

Digital Industry 數字工業 數字 Digital 生活 life

ANNUAL REPORT 2023 年報



MAXNERVA
雲智匯科技服務

MAXNERVA TECHNOLOGY SERVICES LIMITED

雲智匯科技服務有限公司

(Stock Code 股份代號: 1037)

公司資料

CORPORATE INFORMATION

董事會

執行董事

張傳旺先生 (主席)¹
鄭宜斌先生
簡宜彬先生²
蔡力挺先生²
高照洋先生²

非執行董事

KIM Hyun Seok先生⁵
龔培元先生¹
黃碧君女士¹
PARK Ho Jin先生⁶

獨立非執行董事

簡已然先生
張曉泉教授
甘志成先生³
鄧天樂先生⁴

公司秘書

曾慶贊先生

授權代表

鄭宜斌先生
曾慶贊先生

提名委員會

張傳旺先生 (主席)¹
簡已然先生
張曉泉教授
甘志成先生³
簡宜彬先生²
鄧天樂先生⁴

審核委員會

甘志成先生 (主席)³
簡已然先生
張曉泉教授
鄧天樂先生⁴

薪酬委員會

簡已然先生 (主席)
張曉泉教授
甘志成先生³
張傳旺先生¹
蔡力挺先生²
鄧天樂先生⁴

¹ 於二零二四年三月二十六日獲委任
² 於二零二四年三月二十六日辭任
³ 於二零二三年九月二十八日獲委任
⁴ 於二零二三年九月二十八日辭任
⁵ 於二零二三年三月二十九日獲委任
⁶ 於二零二三年三月二十九日辭任

BOARD OF DIRECTORS

Executive Directors

Mr. CHANG Chuan-Wang (Chairman)¹
Mr. CHENG Yee Pun
Mr. CHIEN Yi-Pin²
Mr. CAI LiTing²
Mr. KAO Chao Yang²

Non-Executive Directors

Mr. KIM Hyun Seok⁵
Mr. KUNG Pei-Yuan¹
Ms. HUANG Pi-Chun¹
Mr. PARK Ho Jin⁶

Independent Non-Executive Directors

Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan
Mr. KAM Chi Sing³
Mr. TANG Tin Lok Stephen⁴

COMPANY SECRETARY

Mr. TSANG Hing Bun

AUTHORISED REPRESENTATIVES

Mr. CHENG Yee Pun
Mr. TSANG Hing Bun

NOMINATION COMMITTEE

Mr. CHANG Chuan-Wang (Chairman)¹
Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan
Mr. KAM Chi Sing³
Mr. CHIEN Yi-Pin²
Mr. TANG Tin Lok Stephen⁴

AUDIT COMMITTEE

Mr. KAM Chi Sing (Chairman)³
Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan
Mr. TANG Tin Lok Stephen⁴

REMUNERATION COMMITTEE

Mr. KAN Ji Ran Laurie (Chairman)
Prof. ZHANG Xiaoquan
Mr. KAM Chi Sing³
Mr. CHANG Chuan-Wang¹
Mr. CAI LiTing²
Mr. TANG Tin Lok Stephen⁴

¹ Appointed on 26 March 2024
² Resigned on 26 March 2024
³ Appointed on 28 September 2023
⁴ Resigned on 28 September 2023
⁵ Appointed on 29 March 2023
⁶ Resigned on 29 March 2023

公司資料

CORPORATE INFORMATION

公司網址

www.maxnerva.com

核數師

羅兵咸永道會計師事務所
香港執業會計師
註冊公眾利益實體核數師

香港法律之法律顧問

朱國熙、黃錦華律師事務所
(有限法律責任合夥)

百慕達法律之法律顧問

毅柏律師事務所

主要往來銀行

渣打銀行(香港)有限公司

股份過戶登記處

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記處

卓佳雅柏勤有限公司
香港
夏慤道16號
遠東金融中心17樓

註冊辦事處

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

主要營業地點

香港九龍
尖沙咀東部麼地道63號
好時中心10樓1001室

股份代號

1037

WEBSITE

www.maxnerva.com

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISERS ON HONG KONG LAW

Patrick Chu, Conti Wong Lawyers LLP

LEGAL ADVISERS ON BERMUDA LAW

Appleby

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

SHARE REGISTRARS AND TRANSFER OFFICES

Principal Registrar

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

Hong Kong Branch Registrar

Tricor Abacus Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

Canon's Court, 22 Victoria Street
Hamilton HM12, Bermuda

PRINCIPAL PLACE OF BUSINESS

Room 1001, 10/F, Houston Centre
63 Mody Road, Tsim Sha Tsui East
Kowloon, Hong Kong

STOCK CODE

1037

關於我們

ABOUT US

雲智匯科技服務有限公司為一間於一九九四年二月三日於百慕達註冊成立的獲豁免有限公司，並自一九九四年四月十四日起於香港聯合交易所有限公司（「聯交所」）主板上市。本集團連同其子公司主要從事數字工業及數字生活業務。

業務

數字工業業務

我們為客戶提供全方位的智能製造解決方案及服務，包括i)將軟件系統（例如企業資源規劃（「ERP」）、製造執行系統（「MES」）、產品生命週期管理系統（「PLM」）、倉庫管理系統（「WMS」）及自動化設備安裝至生產線上，通過智能化流程以降低成本及提高運營效率及效益；ii)安裝監控生產廠房水、電及工業用氣體使用效益之設施監控系統（「FMCS」）；及iii)安裝用於整個工業園區工人及保安管理之人臉識別系統。我們亦就以上智能製造解決方案提供日常的資訊科技營運服務及安裝後維護工作。

數字生活業務

數字生活業務主要包括智慧辦公設備、數字標牌及其他零售解決方案業務。智慧辦公設備業務管理知名品牌電子會議室設備的供應鏈及將其分銷至亞太、歐洲、中東及非洲以及美洲地區。同時，我們亦為客戶提供先進的數字標牌及其他零售解決方案。

Maxnerva Technology Services Limited is a limited liability company incorporated in Bermuda on 3 February 1994 and it has been listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 14 April 1994. Together with its subsidiaries, the group principally engages in digital industry and digital life businesses.

OUR BUSINESS

Digital industry business

We provide a full range of smart manufacturing solutions and services to our customers, including i) the implementation of a combination of software systems (e.g. enterprise resources planning (the “ERP”), manufacturing execution system (the “MES”), product lifecycle management system (the “PLM”) and warehouse management system (the “WMS”) and automation equipment into the production lines to lower costs and increase operational effectiveness and efficiency through smart processes; ii) the implementation of facility monitor and control system (the “FMCS”) for monitoring the efficiency of the usage of water, power, and gas at production plants; and iii) the implementation of facial recognition system for labour and security management of the entire industrial parks. We also provide daily I.T. operating services and post-installation maintenance work in relation to those smart manufacturing solutions.

Digital life business

Our digital life business mainly consists of smart office equipment, digital signage and other retail solution business. Smart office equipment business manages the supply chain and distributes branded electronic equipment for meeting rooms to Asia-Pacific, EMEA and Americas regions. Likewise, we also provide advanced digital signage and other retail solutions to our customers.

關於我們

ABOUT US

使命及策略

我們透過數字化及先進科技，為我們的客戶（主要為商業企業）赋能，更有效地營運及開展業務。

為實現我們的目標，我們需要在新市場及新產品開發，以及項目、產品及服務交付方面招募、保留及激勵人才。同時我們的長期成功亦高度依賴我們與合格供應商建立可持續夥伴關係並確保高客戶滿意度的能力。因此，我們必須有合適的企業文化及人才政策以實現我們的企業目標。

企業文化

創新精進

我們提倡創新精進，這是在高度競爭的科技行業中的成功之本。其有助於幫助企業脫穎而出，並領先於其競爭對手。倘若缺乏創新和改進，企業將遠遠落後，甚至面臨生存問題。為促進創新，我們必須容忍失敗，失敗賦予我們寶貴的知識及經驗，是我們未來成功的基礎。創新對於我們而言，不僅僅是技術方面的創新，亦包括思想、商業模式、工作流程等方面的創新。

以客為本

我們的首要任務是要滿足客戶現在及未來的需求。滿意的客戶帶來重複購買和口碑相傳，從而為我們帶來更多商機。此外，為現有客戶提供服務的成本一般低於獲取新客戶的成本。為滿足客戶，我們必須在客戶要求的時間內以合理的價格提供優質的產品或服務。出色的用戶體驗及售後服務對於獲得客戶滿足感亦至關重要。

共榮共贏

我們相信所有持份者，包括客戶、供應商、員工、股東、社區、環境等，均應合理公平地分享企業的經營成果，以維持企業的可持續經營。榨取客戶、剝削供應商及員工、濫用環境及當地社區資源，以獲得最大利潤回報的傳統觀念已不符合當今市場的普遍期望。

OUR MISSION AND STRATEGY

By leveraging digitalization and advanced technology, we enable our clients, predominantly business enterprises, to conduct businesses in more effective ways.

To achieve our mission, we are required to recruit, retain and motivate talents in new market and new product development, and for project, product and service delivery. Our long-term success also highly depends on our ability to consistently build sustainable partnerships with qualified vendors and ensure overwhelming customer satisfactions. Thus, we must have the apt corporate culture and talent policies in place to achieve our corporate objectives.

OUR CORPORATE CULTURE

Innovation with constant improvement

We promote innovation with constant improvement since it is the root of success in the highly competitive tech industry. It helps differentiate one from the others and keep the winner ahead of its competitors. Without innovation and improvement, one shall fall far behind and even face survival issues. To promote innovation, we must tolerate failures which bestow invaluable know-hows and experience as the foundation for our future success. What innovation means to us is not only new inventions on technology but also includes innovations on ideas, business models, work flows and processes etc.

Customer centric

We regard satisfying the present and future needs of our customers as our number one priority. Customer satisfactions lead to repeat purchases and word-of-mouth resulted in more business opportunities. In addition, costs of serving existing customers are in general lower than those of acquiring new customers. To satisfy customers, we must provide quality products or services at reasonable prices in the required timeline. Excellent user experience and after sales services are also vital to gain gratifications.

Mutual benefit to our stakeholders

We believe all stakeholders including customers, suppliers, employees, shareholders, communities, environment etc. should obtain fair shares of the results from the business in order to preserve a sustainable operation. Traditional thoughts of extracting most from customers, exploiting the suppliers and employees, abusing the environment and local communities to maximize the returns are falling short of the general market expectations nowadays.

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五年財務概要

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

以下為本集團過去五個財政年度之合併業績、資產及負債。

FIVE YEARS FINANCIAL SUMMARY

The following is a summary of the consolidated results, assets and liabilities of the group for the last five financial years.

| | | 截至 二零二三年 十二月 三十一日 止年度 For the year ended 31 December 2023 人民幣千元 RMB'000 | 截至 二零二二年 十二月 三十一日 止年度 For the year ended 31 December 2022 人民幣千元 RMB'000 | 截至 二零二一年 十二月 三十一日 止年度 For the year ended 31 December 2021 人民幣千元 RMB'000 | 截至 二零二零年 十二月 三十一日 止年度 For the year ended 31 December 2020 人民幣千元 RMB'000 | 截至 二零一九年 十二月 三十一日 止年度 For the year ended 31 December 2019 人民幣千元 RMB'000 |
|-------------|--|---|---|---|---|---|
| 收入 | Revenue | 677,877 | 832,461 | 596,349 | 523,417 | 430,995 |
| 股東應佔(虧損)/溢利 | (Loss)/profit attributable to shareholders | (16,831) | 27,830 | 34,261 | 14,634 | 11,575 |
| | | 於 二零二三年 十二月 三十一日 As at 31 December 2023 人民幣千元 RMB'000 | 於 二零二二年 十二月 三十一日 As at 31 December 2022 人民幣千元 RMB'000 | 於 二零二一年 十二月 三十一日 As at 31 December 2021 人民幣千元 RMB'000 | 於 二零二零年 十二月 三十一日 As at 31 December 2020 人民幣千元 RMB'000 | 於 二零一九年 十二月 三十一日 As at 31 December 2019 人民幣千元 RMB'000 |
| 總資產 | Total assets | 620,123 | 726,339 | 641,930 | 536,428 | 527,428 |
| 總負債 | Total liabilities | 183,672 | 275,306 | 229,445 | 181,635 | 184,243 |
| 資產淨值 | Net assets | 436,451 | 451,033 | 412,485 | 354,793 | 343,185 |
| 股本 | Share capital | 68,447 | 68,447 | 68,447 | 64,479 | 64,479 |
| 股份溢價及其他儲備 | Share premium and other reserves | 368,004 | 382,586 | 344,038 | 290,314 | 278,706 |
| 總權益 | Total equity | 436,451 | 451,033 | 412,485 | 354,793 | 343,185 |

主席報告

CHAIRMAN'S STATEMENT

本人對擔任本集團主席深感榮幸。

二零二三年伊始，全球經濟被寄予厚望。然而，世界主要經濟體迅速收緊貨幣政策以及中華人民共和國（「中國」）疲弱的經濟復甦，於二零二三年年中迅速將市場樂觀情緒轉化為憂慮。更嚴重的是，二零二三年十月爆發的以色列-哈馬斯戰爭導致中東地區局勢日益緊張，給全球經濟帶來不確定性。

從好的方面來看，在後疫情時代，大量製造企業加快了從中國轉移至世界其他地區的產能多元化策略。於二零二三年，大量新的製造業產能在南亞、東南亞、中美洲、北非及東歐地區建立起來。我們正從這一趨勢中獲益，因為我們的智能製造解決方案對該等新增產能至關重要。我們尤其看好東南亞市場的未來發展。

我們無法選擇外部的環境，但可選擇如何應對。我們將充分利用該等有利趨勢，並迅速解決我們面對的問題，為我們的持份者爭取最大回報。

致謝

我們改組董事會，為本公司引進新的經營團隊及新方向。首先，本人謹代表全體持份者，感謝簡先生多年來的管理及遠見卓識。我們由此承傳一家多樣化及長期可持續的企業。同時，本人亦感謝在本年度及最近的董事會改組時離開董事會的其他董事，並歡迎董事會所有新成員及我們的新任執行長。

我們同時感謝客戶在這困難的一年裡的信任及給予的業務，以及股東的支持及鼓勵。本人亦謹此真誠感謝所有敬業的員工，正是他們每天熱忱的工作，才有公司持久的發展。

主席

張傳旺

香港，二零二四年三月二十六日

It is my honour and privilege to serve as the Chairman of the group.

The year of 2023 was started with high hopes on global economy. However, the rapid tightening of the monetary policy in major world's economies and the weak market sentiment in the People's Republic of China (the "PRC") quickly turned optimism into doubts in mid of 2023. To make matters worse, the outbreak of the Israel-Hamas War in October 2023 led to mounting tensions in Middle East region which has created uncertainties to the worldwide economy.

On the positive side, a significant number of industrial players accelerated their production capacity diversification strategy from the PRC to the rest of the world during the post pandemic era. Tremendous new production capacities have been added in South and Southeast Asia, Central America, North Africa and Eastern Europe regions in 2023. We are benefiting from this tendency since our smart manufacturing solutions are essential for those new production capacities. We are particularly positive on the development in Southeast Asia market going forward.

We cannot choose our external circumstances, but we can always choose how we respond to them. We shall take full advantages to those favourable trends and speedily tackle the issues we are encountering in a bid to maximize returns for our stakeholders.

APPRECIATIONS

We reshuffled our board in order to bring in new leadership and directions to our company. First and foremost, on behalf of all our stakeholders, I would like to thank Mr. Chien for his stewardship and vision throughout the years. We receive from him a business with great diversity and long-term sustainability. I also would like to extend my gratitude to all the other directors, who stepped off from the board during the year and from recent reshuffle, and welcome all the new members of the board and our new CEO.

Again, we are grateful to our customers for their trust and business in such difficult year, and to our shareholders for their support and encouragement. I would also like to sincerely thanks all the dedicated employees who are working passionately every day to build a lasting company.

CHANG Chuan-Wang

Chairman

Hong Kong, 26 March 2024

Digital
Industry 數字工業
數字 Digital
生活 life

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧

於本報告年度，我們主要從事工業解決方案、智慧辦公及新零售業務。我們的收入減少19%至人民幣677.9百萬元（二零二二年：人民幣832.5百萬元），我們於本報告年度錄得淨虧損人民幣16.8百萬元，而於二零二二年則錄得淨利潤人民幣27.8百萬元。

存貨及營業應收賬項

於二零二三年十二月三十一日，存貨約為人民幣82.7百萬元（二零二二年：人民幣148.6百萬元），存貨主要為待交付予客戶的項目相關硬件及軟件產品，以及智慧辦公設備的製成品。相較二零二二年全年，本報告年度的存貨週轉由67天升至73天，主要由於智慧辦公設備業務需求疲弱所致。

於二零二三年十二月三十一日，營業及租賃應收賬項約為人民幣205.3百萬元（二零二二年：人民幣220.3百萬元），包括流動及非流動部分分別為人民幣201.7百萬元（二零二二年：人民幣215.4百萬元）及人民幣3.6百萬元（二零二二年：人民幣4.9百萬元）。我們將若干項目包裝為融資租賃的模式，客戶可於特定年份內分期付款。相較二零二二年全年，本報告年度的營業及租賃應收賬項週轉由91天升至115天，主要由於整體收入下降所致。

流動資金及財務資源

我們於二零二三年十二月三十一日的現金及現金等價物為人民幣189.8百萬元（二零二二年：人民幣166.9百萬元），及我們的淨資產負債比率為零（二零二二年：零）。我們的資產總值為人民幣620.1百萬元（二零二二年：人民幣726.3百萬元），資金來自總負債人民幣183.7百萬元（二零二二年：人民幣275.3百萬元）及股東權益人民幣436.5百萬元（二零二二年：人民幣451.0百萬元）。我們的流動比率為2.9（二零二二年：2.2）。應付營業賬項須於一年內償還。本集團並無可用之銀行預批信貸額度（二零二二年：無），且我們並無銀行借款（二零二二年：無）。

庫務政策

我們的營運經費一般以內部資源撥付。我們採用審慎的庫務管理方法，因此於整個報告年度維持穩健的流動資金狀況。我們對外部客戶進行定期信貸評估來盡力降低信貸風險。

FINANCIAL REVIEW

We were principally engaged in industrial solution, smart office and new retail businesses during the reporting year. Our revenue decreased by 19% to RMB677.9 million (2022: RMB832.5 million) whereas we reported a net loss of RMB16.8 million for the reporting year versus a net profit of RMB27.8 million in 2022.

Inventory and Trade Receivable

As at 31 December 2023, there were approximately RMB82.7 million in inventory (2022: RMB148.6 million) and they are primarily project-related hardware and software products pending to be delivered to our customers, and the finished goods of smart office equipment. Inventory turnover for the reporting year increased to 73 days from 67 days as compared to the year of 2022 mainly because of the weak demand of the smart office equipment business.

As at 31 December 2023, there were approximately RMB205.3 million in trade and lease receivables (2022: RMB220.3 million) which consisted of current and non-current portions of RMB201.7 million (2022: RMB215.4 million) and RMB3.6 million (2022: RMB4.9 million) respectively. Some of our projects have been structured as finance lease in which customers are eligible to pay in periodic instalments over a specific number of years. Trade and lease receivable turnover for the reporting year increased to 115 days from 91 days as compared to the year of 2022 because of the decline in overall revenue.

Liquidity and Financial Resources

As at 31 December 2023, we had cash and cash equivalents of RMB189.8 million (2022: RMB166.9 million) and our net gearing ratio was zero (2022: zero). Our total assets of RMB620.1 million (2022: RMB726.3 million) were financed by total liabilities of RMB183.7 million (2022: RMB275.3 million) and shareholders' equity of RMB436.5 million (2022: RMB451.0 million). We had a current ratio of 2.9 (2022: 2.2). Trade payables were repayable within one year. No banking facilities were available to the group (2022: Nil) and we had no bank borrowing as well (2022: Nil).

Treasury Policy

We generally financed our operations with internally generated resources. We have adopted a prudent management approach to our treasury policies and therefore maintained a healthy liquidity position throughout the reporting year. We strive to reduce credit risk exposure by performing periodic credit evaluations of our external customers.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務回顧 (續)

外匯風險

我們的業務主要位於中國、香港、台灣、美利堅合眾國（「美國」）、歐洲及東南亞，其中大部分交易以人民幣、美元、新台幣、港元、歐元、英鎊及越南盾結算。我們面對各類貨幣的外匯風險，但主要為美元及歐元的外匯風險。我們已制定政策，要求我們的集團公司管理與其功能貨幣有關的外匯風險，包括管理有關集團公司因以非自身功能貨幣銷售及購貨而引起之風險。我們亦透過定期檢討本集團的淨外匯風險以管理外匯風險及考慮使用外匯合約以管理外匯風險（倘適用）。我們並無使用衍生金融工具作投機用途。

業務回顧

中國由嚴厲封控轉為重新開放令個人消費及商業信心獲得短暫提振，但實際上中國經濟的復甦程度令人失望。疊加全球主要國家的貨幣政策迅速收緊，正在持續的俄烏戰爭及新爆發的以色列-哈馬斯戰爭，令本報告年度內全球經濟疲弱並存有巨大不確定性。

工業解決方案業務

由於經濟前景黯淡，加上貨幣緊縮週期下融資成本急劇上升，企業客戶正縮減資本支出計劃。這無疑對我們的業務造成負面影響。慶幸的是，在後疫情時代，許多全球及地區的工業企業執行產能多元化策略，加快將產能從中國轉移至世界其他地區。於二零二三年，令人矚目的新產能在東南亞以及歐美近岸地區迅速建立起來。我們正從這一趨勢中受益，因為我們的智能製造解決方案對該等新增產能至關重要。客戶的產能多元化策略在很大程度上有助抵銷貨幣緊縮及經濟前景低迷帶來的部分不利影響。因此，我們的部分收入及利潤分別同比只減少5%及2%至人民幣406.5百萬元及人民幣41.1百萬元。

FINANCIAL REVIEW (continued)

Foreign Exchange Exposure

We mainly operate in the PRC, Hong Kong, Taiwan, the United States of America (the “US”), Europe and Southeast Asia with most of the transactions settled in Chinese yuan, US dollars, New Taiwanese dollars, Hong Kong dollars, Euro, British pounds and Vietnamese dong. We are exposed to foreign exchange risk from various currencies, primarily with respect to US dollars and Euro. We have a policy to require our group companies to manage their foreign exchange risk against their functional currencies which includes managing the exposures arising from sales and purchases made by the relevant group companies in currencies other than their own functional currencies. We also manage our foreign exchange risk by performing regular reviews of the group's net foreign exposures and would consider the use of foreign exchange contracts to manage foreign exchange risks, where appropriate. We did not use derivative financial instruments for speculative purposes.

BUSINESS REVIEW

The re-opening of the PRC from the austere lockdowns provided short-lived boosts on private consumption and business confidence and the magnitude of the economic recovery in the PRC was indeed disappointing. Together with the rapid tightening of the monetary policy in major countries in the world, the ongoing Russo-Ukrainian War and the outbreak of the Israel-Hamas War, the world's economy was vulnerable with immense uncertainties during the reporting year.

Industrial Solution Business

In general, corporate clients have been scaling down their capex plans in wake of the gloomy economic outlook and drastic increase in finance cost under the monetary tightening cycle. This certainly has negative impacts on our business. Fortunately, a large number of global and regional industrial players hastened their production capacity diversification strategy from the PRC to the rest of the world during the post pandemic era. Remarkable new production capacities have been built in Southeast Asia and near-shore destinations in Europe and Americas in 2023. We are benefiting from this trend since our smart manufacturing solutions are essential for such new production capacities. This diversification strategy from the PRC market, to a large extent, helps offsetting part of the adverse impacts from the monetary tightening and sluggish economic outlook. As a result, our segment revenue and profit only decreased by 5% and 2% year-on-year to RMB406.5 million and RMB41.1 million respectively.

業務回顧 (續)

智慧辦公業務

於本年度，分部收入下降33%至人民幣266.1百萬元，虧損為人民幣27.9百萬元，主要由於我們的Personify業務的知識產權（「知識產權」）減值，以及智慧辦公設備及Personify業務表現不佳引致。

就Personify業務而言，我們在二零二零年二月從鴻海精密工業股份有限公司（「鴻海」）及其子公司（統稱「鴻海科技集團」）獲得知識產權授權，並於COVID-19爆發後開始試運行，時機恰到好處，視頻會議於疫情時期被廣泛採用。在試運行約十個月後，我們決定向鴻海科技集團收購該批知識產權，以豐富我們的產品組合。交易分別於二零二零年十二月二十七日及二零二一年三月二十二日宣佈及完成。收購代價為23.34百萬港元（約3百萬美元），以每股0.5港元向鴻海科技集團發行46.68百萬股新股支付。詳情載於本公司日期為二零二零年十二月二十七日的公告及本公司日期為二零二一年二月二十二日的通函。除來自B2C客戶的訂購外，我們亦將軟件及產品轉授權給多家全球知名企業。自二零二零年至二零二二年期間，Personify業務為本集團貢獻約7百萬美元的收入。我們亦投入大量研發資源開發新產品，以便為後疫情時代的業務作準備。遺憾的是，新開發的產品遠未受到市場歡迎，與此同時，其舊有的產品在後疫情時代也漸失去市場吸引力。因此，Personify業務於二零二三年大幅萎縮，收入減少逾半，僅餘約1百萬美元。經聘請獨立專業機構對知識產權的未來價值進行審慎評估後，我們決定對該批知識產權的賬面淨值，計提人民幣10.6百萬元之減值準備。

就智慧辦公設備業務而言，在疫情時期，面對全球運輸瓶頸及集成電路芯片短缺，價值鏈上的參與者普遍都多備庫存。瓶頸及短缺問題解決後，在後疫情時期，市場需要時間消化渠道內的庫存。更為嚴峻的是，由於宏觀經濟的不確定性，市場需求自二零二三年第二季度開始減弱。因此，與二零二二年相比，二零二三年的銷售額下降27%，所有主要地區的銷售額均出現下滑。

BUSINESS REVIEW (continued)

Smart Office Business

Segment revenue declined by 33% to RMB266.1 million and a loss of RMB27.9 million was incurred during the year mainly due to the impairment of the intellectual properties (the “IPs”) of our Personify business and the lackluster performance of the smart office equipment and Personify businesses.

For Personify business, we licensed the IPs from Hon Hai Precision Industry Company Limited (“Hon Hai”) and its subsidiaries (collectively, the “Hon Hai Technology Group”) and commenced our trial run operation in February 2020 after the outbreak of COVID-19. The timing was perfect and video conferencing had been widely adopted during the pandemic era. We decided to acquire the IPs from Hon Hai Technology Group to enrich our product portfolio after approximately ten months of trial-run operation. The transaction was announced and completed on 27 December 2020 and 22 March 2021 respectively. The acquisition consideration is HK\$23.34 million (approximately US\$3 million) and settled by the issuance of 46.68 million new shares to Hon Hai Technology Group at HK\$0.5 per share. Details are set out in the announcement of the company dated 27 December 2020 and the circular of the company dated 22 February 2021. On top of the subscriptions from B2C customers, we sub-licensed the software and products to a number of well-known global corporations. From 2020 to 2022, Personify business contributed approximately US\$7 million of revenue to our group. We also devoted substantial amount of R&D resources to develop new products in order to position the business for post-pandemic era. Unfortunately, the newly developed products have been far from well received by the market, and at the same time, its old products lost their appeals to the market in the post pandemic era. As a result, Personify business contracted substantially and its revenue in 2023 was more than halved to barely over US\$1 million. As a result, an amount of RMB10.6 million impairment was made on the net book value of the IPs after an independent professional party was engaged to assess its future value prudently.

For smart office equipment business, players in the value chain were generally overstocked during the pandemic era in face of the global transportation bottlenecks and shortages of integrated circuit chips. When the bottleneck and shortage problems are solved, it takes time for the market to digest the inventory within the channel during the post pandemic era. To exacerbate the situation, market demand has been weakened since the second quarter of 2023 due to macroeconomic uncertainties. As a result, sales in 2023 slumped by 27% when compared to 2022. We witnessed declines in sales in all the key regions.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧 (續)

新零售業務

我們正在為台灣一家知名超市的第三批零售店實施數字標牌項目。由於此批項目的規模較小，本報告年度的收入同比減少40%至人民幣5.2百萬元。由於項目第三期已接近尾聲，我們在對早前因出於謹慎考慮而預提的費用有更清晰認識的情況下，撥回不必要的預提費用，故此利潤與二零二二年相比，增加逾八倍至人民幣1.1百萬元。

業務前景

世界主要經濟體的貨幣政策緊縮週期普遍預計將結束，寬鬆週期最早可能於二零二四年年中開始。此外，中國政府已努力實施一攬子政策，以恢復世界第二大經濟體的經濟增長。市場認為，如果全球合作到位以促進長期發展，世界經濟將於二零二四年趨於穩定。

隨著新董事及執行長的委任，我們已對業務進行重新定位以反映新方向。我們將工業解決方案業務更名為數字工業業務，並將智慧辦公及新零售業務合併為數字生活業務。

我們見證了在中國的新投資及產能從中國轉移至海外所帶來的商機。展望未來，我們將繼續在中國及海外市場拓展業務。我們相信，數字工業業務將繼續為本集團二零二四年的業績作出貢獻。

儘管二零二三年智慧辦公設備業務遭遇挫折，但我們仍對該業務持審慎樂觀態度。目前，在我們的產品領域中，我們僅佔據很小的全球市場份額，我們相信這項業務有巨大的增長潛力。我們將繼續投入銷售及營銷資源，繼續發展這一業務。於二零二三年，我們從廣告媒體代理公司獲得台灣桃園國際機場及位於臺北主要商業區內的一家知名百貨公司的新的大型數字標牌項目。我們相信該等項目均將於二零二四年開始為本集團作出貢獻，我們預計數字生活業務將在未來數年持續好轉。

BUSINESS REVIEW (continued)

New Retail Business

We were working on the digital signage project for the third batch of retail stores of a preeminent supermarket player in Taiwan. Given this third batch of the project is far smaller in size, revenue decreased by 40% to RMB5.2 million during the reporting year on a year-on-year basis. Since we were approaching the final stage of the third phase of the project, we, with a much clearer picture on our obligations, reversed all the unnecessary expenses accrued previously under prudent grounds and resulted in an increase of profit by more than eight times to RMB1.1 million when compared to 2022.

