immigrants from being on site and prevent illegal workers who are not lawfully employable from taking employment on site. Our Human Resources Officers inspect, take record and check the original identification document of workers and check if workers are registered construction workers under the Construction Workers Registration Ordinance. The Group firmly refuses to employ any child below the legal age and will never tolerate any behaviour that exploits the rights of children. We also require our subcontractors to hire employees who are lawfully employable to work on sites. Moreover, the Group will only establish an employment relationship under the consent of both employers and employees, and will never allow any coercion or violence to force employees to work. The Group will regularly review relevant employment policies and regulations to reduce the possibility of hiring child labour or forced labour. If child labour or forced labour is found in the working area of the Group, including our sites, we must take relevant measures to follow up seriously.

The Group strictly abides by, including but not limited to the Employment Ordinance and the Immigration Ordinance (Cap. 115), Convention Concerning Forced or Compulsory Labour. During the Reporting Period, the Group was not aware of any significant non-compliance case relating to child labour and forced labour.

社會層面 *(續)*

人才留任 *(續)*

勞工準則

禁止童工及強制勞工

作為良心僱主，本集團禁止任何形式的歧視及強制勞工並已制定相關政策規範並防止聘用童工及避免發生強制勞動的情況。我們已採取一切切實可行的步驟，以防止非法入境者處身於地盤內，以及防止非法工人(不可合法受僱之人士)在地盤接受僱傭工作。我們人力資源部的高級人員將查核、記錄及檢查工人身份證明文件的正本並檢查工人是否已根據建造業工人註冊條例註冊為建造業工人。本集團堅決拒絕聘用任何低於法定成年年齡的兒童，並絕不姑息任何剝削兒童應有權利的行為。我們亦要求分包商僱用可合法於地盤工作的僱員。此外，本集團只會在勞資雙方同意下始建立僱傭關係，而絕不允許以任何威逼或暴力手段強制員工進行勞動。本集團會定期檢視相關僱傭政策及法規以盡可能降低發生錄用童工或強制勞動的可能性。倘於本集團工作範圍，包括旗下地盤內發現童工或強迫勞動的情況，我們定必採取相關措施嚴肅跟進。

本集團嚴格遵守包括但不限於僱傭條例及入境條例(香港法例第115章)、強迫或強制勞動公約。於報告期間，本集團並不知悉任何與童工及強制勞工有關的重大違規個案。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Operating Practices

Our Supply Chain

Responsible Supply Chain Management

The Group is committed to building lasting and constructive relationships with partners in its supply chain. The Group's supply management policies and internal guidelines specify our dedication to a fair, transparent and competitive procurement process which requires all employees to observe the highest standards of business integrity and to comply with relevant laws and regulations.

Supplier and Subcontractor Engagement

- **Supplier**

The suppliers of goods and services to the Group mainly include (i) raw materials; (ii) furniture; and (iii) tailor-made accessories. The materials we purchased mainly included wood, stone and metal. We will conduct supplier evaluation for new suppliers when the customers nominate a particular supplier for certain materials, and we also have an internal list of approved suppliers for the selection of suppliers when purchasing materials. The list is reviewed and updated annually according to the performance of the material suppliers. At least three suppliers' quotations are obtained if no exclusive supplier is suggested by the customer. When selecting suppliers, we will fully consider the relevant environmental and social risks, and with reference to criteria including, (i) quality of materials provided; (ii) punctuality in delivery; (iii) price; and (iv) service quality; the Group will also prioritise suppliers that provide environmentally friendly materials or services.

社會層面 *(續)*

營運慣例

我們的供應鏈

負責任的供應鏈管理

本集團致力與供應鏈的合作夥伴建立持久及有建設性的關係。本集團的供應管理政策及內部指引明確規定，我們致力於公平、透明及有競爭力的採購過程，要求所有員工遵守最高的商業誠信標準，並遵守相關法律及法規。

供應商及分包商的參與

- **供應商**

本集團的貨品及服務供應商主要包括(i)原材料；(ii)家具；及(iii)度身定制的配件。我們採購的材料主要包括木材、石材及金屬。當客戶就若干材料提名特定供應商時，我們會對新供應商進行供應商評估，而我們亦有內部認可供應商名單，以便於選購材料時從中挑選合適供應商。我們每年都會根據材料供應商的表現對名單進行檢討及更新。倘沒有客戶推薦的獨家供應商，我們會獲得至少三家供應商的報價。在選擇供應商時，我們會充分考慮相關的環境及社會風險並參考以下標準，其中包括：(i)所提供材料的品質；(ii)準時交付；(iii)價格；及(iv)服務品質；此外集團亦會優先考慮採用有提供環保物料或服務的供應商。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Operating Practices *(continued)*

Our Supply Chain *(continued)*

Supplier and Subcontractor Engagement *(continued)*

- Subcontractor
We may delegate part of our installation or other technical works to our subcontractors; we are then responsible for the site supervision, management of subcontractors and overall project management. Regarding building construction works, we engage subcontractors on a contract by contract basis and depending on the types of work required, by trades of work in the projects such that normally each subcontractor is only responsible for one trade of work, can then decide if further subcontracting is necessary. In order to effectively control and monitor the environmental and social risks along our supply chain, we clearly asked for strict compliance on safety and environmental requirements on our contracts to ensure that the Project is performed in accordance with the relevant specifications with our customers. Our subcontractors need to report regularly to our Group about the progress of works.

We approved and shortlisted the qualified subcontractors from time to time with reference to factors such as (i) quotation; (ii) expertise and performance; (iii) service quality; (iv) defects liability period; and (v) availability.

We continue monitoring the performance of suppliers and subcontractors on our internal approved list regularly through project inspection and compliance of requirement, and update our approved list according to the evaluation result.

As at the 31 December 2022, we have a total of 424 suppliers and subcontractors all from Hong Kong. During the Reporting Period, all our suppliers are managed in accordance with the above practices.

社會層面 *(續)*

營運慣例 *(續)*

我們的供應鏈 *(續)*

供應商及分包商的參與 *(續)*

- 分包商
我們可以將部分安裝或其他技術工作分派予分包商，並負責地盤監督、分包商管理及整體項目管理。在樓宇建築工程方面，我們按個別合約形式，因應項目工程的工種聘請分包商，通常每名分包商只負責一個工種的工程，並可決定是否需要進一步分包。為有效控制及監督供應鏈的環境及社會風險，我們明確要求嚴格遵守合約中的安全及環境要求，以確保項目按照與客戶的相關規格執行。我們的分包商需要定期向本集團彙報工程進度。

我們不時參考各項因素，審批及篩選合資格分包商，如(i)報價；(ii)專業知識及表現；(iii)服務品質；(iv)缺陷責任期；及(v)供應情況。

我們持續通過項目監察及符合要求的情況，監督內部認可名單的供應商及分包商的表現，並根據評估結果更新認可名單。

截至於二零二二年十二月三十一日，我們共有424家供應商及分包商，全部來自香港。於報告期間，我們所有的供應商均按上述慣例進行管理。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS *(continued)*

Our customers

Product Responsibility

Projects and Services Quality

- **Quality Policy**
Our Quality Policy sets out our commitment to provide high quality services to all our customers on time and within budget to ensure continual improvements on the road to meeting all reasonable customer needs and expectations.
- **Quality management system and safety**
To maintain consistent quality and safety of services for customers, the Group has established a formal quality management system, which is certified to be in compliance with the requirements of ISO 9001:2015. During the quality assurance process, we perform sampling, quality verification, surveying, data analysis and review for improvement on production stage such as designing and developing, resource purchasing, product realisation and customer communication.

Our Quality Assurance Managers bear the responsibility to monitor and supervise the Project Quality Plans for assigned projects in light of the contract, and actively promote approved quality concepts and procedure in order to ensure the quality management system are correctly adopted and implemented in our business operations. We will conduct management review with all key management staff on the continuing suitability, adequacy and effectiveness of the quality policy and objectives at least once every year.

Products Return and Recall Policy

As the Group is mainly engaged in decoration services, and repair and maintenance services, our business does not involve any product production and manufacturing, so there is no relevant policy for product return and recall.

Complaints Handling

We established customer communication channels including mail, e-mail, fax and telephone meetings to receive service and product enquiries. Also, we have complaints handling procedures in place to provide guidelines for our employees on handling customer feedback including complaints. During the Reporting Period, there was no complaint received.

社會層面 (續)

我們的客戶

產品責任

項目及服務品質

- **品質政策**
我們的品質政策載列我們承諾在預算範圍內按時為所有客戶提供高品質服務，確保在滿足客戶合理需求及期望的道路上不斷改進。
- **品質管理系統及安全**
為確保客戶服務的品質及安全保持一致，本集團建立正式的品質管理系統，並已獲認證符合 ISO 9001:2015 規定。在品質保證過程中，我們對設計開發、資源採購、產品實現及客戶溝通等生產環節進行抽樣、品質驗證、測量、資料分析及審查改進。

我們的品質保證經理有責任根據合約對所分配的項目品質計劃進行監控及監督，並積極推廣認可品質理念及程序，以確保品質管理系統在業務營運中正確採納及實施。我們將至少每年一次與所有主要管理人員對品質政策及目標的持續適宜性、充分性及有效性進行管理檢討。

產品退回政策

由於本集團主要從事裝修服務以及維修及保養服務，其業務並不涉及任何產品生產及製造，故沒有產品退回的相關政策。

投訴處理

我們建立了客戶溝通渠道，包括郵件、電子郵件、傳真及電話會議，以接收服務及產品查詢。同時，我們亦設有投訴處理程序，為員工提供處理客戶反饋(包括投訴)的指引。於報告期間，我們並無收到任何相關投訴。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Our customers (continued)

Product Responsibility (continued)

Intellectual Property, Marketing and Labelling

The Group's business does not involve research and development, product packaging and labelling activities. Besides, the Group does not rely heavily on marketing and advertising. During the Reporting Period, the Group was not aware of any significant impact relating to intellectual property, advertising and labelling on its operations. We will continue to closely monitor the business environment to identify any significant risks in this area.

Customer Information Protection and Privacy

The Group strives to protect the privacy of its customers, business partners and staff in the collection, processing and use of their business or personal data. The Group has formulated personal data privacy policy and confidentiality requirements for company confidential information in the Employee Handbook, and ensures company policies strictly follow Personal Data (Privacy) Ordinance (Cap.486) of the Hong Kong SAR government.

Protection of confidential business information, trade secret and customers' privacy is of paramount importance to the Group's interests and success. The Group requires all employees to maintain the confidentiality of company information by signing the Non-Disclosure Agreement. Our employees are required to keep confidential on information consisting of but not necessarily limited to (i) technical information; (ii) business development plans; and (iii) investor and customer lists. For all documents and information belonging to the Group, every employee undertakes to return to the Group upon termination of the employment with the Group.

Failure to observe the privacy rules may lead to summary dismissal without compensation by the Company. During the Reporting Period, the Group was not aware of any significant non-compliance case in this regard.

社會層面 (續)

我們的客戶 (續)

產品責任 (續)

知識產權、營銷及標籤

本集團的業務並不涉及研究及開發、產品包裝及標籤業務。此外，本集團並無高度依賴市場營銷及廣告。於報告期間，本集團並無發現任何有關知識產權、廣告及標籤對營運的重大影響。我們將繼續密切監察業務環境，以識別該方面的任何重大風險。

客戶資料保護及私隱

本集團在收集、處理及使用客戶、商業夥伴及員工的商業或個人資料時，致力保護其私隱。本集團已在僱員手冊中制定個人資料私隱政策及對公司機密信息的保密要求，並確保公司政策嚴格遵守香港特區政府的個人資料(私隱)條例(第486章)。

保護商業機密資料、商業秘密及客戶隱私對本集團的利益及成功至關重要。本集團要求所有員工簽署保密協議，以維護公司資料的機密性。我們的員工必須對包括但不一定限於(i)技術資料；(ii)業務發展計劃；及(iii)投資者及客戶名單的資料保密。對於屬於本集團的所有檔案及資料，各員工承諾在與本集團終止僱傭關係時將其歸還本集團。

不遵守私隱規則可能會遭本公司立即開除而不予賠償。於報告期間，本集團未就此發現任何重大違規事件。

Environmental, Social and Governance Report

環境、社會及管治報告

SOCIAL ASPECTS (continued)

Our customers (continued)

Business Ethics

The Group is committed to conducting its business with honesty and zero tolerance on any unethical acts. We will continue to disclose information openly and transparently in compliance with legal requirements.

Policies and Preventive Measures

The Group has formulated anti-corruption and bribery policy, which clearly stated the definition of corruption and bribery and sets out certain preventive and monitoring measures. Our commitments and values are guided by the Employee Handbook and supplemented by different policies. These policies and procedures are regularly reviewed and updated to ensure appropriate ethical business practices and behaviour as well as compliance with corporate and regulatory requirements.

- **Employee Handbook**
Our Employee Handbook sets out principles and code of conduct for acting responsibly in a professional manner in daily operations, including issues related to business ethics, conflicts of interest, bribery, and confidentiality in the workplace.
- **Conflict of Interest Procedure**
The Conflict of Interest Procedure is established to prevent, detect or deter inappropriate activity. On the commencement of the employment, each employee is required to sign the Company's statement of policy governing "Conflicts of Interest". We believe that it could safeguard the interests of the Company and customers, and maintain a good professional image and professional ethics.
- **Anti-Fraud Procedure**
Our Anti-Fraud Procedure includes establishment of communication channels and reporting system to encourage employees to express their concerns on suspected case of corruption. Our management team will investigate the case fairly and seek help from Independent Commission Against Corruption (ICAC) and the police if appropriate.

The Group strictly abides by the laws and regulations relating to bribery, extortion, fraud and money laundering in Hong Kong, including the Prevention of Bribery Ordinance (Cap. 201). During the Reporting Period, the Group was not aware of any significant non-compliance case or related corruption litigation case in this regard. The Group carried out anti-corruption trainings for targeted board members (around 71% of participation) and staff members during the Reporting Period, with a total of 44.5 training hours. The themes included integrity management and ways of avoiding corruption in order to increase staff's awareness towards anti-corruption.

社會層面 (續)

我們的客戶 (續)

商業道德

本集團承諾以誠實的態度開展業務，對任何不道德行為零容忍。我們將繼續努力在法律要求之下公開透明地披露資料。

政策及預防措施

本集團已制定反貪污及賄賂政策，當中明確指出貪污和賄賂的定義，並列出部分防範及監控措施。我們的承諾和價值觀以僱員手冊為指導，並以各種政策為補充。我們會定期審查和更新這些政策和流程，以確保適當的商業道德實踐和行為，以及遵守企業和監管要求。

- **僱員手冊**
我們的僱員手冊載列在日常營運中以專業負責任的方式行事的原則及行為準則，包括商業道德、利益衝突、賄賂及於工作場所的保密等問題。
- **利益衝突程序**
設立利益衝突程序，以防止、識別或阻止不適當活動。每位員工於入職時，必須簽署本公司關於「利益衝突」的政策聲明。我們相信此舉能保障本公司及客戶的利益，並保持良好的專業形象及職業道德。
- **反欺詐程序**
我們的反欺詐程序當中建立了溝通渠道及舉報制度，鼓勵員工對涉嫌貪污的案件表達關切。我們的管理團隊會公平調查有關案件，並在適當情況下向廉政公署及警方尋求協助。

本集團嚴格遵守香港有關賄賂、勒索、欺詐及洗黑錢的法律法規，包括防止賄賂條例(第201章)。於報告期間，本集團並無發現任何重大違規案例或相關貪污訴訟案件。本集團於報告期內為目標董事(參與率約71%)及員工舉辦了反貪污培訓，總培訓時數為44.5小時，主題包括誠信管理和防止貪污的方式以提高員工的反貪意識。

Environmental, Social and Governance Report

環境、社會及管治報告

OUR SOCIETY

Community Investment

The Group is committed to active participation and support of initiatives that benefit the communities. It has always been our mission to contribute to our homeland to fostering harmonious relationships with people and promote the development of our society. Therefore, we invest in resources and hope to share our success with our society. Besides, we donate WEEE products such as computers, printers, photocopiers, kettles or microwave ovens to charitable organisations or send them to recyclers for processing.

Our voluntary team

Our motto and spirit in volunteerism is — “Responsibility is Vital; Achievement originates from Giving”. Our volunteer team participates regularly in community service to serve and help those who are in need. We provide incentives and facilitation measures to encourage our employees and their family members, as well as working partners, to participate in volunteering services, contributing to the local community.

Our volunteer team has participated in volunteering activities over a variety of target groups, including but not limited to the elderly, people living under poverty and patients. We cooperated with organisations such as the Tung Wah Group of Hospitals Chan Feng Men Ling Day Care Centre, Hong Kong Women Workers’ Association, etc., when doing our community services during the Reporting Period.

Corporate Giving and Social Responsibilities

We are committed to bearing the social responsibilities and contributing to society by our strengths and resources. During the Reporting Period, we made both monetary and supplies donation to non-profit organisations, such as to World Vision, Green Hope Hong Kong, etc. We also proposed community partnership projects and use our business expertise to provide voluntary support to non-profit organisations.

Our Contribution

During the Reporting Period, the Group has contributed HKD10,000 in various areas, including community, education, public welfare, etc. We had a total of 38 volunteers who contributed 30 hours in participation of the community services as mentioned above. We hope to set a good example and take the lead in encouraging more cooperations to offer help and support to those in need in society.

我們的社會

社區投資

本集團致力於積極參與及支持有利於社區的各項舉措。為祖國貢獻力量，促進人與人之間的和諧關係，推動社會發展，一直是我們的使命。因此，我們投入資源，希望與社會分享我們的成功。此外，我們將電器電子產品(WEEE)，例如電腦、打印機、複印機、水壺或微波爐等捐贈給慈善組織，或將其發送給回收商進行處理。

我們的義工團隊

我們義工服務的座右銘及精神為「責任至關重要；成就源於奉獻」。我們的義工團隊定期參與社區服務，服務及幫助有需要人士。我們提供激勵及便利措施，鼓勵僱員及其家人、工作夥伴參與義工服務，為當地社區作出貢獻。

我們的義工團隊曾參與不同服務對象的義工活動，包括但不限於長者、貧困人士和病人。於報告期間，我們與東華三院陳馮曼玲長者日間護理中心、香港婦女勞工協會等機構合作進行社區服務。

企業奉獻及社會責任

我們致力於承擔社會責任，以自身的優勢及資源為社會作出貢獻。於報告期間，我們向非牟利組織提供金錢捐贈或物質資助，例如宣明會、香港綠色希望等。我們亦提出社區合作項目，並利用我們的業務專長，為非牟利組織提供義務支援。

貢獻

於報告期間，本集團在不同領域，包括社區、教育、公共福利等捐獻10,000港元。我們共有38名義工貢獻了30小時參與上述的義工活動。我們期望以身作則，鼓勵更多的合作，為社會上有需要的人提供幫助和支持。

Environmental, Social and Governance Report

環境、社會及管治報告

OUR SOCIETY (continued)

Awards and Recognitions

The Group's efforts are recognised by a number of awards during the Reporting Period. The details are as follows:

我們的社會 (續)

獎項及認可

於報告期間，本集團的努力獲得多個獎項的肯定。詳情如下：

Awards and Recognitions 獎項及認可	Given by 授予方
Happy Company 5+ Certificate 開心企業 5+	Promoting Happiness Index Foundation 香港提升快樂指數基金
Caring Company 2022–2023 商界展關懷 2022–2023	The Hong Kong Council of Social Service 香港社會服務聯會
Quality Sub- Contractor — Emerald Bay Quality Sub- Contractor — K. Summit 優質承辦商 — 珺瓏灣 優質承辦商 — 嘉峯匯	Hong Kong Professional Building Inspection Academy 香港專業驗樓學會
11 th Junzi Corporation Award 第十一屆君子企業獎	The Hang Seng University of Hong Kong 香港恒生大學
3 Year+ EcoPioneer EcoPartner	Federation of Hong Kong Industries
5+ Year Caring Certificate 3年+環保先驅標誌 環保傑出伙伴	香港工業總會
5年+愛心關懷證書 Certificate of Appreciation	Environmental Campaign Committee
Hong Kong Green Organisation 2022–2024 參與證書	環境運動委員會
Good MPF Employer e-Contribution Award MPF Support Award	Mandatory Provident Fund Schemes Authority
積金好僱主 積金推廣獎 電子供款獎	強制性公積金計劃管理局
Social Capital Builder Logo Award 社會資本動力標誌獎	Community Investment and Inclusion Fund 社區投資共享基金
InnoESG — ESG Care Prize 2021 「InnoESG 獎項2021」ESG 關愛獎	SocietyNext Foundation, UNESCO Hong Kong Association Glocal Peace Centre, Rotary Action Groups SocietyNext 基金會、香港聯合國教科文組織協會和平 中心、扶輪和平行動小組
Outstanding Smart Living Revolutionary Technology Corporation — Hong Kong Most Valuable Corporation Awards 2021 傑出智慧生活革新科技企業 — 香港最有價值企業大獎2021	Mediazone Group 萬兆豐集團

Environmental, Social and Governance Report

環境、社會及管治報告

OUR SOCIETY *(continued)*

Awards and Recognitions *(continued)*

The awards we achieved are recognitions of the Group's positive impacts on society and the industry on ESG development. Looking ahead, we will continue to support environmental protection, achieve green management and collaborate with all our stakeholders for the development of a sustainable society.

Fighting Epidemic with Concerted and All-out Effort

During the Reporting Period, the COVID-19 epidemic was rampant and caused immense anxiety among the public. Therefore, we introduced multiple epidemic prevention measures to reinforce the protection of our staff, control infection risk and contain the spread of the virus. To prevent the spread of the epidemic, the Group actively disinfected the workplace, distributed rapid antigen tests kits to staff for daily self-testing and delivered disinfection materials to the project sites. Moreover, to demonstrate the spirit of mutual help and convey care, the Group convened its volunteers to deliver anti-epidemic bags to the infected colleagues for their speedy recovery.

The Group also cares about the people in need in our community, "Success Base Love Fund", the charity team under the Group, therefore prepared over a thousand RAT kits for charity associations, namely Green Hope Hong Kong, Hong Kong Women Workers' Association — Cleaning Workers Union and Ngau Tau Kok Caritas Community Centre. The Group hopes to set a good example and take the lead in encouraging more corporations to offer help and support to the needy in society.

All of us in Superland Group have contributed as much as we can to fight against this hardship. We believe that the epidemic will come to an end in the near future and everyone can get back on the right track.

我們的社會 *(續)*

獎項及認可 *(續)*

我們所獲得的獎項是對本集團在可持續發展方面和對社會及行業的正面影響的認可。展望未來，我們將繼續支持環境保護，實現綠色管理，與所有持份者合作，共同建設可持續發展的社會。

齊心協力對抗疫情

於報告期間，COVID-19疫情再次肆虐，第五波疫情更令公眾人心惶惶。我們於是實施及嚴守多項防疫政策，以加強對員工的保障、控制感染風險及防止疫情進一步蔓延及擴散。為及早預防疫情傳播，本集團在辦公室積極進行消毒工作，向員工派發快速抗原檢測試劑供同事每日自行檢測，並向各地盤準備消毒物資。加上，為發揮互助精神並傳遞關懷，本集團更召集義工，為確診同事送上抗疫包協助同事早日康復。

本集團也關心社會上有需要的人士。為此，集團旗下的慈善團隊「創愛基金」，準備了超過一千個快速抗原檢測試劑給慈善團體，如香港綠色希望、香港婦女勞工協會 — 清潔工人職工會和明愛牛頭角社區中心。集團期望以身作則，鼓勵更多的合作，為社會上有需要的人提供幫助和支持。

德合集團全體成員為對抗疫情盡心盡力。相信在不久的將來，疫情將會結束，大家都重回正軌。

Profile of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Executive Directors

Mr. Ng Chi Chiu (“Mr. Ng”), aged 50, is the chairman of the Board, the chief executive officer of the Company, an executive Director and one of our controlling Shareholders. He was appointed as a Director on 11 July 2019 and was re-designated as an executive Director and appointed as the chairman of the Board and the chief executive officer of our Company on 17 December 2019. He is also the chairman of the Nomination Committee. He acquired Success Base Engineering Limited (“**Success Base Engineering**”) in November 2004 and has been a director of Success Base Engineering since then. Mr. Ng has been a director of Team World since its establishment in July 2019. Mr. Ng is responsible for formulating business plan, engaging in major decision making and monitoring the overall operation of our Group. Mr. Ng is the spouse of Ms. Zhao, an executive Director.

Mr. Ng has over 29 years of experience in the fitting-out industry and project management. After finishing his secondary education, he entered the fitting-out industry by working in B.S.C. Interior Contract and Engineering Company Limited, a fitting-out contractor, from April 1991 to September 2001, and his last position held was assistant project manager. Mr. Ng then worked in New Portfolio Design & Engineering Company Limited, a fitting-out contractor, from June 2002 to December 2003 as a general manager responsible for managing fitting-out projects.

Mr. Ng completed his secondary education at Maria College in June 1990.

Ms. Zhao Haiyan Chloe (“Ms. Zhao”), aged 43, was appointed as a Director and was re-designated as an executive Director on 17 December 2019. She joined the Group in July 2012 as an administration manager of Success Base Engineering and held such position till September 2017. Ms. Zhao has been a director of Success Base Engineering since January 2018. Ms. Zhao is responsible for overseeing the financial, administrative and operational matters of our Group. Ms. Zhao is the spouse of Mr. Ng, an executive Director and one of our controlling Shareholders.

Ms. Zhao obtained an adult higher education certificate in art and design from the Shenzhen University in July 2005. She is a licensed individual insurance agent in Hong Kong.