BUSINESS PROSPECT

The tightening cycle of the monetary policy of major world's economies is generally expected to come to an end and the loosening cycle may start as early as mid-2024. In addition, the PRC government has strived to implement a basket of policies to revive the economic growth of the world's second largest economy. Market believes the world's economy would have been stabilized in 2024 if global cooperation is in place to boost the long-term prospects.

With the appointment of new directors and CEO, we have repositioned our business to reflect the new directions. We renamed the industrial solution business as digital industry business and combined the smart office and new retail businesses as digital life business.

We witnessed the business opportunities arising from both new investments in the PRC and relocation of production capacities from the PRC to overseas countries. We shall continue our business development efforts in both the PRC and overseas markets going forward. We believe the digital industry business will continue to contribute to the performance of the group in 2024.

Although there were setbacks in the smart office equipment business in 2023, we remain cautiously optimistic on this business. Currently, we only take up a tiny global market share in our verticals and we believe there are tremendous growth opportunities in this business. We shall continue to dedicate sales and marketing efforts to develop this business in the near term. We obtained new sizable digital signage projects from advertising media agencies for both Taoyuan International Airport of Taiwan and a renowned department store in a key commercial area in Taipei in 2023. We believe all these projects will start contributing to the group in 2024 and we expect there will be a turnaround of the digital life business in the coming years.

主要風險及不明朗因素

本公司的業務風險主要為以下各項：

- (i) 全球及中國之地緣政治及宏觀經濟狀況，而此將影響對資訊科技相關的解決方案、服務及產品的總體需求；
- (ii) 市場對我們的工業、智慧辦公及新零售解決方案的接受程度；
- (iii) 瞬息萬變的技術變革可能會不可預測地打亂我們現有的解決方案及產品在市場的地位及對我們該等解決方案及產品的需求；及
- (iv) 由於海外業務擴張及近年來主要功能貨幣匯率的較大波動，導致匯兌風險增加。

重大投資、子公司之重大收購及出售

於SigmaSense, LLC (「SigmaSense」) 之投資

我們於二零一九年及二零二零年分別投資2百萬美元及0.5百萬美元於SigmaSense 72,916股及18,229股優先股，於二零二三年十二月三十一日，我們的投資佔SigmaSense總攤薄股權約1.61%。SigmaSense於二零一五年成立，專注於一系列產品（即從筆記本電腦、平板電腦、智能手機到大尺寸交互式顯示器、遊戲及汽車）所用的顯示屏相關觸控感應技術。根據獨立評估的評估結果，我們於SigmaSense的投資估值增至約6.5百萬美元，約佔本集團於二零二三年十二月三十一日資產總值的7.5%。於本報告年度，該投資的未變現收益約為人民幣0.9百萬元。該投資預計將於中長期內為本集團帶來資本增值。

PRINCIPAL RISKS AND UNCERTAINTIES

The company's business risks are mainly the following:

- (i) geopolitical and macroeconomic conditions of the globe and the PRC which in turn will affect the general demand of I.T. solutions, services and products;
- (ii) market acceptance of our industrial, smart office and new retail solutions;
- (iii) rapid technological changes that may disrupt the market positions and demand of our existing solutions and products unpredictably; and
- (iv) greater foreign exchange risk exposure due to the expansion of our overseas businesses and higher volatility in major functional currencies in recent years.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Investment in SigmaSense, LLC ("SigmaSense")

We invested US\$2 million and US\$0.5 million in 72,916 and 18,229 of the preferred shares of SigmaSense in 2019 and 2020 respectively and our investment accounted for approximately 1.61% of the total diluted shareholding of SigmaSense as at 31 December 2023. SigmaSense was founded in 2015 focusing on display related touch sensing technology for a wide range of products, from laptops, tablets and smartphones to large format interactive displays, gaming and automotive etc. Based on the assessment of an independent appraisal, the valuation of our investment in SigmaSense increased to approximately US\$6.5 million, about 7.5% of the total asset value of the group as at 31 December 2023. The unrealized gain of the investment was approximately RMB0.9 million during the reporting year. The investment is expected to generate capital appreciations to the group in the medium to long term.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

重大投資、子公司之重大收購及出售 (續)

於深圳富華私募股權天使投資合夥企業(「富華基金」)之投資

於二零二一年六月九日，本公司宣佈，本公司的全資子公司雲智匯(深圳)高新科技服務有限公司於二零二一年六月八日作為有限合夥人與深圳富華股權投資基金管理有限公司就投資於富華基金訂立一項有限合夥協議。根據有限合夥協議，我們承諾出資人民幣30百萬元，其規模預期約佔富華基金合夥人承諾出資總額之6%。富華基金於二零二一年六月十八日成立，擬投資於戰略性新興行業、未來行業及其他行業，包括但不限於半導體、生物醫藥、新能源、新材料、高端智能製造等高新技術產業。訂立有限合夥協議為一項須予披露交易，詳情分別載於本公司日期為二零二一年六月九日及二零二一年七月十三日之公告及補充公告。我們於二零二一年及二零二二年分別出資人民幣9百萬元及人民幣21百萬元。於二零二三年十二月三十一日，我們於富華基金的投資估值約為人民幣30.3百萬元，約佔本集團於二零二三年十二月三十一日之資產總值的4.9%。於本報告年度，該投資的未變現收益約為人民幣0.1百萬元。該投資預計長期將為本集團帶來資本增值。

除上文所披露者外，我們於本報告年度並無子公司之重大收購及出售以及重大投資。

集團資產抵押、資本承擔、或然負債、報告日期後事件

於二零二三年十二月三十一日，本集團並無資產抵押及並無或然負債(二零二二年：零)，亦無資本承擔(二零二二年：無)。

於二零二三年十二月三十一日後概無重大事件。

資本架構及股息

於二零二三年十二月三十一日，本公司合共有701,543,448股每股面值0.1港元的已發行股份(二零二二年：701,543,448股股份)。

本公司及其子公司於二零二二年及二零二三年報告年度概無購買、出售或贖回本公司任何上市證券。

董事會就本報告年度不建議派付任何末期股息(二零二二年十二月三十一日：無)。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

(continued)

Investment in GRC SinoGreen Fund V, L.P. ("GRC Fund")

On 9 June 2021, the company announced that Maxnerva (Shenzhen) Technology Services Limited, a wholly owned subsidiary of the company, entered into a limited partnership agreement as a limited partner with GRC SinoGreen Capital Co., Ltd. on 8 June 2021, in relation to the investment in the GRC Fund. Pursuant to the limited partnership agreement, we have committed to contribute RMB30 million which size is expected to account for approximately 6% of the capital contribution committed by the partners of the GRC Fund. The GRC Fund was established on 18 June 2021 and intends to invest in strategic emerging industries, future industries and other industries including but not limited to semiconductor, biomedicine, new energy, new materials, high-end intelligent manufacturing and other high-tech industries. Entering into the limited partnership agreement is a disclosable transaction and details are set out in the announcement and supplementary announcement of the company dated 9 June 2021 and 13 July 2021 respectively. We invested RMB9 million and RMB21 million in 2021 and 2022 respectively. As at 31 December 2023, the valuation of our investment in GRC Fund was approximately RMB30.3 million, about 4.9% of the total asset value of the group as at 31 December 2023. The unrealized gain of the investment was approximately RMB0.1 million during the reporting year. The investment is expected to generate capital appreciations to the group in the long term.

Saved as disclosed above, we had no material acquisition and disposal of subsidiaries, and significant investment during the reporting year.

CHARGES ON GROUP'S ASSETS, CAPITAL COMMITMENT, CONTINGENT LIABILITIES, EVENTS AFTER REPORTING DATE

As at 31 December 2023, there were no charges on the group's assets and there were no contingent liabilities (2022: Nil) and no capital commitments (2022: Nil).

There were no material events after 31 December 2023.

CAPITAL STRUCTURE AND DIVIDENDS

As at 31 December 2023, the company has a total of 701,543,448 issued shares with a par value of HK\$0.1 each (2022: 701,543,448 shares).

Neither the company nor its subsidiaries had purchased, sold or redeemed any of the company's listed securities during the reporting year of 2022 and 2023.

The board does not recommend any payment of a final dividend in respect of the reporting year (31 December 2022: Nil).

持續關連交易

有關持續關連交易之詳情，請參閱本年報「董事會報告書－持續關連交易」一段。

僱員、環保政策及合規

於二零二三年十二月三十一日，我們共聘用567名僱員（二零二二年：588名僱員），分佈於中國、台灣、越南、美國及香港。我們相信，我們的薪酬政策乃根據現行市場慣例及按個別員工工作表現及經驗而釐定。銷售人員之薪酬包括工資及獎金，獎金是按所達到個人銷售指標及應收款項的收回程度而釐定。一般僱員亦可享有年終獎金，數額視乎部門之業績情況及個人表現的評估而定。

我們致力於為照顧我們的環境及社區創造有利環境。我們的目標是通過保持高標準的誠信經營，提供優質服務及保護環境，建設更加和諧、文明及可持續的社會。有關詳情，請參閱本年報環境、社會及管治報告（「ESG」）。

CONTINUING CONNECTED TRANSACTIONS

For details of the continuing connected transaction, please refer to the paragraph headed “Report of the Directors – Continuing Connected Transactions” of this annual report.

EMPLOYEES, ENVIRONMENTAL POLICIES AND COMPLIANCE

As at 31 December 2023, we employed a total of 567 employees (2022: 588 employees) located in the PRC, Taiwan, Vietnam, the US and Hong Kong. We believe that our remuneration policy is in line with the prevailing market practices and is determined on the basis of performance and experience of the individuals. Sales personnel are remunerated by salaries and incentives in accordance with the achievement of their sales target and account receivables collection. General staff are offered year-end discretionary bonuses, which are based on the divisional performance and individual appraisals.

We are dedicated to creating a favourable circumstance for caring of our environment and community. It is our goal to build a more harmonious, civilized and sustainable society by maintaining a high standard operation with integrity, providing services of high quality and protecting the environment. For details, please refer to the Environmental, Social and Governance (the “ESG”) Report included in this annual report.

企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治報告

董事會致力維持良好之企業管治標準及程序，以確保資料披露之完整性、透明度及質素，藉以提高股東價值。

本公司於本報告年度採納及遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1載列之企業管治守則（「企業管治守則」）之原則及所有適用守則條文，惟下述偏離事項除外。董事會將繼續檢討及提升本公司之企業管治常規及準則，確保業務活動及決策制訂過程乃以適當及審慎方式規管。

董事之證券交易

本公司已採納上市規則附錄C3所載列之上市發行人董事進行證券交易之標準守則作為有關董事進行證券交易之行為守則（「標準守則」）。經向全體董事作出具體查詢後，董事確認彼等於整個報告年度內一直全面遵守標準守則所載之規定標準。

董事會

董事會之主要職能如下：

1. 塑造及監察公司文化；
2. 制定長期戰略目標及政策，適當側重價值創造及風險管理；
3. 確保在年報中作出恰當及充分的匯報，包括財務報表、ESG、董事會常規之披露（如董事會委員會之職權範圍）及各種政策（如與股東溝通的政策、薪酬政策、提名政策、股息政策及多元化政策）；
4. 當責－董事會應對其作為或不作為負責，及其於其決策中適當考慮股東及持份者之意見；
5. 確保資源、員工資歷及經驗充足（尤其發行人於會計、內部審核及財務報告職能方面）；及
6. 確保與股東保持最充分的溝通及本公司重視股東之利益。

CORPORATE GOVERNANCE REPORT

The board is committed to maintaining good corporate governance standard and procedures to ensure the integrity, transparency and quality of disclosure in order to enhance the shareholders' value.

The company has adopted the principles and complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") for the reporting year, save for the deviations discussed below. The board will continuously review and improve the corporate governance practices and standards of the company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

DIRECTORS' SECURITIES TRANSACTION

The company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding directors' securities transactions (the "Model Code"). Having made specific enquiry of all directors, the directors have confirmed that they have fully complied with the required standard as set out in the Model Code throughout the reporting year.

BOARD OF DIRECTORS

The principal functions of the board are to:

1. shaping and monitoring the company's culture;
2. setting long term strategic objectives and strategic policies with appropriate focus on values creation and risk management;
3. ensuring appropriate and adequate reporting in the annual reports, including financial statements, ESG, disclosures of the board's practices (e.g. the terms of references of its board committees), and various policies (e.g. shareholder communication, remuneration, nomination, dividend and diversity policies);
4. being accountable – the directors should be held accountable for their actions or inactions, and where appropriate, take the shareholders' and stakeholders' views into account in their decisions;
5. ensuring adequacy of resources, staff qualifications and experience, especially for the issuer's accounting, internal audit and financial reporting functions; and
6. ensuring the fullest communication with shareholders and the company's recognition of their interest.

董事會 (續)

董事會集體負責本集團之領導、監控及整體策略發展，並監督本集團之內部監控、財務表現、整體管理及營運。董事會將日常運作授權予管理層，管理層負責執行本集團之業務策略及管理日常業務運作。

董事會目前由兩名執行董事、三名非執行董事及三名獨立非執行董事組成。董事名單及其履歷詳情載於第67頁至第73頁。

本公司已設立以下機制確保向董事會提供獨立意見及觀點，並將每年審閱該等機制。

1. 董事會的組成

- (i) 至少三名獨立非執行董事及至少1/3的董事會成員為獨立非執行董事。至少一名獨立非執行董事具有會計專業資格及相關的財務管理專業知識。

2. 獨立評估

- (i) 提名委員會（「提名委員會」）必須嚴格遵守上市規則所載有關提名及委任獨立非執行董事的提名政策及獨立評估標準。
- (ii) 倘獨立非執行董事的個人資料有任何變動，可能會對其獨立性產生重大影響，則各獨立非執行董事須盡快通知本公司。
- (iii) 提名委員會受權參照上市規則所載的獨立標準，每年評估全體獨立非執行董事的獨立性。

3. 薪酬

- (i) 獨立非執行董事將不會獲發放帶表現因素的權益薪酬。

BOARD OF DIRECTORS (continued)

The board is collectively responsible for the leadership, control and overall strategic development of the group, as well as overseeing internal control, financial performance, overall management and operations of the group. The board has delegated day-to-day operations to management, who is responsible for implementing the group's business strategies and managing the daily business operations.

The board comprises two executive directors, three non-executive directors and three independent non-executive directors. A list of directors and their biographical details are set out on pages 67 to 73.

The company has established the following mechanisms to ensure independent views and input are available to the board and these mechanisms will be reviewed annually.

1. Composition of the board

- (i) At least three independent non-executive directors and at least 1/3 of the board members are independent non-executive directors. At least one independent non-executive director has professional qualification on accounting and related financial management expertise.

2. Independent assessment

- (i) Nomination committee (the “**Nomination Committee**”) must strictly adhere to the nomination policy and the independence assessment criteria set out in the Listing Rules for nomination and appointment of independent non-executive directors.
- (ii) Each independent non-executive director is required to inform the company as soon as possible if there is any change in his own particulars that may materially affect his independence.
- (iii) Nomination committee is mandated to assess annually the independence of all independent non-executive directors by reference to the independent criteria set out in the Listing Rules.

3. Remuneration

- (i) No equity-based remuneration with performance-related elements will be granted to independent non-executive directors.

董事會 (續)

4. 董事會決策

- (i) 全體董事 (包括獨立非執行董事) 均有權就董事會會議討論的事項向管理層尋求進一步的資料及文件, 亦可尋求公司秘書的協助及外部專業顧問的獨立意見, 費用由本公司承擔。
- (ii) 全體董事 (包括獨立非執行董事) 不得就批准該董事或其任何緊密聯繫人擁有重大利益的任何合約或安排的任何董事會決議案投票, 亦不得計入法定人數。
- (iii) 董事會主席應在其他董事不在場的情況下與獨立非執行董事至少每年舉行一次會議, 討論重大事宜及任何關切事項。

5. 年度檢討

- (i) 董事會應對該機制的實施及成效進行年度檢討。

向主要管理層支付之薪酬

於本報告年度, 向主要管理層 (包括全體董事及高級管理層) 支付的薪酬介乎以下金額:

BOARD OF DIRECTORS (continued)

4. Board decision making

- (i) All directors, including independent non-executive directors, are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings, and also seek assistance from the company secretary and independent advice from external professional advisers at the company's expense.
- (ii) All directors, including independent non-executive directors, shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such director or any of his close associates has a material interest.
- (iii) Chairman of the board shall at least annually hold meetings with independent non-executive directors without the presence of other directors to discuss major issues and any concerns.

5. Annual review

- (i) The board shall make an annual review of the implementation and effectiveness of this mechanism.

REMUNERATION PAID TO MEMBERS OF KEY MANAGEMENT

Details of remuneration paid to members of key management (including all directors and senior management) for the reporting year fell within the following bands:

| | | 人數 | |
|-----------------------------|-----------------------------|-------|-------|
| | | 二零二三年 | 二零二二年 |
| | | 2023 | 2022 |
| 人民幣2,000,001元至人民幣2,500,000元 | RMB2,000,001 – RMB2,500,000 | – | – |
| 人民幣1,500,001元至人民幣2,000,000元 | RMB1,500,001 – RMB2,000,000 | – | – |
| 人民幣1,000,001元至人民幣1,500,000元 | RMB1,000,001 – RMB1,500,000 | 1 | 1 |
| 零至人民幣1,000,000元 | Nil – RMB1,000,000 | 7 | 7 |

董事會會議、董事會委員會會議及股東大會出席會議次數

ATTENDANCE AT BOARD MEETINGS, BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS

| | | 本報告年度出席／舉行的會議次數 Meeting attended/held during the reporting year | | | | |
|------------------------------|--|--|------------------------------|-------------------------|--------------------------------|-----------------|
| | | 董事會會議 | 提名委員會會議 | 審核委員會會議 | 薪酬委員會會議 | 股東大會 |
| | | Board Meeting | Nomination Committee Meeting | Audit Committee Meeting | Remuneration Committee Meeting | General Meeting |
| 董事會成員 | Members of the Board | | | | | |
| 執行董事 | | | | | | |
| 簡宜彬先生 (主席) | Mr. CHIEN Yi-Pin (Chairman) | 0/5 | 0/2 | | | 0/1 |
| 蔡力挺先生 (執行長) | Mr. CAI LiTing (Chief Executive Officer) | 0/5 | | | 0/3 | 0/1 |
| 高照洋先生 | Mr. KAO Chao Yang | 0/5 | | | | 0/1 |
| 鄭宜斌先生 | Mr. CHENG Yee Pun | 5/5 | | | | 1/1 |
| 非執行董事 | | | | | | |
| KIM Hyun Seok先生 ¹ | Mr. KIM Hyun Seok ¹ | 1/5 | | | | 0/1 |
| PARK Ho Jin先生 ² | Mr. PARK Ho Jin ² | 0/1 | | | | N/A不適用 |
| 獨立非執行董事 | | | | | | |
| 簡己然先生 | Mr. KAN Ji Ran Laurie | 5/5 | 2/2 | 2/2 | 3/3 | 1/1 |
| 張曉泉教授 | Prof. ZHANG Xiaoquan | 2/5 | 0/2 | 1/2 | 1/3 | 1/1 |
| 甘志成先生 ³ | Mr. KAM Chi Sing ³ | 1/1 | N/A不適用 | N/A不適用 | N/A不適用 | N/A不適用 |
| 鄧天樂先生 ⁴ | Mr. TANG Tin Lok Stephen ⁴ | 2/3 | 2/2 | 1/2 | 3/3 | 1/1 |

¹ 於二零二三年三月二十九日獲委任
² 於二零二三年三月二十九日辭任
³ 於二零二三年九月二十八日獲委任
⁴ 於二零二三年九月二十八日辭任

¹ appointed on 29 March 2023
² resigned on 29 March 2023
³ appointed on 28 September 2023
⁴ resigned on 28 September 2023

董事會及員工的多元化

DIVERSITY IN BOARD AND WORKFORCE

本公司確認並受惠於多元化的董事會，其可提高董事會之工作質量。董事會成員多元化可通過考慮多個因素達成，包括但不限於性別、年齡、文化背景及種族，以及教育背景、專業經驗、技能、知識及服務年期。董事會所有成員之委任以用人唯才之原則進行，以適當標準考慮候選人，並考慮對董事會成員多元化的裨益。董事會將每年審閱該政策。

The company recognises and embraces the benefits of having a diverse board which enhances the quality of its performance. Diversity of board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. All the board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the board. The board will review such policy on an annual basis.

於二零二三年十二月三十一日，本公司董事會成員性別單一。然而，隨著黃碧君女士於二零二四年三月二十六日獲委任為非執行董事，本公司符合上市規則第13.92條的規定。於二零二三年十二月三十一日，本集團員工總數（不包括董事及高級管理層）包括72%的男性和28%的女性。有關本集團員工組成的詳細資料，請參閱我們的ESG報告。儘管如此，由於我們資訊科技業務的工作性質的原因，董事會及員工層面的性別多樣性相關性或較低。我們的招聘策略是不分性別，為合適職位聘用合適員工。

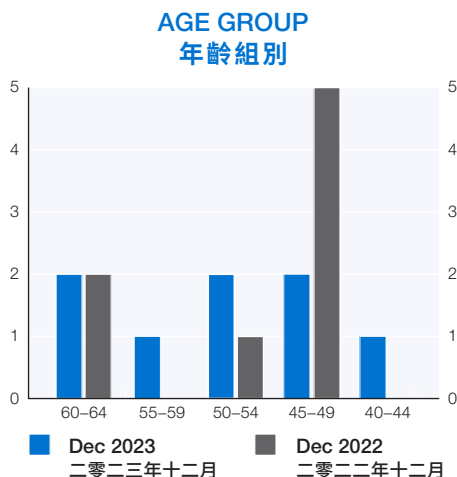
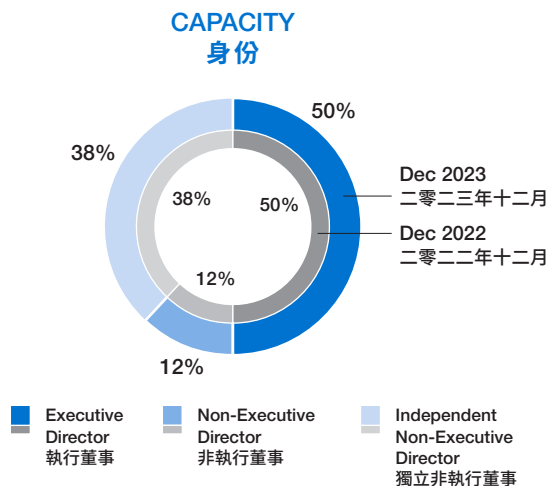
As at 31 December 2023, the company had a single gender board. However, with the appointment of Ms. HUANG Pi-Chun as a non-executive director on 26 March 2024, the company has complied with Rule 13.92 of the Listing Rules. As at 31 December 2023, the group's total workforce (excluding directors and senior management) comprised 72% male and 28% female. For details of the group's workforce composition, please refer to our ESG report. Notwithstanding the foregoing, gender diversity in board and workforce level may be less relevant due to the nature of work in our I.T. business. Our recruitment strategy is to employ the right staff for the right position regardless of the gender.

董事會多元化

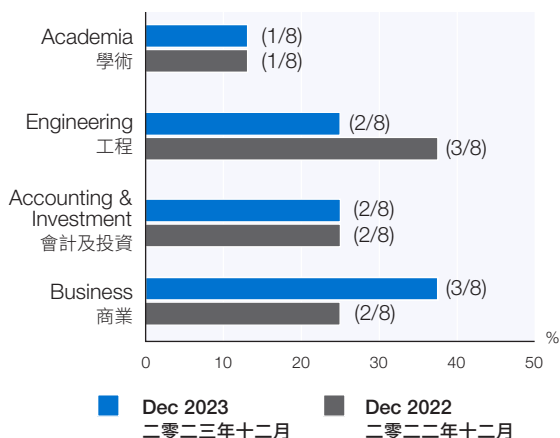
BOARD DIVERSITY

下文為董事會於二零二二年及二零二三年十二月三十一日多元化方面的圖示：

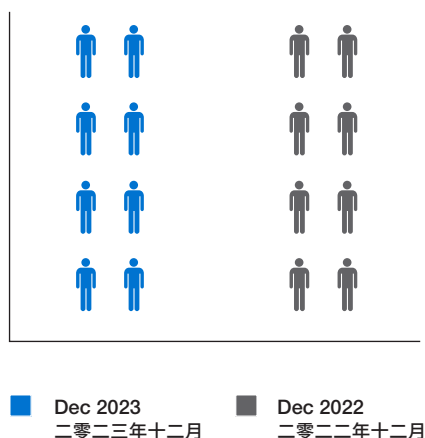
Below are the graphical presentation of the diversity of the board as at 31 December 2022 and 2023:



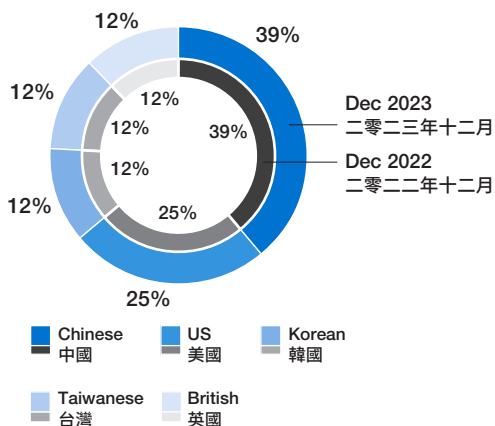
PROFESSIONAL BACKGROUND AND EXPERIENCE 專業背景及經驗



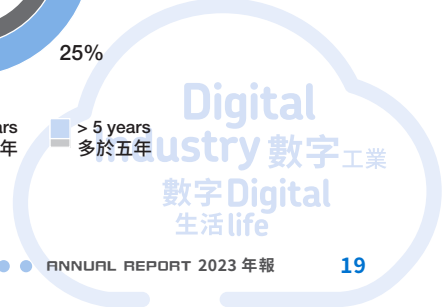
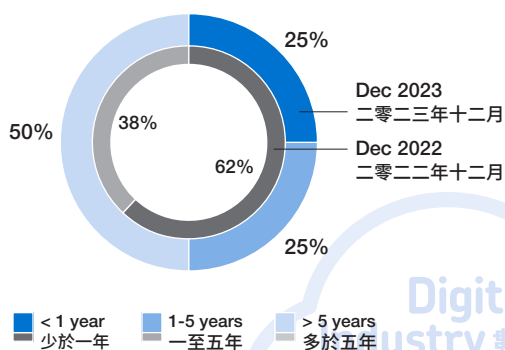
GENDER 性別



PASSPORT NATIONALITY 護照國籍



LENGTH OF SERVICE 服務年資



董事會會議

執行董事定期召開會議，以商討本公司日常業務。召開董事會會議乃為討論本公司整體發展、營運、財務表現、中期業績、年度業績及須董事會審批之本公司其他業務。本公司提供合理通知予董事會成員，以便彼等有機會出席會議。董事會全體成員均能獲得涵蓋董事會會議主題的有關文件，亦適時獲提供充足資料以審閱及考慮董事會會議上商討的事項。對於不能親身出席之董事，本公司提供電話或視像會議方式以便彼等參與。

於本報告年度，全體董事以合理審慎之方式竭力、盡職及主動履行職責。彼等根據法定規定、本公司組織章程細則（「組織章程細則」）及上市規則執行職責。全體董事謹慎監督本公司的企業事務，並投入充裕時間及精力關注本集團的一切重大問題。

主席及執行長

主席的工作職責如下：

1. 領導及管治董事會，為全體董事會及個別董事締造有效運作條件，並確保董事會及時商討所有關鍵及適當事宜；
2. 促進非執行董事與管理層之間的有效合作關係及公開討論文化，務使董事會於會議室內外均能包容及接納有建設性的討論及不同意見；
3. 確保董事會全權參與本集團策略及政策的發展及釐定且扮演建設性角色，並確保董事會決策符合本集團最佳利益且公平反映董事會共識；
4. 確保董事會協定之策略及政策獲執行長及管理層有效落實；
5. 制定董事會會議時間表及議程，充分考慮本集團面臨的重大事宜及全體董事的關注事項，並確保留有充足時間以就重大及戰略性事宜進行全面商討；

BOARD MEETINGS

The executive directors meet on a regular basis to discuss the ordinary business of the company. Board meetings are held to discuss the overall development, operation, financial performance, interim results, annual results and other business of the company that requires approval from the board. Reasonable notice has been given to board members to offer them an opportunity to attend. All board members are provided with relevant documentation covering the subject matter of the board meetings. Board members are also provided with sufficient information in a timely manner to review and consider matters to be discussed at board meetings. The company utilises telephone or video conferencing for directors who are not able to attend in person.

During the reporting year, all directors discharged their duties in a dedicated, diligent and proactive manner with reasonable prudence. They have executed their duties in accordance with statutory requirements, the company's bye-laws (the "Bye-laws") and the Listing Rules. All directors have exercised due care in monitoring corporate matters of the company and provided sufficient time and attention to all significant issues of the group.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The duties of the Chairman are as follows:

1. provides leadership and governance of the board so as to create the conditions for overall board's and individual director's effectiveness, and ensures that all key and appropriate issues are discussed by the board in a timely manner;
2. promotes effective relationships and open communication, and creates an environment that allows constructive debates and challenges, both inside and outside the boardroom, between non-executive directors and the management;
3. ensures that the board as a whole plays a full and constructive part in the development and determination of the group's strategies and policies, and that board decisions taken are in the group's best interests and fairly reflect board's consensus;
4. ensures that the strategies and policies agreed by the board are effectively implemented by the chief executive officer and the management;
5. sets the board meeting schedule and agenda to take full account of the important issues facing the group and the concerns of all directors, and ensures that adequate time is available for thorough discussion of critical and strategic issues;

主席及執行長 (續)

6. 確保董事會成員適當知悉董事會會議上討論的事項，並適時收到充分的資訊，而這些資訊必須準確清晰及完備可靠以讓董事會成員履行其責任，例如本集團表現報告、本集團當前面對的事項、挑戰及機遇，及其他須由董事會成員決議的事項；
7. 至少每年舉行一次非正式的董事會議，包括與非執行董事舉行沒有執行長出席的會議，及確保給予複雜、具爭議性或敏感的議題充足時間討論及考慮；
8. 確保與股東進行有效溝通，並確保各董事達成並保持理解持份者之觀點；及
9. 建立良好的企業管治常規及程序，並鼓勵本集團（尤其就董事會層面而言）維持誠信、持平及企業管治的最高標準。

而執行長的工作職責則如下：

1. 根據業務規劃及於董事會批准之預算內，領導管理層執行本集團業務的日常營運；
2. 領導管理層透過定期與主席會面或溝通，審閱關鍵發展、事宜、機遇及關注事項，從而確保與主席及董事會維持有效合作關係；
3. 制定及建議本集團策略及政策，供董事會考慮；
4. 落實經由董事會及其委員會批准之策略及政策，以實現本集團目標；
5. 與主席就本集團面臨的重大及戰略性事宜保持定期溝通，並確保董事會知悉該等事宜；
6. 確保管理層優先向董事會提交報告，內容包括董事會履行其職責所需的相關、準確、及時及明確的資訊；
7. 領導與持份者（包括股東）的溝通計劃；及

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

(continued)

6. ensures that the board members are properly briefed on issues arising at board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfil their duties, such as reports on the group's performance, the issues, challenges and opportunities facing the group, and matters reserved for them to make decision;
7. arranges informal meetings of the directors at least annually, including meetings of the non-executive directors at which the chief executive officer is not present, and ensures that sufficient time and consideration is given to complex, contentious or sensitive issues;
8. ensures that there is effective communication with shareholders, and that each director develops and maintains an understanding of the stakeholders' views; and
9. establishes good corporate governance practices and procedures and promotes the highest standards of integrity, probity and corporate governance throughout the group and particularly at board level.

Whereas the duties of the chief executive officer are as follows:

1. leads the management in the day-to-day running of the group's business in accordance with the business plans and within the budgets approved by the board;
2. leads the management to ensure effective working relationships with the chairman and the board by meeting or communicating with the chairman on a regular basis to review key developments, issues, opportunities and concerns;
3. develops and proposes the group's strategies and policies for the board's consideration;
4. implements the strategies and policies as approved by the board and its committees in pursuit of the group's objectives;
5. maintains regular communication with the chairman on important and strategic issues facing the group, and ensures bringing these issues to the board's attention;
6. ensures that the management gives appropriate priority to providing reports to the board which contain relevant, accurate, timely and clear information necessary for the board to fulfil its duties;
7. leads the communication program with our stakeholders including shareholders; and

主席及執行長 (續)

8. 根據董事會採納的常規及程序管理本集團事務，並鼓勵本集團內部維持誠信、持平及企業管治的最高標準。

根據企業管治守則的守則條文第C.2.1條，主席及執行長之角色應予以區分，不應由同一人擔任。本公司於整個報告年度內一直遵守此守則條文。

獨立非執行董事

獨立非執行董事向董事會提出獨立判斷。各獨立非執行董事每年須根據上市規則第3.13條就本身的獨立性向本公司發出確認書。根據該等確認書，董事會認為於本報告年度全體獨立非執行董事均符合上市規則第3.13條所述的資格。

非執行董事的職責包括以下各項：

1. 參與董事會會議，在涉及及戰略、政策、表現、問責性、資源、主要委任及操守準則等事宜上，提供獨立的意見；
2. 出現潛在利益衝突時提供領導方向；
3. 應邀出任審核、薪酬、提名及其他管治委員會；及
4. 注視本集團的表現是否達到既定的企業目標和目的，並監察表現事宜相關的匯報。

委任及重選董事

董事之委任乃根據其資歷及經驗而決定，確保彼等有能履行職責及保障利益相關者權益。本公司會向每名新獲委任之董事作出全面正式介紹，以確保彼等了解本集團的業務及經營、彼等根據上市規則以及有關監管規定及標準守則所負的責任及義務。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

(continued)

8. conducts the affairs of the group in accordance with the practices and procedures adopted by the board and promotes the highest standards of integrity, probity and corporate governance within the group.

Under code provision C.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. This code provision has been complied with by the company throughout the reporting year.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive directors bring independent judgment to the board. Each independent non-executive director is required to send a written confirmation of their independence pursuant to Rule 3.13 of the Listing Rules to the company annually. Based on these confirmations, the board considers that all independent non-executive directors have met the qualifications of Rule 3.13 of the Listing Rules for the reporting year.

The functions of non-executive directors should include:

1. participating in board meetings to bring an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
2. taking the lead where potential conflicts of interests arise;
3. serving on the audit, remuneration, nomination and other governance committees, if invited; and
4. scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Directors are appointed in accordance with their qualifications and experience to ensure they are capable to perform their duties and protect the interests of the stakeholders. Every newly appointed director receives a comprehensive and formal introduction to ensure that he/she has an understanding of the group's business and operation, his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements, and the Model Code.

委任及重選董事 (續)

於二零二四年三月二十六日，張傳旺先生獲委任為執行董事兼董事會主席，固定期限為三年，而龔培元先生及黃碧君女士則獲委任為非執行董事，並無固定委任期限。張傳旺先生、龔培元先生及黃碧君女士均於二零二四年三月二十五日獲得上市規則第3.09D條所述的法律意見，並確認彼等了解自身作為公司董事之責任。此外，史喆博士於二零二四年三月二十一日獲得上市規則第3.09D條所述的法律意見，並確認彼等了解自身作為公司行政總裁之責任。根據守則條文第二部分第C.3.3條，發行人須為董事提供正式委任書並列明委任之主要條款及條件。於報告期內，獨立非執行董事之指定委任年期為一年，而全體非執行董事概無固定服務年期。除鄭宜斌先生及Kim Hyun Seok先生外，全體執行董事及非執行董事已與本公司訂立任何服務協議或委任書（視乎情況而定）。由於全體執行董事及非執行董事須遵照組織章程細則於本公司股東週年大會（「股東週年大會」）輪席退任。因此，董事會認為已採取充分措施確保本公司的企業管治慣例並無較企業管治守則之規定寬鬆。

按照組織章程細則之條文及上市規則，任何獲董事會委任填補臨時空缺之董事，其任期至本公司下屆股東大會為止，倘為新董事加入現有董事會情況下，其任期則至下屆股東週年大會為止。此外，各董事（包括獲委任特定任期或擔任主席及／或執行長之董事）須至少每三年輪席退任一次。

持續專業發展

本公司鼓勵董事參與持續專業發展以發展並更新其知識及技能。本公司將向每名新獲委任之董事提供一套入職資料，內容包括香港上市公司董事的職責和法律責任之摘要、本公司之組織章程大綱及組織章程細則（「章程文件」）及公司註冊處發佈之「董事責任指引」，以確保彼對本身在上市規則及其他監管規定下之職責和責任有充分認知。

本公司持續更新董事就法例及監管機制和營商環境之發展，以方便彼等履行其職責。本公司在需要時將為董事提供持續的介紹及專業發展。

於本報告年度，全體董事及本公司之公司秘書均確定他們已經遵守企業管治守則。

APPOINTMENT AND RE-ELECTION OF DIRECTORS (continued)

On 26 March 2024, Mr. CHANG Chuan-Wang was appointed as executive director and chairman of the board for a fixed term of three years while Mr. KUNG Pei-Yuan and Ms. HUANG Pi-Chun were appointed as non-executive directors with no fixed term of appointment. Each of Mr. CHANG Chuan-Wang, Mr. KUNG Pei-Yuan and Ms. HUANG Pi-Chun obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 25 March 2024 and confirmed that they understood their obligations as a director of the company. In addition, Dr. Shi Zhe obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 21 March 2024 and confirmed that he understood his obligations as the chief executive officer of the company. Under code provision Part 2 C.3.3, issuers should have formal letters of appointment for directors setting out the key terms and conditions for their appointment. During the reporting period, the independent non-executive directors are appointed for a specific term of office of one year and all non-executive directors have no fixed term of appointment. Save for Mr. CHENG Yee Pun and Mr. KIM Hyun Seok, all executive directors and non-executive directors have entered into a service agreement or a letter of appointment (as the case may be) with the company. Given all the executive directors and non-executive directors are subject to retirement by rotation at the annual general meeting of the company (the “AGM”) in accordance with the Bye-laws. As such, the board considers that sufficient measures have been taken to ensure that the company’s corporate governance practices are no less exacting than set out in the CG Code.

According to the provisions of the Bye-laws and the Listing Rules, any director appointed by the board to fill a casual vacancy shall hold office until the next following general meeting of the company, and in the case of an addition to the existing board, until the next following AGM. Furthermore, each director, including those appointed for a specific term or holding office as Chairman and/or chief executive officer, are subject to retirement by rotation at least once every three years.

CONTINUING PROFESSIONAL DEVELOPMENT

The directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company would provide a comprehensive induction package covering the summary of the responsibilities and legal obligations of a director of a Hong Kong listed company, the company’s memorandum of association and Bye-laws (the “Constitutional Documents”) and the Guides on Directors’ Duties issued by the Companies Registry to each newly appointed director to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefings and professional development to directors would be arranged whenever necessary.

During the reporting year, all directors and company secretary of the company confirmed that they have complied with the CG Code.

董事會委員會

董事會已成立三個董事委員會，即提名委員會、審核委員會（「**審核委員會**」）及薪酬委員會（「**薪酬委員會**」），以監察本集團特定方面的事務。在合理要求下，該等委員會均會獲提供充足的資源，方便履行彼等的職責，且在適當情況下能夠尋求獨立專業意見，開支由本公司承擔。

(a) 提名委員會

提名委員會包括三名獨立非執行董事及一名執行董事。現任成員為張傳旺先生、簡己然先生、張曉泉教授及甘志成先生。張先生目前為提名委員會主席。

提名委員會之主要職責如下：

1. 每年最少一次檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出的變動向董事會提出建議；
2. 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
3. 評核獨立非執行董事的獨立性；
4. 就董事委任或重新委任以及董事（尤其是主席及執行長）繼任計劃的有關事宜向董事會提出建議；及
5. 若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明提名委員會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因。

提名委員會負責監察和檢討董事會成員的多元化政策。本公司確認，董事會成員的多樣性提供了平衡的技能、經驗和專業知識，促進公司的業務及未來發展。多元化政策乃經過多方面的考慮來實現，包括但不限於性別、年齡、文化和教育背景、專業知識及有關本公司業務的經驗。候選人的最終選擇是以其優點和將會帶給董事會的貢獻作決定。

BOARD COMMITTEES

The board has set up three board committees, namely the Nomination Committee, the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) to oversee particular aspects of the group’s affairs. The committees are provided with sufficient resources to discharge their duties and, upon reasonable requests, are able to seek independent professional advice in appropriate circumstances at the company’s expenses.

(a) Nomination Committee

The Nomination Committee comprises three independent non-executive directors and one executive director. The current members are Mr. CHANG Chuan-Wang, Mr. KAN Ji Ran, Laurie, Prof. ZHANG Xiaoquan and Mr. KAM Chi Sing. Mr. Chang is currently the chairperson of the Nomination Committee.

The principal duties of the Nomination Committee are to:

1. review the structure, size and composition of the board (including the skills, knowledge and experience) at least once every year and make recommendations to the board regarding any proposed changes;
2. identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of, individuals nominated for directorships;
3. assess the independence of independent non-executive directors;
4. make recommendations to the board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular, the chairman and the chief executive officer; and
5. where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual is independent.

The Nomination Committee monitors and reviews the diversity policy of the board members. The company recognises that diversity of the board members provides a balance of skill, experience and professional knowledge for the company’s business and future development. The diversity policy is achieved by consideration of various aspects, including but not limited to gender, age, cultural and educational backgrounds, professional knowledge and experience with the business of the company. The ultimate decision on selection of candidates will be made upon the merits and contribution that the selected candidate will bring to the board.

董事會委員會 (續)

(b) 審核委員會

本公司已設立審核委員會，根據企業管治守則的守則條文D.3.3條，受書面職權範圍規管。審核委員會目前包括三名獨立非執行董事，即甘志成先生、簡已然先生及張曉泉教授。甘先生目前為審核委員會主席。

審核委員會負責檢討和監察本集團之財務申報過程及內部監控系統，並向董事會提供建議及意見。

審核委員會亦獲授權取得外界法律或其他獨立專業意見，及於視為必須之情況下，確保具備有關經驗及專業知識之外界人士出席會議。

於本報告年度，審核委員會履行了如下職責：

1. 與核數師共同審閱年度財務報表及審閱未經審核之中期財務報表，並提出建議供董事會批准；
2. 審閱會計準則及政策之變動及評估可能對本集團財務報表產生之潛在影響；
3. 審閱本集團之內部監控及風險管理系統、本集團內部審核職能的成效以及商議有關事項，包括財務、經營、規管的監控和風險管理等工作；
4. 檢討有關監管及法定要求之合規事宜；
5. 考慮及建議委任、續聘及批准外聘核數師之薪酬及聘用條款；
6. 與外聘核數師討論有關核數之性質及範疇和申報責任；及
7. 根據適用標準審閱及監察外聘核數師之獨立性及客觀性，以及核數程序之有效性。

BOARD COMMITTEES (continued)

(b) Audit Committee

The Audit Committee was established and is governed by its written terms of reference in accordance with code provision D.3.3 of the CG Code. It currently comprises three independent non-executive directors, namely, Mr. KAM Chi Sing, Mr. KAN Ji Ran, Laurie and Prof. ZHANG Xianquan. Mr. KAM is currently the chairperson of the Audit Committee.

The Audit Committee is responsible for reviewing and supervising the financial reporting process and internal control system of the group and providing advice and recommendations to the board.

The Audit Committee is also authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

During the reporting year, the Audit Committee has performed the following duties:

1. reviewed the annual financial statements with the auditor and reviewed the unaudited interim financial statements, with recommendations to the board for approval;
2. reviewed the changes in accounting standards and policies as well as assessment of potential impacts on the group's financial statements;
3. reviewed the group's internal control and risk management systems, the effectiveness of the group's internal audit function and discussed the relevant issues including financial, operational and compliance controls, and risk management functions;
4. reviewed the compliance issues with the regulatory and statutory requirements;
5. considered and recommended the appointment, re-appointment and approved the remuneration and terms of engagement of external auditor;
6. discussed with external auditor the nature and scope of the audit and reporting obligations; and
7. reviewed and monitored external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards.

董事會委員會 (續)

(c) 薪酬委員會

薪酬委員會包括三名獨立非執行董事及一名執行董事。現任成員為簡己然先生、張曉泉教授、甘志成先生及張傳旺先生。簡先生目前為薪酬委員會主席。

薪酬委員會負責向董事會提出有關(其中包括)本公司關於本公司所有董事及高級管理層薪酬政策及結構之建議,及檢討本公司全體執行董事及高級管理層之具體薪酬待遇。董事及高級管理層之薪酬待遇乃根據技能、經驗、工作表現、對公司之貢獻及現行市況而釐定。薪酬委員會亦負責審閱及/或批准上市規則第17章項下有關股份計劃的事宜。

企業管治職能

董事會已將執行企業管治職能的職責委託予審核委員會。審核委員會負責企業管治職能,其職責包括:

1. 制定及審閱本公司就企業管治的政策及常規,以及向董事會作出推薦建議;
2. 審閱及監察董事及高級管理層的培訓及持續專業發展;
3. 審閱及監察本公司就遵守法律及監管規定的政策及常規;
4. 制定、審閱及監察適用於董事及僱員的操守守則及合規手冊(如有);及
5. 檢討本公司遵守企業管治守則及在企業管治報告內披露的情況。

BOARD COMMITTEES (continued)

(c) Remuneration Committee

The Remuneration Committee comprises three independent non-executive directors and one executive director. The current members are Mr. KAN Ji Ran, Laurie, Prof. ZHANG Xiaoquan, Mr. KAM Chi Sing, and Mr. CHANG Chuan-Wang. Mr. Kan is currently the chairperson of the Remuneration Committee.

The Remuneration Committee is responsible for making recommendations to the board on, among other things, the company's policy and structure for the remuneration of all directors and senior management of the company and review the specific remuneration packages for all executive directors and senior management of the company. The remuneration packages for directors and senior management are determined by reference to the skill, experience, performance, contribution to the company and the prevailing market condition. The Remuneration Committee is also responsible to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

CORPORATE GOVERNANCE FUNCTIONS

The board has delegated the duties and responsibilities in performing its corporate governance functions to the Audit Committee. The Audit Committee is responsible for corporate governance functions with the following duties:

1. to develop and review the company's policies and practices on corporate governance and make recommendations to the board;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to directors and employees; and
5. to review the company's compliance with the CG Code and disclosure in the Corporate Governance Report.

董事編製財務報表之責任

董事會確認彼等編製本集團財務報表之責任，財務報表應真實而公平地反映本公司及本集團於該年度事務的狀況、業績及現金流量，並根據相關法例及適用之會計準則編製。董事會亦確保準時刊發本集團之財務報表。

董事概不知悉存在任何重大不明朗因素事件或情況，而可能對本公司持續經營能力構成重大懷疑，因此董事編製合併財務報表時將繼續採納持續經營基準。

核數師之酬金

於本報告年度，本公司之外聘核數師羅兵咸永道會計師事務所就向本集團提供下列服務分別收取之費用如下：

| 收費服務種類 | Type of services charged | 費用 Fees 人民幣千元 RMB'000 |
|----------|------------------------------|--------------------------------|
| 本集團之審核服務 | Audit services for the Group | 2,562 |
| 非審核服務 | Non-audit services | - |
| 總額 | Total | 2,562 |

問責及審核

董事明白彼等須根據法定及監管要求編製本集團於相關會計期間之財務報表的責任。董事於編製本報告年度之財務報表時，已採納適當會計政策並貫徹採用該等政策。本報告年度的財務報表已按持續經營之基準編製。

核數師發表其有關申報責任的聲明載列於本年報第92至94頁內。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The board acknowledges its responsibility for the preparation of the financial statements of the group which should give a true and fair view of the state of affairs of the company and the group and of the results and cash flow for that year in compliance with relevant laws and applicable accounting standards. The board also ensures the timely publication of the financial statements of the group.

The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the company's ability to continue as a going concern, therefore the directors continue to adopt the going concern approach in preparing the consolidated financial statements.

AUDITOR'S REMUNERATION

During the reporting year, PricewaterhouseCoopers, the external auditor of the company, provided the following services to the group and its respective fees charged are set out as follows:

ACCOUNTABILITY AND AUDIT

The directors acknowledge their responsibility for the preparation of the financial statements of the group for the relevant accounting periods in accordance with statutory and regulatory requirements. In preparing the financial statements for the reporting year, the directors have adopted appropriate accounting policies and applied them consistently. The financial statements for the reporting year have been prepared on a going concern basis.

A statement by the auditor about their reporting responsibilities is set out on pages 92 to 94 in this annual report.

風險管理及內部監控

於本報告年度，本集團已透過建立合適及有效的風險管理及內部監控系統遵守企業管治守則第D.2條。管理層負責設計、實施及監管有關系統，而董事會持續監控管理層履行其職責，以及每年對內部監控及風險管理系統進行內部審核。風險管治及管理系統的主要特點描述如下：

風險管治及管理

本集團管理層透過建立一套企業風險管理（「**企業風險管理**」）框架主動管理風險以協助審核委員會及董事會履行其風險管理責任，及幫助各業務單位管理其所面對的主要風險。參照Committee of Sponsoring Organizations of the Treadway Commission（「**COSO**」）發佈的「內部監控－綜合框架」，企業風險管理系統的要點如下所述：

- 監控環境：一套為本集團進行內部監控提供基準的準則、程序及架構。
- 風險評估：不斷轉變而反覆的過程，以識辨及分析導致本集團目標的風險，形成釐定應如何管理風險的依據。
- 監控活動：根據政策及程序確立之行動，以確保執行管理層為減低風險以達成目標所作出的指示。
- 資訊及溝通：向本集團提供進行日常監控所需資訊的內部及外部溝通。
- 監管：持續及單獨評估以確定內部監控的各個要素是否存在並運作。

RISK MANAGEMENT AND INTERNAL CONTROL

During the reporting year, the group has complied with principle D.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. The management is responsible for the design, implementation and monitoring of such systems, while the board oversees management in performing its duties on an ongoing basis and an internal audit on the internal control and risk management systems performed on an annual basis. Main features of the risk governance and management systems are described as follows:

Risk Governance and Management

The management of the group proactively manages the risks by establishing an Enterprise Risk Management (“**ERM**”) framework to assist the Audit Committee and the board in discharging its risk management responsibilities and individual business units in managing their key risks. With reference to the “Internal Control – Integrated Framework” Issued by the Committee of Sponsoring Organizations of the Treadway Commission (“**COSO**”), the main features of the ERM system are illustrated below:

- Control Environment: a set of standards, processes and structures that provide the basis for carrying out internal control across the group.
- Risk Assessment: a dynamic and iterative process for identifying and analysing risks to achieve the group’s objectives, forming a basis for determining how risks should be managed.
- Control Activities: action established by policies and procedures to help ensure that management directives to mitigate risks in achieving objectives are carried out.
- Information and Communication: internal and external communication to provide the group with the information needed to carry out day-to-day controls.
- Monitoring: ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

風險管理及內部監控 (續)

RISK MANAGEMENT AND INTERNAL CONTROL

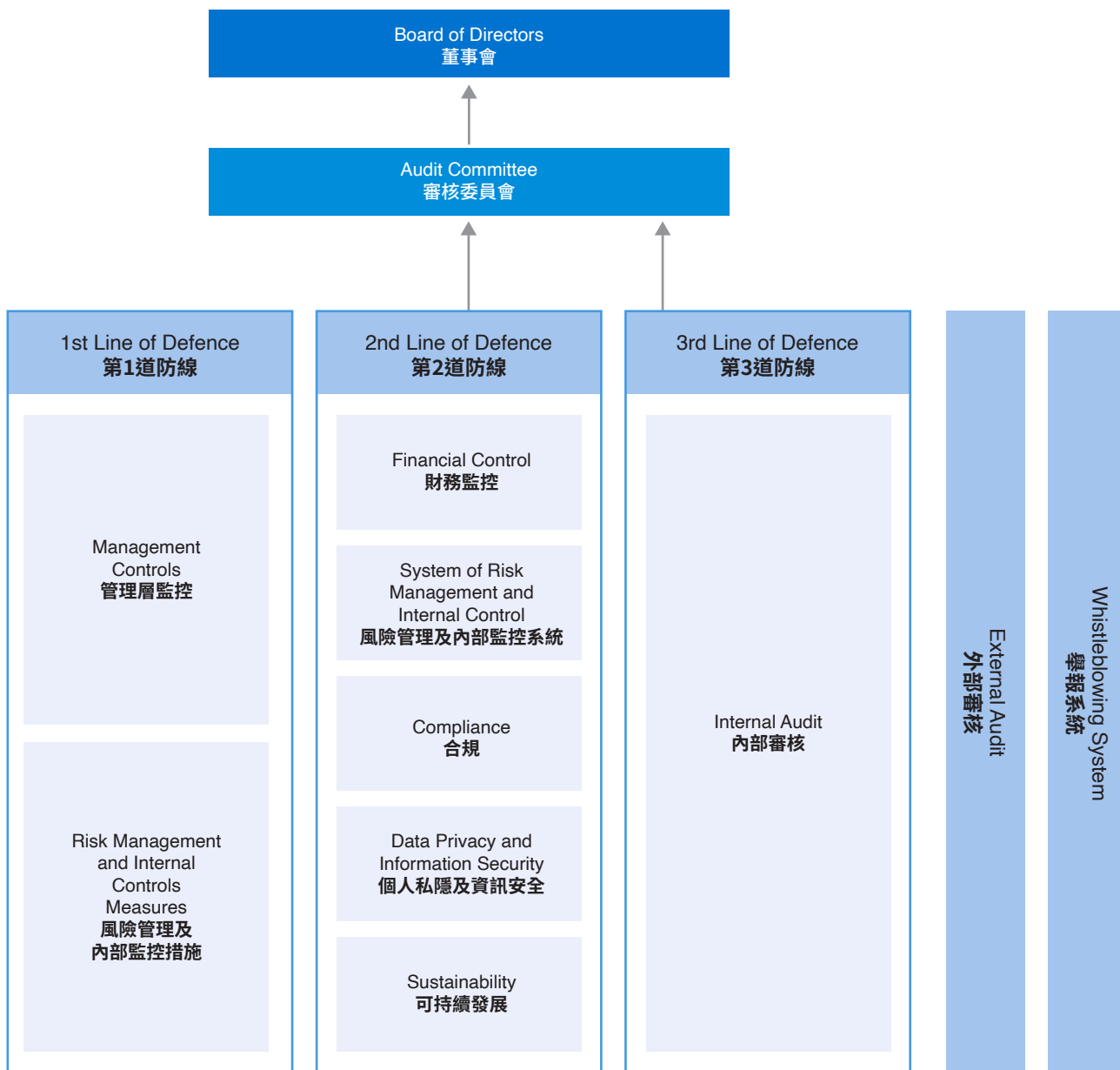
(continued)

風險管治及管理 (續)

Risk Governance and Management (continued)

本集團的風險管治架構以下文所示的「三道防線」模型為指導。

The group's risk governance structure is guided by the "Three Lines of Defense" model as shown below.



風險管理及內部監控 (續)

風險管治及管理 (續)

作為第一道防線，本集團所有部門及業務單位的風險責任人識別及評估可能對達成其業務目標有潛在影響的風險，並於日常營運中設計和執行監控程序以緩解並監察風險（包括但不限於業務、營運及ESG風險）。他們定期進行風險評估，以評估其用於緩減已識別風險的現行監控措施是否足夠有效。

作為第二道防線，本集團建立了特定職能，以確保第一道防線已妥為制訂並按預期運作。這些特定職能包括但不限於財務監控、風險管理和內部監控、合規、資料保護、信息安全、可持續發展等等。

作為第三道防線，現有內部審核（「**內部審核**」）職能的角色為獨立評核者（由具備如執業會計師等相關專長之專業人員組成），負責i)持續審閱本集團主要營運、財務、合規及風險管理控制及ii)建議對風險管理及內部控制系統實施加強措施以供審核委員會及／或相關個別部門審議。內部審核部門在年度審核計劃內規劃其工作，該計劃每年由審核委員會審閱。審核計劃以風險評估為基礎，旨在於合理期間內涵蓋本集團涉及日常管理的各重要部門及業務單位。

舉報機制乃讓員工及其他相關人士舉報不當行為個案。每個舉報個案都會在保密的情況下處理，並按舉報政策及其既定程序跟進。

審核委員會協助董事會監督集團的風險管理及內部監控系統，包括：

1. 與內部審核職能最少每年檢討一次集團的風險管理及內部監控系統，以確定管理層是否已履行其建立及維持有效系統的責任；
2. 檢討風險評估結果，包括自上次檢討後重大風險的性質及嚴重程度的轉變以及集團應付其業務轉變及外圍環境轉變的能力；及
3. 與管理層討論集團在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算，從而確定是足夠的。

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

Risk Governance and Management (continued)

As the first line of defense, risk owners of all corporate departments and business units of the group identify and evaluate the risks which may potentially impact the achievement of their business objectives, mitigate and monitor the risks (including but not limited to business, operation and ESG risks) by designing and executing control procedures in their day-to-day operations. They conduct risk assessment on a regular basis to evaluate the adequacy and effectiveness of controls that are in place to mitigate the identified risks.

As the second line of defense, the group establishes specific functions to ensure the first line of defense is properly in place and operating as intended. The responsibilities of these functions include but not limited to financial control, risk management and internal control, compliance, data protection and information security, sustainability and so forth.

As the third line of defense, the existing Internal Audit (“**IA**”) function acts as an independent assessor which is composed of professionals with relevant expertise (such as certified public accountant). It is responsible for i) reviewing the major operational, financial, compliance and risk management controls of the group on a continuous basis and ii) proposing any enhancement to the risk management and internal control systems for consideration by the Audit Committee and/or the individual department concerned. It schedules its work in an annual audit plan which is reviewed by the Audit Committee every year. The audit plan is derived from risk assessment basis and is aimed at covering each significant corporate department and business unit in which the group involves in day-to-day management within a reasonable period.