董事

執行董事

吳志超先生(「吳先生」)，50歲，為董事會主席、本公司行政總裁、執行董事及控股股東之一。彼於二零一九年七月十一日獲委任為董事，並於二零一九年十二月十七日調任為執行董事及獲委任為董事會主席兼本公司行政總裁。彼亦為提名委員會主席。彼於二零零四年十一月收購創基工程有限公司(「創基工程」)，自此擔任創基工程之董事。吳先生自Team World於二零一九年七月成立起擔任其董事。吳先生負責制定業務計劃、參與重大決策及監督本集團整體營運。吳先生為執行董事趙女士之配偶。

吳先生於裝修行業及項目管理擁有逾29年經驗。完成中學學業後，彼投身裝修行業，於一九九一年四月至二零零一年九月於恒威聯邦裝飾有限公司(為裝修承建商)任職，而彼的最後職位為助理項目經理。吳先生其後於二零零二年六月至二零零三年十二月於新盈設計工程有限公司(為裝修承建商)任職總經理，負責管理裝修項目。

吳先生於一九九零年六月於瑪利亞書院中學畢業。

趙海燕女士(「趙女士」)，43歲，獲委任為董事及於二零一九年十二月十七日調任為執行董事。彼於二零一二年七月加入本集團擔任創基工程的行政經理並一直任職至二零一七年九月止。趙女士自二零一八年一月起擔任創基工程之董事。趙女士負責主管本集團財務、行政及營運事宜。趙女士為吳先生(執行董事兼控股股東之一)之配偶。

趙女士於二零零五年七月獲得深圳大學成人高等教育文憑(藝術設計學)。彼為香港持牌個人保險代理。

Profile of Directors and Senior Management

董事及高級管理層履歷

Non-executive Director

Mr. Chan Ming Yim (“Mr. Chan”), aged 55, was appointed as a Director and was re-designated as a non-executive Director on 17 December 2019. Mr. Chan is responsible for providing professional opinion and judgment to our Board.

Mr. Chan is experienced in tax matters. Mr. Chan has been the managing director of Anssen Consulting Limited, a tax advisory, since June 2009.

Mr. Chan obtained a bachelor of business in accountancy from RMIT University in Melbourne, Australia in September 1993. He is a committee member of the Australian Chinese Association of Hong Kong from July 2018 to June 2020, was a member of the taxation committee of the Hong Kong General Chamber of Commerce from January 2019 to December 2019, was the deputy president, the chairperson of small and medium enterprises committee and a member of taxation committee and continuing professional development committee of CPA Australia, from January 2019 to December 2019. Mr. Chan is currently a member of the CPA Australia and was the divisional president of Greater China of CPA Australia in 2021. Mr. Chan is currently a member of the independent committee for continuous professional training of Hong Kong Productivity Council.

非執行董事

陳銘嚴先生（「陳先生」），55歲，獲委任為董事及於二零一九年十二月十七日調任為非執行董事。陳先生負責向董事會提供專業意見及判斷。

陳先生在稅務事宜方面擁有豐富經驗。陳先生自二零零九年六月起為稅務顧問公司安勤專業顧問有限公司的董事總經理。

陳先生於一九九三年九月取得澳洲墨爾本皇家墨爾本理工大學會計學商學學士學位。彼於二零一八年七月至二零二零年六月為香港澳洲華人協會委員，於二零一九年一月至二零一九年十二月為香港總商會稅務委員會成員，於二零一九年一月至二零一九年十二月為中小型企業委員會副總裁及主席及澳洲會計師公會稅務委員會及持續專業進修事務委員會成員。陳先生目前為澳洲會計師公會會員及於二零二一年為澳洲會計師公會大中華區分會會長。陳先生目前為香港生產力促進局持續專業培訓獨立委員會成員。

Profile of Directors and Senior Management

董事及高級管理層履歷

Independent non-executive Directors

Dr. Ho Chung Tai Raymond (“Dr. Ho”), aged 84, was appointed as an independent non-executive Director on 16 June 2020. He is also a member of the Audit Committee and Remuneration Committee. Dr. Ho is responsible for supervising and providing independent judgment to the Board.

Dr. Ho has over 50 years of experience in civil, structural, environmental and geotechnical engineering industries and has directly managed a number of mega-sized engineering projects. Dr. Ho obtained a bachelor of science in engineering from the University of Hong Kong in November 1963 and a diploma for advanced studies in engineering and soil mechanics from the Victoria University of Manchester (currently known as the University of Manchester), United Kingdom, in July 1964. Dr. Ho received a degree of doctor of philosophy in civil engineering from the City University of London, United Kingdom, in June 1971, an honorary degree of doctor of business administration from the City University of Hong Kong in November 1999 and an honorary doctor of laws from the University of Manchester, United Kingdom, in September 2001.

Dr. Ho has been an independent non-executive director of Deson Development International Holdings Limited (stock code: 262) since December 1994, GCL-Poly Energy Holdings (stock code: 3800) since September 2007, Chinlink International Holdings Limited (stock code: 997) since December 2013, AP Rentals Holdings Limited (stock code: 1496) since March 2016, and was an independent non-executive director of China State Construction International Holdings Limited (stock code: 3311) from June 2005 to June 2019 and an independent non-executive director of Fu Shek Financial Holdings Limited (stock code: 2263) from January 2020 to October 2021. Dr. Ho was a non-executive director and the chairman of the SCUD Group Limited (currently known as Veson Holdings Limited) (stock code: 1399) from September 2018 to June 2020. The shares of all the above companies are listed on the Main Board of the Stock Exchange.

Dr. Ho also served as a professional advisor to the Office of the Ombudsman of Hong Kong from October 2015 to September 2021, a position in which he previously served from July 1995 to March 2013, and as the honorary chairman of the Safety advisory committee of the Guangdong Daya Bay Nuclear Plant. Dr. Ho was a board member of the Airport Authority Hong Kong from 2008 to 2014, the Hong Kong Deputy to the 10th and 11th National People’s Congress of the PRC, a member of the HKSAR Commission on Strategic Development from 2007 to 2012, a member of the 1st, 2nd, 3rd and 4th Legislative Council (Engineering Functional Constituency) and the council chairman of the City University of Hong Kong from 1992 to 1994.

獨立非執行董事

何鍾泰博士（「何博士」），84歲，於二零二零年六月十六日獲委任為獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。何博士負責監督董事會及向其提供獨立判斷。

何博士於土木、結構、環保及岩土工程業擁有逾50年經驗，曾直接管理多項大型工程項目。何博士於一九六三年十一月取得香港大學土木工程學士學位並於一九六四年七月取得英國曼徹斯特維多利亞大學（現稱為曼徹斯特大學）岩土工程學研究院文憑。何博士於一九七一年六月取得英國倫敦城市大學土木工程博士學位，於一九九九年十一月取得香港城市大學榮譽工商管理學博士學位及於二零零一年九月取得英國曼徹斯特大學榮譽法學博士學位。

何博士分別自一九九四年十二月、二零零七年九月、二零一三年十二月、二零一六年三月起擔任迪臣發展國際集團有限公司（股份代號：262）、保利協鑫能源控股有限公司（股份代號：3800）、普匯中金國際控股有限公司（股份代號：997）、亞積邦租賃控股有限公司（股份代號：1496）的獨立非執行董事，以及於二零零五年六月至二零一九年六月擔任中國建築國際集團有限公司（股份代號：3311）的獨立非執行董事及於二零二零年一月至二零二一年十月擔任富石金融控股有限公司（股份代號：2263）的獨立非執行董事。何博士自二零一八年九月至二零二零年六月為飛毛腿集團有限公司（現稱為銳信控股有限公司）（股份代號：1399）的非執行董事及主席。上述公司的股份均於聯交所主板上市。

何博士自二零一五年十月至二零二一年九月亦擔任香港申訴專員公署專業顧問，彼於一九九五年七月至二零一三年三月曾任有關職位，以及擔任廣東省大亞灣核電站安全諮詢委員會榮譽主席。何博士於二零零八年至二零一四年曾任香港機場管理局董事會成員，曾任中國第十屆及第十一屆全國人民代表大會香港區代表，於二零零七年至二零一二年曾任香港特別行政區策略發展委員會成員及曾任立法會第一屆、第二屆、第三屆及第四屆工程界功能組別議員及於一九九二年至一九九四年曾任香港城市大學校董會主席。

Profile of Directors and Senior Management 董事及高級管理層履歷

Mr. Yip Chun On (“Mr. Yip”), aged 47, was appointed as an independent non-executive Director on 16 June 2020. He is also the chairman of the Audit Committee and a member of Remuneration Committee and Nomination Committee. Mr. Yip is responsible for supervising and providing independent judgment to the Board.

Mr. Yip has over 20 years of experience in accounting and auditing. He worked as an auditor for Chan Chee Cheng & Co., a firm of certified public accountants, from August 1997 to March 2000. He then worked in Deloitte Touche Tohmatsu from March 2000 to November 2003 and his last position held was senior accountant II. From April 2004 to January 2005, Mr. Yip worked in CSC Securities (HK) Limited as an assistant manager in the investment banking department. From February 2005 to May 2005, Mr. Yip was employed by the Grant Thornton and worked as a supervisor in the assurance division. He was the group financial controller and deputy company secretary at Amco United Holding Limited (stock code: 630) (formerly known as Guojin Resources Holdings Limited and Jackin International Holdings Limited), from May 2005 to May 2010. From June 2010 to October 2015, he worked as an assistant financial controller in Fountain Set (Holdings) Limited (stock code: 420). Shares of both Amco United Holding Limited and Fountain Set (Holdings) Limited are listed on the Main Board of the Stock Exchange. Mr. Yip has been the managing director of AdviseOnAir to provide internal control, risk management review and consulting services since April 2016. Mr. Yip was assigned to facilitate Qualification Programme of Hong Kong Institute of Certified Public Accountants (“QP”) workshop classes from 2005 to 2019, to perform marking for QP examinations from 2005 to 2019 and to prepare script review reports for QP examinations from 2008 to 2018. He was a part-time lecturer in the School of Continuing and Professional Education, City University of Hong Kong from October 2008 to August 2019.

Mr. Yip was an independent non-executive director of China Nature Energy Technology Holdings Limited (stock code: 1597), a company listed on the Main Board of the Stock Exchange, from September 2020 to December 2022.

Mr. Yip Chun On was appointed as a chief financial officer of SinoCloud Group Limited (stock code: SGX: 5EK), a company listed on the Singapore Exchange Limited, on 1 November 2021.

葉俊安先生(「葉先生」)，47歲，於二零二零年六月十六日獲委任為獨立非執行董事。彼亦為審核委員會主席及薪酬委員會及提名委員會成員。葉先生負責監督董事會及向其提供獨立判斷。

葉先生擁有逾20年會計及審計經驗。彼於一九九七年八月至二零零零年三月任職執業會計師事務所陳池鄭會計師事務所核數師。其後，彼於二零零零年三月至二零零三年十一月任職於德勤•關黃陳方會計師行，最後職位為二級高級會計師。於二零零四年四月至二零零五年一月，葉先生任職於群益證券(香港)有限公司投資銀行部助理經理。於二零零五年二月至二零零五年五月，葉先生受聘於致同，擔任保證部主管。彼於二零零五年五月至二零一零年五月擔任雋泰控股有限公司(股份代號：630)(前稱為國金資源控股有限公司及輝影國際集團有限公司)集團財務總監及助理公司秘書。於二零一零年六月至二零一五年十月，彼於福田實業(集團)有限公司(股份代號：420)擔任助理財務總監。雋泰控股有限公司及福田實業(集團)有限公司的股份均於聯交所主板上市。葉先生自二零一六年四月起擔任AdviseOnAir董事總經理，提供內部監控、風險管理審閱及諮詢服務。葉先生於二零零五年至二零一八年獲委任協助香港會計師公會專業資格課程(「QP」)講習班，並於二零零五年至二零一八年為QP考試進行評分，及於二零零八年至二零一八年為QP考試擬備稿件審閱報告。彼於二零零八年十月至二零一八年八月在香港城市大學專業進修學院擔任兼職講師。

於二零二零年九月至二零二二年十二月，葉先生擔任聯交所主板上市公司中國納泉能源科技控股有限公司(股份代號：1597)的獨立非執行董事。

葉俊安先生於二零二一年十一月一日獲委任為SinoCloud Group Limited(一間於新加坡證券交易所有限公司上市的公司，股份代號：SGX: 5EK)的首席財務官。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Yip obtained a bachelor of arts in accountancy from the Hong Kong Polytechnic University in November 1997. He was admitted as a member of the Association of Chartered Certified Accountants in November 2000, and has been an associate of the Hong Kong Society of Accountant (currently known as the Hong Kong Institute of Certified Public Accountants) since April 2001. He also completed the Licensing Examination for Securities and Futures Intermediaries held by Hong Kong Securities Institute for fundamentals of securities and futures regulation, financial markets and securities in April 2004.

Prof. Chau Kwong Wing (“Prof. Chau”), aged 62, was appointed as an independent non-executive Director on 16 June 2020. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Prof. Chau is responsible for supervising and providing independent judgment to the Board.

Prof. Chau has over 36 years of experience in real estate research and consultancy. He was employed by the University of Hong Kong as demonstrator in Department of Building from August 1984 to December 1986, assistant lecturer in the Department of Surveying from January 1987 to December 1988, lecturer in the Department of Surveying from January 1989 to October 1994, associate dean in the Faculty of Architecture from March 1991 to June 1996, senior lecturer in the Department of Real Estate and Construction from November 1994 to June 1998, associate dean in the Faculty of Architecture from November 1996 to December 1998, professor in the Department of Real Estate and Construction from July 1998 to October 2000, associate dean in the Faculty of Architecture from February 1999 to February 2002, Dean of Faculty of Architecture from February 2002 to February 2006 and Head of Department of Real Estate and Construction from October 2013 to October 2019. He has been a chair professor in the Department of Real Estate and Construction since November 2000. Prof. Chau has also served as guest professor of Tianjin University, guest professor of Tsinghua University, consulting professor of South China University of Technology and visiting professor of Chongqing University.

Prof. Chau was appointed by the Hong Kong government to serve as a member for the Appeal Tribunal Panel (Buildings) from December 2000 to November 2006, the Appeal Board Panel (Town Planning) from October 2006 to September 2012, the Geotechnical Engineers Registration Committee Panel from January 2008 to January 2012, the Home Purchase Allowance Appeals Committee Panel from July 2011 to July 2017, the Estate Agent Authority from November 2012 to October 2018, the Appeal Board Panel under the Urban Renewal Authority Ordinance from July 2013 to June 2019, the Land and Development Advisory Committee from July 2015 to June 2021, and the Task Force on Land Supply from September 2017 to February 2019.

葉先生於一九九七年十一月取得香港理工大學會計學文學士學位。彼於二零零零年十一月獲認可為英國特許公認會計師公會會員，及自二零零一年四月起為香港會計師公會會員。彼亦於二零零四年四月完成香港證券專業學會舉辦有關基本證券及期貨規例、金融市場及證券的證券及期貨從業員資格考試。

鄒廣榮教授(「鄒教授」)，62歲，於二零二零年六月十六日獲委任為獨立非執行董事。彼亦為薪酬委員會主席及審核委員會及提名委員會成員。鄒教授負責監督董事會及向其提供獨立判斷。

鄒教授擁有逾36年房地產研究及諮詢經驗。彼於一九八四年八月至一九八六年十二月獲香港大學聘用為建造系助教，一九八七年一月至一九八八年十二月為測量系助理講師，一九八九年一月至一九九四年十月為測量系講師，一九九一年三月至一九九六年六月為建築學院副院長，一九九四年十一月至一九九八年六月為房地產及建設系高級講師，一九九六年十一月至一九九八年十二月為建築學院副院長，一九九八年七月至二零零零年十月為房地產及建設系教授，一九九九年二月至二零零二年二月為建築學院副院長，二零零二年二月至二零零六年二月為建築學院院長及二零一三年十月至二零一九年十月為房地產及建設系系主任。彼自二零零零年十一月起擔任房地產及建設系講座教授。鄒教授亦曾任天津大學客座教授、清華大學客座教授、華南理工大學顧問教授及重慶大學訪問教授。

鄒教授獲香港政府委任擔任以下組織的成員：上訴審裁團(建築物)(由二零零零年十二月至二零零六年十一月)；上訴委員會(城市規劃)(由二零零六年十月至二零一二年九月)；岩土工程師註冊事務委員會委員團(由二零零八年一月至二零一二年一月)；自置居所津貼上訴委員會委員團(由二零一一年七月至二零一七年七月)；地產代理監管局(由二零一二年十一月至二零一八年十月)；市區重建條例項下上訴委員會(由二零一三年七月至二零一九年六月)；土地及建設諮詢委員會(由二零一五年七月至二零二一年六月)；及土地供應專責小組(由二零一七年九月至二零一九年二月)。

Profile of Directors and Senior Management

董事及高級管理層履歷

Prof. Chau obtained a bachelor of science in building studies in November 1983, bachelor of building in November 1984 and doctor of philosophy in November 1991, all from the University of Hong Kong. He was elected a fellow of the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors in November 2001 and August 2002, respectively, and was admitted a fellow of the Chartered Institute of Building in October 2003. Prof. Chau was elected president of the Asian Real Estate Society, the Hong Kong Institute of Surveyors and the Chinese Research Institute of Construction Management from 1996 to 1997, from 2009 to 2010 and from 2014 to 2016, respectively.

SENIOR MANAGEMENT

Mr. Leung Man Chun (“Mr. Leung”), aged 46, is the contract manager of our Group. He joined the Group in June 2008 and is mainly responsible for monitoring the contract department of the Group.

Mr. Leung has over 20 years of experience in the construction industry and project management. Prior to joining our Group, he worked as an assistant quantity surveyor for C.S. Toh & Sons & Associates, a construction cost consultant, from July 1998 to May 1999. He then worked in Pat Davie Limited, a fitting-out contractor, as an assistant quantity surveyor from May 1999 to June 2000. From August 2001 to October 2006, he worked in Decca Limited as a quantity surveyor.

Mr. Leung obtained a higher diploma in building technology and management in November 1998 and a bachelor of science in construction economics and management in December 2007, both from the Hong Kong Polytechnic University. Mr. Leung was elected as a professional member of the Royal Institution of Chartered Surveyors in October 2016, and was admitted as a member of the Australian Institute of Building from July 2017 to March 2018.

鄒教授分別於一九八三年十一月、一九八四年十一月及一九九一年十一月取得香港大學建造學理學士學位、建造學學士學位及哲學博士學位。彼分別於二零零一年十一月及二零零二年八月獲選為皇家特許測量師學會及香港測量師學會資深會員及於二零零三年十月獲認可為特許建造學會資深會員。鄒教授分別於一九九六年至一九九七年、二零零九年及二零一零年及二零一四年至二零一六年獲選為亞洲房地產學會、香港測量師學會及中華建設管理研究會主席。

高級管理層

梁文俊先生(「梁先生」)，46歲，為本集團合約經理。彼於二零零八年六月加入本集團並主要負責監督本集團合約部。

梁先生擁有逾20年建造業及項目管理經驗。於加入本集團前，彼於一九九八年七月至一九九九年五月任職杜志成父子有限公司(為建築成本顧問)助理工料測量師。其後，彼於一九九九年五月至二零零零年六月任職德基設計工程有限公司(為裝修承建商)助理工料測量師。於二零零一年八月至二零零六年十月，彼任職達藝室內工程有限公司工料測量師。

梁先生分別於一九九八年十一月及二零零七年十二月取得香港理工大學建築科技及管理學高級文憑及建築經濟及管理學理學士學位。梁先生於二零一六年十月獲選為皇家特許測量師學會專業會員及於二零一七年七月至二零一八年三月獲認可為澳洲建造師學會會員。

Profile of Directors and Senior Management

董事及高級管理層履歷

Mr. Choi Yuk Ming (“Mr. Choi”), aged 51, is the financial controller of our Group. He joined the Group in December 2007 and is mainly responsible for accounting and finance management of the Group.

Mr. Choi has over 20 years of experience in accounting. Prior to joining the Group, he worked as a senior accounts clerk in BB Telecom Limited from August 1996 to July 1997. He was an accounting officer in C.A. Pacific Forex Limited from August 1997 to April 1998. From May 1998 to October 2004, Mr. Choi worked in Philips Electronics Hong Kong Limited and his last position held was assistant accountant. From October 2005 to November 2007, he worked in Union Technology International (MCO) Company Limited and his last position held was accounting manager. He was a director of Hong Kong Decoration & Engineering Association Limited, a company limited by guarantee that engages in promoting the fitting-out industry in Hong Kong, from March 2019 to August 2019.

Mr. Choi obtained a bachelor of science in finance from the City University of Hong Kong in December 1996. He was admitted as a member and a fellow of the Association of Chartered Certified Accountants in May 2003 and May 2008, respectively, and has been a member of the Hong Kong Institute of Certified Public Accountants since January 2005.

Mr. Shum Hoi Luen (“Mr. Shum”), aged 47, was appointed as the Company Secretary on 17 December 2019 and is responsible for the secretarial affairs of the Group.

Mr. Shum has over 20 years of experience in accounting and auditing and over 10 years of experience in company secretarial affairs. Mr. Shum is currently the financial controller and company secretary of Infinity Development Holdings Company Limited (previously known as Infinity Chemical Holdings Company Limited) (stock code: 640), a company listed on the Main Board of the Stock Exchange, responsible for overseeing its company secretarial affairs, corporate governance and corporate finance matters.

蔡旭明先生(「蔡先生」)，51歲，為本集團財務總監。彼於二零零七年十二月加入本集團並主要負責本集團會計及財務管理。

蔡先生擁有逾20年會計經驗。於加入本集團前，彼於一九九六年八月至一九九七年七月任職必備通訊有限公司高級會計文員。彼於一九九七年八月至一九九八年四月任職正達金融策略有限公司會計主任。於一九九八年五月至二零零四年十月，蔡先生於飛利浦電子香港有限公司任職，最後職位為助理會計師。於二零零五年十月至二零零七年十一月，彼於聯力科技國際(澳門離岸商業服務)股份有限公司任職，最後職位為會計經理。於二零一九年三月至二零一九年八月，彼為香港工程裝飾商會有限公司董事，其為擔保有限公司，於香港從事推廣裝修行業。

蔡先生於一九九六年十二月取得香港城市大學金融理學士學位。彼分別於二零零三年五月及二零零八年五月獲認可為特許公認會計師公會會員及資深會員，並自二零零五年一月起成為香港會計師公會會員。

沈凱聯先生(「沈先生」)，47歲，於二零一九年十二月十七日獲委任為公司秘書並負責本集團秘書事務。

沈先生於會計及審計方面擁有逾20年經驗，並於公司秘書事務方面擁有逾10年經驗。沈先生目前為星謙發展控股有限公司(前稱星謙化工控股有限公司)(股份代號：640)，為於聯交所主板上市的公司的財務總監及公司秘書，負責監控其公司秘書事務、企業管治及企業融資事宜。

Report of the Directors

董事會報告

The Directors present their annual report together with the audited financial statements of the Company and the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is a Hong Kong-based investment holding company. The principal activities and other particulars of its principal subsidiaries are set out in note 30(a) to the consolidated financial statements.

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the section of "Management Discussion and Analysis" set out on pages 5 to 11 of this annual report. These discussions form part of the Report of the Directors. In addition, details of the Group's financial risk management are disclosed in note 3 to the consolidated financial statements.

ENVIRONMENTAL POLICIES AND PERFORMANCE AND RELATIONSHIP WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group is committed to environmental protection.

Environmental policies have been adopted by the Group for implementation of environmentally friendly measures and practices in the operation of the Group's businesses. The Group has also reviewed its environmental policies and performance from time to time in order to minimise the environmental impacts from our business operations.

The Group is committed to providing an equal opportunities, a harmonious and diversified working environment to our employees.

The Group maintains active relationship with our customers in the industry to explore potential business opportunities and is highly committed to delivering premium and quality services to our customers.

The Group maintains a list of approved suppliers (based on their prices, quality, past performance and capacity).

During the year, there was no material dispute or argument between the Group and its employees, suppliers and customers.

董事謹此提呈本公司及本集團截至二零二二年十二月三十一日止年度的年報及經審核財務報表。

主要業務及業務回顧

本公司為一間香港投資控股公司。其主要附屬公司主要業務及其他詳情均載於綜合財務報表附註30(a)。

按照公司條例(香港法例第622章)附表5規定對本集團業務活動所作的深入討論及回顧,已包括對本集團面對的主要風險及不明朗因素的描述及本集團業務相當可能有的未來發展的揭示,彼等均載於本年報第5頁至第11頁之「管理層討論及分析」一節內。該等討論構成董事會報告的一部分。此外,本集團財務風險管理之詳情於綜合財務報表附註3披露。

環境政策及表現以及與僱員、供應商及客戶的關係

本集團致力於環境保護。

本集團已採納環保政策以執行本集團業務營運的環保措施及常規。本集團亦不時檢討其環境政策及表現,以將我們業務營運對環境的影響減至最低。

本集團致力為僱員提供平等機會以及和諧多元的工作環境。

本集團與業內客戶保持積極合作關係以探索潛在商機,並致力為客戶提供高端及優質服務。

本集團備存獲認可供應商的名單(基於其價格、質量、過往表現及能力)。

年內,本集團與其僱員、供應商及客戶之間概無重大糾紛或爭議。

Report of the Directors

董事會報告

Further discussion and review on the environmental policies and performance and relationship with employees, suppliers and customers of the Group as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), can be found in the Environmental, Social and Governance Report set out on pages 31 to 77 of this annual report. This discussion forms part of this Report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group continues to commit to complying with the relevant laws and regulations, such as the Companies Act (as revised), of the Cayman Islands, the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), the SFO, the Listing Rules and other relevant laws and regulations. So far as the Board is concerned, there were no material breaches of or non-compliance with the relevant rules and regulations by our Group that have significant impacts on the business and operations of our Group.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 12 to 30.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 and the Group's financial position as at 31 December 2022 are set out in the consolidated financial statements on pages 105 to 187.