Whistleblowing System is established for staff and other relevant parties to report misconduct cases. Every reported case will be handled in confidentiality and followed through in accordance with the Whistleblowing Policy and its related procedures.

The Audit Committee assists the board in overseeing the risk management and internal control systems of the group, including:

1. reviewing, at least annually, the risk management and internal control systems of the group with the IA function to ascertain whether management has fulfilled its responsibilities in establishing and maintaining effective systems;
2. reviewing the risk assessment results, including changes in the nature and extent of significant risks since the last review and the group’s ability to respond to changes in its business and the external environment; and
3. discussing with management on the resources, staff qualifications and experience, training programmes and budget of the group’s accounting, internal audit and financial reporting functions to ensure that these are adequate.

風險管理及內部監控 (續)

風險管治及管理 (續)

董事會有全面的責任建立及維持穩健及有效的風險管理及內部監控系統，包括：

1. 制訂集團的策略及企業目標；
2. 評估及決定所願意承受之風險的性質及嚴重程度，以達致其策略及業務目標；
3. 監督管理層設計、執行及監控風險管理及內部監控系統；
4. 持續監督風險管理及內部監控系統，並確保最少每年檢討一次該等系統以確定其有效性；
5. 檢討自上次檢討後重大風險的性質及嚴重程度的轉變以及集團應付其業務轉變及外圍環境轉變的能力；
6. 考慮期內發生的重大監控失誤或發現的重大監控弱項。

根據於本報告年度進行的內部監控檢討，並無識別重大監控不足。

董事會透過其檢討及內部審核職能以及審核委員會作出的檢討，得出風險管理及內部監控系統為有效及足夠之結論。然而，有關系統乃為管理而非消除無法達致業務目標的風險而設，且僅可就重大失實陳述或損失提供合理而非絕對的保證。董事會亦認為，有關資源、員工資質、相關員工的經驗充足，並已提供足夠的培訓項目及預算。

RISK MANAGEMENT AND INTERNAL CONTROL

(continued)

Risk Governance and Management (continued)

The board has the overall responsibility for establishing and maintaining sound and effective risk management and internal control systems, including:

1. setting the group's strategies and corporate goals;
2. evaluating and determining the nature and extent of the risks it is willing to take in achieving its strategic and business objectives;
3. overseeing management in the design, implementation and monitoring of the risk management and internal control systems;
4. overseeing the risk management and internal control systems on an ongoing basis, and ensuring that a review of the systems is conducted at least annually to ensure their effectiveness;
5. reviewing the changes in the nature and extent of significant risks since the last review and the group's ability to respond to changes in its business and the external environment;
6. considering any significant control failings or weaknesses that have been identified during the period.

Based on the internal control reviews conducted for the reporting year, no significant control deficiency was identified.

The board, through its reviews and the reviews made by IA function and Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

公司秘書

曾慶贊先生已於二零一五年十一月三日獲委任為本公司之公司秘書。雖然曾先生並非本公司按照企業管治守則之守則條文第二部分第C.6.1條聘用的僱員，惟本公司已指派執行董事鄭宜斌先生作為與曾先生聯繫的人士。有關本集團表現、財務狀況及其他主要發展及事務的資訊會經由指派聯絡人士迅速送達予曾先生。故此，基於上述根據企業管治守則的守則條文第二部分第C.6.4條的安排，全體董事仍被視為可獲得公司秘書的意見及服務。本公司已設立機制，確保曾先生能夠迅速知悉本集團的發展而不發生重大延誤，且憑藉其專業知識及經驗，董事會有信心曾先生擔任公司秘書對本集團遵守相關董事會程序、適用法律、規則及法規而言至為有利。於本報告年度，曾先生已妥為遵守上市規則第3.29條之有關專業培訓規定。

董事及高級人員保險

本公司經已投購適當保險，涵蓋董事及高級人員的責任，保障本集團董事及高級人員免於承受本集團業務所產生的風險。

股東權利

股東查詢

本公司鼓勵與股東保持直接溝通，股東如對董事會有任何疑問，可直接致函本公司在香港之主要營業地點，地址為：九龍尖沙咀東部麼地道63號好時中心10樓1001室，或可發送電子郵件至ir@maxnerva.com。公司秘書會將提問直接轉達至董事會。

所有有關股東持股之問題，可以直接聯絡本公司之股份過戶登記分處，卓佳雅柏勤有限公司，地址為：香港夏慤道16號遠東金融中心17樓。

股東大會

本公司鼓勵股東參與股東大會，若股東們無法出席會議時，可委任受委代表代其出席大會，並在大會上發言及投票。本公司對股東大會之過程會進行定期監察及檢討，如有必要會作出改動，以確保股東得到最好之服務。

COMPANY SECRETARY

Mr. TSANG Hing Bun has been appointed as company secretary of the company with effect from 3 November 2015. Although Mr. Tsang is not an employee of the company as required under code provision Part 2 C.6.1 of the CG Code, the company has assigned Mr. CHENG Yee Pun, the executive director, as the contact person with Mr. Tsang. Information in relation to the performance, financial position and other major developments and affairs of the group are speedily delivered to Mr. Tsang through the contact person assigned. Hence, all directors are still considered to have access to the advice and services of the company secretary in light of the above arrangement in accordance with code provision Part 2 C.6.4 of the CG Code. Having in place a mechanism that Mr. Tsang will be informed of the group's development promptly without material delay and with his expertise and experience, the board is confident that having Mr. Tsang as the company secretary is beneficial to the group's compliance with the relevant board procedures, applicable laws, rules and regulations. For the reporting year, Mr. Tsang has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors' and officers' liabilities have been in force to protect the directors and officers of the group from their risk exposure arising from the business of the group.

SHAREHOLDERS' RIGHTS

Shareholders' Enquiries

Shareholders are encouraged to maintain direct communication with the company. Shareholders who have any questions for the board may write directly to the company's Hong Kong principal place of business, Room 1001, 10/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, or email to ir@maxnerva.com. The company secretary will direct the questions to the board.

Any questions regarding the shareholdings of the shareholders can be addressed directly to the company's branch registrar, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders' Meetings

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend, speak and vote at meetings if they are unable to attend the meetings. The process of the company's general meeting will be monitored and reviewed on a regular basis, and if necessary, changes will be made to ensure that shareholders' needs are best served.

股東權利 (續)

股東大會 (續)

根據守則條文第二部分第F.2.2條規定，董事會主席及所有董事會委員會主席或彼等代表、適當的行政管理人員及外聘核數師應出席股東週年大會以回答問題。董事會主席由於彼海外業務，未能出席於二零二三年五月三十一日舉行的股東週年大會。

股東召開股東特別大會的程序

於遞呈要求日期持有本公司附有於本公司股東大會上投票權利之已繳足股本不少於十分之一的股東隨時有權向本公司的百慕達註冊辦事處及其香港主要營業地點送達書面要求，以提請公司秘書要求董事會召開股東特別大會（「股東特別大會」）以考慮有關要求內所述的任何業務事宜。倘董事自遞呈有關要求日期起計21日內仍未召開股東特別大會，則提出要求人士或佔彼等全部投票權一半以上的當中任何一者可以相同方式召開與董事可召開的大會盡可能近似的股東特別大會，而提出要求人士因董事未召開有關大會而產生的所有合理開支將由本公司退還予彼等。

書面要求必須說明股東特別大會的目的，有關提出要求人士可於將予舉行的股東特別大會議程中加入決議案。書面要求須由提出要求人士簽署，可能包含若干形式相近的文件，每份文件均由一名或多名提出要求人士簽署。

倘書面要求有效，公司秘書將要求董事會根據法定規定向全體登記股東發出事先通知以召開股東特別大會。反之，倘書面要求無效，提出要求人士將獲告知該結果及股東特別大會將不會根據要求召開。

向全體登記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：

- 倘建議屬本公司普通決議案，須最少發出十四日的書面通知；及
- 倘建議屬本公司特別決議案，須最少發出二十一日的書面通知。

通知期不包括送達之日或視作送達之日及所通知之日。

SHAREHOLDERS' RIGHTS (continued)

Shareholders' Meetings (continued)

Under code provision Part 2 F.2.2 of the CG Code, the chairman of the board and the chairmen of all board committees or their delegates, appropriate management executives and external auditors should attend AGM to answer shareholders' questions. The chairman of the board did not attend the AGM held on 31st May 2023 due to his overseas business commitments.

Procedures for members to convene a special general meeting

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the company carrying the right of voting at general meetings of the company shall at all times have the right, by written requisition deposited at the company's registered office in Bermuda and its principal place of business in Hong Kong, for the attention of the company secretary, to require a special general meeting ("SGM") to be called by the board for the transaction of any business specified in such requisition. If the directors do not within 21 days from the date of the deposit of such requisition proceed duly to convene a SGM, the requisitionists themselves or any of them representing more than one half of the total voting rights of all of them may convene the SGM in the same manner, as nearly as possible, as that in which meetings may be convened by the directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the directors to convene such a meeting shall be reimbursed to them by the company.

The written requisition must state the objects of the SGM, and such requisitionists may add resolutions to the agenda of the SGM so convened. The written requisition must be signed by the requisitionists and may consist of several documents in like form, each signed by one or more of those requisitionists.

If the written requisition is valid, the company secretary will ask the board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the written requisition is invalid, the requisitionists will be advised of the outcome and accordingly, a SGM will not be convened as requested.

The notice period to be given to all the registered members for consideration of the proposal raised by the shareholders concerned at SGM varies according to the nature of the proposal is as follows:

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

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

股東權利 (續)

於股東大會上提呈建議的程序

根據百慕達一九八一年公司法(經修訂)第79條及第80條, (i)持有總表決權不少於二十分之一之股東;或(ii)不少於一百名股東(惟在違反上市規則附錄三第14(5)條要求時,本公司的一百名股東的表決權不得超過10%),有權要求本公司就擬於下屆股東週年大會或股東特別大會上批准的決議案向股東發出通知。倘任何股東擬提出一項將於本公司股東大會上提呈之決議案,則提出該要求之人士需將已簽署之書面通知及聯絡資料送交本公司之香港主要營業地點(地址為九龍尖沙咀東部麼地街63號好時中心10樓1001室)公司秘書收。該通知須載有(其中包括)擬於大會上提呈之決議案之詳情、提呈該決議案之原因及提出有關決議案之股東於該建議中之任何重大利益。本公司的百慕達股份登記處或香港的股份登記分處核實該要求,於獲得股份登記處確認該要求為恰當及適當後,公司秘書將要求董事會在股東大會的議程內加入有關決議案。

就上述股東提出於股東週年大會或股東特別大會考慮之提案而向全體股東發出通告之通知期因應提案之性質有所不同,詳情如下:

- 倘有關提案構成本公司股東特別大會之普通決議案,則須至少十四日之書面通知。
- 倘有關提案構成本公司股東週年大會之普通決議案,或不論是本公司股東週年大會或股東特別大會之特別決議案,則須至少二十一日之書面通知。

倘要求人未能於合理時間內將通知送達本公司,而引致本公司就根據上市規則要求而向所有股東發出決議案通知及傳閱該要求人提交的陳述書所作出的任何費用,本公司保留向該要求人申索的權利(除非本公司另有決議)。

股東於股東大會上提呈動議決議案的權利和程序刊載於本公司網站www.maxnerva.com。

SHAREHOLDERS' RIGHTS (continued)

Procedures for putting forward proposals at a general meeting

Pursuant to Sections 79 and 80 of the Bermuda Companies Act 1981 (as amended), (i) shareholders holding not less than one-twentieth of the total voting rights; or (ii) not less than 100 shareholders (provided that 100 shareholders of the company shall not represent more than 10% of the voting right at the time of the request in contravention of Appendix 3 Rule 14(5) of the Listing Rules), are entitled to request the company to give shareholders notice of a resolution which is intended to be approved at the next annual general meeting or special general meeting. If any shareholders wish to propose a resolution to be put forward at a general meeting of the company, a written notice to that effect signed by the requisitionists with contact information must be deposited at the company's Hong Kong principal place of business, Room 1001, 10/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon (addressed to the company secretary). The notice shall contain, inter alia, a description of the proposed resolution desired to be put forward at the meeting, the reasons for such a proposal and any material interest of the proposing shareholder in such a proposal. The request will be verified with the company's share registrar in Bermuda or the Hong Kong branch share registrar and upon their confirmation that the request is proper and in order, the company secretary will ask the board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the shareholders for consideration of the proposal raised by the shareholders concerned at the AGM or the SGM varies according to the nature of the proposal, the details of which are as follows:

- At least 14 days' notice in writing if the proposal constitutes an ordinary resolution of the company in SGM.
- At least 21 days' notice in writing if the proposal constitutes an ordinary resolution of the company in AGM or a special resolution of the company in AGM or SGM.

In the event of failure in serving the notice to the company by the requisitionist within reasonable time, the company reserves the right to claim from the requisitionist any expenses incurred by the company in serving the notice of the resolution and circulating the statement given by that requisitionist to all shareholders in accordance with the requirements under the Listing Rules (unless the company otherwise resolves).

The rights and procedures for proposing resolution to be put forward by shareholders at a general meeting is posted on the company's website www.maxnerva.com.

與股東的溝通

股東為我們主要利益相關者之一。董事會及高級管理層認清彼等的責任，為代表股東的利益，且為彼等締造長遠兼持續價值。

本公司透過登載於本公司網站<http://www.maxnerva.com>的公告及年度和中期報告與股東進行溝通。股東可以以書面形式發送給本公司的香港主要營業地點九龍尖沙咀東部麼地道63號好時中心10樓1001室向董事會作出查詢。董事、公司秘書或其他適當高級管理人員及時回應股東的查詢。本公司鼓勵所有股東出席本公司股東大會，並商討有關本集團之事宜。於本公司股東大會上，董事將回應股東作出之提問。

投資者關係一向為本公司企業管治的關鍵所在，為管理層與投資界提供雙向交流，繼續適時知會投資者有關本公司最新業務發展。指定團隊亦會定期向管理層提供市場回響及投資界的意見，藉以改善本公司的管治及營運。

截至二零二三年十二月三十一日止年度，本公司審閱股東通訊政策的實施及效力，發現其效力令人滿意，並無接獲來自我們股東的任何不利評論。

憲章文件

最新版本之憲章文件可從本公司或聯交所之網站下載。

除披露者外，於本報告年度，憲章文件並無任何重大變動。

股息政策

本公司致力於與股東分享業績，同時兼顧業務的持續發展。鑒於目前的經濟及財務狀況，業務發展可能需要的財務資源，本公司近期無意分派任何股息，因為我們致力成為數字工業及數字生活業務領先的供應商之一，並擬將資金投入核心業務。

COMMUNICATIONS WITH SHAREHOLDERS

Shareholders are one of our key stakeholders. The board and senior management recognise their responsibilities to represent the interests and create long-term sustainable value for the shareholders.

The company communicates to its shareholders through announcements and annual and interim reports published on its website <http://www.maxnerva.com>. Shareholders may put forward their enquiries to the board in writing by sending the same to the company's Hong Kong principal place of business, Room 1001, 10/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon. The directors, the company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. All shareholders are also encouraged to attend general meetings of the company to discuss matters relating to the group. At general meetings of the company, the directors will answer questions from the shareholders.

Investor relations has always formed an important part of the company's corporate governance. It provides two-way communication between management and the investment community and continually updates investors on the company's latest business developments in a timely manner. The designated team also regularly provides the management with market feedback and opinions from the investment community to improve the governance and operations of the company.

During the year ended 31 December 2023, the company reviewed the implementation and effectiveness of the shareholders communication policy which was found satisfactory and did not receive any adverse comments from our shareholders.

CONSTITUTIONAL DOCUMENTS

The latest version of the Constitutional Documents can be downloaded from the websites of the company or the Stock Exchange.

Save as disclosed, there was no significant change to the Constitutional Documents during the reporting year.

DIVIDEND POLICY

The company is committed to sharing the results with shareholders while striking a balance of continuous development of its business. Given the current economic and financial conditions, the possible financial resources needed for business development, the company does not expect to distribute any dividend in the near term since it intends to invest the capital into its core businesses as it strives to become one of the leading providers in digital industry and digital life businesses.

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

關於本報告

環境社會及管治「ESG」報告體現了我們於可持續發展及社會責任方面所作出的努力及成果。ESG報告詳述本集團於實施環境及社會政策及落實可持續發展原則方面的表現。

ESG報告範圍

ESG報告的範圍涵蓋二零二三年一月一日至二零二三年十二月三十一日（「本報告年度」或「本年度」）我們於重慶、武漢及深圳的設施，旨在反映本集團的整體環境及社會表現，因為截至二零二三年十二月三十一日，在我們總僱員人數中，有超過80%就職於該等三個中國辦事處。

報告準則

ESG報告乃根據上市規則附錄C2的「環境、社會及管治報告指引」編製。於本報告年度，我們已遵守上述規定。

報告原則

ESG報告的內容乃透過接觸持份者及進行重要性評估程序釐定，當中包括識別與ESG相關的議題、收集及審視管理層及持份者的意見、評估議題的相關及重要程度，以及編製及核實所報告的資料。ESG報告全面涵蓋不同持份者所關注的重要議題。

ESG報告披露經量化的環境及社會KPI，讓持份者可全面了解本集團的ESG表現。有關該等KPI主要排放的標準、方法、參考資料及來源的資料，將於適當位置列示。為提高不同年度之間ESG績效的可比性，本集團致力在合理可行情況下盡量採用一致的報告及計算方法。有關方法的任何變動，我們已於相應章節呈列及說明詳情。

ABOUT THE REPORT

This Environmental, Social and Governance (“ESG”) Report presents our efforts and achievement made in sustainability and social responsibility. The ESG Report details the group’s performance in carrying out the environmental and social policies and fulfilling the principle of sustainable development.

Scope of the ESG Report

The scope of the ESG Report covered our facilities in Chongqing, Wuhan and Shenzhen from 1 January 2023 to 31 December 2023 (the “reporting year” or the “Year”). It aimed to reflect the whole group’s environmental and social performance since over 80% of our total employees as at 31 December 2023 were employed in the PRC through these three offices.

Reporting Standard

The ESG Report was prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix C2 of the Listing Rules. We have complied with the above provisions during the reporting year.

Reporting Principles

The content of the ESG Report is determined through stakeholder engagement and materiality assessment process, which includes identifying ESG-related issues, collecting and reviewing the management and stakeholders’ opinions, assessing the relevance and materiality of the issues and preparing and validating the information reported. The ESG Report covers all key issues that are concerned by different stakeholders.

Quantitative environmental and social KPIs are disclosed in the ESG Report so that stakeholders are able to have a comprehensive understanding of the group’s ESG performance. Information of the standards, methodologies, references and source of key emission of these KPIs are stated wherever appropriate. To enhance comparability of the ESG performance between years, the group has strived to adopt consistent reporting and calculation methodologies as far as reasonably practicable. For any changes in methodologies, we have presented and explained in details in the corresponding sections.

關於本報告 (續)

資料及回饋

有關本集團企業管治之詳情，請參閱本年報第15至35頁之企業管治報告。我們重視閣下的意見。倘閣下有任何意見或建議，歡迎隨時聯繫本公司：

雲智匯科技服務有限公司
香港九龍尖沙咀東部麼地道63號
好時中心10樓1001室

電話號碼：(852) 3628 3815
傳真號碼：(852) 3188 1523

董事會聲明

我們相信從長遠來看良好的ESG管治策略及慣例對業務至關重要，特別是提高投資價值及回報。董事會直接負責監督本集團的ESG相關議題。董事會亦授權我們的所有執行董事負責監控ESG相關活動的執行情況及提供宏觀指示以供制定政策，以及每年審閱ESG報告的內容及質素。

我們堅信，有效的ESG風險管理可幫助我們避免與ESG及氣候風險有關的衝擊。董事會須定期監察我們的ESG風險評估程序，以及相應的緩解風險措施。

董事會明瞭有必要根據ESG議題對本集團及其持份者的重要性設定ESG方法及策略，因此，董事會已委派第三方ESG專業人士就ESG議題進行重要性評估。為識別重要議題，已進行持份者調查，並採用重要性圖連同專業意見分析行業特定議題。董事亦已參加參與活動，並於釐定重要的ESG議題時提供建設性的意見。董事會充分了解結果，並將不斷審查參與渠道及活動。

為確保ESG議題管理走上正軌，董事會根據不同部門各自的目標監督彼此之間的協調性，並將物色機會以為本集團設定更明確的ESG目標及目的。本集團將每年檢討ESG事項目標的進展。

ABOUT THE REPORT (continued)

Information and Feedbacks

For details of the corporate governance of the group, please refer to the corporate governance report on pages 15 to 35 of this annual report. Your opinions are highly valued. If you have any advice or suggestions, please feel free to contact the company through:

Maxnerva Technology Services Limited
Room 1001, 10/F, Houston Centre,
63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong

Tel No.: (852) 3628 3815
Fax No.: (852) 3188 1523

BOARD STATEMENT

We believe that good ESG governance strategies and practices are crucial to the business in long term, especially in enhancing investment values and returns. The board of directors is directly responsible for the oversight of our ESG-related issues. The board has also delegated all our executive directors to take up the responsibility to monitor the execution of ESG-related actions and provide macro instruction for policy setting, as well as review the content and quality of the ESG report annually.

We believe that effective ESG risk management can help us avoid impacts associated with ESG and climate-related risks. The board shall regularly monitor our ESG risk assessment procedures, as well as the corresponding risk mitigation measures.

The board understands that it is essential to set ESG approach and strategy according to the importance of ESG issues towards the group and its stakeholders, therefore the board has assigned a third-party ESG professional to conduct materiality assessment on ESG issues. To identify the material issues, stakeholder surveys have been carried out, and industry-specific issues were considered by using materiality maps together with professional advice. Directors have also participated in the engagement exercise and provided constructive opinions in determining the material ESG issues. The board is well informed about the results and will keep reviewing the engagement channels and exercise.

To make sure the management of ESG issues is on the right track, the board oversees the coordination between departments according to their respective targets, and will look for opportunities to set more explicit ESG goals and targets for the group. The progress of the goals on ESG matters will be reviewed annually.

持份者參與

了解持份者的關注及期望並採取應對行動，對我們的可持續發展至關重要。持份者參與有助我們了解在可持續發展方面的表現，因此，我們已設立適當的溝通渠道，藉此有效且及時地處理主要持份者的意見及回饋。下表概述關鍵持份者的主要期望與關注，以及相應的管理層回應。

STAKEHOLDER ENGAGEMENT

Understanding and taking actions towards stakeholders' concerns and expectations is essential towards our sustainability development. The engagement of stakeholders helps us recognise our sustainability performance, therefore we have established appropriate communication channels so that comments and feedbacks from major stakeholders are effectively and timely addressed. The following table summarises the main expectations and concerns of our key stakeholders and the corresponding management responses.

| 持份者 Stakeholders | 期望 Expectations | 管理層回應／溝通渠道 Management Responses/ Communication Channels |
|--------------------------------------|--|---|
| 政府及監管機構 Government and Regulators | <ul style="list-style-type: none"> 遵守國家政策、法律及法規 Compliance with national policies, laws and regulation 支持地方經濟發展 Support for local economic growth 促進地方就業 Drive local employment 按時足額納稅 Tax payment in full and on time | <ul style="list-style-type: none"> 定期信息匯報 Regular Information reporting 定期與監管機構舉行會議 Regular meetings with regulators 檢查及檢驗 Examination and inspection |
| 股東 Shareholders | <ul style="list-style-type: none"> 回報 Returns 合規經營 Compliance operations 提升公司價值 Rise in company value 透明度及有效溝通 Transparency and effective communication | <ul style="list-style-type: none"> 股東大會 General meetings 公告 Announcements 電子郵件、電話交談及公司網站 Email, telephone conversations and company website |
| 業務夥伴 Business Partners | <ul style="list-style-type: none"> 誠信經營 Operation with integrity 公平競爭 Equal Rivalry 履行合約 Performance of contracts 互惠互利 Mutual benefits | <ul style="list-style-type: none"> 審閱及評估會議 Review and appraisal meetings 業務交流 Business communication 討論及意見交流 Discussion and exchange of opinions 參與及合作 Engagement and cooperation |

持份者參與 (續)

STAKEHOLDER ENGAGEMENT (continued)

| 持份者 Stakeholders | 期望 Expectations | 管理層回應／溝通渠道 Management Responses/ Communication Channels |
|-----------------------------------|---|---|
| 客戶 Customers | <ul style="list-style-type: none"> 優質產品及服務 Outstanding products and services 健康及安全 Health and safety 履行合約 Performance of contracts 誠信經營 Operation with integrity | <ul style="list-style-type: none"> 客戶服務中心及熱線 Customer service center and hotlines 與客戶舉行會議 Meetings with customers 社交媒體平台 Social media platforms 邀請反饋 Calling for feedback |
| 僱員 Employees | <ul style="list-style-type: none"> 權利保護 Protection of rights 職業健康 Occupational health 薪酬及福利 Remunerations and benefits 職業發展 Career development 人文關懷 Humanity cares | <ul style="list-style-type: none"> 與員工舉行會議 Meetings with employees 內部期刊及內聯網 House journal and intranet 員工郵箱 Employee mailbox 培訓及研討會 Training and workshop 員工活動 Employee activities |
| 社區及公眾 Community and the public | <ul style="list-style-type: none"> 透明度 Transparency | <ul style="list-style-type: none"> 公司網站 Company website 公告 Announcements 社交媒體平台 Social media platforms |



重要性評估

鑒於此ESG報告與我們的環境及社會表現有關及對其有效，我們已進行重要性評估以識別對我們業務及我們持份者重要的ESG議題。評估乃基於持份者調查、著名的外部機構¹提供的重要性圖譜，以及第三方ESG專業人士的專業意見作出。所識別重要的ESG議題列示如下：

環境

Environmental

- 能源管理
Energy Management

僱傭及勞工慣例

Employment and Labour Practices

- | | |
|--|---|
| <ul style="list-style-type: none">• 培訓及發展 Training and Development• 薪酬及福利 Remuneration and Benefits | <ul style="list-style-type: none">• 員工多元化 Employee Diversity• 僱員健康與安全 Employee Health & Safety |
|--|---|

營運慣例

Operating Practices

- | | |
|--|--|
| <ul style="list-style-type: none">• 客戶私隱及數據保密 Customer Privacy and Data Security• 品質管理 Quality Management• 反貪污 Anti-corruption | <ul style="list-style-type: none">• 營運合規 Operational Compliance• 資料安全 Data Security |
|--|--|

附註：

¹ 重要性評估中提述的重要性圖譜包括MSCI及可持續性會計標準委員會(SASB)各自製作的ESG行業重要性圖譜及SASB重要性圖譜。

MATERIALITY ASSESSMENT

In view of the relevance and validity of this ESG report with our environmental and social performance, we have conducted a materiality assessment to identify ESG issues that are material to our business and our stakeholders. The assessment is based on stakeholder surveys, materiality maps provided by well-known external institutions¹, as well as professional opinions from the third-party ESG professional. The material ESG issues as identified are shown as follows:

環境

Environmental

- 能源管理
Energy Management

僱傭及勞工慣例

Employment and Labour Practices

- | | |
|--|---|
| <ul style="list-style-type: none">• 培訓及發展 Training and Development• 薪酬及福利 Remuneration and Benefits | <ul style="list-style-type: none">• 員工多元化 Employee Diversity• 僱員健康與安全 Employee Health & Safety |
|--|---|

營運慣例

Operating Practices

- | | |
|--|--|
| <ul style="list-style-type: none">• 客戶私隱及數據保密 Customer Privacy and Data Security• 品質管理 Quality Management• 反貪污 Anti-corruption | <ul style="list-style-type: none">• 營運合規 Operational Compliance• 資料安全 Data Security |
|--|--|

Note:

¹ The materiality maps referenced in the materiality assessment include the ESG Industry Materiality Map and the SASB Materiality Map produced respectively by MSCI and the Sustainability Accounting Standards Board (SASB).

關愛員工

員工

人力資源乃本集團的支柱，故聘用適合不同崗位的人才尤為重要。為招聘人才，我們為全體員工提供具競爭力的薪酬。我們於整個報告年度內就員工薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《越南勞動法（2019年）》、《美國公平勞動標準法（1938年）》及《香港僱傭條例》等其業務所在地的相關法律法規。我們已竭力確保員工的合法權益依法受到保護。

反歧視在就業過程中受到高度重視。我們僅基於求職者的資質、經驗及能力挑選合適人選，並不考慮其性別、人種、年齡、國籍、婚姻狀態、妊娠、殘疾及宗教等。根據中國的《禁止使用童工規定》及其他適用法律法規，我們嚴格禁止使用童工及強制勞工。為避免聘用童工，我們要求所有新聘員工提供身份證明文件以作年齡核證。一旦發現該做法，我們將徹底調查該情況並即時解僱相關僱員。我們須簽署僱傭合約，當中清晰列明各員工的工作職銜及職責，以防止員工進行其規定職責以外的工作。就有意辭職的員工而言，我們會按照相關程序並進行離職面談，藉此努力收集任何有關我們的政策及營運可改進之處的寶貴意見。於本報告期間，本集團並無發現使用童工或強迫勞動的個案。

CARING FOR EMPLOYEES

Employment

Human resources act as the pillar of the group, thus employing the suitable talents for different positions is of ultimate importance. To recruit talent, we offer competitive remuneration to all our employees. Throughout the reporting year, we have strictly complied with relevant laws and regulations in its places of business such as the Employment Ordinance of Hong Kong, Labor Law of the People's Republic of China (中華人民共和國勞動法), Labor Contract Law of the People's Republic of China (中華人民共和國勞動合同法), the Labor Code 2019 of Vietnam and the Fair Labor Standards Act of 1938 in the United States of America, in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination other benefits and welfare of employees. We have made our best effort to ensure that the legitimate rights and interests of our employees are protected in accordance with laws.

Anti-discrimination is highly valued during the employment process, we select the right candidates only based on their qualifications, experience and ability without taking into consideration of their gender, race, age, nationality, marital status, pregnancy, disability and religion, etc. We strictly prohibit the use of child labour and forced labour in accordance with the Provisions on the Prohibition of Using Child Labour (禁止使用童工規定) of the PRC and other applicable laws and regulations. As a means to avoid employing child labour, all newly employed staff is required to provide identification documents for age verification purpose. Once such practice is discovered, we would investigate the case thoroughly and dismiss relevant employees immediately. An employment contract which clearly defines the job title and duties of the respective employee are required to be signed to prevent the employee from performing work out of their prescribed responsibilities. For employees who wish to resign, we follow relevant procedures and conduct exit interviews as an effort to collect opinions from them for any possible improvement of our policies and operations. During the reporting period, no cases of child labour or forced labour were identified by the group.

關愛員工 (續)

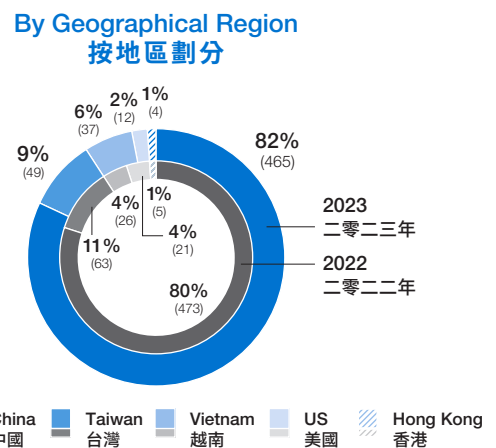
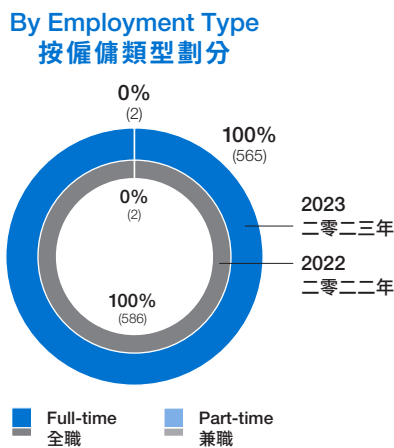
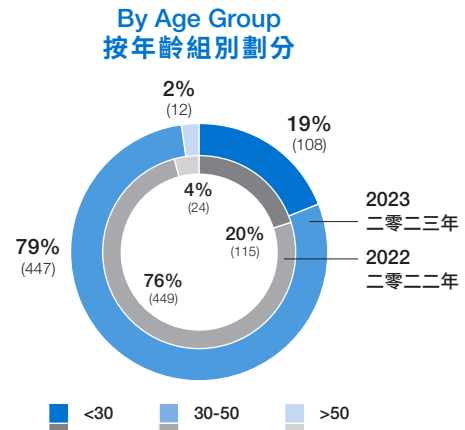
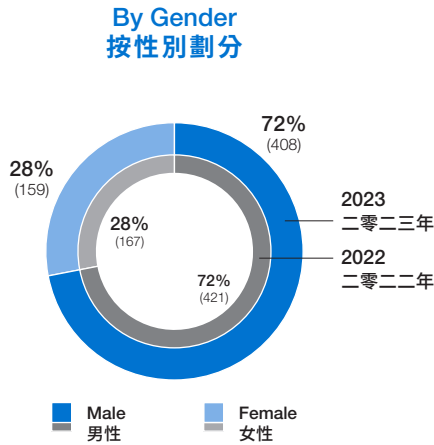
員工 (續)

截至二零二三年十二月三十一日，本集團合共僱用 567 名員工，按性別、年齡組別、僱傭類型及地區劃分的僱員總數如下：

CARING FOR EMPLOYEES (continued)

Employment (continued)

As of 31 December 2023, we employed a total of 567 employees and the total workforce by gender, age group, employment type, and geographical region are as follows:



關愛員工 (續)

CARING FOR EMPLOYEES (continued)

員工 (續)

Employment (continued)

整體員工流失率為11%，按性別、年齡組別及地區劃分的流失率如下：

The overall employee turnover rate was 11% and the turnover rate by gender, age group and geographical region are as follows:

| 員工流失率(%) | Employee Turnover Rate (%) | 截至二零二三年 十二月三十一日 止年度 For the year ended 31st Dec 2023 | 截至二零二二年 十二月三十一日 止年度 For the year ended 31st Dec 2022 |
|----------------|-------------------------------|---|---|
| 按性別劃分 | By gender | | |
| 男性 | Male | 13 | 10 |
| 女性 | Female | 9 | 12 |
| 按年齡組別劃分 | By age group | | |
| <30 | <30 | 9 | 23 |
| 30-50 | 30-50 | 11 | 8 |
| >50 | >50 | 67 | 4 |
| 按地區劃分 | By geographical region | | |
| 中國 | PRC | 10 | 11 |
| 香港 | Hong Kong | 50 | 0 |
| 台灣 | Taiwan | 12 | 14 |
| 美國 | The United States of America | 92 | 0 |
| 越南 | Vietnam | 0 | 12 |

關愛員工 (續)

培訓及發展

建立具有光明前景的合適職業道路對每位員工均至關重要。我們將員工的職業發展視為我們業務成功的組成部分。因此，我們為員工提供教育及培訓，以提升彼等的工作技能及知識。

於本報告年度，我們為不同級別及部門的員工組織了各類培訓及發展機會。我們向技術人員提供有關產品及不同類型智慧製造解決方案的介紹及培訓，以便彼等在為客戶提供服務前，對我們的產品具備足夠的知識。我們亦組織針對銷售人員的售前培訓，以改善其銷售技巧，從而提升我們的銷售業績。此外，我們亦向相關人員提供有關人力資源管理、財務程序、採購程序及資訊科技的培訓，以提高員工的先進技能和對系統的了解，從而提高工作效率。針對新員工，我們提供一系列的入職培訓，內容有關本集團的政策、系統運作及不同部門的日常工作流程，以便彼等熟悉本集團的日常運作。除新員工外，我們已向中高級管理人員提供有關人力資本管理及領導能力等主題的培訓課程。我們旨在為不同級別及部門的所有員工提供全面發展。

此外，為了解不斷變化的業務環境，我們制定一項教育津貼政策，鼓勵員工從外部獲取與工作相關的最新知識，例如SAP認證。我們亦贊助員工參加與彼等的特定職責相關的考試。

CARING FOR EMPLOYEES (continued)

Training and Development

Building suitable career paths with a bright future is crucial to every employee. We see employees' career development as a component of our business success. Hence, we deliver education and training to our employees in an effort to build up their working skills and knowledge.

During the reporting year, we have organized various opportunities of training and development for employees across different levels and departments. We have offered introduction and training on our products and different types of smart manufacturing solutions to our technical staff so that they are well equipped with sufficient knowledge on our products before providing services for our customers. Pre-sale training, which was specific to our salespersons, was also organized to improve their sales technique and hence our sales performance. Besides, training related to human resources management, financial procedures, procurement procedures and I.T. were also provided to relevant staff so that work efficiency was increased with employees' advanced skills and familiarity with the systems. Targeting new employees, we have offered a series of induction training with regard to the Group's policies, system operation and daily workflow of different departments in order to familiarise themselves with the group's daily operation. Other than new employees, we have provided our middle and senior management personnel with training sessions on topics including human capital management and leadership skills. We aim to provide all-round development to all employees from different levels and departments.

In addition, to keep abreast of the ever-changing business environment, an educational subsidy policy has been put in place to encourage employees to pursue up-to-date job-related knowledge, such as SAP certification, externally. We also sponsor our employees who take examinations pertained to their designated roles and responsibility.

關愛員工 (續)

CARING FOR EMPLOYEES (continued)

培訓及發展 (續)

Training and Development (continued)

於本報告年度，我們向516名僱員提供培訓，佔我們僱員總數之91%。各僱員參加培訓的平均時數為40.1小時。

During the reporting year, we provided training to 516 employees which accounted for 91% of our employees. The time inputted for each employee, on average, was 40.1 hours.

| | | 截至二零二三年 十二月三十一日 止年度 For the year ended 31st Dec 2023 | 截至二零二二年 十二月三十一日 止年度 For the year ended 31st Dec 2022 |
|-------------------|--|---|---|
| 受訓員工百分比(%) | Percentage of employees trained (%) | | |
| 按性別劃分 | By gender | | |
| 男性 | Male | 91 | 91 |
| 女性 | Female | 91 | 93 |
| 按僱員級別劃分 | By employee level | | |
| 高級 | High | 74 | 48 |
| 中級 | Middle | 98 | 95 |
| 低級 | Low | 99 | 99 |
| 平均受訓時數(小時) | Average Training Hours (hours) | | |
| 按性別劃分 | By gender | | |
| 男性 | Male | 41.1 | 23.5 |
| 女性 | Female | 37.5 | 25.9 |
| 按僱員級別劃分 | By employee level | | |
| 高級 | High | 25.1 | 37.1 |
| 中級 | Middle | 47.4 | 24.9 |
| 低級 | Low | 44.6 | 20.4 |



關愛員工 (續)

培訓及發展 (續)

為建立全面的發展路徑，在提供培訓的同時，我們亦為員工提供晉升機會。我們採納績效評估與管理政策以定期評估員工績效，作為彼等晉升及調薪的基礎。經考慮員工之目標完成情況、工作完成情況、工作質量及表現等方面，我們通過面談等績效評估方式考核員工之績效。在績效考核中取得優異成績的員工將在晉升過程中給予優先考慮。

健康及安全

我們一直重視僱員健康及安全。於本報告年度，我們嚴格遵守我們營運所在地的相關法律，如《中華人民共和國職業病防治法》、越南的《職業安全及健康法》、美國的《職業安全及健康法（1970年）》及香港的《職業安全及健康條例》。

管理層負責實施安全措施以確保員工擁有一個安全健康的工作環境。管理層亦確保提供必要的信息、指導及監督，使所有員工免受傷害及健康風險。本集團為新入職員工組織安全培訓，以令彼等知悉及接受安全條例及應急措施培訓。我們已制定應急措施，如消防或爆炸應急預案，並定期安排急救、消防及疏散演習，以防止意外事故造成傷亡。於過往三年，由於本集團努力創造零傷害的業務環境，本集團並無發生工傷及死亡事件。

CARING FOR EMPLOYEES (continued)

Training and Development (continued)

As a well-rounded development pathway, we also offer promotion opportunities to employees adding to the provision of training. We adopt the performance evaluation and management policy in an attempt to assess the employees' performance regularly to provide a foundation for their promotion and salary adjustment. By taking into consideration of the employees' target accomplishment, job completion, work quality and performance etc., we evaluate our employees' performance with performance appraisal which includes face-to-face interview. Employees who have achieved outstanding results in performance appraisal will be given priority in the process of promotion.

Health and Safety

We always put priority on employees' health and safety. During the reporting year, we strictly conformed to the relevant laws in our places of business such as the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases (中華人民共和國職業病防治法), the Law on Occupational Safety and Health of Vietnam, the Occupational Safety and Health Act of 1970 of the United States of America and the Occupational Safety and Health Ordinance (職業安全及健康條例) of Hong Kong.

Our management is responsible for implementing safety measures so as to assure our employees with a safe and healthy workplace. Our management also ensures that necessary information, instruction and supervision are provided so that all employees are safe from injury and health risks. We organise safety orientation for new employees to keep them informed and trained with safety regulations and emergency procedures. The emergency procedures such as fire or explosion emergency plan have been well established, and we regularly arrange rescue, fire and evacuation drills in order to prevent casualties in case of accidents. In the past three years, there were no work-related injuries and fatalities, thanks to the effort put by the group in creating an injury-free business environment.

關愛員工 (續)

CARING FOR EMPLOYEES (continued)

健康及安全 (續)

Health and Safety (continued)

| 指標 | Indicators | 截至二零二三年 | 截至二零二二年 | 截至二零二一年 |
|--------------|-------------------------------------|---------------|---------------|---------------|
| | | 十二月三十一日 | 十二月三十一日 | 十二月三十一日 |
| | | 止年度 | 止年度 | 止年度 |
| | | For the | For the | For the |
| | | year ended | year ended | year ended |
| | | 31st Dec 2023 | 31st Dec 2022 | 31st Dec 2021 |
| 與工作有關之死亡人數 | Number of work-related fatalities | 0 | 0 | 0 |
| 與工作有關之死亡率(%) | Rate of work-related fatalities (%) | 0 | 0 | 0 |
| 因工傷而損失之工作日 | Lost days due to work injury | 0 | 19 | 0 |

員工福利

Employee Welfare

為激發員工工作積極性，我們提供廣泛的福利待遇，包括法律規定的福利及本集團所提供的福利。為確保員工擁有足夠休息時間，本集團根據相關規定，確定員工工作時長並允許員工靈活安排工作時間。本集團僱員亦有權享有各種假期，如公眾假期、年假、產假、婚假及喪假。我們亦為不同地區的僱員繳納所用適用的法定保險及強積金。此外，我們為不同崗位的僱員提供津貼，例如，我們為需要經常與客戶溝通的銷售人員提供通訊津貼。我們亦每年為每名員工提供免費體檢。

In order to stimulate the working initiative of the employees, we provide a wide range of welfare including those required by laws and offered by the group. To assure our employees of sufficient rest time, we follow relevant regulations to define working duration for employees and we allow employees to have flexible working hours. Our employees are also entitled to a number of leaves such as public holidays, annual leave, maternity leave, marriage leave and funeral leave. We also contribute to all applicable statutory insurance and mandatory funds for employees in different locations. Besides, we offer allowances to employees at different positions, for instance, salespersons who frequently communicate with clients are granted communication allowances. Every year, each employee is also provided with a free body checkup.

此外，我們重視通過舉辦各種團隊建設活動、節日聚會和生日聚會，讓員工放鬆及進行互動，以平衡僱員的工作與生活。我們亦會在生日聚會及特別節日為員工準備幸運抽獎與禮物，作為對員工的特別獎勵。此外，我們定期組織戶外團隊建設活動以幫助員工建立彼此的聯繫。

In addition, we place emphasis on the work-life balance of our employees by hosting various team-building activities, festival parties and birthday parties which allow our employees to relax and interact. We also prepare lucky draws and gifts during birthday parties and special festivals as special rewards for our employees. Furthermore, we regularly organize outdoor team building activities to help employees construct bonds between each other.



經營業務

供應鏈管理

為全面履行環境與社會責任，業務營運（包括供應鏈）管理不容忽視。為確保本集團能提供優質的產品與服務，我們物色信譽良好的供應商（如資深供應商及來自知名企業之供應商），並與其合作。本集團設有全面採購政策及制度，為我們選擇及管理供應商提供指導。於挑選過程中，供應商之評估主要根據其產品質素、交付、生產能力、合規及過往環境、健康及安全方面的表現而作出。未能達致要求的供應商最終會被淘汰。

本集團始終考慮供應鏈中的環境及社會風險。我們優先考慮符合國家、地區及行業環境標準、遵循國際認可標準及擁有有關能源管理制度、環境管理制度及社會風險管理的認證的供應商。我們亦重視供應商的僱傭及廉潔。因此，我們確保供應商承諾根據國際公認規範通過實施內部條例維護員工人權。彼等是否已採納足夠的職業健康及安全政策並取得相關認證亦乃重要的考慮因素。如發現供應商違反反賄賂、反貪污及任何其他不道德的商業慣例相關法律及法規，我們將立即終止與其合作。

另外，我們致力在採購時選擇環保產品及服務。例如，我們更願意使用節能或由可回收材料製成的環保產品，例如可重複使用筆芯及再生紙。我們亦鼓勵員工關注產品到期日並使用較早購買的產品以避免不必要的浪費。此外，為減少碳足跡，我們傾向選擇本地或地理位置更靠近本公司的供應商。

OPERATING OUR BUSINESS

Supply Chain Management

To thoroughly fulfill the environmental and social responsibility, management of our business operation including the supply chain cannot be neglected. As a way to ensure that qualified products and services are provided, we target and cooperate with suppliers with high credibility such as long-established suppliers and those from eminent enterprises. We have set up comprehensive procurement policies and systems which act as a guide to opt for and manage our suppliers. During the selection process, suppliers are evaluated mainly based on their product quality, delivery, and production capacity, compliance and past performance from environmental, health and safety aspects. Suppliers who fail to meet the requirements will ultimately be disqualified.

Environmental and social risks along the supply chain are always considered by the group. We give priority to suppliers that comply with national, regional and industrial environmental standards, follow internationally recognized standards and own certifications concerning energy management systems, environmental management systems and social risk management. We also value the employment and incorruptibility of suppliers. Therefore, we ensure that suppliers are committed to uphold the human rights of employees by implementing internal regulations in accordance with internationally accepted norms. Whether they have adopted sufficient occupational health and safety policies and obtained relevant certifications is also an important consideration. The cooperation with suppliers who are found to be incompliant with relevant laws and regulations regarding anti-bribery, anti-corruption and any other unethical business practices will be terminated at once.

Furthermore, we endeavor to select environmentally friendly products and service during procurement. For example, we prefer eco-friendly products which are energy-efficient or made of recyclable materials such as refillable pens and recycled paper. We also encourage the staff to pay attention to the expiry date of products and use products purchased earlier to avoid unnecessary wastage. Besides, to reduce carbon footprint, we tend to select local suppliers or suppliers geographically closer to the company.

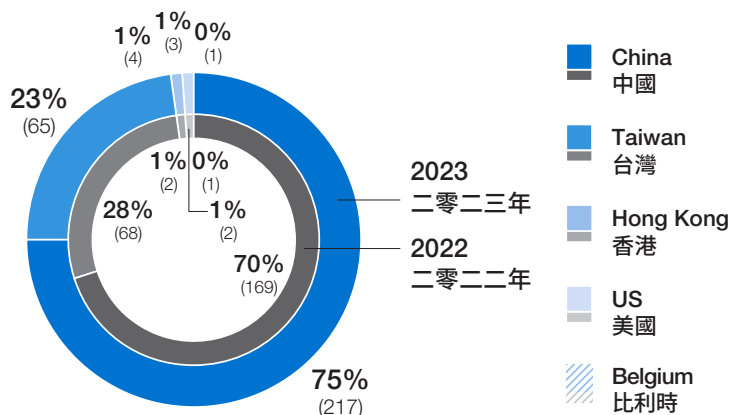
經營業務 (續)

OPERATING OUR BUSINESS (continued)

供應鏈管理 (續)

Supply Chain Management (continued)

Number of Suppliers by Geographical Region
按地區劃分的供應商數目



產品及服務質量

Product and Service Quality

我們提供工業、智慧辦公以及新零售解決方案，其中我們的員工參與硬件及軟件的銷售與安裝。我們已建立質量管理體系，並獲得ISO 9001:2015認證，以確保我們能夠獲得高水平的產品及服務質量。

We provide industrial, smart office and new retail solutions, in which our employees are involved in the sales and installation of the hardware and software. We have established a quality management system, which has obtained ISO 9001:2015 certification, to ensure that we can attain a high level of product and service quality.

我們在選擇及購買產品時嚴格遵循《中華人民共和國產品質量法》。本集團一直就產品質量與供應商訂立合同條款，以確保相應產品通過必要的測試並達致一定行業標準。根據《強制性產品認證管理規定》，我們提供的產品保證符合《中國強制性產品認證》的所有適用健康及安全要求。

When selecting and purchasing products, we strictly follow the Product Quality Law of the People's Republic of China (中華人民共和國產品質量法). We always set up contract terms regarding product quality with suppliers to ensure that the corresponding products have passed necessary testing and attained certain industrial standards. The products we provide are guaranteed to have met all applicable health and safety requirements under China Compulsory Certification (中國強制性產品認證), as stipulated according to the Provision on the Administration of Compulsory Product (強制性產品認證管理規定).



經營業務 (續)

產品及服務質量 (續)

作為一家專業服務供應商，我們始終堅持不懈地追求卓越的服務品質，並根據客戶需要與期望提供完善的服務。除我們提供的主要資訊科技服務外，我們亦提供售後服務，如維修、產品應用培訓及退貨。我們通過實施全面的反饋跟蹤系統，不斷跟蹤客戶的體驗及意見。如客戶對商品與服務質量有任何不滿，來自不同團隊的擁有各自角色和職責的員工會齊心協力採取即時跟進行動，以將影響及不便之處降至最低。

於本年度，我們並無接獲任何有關其產品及服務的重大投訴，亦未記錄任何因安全及健康原因而須召回的已售出或出貨產品。

隱私保護

於我們的業務過程中，我們全程在隱私保護方面發揮關鍵作用，處理客戶及僱員信息與資料極度謹慎。於本報告年度，我們嚴格遵守本集團營運所在地相關之個人隱私條例，如《中華人民共和國個人資訊保護法》、台灣的《個人資料保護法》、香港的《個人資料(私隱)條例》、美國的《隱私法案》及越南的《個人數據保護法令》。

我們提供的服務時附帶隱私政策，讓客戶了解到我們是如何收集、使用、保存及共用有關彼等的資料，以及如何控制、更新及保護有關彼等的資料。具體而言，我們已建立一個全面的資料庫加密系統，並定期手動及自動檢查，以保護客戶資料。為獲取客戶個人資料，僱員須得到包括法務部及其部門主管在內的多方批准。我們的員工不應將本集團機密資料洩露給任何第三方。

此外，我們尤為關心員工個人資料，因此我們不遺餘力防止資料洩露。所有員工(包括已離職員工及面試者)的資料，僅用於招聘目的及絕對保密。有關資料保存時間將不會超過相關法規規定。

OPERATING OUR BUSINESS (continued)

Product and Service Quality (continued)

As a professional service provider, we never spare ourselves in the pursuit of excellence in service quality and the complete provision of services in accordance with customers' needs and expectations. After-sales services such as maintenance, training on product application and product return are always provided, adding to the major I.T. services we provide. We constantly keep track of the experience and opinions of our customers by implementing a thorough feedback-tracking system. In case of complaints on goods and service quality, staff from different teams who have their own designated roles and responsibilities will work together in carrying out prompt follow-up actions so that impacts or inconvenience can be minimised.

During the year, we did not receive any major complaints about its products and services and did not record any products sold or shipped that were subject to recalls for safety and health reasons.

Privacy Protection

Throughout our business processes, we play a pivotal role in privacy protection by handling information and data of customers and employees with the highest degree of care. We strictly comply with relevant personal privacy regulations adopted in places of business such as the Personal Information Protection Law of the People's Republic of China (中華人民共和國個人資訊保護法), Personal Data Protection Act (個人資料保護法) of Taiwan, Personal Data (Privacy) Ordinance (個人資料(私隱)條例) of Hong Kong, Privacy Act of US and Vietnam's Personal Data Protection Decree during the reporting year.

We provide our privacy policy along with our services to let customers understand how we collect, utilise, save and share their information, as well as how the information is controlled, updated and protected. Specifically, we have established a comprehensive database encryption system with regular checking, both manually and automatically, to protect customer data. To access customers' personal data, employees are required to get approval from several parties including the legal department and their department heads. Our employees are also liable to not divulging confidential information of the group to any third parties.

Furthermore, we show exceptional care to our employees' personal information, so we spare no effort on the prevention of data leakage. Information of all employees, including the resigned ones and the candidates, is used for recruitment purpose only and is absolutely confidential. Such data will not be kept for a period longer than that required by relevant regulations.

經營業務 (續)

知識產權

於本報告年度，為防止本集團、客戶、供應商及任何其他業務夥伴之知識產權受到侵犯，我們嚴格遵守《中華人民共和國專利法》、《中華人民共和國商標法》、台灣的《商標法》、香港的《商標條例》、香港的《防止盜用版權條例》、美國的《商標法案》及越南的《知識產權法》等相關法律及法規。

我們的專業人才精通研究與發明，特別是在軟件開發方面。於本報告年度，我們已成功獲得45項自主開發系統的專利，例如遠程控制應用程序和全面質量管理系統。為有效申請及保護發明專利及軟件版權，我們已制定並實施知識產權保護政策。此外，與客戶、供應商及僱員簽訂之合約已加入經本集團之專業律師團隊審閱及批准之保護條文，以讓本集團的知識產權得到合法保護。

於本報告年度，就廣告而言，通過遵守《中華人民共和國廣告法》、台灣的《消費者保護法》、香港的《商品說明條例》、美國聯邦貿易委員會的《廣告法律及法規》等相關法律，我們亦致力防止知識產權不受他人侵犯，亦避免本集團侵犯他人的知識產權。

反貪污

貪污行為或會成為削弱業務穩定性及阻礙發展的風險源頭。我們決不允許任何有損本集團形象的行動和行為。因此，我們致力確保各部門履行其法律義務，同時攜手防止、偵測及消除貪污行為，從而減少賄賂貪污事件的次數。

OPERATING OUR BUSINESS (continued)

Intellectual Property Rights

To prevent infringement of intellectual property rights of the group, our customers, suppliers and any other business partners, we strictly conformed to the relevant laws and regulations such as the Patent law of the People's Republic of China (中華人民共和國專利法), the Trademark Law of the People's Republic of China (中華人民共和國商標法), Trademark Act (商標法) of Taiwan, Trade Marks Ordinance (商標條例) of Hong Kong, Prevention of Copyright Piracy Ordinance (防止盜用版權條例) of Hong Kong, Trade-Mark Act of US and Vietnam's Intellectual Property Law during the reporting year.

Our specialised talents are proficient in research and invention, particularly in the aspect of software development. During the reporting year, we have successfully obtained patents for 45 self-developed systems, such as remote control app and total quality management system. To effectively apply for and protect the invention patent and software copyright, we have established and implemented a policy on intellectual property right protection. Besides, protective clauses which have been reviewed and approved by our professional lawyers are included in the contracts signed with customers, suppliers and employees in order to give legitimacy to our intellectual property right protection.

In case of advertisement, we are also devoted to preventing the infringement of intellectual property rights, either by others or by the group, through the conformity with relevant laws such as the Advertising Law of the People's Republic of China (中華人民共和國廣告法), Consumer Protection Act (消費者保護法) of Taiwan, Trade Descriptions Ordinance (商品說明條例) of Hong Kong, Advertising Laws and Regulations of Federal Trade Commission of US during the reporting year.

Anti-corruption

Corruptive behavior may be a source of risk that weakens a business's stability and hampers its development. We on no account allow any actions and behavior to blemish the image of the group. Thus, we are committed to ensuring that every department meets its legal obligations, at the same time joins hands to prevent, detect and eliminate corrupt practices, hence reducing the number of bribery and corruption incidents.

經營業務 (續)

反貪污 (續)

我們不容忍員工、承包商、代理及業務夥伴的任何試圖貪污行為及嚴肅處理任何有關嘗試。我們透過會議及其他日常溝通渠道向員工傳達內部規章、法律法規，以強調正直、誠實及公平品格的重要性，防止潛在賄賂、勒索、欺詐及洗黑錢行徑。我們非常鼓勵全體管理層及員工向其主管或其他部門經理匯報所有可疑貪污事件。我們將妥善調查可疑貪污事件，並採取適當行動，包括記律處分、向相關部門作出匯報及指控。任何違反反貪污政策的行為將被視為嚴重違規事件，並可能引致紀律處分。

我們相信定期向員工提供貪污行為相關主題的培訓以保持員工對貪污行為的意識至關重要。我們定期為僱員提供反腐敗培訓。我們將繼續尋找不同機會，以進一步增強員工對貪污行為的抵抗力。

我們嚴格遵守有關反貪污、賄賂、勒索、欺詐及洗錢的法律及法規，例如《中華人民共和國懲治貪污條例》、台灣的《貪污治罪條例》、香港的《防止賄賂條例》、美國的《反海外貪污法》及越南的《反貪污法》。於本年度，我們並無知悉任何違反與賄賂、勒索、欺詐及洗錢有關的法律法規的行為。

OPERATING OUR BUSINESS (continued)

Anti-corruption (continued)

We do not tolerate any attempt to commit corrupt practices by employees, contractors, agents and business partners and take any such attempts seriously. We communicate internal rules, laws and regulations to employees through meetings and other usual communication channels in an effort to emphasise the importance of integrity, honesty and fairness and to prevent potential bribery, extortion, fraud as well as money laundering. All management and staff are highly encouraged to report cases of suspected corruption, either to their supervisors or other managers. Suspected corruption cases will be properly investigated and associated actions, such as disciplinary action, reporting to relevant authorities and prosecution, will be taken. Any breach of the anti-corruption policy is deemed to have committed a major misconduct and is meted out to a disciplinary action.

We believe that it is essential to regularly provide training to the employees on topics regarding corruptive behavior so as to maintain employees' awareness towards corruptive behavior. We regularly provide anti-corruption training to our employees. We shall continue to look for different opportunities to further strengthen employees' resilience against corruptive behavior.

We are strictly abided by laws and regulation in respect of anti-corruption, bribery, extortion, fraud and money laundering such as Regulations of the People's Republic of China for Suppression of Corruption (中華人民共和國懲治貪污條例), Anti-Corruption Act (貪污治罪條例) of Taiwan, the Prevention of Bribery Ordinance (防止賄賂條例) of Hong Kong, Foreign Corrupt Practices Act of US and Anti-Corruption Law of Vietnam. During the year, we are not aware of any breach of laws and regulations in relation to bribery, extortion, fraud and money laundering.