The Board does not recommend the payment of a final dividend to the Shareholders for the year ended 31 December 2022.

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the Prospectus and the published audited consolidated financial statements, is set out on page 188 of this annual report. This financial summary does not form part of the audited consolidated financial statements.

DONATION

The Group made donation of approximately HK\$59,000 for the year ended 31 December 2022 (2021: approximately HK\$23,000).

按照公司條例(香港法例第622章)附表5規定對本集團環境政策及表現以及與僱員、供應商及客戶的關係所作的深入討論及回顧，均載於本年報第31頁至第77頁的環境、社會及管治報告。該等討論為本董事會報告的一部分。

遵守法律及規例

本集團一直致力於遵守相關法律及法規，例如開曼群島公司法(經修訂)、公司條例(香港法例第622章)、證券及期貨條例、上市規則及其他相關法律及法規。據董事會所知悉，本集團並無重大違反或不遵守對本集團業務及營運構成重大影響的相關規則及規例。

企業管治

本公司採納之主要企業管治常規載於第12頁至第30頁之企業管治報告。

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的業績及本集團於二零二二年十二月三十一日的財務狀況載於第105頁至第187頁之綜合財務報表。

董事會不建議向股東派付截至二零二二年十二月三十一日止年度的末期股息。

財務概要

本集團過往五個財政年度的已公佈業績以及資產及負債概要(摘錄自招股章程及已刊發經審核綜合財務報表)載於本年報第188頁。本財務摘要並不構成經審核綜合財務報表的一部分。

捐款

本集團於截至二零二二年十二月三十一日止年度作出約為59,000港元的慈善捐款(二零二一年：約為23,000港元)。

PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group for the year ended 31 December 2022 are set out in note 14 to the consolidated financial statements.

SHARE CAPITAL

There were no movements in either the Company's authorised or issued share capital during the year.

SHARE OPTIONS

Share Option Scheme

The Company's share option scheme (the "Share Option Scheme") was conditionally adopted on 16 June 2020 and shall be valid until 15 June 2030. The Share Option Scheme is established to recognise and acknowledge the contributions the eligible participants have had or may have made to the Group. The Share Option Scheme will provide the eligible participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivating the eligible participants to optimise their performance and efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group. Further details of the Share Option Scheme were set forth in the section headed "Statutory and general information — D. Share Option Scheme" in Appendix IV to the Prospectus.

Participants

Persons eligible to participate in the Share Option Scheme include (i) any full-time or part-time employees, executives or officers of the Group; (ii) any Directors or directors of any of the Company's subsidiaries; (iii) any advisers, consultants, suppliers, customers and agents to the Group; and (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

Maximum number of Shares

As at 1 January 2022, 31 December 2022 and the date of this annual report, the total number of Shares available for issue under the Share Option Scheme was 76,000,000, representing 9.5% of the issued Shares (as 4,000,000 share options were granted during the year ended 31 December 2021 and subsequently forfeited and cancelled for the year ended 31 December 2022, which represented 0.5% of the issued Shares).

機械及設備

於截至二零二二年十二月三十一日止年度，本集團的機械及設備變動詳情載於綜合財務報表附註14。

股本

年內，本公司之法定或已發行股本概無變動。

購股權

購股權計劃

本公司之購股權計劃（「購股權計劃」）於二零二零年六月十六日獲有條件採納，並有效至二零三零年六月十五日。設立購股權計劃旨在認可及承認合資格參與者對本集團已作出或可能作出的貢獻。購股權計劃為合資格參與者提供於本公司擁有個人權益的機會，並旨在達成下列目標：(i) 鼓勵合資格參與者為本集團利益完善彼等之表現及效率；及(ii) 吸納及挽留作出對本集團長遠發展有所裨益的貢獻的合資格參與者或以其他方式維持與其持續的業務關係。購股權計劃的進一步詳情載於招股章程附錄四「法定及一般資料 — D. 購股權計劃」一節。

參與者

合資格參與購股權計劃的人士包括(i) 本集團任何全職或兼職僱員、行政人員或高級職員；(ii) 任何董事或本公司任何附屬公司的董事；(iii) 本集團的任何顧問、諮詢人員、供應商、客戶及代理人；及(iv) 董事會全權認為將會或已對本集團作出貢獻的其他人士。

最高股份數目

於二零二二年一月一日、二零二二年十二月三十一日及本年報日期，根據購股權計劃可發行的股份總數為76,000,000股，佔已發行股份的9.5%（因為截至二零二一年十二月三十一日止年度4,000,000份購股權已根據購股權計劃授出，並隨後於截至二零二二年十二月三十一日止年度撤銷及註銷，即佔已發行股份的0.5%）。

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Maximum entitlement of each participant

The maximum number of Shares issuable under share options to each participant under the Share Option Scheme within any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of such limit will be subject to Shareholders' approval in a general meeting (with such selected participant and his associates abstaining from voting).

Share options granted to a Director, chief executive of the Company or substantial Shareholder, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial Shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the issued share capital of the Company or with an aggregate value (based on the price of the Shares at the date of grant) in excess of HK\$5 million, within any 12-month period up to the date of grant, are subject to Shareholders' approval in advance in a general meeting (with such grantee, his associates and all core connected persons of the Company abstaining from voting).

Time of exercise of an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. Subject to any vesting period applicable to share options as determined by the Board, the Share Option Scheme does not provide for a minimum period for which an option must be held before it can be exercised.

Grant of option and acceptance of an offer of options

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. Such relevant acceptance date shall be determined by the Board and set out in the relevant offer document.

每名參與者可認購之最高股份數目

在截至授予日期的任何12個月內，根據購股權計劃授予每名參與者的最高股份數目不得超過本公司於授予日期的已發行股本的1%。任何超過相關限額的進一步授出購股權，須於股東大會上獲股東批准（該獲選參與者及其聯繫人須放棄投票）。

授予董事、本公司行政總裁或主要股東或其彼等任何聯繫人的購股權，須事先獲獨立非執行董事批准。此外，任何授予主要股東或獨立非執行董事或其彼等任何聯繫人的任何購股權，倘於截至授予日期的任何12個月內超過本公司已發行股本的0.1%或總價值（根據授予日期的股份價格）超過5百萬港元，須事先於股東大會上獲股東批准（該承授人、其聯繫人及本公司所有核心關連人士須放棄投票）。

行使購股權的期限

根據購股權計劃的條款，購股權可在被視為授予及接納購股權的日期之後及從該日期起十年屆滿之前的任何時間內行使。行使購股權的期限將由董事會全權決定，惟於授予購股權起計十年後，不得行使購股權。受制於董事會所制定適用於購股權的任何歸屬期，購股權計劃並無規定於行使之前必須持有購股權的最低期限。

授予購股權及接納購股權要約

當本公司於有關接納日期或之前收到由承授人正式簽署構成接納購股權之一式兩份要約文件，連同匯入本公司的1.00港元匯款（作為獲授購股權的代價）時，購股權將被視為已授予及獲承授人接納，並已生效。有關接納日期應由董事會釐定，且載於有關要約文件中。

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Movements in the outstanding share options under the Share Option Scheme during the reporting period were as follows:

報告期間購股權計劃項下尚未行使的購股權變動如下：

Category of participant 參與者類別	Number of share options 購股權數目					Date of grant of the share options 購股權授出日期	Exercise period of the share options 購股權行使期	Exercise price of the share options per Share* 購股權每股行使價* HK\$ 港元	Price of the Share 股份價格	
	At 1 January 2022 於二零二二年一月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/cancelled during the year 年內 撤銷/註銷	At 31 December 2022 於二零二二年十二月三十一日				As at the Date of Grant of the share options** 於購股權授出日期** HK\$ 港元	As at the date of exercise of the share options* 於購股權行使日期* HK\$ 港元
Consultant 顧問	4,000,000	-	-	(4,000,000)	-	1 April 2021 (the "Date of Grant") 二零二一年四月一日 (「授出日期」)	1 April 2022 to 31 March 2031 二零二二年四月一日至二零三一年三月三十一日	0.712	0.66	N/A 不適用

* The exercise price of the share options per Share is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 在供股或紅利發行，或本公司股本的其他類似變化的情況下，購股權每股行使價可能會有所調整。

The exercise price of the share options per Share shall be determined by the Board in its absolute discretion but in any event shall not be less than the highest of:

購股權的每股股份行使價由董事會全權釐定，惟無論如何不得低於下列各項中最高者：

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the business day on which the share options are granted;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date on which the share options are granted; and
- (iii) the nominal value of the Shares.

- (i) 於購股權獲授出營業日聯交所每日報價表所報股份收市價；
- (ii) 緊接購股權授出日期前五個營業日聯交所每日報價表所報股份平均收市價；及
- (iii) 股份面值。

** The price of the Share disclosed as at the Date of Grant of the share options is the Stock Exchange closing price of the Share on the trading day immediately prior to the Date of Grant of the share options.

** 於購股權授出日期所披露的股份價格為股份緊接購股權授出日期前一個交易日的聯交所收市價。

The price of the Share disclosed as at the date of exercise of the share options is the weighted average closing price of the Shares on trading day immediately prior to the date of exercise of the share options.

於購股權行使日期所披露的股份價格為股份緊接購股權行使日期前一個交易日的加權平均收市價。

All of these 4,000,000 share options were valid for a period of ten years commencing from the Date of Grant and subject to the following vesting periods:

該4,000,000份購股權全部有效期為從授出日期起計10年，並受限於以下歸屬期：

- (i) up to a maximum of 25% of the total share options granted to the Grantee will be vested on the first anniversary date of the Date of Grant (i.e. 1 April 2022) provided that the Grantee has completed his/her services up to 28 February 2022;
- (ii) up to a maximum of 18.75% of the total share options granted to the Grantee will be vested on the second anniversary date of the Date of Grant (i.e. 1 April 2023) provided that the Grantee has completed his/her services up to 28 February 2022;

- (i) 授予承授人的購股權總數最多25%將於授出日期第一個週年當日(即二零二二年四月一日)歸屬，惟承授人須於截至二零二二年二月二十八日完成其服務；
- (ii) 授予承授人的購股權總數最多18.75%將於授出日期第二個週年當日(即二零二三年四月一日)歸屬，惟承授人須於截至二零二二年二月二十八日完成其服務；

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- (iii) up to a maximum of 18.75% of the total share options granted to the Grantee will be vested on the second anniversary date of the Date of Grant (i.e. 1 April 2023) provided that the Grantee has completed his/her services up to 28 February 2023; and
- (iv) the remaining balance of the share options granted will be vested upon the third anniversary date of the Date of Grant (i.e. 1 April 2024) provided that the Grantee has completed his/her services up to 28 February 2023.

As at the Date of Grant, share options exercisable into a total of 4,000,000 Shares granted under the Share Option Scheme remained outstanding, representing 0.5% of the total number of issued Shares.

For grantees who fail to meet the applicable vesting conditions, the unvested share options are forfeited, either in whole or in part. Forfeited share options are cancelled.

All of these 4,000,000 share options were forfeited and cancelled for the year ended 31 December 2022.

Save as disclosed above, the Company did not grant any share options under the Share Option Scheme to any other persons during the year under review that is required to be disclosed under rule 17.07 of the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the Companies Act (as revised), of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

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

For the year ended 31 December 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any other listed securities of the Company.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company's securities.

- (iii) 授予承授人的購股權總數最多 18.75% 將於授出日期第二個週年當日(即二零二三年四月一日)歸屬, 惟承授人須於截至二零二三年二月二十八日完成其服務; 及
- (iv) 餘下已授出購股權將於授出日期第三個週年當日(即二零二四年四月一日)歸屬, 惟承授人須於截至二零二三年二月二十八日完成其服務。

於授出日期, 本公司根據購股權計劃已授出而尚未行使之購股權合共 4,000,000 股股份, 佔已發行股份總數之 0.5%。

對於未能符合適用的歸屬條件的承授人, 其未歸屬的購股權會全部或部分被撤銷。被撤銷的認股權會被註銷。

截至二零二二年十二月三十一日止年度, 該 4,000,000 份購股權已悉數被撤銷及註銷。

除上文所披露外, 本公司於回顧年內並無根據購股權計劃向任何其他人士授出任何購股權而須按上市規則第 17.07 條規定予以披露。

優先購買權

細則或開曼群島公司法(經修訂)並無載列有關本公司須按比例向現有股東提呈新股份的優先購買權條文。

購買、出售或贖回本公司上市證券

截至二零二二年十二月三十一日止年度, 本公司及其任何附屬公司概無購買、出售或贖回本公司任何其他上市證券。

稅務寬減及豁免

董事並不知悉股東因其持有本公司證券而享有任何稅務寬減或豁免。

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2022, calculated under the Companies Act (as revised), of the Cayman Islands, amounted to approximately HK\$52,650,000 (2021: approximately HK\$57,838,000). The share premium account of the Company is available for distribution or paying dividends to the Shareholders subject to the provisions of the Articles and provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts immediately as they fall due in the ordinary course of business.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue from the five largest customers of the Group accounted for approximately 89.2% of the Group's total revenue and revenue from the largest customer of the Group accounted for approximately 28.2% of the Group's total revenue for the year ended 31 December 2022. The aggregate purchases from the five largest suppliers and aggregate subcontracting fees paid to the subcontractors of the Group accounted for approximately 54.9% of the Group's total purchases and approximately 34.0% of the Group's total subcontracting fees for the year ended 31 December 2022 respectively. The purchases from the largest supplier and subcontracting fees paid to the largest sub-contractor of the Group accounted for approximately 38.7% of the Group's total purchases and approximately 15.4% subcontracting fees for the year ended 31 December 2022 respectively.

None of the Directors, their close associates or any Shareholders (which, to the knowledge of the Directors, owns more than 5% of the shares of the Company) had any interests in the five largest customers or suppliers of the Group.

DIRECTORS

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

Executive Directors

Mr. Ng Chi Chiu (*Chairman and Chief Executive Officer*)
Ms. Zhao Haiyan Chloe
Ms. Ho Nga Ling
(Resignation with effect from 31 August 2022)

Non-executive Director

Mr. Chan Ming Yim

Independent Non-executive Directors

Dr. Ho Chung Tai Raymond
Mr. Yip Chun On
Prof. Chau Kwong Wing

可供分派儲備

於二零二二年十二月三十一日，本公司的可供分派儲備（按開曼群島公司法（經修訂）計算）約為52,650,000港元（二零二一年：約為57,838,000港元）。本公司的股份溢價賬可供分派予股東或可用於向股東派息，惟須受細則規限，並且緊隨分派或派付股息後本公司須有能力即時償還日常業務過程中到期償還的債項。

主要客戶及供應商

截至二零二二年十二月三十一日止年度，本集團來自五大客戶的總收益佔本集團總收益的約89.2%，其中來自最大客戶的收益佔本集團總收益的約28.2%。本集團來自五大供應商的採購總額及向分包商支付的分包費用總額分別佔本集團截至二零二二年十二月三十一日止年度採購總額及分包費用總額的約54.9%及約34.0%。截至二零二二年十二月三十一日止年度，本集團來自最大供應商的採購額及向最大分包商支付的分包費用分別佔本集團採購總額及分包費用的約38.7%及約15.4%。

董事、彼等的緊密聯繫人或據董事所知擁有本公司股份5%以上的任何股東概無於本集團五大客戶或供應商中擁有任何權益。

董事

於本財政年度內及截至本報告日期的董事如下：

執行董事

吳志超先生（主席兼行政總裁）
趙海燕女士
何雅凌女士
(辭任自二零二二年八月三十一日起生效)

非執行董事

陳銘嚴先生

獨立非執行董事

何鍾泰博士
葉俊安先生
鄒廣榮教授

Report of the Directors

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In accordance with Article 84, Mr. Chan Ming Yim, being a non-executive Director and Prof. Chau Kwong Wing, being an independent non-executive Director, will retire from office by rotation at the forthcoming annual general meeting. Being eligible, each of them will offer himself for re-election as a non-executive Director or an independent non-executive Director (as the case may be) at the forthcoming annual general meeting.

The Company received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considered all of its independent non-executive Directors to be independent in accordance with the guidelines as set out under the Listing Rules.

CHANGES IN INFORMATION OF THE DIRECTORS

Pursuant to the disclosure requirement under Rule 13.51B of the Listing Rules, the changes in information of the Directors are as follows:

Mr. Yip Chun On resigned as an independent non-executive director of China Nature Energy Technology Holdings Limited (stock code: 1597) with effect from 2 December 2022.

Save as disclosed above, there is no change to any information required to be disclosed in relation to any Directors pursuant to paragraphs (a) to (e) and (g) under Rule 13.51(2) of the Listing Rules.

BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical information of the Directors and senior management of the Company are set out in the section of "Profile of Directors and Senior Management" on pages 78 to 84 of the annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

根據細則第84條規定，陳銘嚴先生(非執行董事)及鄒廣榮教授(獨立非執行董事)將於應屆股東週年大會輪席告退。彼等各自符合資格並願意於應屆股東週年大會上膺選連任為非執行董事或獨立非執行董事(視乎情況而定)。

本公司已根據上市規則第3.13條接獲各獨立非執行董事就其獨立性的年度確認書。根據上市規則所載指引，本公司認為所有獨立非執行董事均為獨立人士。

董事資料變動

根據上市規則第13.51B條的披露規定，董事資料變動如下：

葉俊安先生辭任中國納泉能源科技控股有限公司(股份代號：1597)的獨立非執行董事，自二零二二年十二月二日起生效。

除上文所披露者外，概無有關任何董事的任何資料變動須根據上市規則第13.51(2)條項下第(a)至(e)及(g)段規定予以披露。

董事及高級管理層的履歷資料

董事及本公司高級管理層的履歷簡介載於年報第78至84頁的「董事及高級管理層履歷」一節。

董事服務合約

概無擬於應屆股東週年大會上重選連任的董事與本公司訂立不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

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DIRECTORS' REMUNERATION

The Directors' remuneration are subject to Shareholders' approval at the general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group. Details of the remuneration of the Directors for the year ended 31 December 2022 are set out in note 9 to the consolidated financial statements.

PERMITTED INDEMNITY

Under the Articles, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) in force for the benefit of the Directors throughout the year and as at the date of approval of this Report of the Directors, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he is involved by reason of being a Director, and in which the judgement is given in his favour or in which he is acquitted. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors and officers arising out of corporate activities.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section of "Related Party Transactions" in note 28 to the consolidated financial statements, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party for the year ended 31 December 2022.

董事薪酬

董事薪酬須待股東於股東大會上批准。其他酬金將由董事會經參考董事的職務、責任及表現以及本集團的業績而釐定。截至二零二二年十二月三十一日止年度的董事薪酬詳情載於綜合財務報表附註9。

獲准許彌償

根據細則，於整個年度內及本董事會報告獲批准當日，本公司為董事的利益訂有有效的獲准許的彌償條文（定義見《香港法例第622章》公司條例第469條），據此，倘任何董事以董事身份涉及任何法律程序而招致任何責任、蒙受損失及承擔開支，並獲判勝訴或無罪，則本公司應就任何該等責任、損失及開支彌償有關董事。本公司已投購保險，保障範圍涵蓋董事及高級職員因企業活動而令董事及高級職員招致法律訴訟的責任。

董事於重大交易、安排或合約的權益

除綜合財務報表附註28「關聯方交易」所披露外，概無董事或董事的關連實體於本公司控股公司或本公司任何附屬公司或同系附屬公司於截至二零二二年十二月三十一日止年度訂立並對本集團業務而言屬重要的任何交易、安排或合約中直接或間接擁有重大權益。

Report of the Directors

董事會報告

COMPETING BUSINESS

None of the controlling Shareholders or the Directors and their respective associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business for the year ended 31 December 2022.

DISCLOSURE OF INTERESTS

Interests and short positions of the Directors and chief executive of the Company

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have taken under such provisions of the SFO), or recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(i) Long position in the Shares

Name of Director 董事名稱	Capacity 身份	Number of Shares held 所持股份數目	Position 倉位	Percentage of shareholding 持股百分比
Mr. Ng (Note 1) 吳先生(附註1)	Interest in controlled corporation 受控制法團權益	600,000,000	Long 好倉	75%
Ms. Zhao (Note 2) 趙女士(附註2)	Interest of spouse 配偶權益	600,000,000	Long 好倉	75%

Notes:

- Mr. Ng is interested in the entire issued share capital of Fate Investment Company Limited ("Fate Investment") and he is therefore deemed to be interested in the Shares held by Fate Investment by virtue of the SFO.
- Ms. Zhao is the spouse of Mr. Ng and she is therefore deemed to be interested in the Shares held by Mr. Ng by virtue of the SFO.

競爭業務

截至二零二二年十二月三十一日止年度，控股股東或董事及彼等各自的聯繫人概無在與本集團業務直接或間接構成或可能構成競爭的業務(本集團業務除外)中擁有權益。

權益披露

董事及本公司行政總裁的權益及淡倉

於二零二二年十二月三十一日，董事及本公司行政總裁於本公司及其相聯法團(定義見證券及期貨條例第XV部)的本公司股份、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分部已通知本公司及聯交所的權益或淡倉(包括彼等根據證券及期貨條例相關條文被認為或視作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所述的登記冊或根據標準守則須另行知會本公司及聯交所的權益或淡倉如下：

(i) 於股份的好倉

附註：

- 吳先生於Fate Investment Company Limited(「Fate Investment」)的全部已發行股本擁有權益，因此，就證券及期貨條例而言，吳先生被視為於Fate Investment持有的股份中擁有權益。
- 趙女士為吳先生之配偶，因此，根據證券及期貨條例，彼被視為於吳先生持有的股份中擁有權益。

Report of the Directors

董事會報告

(ii) Long position in the shares of associated corporation of the Company

(ii) 於本公司相聯法團的股份的好倉

Name of associated corporation	Name of Director	Capacity	Position	Number of shares in the associated corporation	Percentage of shareholding in the associated corporation
相聯法團名稱	董事姓名	身份	倉位	於相聯法團的股份數目	於相聯法團的股權百分比
Fate Investment	Mr. Ng 吳先生	Beneficial owner 實益擁有人	Long 好倉	1	100%

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have taken under such provisions of the SFO), or recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露外，於二零二二年十二月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的本公司股份、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分部已通知本公司及聯交所的權益或淡倉（包括彼等根據證券及期貨條例相關條文被認為或視作擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條所述的登記冊或根據標準守則須知會本公司及聯交所的權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE COMPANY

主要股東於本公司的權益

As at 31 December 2022, other than those disclosed above in respect of the interests and short positions of the Directors and chief executive of the Company, the following interests and short positions of 5% or more of the Shares and underlying Shares of the Company were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

除上文就董事及本公司行政總裁的權益及淡倉所披露外，於二零二二年十二月三十一日，根據證券及期貨條例第XV部第2及3分部的條文已向本公司及聯交所披露，或根據證券及期貨條例第336條須記錄於本公司存置的登記冊之本公司股份及相關股份的5%或以上權益及淡倉如下：

Name of Shareholder	Capacity	Number of Shares held	Position	Percentage of shareholding
股東名稱	身份	所持股份數目	倉位	股權百分比
Fate Investment	Beneficial owner 實益擁有人	600,000,000	Long 好倉	75%

Report of the Directors

董事會報告

RIGHTS TO PURCHASE SHARES OR DEBENTURES OF DIRECTORS

At no time during the year ended 31 December 2022 were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS

Details of the related party transactions entered into by the Group for the year ended 31 December 2022 are set out in note 28 to the consolidated financial statements, and none of them constitutes a connected transaction or a continuing connected transaction as required to be disclosed under the Listing Rules.

For the year ended 31 December 2022, there were no connected transactions or continuing connected transactions of the Company as defined under Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent Shareholders' approval requirements under the Listing Rules.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules (if applicable) for the year ended 31 December 2022.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed for the year ended 31 December 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules during the year ended 31 December 2022 and up to the date of this annual report.

董事購買股份或債券的權利

於截至二零二二年十二月三十一日止年度內任何時間概無任何董事或彼等各自之配偶或未成年子女獲授予可藉購買本公司股份或債券而獲益之權利，亦無行使任何該等權利；本公司、其控股公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事可取得任何其他法團之該等權利。

關聯方交易／關連交易

本集團於截至二零二二年十二月三十一日止年度訂立的關聯方交易詳情載於綜合財務報表附註28，而其概無構成須根據上市規則須予披露的關連交易或持續關連交易。

截至二零二二年十二月三十一日止年度，概無本公司關連交易或持續關連交易（定義見上市規則第14A章）須遵守上市規則項下任何申報、公告或獨立股東批准規定。

本公司確認，其截至二零二二年十二月三十一日止年度已遵守根據上市規則第14A章的披露規定（如適用）。

管理合約

截至二零二二年十二月三十一日止年度，概無訂立或存有與本公司整體或任何重要部分業務有關之管理及行政合約。

足夠公眾持股量

根據本公司公開可得的資料及據董事所知，本公司截至二零二二年十二月三十一日止年度至本年報日期期間內已根據上市規則維持指定的公眾持股量。

Report of the Directors

董事會報告

EVENTS AFTER THE REPORTING PERIOD

There have been no other material events occurring after the reporting period and up to the date of this annual report.

ANNUAL GENERAL MEETING

The 2022 AGM is scheduled to be held on Monday, 19 June 2023. A notice convening the 2022 AGM will be issued and disseminated to the Shareholders in due course.

CLOSURE OF THE REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023, both days inclusive, during which period no transfer of Shares shall be effected. In order to qualify for the entitlement to attend and vote at the 2022 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 13 June 2023.