保護環境

污染管理

由於環境問題愈來愈引起商界關注，我們致力通過控制及減少排放來降低負面的環境影響，例如氣候變化。我們在日常營運及業務發展中銘記環保理念。

由於我們的業務屬於服務性質，我們不會產生通常從生產過程中排放的水污染物。同樣，除用於維持日常營運的私家車外，我們不會排放空氣污染物。為減少排放，我們要求所有車輛使用者關掉空轉的引擎，以避免不必要的排放。

PROTECTING OUR ENVIRONMENT

Pollution Management

As environmental issues are drawing increasing attention among the business community, we are dedicated to mitigating negative environmental impacts, such as climate change, by controlling and minimising our emission. We bear the environmentally friendly concept in mind in our daily operation and business development.

Owing to the service-based business, we generate no water pollutants commonly discharged from manufacturing processes. Likewise, we do not emit air pollutants except for the private car used for maintaining our daily operation. As a way to reduce emission, we require all the users of the vehicle to switch off the idling engine to avoid unnecessary emission.

| 空氣污染物排放指標 ¹ | Air Pollutant Emissions Indicators ¹ | 截至二零二三年 十二月三十一日 止年度 For the year ended 31st Dec 2023 | 截至二零二二年 十二月三十一日 止年度 For the year ended 31st Dec 2022 |
|-----------------------------|---|---|---|
| | | 氮氧化物(NO _x) (千克) | Nitrogen oxides (NO _x) (kg) |
| 硫氧化物(SO _x) (千克) | Sulphur oxides (SO _x) (kg) | 0.19 | 0.19 |
| 顆粒物(PM) (千克) | Particulate matter (PM) (kg) | 0.46 | 0.43 |

附註：

1. 污染物排放基於聯交所刊發的「如何編備環境、社會及管治報告」附錄二「環境關鍵績效指標匯報指引」計算。

Notes:

1. The calculation of pollutant emissions is based on Appendix 2 “Reporting Guidance on Environmental KPIs” to “How to prepare an ESG Report” issued by the Stock Exchange.



保護環境 (續)

PROTECTING OUR ENVIRONMENT (continued)

污染管理 (續)

Pollution Management (continued)

另一種主要排放是本集團辦公室內的日常業務運作產生的廢棄物。於本報告年度，我們遵守對本集團有重大影響的相關法律法規，例如《中華人民共和國固體廢物污染環境防治法》。本報告年度，我們產生有害廢棄物及無害廢棄物，其中有害廢棄物包括廢電池，而無害廢棄物主要包括員工日常辦公所產生的垃圾。我們認為廢棄物處置對我們的業務而言並不重大亦不構成風險，且由於其業務性質有害及無害廢棄物數量並不重大。正因如此，我們並無設定廢棄物處置目標。我們將努力避免對環境造成不利影響，辦公室所產生的無害廢棄物乃由辦公室所在商業樓宇所聘用的清潔公司進行收集，而有害廢棄物則在樓宇特定地點單獨收集後由指定團體收集。

Another principal source of emissions is the waste generated from daily business operations in our office. During the reporting year, we were in compliance with relevant laws and regulations that have a significant impact on the group such as the Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法). Both hazardous and non-hazardous wastes were generated during the reporting year, of which the former included waste batteries and the latter consisted of mainly daily office garbage produced by employees. We deem that waste disposal is not of significance or risk to our business, and that the amount of hazardous and non-hazardous waste is insignificant due to its business nature, we have not set targets for waste disposal. Nonetheless, we still strive to avoid detrimental impacts on the environment, non-hazardous wastes generated by the office were collected by the cleaning company employed by the commercial building where the office is located at, while the hazardous wastes were collected separately at specific points in the building before collecting by the designated party.

| 廢棄物棄置指標 | Waste Disposal Indicators | 截至二零二三年 十二月三十一日 止年度 For the year ended 31st Dec 2023 | 截至二零二二年 十二月三十一日 止年度 For the year ended 31st Dec 2022 |
|---------------------------|---|---|---|
| | | 有害廢棄物總量 (千克) | Total hazardous waste (kg) |
| 每名僱員丟棄的有害廢棄量 (千克) | Hazardous waste discarded per employee (kg) | 0.01 | 0.01 |
| 無害廢棄物總量 (公噸) ¹ | Total non-hazardous waste (tonnes) ¹ | 47.52 | 44.46 |
| 每名僱員丟棄的無害廢棄量 (公噸) | Non-hazardous waste discarded per employee (tonnes) | 0.08 | 0.08 |

附註：

Notes:

1. 與無害廢棄物有關的排放數據基於深圳、武漢及重慶城市管理和綜合執法局提供的估計每日辦公室垃圾量及體積重量換算系數。

1. Emissions data relating to non-hazardous waste is based on the daily estimated volume of office garbage and the volume to weight conversion factors provided by Urban Management and Comprehensive Law Enforcement Bureau of Shenzhen, Wuhan and Chongqing.

我們遵循「4R」原則採取多項措施，以盡量降低我們產生的廢物量。例如，我們通過雙面打印減少紙張的使用，並不遺餘力重複使用辦公用品，例如文具、紙張、信封及文件卡。就回收而言，我們設置分類箱，以便員工可以在使用後分類回收塑料及紙張，且舊電腦將由電子公司回收。我們亦採購可回收及可填充產品，例如可填充筆及充電電池，以替換辦公室中的一次性產品。於本報告年度，我們並無產生任何包裝材料。

We have carried out a number of measures by following the principle of “4R” to minimise the amount of waste we generated. For example, we reduced the use of paper by implementing double-side printing, and we spared no effort to reuse office supplies such as stationary, papers, envelopes and files. For recycling, we have set up sorting bins so that staff can sort and recycle plastics and paper after using, and old computers would be recycled by electronics companies. We also purchased recyclable and refillable products such as refillable pens and rechargeable batteries to replace those disposable ones in our office. During the reporting year, we did not produce any packaging materials.

保護環境 (續)

溫室氣體排放

儘管我們並不從事能源密集型業務，但為了維持我們卓越及專業的服務，日常辦公運作乃不可或缺，其仍是溫室氣體（「溫室氣體」）排放的來源。因此，我們努力遵守相關法律，並使日常營運更環保。於本報告年度，我們遵守對本集團有重大影響的相關法律法規，例如《中華人民共和國環境保護法》。

除使用汽車這種直接溫室氣體排放外，我們運作過程中溫室氣體排放的主要來源為電力消耗、水及污水處理、堆填區紙張棄置及員工出差等過程中產生的間接排放。

PROTECTING OUR ENVIRONMENT (continued)

Greenhouse Gas Emission

Despite the fact that we are not involved in energy-intensive businesses, normal office operation which is indispensable to maintain our remarkable and professional services is still a source of greenhouse gas (“GHG”) emission. Hence, we exert ourselves to abide by the relevant laws and make our daily operation more environmentally-friendly. During the reporting year, we were in compliance with relevant laws and regulations that have a significant impact on the group, such as the Environment Protection Law of the People’s Republic of China (中華人民共和國環境保護法).

In addition to the use of vehicles, which is a type of direct emission of GHG, indirect emission from processes such as electricity consumption, water and sewage treatment, disposal of paper to landfills and business trips of employees are the main sources of greenhouse gas emission from our operation.

| 溫室氣體排放指標 ¹ | GHG Emissions Indicators ¹ | 截至二零二三年 | 截至二零二二年 |
|---------------------------------------|--|---------------|---------------|
| | | 十二月三十一日 | 十二月三十一日 |
| | | 止年度 | 止年度 |
| | | For the | For the |
| | | year ended | year ended |
| | | 31st Dec 2023 | 31st Dec 2022 |
| 溫室氣體排放總量 (噸二氧化碳當量) | Total GHG emissions (tonnes CO ₂ e) | 325 | 292 |
| 每名僱員溫室氣體排放總量 (噸二氧化碳當量) | Total GHG emissions per employee (tonnes CO ₂ e) | 0.57 | 0.50 |
| 直接溫室氣體排放 (範圍1) ² (噸二氧化碳當量) | Direct GHG emissions (Scope 1) ² (tonnes CO ₂ e) | 31 | 30 |
| 間接溫室氣體排放 (範圍2) ³ (噸二氧化碳當量) | Indirect GHG emissions (Scope 2) ³ (tonnes CO ₂ e) | 175 | 163 |
| 間接溫室氣體排放 (範圍3) ⁴ (噸二氧化碳當量) | Indirect GHG emissions (Scope 3) ⁴ (tonnes CO ₂ e) | 116 | 99 |

附註：

- 本集團的溫室氣體盤查包括二氧化碳、甲烷及氧化亞氮。為便於閱讀及理解，溫室氣體排放數據以二氧化碳當量(CO₂e)列示。溫室氣體排放基於聯交所刊發的「如何編備環境、社會及管治報告」附錄二「環境關鍵績效指標匯報指引」的報告規定計算。
- 包括車輛燃料燃燒產生的直接排放。用於計算碳排放的排放因子由中國國家發展和改革委員會提供。
- 包括外購電力所產生的間接能源排放。用於計算碳排放的排放因子由中國國家發展和改革委員會提供。
- 包括在本集團室外發生的其他間接排放。所披露的數字產生自堆填區廢紙處置、水消耗量及商務航空旅行。用於計算廢紙的排放因子可在聯交所刊發的附錄二「環境關鍵績效指標報告指引」中查閱，而用於計算水消耗量的排放因子由深圳市水務(集團)有限公司、武漢市水務(集團)有限公司及重慶市水務(集團)有限公司提供。與商務航空旅行有關的排放數據基於《國際民航組織碳排放計算器》計算。

Notes:

- The group’s GHG inventory includes carbon dioxide, methane and nitrous oxide. For the ease of reading and understanding, the GHG emissions data is presented in carbon dioxide equivalent (CO₂e). The calculation of GHG emissions is based on the reporting requirements of Appendix 2 “Reporting Guidance on Environmental KPIs” to “How to prepare an ESG report” issued by the Stock Exchange.
- Includes direct emissions from the fuel combustion in vehicles. The emission factor used for calculating carbon emission is provided by the National Development and Reform Commission of the PRC.
- Includes energy indirect emissions resulting from the generation of purchased electricity. The emission factor used for calculating carbon emission is provided by the National Development and Reform Commission of the PRC.
- Includes other indirect emissions that occur outside the group. The disclosed figures are resulted from paper waste disposal at landfills, water consumption and business air travel. The emission factor used for calculating paper waste can be found in Appendix 2 “Reporting Guidance on Environmental KPIs” issued by the Stock Exchange, while that for water consumption is provided by Shenzhen Water (Group) Co., LTD., Wuhan Water (Group) Co., LTD and Chongqing Water (Group) Co., LTD. Emissions data relating to business air travel is based on the International Civil Aviation Organization Carbon Emissions Calculator.



保護環境 (續)

溫室氣體排放 (續)

於本報告年度，由於我們認為溫室氣體排放並無對我們的業務營運及表現造成風險，且排放量被視為並不重大，故我們並無就溫室氣體排放設定任何目標。然而，我們明白有效管理排放的重要性，因此，我們採取從紙張回收到節能等大量措施，努力減少溫室氣體的排放。例如，我們透過使用辦公自動化系統取代紙制管理系統、使用再生紙及雙面列印，切實減少紙張的耗用。我們在打印區張貼提示，提醒僱員盡可能重複使用及盡量減少使用紙張。我們鼓勵積極參與海外會議的員工用電話或視像會議取代商務旅行。一般而言，我們致力與全體員工共同營造綠色健康的環境，因此，我們鼓勵員工上下班使用公共交通而非私家車。有關節能的詳情，請參閱「節能節水」章節。

節能節水

為了對環保作出貢獻，我們致力節能節水以減少排放。我們始終意識到過度使用能源及水可能帶來的影響，故我們在運營中（尤其是在辦公室）嚴格管理能源及水消耗。我們已設定節能節水目標，旨在從每名員工方面減少能源及水消耗。

於本年度，我們邀請內部建設者分享於工作場所採納綠色生活方式的建議以及本集團的可持續發展努力。通過培訓，參與者樹立了環保方面的意識，並獲悉我們就於辦公室節省水電等資源採取的措施及所做的努力。

PROTECTING OUR ENVIRONMENT (continued)

Greenhouse Gas Emission (continued)

During the reporting year, we have not set any goals regarding greenhouse gas emissions, since we believe that GHG emissions do not pose a risk to our business operations and performance, and that the emissions amount is viewed to be insignificant. However, we are aware of the importance to effectively manage our emissions, therefore we have adopted a number of measures from paper recycling to energy conservation in an attempt to reduce our GHG emissions. For example, we pragmatically cut down on the use of paper by using office automation system to replace paper-based administration system and using recycled paper and double-sided printing. Reminders are posted at printing corners to remind employees to reuse and maximise the use of papers whenever possible. Employees who are engaged actively in overseas meetings are encouraged to substitute phone or video conferences for business trips. Generally, we endeavor to build a green and healthy environment together with all our employees, thus we encourage the use of public transport instead of private cars in their commute to work. For details of energy conservation, please refer to “Energy and Water Conservation”.

Energy and Water Conservation

To make contributions to environmental protection, our endeavors to conserve energy and water usage so as to reduce emission. We are always aware of the possible impacts resulted from the overuse of energy and water, thus we strictly manage energy and water consumption in our operation, particularly in the office. We have set targets regarding energy and water conservation, aiming to reduce energy and water consumption on a per employee basis.

During the year, we invited internal constructor to share tips on adopting green lifestyles at the workplace and sustainability effort of the group. Through the training, the participants raised the awareness on environmental aspects and understand the measures and effort we have made in conserving the resources such as electricity and water at office.

| Energy and water consumption indicators | 截至二零二三年 十二月三十一日 止年度 For the year ended 31st Dec 2023 | 截至二零二二年 十二月三十一日 止年度 For the year ended 31st Dec 2022 |
|---|---|---|
| | 能源及水消耗指標 | |
| 能源消耗總量 (兆瓦時) | 461 | 433 |
| 直接能源消耗 ¹ (兆瓦時) | 128 | 124 |
| 間接能源消耗 ² (兆瓦時) | 333 | 310 |
| 每名僱員能源消耗總量 (兆瓦時) | 0.81 | 0.74 |
| 水資源消耗總量 (立方米) | 2,358 | 2,026 |
| 每名僱員水資源消耗總量 (立方米) | 4.16 | 3.45 |

保護環境 (續)

節能節水 (續)

附註：

1. 包括車輛燃料使用。用於計算能源消耗量的轉換因子由中國國家發展和改革委員會提供。
2. 包括外購電量。

在日常運營中，我們始終牢記避免能源浪費，以實現我們的目標。我們將非使用中的所有電腦設置為休眠模式，並要求我們的員工在不使用時以及每天離開辦公室之前，完全關閉電燈、電腦及打印機等電器。我們亦清潔所有燈具及空調，以確保最高效率運行，避免浪費能源。此外，通過辦公室設計，我們嘗試最大程度地利用自然光，將辦公室劃分為單獨的照明區域，以便更靈活地利用光。我們亦允許非前線員工穿著輕便服裝，以節省空調能源。

就節水而言，我們亦付出很多努力，並已採取大量節水措施，包括在洗手間張貼節水標示以提高員工的節水意識，並及時安排維修及保養滴水的水龍頭等。此外，我們盡可能地重複利用灰水進行清潔及灌溉。於本報告年度，我們於求取適用水源方面並無遇到問題。

應對氣候變化

氣候變化目前是最緊迫的全球問題之一，促使不同行業的企業相應作出應對。我們也不例外，高度警惕氣候變化對我們的業務營運帶來的潛在風險及影響。例如，我們明白，越來越頻繁及嚴重的極端天氣事件或會令我們面臨多種負面影響的風險，特別是由於設施及設備可能損壞並需要修復，可能導致營運成本不斷增加。

面對該等氣候相關風險，我們定期進行氣候相關風險評估，以確定、監測及管理潛在的氣候相關風險，從而分析氣候變化的不同方面對我們業務營運造成的風險。此外，我們已制定各種措施，以防止及減輕可能出現的潛在影響。尤其為減輕漸趨頻繁的極端天氣的影響，我們已實施緊急管理計劃，當中詳細說明針對極端天氣狀況的具體措施，例如雷暴情況下的特殊工作安排。

展望未來，我們將繼續監測及評估氣候變化可能對本集團帶來的不斷變化的風險，並於任何形式的氣候相關風險出現時迅速採取預防及緩解措施。

PROTECTING OUR ENVIRONMENT (continued)

Energy and Water Conservation (continued)

Notes:

1. Includes the use of fuel of vehicles. The conversion factor used for calculating energy consumption is provided by the National Development and Reform Commission of the PRC.
2. Includes the amount of purchased electricity.

In daily operation, we always bear in mind the avoidance of energy waste in order to achieve our targets. We set all computers to sleeping mode when idling and require our staff to switch off appliances such as lights, computers and printers completely when not in use and before leaving the office every day. We also clean all light fixtures and air-conditioners in order to ensure that they are running at the highest efficiency to avoid wasting energy. Besides, through office design, we try to maximise the use of natural light and divide the office in separate lighting zones so as to allow a more flexible use of light. Non-frontline employees are also allowed to wear light so that energy for air conditioning can be saved.

In terms of water conservation, we have also put in lots of efforts and have implemented plenty of water-saving measures including putting up water-saving reminder labels in toilets to raise our employees' awareness of water-saving and arranging for repair and maintenance for dripping faucets immediately. In addition, grey water is reused for cleaning and irrigation wherever possible. During the reporting year, we had no issue in sourcing water that is fit for purpose.

Response to Climate Change

Climate change is currently one of the most urgent global issues, prompting corporates from different sectors to respond accordingly. We are no exception, being highly aware of the potential risks and impacts brought to our business operations by climate change. For instance, we are aware that increasingly frequent and severe extreme weather events may put us at risk of numerous negative impacts, especially potentially increasing operational costs since facilities and equipment may be damaged and require repair.

In face of such climate-related risk, we regularly conduct climate-related risk assessments to identify, monitor and manage potential climate-related risks, so as to analyze the vulnerability of our business operations against different aspects of climate change. Furthermore, we have put in place various measures to prevent and mitigate the potential impacts that may arise. Particularly, in order to mitigate the impacts from increasingly extreme and frequent weather events, we have implemented an emergency management plan, which details the specific measures against extreme weather conditions, such as special work arrangements under thunderstorms.

Looking forward, we shall continue to monitor and assess the ever-changing risks that climate change may bring to the group and shall swiftly take preventive and mitigative steps once climate-related risks of any form arise.

貢獻社區

本集團鼓勵員工通過參加各種社會活動（如參加當地社區活動及慈善捐贈）以關心當地社區。本集團亦鼓勵員工參加環保活動，並提升本集團上下的環保意識。於本年度，我們的社區參與不涉資源的使用。我們須繼續尋找其他機會以於日後回饋社區。

CONTRIBUTING TO COMMUNITY

We encourage employees to care for and spend time on the local communities through participating in all kinds of social activities such as attending local community activities and charitable donations. Employees are also encouraged to participate in environmental protection activities and promote environmental awareness within the group. During the year, our community engagement does not involve use of resources. We shall continue to look for other opportunities to devote back to the community in the future.

附錄：環境、社會及管治報告指引目錄索引

APPENDIX: CONTENT INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE

| ESG指標 ESG Indicators | 概覽 Overview | 章節 Sections | 頁碼／解釋／ 省略原因 Page no./ Explanation/ Reasons for Omissions |
|-----------------------------------|--|------------------------------------|---|
| 環境 Environmental | | | |
| A1 | 一般披露 General disclosure | 污染管理 Pollution Management | 53 |
| A1.1 | 排放物種類及相關排放數據。 The types of emissions and respective emissions data. | 污染管理 Pollution Management | 53 |
| A1.2 | 溫室氣體排放總量及（如適用）密度。 Greenhouse gas emissions in total and, where appropriate, intensity. | 溫室氣體排放 Greenhouse Gas Emissions | 55 |
| A1.3 | 所產生有害廢棄物總量及（如適用）密度。 Total hazardous waste produced and, where appropriate, intensity. | 污染管理 Pollution Management | 54 |
| A1.4 | 所產生無害廢棄物總量及（如適用）密度。 Total non-hazardous waste produced and, where appropriate, intensity. | 污染管理 Pollution Management | 54 |
| A1.5 | 描述減低排放量的措施及所得成果。 Description of measures to mitigate emissions and results achieved. | 溫室氣體排放 Greenhouse Gas Emissions | 55-56 |
| A1.6 | 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. | 污染管理 Pollution Management | 53-54 |

附錄：環境、社會及管治報告指引目錄索引 (續)

APPENDIX: CONTENT INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE (continued)

| ESG指標 ESG Indicators | 概覽 Overview | 章節 Sections | 頁碼 / 解釋 / 省略原因 Page no./ Explanation/ Reasons for Omissions |
|--|--|---------------------------------------|---|
| A2資源使用 Use of Resources | 一般披露 General disclosure | 節能節水 Energy and Water Conservation | 56 |
| A2.1 | 按類型劃分的直接及／或間接能源消耗總量及密度。 Direct and/or indirect energy consumption by type in total and intensity. | 節能節水 Energy and Water Conservation | 56 |
| A2.2 | 總耗水量及密度。 Water consumption in total and intensity. | 節能節水 Energy and Water Conservation | 56 |
| A2.3 | 描述能源使用效益計劃及所得成果。 Description of energy use efficiency initiatives and results achieved. | 節能節水 Energy and Water Conservation | 56-57 |
| A2.4 | 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. | 節能節水 Energy and Water Conservation | 56-57 |
| A2.5 | 製成品所用包裝材料的總量及(如適用)每生產單位佔量。 Total packaging material used for finished products and, if applicable, with reference to per unit produced. | 節能節水 Energy and Water Conservation | 56-57 |
| A3環境及天然資源 Environmental and Natural Resources | 一般披露 General disclosure | 保護環境 Protecting our Environment | 在重大性評估中識別為不重大 Not material as identified in the materiality assessment |
| A3.1 | 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. | 保護環境 Protecting our Environment | 在重大性評估中識別為不重大 Not material as identified in the materiality assessment |
| A4氣候變化 Climate Change | 一般披露 General Disclosure | 保護環境 Protecting our Environment | 57 |
| A4.1 | 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. | 保護環境 Protecting our Environment | 57 |



附錄：環境、社會及管治報告指引目錄索引 (續)

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| 社會 | | | |
| Social | | | |
| B1僱傭 | 一般披露 | 員工 | 41 |
| Employment | General disclosure | Employment | |
| B1.1 | 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。 | 員工 | 42 |
| | Total workforce by gender, employment type, age group and geographical region. | Employment | |
| B1.2 | 按性別、年齡組別及地區劃分的僱員流失比率。 | 員工 | 43 |
| | Employee turnover rate by gender, age group and geographical region. | Employment | |
| B2健康與安全 | 一般披露 | 健康及安全 | 46 |
| Health and Safety | General disclosure | Health and Safety | |
| B2.1 | 因工亡故的人數及比率。 | 健康及安全 | 47 |
| | Number and rate of work-related fatalities. | Health and Safety | |
| B2.2 | 因工傷損失工作日數。 | 健康及安全 | 47 |
| | Lost days due to work injury. | Health and Safety | |
| B2.3 | 描述所採納的職業健康與安全措施，以及相關執行及監察方法。 | 健康及安全 | 46 |
| | Description of occupational health and safety measures adopted, how they are implemented and monitored. | Health and Safety | |
| B3發展及培訓 | 一般披露 | 培訓及發展 | 44 |
| Development and Training | General disclosure | Training and Development | |
| B3.1 | 按性別及僱員類別劃分的受訓僱員百分比。 | 培訓及發展 | 45 |
| | The percentage of employees trained by gender and employee category. | Training and Development | |
| B3.2 | 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 | 培訓及發展 | 45 |
| | The average training hours completed per employee by gender and employee category. | Training and Development | |

附錄：環境、社會及管治報告指引目錄索引 (續)

APPENDIX: CONTENT INDEX OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE (continued)

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| B4勞工準則 Labour Standards | 一般披露 General disclosure | 員工 Employment | 41 |
| B4.1 | 描述檢討招聘慣例的措施以避免童工及強制勞工。 Description of measures to review employment practices to avoid child and forced labour. | 員工 Employment | 41 |
| B4.2 | 描述在發現違規情況時消除有關情況所採取的步驟。 Description of steps taken to eliminate such practices when discovered. | 員工 Employment | 41 |
| B5供應鏈管理 Supply Chain Management | 一般披露 General disclosure | 供應鏈管理 Supply Chain Management | 48 |
| B5.1 | 按地區劃分的供應商數目。 Number of suppliers by geographical region. | 供應鏈管理 Supply Chain Management | 49 |
| B5.2 | 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. | 供應鏈管理 Supply Chain Management | 48 |
| B5.3 | 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. | 供應鏈管理 Supply Chain Management | 48 |
| B5.4 | 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. | 供應鏈管理 Supply Chain Management | 48 |



附錄：環境、社會及管治報告指引目錄索引 (續)

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| B6 產品責任 Product Responsibility | 一般披露 General disclosure | 產品及服務質量 Products and Services | 49 |
| B6.1 | 已售或已運送產品總數中因安全與健康理由而須回收的百分比。 Percentage of total products sold or shipped subject to recalls for safety and health reasons. | 產品及服務質量 Products and Services | 50 |
| B6.2 | 接獲關於產品及服務的投訴數目以及應對方法。 Number of products and service-related complaints received and how they are dealt with. | 產品及服務質量 Products and Services | 50 |
| B6.3 | 描述與維護及保障知識產權有關的慣例。 Description of practices relating to observing and protecting intellectual property rights. | 知識產權 Intellectual Property Rights | 51 |
| B6.4 | 描述質量檢定過程及產品回收程序。 Description of quality assurance process and recall procedures. | 產品及服務質量 Products and Services | 50 |
| B6.5 | 描述消費者資料保障及私隱政策，以及相關執行及監察方法。 Description of consumer data protection and privacy policies, how they are implemented and monitored. | 隱私保護 Privacy Protection | 50 |
| B7 反貪污 Anti-corruption | 一般披露。 General disclosure. | 反貪污 Anti-corruption | 51 |
| B7.1 | 於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. | 反貪污 Anti-corruption | 52 |
| B7.2 | 描述防範措施及舉報程序，以及相關執行及監察方法。 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. | 反貪污 Anti-corruption | 52 |
| B7.3 | 描述向董事及員工提供的反貪污培訓。 Description of anti-corruption training provided to directors and staff. | 反貪污 Anti-corruption | 52 |

附錄：環境、社會及管治報告指引目錄索引 (續)

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| B8 社區投資 Community Investment | 一般披露 General disclosure | 貢獻社區 Contributing to Community | 58 |
| B8.1 | 專注貢獻範疇。 Focus areas of contribution. | 貢獻社區 Contributing to Community | 58 |
| B8.2 | 在專注範疇所動用資源。 Resources contributed to the focus area. | 貢獻社區 Contributing to Community | 58 |

董事會報告書

REPORT OF THE DIRECTORS

董事會同寅謹將本報告年度報告書連同經審核之財務報表呈覽。

主要業務

本公司為一間投資控股公司，其子公司主要從事工業解決方案、智慧辦公及新零售業務。

本集團於本報告年度收入及經營盈利貢獻按可呈報分部進行之分析載列於合併財務報表附註5。

本集團所面臨主要風險及不確定因素之討論以及本集團業務未來可能發展之預示載於本年報第8至14頁之「管理層討論及分析」章節。

業績及分配

本集團於本報告年度之業績載列於第95頁之合併利潤表內。

董事不建議派付任何末期股息。

業務回顧及表現、未來前景及發展

本集團業務的公平審閱涵蓋以財務表現關鍵指標、本集團未來前景及業務發展、本集團面臨的主要風險及不明朗因素概述對本集團於回顧報告年度的表現所作的分析，已載於本年報「管理層討論及分析」一節。從二零二三年十二月三十一日起直至本年報發佈日內概無重大事件。

環境政策及表現

本集團一直視環保及節能為我們的首要任務之一，藉此提升可持續發展及承擔相關社會責任。詳情請參閱本年報「環境、社會及管治報告」一節。

遵守相關法律及法規

於本報告年度，董事會概不知悉曾發生任何違反相關法律及法規而對本公司造成重大影響的事項。

The directors submit their report together with the audited financial statements for the reporting year.

PRINCIPAL ACTIVITIES

The company is an investment holding company. Its subsidiaries are principally engaged in the industrial solution, smart office and new retail businesses.

An analysis of the group's revenue and contribution to operating profit by reportable segments for the reporting year is set out in Note 5 to the consolidated financial statements.

The discussion of the principal risks and uncertainties facing the group and an indication of likely future developments in the group's business can be found in the section headed "Management Discussion and Analysis" set out on pages 8 to 14 of this annual report.

RESULTS AND APPROPRIATIONS

Our results for the reporting year are set out in the consolidated income statement on page 95.

The directors do not recommend any payments of final dividend.

BUSINESS REVIEW AND PERFORMANCE, FUTURE PROSPECTS AND DEVELOPMENT

A fair review of our businesses comprising analysis of the group's performance during the reporting year under review using financial key performance indicators, future prospects and business development of the group, description of the principal risks and uncertainties facing by the group, are set out in the section of "Management Discussion and Analysis" in this annual report. There had been no material events after 31 December 2023 till the issuance of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The group has always considered environmental protection and energy conservation as one of the key priorities in order to enhance the sustainable development and undertake relevant social responsibility. For details, please refer to the section headed "Environmental, Social and Governance Report" in this annual report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The board was not aware of any non-compliance with the relevant laws and regulations that had a significant impact on the company during the reporting year.

與僱員、客戶及供應商之關係

本公司十分重視與僱員、客戶及供應商的關係，因為彼等為本集團成功的關鍵。

僱員

本公司嚴格遵守與僱傭有關的所有適用規則及法規，例如《僱傭條例》、《強制性公積金計劃條例》及《個人資料（私隱）條例》等。本集團已為其員工購買所有必要之保險，並每月作出退休金供款，亦已制定措施保障全體員工的個人資料。員工有渠道表達彼等對於工作的意見。此外，本集團亦致力提供安全、健康及和諧的工作環境，為兩性及不同種族員工提供公平及平等的機會。

客戶

本集團向客戶提供直接服務及貨品，並作出調查與彼等進行互動，以洞悉市場情況及取得反饋意見。於本報告年度，本集團向五大客戶作出之銷售共佔本集團總收入約37%，而最大客戶約佔14%。本集團授予客戶的信貸期介於30至90天不等。管理層根據過往付款記錄、逾期時間、營業及其他債務人的財務實力以及與相關債務人有否任何糾紛，定期對營業應收賬項的可收回性進行總體評估以及單獨評估。本集團過往收回應收營業賬項及其他應收款項並無超出有關記錄撥備，董事認為已就不可收回的應收款項於該等財務報表中作出充分撥備。逾期結餘由高級管理人員定期檢討。本報告年度後並無發現任何重大可收回性問題。

供應商

本集團的供應商乃根基穩固的公司或為知名企業，確保彼等能夠應要求交付貨品及服務。本集團之五大供應商則共佔本報告年度本集團總採購額約35%，其中最大供應商約佔23%。此外，本公司已制定反行賄政策供全體員工遵守。

於本報告年度，除鴻海科技集團外，概無董事或彼等之任何緊密聯繫人或任何股東（指據董事所知擁有本公司5%以上已發行股本之股東）於本集團五大客戶或供應商中擁有任何權益。

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The company highly values the relationships with employees, customers and suppliers as they are the foundation of the group's success.

Employees

The company strictly complies with all the applicable rules and regulations in relation to employment, to name a few, the Employment Ordinance, the Mandatory Provident Fund Ordinance and the Personal Data (Privacy) Ordinance, etc. The group has purchased all necessary insurance and made monthly pension contributions for its staff and has measures in place endeavoured to protect all staff's personal information. There are channels for staff to express their opinions with regard to their work. Moreover, the group also strives to provide a safe, healthy and harmonious workplace with fair and equal opportunities for staff of both genders and different races.

Customers

The group provides direct services and goods to customers and conduct surveys to interact with them to gain market insights and feedback. For the reporting year, sales to the five largest customers of the group in total accounted for approximately 37% of the group's total revenue, with the largest customer accounting for approximately 14%. Credit terms offered to customers ranged from 30 to 90 days. Management makes periodic collective assessment as well as individual assessment on the recoverability of trade receivables based on historical payment records, the length of the overdue period, the financial strength of the trade and other debtors and whether there are any disputes with the relevant debtors. The group's historical experience in collection of trade and other receivables falls within the recorded allowances and the directors are of the opinion that adequate provision for uncollectible receivables has been made in these financial statements. Overdue balances are reviewed regularly by senior management. No significant recoverability problem is identified subsequent to the reporting year.

Suppliers

The suppliers of the group are either well established companies or from well-known enterprises to ensure that they are able to deliver goods and services as requested. The five largest suppliers of the group in aggregate accounted for approximately 35% by value of the group's total purchases during the reporting year, with the largest supplier accounting for approximately 23%. Furthermore, anti-bribery policies are in place for all staff to comply.

During the reporting year, save for Hon Hai Technology Group, none of the directors or any of their close associates or any shareholders which, to the best knowledge of the directors, own more than 5% of the company's issued share capital had any interest in any of the group's five largest customers or suppliers.

子公司

於二零二三年十二月三十一日，本公司之主要子公司詳情載列於合併財務報表附註34(a)。

物業、機器及設備

本集團物業、機器及設備之變動情況載列於合併財務報表附註14。

股本

本公司股本之詳情載列於合併財務報表附註26。

儲備

於本報告年度，撥入本公司儲備及自儲備撥出之重大金額及有關詳情載列於合併財務報表附註34(b)。

可供分派儲備

於二零二三年十二月三十一日，本公司並無可供分派儲備。根據百慕達一九八一年公司法，繳入盈餘可分派予股東，惟如(i)派付後不能如期清還到期之債務，或(ii)資產可變現價值低於負債及已發行股本及股份溢價之總額，公司不能分派繳入盈餘，或用作宣派或支付股息。

捐款

於本報告年度，本集團並無作出任何現金捐款（二零二二年十二月三十一日：無）。

優先購買權

本公司組織章程細則無優先購買權之規定，而百慕達法例亦無對優先購買權加以限制，因此本公司無需按現時股東持有股份比例售賣新股票予股東。

五年財務概要

本集團截至二零二三年十二月三十一日止前五個財政年度各年之合併業績、資產及負債概要載列於第6頁。

SUBSIDIARIES

Particulars of the company's principal subsidiaries as at 31 December 2023 are set out in Note 34(a) to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the group are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of share capital of the company are set out in Note 26 to the consolidated financial statements.

RESERVES

The amounts and particulars of material transfers to and from reserves of the company during the reporting year are set out in Note 34(b) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the company's reserves are not available for distribution. Under the Companies Act 1981 of Bermuda, contributed surplus is distributable to shareholders, subject to the condition that the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

DONATIONS

The group did not make any cash donations (31 December 2022: Nil) during the reporting year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws and there is no restriction against such right under the laws in Bermuda, which would oblige the company to offer new shares on a pro-rata basis to existing shareholders.

FIVE YEAR FINANCIAL SUMMARY

A summary of the consolidated results, assets and liabilities of the group for each of the last five financial years until 31 December 2023 is set out on page 6.

董事會報告書

REPORT OF THE DIRECTORS

董事

於本報告年度及直至本年報日期之在任董事如下：

執行董事

張傳旺先生 (主席)¹
鄭宜斌先生
簡宜彬先生²
蔡力挺先生²
高照洋先生²

非執行董事

KIM Hyun Seok先生⁵
龔培元先生¹
黃碧君女士¹
PARK Ho Jin先生⁶

獨立非執行董事

簡已然先生
張曉泉教授
甘志成先生³
鄧天樂先生⁴

- ¹ 於二零二四年三月二十六日獲委任
- ² 於二零二四年三月二十六日辭任
- ³ 於二零二三年九月二十八日獲委任
- ⁴ 於二零二三年九月二十八日辭任
- ⁵ 於二零二三年三月二十九日獲委任
- ⁶ 於二零二三年三月二十九日辭任

簡已然先生及張曉泉教授將按照本公司之公司組織章程細則第99條輪值告退，惟符合資格並願意於應屆股東週年大會膺選連任。張傳旺先生、龔培元先生、黃碧君女士及甘志成先生將按照本公司之公司組織章程細則第88條告退，惟符合資格並願意於應屆股東週年大會膺選連任。

各董事包括獨立非執行董事之任期須根據本公司之公司組織章程細則在本公司之股東週年大會上輪值告退，及膺選連任。

更新董事資料

於本報告年度，根據上市規則第13.51B (1)條，董事資料並無變動。惟甘志成先生於二零二三年九月二十八日獲委任為獨立非執行董事及鄧天樂先生於二零二三年九月二十八日辭任獨立非執行董事除外。

DIRECTORS

The directors who held office during the reporting year and up to the date of this annual report were:

Executive Directors

Mr. CHANG Chuan-Wang (Chairman)¹
Mr. CHENG Yee Pun
Mr. CHIEN Yi-Pin²
Mr. CAI LiTing²
Mr. KAO Chao Yang²

Non-Executive Directors

Mr. KIM Hyun Seok⁵
Mr. KUNG Pei-Yuan¹
Ms. HUANG Pi-Chun¹
Mr. PARK Ho Jin⁶

Independent Non-Executive Directors

Mr. KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan
Mr. KAM Chi Sing³
Mr. TANG Tin Lok Stephen⁴

- ¹ Appointed on 26 March 2024
- ² Resigned on 26 March 2024
- ³ Appointed on 28 September 2023
- ⁴ Resigned on 28 September 2023
- ⁵ Appointed on 29 March 2023
- ⁶ Resigned on 29 March 2023

Mr. KAN Ji Ran Laurie and Prof. ZHANG Xiaoquan will retire by rotation in accordance with Article 99 of the Bye-laws and, being eligible, offer themselves for re-election at the forthcoming AGM. Mr. CHANG Chuan-Wang, Mr. KUNG Pei-Yuan, Ms. HUANG Pi-Chun and Mr. KAM Chi Sing will retire in accordance with Article 88 of the Bye-Laws and being eligible, offer himself for re-election at the forthcoming AGM.

The terms of office of the directors, including the independent non-executive directors, are subject to retirement by rotation and are eligible for re-election at the company's annual general meeting in accordance with the company's Bye-laws.

UPDATE ON DIRECTORS' INFORMATION

During the reporting year, there was no change in information of the directors of pursuant to Rule 13.51B (1) save as the appointment of Mr. KAM Chi Sing and the resignation of Mr. TANG Tin Lok Stephen, both as independent non-executive director on 28 September 2023..

董事及高級管理層之履歷詳情

執行董事

張傳旺先生，55歲，自二零二四年三月二十六日起獲委任為執行董事兼主席。彼於資訊及通訊科技行業擁有約30年經驗。於二零零九年五月，張先生加入鴻海，其股份於台灣證券交易所（「台灣證交所」）上市（股份代號：2317），專注於集團經營策略、營運管制及目標管理。張先生現為鴻海經管總處協理。彼目前同時代表鴻海擔任樺漢科技股份有限公司（主要經營工業電腦設計、製造、加工及銷售業務，其股份在台灣證交所上市（股份代號：6414）之常務董事。自二零二三年四月十四日起，彼分別出任訊智海國際控股有限公司（「訊智海」）董事會主席、非執行董事及薪酬委員會成員等職務。訊智海之最終控股股東為鴻海，其股份在聯交所GEM上市（股份代號：8051），主要經營資訊科技產品銷售及分銷業務。自二零二三年六月二十九日起，張先生擔任富智康集團有限公司（其股份於聯交所主板上市（股份代號：2038）的非執行董事。於二零零二年至二零零八年期間，張先生擔任綠點高新科技股份有限公司（其股份曾於台灣證交所上市，並已於二零零七年四月撤銷上市地位）的董事長特別助理。於一九九五年至二零零一年期間，彼曾擔任環隆電氣股份有限公司（其股份曾於台灣證交所上市，並已於二零一零年六月撤銷上市地位）全球營運管理處主管。張先生於一九九二年取得逢甲大學自動控制工程學士學位及於二零零七年取得逢甲大學經營管理學院碩士學位。彼於二零零七年得到斐陶斐榮譽學會授予其榮譽會員資格，表彰其學術上之傑出表現。

鄭宜斌先生，48歲，於二零一八年三月二十八日獲委任為執行董事，現擔任集團總財務長的職位。於二零一六年加入本公司前，彼為新世界策略投資有限公司之副總裁，主要負責私募股權及風險投資、併購交易及業務發展規劃。鄭先生的職業生涯始於一家國際會計師事務所，曾在多家全球金融機構及香港上市公司任職。彼取得澳洲新南威爾斯大學之工商管理碩士及澳洲墨爾本大學之商業學士（榮譽）學位。鄭先生為香港會計師公會、澳洲會計師公會及特許金融分析師協會會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Executive directors

Mr. CHANG Chuan-Wang, aged 55, was appointed as executive director and Chairman on 26 March 2024. He has about 30 years' experience in the information and communication technology industry. In May 2009, Mr. Chang joined Hon Hai whose shares are listed on the Taiwan Stock Exchange Corporation ("Taiwan Stock Exchange") (stock code: 2317), focusing on group business strategy, operation control and performance analysis management. Mr. Chang is currently an assistant vice president of the Strategic Controlling Division in Hon Hai. He currently also serves as the executive director of Ennoconn Corporation, principally operating the business of industrial computer design, manufacture, processing and sale, whose shares are listed on the Taiwan Stock Exchange (stock code:6414). Since 14 April 2023, he has also been a chairman of the board of directors, a non-executive director and a member of the remuneration committee of CircuTech International Holdings Limited ("CircuTech"), whose shares are listed on the GEM of the Stock Exchange (stock code: 8051). The ultimate controlling shareholder of CircuTech is Hon Hai and its principal business is the sale and distribution of IT product. Since 29 June 2023, Mr. Chang has acted as a non-executive director of FIH Mobile Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2038). For the period from 2002 to 2008, Mr. Chang was the chairman's special assistant at Jabil Green Point, whose shares were listed on the Taiwan Stock Exchange and were delisted in April 2007. For the period from 1995 to 2001, he served as the head of the global operations management in Universal Scientific Industrial Co., Ltd., whose shares were listed on the Taiwan Stock Exchange and were delisted in June 2010. Mr. Chang obtained a bachelor's degree in Automatic Control Engineering from Feng Chia University in 1992 and a master's degree in business administration from the Graduate Institute of Management at Feng Chia University in 2007. In 2007, he was awarded the honorary membership of Phi Tau Phi Scholastic Honor Society for his outstanding academic achievements.

Mr. CHENG Yee Pun, aged 48, was appointed as executive director on 28 March 2018 and is assuming the role of group chief financial officer. Prior to joining the company in 2016, he was the vice president of New World Strategic Investment Limited, primarily responsible for private equity and venture capital investments, M&A transactions and business development initiatives. Mr. Cheng began his career with an international accounting firm and had worked for a number of global financial institutions and Hong Kong listed companies. He obtained his Master of Business Administration and Bachelor of Commerce (Hons.) from the University of New South Wales and the University of Melbourne in Australia respectively. Mr. Cheng is a member of HKICPA, CPA Australia and CFA Institute.

董事及高級管理層之履歷詳情 (續)

非執行董事

KIM Hyun Seok先生，41歲，於二零二三年三月二十九日獲委任為非執行董事。彼自二零一七年起一直任職於SK Holdings (C&C)，目前為SK集團戰略投資團隊之負責人。彼持有俄亥俄州立大學理學學士學位及大韓民國世宗市韓國發展研究院公共政策與管理學院(KDIS)工商管理碩士學位。

龔培元先生，61歲，自二零二四年三月二十六日起獲委任為非執行董事。彼擁有逾25年軟件開發及IT管理經驗，是一位全面的技術領導者及數字化轉型與技術戰略的戰略家。於一九九八年至二零一四年，彼曾於微軟公司(Microsoft Corporation, Inc.)不同部門任職，最後任職微軟(中國)有限公司工程部總經理。自二零一六年起，彼成為Gartner中國區執行合夥人。自二零二零年起，龔先生擔任富士康科技集團有限公司，其股份於台灣證交所上市(股份代號：2354)資訊長。龔先生於一九八七年獲得南密西西比大學哈蒂斯堡分校(University of Southern Mississippi, Hattiesburg)理學士學位，並於二零零六年獲得華盛頓大學西雅圖分校(University of Washington, Seattle)工商管理碩士學位。

黃碧君女士，51歲，自二零二四年三月二十六日起獲委任為非執行董事。彼於財務會計與經營分析領域擁有逾28年經驗，擅長大型電子製造業集團跨國企業運作。彼現任鴻海之中央會計協理，負責鴻海科技集團財務報告出具。黃女士負責為高級管理層決策進行財務預測分析，並於財會數位轉型專案擔任重要職務，參與鴻海科技集團投資案之盡職調查。自二零二三年八月七日起，彼亦擔任鴻騰六零八八精密科技股份有限公司(其股份於聯交所上市(股份代號：6088))之非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Non-executive director

Mr. KIM Hyun Seok, aged 41, was appointed as non-executive director on 29 March 2023. He has been with SK Holdings (C&C) since 2017 and is currently the Head of Strategic Investment Team. He holds a Bachelor of Science at Ohio State University and a Master of Business Administration at Korea Development Institute School of Public Policy and Management (KDIS), Se-Jong City, Republic of Korea.

Mr. KUNG Pei-Yuan, aged 61, was appointed as non-executive director on 26 March 2024. He has more than 25 years of experience in software development, IT management and is a well-rounded technology leader and strategist on digital transformation and technology strategies. From 1998 to 2014, he was with Microsoft Corporation, Inc. and had taken part in different departments where his last position was a general manager in engineering at Microsoft (China) Co., Ltd.. He has been an executive partner of Gartner, China since 2016. Since 2020, Mr. Kung has been the chief information officer of Foxconn Technology Co., Ltd. whose shares are listed on Taiwan Stock Exchange (stock code: 2354). Mr. Kung obtained his Bachelor of Science degree at University of Southern Mississippi, Hattiesburg in 1987 and a Master of Business and Administration degree at University of Washington, Seattle in 2006.

Ms. HUANG Pi-Chun, aged 51, was appointed as non-executive director on 26 March 2024. She has over 28 years of experience in finance and accounting as well as operational analysis, and specializes in the operation of multinational companies in large scale electronics manufacturing industry. She is currently the assistant vice president of corporate accounting department of Hon Hai and is responsible for issuing financial reports of the Hon Hai Technology Group. Ms. Huang is responsible for conducting financial forecasts analysis for top management's decision making, and also holds major positions in the finance and accounting digital transformation projects and has participated in the due diligence on investment projects of the Hon Hai Technology Group. Since 7 August 2023, she has also been a non-executive director of FIT Hon Teng Limited, whose shares are listed on the Stock Exchange (stock code: 6088).

董事及高級管理層之履歷詳情 (續)

非執行董事 (續)

黃女士於一九九四年在台灣取得天主教輔仁大學會計學士學位，畢業後加入一家台灣的會計師事務所（其後於二零一六年併入國富浩華聯合會計師事務所）擔任審計人員，負責客戶之財務報表查核、稅務查核、上市上櫃輔導等工作。黃女士於一九九七年離職該事務所，隨後於光寶科技集團（「光寶科技」，一間台灣證交所上市公司，主營業務為電子製造業（股份代號：2301）擔任會計主管。任職光寶科技期間共17年，黃女士除了負責光寶科技財務報告出具與營運分析外，還參與光寶科技海外設廠、關廠及併購案之投後整併管理工作，有美國、墨西哥、捷克、芬蘭、德國等多國工作經驗；在光寶科技的數位轉型路上，彼成功帶領團隊作出顯著貢獻，包括但不限於帶領團隊完成ERP升級、BW資料庫優化及合併報表系統BCS平台導入。於二零一五年，彼離任光寶科技資深經理職務，轉任太古汽車集團台灣分公司（「太古汽車」）之財務長。於太古汽車任職一年後，黃女士於二零一六年加盟鴻海。

獨立非執行董事

簡己然先生，63歲，於二零一五年十二月一日獲委任為獨立非執行董事。自二零零四年起，簡先生為專門於中國進行投資之私募股權公司翹然管理資本之管理合夥人兼創辦人。於創辦翹然管理資本前，簡先生於一九九九年成立一家於香港聯交所主板上市之創業投資公司i100 Corporation。彼亦曾擔任CDC Corporation（後來改名為中華網）之營運總監、PointCast Asia之創辦人，並成立新浪網香港。簡先生早年先後於蘋果電腦、康柏電腦任職，並成立香港及中國之微軟公司。簡先生畢業於香港浸會學院商科，並完成美國士丹福大學商學院之小型企業行政人員課程。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Non-executive director (continued)

Ms. Huang obtained a Bachelor of Accounting from the Fu Jen Catholic University in Taiwan in 1994. After graduation, she joined a Taiwan local CPA firm (which was merged into Crowe (TW) CPAs in 2016) as an auditor and was responsible for auditing financial statements, conducting tax audits and providing initial public offering and over-the-counter market counselling for clients. Ms. Huang left the CPA firm in 1997 and then served as accounting supervisor of Lite-On Technology Corporation (“**Lite-On Technology**”), a listed company on the Taiwan Stock Exchange (stock code: 2301) with its principal business operations in the electronics manufacturing industry. During her 17 years of services in Lite-On Technology, Ms. Huang was responsible for issuing financial reports for Lite-On Technology and conducting operational analysis. She was also involved in the post-investment consolidation and management work for the Lite-On Technology’s overseas establishment and closure of factories as well as mergers and acquisitions. Ms. Huang has experience in working in many countries, including the U.S., Mexico, Czech Republic, Finland and Germany. In the course of digital transformation of Lite On Technology, she successfully led her team to make significant contributions including but not limited to the upgrade of enterprise resource planning (ERP), the optimization of business warehouse (BW) database and the introduction of business consolidation system (BCS) platform for consolidated reporting system. In 2015, she left her position as senior manager of Lite-On Technology and joined Taikoo Motors Limited (Taiwan branch) (“**Taikoo Motors**”) as financial controller. After serving Taikoo Motors for one year, Ms. Huang joined Hon Hai in 2016.

Independent non-executive directors

Mr. KAN Ji Ran, Laurie, aged 63, was appointed as independent non-executive director on 1 December 2015. Mr. Kan is a managing partner and founder of ON Capital, a private equity firm that specialises in investing in China since 2004. Prior to founding ON Capital, Mr. Kan established i100 Corporation in 1999, a start-up incubator that went on to list on the main board of the Hong Kong Stock Exchange. He had also served as chief operating officer of CDC Corporation (renamed to China.com later), founder of PointCast Asia, and had established Sina.com in Hong Kong. Mr. Kan spent the earlier years of his career successively at Apple Computer, Compaq Computer, and established Microsoft in Hong Kong and China. Mr. Kan graduated in business from Hong Kong Baptist College and from the Stanford Graduate School of Business’ Executive Program for Smaller Companies.

董事及高級管理層之履歷詳情 (續)

獨立非執行董事 (續)

張曉泉教授，50歲，於二零二零年三月三十一日獲委任為獨立非執行董事。張教授自二零一七年起擔任香港中文大學（「香港中文大學」）決策科學與管理經濟學系教授。於加入香港中文大學前，彼自二零零六年起曾擔任香港科技大學商學院信息系統、商務統計及營運管理系副教授。於進入學術界前，彼曾擔任投資銀行分析師及高科技公司之國際營銷經理。彼在美國持有一項專利，為多家社交網絡、金融科技及法律科技領域公司之聯合創辦人。張教授持有美國麻省理工學院(MIT)斯隆管理學院(Sloan School of Management)管理學博士學位、中華人民共和國清華大學管理學碩士學位、計算機科學工程學士學位及英語文學學士學位。彼自二零一七年九月起一直擔任納斯達克上市電子商務公司Secoo Holding Limited (納斯達克:SECO)之獨立董事。彼亦為香港數碼港管理有限公司、京東金融、湖畔大學、華為投資控股有限公司、中國移動有限公司、招商證券股份有限公司、豆瓣網及雷克系統有限公司提供意見。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Independent non-executive directors (continued)

Prof. ZHANG Xiaoquan, aged 50, was appointed as independent non-executive director on 31 March 2020. Prof. Zhang is currently a professor of Department of Decision Sciences and Managerial Economics at The Chinese University of Hong Kong (the “CUHK”) since 2017. Before he joined the CUHK, he was an associate professor of Department of Information Systems, Business Statistics & Operations Management at The Hong Kong University of Science and Technology Business School from 2006. Before joining the academia, he worked as an analyst for an investment bank, and as an international marketing manager for a high-tech company. He holds a patent in the United States, and co-founded several companies in the areas of social networking, FinTech, and LegalTech. Prof. Zhang holds a Doctor of Philosophy degree in Management from MIT Sloan School of Management in the United States, a Master of Science degree in Management, a Bachelor of Engineering degree in Computer Science and a Bachelor of Arts degree in English from Tsinghua University in the People’s Republic of China. He has been an independent director for NASDAQ-listed e-commerce company Secoo Holding Limited (NASDAQ: SECO) since September 2017. He also offered advice to Hong Kong Cyberport Management Company Ltd., Jingdong Finance, Hupan University, Huawei Investment & Holding Co., Ltd., China Mobile Limited, China Merchants Securities Co. Ltd., Douban.com, and Radica Systems Limited.

董事及高級管理層之履歷詳情 (續)

獨立非執行董事 (續)

甘志成先生，53歲，於二零二三年九月二十八日獲委任為獨立非執行董事。彼在香港及中國的管理會計、審計及鑒證、稅務、公司服務及跨境併購諮詢方面擁有逾22年經驗。於二零零零年五月，甘先生成立甘志成會計師事務所（一家香港執業會計師事務所），並於二零零九年七月成立卓富德諮詢集團有限公司（「卓富德諮詢」）（一家香港商業諮詢公司）。甘先生現任甘志成會計師事務所的執行事務合夥人、卓富德諮詢的董事總經理及甘志成會計師事務所在上海、廣州及北京的代表辦事處的首席代表。甘先生自二零二零年九月二十八日起擔任卓越商企服務集團有限公司（股份代號：6989）的獨立非執行董事，自二零二二年九月二十七日起擔任凌雄科技集團有限公司（股份代號：2436）的獨立非執行董事，及自二零一九年三月十一日起擔任信基沙溪集團股份有限公司（股份代號：3603）的公司秘書，該等公司均於香港聯合交易所有限公司主板上市。甘先生為洲際會計師聯盟（Alliance of Inter-Continental Accountants）的創始成員，並分別於二零一一年及二零二零年獲香港稅務學會註冊為註冊稅務師及特許稅務師。彼分別於二零零三年十一月成為特許公認會計師公會資深會員，於二零零六年四月成為香港會計師公會資深會員，於二零一一年三月成為英國財務會計師公會資深會員，於二零一零年一月成為香港稅務學會資深會員，於二零一二年四月成為英國信託及遺產從業員協會（Society of Trust and Estate Practitioners）會員及於二零一三年六月成為香港證券及投資學會會員。彼為香港總商會稅務委員會委員、金融及財資服務委員會委員及中國委員會委員。彼亦自二零一六年十一月起為香港中華總商會選任會董。甘先生於二零一三年十一月獲委任為香港紅十字會特殊教育及復康服務管治委員會成員及義務司庫及於二零二零年七月獲委任為香港紅十字會雅麗珊郡主學校法團校董會校董及司庫。甘先生亦已於二零二三年十二月獲委任為中國人民政治協商會議上海市浦東新區委員。甘先生於一九九三年十一月於香港大學取得理學學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Independent non-executive directors (continued)

Mr. KAM Chi Sing, aged 53, was appointed as independent non-executive director on 28 September 2023. He has over 22 years of experience in management accounting, auditing and assurance, taxation, corporate services and cross border merger and acquisition consultation in Hong Kong and China. Mr. Kam established Roger Kam & Co., a certified public accounting firm in Hong Kong, in May 2000, and R&T Consulting Group Limited (“R&T Consulting”), a business consulting firm in Hong Kong, in July 2009. Mr. Kam is currently serving as the managing partner at Roger Kam & Co, the managing director at R&T Consulting and the chief representative of the representative offices of Roger Kam & Co in Shanghai, Guangzhou and Beijing. Mr. Kam has been acting as an independent non-executive director of Excellence Commercial Property & Facilities Management Group Limited (stock code: 6989) since 28 September 2020 and LX Technology Group Limited (stock code: 2436) since 27 September 2022 and a company secretary of Xinji Shaxi Group Co., Ltd (stock code: 3603) since 11 March 2019, all of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited. Mr. Kam is a founding member of the Alliance of Inter-Continental Accountants and has been registered as a certified tax adviser and a chartered tax adviser by the Taxation Institute of Hong Kong since 2011 and 2020, respectively. He was admitted as a fellow member of the Association of Chartered Certified Accountants in November 2003, a fellow member of the Hong Kong Institute of Certified Public Accountants in April 2006, a fellow member of the Institute of Financial Accountants in March 2011, a fellow member of the Taxation Institute of Hong Kong in January 2010, a member of the Society of Trust and Estate Practitioners in April 2012 and a member of the Hong Kong Securities and Investment Institute in June 2013, respectively. He is a committee member of the taxation committee, a committee member of the financial and treasury services committee and a committee member of the China committee of Hong Kong General Chamber of Commerce. He has also been serving as a committee member of the Chinese General Chamber of Commerce, Hong Kong since November 2016. Mr. Kam was appointed as a member and honorary treasurer of Hong Kong Red Cross Special Education & Rehabilitation Service Governing Committee in November 2013, and school manager and treasurer of the Incorporated Management Committee of Hong Kong Red Cross Princess Alexandra Schools in July 2020. Mr. Kam was also appointed as a member of Chinese People’s Political Consultative Conference in Shanghai Pudong New Area in December 2023. Mr. Kam obtained his bachelor’s degree of science from the University of Hong Kong in November 1993.