References to time and dates in this annual report are to Hong Kong time and dates.

AUDITOR

The consolidated financial statements for the year ended 31 December 2022 have been audited by PricewaterhouseCoopers, who will retire at the 2022 AGM and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the 2022 AGM.

On behalf of the Board
Ng Chi Chiu
Executive Director

Hong Kong, 30 March 2023

報告期後事項

於報告期後及截至本年報日期，概無發生其他重大事項。

股東週年大會

本公司擬定於二零二三年六月十九日(星期一)舉行二零二二年股東週年大會。召開二零二二年股東週年大會之通告將適時刊發及寄發予股東。

暫停辦理股份過戶登記

為釐定出席二零二二年股東週年大會並於會上投票之權利，本公司將由二零二三年六月十四日(星期三)至二零二三年六月十九日(星期一)(包括首尾兩天)暫停辦理股份過戶登記手續，期內將不會辦理股份轉讓登記。為符合資格出席二零二二年股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須於二零二三年六月十三日(星期二)下午四時三十分前送交本公司的香港股份過戶登記分處，卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以辦理登記。

本年報所提及的時間及日期均指香港時間及日期。

核數師

截至二零二二年十二月三十一日止年度的綜合財務報表已經由羅兵咸永道會計師事務所審核，羅兵咸永道會計師事務所將於二零二二年股東週年大會上退任，惟符合資格並願意膺選連任。續聘羅兵咸永道會計師事務所為本公司核數師的決議案將於二零二二年股東週年大會上提呈。

代表董事會
執行董事
吳志超

香港，二零二三年三月三十日

Independent Auditor's Report

獨立核數師報告

To the Shareholders of Superland Group Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Superland Group Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 105 to 187, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

獨立核數師報告致德合集團控股有限公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

德合集團控股有限公司(以下簡稱為「貴公司」)及其附屬公司(以下統稱為「貴集團」)列載於第105至187頁的綜合財務報表，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全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括重大會計政策及其他解釋資料。

我們的意見

我們認為，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」)真實而中肯地反映了貴集團於二零二二年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

The key audit matter identified in our audit is related to the revenue recognition on fitting-out contracts.

關鍵審計事項

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

我們在審計中識別的關鍵審計事項與裝修合約的收益確認有關。

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Revenue recognition on fitting-out contracts 裝修合約收益確認

Refer to Note 4(a) and Note 5 of the consolidated financial statements.
請參閱綜合財務報表附註4(a)及附註5。

For the year ended 31 December 2022, revenue from fitting-out contracts was approximately HK\$810 million (2021: HK\$795 million).
截至二零二二年十二月三十一日止年度，裝修合約收益約為810百萬港元(二零二一年：795百萬港元)。

Revenue from fitting-out contracts is recognised over the period of the contract according to the total contract price and the stage of completion which is measured by the progress towards complete satisfaction of the performance obligation on the basis of the actual costs incurred by the Group up to the year-end date as a percentage of total estimated costs for each contract.

裝修合約收益根據合約總額及完工階段於合約期內確認，而完工階段則根據貴集團截至年結日所產生的實際成本佔各合約估計成本總額的百分比，按照完成履約責任的進度計量。

Our procedures in relation to revenue recognition on fitting-out contracts included:

我們有關裝修合約收益確認的程序包括：

- Obtained an understanding of the management's internal control and assessment processes, assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors, such as subjectivity of assumptions and susceptibility to management bias or fraud;
- 了解管理層的內部控制及評估程序，通過考慮估計的不確定性及其他固有風險因素的程度(如假設的主觀性及管理層的偏見或欺詐的可能性)，評估重大錯誤陳述的固有風險；
- Understood, evaluated and validated key controls over revenue recognition on fitting-out contracts;
- 了解、評估及核實對裝修合約收益確認的關鍵控制；
- Selected projects in progress on a sample basis to review contracts and correspondence with customers for contract terms and variations requested by customers and to understand the respective work nature and contractual relationship with the customers;
- 抽查部分進行中項目，以審閱合約及就合約條款及客戶要求的變更而與客戶作出的往來函件，並了解各項工作性質及客戶的合約關係；

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>The management's estimation on the variations requested by customers and budgeted cost is primarily based on historical recovery rate on variations, fitting-out contract budget and actual cost report prepared by internal quantity surveyors.</p> <p>管理層對客戶要求的變更及預算成本的估計，主要是根據變更的過往回收率、裝修合約預算及內部工料測量師編製的實際成本報告。</p>	<ul style="list-style-type: none">— Discussed with the Group's management, quantity surveyors and project managers the status of the projects and enquired about and assessed management's assumptions on estimated costs to complete including future subcontracting and material costs, and reviewed the quotations from subcontractors and suppliers;— 與 貴集團管理層、工料測量師及項目經理討論項目狀況，詢問及評估管理層對估計完工成本(包括未來分包及材料成本)的假設，並審閱分包商及供應商的報價；
<p>We focused on auditing revenue recognition on fitting-out contracts because the estimation of total budget cost and contract price from variations is subject to high degree of estimation uncertainty. The inherent risk in relation to this area is considered significant due to subjectivity of significant assumptions used such as estimation on the variations requested by customers and budgeted cost primarily based on historical recovery rate on variations, and significant judgements involved in the estimation.</p> <p>由於預算成本總額及合約價格的估計涉及高度估計不確定因素，故我們專注於審計裝修合約的收益確認。由於所使用的重要假設具有主觀性(如對客戶要求的變更的估計及主要根據變更的過往回收率而編製的預算成本)，以及在估計中涉及重大判斷，我們認為這方面的固有風險很大。</p>	<ul style="list-style-type: none">— Performed site visit on a sample basis, checked to subsequent events and financial information available to us, and obtained explanations for fluctuations in margins to determine whether there could be other factors affecting the calculation of stage of completion;— 進行現場抽查，對後續事件及我們可得的財務資料進行核對，以及取得利潤率波動的解釋，以確定是否有其他因素影響完工階段的計算；— Checked the historical recovery rate of the completed projects by comparing the estimated cost and variations against actual outcome to assess the reliability and accuracy of the management's assumptions;— 通過比較估計成本及變化與實際結果，檢查已完成項目的過往回收率，以評估管理層假設的可靠性及準確性；— Tested the total costs incurred as at the end of the reporting period and performed cut-off testing, on a sample basis, by checking to the underlying documents supporting these costs (including invoices of material costs and subcontracting fees and time cost calculation of the project staff); and— 對報告期結束時產生的總費用進行測試，並抽樣進行截止測試，方法為檢查該等費用的相關證明文件(包括材料成本及分包費的發票以及項目員工的時間成本計算)；及— Tested mathematical accuracy of the calculations of contract revenue and costs.— 測試合約收益及成本計算的數學準確性。
	<p>Based on our audit procedures performed, we found that the judgement and estimates adopted by management in the revenue recognition of fitting-out contracts based on stage of completion were supported by the available evidence.</p> <p>根據我們進行的審計程序，我們發現管理層於根據完工階段確認裝修合約收益時作出的判斷及估計得到證據支持。</p>

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 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 THE AUDIT COMMITTEE 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責監督貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標是，對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通(其中包括)計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong, 30 March 2023

核數師就審計綜合財務報表承擔的責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是林俊而。

羅兵咸永道會計師事務所
執業會計師
香港，二零二三年三月三十日

Consolidated Statement of Comprehensive Income

綜合全面收益表

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	5	819,302	798,108
Cost of services	服務成本	7	(705,279)	(695,810)
Gross profit	毛利		114,023	102,298
Other income	其他收入	6	12,405	628
Other losses, net	其他虧損淨額	6	(2,466)	(57)
Administrative expenses	行政費用	7	(74,602)	(76,547)
(Impairment loss)/reversal of impairment loss on trade receivables and contract assets, net	貿易應收款項及合約資產減值虧損(減值虧損)/撥回淨額	3.1(a)(ii)	(92)	676
Profit before finance income and costs and income tax expense	除財務收入及成本及所得稅開支前溢利		49,268	26,998
Finance income	財務收入	10	59	–
Finance costs	財務成本	10	(16,473)	(10,638)
Profit before income tax expense	除所得稅開支前溢利		32,854	16,360
Income tax expense	所得稅開支	11	(4,789)	(3,763)
Profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內溢利及全面收益總額		28,065	12,597
Earnings per share attributable to the owners of the Company	本公司擁有人應佔每股盈利			
Basic and diluted (expressed in HK cents per share)	基本及攤薄 (以每股港元呈列)	12	3.51	1.57

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

以上綜合全面收益表應與隨附附註一併閱覽。

Consolidated Statement of Financial Position

綜合財務狀況表

AS AT 31 DECEMBER 2022
於二零二二年十二月三十一日

			2022	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
ASSETS	資產			
Non-current assets	非流動資產			
Plant and equipment	機械及設備	14	1,340	4,472
Right-of-use assets	使用權資產	15	228	6,817
Investments in insurance contracts	保險合約投資	16	35,429	18,180
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	19	29,715	22,906
Deferred income tax assets	遞延所得稅資產	17	1,435	938
			68,147	53,313
Current assets	流動資產			
Trade receivables	貿易應收款項	19	187,491	92,059
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	19	70,107	17,334
Contract assets	合約資產	20	419,791	417,180
Pledged time deposits	已抵押定期存款	21	3,127	6,611
Cash and cash equivalents	現金及現金等價物	21	50,463	62,317
			730,979	595,501
Total assets	總資產		799,126	648,814
EQUITY AND LIABILITIES	權益及負債			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	22	8,000	8,000
Reserves	儲備	23	88,506	89,036
Retained earnings	保留盈利		82,478	53,883
Total equity	總權益		178,984	150,919

Consolidated Statement of Financial Position

綜合財務狀況表

AS AT 31 DECEMBER 2022
於二零二二年十二月三十一日

			2022	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
LIABILITIES	負債			
Non-current liability	非流動負債			
Lease liabilities	租賃負債	15	–	237
Current liabilities	流動負債			
Trade payables	貿易應付款項	24	52,706	108,669
Accruals, retention payables and other liabilities	應計費用、應付保留金及其他負債	24	109,162	104,569
Lease liabilities	租賃負債	15	237	6,762
Contract liabilities	合約負債	20	42,967	11,539
Borrowings	借款	25	413,159	265,186
Current income tax payable	即期應付所得稅		1,911	933
			620,142	497,658
Total liabilities	總負債		620,142	497,895
Total equity and liabilities	權益及負債總額		799,126	648,814

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

以上綜合財務狀況表應與隨附附註一併閱覽。

The consolidated financial statements were approved by the Board of Directors on 30 March 2023 and were signed on its behalf.

綜合財務報表由董事會於二零二三年三月三十日批准，並代為簽署。

Mr. Ng Chi Chiu
吳志超先生
Director
董事

Ms. Zhao Haiyan Chloe
趙海燕女士
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 owners of the Company 本公司擁有人應佔							
		Share capital (Note 22)	Share premium (Note 23)	Capital reserve (Note 23)	Share-based payments reserve (Note 23) 以股份為基礎付款 的儲備 (附註23)	Retained profits	Sub-total	Non-controlling interests	Total
		股本 (附註22)	股份溢價 (附註23)	資本儲備 (附註23)	的儲備 (附註23)	保留盈利	小計	非控股權益	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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	8,000	86,006	2,500	-	41,286	137,792	-*	137,792
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	12,597	12,597	-	12,597
Deregistration of a subsidiary	取消註冊一間附屬公司	-	-	-	-	-	-	(-)*	(-)*
Issuance of shares option	發行購股權	-	-	-	530	-	530	-	530
At 31 December 2021	於二零二一年十二月三十一日	8,000	86,006	2,500	530	53,883	150,919	-	150,919
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	28,065	28,065	-	28,065
Transfer upon forfeiture of share options	購股權撤銷後轉讓	-	-	-	(530)	530	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	8,000	86,006	2,500	-	82,478	178,984	-	178,984

* The amount is less than HK\$1,000.

* 金額少於1,000港元。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

以上綜合權益變動表應與隨附附註一併閱覽。

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	經營活動所得現金流量			
Cash (used in)/generated from operations	經營(所用)/所得現金	27(a)	(116,094)	5,847
Hong Kong profits tax paid	已付香港利得稅		(4,308)	(5,588)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額		(120,402)	259
Cash flows from investing activities	投資活動所得現金流量			
Purchase of plant and equipment	購買機械及設備		(40)	(1,060)
Purchase of insurance contract	購買保險合約	16	(19,693)	(3,000)
Government subsidy on plant and equipment	廠房及設備的政府補助		–	146
Interest received	已收利息		59	–
Net cash used in investing activities	投資活動所用現金淨額		(19,674)	(3,914)
Cash flows from financing activities	融資活動所得現金流量			
Decrease/(increase) in pledged time deposits	已抵押定期存款減少/(增加)		3,484	(3,484)
Interest paid	已付利息		(16,473)	(10,638)
Repayments of lease liabilities	償還租賃負債		(6,762)	(6,314)
Drawdown of borrowings	提取借款	25	1,148,075	1,015,139
Repayments of borrowings	償還借款	25	(1,000,102)	(981,411)
Net cash generated from financing activities	融資活動所得現金淨額		128,222	13,292
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(11,854)	9,637
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		62,317	52,680
Cash and cash equivalents at end of the year	年末現金及現金等價物	21	50,463	62,317

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

以上綜合現金流量表應與隨附附註一併閱覽。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL

The Company was incorporated in the Cayman Islands on 11 July 2019 as an exempted company with limited liability under the Companies Act (as revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Flat A&B, 3/F, Yin Da Commercial Building, 181 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") provide fitting-out services and repair and maintenance services to residential and commercial properties in Hong Kong (the "Listing Business"). The immediate and ultimate parent company of the Company is Fate Investment Company Limited. The controlling shareholder of the company is Ng Chi Chiu ("Mr. Ng").

The Company listed its shares on Main Board of The Stock Exchange of Hong Kong Limited on 17 July 2020 (the "Listing").

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basic of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") and requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under the historical cost convention except for investments in key management insurance contracts which are measured at cash surrender value.

1 一般資料

本公司於二零一九年七月十一日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands及其主要營業地點為香港九龍觀塘偉業街181號盈達商業大廈3樓A及B室。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)為香港住宅及商業物業提供裝修服務以及維修及保養服務(「上市業務」)。本公司的直接及最終母公司為Fate Investment Company Limited。本公司的控股股東為吳志超(「吳先生」)。

本公司的股份於二零二零年七月十七日於香港聯合交易所有限公司主板上市(「上市」)。

除另有指明外，綜合財務報表以港元(「港元」)呈列。

2 重要會計政策摘要

編製綜合財務報表時採用的主要會計政策如下。除非另有說明，否則該等政策貫徹適用於呈列的所有年度。

2.1 編製基準

綜合財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)及香港公司條例(第622章)之規定編製。除主要管理層保險合約按現金退保價值計量外，綜合財務報表已根據歷史成本法編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(a) Amended standards adopted by the Group

The Group has applied the following amended standards for the first time for their annual reporting period commencing 1 January 2022:

Standards 準則	Subject of amendment 修訂主題
AG 5 (Revised) 會計指引第5號(經修訂) Annual improvements project (Amendments) 年度改進項目(修訂本) HKFRS 3, HKAS 16 and HKAS 37 (Amendments) 香港財務報告準則第3號、 香港會計準則第16號及 香港會計準則第37號(修訂本)	Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations 經修訂會計指引第5號共同控制合併之合併會計法 Annual Improvements to HKFRSs 2018–2020 二零一八年至二零二零年香港財務報告準則的年度改進 Narrow-scope Amendments 小範圍修改
HKFRS 16 (Amendments) 香港財務報告準則第16號(修訂本)	Covid-19 Related Rent Concessions beyond 2021 二零二一年後與Covid-19相關的租金優惠

The management assessed that amended standards listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 重要會計政策摘要(續)

2.1 編製基準(續)

根據香港財務報告準則編製綜合財務報表需要使用若干關鍵會計估計，亦需要管理層在應用本集團會計政策過程中行使其判斷。涉及高度判斷或複雜性的範疇，或涉及對綜合財務報表屬重大假設和估計的範疇，於附註4披露。

(a) 本集團採納之經修訂準則

本集團已於自二零二二年一月一日開始的年度報告期間首次應用下列經修訂準則：

管理層已評估，上述經修訂準則對過往期間確認之金額並無任何影響，並預期不會對本期間或未來期間造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New and amended standards and interpretations which are not yet effective and have not been early adopted by the Group

The following new and amended standards and interpretations have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group.

2 重要會計政策摘要(續)

2.1 編製基準(續)

(b) 尚未生效且未獲本集團提前採納的新訂及經修訂準則及詮釋

以下新訂及經修訂準則及詮釋已頒佈，但並未於二零二二年一月一日開始的財政年度生效，亦無獲本集團提前採納。

Standards	Subject of amendment	Effective for accounting year beginning on or after 於下列日期或之後開始的會計年度生效
準則	修訂主題	
HKAS 1 and HKFRS Practice Statement 2 (Amendments)	Disclosure of Accounting Policies	1 January 2023
香港會計準則第1號及香港財務報告準則實務公告第2號(修訂本)	披露會計政策	二零二三年一月一日
HKAS 8 (Amendments)	Definition of Accounting Estimates	1 January 2023
香港會計準則第8號(修訂本)	會計估計之定義	二零二三年一月一日
HKAS 12 (Amendments)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
香港會計準則第12號(修訂本)	有關源於單一交易的資產及負債的遞延稅項	二零二三年一月一日
HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information	1 January 2023
香港財務報告準則第17號	初次應用香港財務報告準則第17號及香港財務報告準則第9號 — 比較資料	二零二三年一月一日
HKFRS 17	Insurance Contracts	1 January 2023
香港財務報告準則第17號	保險合同	二零二三年一月一日
HKFRS 17 (Amendments)	Amendments to HKFRS 17	1 January 2023
香港財務報告準則第17號(修訂本)	香港財務報告準則第17號的修訂本	二零二三年一月一日
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current	1 January 2024
香港會計準則第1號(修訂本)	負債分類為流動或非流動	二零二四年一月一日
HKAS 1 (Amendments)	Non-current Liabilities with Covenants	1 January 2024
香港會計準則第1號(修訂本)	附帶契諾的非流動負債	二零二四年一月一日

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2 重要會計政策摘要(續)

2.1 Basis of preparation (continued)

2.1 編製基準(續)

(b) New and amended standards and interpretations which are not yet effective and have not been early adopted by the Group (continued)

(b) 尚未生效且未獲本集團提前採納的新訂及經修訂準則及詮釋(續)

Standards	Subject of amendment	Effective for accounting year beginning on or after 於下列日期或之後開始的會計年度生效
準則	修訂主題	
HKFRS 16 (Amendments) 香港財務報告準則第16號(修訂本)	Lease Liability in a Sale and Leaseback 售後租回的租賃負債	1 January 2024 二零二四年一月一日
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
香港詮釋第5號(修訂本)	財務報表呈報 — 借款人對載有按要求償還條款之有期貸款之分類	二零二四年一月一日
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間的資產出售或注資	待定

The Group will adopt the new and amended standards and interpretations when they become effective. The Group has already commenced an assessment of the related impact of adopting the above new and amended standards and interpretations, none of which is expected to have a significant effect on the consolidated financial statements of the Group.

本集團將於新訂及經修訂準則及詮釋生效時予以採納。本集團已開始評估採納上述新訂及經修訂準則及詮釋的相關影響，預期概不會對本集團的綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries

2.2.1 Consolidation

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

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

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

2.2.2 Separate financial statements

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

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

2 重要會計政策摘要(續)

2.2 附屬公司

2.2.1 綜合賬目

附屬公司為本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體下達活動指示的權力影響此等回報時，本集團即控制該實體。附屬公司乃於控制權轉移至本集團當日起完全綜合入賬，並於控制權終止當日起不再綜合入賬。

集團內公司間交易、結餘及交易的未變現收益會予以對銷。未變現虧損亦會抵銷。附屬公司的會計政策已於需要時作出改動，以確保與本集團採用的政策一致。

業績中非控股權益及附屬公司之股權分別於綜合財務狀況表、綜合全面收益表及綜合權益變動表及單獨呈列。

2.2.2 獨立財務報表

於附屬公司的投資按成本值扣除減值入賬。成本值亦包括投資的直接應佔成本。附屬公司的業績在本集團賬目內按已收取股息及應收款項入賬。

倘自附屬公司投資收取的股息超出宣派股息期間該附屬公司的全面收益總額，或倘獨立財務報表的投資賬面值超出綜合財務報表所示被投資公司的資產淨值(包括商譽)的賬面值，則須對該等附屬公司的投資進行減值測試。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Segment reporting

Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chairman of the Group that makes strategic decisions.

2.4 Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group 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\$’000**”), which is the Group’s functional and presentation currency.

(ii) Transactions and balances

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

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income on a net basis within other losses, net.

2 重要會計政策摘要(續)

2.3 分部報告

經營分部乃以與向主要營運決策者提交內部報告一致的方式呈報。負責分配資源及評估經營分部表現的主要營運決策者被視為作出策略性決定的本集團主席。

2.4 外幣換算

(i) 功能貨幣及列報貨幣

本集團的綜合財務報表所列項目均以該實體營運所在的主要經濟環境的貨幣計量(「**功能貨幣**」)。綜合財務報表以港元(「**千港元**」)呈報，港元為本集團的功能貨幣及列報貨幣。

(ii) 交易及結餘

外幣交易採用交易當日的匯率換算為功能貨幣。結算此等交易產生的匯兌收益及虧損以及將外幣計值的貨幣資產和負債以年末匯率換算產生的匯兌收益及虧損一般在損益中確認。倘其與合資格現金流量對沖及合資格投資淨額對沖相關，或構成海外業務投資淨額之一部分，則將於權益中遞延。

與借貸相關的匯兌收益及虧損於綜合全面收益表內財務成本項下呈列。所有其他匯兌收益及虧損按淨額於綜合全面收益表內其他虧損淨額項下列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(ii) Transactions and balances (continued)

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

2.5 Plant and equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on assets is calculated using the straight-line method to allocate their costs net of their residual values over their estimated useful lives, as follows:

Leasehold improvements	Shorter of lease term or 5 years
Machinery	3 years
Office equipment	3–5 years
Motor vehicles	5 years

2 重要會計政策摘要(續)

2.4 外幣換算(續)

(ii) 交易及結餘(續)

以外幣按公平值計量的非貨幣項目採用確定公平值當日的匯率換算。按公平值列賬之匯兌差額呈報為公平值損益之一部分。例如，非貨幣資產及負債(如按公平值計入損益之股本工具)之換算差額於損益內確認為公平值盈虧之一部分，非貨幣資產(如分類為按公平值計入其他全面收入之股權)之換算差額乃於其他全面收入中確認。

2.5 機械及設備

所有機械及設備按歷史成本減折舊列賬。歷史成本包括購買該等項目直接應佔的支出。

其後的成本僅在與項目相關的未來經濟利益可能流入本集團及該項目成本能可靠地計量的情況下，方會計入資產賬面值或確認為獨立的資產(如適用)。重置部分的賬面值終止確認。所有其他維修及保養於其產生的財政期間自綜合全面收益表扣除。

資產之折舊使用直線法計算，在以下估計可使用年內分配已扣除剩餘價值的成本：

租賃裝修	租期或5年 (以較短者為準)
機械	3年
辦公室設備	3至5年
汽車	5年

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Plant and equipment (continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.6).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statements of comprehensive income.

2.6 Impairment of non-financial assets

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

2.7 Financial assets

(a) Classification

The Group classifies its financial assets as at amortised cost only if both of the following criteria are:

- (i) The asset is held within a business model whose objective is to collect the contractual cash flows; and
- (ii) The contractual terms give rise to cash flows that are solely payments of principal and interest.

2 重要會計政策摘要(續)

2.5 機械及設備(續)

資產的剩餘價值及折舊率於各報告期末予以審閱，並作出適當調整。

倘資產賬面值高於其估計可收回金額，則即時將資產賬面值撇減至其可收回金額(附註2.6)。

出售收益及虧損乃按比較所得款項與賬面值釐定，並於綜合全面收益表內確認。

2.6 非金融資產減值

當發生事件或情況出現變化，意味賬面值可能無法收回時，則對須予減值的資產進行減值檢討。減值虧損按有關資產的賬面值超出其可收回金額的數額確認。可收回金額為資產的公平值減銷售成本與使用價值兩者的較高者。就減值評估而言，資產按可獨立識別現金流量的最小單位(現金產生單位)分類。出現減值的非金融資產(商譽除外)於各報告日檢討減值撥回的可能性。

2.7 金融資產

(a) 分類

僅當符合以下兩項標準時，本集團將其金融資產分類為以攤銷成本計量：

- (i) 於以收取合約現金流量為目的之業務模式中持有資產；及
- (ii) 合約條款產生的現金流量僅為本金及利息付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Financial assets (continued)

(a) Classification (continued)

Management determines the classification of its financial assets at initial recognition. The Group reclassifies debt investments when and only when its business model for managing the assets changes.

If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's financial assets comprise trade receivables, other receivables and deposits, cash and cash equivalents and pledged time deposits.

(b) Recognition and derecognition

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

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial asset carried at fair value through profit or loss are expensed in the consolidated statement of comprehensive income.

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

2 重要會計政策摘要(續)

2.7 金融資產(續)

(a) 分類(續)

管理層在初始確認時釐定其金融資產的分類。本集團當且僅當其資產管理業務模式發生變化時，才將債務投資重新分類。

倘預計在一年或更短時間內收回款項，則將其分類為流動資產。否則將其列為非流動資產。本集團的金融資產包括貿易應收款項、其他應收款項及按金、現金及現金等價物，以及已抵押定期存款。

(b) 確認和終止確認

常規方式購買及出售的金融資產於交易日(即本集團承諾購買或出售資產的日期)確認。當收取金融資產現金流量的權利已到期或已轉讓，且當本集團已轉移金融資產所有權上幾乎所有的風險和報酬時，金融資產即終止確認。

(c) 計量

對於不按公平值計入損益(「按公平值計入損益」)的金融資產，本集團於初步確認時以其公平值加上可直接歸屬於獲得該項金融資產的交易費用進行計量。與按公平值計入損益的金融資產相關的交易費用於綜合全面收益表支銷。

包含嵌入式衍生工具的金融資產於釐定其現金流量是否僅為本金和利息付款時按整體考慮。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Financial assets (continued)

(c) Measurement (continued)

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in consolidated statement of comprehensive income and presented in "other losses, net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.

(d) Impairment

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

For trade receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other financial assets at amortised cost, including deposits and other receivables, management considers that their credit risks have not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses (Note 3.1(a)(ii)).

2 重要會計政策摘要(續)

2.7 金融資產(續)

(c) 計量(續)

債務工具的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。持作收回合約現金流量之資產，倘該等現金流量僅指本金及利息付款，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於綜合全面收益表確認，並以「其他虧損淨額」與匯兌損益一併列報。減值虧損於綜合全面收益表內作為單獨項目列示。

(d) 減值

本集團以前瞻性基準評估與以攤銷成本列賬之債務工具相關的預期信貸虧損。所採用的減值方法取決於信貸風險是否顯著增加。

就貿易應收款項及合約資產而言，本集團採用香港財務報告準則第9號所允許的簡化方法，其中要求全期的預期虧損須自初始確認應收款項時確認。

就其他以攤銷成本計量的金融資產(包括按金與其他應收款項)而言，經參考交易對手的過往違約率及當前財務狀況，管理層認為，自初始確認後彼等的信用風險並未大幅增加。減值撥備乃根據12個月預期信貸虧損釐定(附註3.1(a)(ii))。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Financial assets (continued)

(e) Derecognition

The Group derecognises a financial assets, if the part being considered for derecognition meets one of the following conditions: (i) the contractual rights to receive the cash flows from the financial asset expire; or (ii) the contractual rights to receive the cash flows of the financial asset have been transferred, and the Group transfers substantially all the risks and rewards of ownership of the financial asset; or (iii) the Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to the eventual recipient in an agreement that meets all the conditions of de-recognition of transfer of cash flows ("pass through" requirements) and transfers substantially all the risks and rewards of ownership of the financial asset.

Where a transfer of a financial asset in its entirety meets the criteria for derecognition, the difference between the two amounts below is recognised in the consolidated statements of comprehensive income:

- the carrying amount of the financial asset transferred; and
- the sum of the consideration received from the transfer and any cumulative gain or loss that has been recognised directly in equity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability.

2 重要會計政策摘要(續)

2.7 金融資產(續)

(e) 終止確認

滿足下列條件之一時，本集團將終止確認金融資產：(i)收取該金融資產現金流量的合約權利終止；或(ii)收取該金融資產現金流量的合約權利已轉移，並且本集團已轉移該金融資產所有權絕大部分風險及回報；或(iii)本集團保留收取該金融資產現金流量的合約權利，但承擔將現金流量支付予最終收款方的合約義務，滿足終止確認現金流量轉移的全部條件(「轉移」條件)，並且已轉移該金融資產所有權絕大部分風險及回報。

倘金融資產整體轉移滿足終止確認條件，則於綜合全面收益表確認下列兩項金額的差額：

- 所轉移金融資產的賬面值；及
- 因轉移而收取的代價與已直接於權益確認的累計損益之和。

倘本集團既無轉移亦無保留所有權絕大部分風險及回報並繼續控制所轉讓資產，本集團會繼續按持續參與程度確認資產並確認該資產為相關負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Financial liabilities

(a) Recognition and measurement

Financial liabilities are classified as financial liabilities at amortised cost. Financial liabilities at amortised cost are recognised initially at fair value net of transaction costs incurred and subsequently stated at amortised cost. Any difference between proceeds net of transaction costs and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the financial liabilities using the effective interest method.

Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(b) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such as exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of comprehensive income.

2 重要會計政策摘要(續)

2.8 金融負債

(a) 確認及計量

金融負債按攤銷成本分類為流動負債。按攤銷成本計量的金融負債初步按公平值扣除已產生的交易成本確認，其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值之間的任何差額採用實際利率法於金融負債期間在綜合全面收益表確認。

倘於一年或以內到期付款，則金融負債分類為流動負債。如否，則呈列為非流動負債。除非本集團有無條件權利將負債結算遞延至報告期末後至少12個月，否則借款分類為流動負債。

(b) 終止確認

當負債項下責任已解除、取消或屆滿時，終止確認金融負債。倘一項現有金融負債被來自同一出借人且大部分條款不同的另一項金融負債所取代，或現有負債的條款被大幅修改，則該項替代或修改視為終止確認原負債並確認新增負債處理，及各自賬面值差額於綜合全面收益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Offsetting financial instruments

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 Group does not have any offsetting arrangements at the end of each reporting period.

2.10 Investments in insurance contracts

The Group acquired management life insurance contracts, which include both investment and insurance elements. The investment insurance contracts are initially recognised at the amount of the premium paid and subsequently carried at the amount that could be realised under the insurance contract (cash surrender value) at the end of each reporting period, with changes in value recognised in consolidated statement of comprehensive income.

2.11 Trade and other receivables

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2 重要會計政策摘要(續)

2.9 抵銷金融工具

當有可依法強制執行權利抵銷已確認金額，且存在按淨額基準清償或同時變現資產及清償負債的意圖時，則會抵銷金融資產及負債，並於財務狀況表內呈報淨額。本集團於各報告期末並無任何抵銷安排。

2.10 保險合約投資

本集團購入了包括投資及保險在內的管理層人壽保險合約。投資保險合約已按已付保費金額初始確認，及其後按每個報告期末在保險合約項下可能變現的金額(現金退保價值)列賬，其價值變動在綜合全面收益表中確認。

2.11 貿易及其他應收款項

貿易應收款項為於一般業務過程中應收客戶的金額。倘預期一年或以內(或(如較長)於業務的正常經營週期內)可收取貿易及其他應收款項，則其分類為流動資產。否則按非流動資產呈列。

貿易及其他應收款項乃初始按公平值確認，並其後以實際利率法按攤銷成本計量，減除減值撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Contract assets and contract liabilities

A contract asset represents the Group's right to consideration from customers in exchange for the provision of fitting-out services that the Group has transferred to the customers that is not yet unconditional. Contract assets arise when the Group has provided the fitting-out services under the relevant contracts but the works have yet to be certified by architects, quantity surveyors or other representatives appointed by the customers and/or the Group's right to payment is still conditional on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point when the Group's right to payment becomes unconditional other than passage of time.

In accordance with the terms of the contracts entered into with customers, the Group are required to submit to customers' payment applications for the value of work done under the contracts along with any variation orders performed. Customers will settle normally in 30–90 days after invoicing depending on the nature of services. Customers usually retain an amount up to 10% of the value of work done, subject to a maximum limit of 5% of the original contract sum as retention money for the contract. The terms and conditions in relation to the release of retention vary from contract to contract, which is subject to practical completion, the expiry of the defect liability period and the discussion of final accounts.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of financial assets carried at amortised cost.

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

2 重要會計政策摘要(續)

2.12 合約資產及合約負債

合約資產代表本集團有權要求客戶支付代價，以換取本集團已轉移予客戶而尚未成為無條件的裝修服務供應。當本集團提供相關合約項下裝修服務，但工程尚未由建築師、工料測量師或客戶指定的其他代表認證時，及／或當本集團的付款權利仍有因素(除時間推移以外)使之為有條件時，合約資產即產生。任何先前確認為合約資產的金額於本集團的付款權利變為無條件時(除時間推移以外)重新分類至貿易應收款項。

根據與客戶訂立合約的條款，本集團須向客戶提交付款申請，以索取根據合約完成的工程價值，以及已執行的任何工程變更令。根據服務性質，客戶一般會在開具發票後30至90日內結付。客戶通常會保留不超過已完成工程價值的10%金額，上限為原合約金額的5%，以作為合約保留金。有關發放保留金的條款及條件因合約而異，乃取決於實際竣工、缺陷責任期的屆滿，以及對最終賬目的討論。

合約資產乃按與按攤銷成本列賬的金融資產的減值評估所採納的相同方法進行減值評估。

合約負債表示本集團有責任將上述服務轉讓予客戶，而本集團已收到該客戶的代價(或到期支付的代價)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, bank deposits with financial institutions with original maturities of three months or less, and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.14 Pledged time deposits

Pledged time deposits represent fixed deposits pledged to the banks for issuance of bank facilities and bank borrowings. Such pledged time deposits can be released when the Group repays the bank borrowings or withdrawn at any time if other qualified securities are placed as alternative.

2.15 Share capital

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

2.16 Trade payables, other payables and accruals

Trade payables are obligations to pay for materials or services that have been acquired in the ordinary course of business from suppliers. Trade payables, other payables and accruals are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables, other payables and accruals are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重要會計政策摘要(續)

2.13 現金及現金等價物

在綜合現金流量表中，現金及現金等價物包括手頭現金、存於銀行及金融機構的通知存款及原本到期日為三個月或更短的銀行存款，以及銀行透支。在綜合財務狀況表中，銀行透支顯示於流動負債的「借款」之中。

2.14 已抵押定期存款

已抵押定期存款指發行銀行融資和銀行借款而已抵押予銀行的定期存款。該等已抵押定期存款可於本集團償還銀行借款時予以撥回，或於其他時間將其他合資格證券作為替代而提取。

2.15 股本

普通股分類為權益。與發行新股份或購股權直接有關的增量成本，均列入權益作為所得款項減值(扣除稅項)。

2.16 貿易應付款項、其他應付款項及應計費用

貿易應付款項為於日常業務過程中向供應商購入材料或服務的應付承擔。倘貿易應付款項、其他應付款項及應計費用於一年或以內(或如屬較長時間，則以一般營運業務週期為準)到期，則分類為流動負債，否則呈列為非流動負債。

貿易應付款項、其他應付款項及應計費用初步以公平值確認，其後按實際利率法以攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.17 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.18 Borrowing costs

General borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the consolidated statement of comprehensive income in the year in which they are incurred.

2 重要會計政策摘要(續)

2.17 借貸

借貸初步按公平值扣除所產生的交易成本確認。借貸其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額以實際利率法於借貸期間於綜合全面收益表中確認。

在貸款很有可能部分或全部提取的情況下，就確立貸款融資支付的費用乃確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款發生時。在並無跡象顯示該貸款很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內予以攤銷。

除非本集團具有無條件權利將負債的結算遞延至報告期間後計最少12個月，否則借貸歸類為流動負債。

2.18 借貸成本

可直接歸屬於購建或生產合資格資產(即需經較長時間方能達至預定可使用或出售狀態的資產)的一般借貸成本計入該等資產的成本，直至資產大致上達至其預定可使用或出售狀況為止。

所有其他借貸成本於其產生年度的綜合全面收益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Current and deferred income tax

The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred income tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the consolidated statement of financial position in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

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

2 重要會計政策摘要(續)

2.19 即期及遞延所得稅

本年度之所得稅開支或抵免乃就本年度應課稅收入按各司法權區之適用所得稅稅率應付稅項(就暫時差額及未動用稅損應佔之遞延所得稅資產及負債之變動而作出調整)。

(a) 即期所得稅

即期所得稅開支按綜合全面收益表日期本集團經營並產生應課稅收入所在的國家已頒佈或實質頒佈的稅法計算。管理層定期評估報稅表中對有關須詮釋適用稅務規例的情況的立場。管理層亦根據預期須向稅務機關支付的數額建立適當的撥備。

(b) 遞延所得稅

遞延所得稅以負債法按資產及負債的稅基與綜合財務報表所呈列的賬面值的暫時差額悉數計提撥備。然而，倘遞延所得稅負債源自初步確認商譽，則不予確認。倘遞延所得稅源自初步確認交易(業務合併除外)的資產或負債，而交易時並不影響會計及應課稅損益，則遞延所得稅不會入賬。遞延所得稅採用報告期末已頒佈或實質頒佈的稅率(及法例)釐定，預期該等稅率(及法例)在有關遞延所得稅資產變現或遞延所得稅負債獲清償時適用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

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

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

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

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 重要會計政策摘要(續)

2.19 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

遞延所得稅資產僅在未來應課稅溢利將可用於動用該等暫時差額及虧損時予以確認。

當有法定權利將即期稅項資產及負債抵銷，而遞延所得稅餘額與同一稅務機關相關時，則可將遞延所得稅資產及負債抵銷。當實體有法定權利抵銷或有意按淨額基準結算，或同時變現資產及結算負債。

即期及遞延所得稅於損益中確認，惟有關於其他全面收益或直接於權益中確認的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(c) 抵銷

當有法定可執行權力將即期稅項資產與即期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體徵收或不同應課稅主體徵收但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

2.20 Provisions

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

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

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.21 Contingent liabilities

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

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

2 重要會計政策摘要(續)

2.20 撥備

當本集團現時因過往事件而涉及法律或推定責任，而履行責任可能須耗用資源，且金額已被可靠估計時，則會確認撥備。不對未來經營虧損確認撥備。

倘有多項同類責任，會整體考慮責任類別以釐定償付時可能耗用的資源。即使在同一責任類別所涉及任何一個項目相關的資源流出可能性極低，仍須確認撥備。

撥備按預期償付責任所需開支以除稅前貼現率(反映當時市場對該責任特定的貨幣時間值及風險的評估)的現值計量。隨時間產生的撥備增加會被確認為利息開支。

2.21 或然負債

或然負債指可能因過往事件而產生的責任，而僅於發生或並無發生一宗或多宗非本集團所能完全控制的不確定未來事件時方會確認其存在。或然負債亦可以是因未必發生經濟資源流出或未能可靠計量有關責任的金額而未被確認的過往事件而產生的現時責任。

或然負債不予確認，惟會在綜合財務報表的附註中披露。倘現金流出的可能性有變而導致現金流出可能發生，則或然負債將確認為撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services rendered in the normal course of business.

If contracts involve the sale of multiple services, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. If the stand-alone selling prices are not directly observable, they are estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information.

Revenues are recognised when or as the control of the good or service is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time.

Control of the good or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset. Specific criteria where revenue is recognised are described below.

2 重要會計政策摘要(續)

2.22 收益確認

收益按已收或應收代價的公平值計量，指就於一般業務過程中所提供服務的應收款項。

倘合約涉及多項有關銷售的服務，交易價格將基於其獨立售價分配至各履約責任。倘獨立銷售價不可直接觀察，則其根據預期成本加溢利率或經調整市場評估法(取決於是否可得到可觀察資料)進行估計。

當或於貨品或服務的控制權轉移至客戶時確認收入。貨品或服務的控制權可在一段時間內或於某一時點轉移，取決於合約的條款與適用於合約的法律規定。

倘本集團在履約過程中滿足下列條件，則貨品或服務的控制權在一段時間內轉移：

- 提供全部客戶可同步收到及消耗的所有利益；
- 創建或改良本集團履約時客戶所控制的資產；或
- 並無創建對本集團而言有其他用途的資產，而本集團擁有就迄今為止已完成的履約部分獲得付款的可執行權利。

倘資產的控制權經過一段時間轉移，收益將於整個合約期間參考已完成履約責任的進度確認。否則，收益於客戶獲得資產控制權的時間點確認。確認收益的特定條件載述於下文。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected efforts or inputs.

(a) Fitting-out services and repair and maintenance services

Revenue from the construction services is recognised over time as the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced. The Group has applied the input method in recognising the revenue from construction contracts over time by reference to the Group's efforts or inputs to the satisfaction on a performance obligation relative to the total expected inputs to the satisfaction of the performance obligation.

For fitting-out contracts with fixed price, the Group recognises the revenue in accordance with the contract price on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation. The Group considers the input method better depicts the Group's performance in transferring control of services to its customers.

For fitting-out contracts that contain variable consideration such as variations in contract work, the Group estimates the amount of consideration to which it will be entitled using the most likely amount. The estimated amount of variable consideration is included in the fitting-out contract only to the extent that it is highly probable that such as inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

2 重要會計政策摘要(續)

2.22 收益確認(續)

履約責任的達成進度乃根據以下其中一個方法計量，其最能體現本集團在完成履約責任方面的表現：

- 直接計量本集團轉讓給客戶的價值；或
- 本集團為履行履約責任而付出的努力或投入(相對於預期的總付出或投入)。

(a) 裝修服務及維修及保養服務

於本集團的履約創建或改良客戶在資產被創建或改良就控制的資產或在建工程的情況下，建築服務收益隨時間確認。本集團已採用投入法並參照本集團對達成履約責任所作付出或投入(相對於預期對達成履約責任的總投入)隨時間確認建築合約收益。

就固定價格的裝修合約而言，本集團按照本集團為履行履約責任所作付出或投入，根據合約價格確認收益。本集團認為輸入法能以更佳方式說明本集團向其客戶轉移服務控制權的履約情況。

就包含可變代價(如合約工程變更)的裝修合約而言，本集團使用最有可能的金額估計其有權收取的代價金額。可變代價的估計金額計入裝修合約，只有於計入有關金額很大可能於有關可變代價的不確定因素隨後獲解決時於日後不會導致收益大幅撥回的情況下，方會作出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

(a) Fitting-out services and repair and maintenance services (continued)

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

For warranty embedded to the fitting-out contracts, the Group accounts for the warranty in accordance with HKAS 37, "Provision, Contingent Liabilities and Contingent Assets" as the warranty provides the customer with assurance that the contracting work complies with the agreed-upon specifications. Since the Group's subcontractors are contractually obligated to rectify the defects at their costs, the provision for warranty is insignificant to the Group.

(b) Existence of significant financing component

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

Notwithstanding the above, a contract does not have a significant financing component in circumstances where payments are in accordance with the typical payment terms of the relevant industry, which has a primary purpose other than financing.

2 重要會計政策摘要(續)

2.22 收益確認(續)

(a) 裝修服務及維修及保養服務(續)

於各報告期末，本集團更新估計交易價格(包括更新對可變代價的估計是否受到限制的評估)，以真實反映於報告期末存在的情況以及報告期間內該等情況的變動。

就裝修合約所包含的擔保而言，本集團按照香港會計準則第37號「撥備、或然負債及或然資產」將擔保入賬，因為擔保向客戶保證承包工程符合協定的規格。由於本集團分包商有合約責任改正缺陷(費用由其承擔)，就擔保作出的撥備對本集團而言微不足道。

(b) 存在重大融資部分

於釐定交易價格時，如協定的付款時間(不論以明示或暗示方式)對客戶或本集團就向客戶轉讓或服務提供融資相當有利，則本集團會就金錢時間價值的影響而調整已承諾的代價金額。在該等情況下，合約包含重大融資部分。無論融資承諾是在合約中明確規定，還是在合約訂約方協定的付款條款所隱含，均可能存在重大融資部分。

儘管上文所述如此，倘付款乃根據相關行業的一般付款條款以融資以外的主要目的而作出，則合約不具重大融資部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Revenue recognition (continued)

(c) Cost to fulfill a contract

The Group incurs costs to fulfil a contract in its fitting-out contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (i) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (ii) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (iii) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

2.23 Employee benefits

(a) Retirement benefit obligations

The Group operates a defined contribution Mandatory Provident Fund Scheme (the “**MPF Scheme**”) which is a defined contribution retirement benefit plan administered by independent trustees. Under the MPF Scheme, both the employer and employees are required to contribute 5% of the employee’s monthly salaries (capped at HK\$30,000). Contributions from the employer equivalent to the contribution as specified at the rules of the MPF Scheme are 100% vested as soon as they are paid to the relevant MPF Scheme but all benefits derived from the mandatory contributions must be preserved until the employee reaches the age of 65, subject to a few exceptions.

2 重要會計政策摘要(續)

2.22 收益確認(續)

(c) 履行合約成本

本集團於裝修合約中產生履行合約的成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準後將該等成本確認為資產：

- (i) 有關成本與本集團可明確識別的合約或預期訂立的合約有直接關係；
- (ii) 有關成本令本集團將用於履行(或持續履行)日後履約責任的資源得以產生或有所增加；及
- (iii) 有關成本預期可收回。

由此確認的資產其後按系統性基準(與向客戶轉讓資產相關的貨品或服務一致)於損益攤銷。該資產須進行減值審閱。

2.23 僱員福利

(a) 退休福利承擔

本集團推行一項界定供款強制性公積金計劃(「**強積金計劃**」)，此為一項界定供款的退休福利計劃，由獨立受託人管理。在強積金計劃下，僱主及僱員均須按僱員月薪的5%供款(上限為30,000港元)。僱主供款中相等於強積金計劃規則指定的金額，在支付予有關強積金計劃後立即100%歸屬，除少數例外情況，所有由強制供款產生的利益必須保留至僱員年滿65歲為止。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Employee benefits (continued)

(a) Retirement benefit obligations (continued)

The contributions to the MPF Scheme is not reduced by contributions forfeited by those employees who leave the fund prior to vesting fully in the contributions.

The Group has no further payment obligations once the contribution has been paid. The contributions are recognised as employee benefit expense when they are due.

(b) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Employee leave entitlements

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

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

2 重要會計政策摘要(續)

2.23 僱員福利(續)

(a) 退休福利承擔(續)

就算僱員在供款全數歸屬前離開基金，導致供款遭到沒收，向強積金計劃作出的供款亦不會因而減少。

本集團於繳付供款後並無其他付款責任。供款於到期時確認為僱員福利開支。

(b) 盈利分享及花紅計劃

本集團根據一項計及本集團股東應佔溢利(經作出若干調整)的公式，就花紅及盈利分享確認負債及開支。當出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

(c) 僱員休假權利

僱員的年假權利於其應享有時確認。本集團就截至綜合財務狀況表日期因僱員所提供的服務而產生的年假的估計負債作出撥備。

僱員的病假及產假權利直至僱員休假時才會確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Share-based payments

Share-based compensation benefits are provided to a employee via a employee share scheme, the executive short-term incentive scheme and share appreciation. Information relating to these schemes is set out in Note 26.

Employee options

The fair value of options granted under the Group is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g. the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The employee option plan is administered by the Group, which is consolidated in accordance with the principles in Note 2.2. When the options are exercised, the Group transfers the appropriate number of shares to employee. The proceeds received net of any directly attributable transaction costs are credited directly to equity.

2 重要會計政策摘要(續)

2.24 以股份為基礎付款

以股份為基礎補償福利乃透過僱員持股計劃、執行人員短期獎勵計劃及股份增值提供予僱員。該等計劃的資料載於附註26。

僱員購股權

本集團授出的購股權的公平值確認為僱員福利開支，而權益相應增加。將列作開支的總金額乃參考所授購股權的公平值釐定：

- 包括任何市場表現狀況(如實體的股份價格)；
- 不包括任何服務及非市場表現歸屬條件(如盈利能力、銷售增長目標及該實體僱員在指定時期留任)的影響；及
- 包括任何非歸屬條件(如僱員留任的要求或在指定時期持有股份)的影響。

開支總額於歸屬期間內確認，該期間為所有特定歸屬條件將獲達成的期間。於各期末，實體根據非市場歸屬及服務條件調整對預期將歸屬的購股權數目所作出的估計，並在損益確認調整原來估計(如有)對其所產生的影響，並對權益作出相應調整。

僱員購股權計劃由本集團管理，乃根據附註2.2的原則綜合入賬。行使購股權時，本集團會轉讓適當股份數目予僱員。已收所得款項扣除任何直接應佔交易成本直接計入權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Interest income

Interest income from financial assets at FVPL is included in the other losses on these assets.

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income.

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

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

2.26 Government grant

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

Government grants relating to costs are deferred and recognised within "Other income" in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to plant and equipment are offset against the costs of the related assets.

A government grant relating to the purchase of plant and equipment for the cost of an office equipment is deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the assets by way of reduced depreciation expenses. For further details, please refer to Note 14.

2 重要會計政策摘要(續)

2.25 利息收入

按公平值計入損益的金融資產所得的利息收入計入該等資產的其他虧損。

採用實際利率法計算的以攤銷成本計量的金融資產及按公平值計入其他全面收益的金融資產的利息收入，在綜合全面收益表中確認為其他收益的一部分。

倘利息收入從持作現金管理目的金融資產中賺取，則呈列為融資收入。任何其他利息收入計入其他收入中。

利息收入透過對金融資產的賬面總值應用實際利率而計算，惟其後出現信貸減值的金融資產除外。就出現信貸減值的金融資產而言，實際利率適用於金融資產的賬面淨值(扣除虧損撥備)。

2.26 政府補貼

政府補貼在合理保證將會收到補貼且本集團將符合所有附帶條件時按公平值確認。

有關成本的政府補貼均會於符合擬彌償成本所需的期間遞延並在綜合全面收益表內「其他收入」項下確認。有關機械及設備的政府補貼與相關資產成本相互抵銷。

用於購買辦公設備的成本、與購買廠房及設備有關的政府補助，已從資產賬面值扣除，因此乃透過減少折舊開支的方式，於資產的可使用年內實質上在損益確認。更多詳情請參閱附註 14。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.28 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Such determination is made on an evaluation of the substance of the arrangement, regardless of whether the arrangements take the legal form of a lease.

The Group enters into lease agreements as a lessee with respect to certain premises.

Leases are initially recognised as a right-of-use asset and corresponding liability at the date of which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated on a straight-line basis over the shorter of the asset's estimated useful life and the lease term.

2 重要會計政策摘要(續)

2.27 每股盈利

(a) 每股基本盈利

每股基本盈利乃除以以下項目計算得出：

- 本公司擁有人應佔溢利(不包括除普通股以外的任何服務成本權益)

(b) 每股攤薄盈利

每股攤薄盈利調整用於釐定每股基本盈利的數字，以考慮下列各項：

- 利息所得稅的稅後效應及其他與潛在攤薄普通股有關的財務成本，及
- 假設悉數轉換潛在攤薄普通股，將予發行在外的額外普通股的加權平均數。

2.28 租賃

倘本集團釐定一項安排將所識別資產之一段期間的使用控制權轉讓以換取代價，則由一項交易或一系列交易構成的安排屬或包含租賃。該釐定乃按對有關安排的內容的評估而作出，不論有關安排是否屬法律形式租賃。

本集團(作為承租人)就若干物業訂立租賃協議。

租賃初步確認為使用權資產，並在租賃資產可供本集團使用當日確認相應負債。每筆租賃付款乃分配至負債及融資成本。融資成本於租期內於損益扣除，以計算出各期間負債餘額的固定週期利率。使用權資產乃按資產估計可使用年期或租期的較短者以直線法折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Leases (continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option; and
- lease payments to be made under reasonably certain extension options are also included in the measurement of lease liabilities.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

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

- the amount of the initial measurement of lease liabilities;
- any lease payments made at or before the commencement date, less any lease incentive received;
- any initial direct costs; and
- restoration costs, if any.

2 重要會計政策摘要(續)

2.28 租賃(續)

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；
- 基於指數或利率的可變租賃付款；
- 剩餘價值擔保下的承租人預期應付款項；
- 採購權的行使價格(倘承租人合理地確定行使該權利)；
- 支付終止租賃的罰款(倘租賃條款反映承租人行使該權利)；及
- 租賃負債的計量亦包含根據可合理確定的續租權支付的租賃付款。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率，則使用本集團的增量借款利率。

使用權資產按以下各項組成的費用計量：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減所收取的任何租賃獎勵；
- 任何初始直接成本；及
- 修復成本(如有)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Leases (continued)

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense. Short-term leases are leases with a lease term of 12 months or less.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices and accounts for separately.

Some of the property leases include extension options. These terms are used to maximise operational flexibility in terms of managing contracts. The extension options held are exercisable only by the Group and not by the respective lessor. The Group considers all facts and circumstances that create an economic incentive to exercise an extension option in determining the lease term. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects the assessment.

2.29 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders or directors.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit 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.

Management regularly manages the financial risks of the Group. Because of the simplicity of the financial structure and the current operations of the Group, no hedging activities are undertaken by management.

2 重要會計政策摘要(續)

2.28 租賃(續)

與短期租賃及低價值資產租賃相關的付款按直線法確認為開支。短期租賃乃租期為12個月或以下的租賃。

合約可包含租賃及非租賃組成部分。本集團根據其相對獨立的價格將合約中的代價分配至租賃及非租賃部分，並分開入賬。

部分物業租賃包括續租權。此等條款用於在管理合約方面提高營運的靈活性。所持續租權只能由本集團而非相關出租人行使。本集團考慮所有會營造經濟誘因的事實及情況，於釐定租期時行使續租權。倘若發生影響評估的重大事件或情況的重大變化，則會對評估進行審查。

2.29 股息分派

向本公司股東分派股息於本公司股東或董事批准股息期間的本公司綜合財務報表內確認為一項負債。

3 財務風險管理

3.1 財務風險因素

本集團的業務令其面對多項金融風險：市場風險(包括外匯風險及現金流量利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃重點關注金融市場的不可預測性，並設法將對本集團財務表現的潛在不利影響減至最低。

管理層定期管理本集團金融風險。由於本集團的財務架構及目前營運簡單，故管理層並無進行任何對沖活動。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk

(i) Risk management

The carrying amounts of cash and cash equivalents, pledged time deposits, trade receivables, deposits and other receivables, contract assets, and included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

Management considers the Group has limited credit risk with its banks which are leading and reputable and are assessed as having low credit risk. Majority of bank balances are deposited with reputable banks. The Group has not incurred significant loss from non-performance by these parties in the past and management does not expect so in the future.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The procedures focus on the evaluations 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, such as its financial position, past experience and other factors, as well as pertaining to the economic environment in which the customer operates. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險

(i) 風險管理

計入綜合財務狀況表的現金及現金等價物、已抵押定期存款、貿易應收款項、存款及其他應收款項、合約資產的賬面值，乃指本集團就其金融資產承擔的最高信貸風險。

管理層認為，本集團的銀行為主要、聲譽昭著並獲評定為信貸風險低的銀行，故面對的信貸風險有限。銀行結餘主要存於聲譽昭著的銀行。本集團過往並無因該等各方違約而產生重大虧損，且管理層預期日後亦不會出現此情形。

本集團僅與獲認可和信譽卓著的第三方進行交易。本集團的政策為所有擬以信貸條款方式進行交易的客戶均須通過信貸評核程序。有關程序專注於針對客戶過往到期時的還款紀錄及現時還款能力的評估，並考慮客戶特定資料（如其財務狀況、過往經驗及其他因素）以及客戶經營所在經濟環境。此外，本集團持續監察應收賬款結餘，其面對的壞賬風險並不屬重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(i) Risk management (continued)

The Group is exposed to concentration of credit risk on trade receivables from the Group's five largest customers approximately amounting to HK\$148,455,000 (2021: HK\$87,083,000), and accounted for approximately 79% (2021: 95%) of the total trade receivables balance. The major customers of the Group are reputable organisations. Management considers that the credit risk is limited in this regard.

The Group's other financial assets at amortised cost are considered to be low risk. Management has closely monitored the credit qualities and the collectability.

(ii) Impairment of assets

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

- trade receivables;
- contract assets;
- other receivables at amortised cost; and
- cash and cash equivalents and pledged time deposits.

While cash and cash equivalents and pledged time deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(i) 風險管理(續)

本集團面臨來自本集團五大客戶貿易應收款項的集中信貸風險，有關款項為約148,455,000港元(二零二一年：87,083,000港元)，佔貿易應收款項結餘總額約79%(二零二一年：95%)。本集團的主要客戶為信譽良好的機構。管理層認為在此方面的信貸風險有限。

本集團按攤銷成本列賬的其他金融資產被視為低風險。管理層已密切監控信貸質素及可收回性。

(ii) 資產減值

本集團有四種受預期信貸虧損模式所規限的資產：

- 貿易應收款項；
- 合約資產；
- 按攤銷成本列賬的其他應收款項；及
- 現金及現金等價物以及已抵押定期存款。

儘管現金及現金等價物和已抵押定期存款均受香港財務報告準則第9號的減值要求所規限，惟已釐定減值虧損並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(ii) Impairment of assets (continued)

Trade receivables and contract assets
The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The Group divided trade receivables and contract assets into two categories to measure the expected credit losses. For category 1, it includes those customers which are reputable organisations and with good repayment history. The expected credit loss rate for these trade receivables and contract assets are determined according to a provision matrix where balances that are less than 24 months overdue are provided for at expected credit loss rates of 0.001–0.5% and trade receivables more than 24 months overdue are 100% provided for.

For category 2, it includes customers other than category 1 above. The expected credit loss rate for the trade receivables and contract assets are determined according to a provision matrix where balances that are less than 24 months overdue are provided for at expected credit loss rates of 0.27–2.51% and trade receivables more than 24 months overdue are 100% provided for.

Based on the management assessment, the provision for impairment of trade receivables and contract assets is HK\$224,000 (2021: HK\$132,000) for the year ended 31 December 2022.

On that basis, the loss allowance as at end of each reporting period was determined as follows for trade receivables.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(ii) 資產減值(續)

貿易應收款項及合約資產
本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，即對所有貿易應收款項及合約資產確認全期預期虧損撥備。

本集團將貿易應收款項及合約資產分為兩類，以計量預期信貸虧損。就類別1而言，其包括為信譽良好機構且還款記錄良好的客戶。貿易應收款項及合約資產的預期信貸虧損率乃根據撥備矩陣而釐定，其中按預期信貸虧損率0.001至0.5%計提逾期少於24個月的結餘，並悉數計提逾期24個月以上的貿易應收款項。

就類別2而言，其包括上述類別1以外的客戶。貿易應收款項及合約資產的預期信貸虧損率乃根據撥備矩陣釐定，其中按預期信貸虧損率0.27至2.51%計提逾期24個月以下的結餘，並悉數計提逾期24個月以上的貿易應收款項。

根據管理層評估，截至二零二二年十二月三十一日止年度的貿易應收款項及合約資產的減值撥備為224,000港元(二零二一年：132,000港元)。

按此基準，貿易應收款項於各報告期末的虧損撥備釐定如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(ii) Impairment of assets (continued)

Trade receivables and contract assets
(continued)

At 31 December 2022	於二零二二年 十二月三十一日	Current 即期	Past due within 30 days 30日內到期	Past due 31 to 60 days 逾期31至60日	Past due 61 to 90 days 逾期61至90日	Past due over 90 days 逾期超過90日	Total 總計
Category 1:	類別1:						
Customers have a relatively low credit risk and no default history	信貸風險相對較低且無違約記錄的客戶						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	110,844	58,773	4,624	-	1,786	176,027
Expected credit loss rates	預期信貸虧損率	0.001%	0.001%	0.001%	-	0.5%	
Loss allowance (HK\$'000)	虧損撥備(千港元)	(2)	(1)	-	-	(9)	(12)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	110,842	58,772	4,624	-	1,777	176,015
Category 2:	類別2:						
Customers have a relatively higher credit risk	信貸風險相對較高的客戶						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	11,507	-	-	-	99	11,606
Expected credit loss rates	預期信貸虧損率	0.27%	-	-	-	100%	
Loss allowance (HK\$'000)	虧損撥備(千港元)	(31)	-	-	-	(99)	(130)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	11,476	-	-	-	-	11,476
Total trade receivables, net (HK\$'000)	貿易應收款項總額淨值(千港元)	122,318	58,772	4,624	-	1,777	187,491

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(ii) 資產減值(續)

貿易應收款項及合約資產
(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(ii) Impairment of assets (continued)

Trade receivables and contract assets
(continued)

At 31 December 2021	於二零二一年 十二月三十一日	Current 即期	Past due within 30 days 30日內到期	Past due 31 to 60 days 逾期31至60日	Past due 61 to 90 days 逾期61至90日	Past due over 90 days 逾期超過90日	Total 總計
Category 1:	類別1:						
Customers have a relatively low credit risk and no default history	信貸風險相對較低且無違約 記錄的客戶						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	47,904	40,766	1,880	40	9	90,599
Expected credit loss rates	預期信貸虧損率	0.01%	0.01%	0.11%	2.50%	77.78%	
Loss allowance (HK\$'000)	虧損撥備(千港元)	(1)	(1)	(2)	(1)	(7)	(12)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	47,903	40,765	1,878	39	2	90,587
Category 2:	類別2:						
Customers have a relatively higher credit risk	信貸風險相對較高的客戶						
Gross carrying amount (HK\$'000)	賬面總值(千港元)	1,367	-	-	107	99	1,573
Expected credit loss rates	預期信貸虧損率	0.07%	-	-	0.93%	100%	
Loss allowance (HK\$'000)	虧損撥備(千港元)	(1)	-	-	(1)	(99)	(101)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	1,366	-	-	106	-	1,472
Total trade receivables, net (HK\$'000)	貿易應收款項總額淨值 (千港元)	49,269	40,765	1,878	145	2	92,059

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(ii) 資產減值(續)

貿易應收款項及合約資產
(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(ii) Impairment of assets (continued)

Trade receivables and contract assets
(continued)

On that basis, the loss allowance as at end of each reporting period was determined as follows for contract assets.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(ii) 資產減值(續)

貿易應收款項及合約資產
(續)

按此基準，合約資產於各報告期末的虧損撥備釐定如下：

		2022 二零二二年 Current 即期	2021 二零二一年 Current 即期
<i>Category 1:</i>	<i>類別 1:</i>		
<i>Customers have a relatively low credit risk and no default history</i>	<i>信貸風險相對較低且無違約記錄的客戶</i>		
Gross carrying amount (HK\$'000)	賬面總值(千港元)	391,394	397,369
Expected credit loss rates	預期信貸虧損率	0.001%	0.01%
Loss allowance provision (HK\$'000)	虧損撥備(千港元)	(5)	(4)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	391,389	397,365
<i>Category 2:</i>	<i>類別 2:</i>		
<i>Customers have a relatively higher credit risk</i>	<i>信貸風險相對較高的客戶</i>		
Gross carrying amount (HK\$'000)	賬面總值(千港元)	28,479	19,830
Expected credit loss rates	預期信貸虧損率	0.27%	0.08%
Loss allowance provision (HK\$'000)	虧損撥備(千港元)	(77)	(15)
Net carrying amount (HK\$'000)	賬面淨值(千港元)	28,402	19,815
Total contract assets, net (HK\$'000)	合約資產總額淨值(千港元)	419,791	417,180

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Credit risk (continued)

(ii) Impairment of assets (continued)

Trade receivables and contract assets
(continued)

The loss allowance provision for trade receivables and contract assets as at 31 December 2022 reconciles to the opening loss allowance for that provision as follows:

		Trade receivables 貿易應收款項 HK\$'000 千港元	Contract assets 合約資產 HK\$'000 千港元	Total 總額 HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	466	342	808
Reversal of provision for impairment	減值撥備撥回	(353)	(323)	(676)
As at 31 December 2021	於二零二一年十二月三十一日	113	19	132
Provision for impairment	減值撥備	29	63	92
As at 31 December 2022	於二零二二年十二月三十一日	142	82	224

Other receivables at amortised cost

Other receivables at amortised cost mainly represents other receivables and deposits in reputable financial institutions. Management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit loss which is immaterial.

按攤銷成本列賬的其他應收款項

按攤銷成本列賬的其他應收款項主要是指其他應收款項及於信譽良好的金融機構的存款。管理層認為，經參考交易對手的過往違約率及當前財務狀況後，信貸風險自首次確認以來並無顯著增加。減值撥備根據屬不重大的12個月預期信貸虧損釐定。

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 信貸風險(續)

(ii) 資產減值(續)

貿易應收款項及合約資產
(續)

於二零二二年十二月三十一日，貿易應收款項及合約資產的虧損撥備與有關撥備的期初虧損撥備對賬如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Market risk

(i) Foreign exchange risk

Most of the income and expenditures of the Group are denominated in HK\$, being the functional currency of the Group, and hence, the Group does not have any material foreign exchange exposure.

(ii) Cash flow interest rate risk

The Group's interest rate risk arises from bank deposits and bank borrowings. Bank borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by the bank deposits. The interest rate profile of bank borrowings is disclosed in Note 25. The bank deposits generate interest at the prevailing market interest rates.

At 31 December 2022, if interest rates had been 50 basis points higher/lower with all other variables held constant, the Group's post-tax profit for the year would have been approximately HK\$1,501,000 (2021: HK\$794,000) lower/higher, mainly as a result of higher/lower expenses on floating rate interest bearing assets and bank borrowings.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 市場風險

(i) 外匯風險

本集團大部分收入及支出均以港元(即本集團的功能貨幣)計值,因此本集團並無面臨任何重大外匯風險。

(ii) 現金流量利率風險

本集團的利率風險來自銀行存款及銀行借款。按浮動利率計息的銀行借款使本集團面臨現金流量利率風險,被銀行存款部分抵銷。銀行借款的利率狀況於附註25披露。銀行存款按現行市場利率計息。

於二零二二年十二月三十一日,倘利率上升/下跌50個基點,而所有其他變數維持不變,則本集團年內稅後溢利將減少/增加約1,501,000港元(二零二一年:794,000港元),主要由於浮息資產及銀行借款的開支增加/減少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its obligations when they fall due, resulting from amount and maturity mismatches of assets and liabilities.

The Group employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the Group's working capital to ensure that all liabilities due and known funding requirements could be met.

Liquidity risk is the risk that the Group is unable to meet its obligations when they fall due, resulting from amount and maturity mismatches of assets and liabilities.

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3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險

流動資金風險為本集團未能償付到期債項的風險，因資產及負債的金額與年期錯配所致。

本集團透過預測所需現金數額及監察本集團的營運資金，確保能應付所有到期債項及已知資金需求，使用預測現金流分析管理流動資金風險。

流動資金風險乃指本集團因資產及負債的金額及到期日錯配，以致於債務到期時無法履行責任的風險。

本集團透過預測所需現金數額及監察本集團之營運資金以預計現金流量分析管理流動資金風險，以確保能夠應付所有到期負債及已知資金需求。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the financial liabilities of the Group into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows (including interests payments computed using contractual rates, or if floating, based on the current rates at the period-end date). Where the loan agreement contains a repayable on demand clause which gives the lender the unconditional right to call the loan at any time, the amounts repayable are classified in the earliest time bracket in which the lender could demand repayment. The maturity analysis for remaining financial liabilities is prepared based on the scheduled repayment dates.

		On demand 按要求償還 HK\$'000 千港元	Within 1 year 1年內 HK\$'000 千港元	Over 1 year 超過1年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2022	於二零二二年 十二月三十一日				
Trade payables	貿易應付款項	-	52,706	-	52,706
Accruals, retention payables and other liabilities	應計費用、應付保留金及 其他負債	-	90,208	-	90,208
Bank borrowings	銀行借款	413,159	-	-	413,159
Lease payables and interest payables	租賃應付款項及應付利息	-	238	-	238
		413,159	143,152	-	556,311

		On demand 按要求償還 HK\$'000 千港元	Within 1 year 1年內 HK\$'000 千港元	Over 1 year 超過1年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2021	於二零二一年 十二月三十一日				
Trade payables	貿易應付款項	-	108,669	-	108,669
Accruals, retention payables and other liabilities	應計費用、應付保留金及 其他負債	-	88,864	-	88,864
Bank borrowings	銀行借款	265,186	-	-	265,186
Lease payables and interest payables	租賃應付款項及應付利息	-	6,912	238	7,150
		265,186	204,445	238	469,869

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表根據由綜合財務狀況表日期至合約到期日的剩餘期間將本集團的金融負債分析為相關的到期組別。在表內披露的金額為合約未貼現現金流量(包括採用合約利率或(如為浮動利率)按期間結算日現行利率計算的利息付款)。倘貸款協議包含按要求償還條款，給予貸款人無條件權利可隨時要求清還貸款，則應償還金額歸入貸款人可要求還款的最早時限。餘下金融負債的到期日分析按計劃還款日期編製。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below summarises the maturity analysis of bank borrowing with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis contained in the above table.

There were no changes in the Group’s approach to capital management during the year.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表概述具有按要求償還條款的銀行借款按照貸款協議所載協定計劃還款安排的到期日分析。有關金額包括採用合約利率計算的利息付款。因此，該等金額大於上表所載到期日分析內的「按要求償還」時間段所披露的金額。

年內本集團的資本管理方法並無變動。

		Maturity analysis — Bank borrowings and interest payable without taking into account of repayment on demand clause of certain bank borrowings, based on scheduled repayments					
		按協定計劃還款安排的到期日分析 — 銀行借款及應付利息					
		(不計及具有按要求償還條款的若干銀行借款)					
		Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total	
		1年內	1至2年內	2至5年內	5年以上	總計	
		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	
As at 31 December 2022	於二零二二年 十二月三十一日	401,282	3,292	6,411	4,072	415,057	
As at 31 December 2021	於二零二一年 十二月三十一日	259,839	1,823	3,653	393	265,708	

Taking into account the Group’s financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

考慮到本集團的財務狀況，董事認為銀行不大可能會行使要求即時還款的權利。董事相信該等銀行貸款將按照貸款協議所載的計劃還款日期償還。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, sell assets to reduce debt or repay borrowings when cash received from non-trade receivables. Also, the Group continues to monitor and maintain the sufficiency of banking facilities for its operations.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents and pledged time deposits. Total capital is calculated as "equity" as shown in the consolidated statement of financial position, plus net debt.

The gearing ratio at 31 December 2022 and 2021 was as follows:

3 財務風險管理(續)

3.2 資本風險管理

本集團的資本管理目標是保障其持續經營的能力，以為股東提供回報及為其他持份者帶來利益，並維持最佳資本架構以減少資金成本。為維持或調整資本架構，本集團可調整派付予股東的股息金額、退還資本予股東、發行新股份、出售資產以減少債務或從非貿易應收款項收到現金時償還借款。此外，本集團繼續監察及維持其營運所需的銀行信貸充足性。

與業內其他公司一樣，本集團利用資產負債比率監察資本。此比率以淨債務除以總資本計算。淨債務以總借款及租賃負債減去現金及現金等價物及已抵押定期存款計算。總資本以綜合財務狀況表內列示的「權益」加淨債務計算。

於二零二二年及二零二一年十二月三十一日的資產負債比率如下：

		Notes	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		附註		
Borrowings	借款	25	413,159	265,186
Add: Lease liabilities	加：租賃負債	15	237	6,999
Less: Cash and cash equivalents and pledged time deposits	減：現金及現金等價物 以及已抵押定期存款	21	(53,590)	(68,928)
Net debt	債務淨額		359,806	203,257
Total equity	總權益		178,984	150,919
Total capital	總資本		538,790	354,176
Gearing ratio	資產負債比率		67%	57%

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The Group analyses its financial instruments' fair value by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

The carrying amount of the Group's financial assets and liabilities, including cash and cash equivalents, pledged time deposits, trade receivables, deposits and other receivables, trade payables, accruals, retention payables and other liabilities, borrowings and lease liabilities approximate their fair values, which either due to their short-term maturities, or that they are subject to floating rates.

3 財務風險管理(續)

3.3 公平值估計

本集團按用於計量公平值的估值技術所用輸入數據的層級，分析其金融工具的公平值。該等輸入數據歸入以下公平值架構內的三個層級：

- 相同資產或負債在活躍市場上的報價(未經調整)(第一級)。
- 並非納入第一級的報價，惟可直接(即作為價格)或間接(即源自價格)觀察的資產或負債的輸入數據(第二級)。
- 並非依據可觀察市場數據的資產或負債的輸入數據(即不可觀察輸入數據)(第三級)。

本集團的金融資產及負債(包括現金及現金等價物、已抵押定期存款、貿易應收款項、按金及其他應收款項、貿易應付款項、應計費用、應付保留金及其他負債、借款及租賃負債)因到期日較短或按浮動利率計息，其賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Revenue recognition

The Group recognises revenue according to the progress towards complete satisfaction of performance obligation of the individual contract of fitting-out works. The progress is determined by the aggregated cost for the individual performance obligation incurred at the end of the reporting period compared with the estimated budgeted cost. Management's estimation of the cost incurred to date and the budgeted cost is primarily based on fitting-out contract budget and actual cost report prepared by internal quantity surveyors, where applicable. Corresponding revenue from contract work is also estimated by management based on the progress and estimated revenue which contains variable consideration. Because of the nature of the activities undertaken in the fitting-out contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group regularly reviews and revises the estimation of both transaction price and contract cost in the budget prepared for each fitting-out contract as the contract progresses.

4 重大會計估計及判斷

估計及判斷會持續進行評估，並根據過往經驗及其他因素而作出，包括對未來事件作出認為在有關情況下屬合理的預期。

本集團對未來作出估計及假設。按其定義，會計估計結果很少會與相關實際結果一致。有重大風險導致須對下個財政年度的資產及負債的賬面值作出重大調整的估計及假設於下文闡述：

(a) 收益確認

本集團根據完全達成個別裝修工程合約的履約責任的進度確認收益。有關進度取決於個別履約責任於報告期末產生的總成本相對於估計預算成本。管理層對迄今已產生成本及預算成本的估計主要依據內部工料測量師編製的裝修合約預算及實際成本報告(倘適用)而作出。管理層亦按進度及估計收益(包含可變代價)對合約工程的相應收益作出估計。由於裝修合約內所進行工程活動的性質使然，訂立合約的日期與完工日期通常處於不同的會計期間。本集團於合約進行期間內對為各裝修合約編製的預算內交易價格及合約成本的估計作出定期檢討及修訂。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

(a) Revenue recognition *(continued)*

Significant judgement is required in estimating the progress of performance, total contract costs and value of variation work which may have an impact on percentage of completion of the fitting-out contracts and the contract revenue and profit to be recognised in an accounting period. In addition, actual outcome in terms of total revenue or costs may be higher or lower than estimation at the end of the reporting period, which would affect the revenue and profit recognised in future years as an adjustment to the amounts recorded to date.

(b) Impairment loss of trade receivables and contract assets

The Group follows the guidance of HKFRS 9 to determine when trade receivables and contract assets are impaired. Significant judgement is exercised on the assessment of the risk of default and expected credit losses from each customer. In making the judgement, management considers a wide range of factors such as results of follow-up procedures, customer payment trends including subsequent payments, customers' financial positions and expected future change of credit risks, including consideration of factors such as general economy measure, changes in macro-economic indicators, etc. Details of assumptions and inputs used are discussed in Note 3.1(a)(ii).

4 重大會計估計及判斷 *(續)*

(a) 收益確認 *(續)*

於估計履約進度、總合約成本及變更工程價值時須作出重大判斷，或會對裝修合約的完工百分比以及將於某一會計期間確認的合約收益及溢利造成影響。此外，就總收益或成本而言的實際結果可能會高於或低於報告期末的估計，可能會影響於未來年度確認收益及溢利作為對迄今已入賬金額的調整。

(b) 貿易應收款項及合約資產減值虧損

本集團遵循香港財務報告準則第9號的指引以釐定貿易應收款項及合約資產何時出現減值。於評估各客戶的違約風險及預期信貸虧損時須作出重大判斷。於作出判斷時，管理層考慮多項因素，例如跟進程序的結果、客戶付款趨勢（包括後續付款）、客戶的財務狀況以及信貸風險的預期未來變動（包括考慮一般經濟措施及宏觀經濟指標變化等因素）。所用假設及輸入數據的詳情於附註3.1(a)(ii)討論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE

The chairman is identified as the chief operating decision maker (“**CODM**”) of the Group who reviews the Group’s internal reporting in order to assess performance and allocate resources.

As substantial business operations of the Group relate to the provision of fitting-out and repair and maintenance services, the CODM makes decisions about resources allocation and performance assessment based on the entity-wide consolidated financial information. Accordingly, there is only one single operating segment for the Group qualified as reportable segment under HKFRS 8. No separate segmental analysis is presented in the report.

(a) Disaggregation of revenue

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Fitting-out services	裝修服務	810,147	795,051
Repair and maintenance services	維修及維護服務	9,155	3,057
		819,302	798,108

The Group’s revenue is recognised over time for the year ended 31 December 2022 (2021: same).

5 收益

主席被認定為本集團主要經營決策者（「**主要經營決策者**」），負責審核本集團內部報告以評估績效及分配資源。

由於本集團的主要業務營運與提供裝修及維修及維護服務有關，故主要經營決策者按整個實體之財務資料作出有關資源分配及表現評估之決策。因此，根據香港財務報告準則第8號，本集團只有一個單一經營分部符合為可呈報分部。報告內並無呈列獨立的分部分析。

(a) 收入分拆

於截至二零二二年十二月三十一日止年度，本集團收益乃隨時間確認（二零二一年：相同）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE (continued)

(b) Geographical information

All the revenue and assets are based in the Hong Kong for the year ended 31 December 2022 (2021: same).

(c) Revenue from major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue for each of the financial years is set out 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	230,599	N/A* 不適用
Customer B	客戶 B	105,876	298,382
Customer C	客戶 C	100,877	N/A* 不適用
Customer D	客戶 D	N/A 不適用*	140,371
Customer E	客戶 E	N/A 不適用*	113,566
Customer F	客戶 F	N/A 不適用*	109,308

* Represent less than 10% of revenue for the respective year.

* 指佔相關年度收益不足 10%。

(d) Revenue recognised in relation to contract liabilities

The following table shows the revenue recognised during the year ended 31 December 2022 and 2021 related to carried-forward contract liabilities.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue recognised that was included in the contract liability balance at the beginning of the period — Fitting-out services	計入期初合約負債結餘的已確認收益 — 裝修服務	11,539	11,370

5 收益(續)

(b) 地理資料

截至二零二二年十二月三十一日止年度的所有收益及資產均以香港為基礎(二零二一年：相同)。

(c) 來自主要客戶收益

各財政年度佔本集團各年收益 10% 或以上之來自各主要客戶之收益載列如下：

(d) 與合約負債有關的已確認收益

下表列示於截至二零二二年及二零二一年十二月三十一日止年度內確認與結轉合約負債有關的收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE (continued)

(e) Unsatisfied long-term fitting-out contracts

The following table shows unsatisfied performance obligations resulting from fitting-out contracts.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Aggregate amount of the transaction price allocated to long term construction contracts that are partially or fully unsatisfied as at 31 December	於十二月三十一日分配至部分或完全未履行長期建築合約的交易價格總額	1,182,547	609,677

Management expects that the transaction prices regarding the unsatisfied contracts at the end of year will be recognised as revenue by referencing to the schedule below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 year	1年內	848,510	463,499
Over 1 year	超過1年	334,037	146,178
		1,182,547	609,677

All other contracts are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5 收益(續)

(e) 未履行長期裝修合約

下表列示裝修合約所產生的未達成履約責任。

管理層預計，於年末分配至未履行合約的交易價格將參考以下時間表確認為收益：

所有其他合約的期限為一年或以下。按照香港財務報告準則第15號所允許，並未披露分配予該等未履行合約的交易價格。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 OTHER INCOME AND OTHER LOSSES, NET 6 其他收入及其他虧損淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other income	其他收入		
Employment Support Scheme (Note a)	「保就業」計劃(附註a)	12,178	–
Construction Industry Council's Employment Support Scheme (Note b)	建造業「保就業」計劃(附註b)	–	564
Others	其他	227	64
		12,405	628
Other losses, net	其他虧損淨額		
Exchange loss, net	匯兌虧損淨額	(22)	(64)
Changes in surrender values of investments in insurance contracts (Note 16)	保險合約投資的退保價值變動 (附註16)	(2,444)	(81)
Others	其他	–	88
		(2,466)	(57)

(a) Amount represents wage subsidy granted under Employment Support Scheme under the Anti-Epidemic Fund. Subsidies are offered to employers who have employed regular employees and paid Mandatory Provident Fund for them.

(b) Amount represents wage subsidy granted from the Employment Support Scheme for the Construction Sector. Subsidies are offered to construction sector employers who have employed casual employees on a long-term basis.

(a) 金額指根據防疫抗疫基金下的「保就業」計劃發放的工資補貼。僱用長期僱員並為其繳付強積金的僱主可獲得津貼。

(b) 金額指建造業「保就業」計劃發放的工資補貼。僱用長散工的建造業僱主可獲得津貼。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質劃分的開支

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Sub-contracting fees	分包費用	347,253	383,268
Materials costs	材料成本	268,914	241,374
Consultation services	諮詢服務	787	3,147
Depreciation on plant and equipment	機械及設備折舊	1,606	1,549
Depreciation on right-of-use assets	使用權資產折舊	5,472	5,287
Employee benefit expenses (including directors' emoluments) (Note 8)	僱員福利開支(包括董事酬金)(附註8):	116,827	109,865
Auditor's remuneration	核數師酬金		
— audit services	— 核數服務	1,498	1,300
Donation	捐贈	59	23
Entertainment expenses	應酬開支	1,831	1,799
Legal and professional fee	法律及專業開支	5,971	4,295
Transportation expenses	交通開支	1,215	1,170
Office expenses	辦公室開支	5,243	2,713
Insurance	保險	6,015	6,525
Research and development	研發	390	2,069
Other expenses	其他開支	16,800	7,973
Total cost of services and administrative expenses	服務成本及行政開支總額	779,881	772,357
Representing:	代表:		
Cost of services	服務成本	705,279	695,810
Administrative expenses	行政開支	74,602	76,547
		779,881	772,357

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

8 僱員福利開支(包括董事酬金)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and bonus	薪金、津貼及獎金	108,508	103,129
Pension costs — defined contribution plan	退休金成本 — 界定供款計劃	3,821	3,558
Other staff welfare and benefit:	其他員工福利：		
— Depreciation on plant and equipment	— 機械及設備折舊	1,566	1,489
— Depreciation on right-of-use assets	— 使用權資產折舊	1,117	1,117
— Share option expense	— 購股權開支	—	530
— Others	— 其他	1,815	42
		116,827	109,865

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include 3 directors (Mr. Ng Chi Chiu, Ms. Zhao Haiyan Chloe, and Ms. Ho Nga Ling) for the year ended 31 December 2022 (2021: 3). Their emoluments were reflected in Note 9(a). The emoluments paid to the remaining 2 highest paid individuals who are not directors of the Company (2021: 2) are as follow:

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三名(吳志超先生、趙海燕女士及何雅凌女士)(二零二一年：三名)董事。彼等的薪酬見附註9(a)。已付予餘下兩名(二零二一年：兩名)最高薪人士(並非本公司董事)的薪酬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物福利	2,933	2,915
Pension costs — defined contribution plan	退休金成本 — 界定供款計劃	36	36
Bonus	花紅	500	288
		3,469	3,239

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(continued)

The emoluments of the remaining 2 highest paid individuals who are not Directors fell within the following bands:

		Number of individuals 人數	
		2022 二零二二年	2021 二零二一年
Emolument band	薪酬範圍		
From HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	2	1
From HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	-	1
		2	2

During the financial year, no amounts were paid by the Group to any of the highest paid individuals who are not a director of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

8 僱員福利開支(包括董事酬金)(續)

餘下兩名最高薪人士(並非董事)的薪酬介乎下列範圍：

於本財政年度，本集團概無向任何並非本公司董事的最高薪人士支付款項作為加入本集團或加入之後的獎勵或作為離職補償。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments and retirement benefits

The remuneration and retirement benefits of the directors is set out below:

For the year ended 31 December 2022

9 董事福利及權益

(a) 董事酬金及退休福利

董事薪酬及退休福利載列如下：

截至二零二二年十二月三十一日止年度

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 個人就擔任董事(不論為本公司或其附屬公司)的服務獲支付或應收的酬金								
Name	姓名	Fees	Salary	Discretionary bonuses	Allowances and benefits in kinds	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
		袍金	薪金	酌情花紅	津貼及實物福利	僱主對退休福利計劃供款	董事就管理本公司或其附屬公司事務的其他服務獲支付或應收的酬金	總計
		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
Executive Directors	執行董事							
Mr. Ng Chi Chiu (Chief Executive Officer)	吳志超先生 (行政總裁)	-	3,018	350	2,682	18	-	6,068
Ms. Zhao Haiyan Chloe	趙海燕女士	-	1,380	150	-	18	-	1,548
Ms. Ho Nga Ling (Note i)	何雅凌女士(附註i)	-	1,040	578	-	12	68	1,698
Non-executive Director	非執行董事							
Mr. Chan Ming Yim	陳銘嚴先生	360	-	-	-	-	-	360
Independent non-executive Directors	獨立非執行董事							
Dr. Ho Chung Tai Raymond	何鍾泰博士	600	-	-	-	-	-	600
Mr. Yip Chun On	葉俊安先生	300	-	-	-	-	-	300
Prof. Chau Kwong Wing	鄧廣榮教授	300	-	-	-	-	-	300
		1,560	5,438	1,078	2,682	48	68	10,874

Note i: Resigned on 31 August 2022.

附註i: 於二零二二年八月三十一日辭任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTERESTS OF DIRECTORS

(continued)

(a) Directors' emoluments and retirement benefits (continued)

For the year ended 31 December 2021

9 董事福利及權益 (續)

(a) 董事酬金及退休福利 (續)

截至二零二一年十二月三十一日止年度

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 個人就擔任董事(不論為本公司或其附屬公司)的服務獲支付或應收的酬金								
Name	姓名	Fees	Salary	Discretionary bonuses	Allowances and benefits in kinds	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
		袍金	薪金	酌情花紅	津貼及實物福利	計劃供款	董事就管理本公司或其附屬公司事務的其他服務獲支付或應收的酬金	總計
		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
Executive Directors 執行董事								
Mr. Ng Chi Chiu (Chief Executive Officer)	吳志超先生 (行政總裁)	-	3,018	-	2,606	18	-	5,642
Ms. Zhao Haiyan Chloe	趙海燕女士	-	1,380	300	-	18	-	1,698
Ms. Ho Nga Ling	何雅凌女士	-	1,504	-	-	18	-	1,522
Non-executive Director 非執行董事								
Mr. Chan Ming Yim	陳銘顯先生	360	-	-	-	-	-	360
Independent non-executive Directors 獨立非執行董事								
Dr. Ho Chung Tai Raymond	何鍾泰博士	600	-	-	-	-	-	600
Mr. Yip Chun On	葉俊安先生	300	-	-	-	-	-	300
Prof. Chau Kwong Wing	鄧廣榮教授	300	-	-	-	-	-	300
		1,560	5,902	300	2,606	54	-	10,422

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 BENEFITS AND INTERESTS OF DIRECTORS

(continued)

(a) Directors' emoluments and retirement benefits (continued)

During the year ended 31 December 2022, none of the directors of the Company waived their emoluments nor agreed to waive their emoluments for the year (2021: nil). During the financial year, no amounts were paid by the Group to any of the directors of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Directors' retirement benefits and termination benefits

Save as disclosed in Note 9(a), the directors did not receive any other retirement benefits or termination benefits during the year (2021: nil).

(c) Consideration provided to third parties for making available directors' services

No payment was made to the former employer of the directors for making available the services of them as a director of the Group during the year ended 31 December 2022 (2021: nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

In addition to those disclosed elsewhere in the consolidated financial statements, there are no loans, quasi loans and other dealing in favour of directors, controlling bodies corporate by and connected entities with such directors during the year ended 31 December 2022 (2021: nil).

(e) Directors' material interests in transactions, arrangements or contracts

Other than those in Note 28, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which directors of the Group 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 (2021: nil).

9 董事福利及權益(續)

(a) 董事酬金及退休福利(續)

於截至二零二二年十二月三十一日止年度，概無本公司董事放棄或同意放棄任何年內薪酬(二零二一年：無)。於財政年度內，本集團概無向本集團任何董事支付款項以作為加入本集團或加入後的獎勵或作為離職補償。

(b) 董事退休福利及終止福利

除附註9(a)所披露者外，董事並無於年內收取任何其他退休福利或終止福利(二零二一年：無)。

(c) 向第三方提供以促成董事服務的代價

於截至二零二二年十二月三十一日止年度，概無就獲得本集團董事服務而向董事的前僱主支付任何款項(二零二一年：無)。

(d) 有關以董事、其受控法團及關連實體為受益人的貸款、類似貸款及其他交易

除綜合財務報表其他部分所披露者外，於截至二零二二年十二月三十一日止年度，概無以董事、其受控法團及關連實體為受益人的貸款、類似貸款及其他交易(二零二一年：無)。

(e) 董事於交易、安排或合約的重大權益

除附註28所披露者外，概無本集團為訂約方而本集團董事直接或間接於其中擁有重大利益，且與本集團業務有關的重大交易、安排及合約於年底或截至二零二二年十二月三十一日止年度任何時間存續(二零二一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 FINANCE COSTS, NET

10 財務成本淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Finance income	財務收入		
— Bank interest income	— 銀行利息收入	59	—
Finance costs	財務成本		
— Interest expenses on borrowings	— 借款的利息開支	16,323	10,237
— Interest elements of lease liabilities	— 租賃負債的利息部分	150	401
		16,473	10,638

11 INCOME TAX EXPENSE

11 所得稅開支

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax expense	即期稅項開支		
— Hong Kong profits tax	— 香港利得稅	4,961	3,794
Under provision in prior year	過往年度撥備不足	325	99
Deferred income tax (Note 17)	遞延所得稅(附註17)	(497)	(130)
Income tax expense	所得稅開支	4,789	3,763

In accordance with the two-tiered profits tax regime, Hong Kong profits tax was calculated at 8.25% on the first HK\$2 million and 16.5% on the remaining balance of the estimated assessable profits for the year ended 31 December 2022 (2021: same).

根據利得稅兩級制，截至二零二二年十二月三十一日止年度，首2百萬港元的估計應課稅溢利按8.25%計算香港利得稅，而餘額則按16.5%計算(二零二一年：相同)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 INCOME TAX EXPENSE (continued)

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

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	32,854	16,360
Tax calculated at applicable tax rates	按適用稅率計算的稅項	5,256	2,534
Expenses not deductible for tax purposes	不可扣稅開支	309	155
Income not subject to taxation	毋須課稅收入	(2,009)	(279)
Tax effect of unused tax losses not recognised	未確認未動用稅項虧損的稅務影響	918	1,264
Under provision in prior year	過往年度撥備不足	325	99
Tax concession	稅務優惠	(10)	(10)
Income tax expense	所得稅開支	4,789	3,763

In accordance with the accounting policy set out in Note 2.19, the Group has not recognised deferred tax assets in respect of cumulative tax losses of approximately HK\$17,891,000 (2021: HK\$12,329,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

11 所得稅開支(續)

本集團的除所得稅前溢利的稅項與採用香港利得稅稅率應產生的理論金額有以下差異：

根據附註2.19所載的會計政策，本集團並無就約17,891,000港元(二零二一年：12,329,000港元)的累計稅務虧損確認遞延稅項資產，原因為不大可能有未來應課稅溢利以供相關稅務司法權區及實體用以抵銷虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares issued during the respective periods. In determining the weighted average number of ordinary shares, 600,000,000 shares of the Company, which resulted from the issue and allotment of shares by the Company in connection with the Reorganisation, had been treated as if such shares were issued on 1 January 2019.

		2022 二零二二年	2021 二零二一年
Profit attributable to owners of the Group (HK\$)	本集團擁有人應佔溢利 (港元)	28,065,000	12,597,000
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	800,000,000	800,000,000
Basic and diluted earnings per share (HK cents per share)	每股基本及攤薄盈利 (每股港仙)	3.51	1.57

(b) Diluted earnings per share

Diluted earnings per share for the year is the same as basic earnings per share as the potential ordinary shares in relation to the share options granted to the employees (Note 26) are anti-dilutive and we do not assume any conversation or exercise.

13 DIVIDENDS

The board of directors of the Company does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: nil).

12 每股盈利

(a) 每股基本盈利

每股基本盈利乃按本公司擁有人應佔溢利除以各期間已發行普通股之加權平均數計算。在釐定普通股加權平均數時，因本公司就重組發行及配發股份而產生的600,000,000股本公司股份已被視為猶如該等股份已於二零一九年一月一日發行。

(b) 每股攤薄盈利

本年度的每股攤薄盈利與每股基本盈利相同，因為關於授予僱員的購股權的潛在普通股(附註26)具有反攤薄性質及我們並不假設有任何轉換或行使。

13 股息

本公司董事會不建議向股東派付任何截至二零二二年十二月三十一日止年度的末期股息(二零二一年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 PLANT AND EQUIPMENT

14 機械及設備

		Leasehold improvements 租賃裝修 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 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	14,108	3,018	1,576	3,269	21,971
Additions for the year	年內添置	-	-	1,060	-	1,060
Government Subsidy (Note)	政府補助(附註)	-	-	(146)	-	(146)
At 31 December 2021	於二零二一年十二月三十一日	14,108	3,018	2,490	3,269	22,885
At 1 January 2022	於二零二二年一月一日	14,108	3,018	2,490	3,269	22,885
Additions for the year	年內添置	-	-	-	40	40
At 31 December 2022	於二零二二年十二月三十一日	14,108	3,018	2,490	3,309	22,925
Accumulated depreciation	累計折舊					
At 1 January 2021	於二零二一年一月一日	10,941	1,955	384	2,095	15,375
Charge for the year	年內扣除	1,601	606	578	253	3,038
At 31 December 2021	於二零二一年十二月三十一日	12,542	2,561	962	2,348	18,413
At 1 January 2022	於二零二二年一月一日	12,542	2,561	962	2,348	18,413
Charge for the year	年內扣除	1,566	453	316	837	3,172
At 31 December 2022	於二零二二年十二月三十一日	14,108	3,014	1,278	3,185	21,585
Carrying values	賬面值					
At 31 December 2022	於二零二二年十二月三十一日	-	4	1,212	124	1,340
At 31 December 2021	於二零二一年十二月三十一日	1,566	457	1,528	921	4,472

Note: On 12 July 2021, the Group has received a fund from the Development Bureau of the Government of the Hong Kong. The amount was HK\$146,000 and the Group has complied with the terms and the condition attached to the fund.

附註：於二零二一年七月十二日，本集團已從香港政府發展局收到資金。金額為146,000港元，而本集團符合該筆資金的附帶條款及條件。

During the year ended 31 December 2022, depreciation of HK\$453,000 (2021: HK\$596,000) and HK\$2,719,000 (2021: HK\$2,442,000) were charged to "cost of services" and "administrative expenses" in the statement of comprehensive income, respectively.

截至二零二二年十二月三十一日止年度的折舊453,000港元(二零二一年：596,000港元)及2,719,000港元(二零二一年：2,442,000港元)分別於全面收益表中的「服務成本」及「行政開支」扣除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 LEASES

(a) Balances recognised in the consolidated statement of financial position

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Office premises	辦公室物業	228	6,817
Lease liabilities	租賃負債		
Current portion	即期部分	237	6,762
Non-current portion	非即期部分	–	237
		237	6,999

No additions to the right-of-use assets during the year ended 31 December 2022 (2021: approximately HK\$10,943,000).

截至二零二二年十二月三十一日止年度並無添置使用權資產(二零二一年：約10,943,000港元)。

(b) Amount recognised in the consolidated statement of comprehensive income

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation charge of right-of-use assets	使用權資產折舊支出	6,589	6,404
Interest expense on lease liabilities (included in finance costs) (Note 10)	租賃負債利息支出(計入財務成本)(附註10)	150	401

The total cash outflow for leases during the year ended 31 December 2022 was approximately HK\$6,762,000 (2021: approximately HK\$6,314,000).

截至二零二二年十二月三十一日止年度，租賃的現金流出總額約為6,762,000港元(二零二一年：約6,314,000港元)。

15 租賃

(a) 於綜合財務狀況表中確認的金額

(b) 於綜合全面收益表中確認的金額

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 LEASES (continued)

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

The Group leases 2 premises. Rental contracts are typically made for fixed period of 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

The interest rate of each lease contracts is fixed at its contract date, and the interest rates of all the lease liabilities were 4% (2021: 2.9%–4.0%) per annum as at 31 December 2022.

15 租賃(續)

(c) 本集團的租賃活動及其入賬方式

本集團租賃2個物業。租賃合同通常按2年的固定期限訂立。租期按個別基準進行磋商，且包含各種不同的條款及條件。租賃協議不包含財務契約條款，但租賃資產不得被用於借款用途的抵押。

各租賃合約的利率於合約日期釐定，而所有租賃負債於二零二二年十二月三十一日的年利率為4%（二零二一年：2.9%–4.0%）。

16 INVESTMENTS IN INSURANCE CONTRACTS 16 保險合約投資

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At the beginning of year	於年初	18,180	15,261
Addition for the year	年內添置	19,693	3,000
Charged to the consolidated statement of comprehensive income:	自綜合全面收益表扣除：		
— Changes in surrender values, net (Note 6)	— 退保價值變動淨額 (附註6)	(2,444)	(81)
At the end of year	於年末	35,429	18,180

Investments in insurance contracts represented key management life insurance policies (the “**Insurance Policies**”). The Group is the beneficiary of the Insurance Policies. The Insurance Policies were pledged to the bank as securities for certain facilities granted to the Group. Changes in value of the investment in insurance contracts are recorded in “other losses, net” in the consolidated statement of comprehensive income.

保險合約投資指主要管理層人壽保單（「**保單**」）。本集團為保單的受益人。保單已抵押予銀行作為若干授予本集團的融資的抵押品。保險合約投資的價值變動於綜合全面收益表內「其他虧損淨額」入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 DEFERRED INCOME TAX ASSETS

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The followings are the deferred income tax assets recognised and movements thereon during the year:

17 遞延所得稅資產

當有法定可執行權力將即期所得稅資產與即期所得稅負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

以下為年內的已確認遞延所得稅資產及其變動：

		Provision 撥備 HK\$'000 千港元	Decelerated depreciation 減速折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021 (Charged)/credited to consolidated statements of comprehensive income (Note 11)	於二零二一年一月一日 (扣除)/計入自綜合 全面收益表(附註11)	133 (111)	675 241	808 130
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	22	916	938
Credited to consolidated statements of comprehensive income (Note 11)	計入自綜合全面收益表 (附註11)	15	482	497
At 31 December 2022	於二零二二年十二月三十一日	37	1,398	1,435

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 FINANCIAL INSTRUMENTS BY CATEGORY 18 按類別劃分的金融工具

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Assets as per consolidated statement of financial position	綜合財務狀況表呈列的資產		
Financial assets subsequently measured at amortised cost	其後按攤銷成本計量的金融資產		
— Trade receivables (Note 19)	— 貿易應收款項(附註19)	187,491	92,059
— Other receivables and deposits (excluding prepayments)	— 其他應收款項及按金(不包括預付款項)	35,460	23,830
— Cash and cash equivalents and pledged time deposits (Note 21)	— 現金及現金等價物以及已抵押定期存款(附註21)	53,590	68,928
Total	總計	276,541	184,817
Liabilities as per consolidated statement of financial position	綜合財務狀況表呈列的負債		
Other financial liabilities subsequently measured at amortised cost	其後按攤銷成本計量的其他金融負債		
— Trade payables (Note 24)	— 貿易應付款項(附註24)	52,706	108,669
— Accruals, retention payables and other liabilities excluding non-financial liabilities	— 應計費用、應付保留金及其他負債(不包括非金融負債)	90,208	88,864
— Borrowings (Note 25)	— 借款(附註25)	413,159	265,186
— Lease liabilities (Note 15)	— 租賃負債(附註15)	237	6,999
		556,310	469,718

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 TRADE AND OTHER RECEIVABLES

(a) 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	貿易應收款項	187,633	92,172
Less: provision for impairment	減：減值撥備	(142)	(113)
Trade receivables, net	貿易應收款項淨額	187,491	92,059

As at 31 December 2022 and 2021, the ageing analysis of the trade receivables based on invoice date is as follows:

於二零二二年及二零二一年十二月三十一日，貿易應收款項按發票日期的賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
1 to 30 days	1至30日	122,351	49,272
31–60 days	31至60日	58,773	40,766
61–90 days	61至90日	4,624	1,880
Over 90 days	90日以上	1,885	254
		187,633	92,172

Trade receivables are due from 30 days to 90 days after invoicing depending on the nature of services. The Group's trade receivables are mainly denominated in Hong Kong Dollars.

貿易應收款項於開具發票後30日至90日內到期，視乎服務性質而定。本集團的貿易應收款項主要以港元計值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 TRADE AND OTHER RECEIVABLES (continued)

(b) Other receivables, deposits and prepayments

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Prepayments for fitting-out works	裝修工程預付款項	63,268	15,770
Prepayments for insurance	保險預付款項	1,094	640
Deposits (Note)	按金(附註)	35,253	23,540
Advances to employees	墊款予僱員	207	290
		99,822	40,240
Less: Non-current portion	減：非即期部分	(29,715)	(22,906)
Current portion	即期部分	70,107	17,334

Note: Deposits represent surety bonds purchased from insurance companies, rental and utility deposits. They are expected to be released in accordance with the term of the respective contracts.

The Group's other receivables and deposits are mainly denominated in Hong Kong Dollars. None of the other receivables and deposits was impaired.

The carrying amounts of trade and other receivables approximate to their fair values. The maximum exposure to credit risk at the end of each reporting period is carrying amount of each class of trade and other receivables mentioned above.

19 貿易及其他應收款項(續)

(b) 其他應收款項、按金及預付款項

附註：按金指向保險公司購買的履約保證、租金及水電按金。該等款項預期會根據相關合約的條款退回。

本集團的其他應收款項及按金主要以港元計值。概無其他應收款項及按金已作減值。

貿易及其他應收款項的賬面值與其公平值相若。於各報告期間末所承受的最大信貸風險為上述各類貿易及其他應收款項的賬面值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 CONTRACT ASSETS AND CONTRACT LIABILITIES

Included in contract assets/(liabilities) are the following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Contract assets	合約資產		
Unbilled revenue	未開單收益	340,597	362,170
Retention receivables (Note)	應收保留金 (附註)	79,276	55,029
		419,873	417,199
Less: provision for impairment	減：減值撥備	(82)	(19)
Contract assets, net	合約資產淨額	419,791	417,180
Contract liabilities	合約負債	(42,967)	(11,539)

Note: Retention receivables are settled in accordance with the terms of the respective contracts. The terms and conditions in relation to the release of retention vary from contract to contract, which is subject to practical completion, the expiry of the defect liability period or a pre-agreed time period. In the consolidated statement of financial position, retention receivables were classified as current assets based on operating cycle.

The settlement analysis of these retention receivables based on the terms of related contracts was as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	18,924	29,408
Between one to two years	一至兩年	60,352	25,621
		79,276	55,029

The Group expects that contract assets have the same risk characters as trade receivables. The impairment of contract assets is disclosed in Note 3.1(a)(ii). As at 31 December 2022, the provision for impairment of contract assets is approximately HK\$63,000. As at 31 December 2021, the reversal of provision for impairment of contract assets is approximately HK\$323,000.

20 合約資產及合約負債

以下計入合約資產／(負債)：

附註：應收保留金乃根據相關合約的條款結付。發放保留金的條款及條件因應不同合約而有所差異，須待實際竣工、缺陷責任期或預先約定的期間屆滿後方會發放。應收保留金於綜合財務狀況表內按經營週期分類為流動資產。

按相關合約年期劃分的該等應收保留金的結付情況分析如下：

本集團預期合約資產與貿易應收款項具有相同風險特徵。合約資產減值於附註3.1(a)(ii)披露。於二零二二年十二月三十一日，合約資產的減值撥備為約63,000港元。於二零二一年十二月三十一日，就合約資產減值作出的撥備撥回約為323,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

21 CASH AND BANK BALANCES AND PLEDGED TIME DEPOSITS

21 現金及銀行結餘及已抵押定期存款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	50,463	62,317
Pledged time deposits (Note)	已抵押定期存款(附註)	3,127	6,611
		53,590	68,928

Note: Restricted deposits are funds which are pledged as security for the banking facilities of the Group. Interest rates of restricted deposits are approximately 0.001% (2021: same) per annum.

附註：受限制存款指已抵押作本集團銀行融資的抵押品的款項。受限制存款的年利率為約0.001%（二零二一年：相同%）。

The above figures reconcile to the amount of cash shown in the consolidated statement of cash flows at the end of each year as follows:

於各年末，上述數字與綜合現金流量表內列示的金額的對賬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and cash equivalents balance as above	上述現金及現金等價物結餘	50,463	62,317
Balances per consolidated statement of cash flows	綜合現金流量表呈列的結餘	50,463	62,317

The Group's cash and bank balances and pledged time deposits are mainly denominated in the following currencies:

本集團的現金及銀行結餘及已抵押定期存款主要以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	53,577	68,914
United States dollars	美元	13	14
		53,590	68,928

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 SHARE CAPITAL

22 股本

		Number of ordinary shares 普通股數目	Share Capital 股本 HK\$'000 千港元
Authorised:	法定：		
As at 31 December 2021 and 2022	於二零二一年及二零二二年 十二月三十一日	2,000,000,000	20,000
Issued and fully paid:	已發行及已繳足：		
As at 31 December 2021 and 2022	於二零二一年及二零二二年 十二月三十一日	800,000,000	8,000

23 RESERVES

23 儲備

The reserves movement of the Group is as follows:

本集團的儲備變動如下：

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Share- based payments reserve 以股份為 基礎付款 的儲備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance as at 1 January 2021	於二零二一年一月一日 的結餘	86,006	2,500	–	88,506
Issuance of share option	發行購股權	–	–	530	530
Balance as 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的結餘	86,006	2,500	530	89,036
Transfer upon forfeiture of share options	購股權撤銷後轉讓	–	–	(530)	(530)
Balance as at 31 December 2022	於二零二二年 十二月三十一日的結餘	86,006	2,500	–	88,506

Note: Capital reserve represents the combined paid-in capital of the group companies and capital contribution to subsidiaries by equity holders of subsidiaries upon completion of reorganisation.

附註：資本儲備指集團公司合併實繳資本及附屬公司股權持有人在重組完成後對附屬公司的出資額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 TRADE AND OTHER PAYABLES

24 貿易及其他應付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade payables	貿易應付款項	52,706	108,669
Accruals, retention payables and other liabilities:	應計費用、應付保留金及其他負債：		
Retention payables (Note)	應付保留金(附註)	63,567	56,931
Accrued employee benefits expenses	應計僱員福利開支	18,954	15,705
Other accruals and payables	其他應計費用及應付款項	1,641	1,933
Deposits from subcontractors	來自分包商的按金	25,000	30,000
		109,162	104,569
		161,868	213,238

The trade and other payables are mainly denominated in Hong Kong Dollars and the carrying amounts approximate their fair values.

貿易及其他應付款項主要以港元計值，而賬面值與其公平值相若。

As at 31 December 2022 and 2021 the ageing analysis of the trade payables by invoice date is as follows:

於二零二二年及二零二一年十二月三十一日，貿易應付款項按發票日期的賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
1-30 days	1至30日	31,258	72,794
31-60 days	31至60日	7,702	16,642
61-90 days	61至90日	3,870	5,429
Over 90 days	90日以上	9,876	13,804
		52,706	108,669

Note: The terms and conditions in relation to the release of retention vary from contract to contract. In the consolidated statement of financial position, retention payables were classified as current liabilities based on operating cycle. The settlement date of the retention payables based on terms of related contracts is as follows:

附註：發放保留金的條款及條件因應不同合約而有所差異。應付保留金於綜合財務狀況表內按經營週期分類為流動負債。按相關合約年期劃分的應付保留金的結付日期如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Will be paid within twelve months	將於十二個月內支付	2,312	25,093
Will be paid more than twelve months after the end of the year	將於年末後超過十二個月支付	61,255	31,838
		63,567	56,931

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 BORROWINGS

25 借款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current, secured	即期，已抵押		
— Bank borrowings (Notes a and b)	— 銀行借款(附註a及b)	413,159	265,186
Total borrowings	借款總額	413,159	265,186

The bank overdraft and bank borrowings bear interest at floating rates that are market dependent.

銀行透支及銀行借款乃按受市場影響而定的浮動利率計息。

(a) The table below analyses the bank borrowings of the Group into relevant maturity groupings based on the remaining period at the year end to the contractual maturity date without taking into consideration the effect of repayment on demand clause.

(a) 下表載列本集團於年末餘下期間至合約到期日按相關到期日組別劃分的銀行借款分析，當中並無計及按要求償還條款的影響。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank borrowings repayable:	應償還的銀行借款：		
Within one year	一年內	400,657	259,604
More than one year but not exceeding two years	一年以上但兩年內	2,893	1,692
More than two years but not exceeding five years	兩年以上但五年內	5,696	3,511
More than five years	五年以上	3,913	379
		413,159	265,186

During the year ended 31 December 2022, the Group obtained new bank borrowings of approximately HK\$1,148,075,000 (2021: HK\$1,015,139,000) and repaid bank borrowings of approximately HK\$1,000,102,000 (2021: HK\$981,411,000).

於截至二零二二年十二月三十一日止年度，本集團取得新造銀行借款約1,148,075,000港元(二零二一年：1,015,139,000港元)，及償還銀行借款約1,000,102,000港元(二零二一年：981,411,000港元)。

The carrying amounts of the borrowings approximate their fair values. The weighted average interest rates are 4.81% per annum as at 31 December 2022 (2021: 4.11% per annum).

借款的賬面值與其公平值相若。於二零二二年十二月三十一日，加權平均年利率為4.81%(二零二一年：4.11%)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 BORROWINGS (continued)

- (b) As at 31 December 2022, borrowings of the Group are secured/guaranteed by:
- (i) Personal guarantee provided by Mr. Ng;
 - (ii) Corporate guarantees provided by the Group;
 - (iii) Properties held by two directors, Mr. Ng and Ms. Zhao and the related companies;
 - (iv) Investments in insurance contracts and pledged time deposit of approximately HK\$35,429,000 (2021: HK\$18,180,000) and HK\$3,127,000 (2021: HK\$6,611,000) were held at bank as security for certain banking facilities respectively.

The Group has the following undrawn borrowing facilities:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Floating rate	浮動利率	67,016	56,526

The carrying amounts of the borrowings are mainly 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	413,159	265,186

25 借款(續)

- (b) 於二零二二年十二月三十一日，本集團借款已以下列各項作抵押／擔保：
- (i) 由吳先生提供的個人擔保；
 - (ii) 由本集團提供的公司擔保；
 - (iii) 由兩名董事(吳先生及趙女士)及關聯公司持有的物業；
 - (iv) 由銀行持作若干銀行融資的抵押為數分別約35,429,000港元(二零二一年：18,180,000港元)及3,127,000港元(二零二一年：6,611,000港元)的保險合約投資及已抵押定期存款。

本集團的未提取借款融資如下：

借款的賬面值主要以下列貨幣計值：

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 SHARE-BASED PAYMENTS

The Share Option Scheme was approved by the Board of Directors on 1 April 2021. The Scheme is valid and effective for a period of ten years commencing on the adoption date of the scheme. Under the plan, a consultant is granted options which only vest if he could complete his services over three years. The options are exercisable no later than ten years from the grant date.

When exercisable, each option is convertible into one ordinary share fourteen days after the release of the half-yearly and annual financial results of the group to the market.

The exercise price of options is based on the weighted average price at which the company's shares are traded on the Hong Kong Stock Exchange during the week up to and including the date of the grant.

Set out below are summaries of options granted under the plan:

		2022 二零二二年	
		Average exercise price per share option 每份購股權 平均行使價	Number of options 購股權數目 (in thousands) 千份
As at 1 January	於一月一日	HK\$0.712 港元	4,000
Forfeited during the year (Note)	年內撤銷(附註)	HK\$0.712 港元	(4,000)
As at 31 December	於十二月三十一日	-	-
Vested and exercisable at 31 December	於十二月三十一日歸屬及可予行使	-	-

No options expired during the periods covered by the above tables.

Note: On 31 March 2022, the consultant resigned and failed to meet the applicable vesting conditions. The unvested share options are forfeited. All of these 4,000,000 share options were forfeited for the year ended 31 December 2022.

26 以股份為基礎付款

購股權計劃於二零二一年四月一日獲董事會批准。該計劃自計劃採納日期起計十年內有效。根據計劃，顧問獲授購股權，其僅於彼完成超過三年的服務時方會歸屬。購股權最遲須於授出日期起計十年行使。

各購股權可予行使時，可於本集團向市場刊發半年及全年財政業績後14日轉換為一股普通股。

購股權行使價乃根據截至授出日期前一星期(包括當日)本公司股份於聯交所買賣的加權平均價。

下表列載根據計劃授出的購股權概要：

概無購股權於上表涵蓋的期間內屆滿。

附註：於二零二二年三月三十一日，顧問辭任並不再符合適用歸屬條件。未歸屬的購股權已失效。截至二零二二年十二月三十一日止年度，有關4,000,000份購股權已全數撤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

26 SHARE-BASED PAYMENTS (continued)

(i) Fair value of options granted

The assessed fair value at grant date of options granted during the year ended 31 December 2021 was HK\$0.32 per option. The fair value of share options granted in 2021 is determined using the Binomial option pricing model. The inputs used in estimating the fair value of share options granted were as follow:

- (a) exercise price: HK\$0.712
- (b) grant date: 1 April 2021
- (c) expiry date: 31 March 2031
- (d) share price at grant date: HK\$0.66
- (e) expected price volatility of the company's shares: 46.2% (Note)
- (f) expected dividend yield: nil
- (g) risk-free interest rate: 1.4% (Note)

Note: The expected volatility is assumed to be based on historical volatility of the comparable companies. The risk-free rate was determined with reference to the yields of Hong Kong Sovereign Curve.

For the year ended 31 December 2022, no share option expense was charged to the "administrative expenses" in the statement of comprehensive income (2021: HK\$530,000).

26 以股份為基礎付款(續)

(i) 已授出購股權的公平值

於截至二零二一年十二月三十一日止年度已授出購股權於授出日期的評定公平值為每份0.32港元。於二零二一年授出的購股權的公平值乃使用二項式期權定價模式釐定。估計已授出購股權公平值所用輸入數據假設如下：

- (a) 行使價：0.712港元
- (b) 授出日期：二零二一年四月一日
- (c) 屆滿日期：二零三一年三月三十一日
- (d) 授出日期股價：0.66港元
- (e) 公司股份的預期價格波幅：46.2% (附註)
- (f) 預期股息收益：無
- (g) 無風險利率：1.4% (附註)

附註：假定預期波幅乃基於可比公司的過往波幅。無風險利率參考香港主權曲線回報率釐定。

截至二零二二年十二月三十一日止年度，概無購股權開支計入全面收益表中的「行政開支」(二零二一年：530,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit before income tax to cash (used in)/generated from operations:

27 綜合現金流量表附註

(a) 除所得稅前溢利與經營(所用)/所得現金對賬:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	32,854	16,360
Adjustments for:	就以下各項調整:		
Interest income (Note 10)	利息收入(附註10)	(59)	-
Interest expenses (Note 10)	利息開支(附註10)	16,473	10,638
Losses on changes in surrender values of investments in insurance contracts, net (Note 6)	保險合約投資的退保價值變動的淨虧損(附註6)	2,444	81
Depreciation of plant and equipment (Note 14)	機械及設備折舊(附註14)	3,172	3,038
Depreciation of right-of-use assets (Note 15)	使用權資產折舊(附註15)	6,589	6,404
Share-based payments	以股份為基礎付款	-	530
Impairment loss/(reversal of impairment loss) on trade receivables and contract assets, net (Note 3.1(a)(ii))	貿易應收款項及合約資產減值虧損/(減值虧損撥回)淨額(附註3.1(a)(ii))	92	(676)
		61,565	36,375
Changes in working capital	營運資金變動:		
Trade receivables	貿易應收款項	(95,461)	(21,087)
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	(59,582)	11,241
Contract assets	合約資產	(2,674)	(107,155)
Contract liabilities	合約負債	31,428	169
Trade payables	貿易應付款項	(55,963)	39,685
Accruals, retention payables and other liabilities	應計費用、應付保留金及其他負債	4,593	46,619
		(116,094)	5,847
Cash (used in)/generated from operations	經營(所用)/所得現金	(116,094)	5,847

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Net debt reconciliation

The following table provides a reconciliation for the movements of net debt arising from financing activities during financial year 2021 and 2022.

27 綜合現金流量表附註(續)

(b) 淨債務對賬

下表載列於二零二一年及二零二二年財政年度融資活動產生的淨債務變動對賬。

		Cash and cash equivalents 現金及現金等價物 HK\$'000 千港元	Pledged time deposits 已抵押定期存款 HK\$'000 千港元	Bank overdrafts 銀行透支 HK\$'000 千港元	Liabilities from financing activities 融資活動產生的負債	
					Borrowings — excluding bank overdrafts 借款 — 不包括銀行透支 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	54,128	3,127	1,448	231,458	2,370
Cash flows	現金流量	8,189	3,484	(1,448)	-	(6,314)
Drawdown of borrowings	提取借款	-	-	-	1,015,139	-
Repayment of borrowings	償還借款	-	-	-	(981,411)	-
Non-cash movement:	非現金變動：					
Addition of right-of-use assets	添置使用權資產	-	-	-	-	10,943
Net cash as at 31 December 2021	於二零二一年十二月三十一日的現金淨額	62,317	6,611	-	265,186	6,999
As at 1 January 2022	於二零二二年一月一日	62,317	6,611	-	265,186	6,999
Cash flows	現金流量	(11,854)	(3,484)	-	-	(6,762)
Drawdown of borrowings	提取借款	-	-	-	1,148,075	-
Repayment of borrowings	償還借款	-	-	-	(1,000,102)	-
Net cash as at 31 December 2022	於二零二二年十二月三十一日的現金淨額	50,463	3,127	-	413,159	237

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, has joint control over the party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business and balances arising from related party transactions as at 31 December 2022 and 2021.

- (a) The Group had the following significant transactions with related parties during the financial years.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease payments paid to directors of the Company	向本公司董事支付的租賃款項	600	600
Lease payments paid to a related company	向關聯公司支付的租賃款項	600	600

Note: These transactions were conducted in the normal course of business at prices and terms mutually agreed among the parties.

(b) Balances with related parties

In relation to the leased properties from a director (2021: same) and a related company, the corresponding rental deposits paid by the Group as at 31 December 2022 are HK\$200,000 (2021: HK\$200,000).

In relation to the leased properties from a director (2021: same) and a related company, no corresponding lease liabilities payable to a director (2021: same) and a related company as at 31 December 2022 (2021: HK\$1,182,000).

In relation to the leased properties from a director (2021: same) and a related company, no corresponding remaining balances of right-of-use assets acquired from a director (2021: same) and a related company as at 31 December 2022 (2021: HK\$1,117,000).

28 關聯方交易

倘一方有能力直接或間接控制另一方、共同控制一方或對另一方於作出財務及經營決策時施加重大影響，則雙方被視為關聯方。倘各方受共同控制，亦被視為關聯方。

以下為本集團與其關聯方在日常業務過程中進行的重大交易，以及於二零二二年及二零二一年十二月三十一日關聯方交易產生的結餘概要。

- (a) 本集團於財政年度內與關聯方的重大交易如下。

(b) 與關聯方的結餘

就來自一名董事(二零二一年：相同)及一間關聯公司的租賃物業而言，本集團於二零二二年十二月三十一日已支付的相應租賃按金為200,000港元(二零二一年：200,000港元)。

就來自一名(二零二一年：相同)董事及一間關聯公司的租賃物業而言，於二零二二年十二月三十一日概無應付(二零二一年：相同)董事及關聯公司的相應租賃負債(二零二一年：1,182,000港元)。

就來自一名(二零二一年：相同)董事及一間關聯公司的租賃物業而言，於二零二二年十二月三十一日概無向(二零二一年：相同)董事及關聯公司收購的使用權資產相應餘額(二零二一年：1,117,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 RELATED PARTY TRANSACTIONS (continued)

(c) Banking facilities/Guarantees

The Group's banking facilities, surety bonds and office rental agreement were secured by properties, corporate and personal guarantees given by related parties/companies as below:

Name of related parties/companies 關聯方／公司姓名／名稱	Relationship with the Group 與本集團的關係
Mr. Ng Chi Chiu 吳志超先生	Director and the ultimate controlling party 董事及最終控股方
Ms. Zhao Haiyan 趙海燕女士	Director and spouse of the ultimate controlling party 董事及最終控制方的配偶
Success Land Global Group Limited 天方置業有限公司	Common controlled by Mr. Ng 由吳先生共同控制
Fullmax Resources Limited 偉京有限公司	Common controlled by Mr. Ng 由吳先生共同控制
Nice Dragon International Limited 潤龍國際有限公司	Common controlled by Mr. Ng 由吳先生共同控制
One Studio Limited 龐比度有限公司	Common controlled by Mr. Ng 由吳先生共同控制
Sky Range Limited Sky Range Limited	Common controlled by Mr. Ng 由吳先生共同控制

(d) Key management compensation

The directors consider the key management personnel to be the members of the Board of Directors of the Group who have responsibilities for planning, directing and controlling the activities of the Group. Their compensations are disclosed in Note 9.

28 關聯方交易 (續)

(c) 銀行融資／擔保

本集團的銀行融資、履約保證及辦公室租賃協議由關聯方／公司提供的以下財產、公司及個人擔保作抵押：

(d) 主要管理人員報酬

董事認為主要管理人員為本集團董事會成員，負責計劃、指導及控制本集團的活動。彼等的報酬於附註9披露。

29 CONTINGENCIES

As at 31 December 2022 and 2021, the Group's contingent liabilities were as follow:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Surety bonds (Note)	履約保證 (附註)	90,222	55,250

Note: As at 31 December 2022, the Group provided corporate guarantee (2021: same) of surety bonds in respect of 11 (2021: 8) fitting-out contracts of the Group in its ordinary course of business respectively. The surety bonds are expected to be released in accordance with the term of the respective fitting-out contracts.

29 或然事項

於二零二二年及二零二一年十二月三十一日，本集團的或然負債如下：

附註：於二零二二年十二月三十一日，就本集團於其一般業務過程中的11份(二零二一年：8份)裝修合約的履約保證，本集團提供公司擔保(二零二一年：相同)。履約保證預期將按照相關裝修合約的年期解除。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

30 本公司財務狀況表及儲備變動

Statement of financial position of the Company

本公司財務狀況表

		As at 31 December 於十二月三十一日	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
ASSETS	資產		
Non-current asset	非流動資產		
Investment in subsidiaries (Note a)	於附屬公司的投資(附註a)	151,752	151,752
Deposits	按金	-	1,428
		151,752	153,180
Current assets	流動資產		
Deposits	按金	1,428	28
Amount due from a subsidiary	應收一間附屬公司款項	77,136	83,903
Cash and cash equivalents	現金及現金等價物	347	229
		78,911	84,160
Total assets	總資產	230,663	237,340
EQUITY AND LIABILITIES	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital (Note 22)	股本(附註22)	8,000	8,000
Reserves (Note b)	儲備(附註b)	204,402	210,120
Total equity	總權益	212,402	218,120
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables	其他應付款項	222	1,180
Bank borrowings	銀行借款	18,000	18,000
Amount due to a subsidiary	應付一間附屬公司款項	39	40
Total liabilities	總負債	18,261	19,220
Total equity and liabilities	權益及負債總額	230,663	237,340

The statement of financial position of the Company was approved by the Board of Directors on 30 March 2023 and were signed on its behalf.

本公司財務狀況表由董事會於二零二三年三月三十日批准，並代為簽署。

Mr. Ng Chi Chui
吳志超先生
Director
董事

Ms. Zhao Haiyan Chloe
趙海燕女士
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

30 本公司財務狀況表及儲備變動(續)

Notes:

附註：

(a) Particulars of principal subsidiaries

(a) 主要附屬公司詳情

Company name 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Issued and fully paid up 已發行及繳足股本	Principal activities and place of operation 主要業務及營運地點	Interest held (%) 所持股權(%)	
				2022 二零二二年	2021 二零二一年
Directly held by the Company 本公司直接持有					
Team World Company Limited	British Virgin Islands 英屬維爾京群島	US\$1 1美元	Investment holding, Hong Kong 投資控股·香港	100	100
Indirectly held by the Company 本公司間接持有					
Success Base Engineering Limited	Hong Kong	HK\$2,500,000	Provision of fitting-out services and repair and maintenance services to residential and commercial properties, Hong Kong 為住宅及商業物業提供裝修服務以及維修及保養服務·香港	100	100
創基工程有限公司	香港	2,500,000 港元			

(b) Reserve movement of the Company

(b) 本公司儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Share-based payments reserve 以股份為基礎付款的儲備 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	86,006	151,752	-	(20,534)	217,224
Loss for the year	年內虧損	-	-	-	(7,634)	(7,634)
Transaction with owners in their capacity as owners	以擁有人身份與擁有人進行交易總額					
Issuance of shares option	發行購股權	-	-	530	-	530
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	86,006	151,752	530	(28,168)	210,120
Loss for the year	年內虧損	-	-	-	(5,718)	(5,718)
Transaction with owners in their capacity as owners	以擁有人身份與擁有人進行交易總額					
Transfer upon forfeiture of share options	購股權撤銷後轉讓	-	-	(530)	530	-
At 31 December 2022	於二零二二年十二月三十一日	86,006	151,752	-	(33,356)	204,402

Note: Capital reserve represents the combined paid-in capital of the group companies and capital contribution to subsidiaries by equity holders of subsidiaries upon completion of reorganisation.

附註：資本儲備指集團公司合併實繳資本及附屬公司股權持有人在重組完成後對附屬公司的出資額。

Financial Summary

財務概要

A summary of the results and assets, liabilities and equity of the Group for the last five financial years, as extracted from the Prospectus and the published audited consolidated financial statements, is set out below. This financial summary does not form part of the audited financial statements.

摘錄自招股章程及已刊發經審核財務報表在過往五個財政年度之本集團業績及資產、負債及權益概要載列如下。該財務摘要並不構成經審核財務報表的一部分。

		For the year ended 31 December				
		截至十二月三十一日止年度				
		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
Revenue	收益	819,302	798,108	680,212	879,401	768,145
Gross profit	毛利	114,023	102,298	93,197	119,726	107,672
Profit before income tax expense	除所得稅開支前溢利	32,854	16,360	20,399	41,816	47,843
Profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內溢利及全面收益總額	28,065	12,597	18,049	33,675	40,169

		As at 31 December				
		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
Total assets	總資產	799,126	648,814	514,000	710,430	594,515
Total liabilities	總負債	620,142	497,895	376,208	554,693	472,453
Net assets	資產淨值	178,984	150,919	137,792	155,737	122,062

Superland Group Holdings Limited
德合集團控股有限公司