董事及高級管理層之履歷詳情 (續)

行政總裁

史喆博士，34歲，自二零二四年三月二十六日起獲委任為行政總裁。彼分別於二零一四年及二零一八年獲得美國辛辛那提大學(University of Cincinnati, USA)智能維護系統中心(IMS)機械工程碩士及博士學位。現任富士康科技集團首席數字官及智能製造平台負責人，主要負責集團數字化轉型戰略規劃和智能製造實施落地。在加入富士康科技集團之前，史博士為北京天澤智雲科技有限公司的聯合創始人，負責解決方案及戰略大客戶。史博士曾參與軌道交通、發電、製造業、傳播運輸等行業的工業智能項目研發與智能系統開發。目前，彼主要從事電子製造業的數字化轉型及智能製造項目的實施，包括模具加工、大規模機加、印刷電路板組裝(PCBA)及大規模組裝。史博士還擔任清華大學經濟管理學院工商管理碩士(MBA)課程講師、清華大學研究生院智能製造客座講師、北航思嘉學院本科生創業導師及北京交通大學專業碩士研究生課程創業導師。

股本掛鈎協議

於本報告年度，本公司並無訂立任何股本掛鈎協議。

董事服務合約

張先生就獲委任為執行董事及史博士就獲委任為行政總裁分別與本公司訂立一份為期三年的固定服務協議。龔先生及黃女士就獲委任為非執行董事與本公司訂立一份無固定任期的委任書。鄭先生及Kim先生與本公司並未訂立任何服務合約，亦無固定任期。然而，全體董事須根據組織章程細則至少每三年輪席膺選連任一次。各獨立非執行董事已與本公司訂立為期一年之委任函，並可自動獲續任一年。擬於應屆股東週年大會上膺選連任之董事並無與本公司訂立本公司於一年內免付補償(法定補償除外)不能予以終止之服務合約。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Chief Executive Officer

Dr. SHI Zhe, aged 34, was appointed as Chief Executive Officer on 26 March 2024. He obtained his Master and Doctor of Philosophy in Mechanical Engineering from the Center for Intelligent Maintenance Systems (IMS), University of Cincinnati, USA in 2014 and 2018 respectively. Currently he is serving as the chief digital officer and head of the smart manufacturing platform of Foxconn Technology Group, mainly responsible for the group's digital transformation strategic planning and intelligent manufacturing implementation. Before joining Foxconn Technology Group, Dr. Shi was the co-founder of Beijing Cyberinsight Technology Co., Ltd. and was responsible for solutions and strategic key accounts. Dr. Shi has participated in the research and development of industrial intelligence projects and intelligent system development in rail transit, power generation, manufacturing, shipping and other industries. Currently, he is mainly engaged in the digital transformation of electronic manufacturing and the implementation of intelligent manufacturing projects, including mold processing, large-scale machining, printed circuit board assembly (PCBA) and large-scale assembly. Dr. Shi also serves as a lecturer for the Masters of Business and Administration (MBA) programme at the School of Economics and Management of Tsinghua University, a guest lecturer at the Graduate School of Tsinghua University on intelligent manufacturing, a business tutor for undergraduates at Beihang Sijia College, and a business tutor for professional master programme's students at Beijing Jiaotong University.

EQUITY-LINKED AGREEMENTS

During the reporting year, the company did not enter into any equity-linked agreement.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Chang and Dr. Shi has entered into a service agreement with the company for a fixed term of three years in respect of the appointment of Mr. Chang as executive director and Dr. Shi as Chief Executive Officer respectively and Mr. Kung and Ms. Huang have entered into an appointment letter with no fixed term with the company in respect of their appointment as non-executive directors. Mr. Cheng and Mr. Kim have not entered into any service contracts and do not have a fixed term of service with the company. However, all directors are subject to re-election by rotation at least once every three years in accordance with the Bye-laws. Each of the independent non-executive directors has entered into an appointment letter with the company for one year and is renewable automatically for successive term of one year. None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the company which cannot be terminated by the company within one year without payment of compensation, other than statutory compensation.

董事享有權益之交易、安排或合約

於本報告年度內任何時間，本公司或其任何子公司概無簽訂任何涉及本集團之業務而董事直接或間接在其中擁有重大權益之重大交易、安排或合約。

董事於競爭業務之權益

據董事所知，概無董事或其各自聯繫人於與本集團業務構成或可能構成競爭的業務中擁有任何權益。

獲准許的彌償條文

以董事為受益人的獲准許彌償條文現時及於整個報告年度內生效。本公司已為董事購買董事及高級職員責任保險，為董事提供適當保障。

控股股東於重大合約之權益

除「持續關連交易」一節之披露外，據董事所知，本公司或其任何子公司及控股股東或其任何子公司於本報告年度內任何時間概無訂立任何重大合約或控股股東或其任何子公司提供服務予本公司或其任何子公司之任何重大合約。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contracts of significance in relation to the group's business to which the company or any of its subsidiaries was a party and in which a director had a material interest, whether directly or indirectly, subsisted at any time during the reporting year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As far as the directors are aware, none of the directors or their respective associates has any interest in a business which competes or may compete with the business of the group.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the directors is currently in force and was in force throughout the reporting year. The company has maintained directors and officers' liability insurance which provides appropriate cover for, among others, the directors.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

Save as the disclosure in the section headed "Continuing Connected Transactions", as far as the directors are aware, at no time during the reporting year had the company or any of its subsidiaries, and the controlling shareholders or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services by the controlling shareholders or any of its subsidiaries to the company or any of its subsidiaries.

董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及淡倉

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

於二零二三年十二月三十一日，本公司當時董事及最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉），或須記錄於根據證券及期貨條例第352條所規定由本公司備存之登記冊之權益及淡倉，或根據上市規則之上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之權益及淡倉如下：

As at 31 December 2023, the interests and short positions of the then directors and chief executives of the company in the shares, underlying shares and debentures of the company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required, pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions of the SFO), to be notified to the company and the Stock Exchange, or which were required, pursuant to Section 352 of the SFO, to be entered in the register kept by the company, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules, to be notified to the company and the Stock Exchange were as follows:

於本公司每股面值0.10港元之股份好倉

Long position in the company's shares of HK\$0.10 each

| | 個人權益 Personal interests | 聯繫人權益 Associate interests | 總計 Total interests | 百分比 Percentage |
|----------------------------|-------------------------------|---------------------------------|---------------------------------|-------------------|
| 簡宜彬先生 Mr. CHIEN Yi-Pin | - | 18,430,738 | 18,430,738 (附註1) (note 1) | 2.63% |
| 蔡力挺先生 Mr. CAI LiTing | 800,000 | - | 800,000 (附註2) (note 2) | 0.11% |
| 鄭宜斌先生 Mr. CHENG Yee Pun | 1,300,000 | - | 1,300,000 (附註2) (note 2) | 0.19% |

附註：

- 有關權益由簡宜彬先生的妻子KAN Sachiko女士持有。
- 該權益為本公司購股權。

Notes:

- The interest is held by Mr. CHIEN Yi-Pin's spouse, Ms. KAN Sachiko.
- The interest represents share options of the company.

除上文所披露者外，就董事所知，於二零二三年十二月三十一日，本公司當時董事或最高行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有或視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉（包括根據證券及期貨條例之該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(iii)根據上市規則所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所之任何權益或淡倉。

Save as disclosed above, so far as the directors are aware, as at 31 December 2023, none of the then directors nor the chief executive of the company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

購股權計劃

截至二零二三年十二月三十一日止年度，概無購股權根據本公司股東分別於二零一三年八月三十日批准的本公司購股權計劃（「二零一三年購股權計劃」）及於二零二三年五月三十一日批准的本公司購股權計劃（「二零二三年購股權計劃」）獲授出、行使或失效。於本報告年度，二零一三年購股權計劃已因採納二零二三年購股權計劃而終止，合共900,000份購股權根據二零一三年購股權計劃被註銷。截至二零二三年十二月三十一日止年度，二零二三年購股權計劃下概無任何購股權獲授出、行使、失效或註銷，二零二三年購股權計劃下亦無任何尚未行使的購股權。

二零一三年購股權計劃及二零二三年購股權計劃的詳情載於合併財務報表附註27。

二零一三年購股權計劃概要

1. 二零一三年購股權計劃之目的

- (a) 讓本公司可向選定合資格參與者授出購股權，作為彼等對或可能對本集團或任何被投資實體（本集團持有股權之實體）（「被投資實體」）作出貢獻之獎勵或回報。
- (b) 推動合資格參與者持續提升彼等之表現及效率，為本集團提供更佳服務，以及吸引及挽留所作貢獻現時或將會對本集團長遠增長有利之合資格參與者，或以其他方式與彼等維持持續業務關係。

2. 二零一三年購股權計劃之參與者

二零一三年購股權計劃之合資格參與者指本集團或任何被投資實體之任何全職或兼職僱員（包括本公司或任何子公司或任何被投資實體之任何董事，不論是執行或非執行及不論是獨立與否），本集團發行之任何證券之任何持有人，本集團或任何被投資實體之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、生產商或特許發出人、客戶、特許持有人（包括任何再授特許持有人）或分銷商、業主或租戶（包括任何分租戶）或董事會全權酌情認為已或可能對本集團或任何被投資實體作出貢獻之任何人士。

SHARE OPTION SCHEME

During the year ended 31 December 2023, there was no share option granted, exercised or lapsed under the company's share options schemes as approved by the shareholders of the company on 30 August 2013 (the "2013 Share Option Scheme") and on 31 May 2023 (the "2023 Share Option Scheme"), respectively. During the reporting year, the 2013 Share Option Scheme has been terminated by the adoption of the 2023 Share Option Scheme and a total of 900,000 share options were cancelled under the 2013 Share Option Scheme. No share option under the 2023 Share Option Scheme has been granted, exercised, lapsed or cancelled and there was no outstanding option under the 2023 Share Option Scheme during the year ended 31 December 2023.

Details of the 2013 Share Option Scheme and the 2023 Share Option Scheme are set out in note 27 to the consolidated financial statements.

Summary of the 2013 Share Option Scheme

1. Purpose of the 2013 Share Option Scheme

- (a) To enable the company to grant options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the group or any invested entity, an entity in which the group holds an equity interest ("Invested Entity").
- (b) To motivate the eligible participants to continue to optimize their performance and efficiency for better serving the group, as well as to attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the group.

2. Participants of the 2013 Share Option Scheme

Eligible participants of the 2013 Share Option Scheme refer to any full time or part time employees of the group or any Invested Entity (including any directors, whether executive or non-executive and whether independent or not, of the company or any subsidiary or any Invested Entity), any holder of any securities issued by the group, and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the group or any Invested Entity or any person who, in the sole discretion of the board, has contributed or may contribute to the group or any Invested Entity.

購股權計劃 (續)

二零一三年購股權計劃概要 (續)

3. (a) 於二零二三年一月一日及二零二三年十二月三十一日，根據二零一三年購股權計劃的授權可供授出的購股權數目分別為17,433,944份及零份。
- (b) 二零一三年購股權計劃下並無服務供應商分項限額。
- (c) 於本報告年度可就根據二零一三年購股權計劃授出的購股權發行的股份數目除以該年度已發行的相關類別股份的加權平均數為1.98%。
- (d) 於本年報日期，根據二零一三年購股權計劃可供發行的股份總數為13,900,000股，佔已發行股份的百分比為1.98%。

4. 二零一三年購股權計劃下每名參與者可獲授之最高限額：

在截至授出當日止任何十二(12)個月期間內，於行使向各合資格參與者或承授人授出之購股權（包括已行使及尚未行使之購股權）後已發行及將予發行之股份總數，不得超過已發行股份之1%。

5. 承授人可根據二零一三年購股權計劃行使購股權的期限：

在二零一三年購股權計劃條款之規限下，購股權可於董事提呈要約時為承授人釐定及告知之期間內任何時間全數或部份獲行使，惟有關期間不得超過特定購股權授出日期起計10年。二零一三年購股權計劃並無訂明購股權須持有之最短期間，或於根據二零一三年購股權計劃之條款可行使購股權前必須達致之表現目標。

SHARE OPTION SCHEME (continued)

Summary of the 2013 Share Option Scheme (continued)

3. (a) The number of share options available for grant under the mandate of the 2013 Share Option Scheme as at 1 January 2023 and 31 December 2023 were 17,433,944 and nil, respectively.
- (b) There was no service provider sublimit under the 2013 Share Option Scheme.
- (c) The number of shares that may be issued in respect of share options granted under the 2013 Share Option Scheme during the reporting year divided by the weighted average number of shares of the relevant class in issue for the year was 1.98%.
- (d) At as the date of this annual report, the total number of shares available for issue under the 2013 Share Option Scheme was 13,900,000 and the percentage of the issued shares that it represents was 1.98%.

4. Maximum entitlement of each participant under the 2013 Share Option Scheme:

The total number of shares issued and to be issued upon exercise of the share options granted to each eligible participant or grantee (including exercised and outstanding share options) in any twelve (12)-month period up to the date of grant shall not exceed 1% of the shares in issue.

5. Period within which the share option may be exercised by the grantee under the 2013 Share Option Scheme:

Subject to the terms of the 2013 Share Option Scheme, a share option may be exercised in whole or in part at any time during the period to be determined and notified by the directors to the grantee thereof at the time of making an offer provided that such period shall not exceed a period of 10 years from the date of grant of the particular option. There is no specific minimum period under the 2013 Share Option Scheme for which a share option must be held or the performance target which must be achieved before a share option can be exercised under the terms of the 2013 Share Option Scheme.

購股權計劃 (續)

二零一三年購股權計劃概要 (續)

6. 根據二零一三年購股權計劃授出的購股權的歸屬期：

歸屬期為自授予日期起計2年，有效期10年。

7. 申請或接納購股權時應付價格以及必須或可以作出付款或通知付款或必須償還用於該等用途的貸款的期限：

承授人須於接納購股權時支付1.00港元之不可退回名義代價。

8. 獲授購股權的行使價的釐定基準：

二零一三年購股權計劃項下購股權之行使價可由董事會全權酌情釐定，但於任何情況下將不會低於以下三者之最高者：(i)於聯交所之股份於要約日期（必須為營業日）在聯交所每日報價表所示之收市價；(ii)股份於緊接要約日期前五(5)個營業日在聯交所每日報價表所示之平均收市價；及(iii)股份於要約日期之面值。

二零一三年購股權計劃於二零二三年五月三十一日終止。在二零一三年購股權計劃終止後，將不再授出購股權，惟二零一三年購股權計劃的條款，以實現行使任何於購股權計劃終止前授出之購股權而必要者或可能根據二零一三年購股權計劃之規則另行規定者為限，仍具全面效力。

SHARE OPTION SCHEME (continued)

Summary of the 2013 Share Option Scheme (continued)

6. Vesting period of share options granted under the 2013 Share Option Scheme:

The vesting period is 2 years from the date of grant with 10 years of validity.

7. Price payable on application or acceptance of the share option and the period within which payments or calls must or may be made or loans for such purposes must be repaid:

A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of a share option.

8. Basis of determining the exercise price of options granted:

The exercise price for options under the 2013 Share Option Scheme may be determined by the board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date, which must be a business day; (ii) the average of the closing prices of the shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) business days immediately preceding the offer date; and (iii) the nominal value of the share on the offer date.

The 2013 Option Scheme was terminated on 31 May 2023. Upon termination of the 2013 Share Option Scheme, no further options could be granted but the provisions of the 2013 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2013 Share Option Scheme.

購股權計劃 (續)

二零二三年購股權計劃概要

1. 二零二三年購股權計劃之目的

激勵合資格參與者，以就本集團的利益及長遠發展及贏利能力優化其表現及效率，並吸納及挽留或者以其他方式保持本集團可用的最佳人員。

2. 二零二三年購股權計劃之參與者

(a) 本公司或其任何子公司的任何僱員（不論全職或兼職，包括任何執行或非執行或獨立或非獨立董事）（及包括根據二零二三年購股計劃獲授購股權作為與該等公司訂立僱傭合約的獎勵的人士）；

(b) 本公司的控股公司、同系子公司或關聯公司的任何董事或僱員；及

(c) 於本集團一般及日常業務過程中向本集團提供具持續或經常性質服務的任何人士，本集團確定，向其授出購股權符合本集團長遠增長的利益；

惟董事會可全權酌情釐定某參與者是否屬於上述類別。

3. (a) 於二零二三年一月一日及二零二三年十二月三十一日，根據二零二三年購股權計劃的授權可供授出的購股權數目分別為零份及70,154,344份。

(b) 於二零二三年一月一日及二零二三年十二月三十一日，根據二零二三年購股權計劃的服務供應商分項限額可供授出的購股權數目分別為零份及14,030,868份。

(c) 於本報告年度可就根據二零二三年購股權計劃授出的購股權發行的股份數目除以該年度已發行的相關類別股份的加權平均數為零。

(d) 於本年報日期，根據二零二三年購股權計劃可供發行的股份總數為70,154,344股，佔已發行股份的百分比為10%。

SHARE OPTION SCHEME (continued)

Summary of the 2023 Share Option Scheme

1. Purpose of the 2023 Share Option Scheme

To motivate the eligible participants to optimize their performance and efficiency for the benefit and long-term growth and profitability of the group and to attract and retain or otherwise maintain the best available personnel of the group.

2. Participants of the 2023 Share Option Scheme

(a) any employee (whether full-time or part-time, including any directors, whether executive or non-executive and whether independent or not) of the company or any of its subsidiaries (and including persons who are granted share options under the 2023 Share Option Scheme as an inducement to enter into employment contracts with these companies);

(b) any director or employee of the holding companies, fellow subsidiaries or associated companies of the company; and

(c) any person providing services to the group on a continuing or recurring nature in the ordinary and usual course of business of the group, the grant of share options to whom is in the interests of the long-term growth of the group as determined by the group;

provided that the board may have absolute discretion to determine whether or not one falls within the above categories.

3. (a) The number of share options available for grant under the mandate of the 2023 Share Option Scheme as at 1 January 2023 and 31 December 2023 were nil and 70,154,344, respectively.

(b) The number of share options available for grant under the service provider sublimit of the 2023 Share Option Scheme as at 1 January 2023 and 31 December 2023 were nil and 14,030,868, respectively.

(c) The number of shares that may be issued in respect of share options granted under the 2023 Share Option Scheme during the reporting year divided by the weighted average number of shares of the relevant class in issue for the year was nil.

(d) At as the date of this annual report, the total number of shares available for issue under the 2023 Share Option Scheme was 70,154,344 and the percentage of the issued shares that it represents was 10%.

購股權計劃 (續)

二零二三年購股權計劃概要 (續)

4. 二零二三年購股權計劃下每名參與者可獲授之最高限額：

於截至並包括有關授出日期的任何連續十二(12)個月期間，每名合資格參與者獲授的全部購股權(不包括根據二零二三年購股權計劃失效的任何購股權)獲行使而已發行及將予發行的股份之總數不得超過已發行股份的1%。

5. 承授人可根據二零二三年購股權計劃行使購股權的期限：

由董事會全權酌情釐定(惟該期限不得超過自購股權授出日期起10年)並由董事會作為購股權可行使的期限通知合資格參與者的期限(受制於董事會可能對行使購股權所施加的任何限制)。

6. 根據二零二三年購股權計劃授出的購股權的歸屬期：

自接納購股權要約之日起不少於十二(12)個月，倘承授人為董事或高級管理人員，則為薪酬委員會可能釐定的較短期限，在任何其他情況下，則為董事會可能釐定的較短期限。

7. 申請或接納購股權時應付價格以及必須或可以作出付款或通知付款或必須償還用於該等用途的貸款的期限：

合資格參與者在接納購股權要約時須向本公司支付不予退還款項1.00港元(或董事會釐定的以任何貨幣計值的不可退還面額)。

SHARE OPTION SCHEME (continued)

Summary of the 2023 Share Option Scheme (continued)

4. Maximum entitlement of each participant under the 2023 Share Option Scheme:

The total number of shares issued and to be issued upon the exercise of all share options granted to each eligible participant (excluding any share options lapsed in accordance with the terms of the 2023 Share Option Scheme) in any period of twelve (12) consecutive months up to and including the date of such grant shall not exceed 1% of the shares in issue.

5. Period within which the share option may be exercised by the grantee under the 2023 Share Option Scheme:

A period to be determined by the board at its absolute discretion (provided that the period shall not be more than 10 years from the date of grant of share options) and notified by the board to an eligible participant as the period during which a share option may be exercised (subject to any restrictions on the exercise of the share option as may be imposed by the board).

6. Vesting period of share options granted under the 2023 Share Option Scheme:

Not less than twelve (12) months from the date of acceptance of an offer of the share option or such shorter period as may be determined by the Remuneration Committee if the grantee is a director or a senior manager, or by the board in any other case.

7. Price payable on application or acceptance of the share option and the period within which payments or calls must or may be made or loans for such purposes must be repaid:

A non-refundable amount of HK\$1.00 (or such non-refundable nominal sum in any currency as the board may determine) shall be paid by an eligible participant in favour of the company on acceptance of an offer of the share option.

購股權計劃 (續)

二零二三年購股權計劃概要 (續)

8. 獲授購股權的行使價的釐定基準：

獲授購股權的行使價須由董事會釐定，且最少須為以下三者之較高者：(a)於要約日期（須為營業日）聯交所每日報價表所示股份之收市價；及(b)緊接要約日期前五個營業日聯交所每日報價表所示股份之平均收市價；或（如適用）根據上市規則不時調整之有關價格。

9. 除非另行註銷或修訂，否則二零二三年購股權計劃將自二零二三年五月三十一日起計十年內維持有效。

管理合約

於本報告年度，本公司並無就整體業務或任何重要業務之管理及行政工作簽訂或存有任何合約。

董事購買股份或債權證之權利

除上文「購股權計劃」一段所披露者外，本公司及本公司任何子公司及其相關法團於本報告年度內任何時間概無訂立任何安排，容許董事或最高行政人員或任何彼等之配偶或18歲以下之子女以購買本公司或任何其他法人團體之股份或債權證的方式而獲益。除本年報所披露者外，概無董事或任何彼等之配偶或18歲以下之子女獲授予任何權利以認購本公司或其子公司之股份或債權證或於本報告年度內行使任何相關權利。

SHARE OPTION SCHEME (continued)

Summary of the 2023 Share Option Scheme

8. Basis of determining the exercise price of options granted:

The exercise price of share options granted shall be determined by the board and shall at least be the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the offer date, which shall be a business day; and (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date; or (where applicable) such price as from time to time adjusted in accordance with the Listing Rules.

9. Unless otherwise cancelled or amended, the 2023 Share Option Scheme will remain in force for 10 years from 31 May 2023.

MANAGEMENT CONTRACTS

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

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Other than the paragraph headed "Share Option Scheme" as disclosed above, at no time during the reporting year was the company and any of its subsidiaries of the company and its associated corporations a party to any arrangement to enable the directors or chief executive or any of their spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the company or any other body corporate. Save as disclosed in this annual report, none of the directors or any of their spouses or children under the age of 18 was granted any right to subscribe for the shares or debentures of the company or its subsidiaries or had exercised any such right during the reporting year.

購買股份之安排

於本報告年度內任何時間，本公司或其任何子公司或同系子公司概無訂立任何安排，容許董事以購買本公司或任何其他法人團體之股份的方式而獲益。

持續關連交易

1. 與鴻海的二零一五年框架協議

於二零一五年十二月二十三日，本公司與鴻海已訂立四份框架協議（各為「二零一五年框架協議」及統稱為「二零一五年框架協議」）。儘管鴻海根據上市規則當時並非本公司關連人士，本公司自願就二零一五年框架協議下擬進行之交易遵守申報、公告及獨立股東批准之規定，猶如鴻海根據上市規則第14A章為本公司關連人士。二零一五年框架協議包括(1)資訊科技系統運營及維護框架協議、(2)建設一擁有一運營及資訊科技項目框架協議、(3)採購框架協議及(4)銷售框架協議。根據該等框架協議，本集團已同意(i)向鴻海科技集團提供資訊科技支援及維護服務；(ii)向鴻海科技集團提供建設一擁有一運營及資訊科技項目服務；(iii)向鴻海科技集團購買企業級產品，包括但不限於通訊軟件、伺服器及相關硬件設備，主要用於提供各項資訊科技服務；及(iv)向鴻海科技集團銷售配套資訊科技產品。

2. 與鴻海的二零一七年框架協議

由於各份二零一五年框架協議的期限於二零一八年三月三十一日屆滿，而於財政年度結算日由三月三十一日更改為十二月三十一日後，本公司已於二零一七年九月二十二日訂立新框架協議（「二零一七年框架協議」），重續各份二零一五年框架協議項下擬進行的持續關連交易，年期為截至二零一八年、二零一九年及二零二零年十二月三十一日止三個財政年度。

ARRANGEMENTS TO PURCHASE SHARES

At no time during the reporting year was the company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors to acquire benefits by means of the acquisition of shares in the company or any other body corporate.

CONTINUING CONNECTED TRANSACTIONS

1. 2015 Framework Agreements with Hon Hai

On 23 December 2015, the company entered into four Framework Agreements (each a “2015 Framework Agreement” and collectively, the “2015 Framework Agreements”) with Hon Hai. Notwithstanding that Hon Hai was not a connected person of the company under the Listing Rules at that time, the company voluntarily complied with the reporting, announcement and Independent Shareholders’ approval requirements for the transactions contemplated under the 2015 Framework Agreements as if Hon Hai is a connected person of the company under Chapter 14A of the Listing Rules. The 2015 Framework Agreements consist of (1) the I.T. System Operation and Maintenance Framework Agreement, (2) the Build-Own-Operate and I.T. Project Framework Agreement, (3) the Procurement Framework Agreement and (4) the Sales Framework Agreement. Pursuant to the Framework Agreements, the group agreed to (i) provide I.T. support and maintenances services to Hon Hai Technology Group; (ii) provide build-own-operate and I.T. project services to Hon Hai Technology Group; (iii) purchase enterprise-level products including but not limited to communication software, servers and related hardware equipment from Hon Hai Technology Group to be used primarily for the provision of various I.T. services; and (iv) sell ancillary I.T. products to Hon Hai Technology Group.

2. 2017 Framework Agreements with Hon Hai

As the term of each of the 2015 Framework Agreements expired on 31 March 2018 and following the change of financial year end date from 31 March to 31 December, the company had on 22 September 2017 entered into the new framework agreements (“2017 Framework Agreements”) to renew the continuing connected transactions as contemplated under each of the 2015 Framework Agreements for a term of three financial years ended 31 December 2018, 2019 and 2020.

持續關連交易 (續)

3. 與鴻海的二零二零年框架協議

由於各份二零一七年框架協議的期限於二零二零年十二月三十一日屆滿，本公司已於二零二零年十二月七日訂立新框架協議（「二零二零年框架協議」），重續各份二零一七年框架協議項下擬進行的持續關連交易，年期為截至二零二一年、二零二二年及二零二三年十二月三十一日止三個財政年度。

二零二零年框架協議於二零二一年十二月三十一日至二零二三年十二月三十一日財政年度的年度上限如下：

| | | 資訊科技系統 運營及維護 I.T. System Operation and Maintenance 人民幣千元 RMB'000 | 建設—擁有 —運營及 資訊科技項目 Build-Own- Operate and I.T. Project 人民幣千元 RMB'000 | 採購 Procurement 人民幣千元 RMB'000 | 銷售 Sales 人民幣千元 RMB'000 |
|-------|------|--|--|---------------------------------------|---------------------------------|
| 二零二一年 | 2021 | 91,859 | 300,195 | 163,127 | 27,402 |
| 二零二二年 | 2022 | 110,231 | 360,234 | 195,752 | 32,882 |
| 二零二三年 | 2023 | 132,278 | 432,281 | 234,903 | 39,459 |

本集團於本報告年度與鴻海科技集團的持續關連交易年度上限及實際交易金額載列於下表。本集團持續關連交易的所有實際交易金額均未超出各自的年度上限。

The annual caps and actual transaction amount for the group's continuing connected transactions with Hon Hai Technology Group during the reporting year are set out in the table below. All the actual transaction amount of the group's continuing connected transaction did not exceed the respective annual caps.

| | 二零二三年 年度上限 Annual Caps for 2023 人民幣千元 RMB'000 | 二零二三年 實際交易金額 Actual Transaction Amount for 2023 人民幣千元 RMB'000 |
|------------------|--|--|
| 與鴻海科技集團 | | |
| 資訊科技系統運及維護 | 132,278 | 110,528 |
| 建造—擁有—運營及和資訊科技項目 | 432,281 | 211,055 |
| 採購 | 234,903 | 19,089 |
| 銷售 | 39,459 | 13,658 |

與鴻海科技集團

資訊科技系統運及維護
建造—擁有—運營及和資訊科技項目
採購
銷售

With Hon Hai Technology Group

I.T. System Operation and Maintenance 132,278 110,528
Build-Own-Operate and I.T. Project 432,281 211,055
Procurement 234,903 19,089
Sales 39,459 13,658



持續關連交易 (續)

3. 與鴻海的二零二零年框架協議 (續)

誠如本公司於二零二零年十二月二十九日刊發的通函所披露，二零二零年框架協議項下擬進行的交易亦須達成鴻海科技集團應佔收入少於本集團年度總收入之60%之條件(「條件」)。截至二零二三年十二月三十一日止年度，鴻海科技集團應佔實際收入佔總收入之49%。因此，我們於本報告年度已遵守條件。

獨立非執行董事已審閱及確認，於本報告年度所進行之全部持續關連交易均為(i)於本集團日常及一般業務過程中；(ii)按一般商業條款或更佳條款進行；及(iii)根據相關規管協議進行，且其條款誠屬公平合理，且符合本公司股東之整體利益。此外，根據上市規則第14A.56條，本公司核數師已向董事會提供無保留意見函件，當中載有彼等就本報告年度發生之持續關連交易之發現及結論。本公司已向聯交所提交核數師函件副本。

4. 與鴻海的二零二三年框架協議

由於各份二零二零年框架協議的期限於二零二三年十二月三十一日屆滿，本公司已於二零二三年十二月四日訂立新框架協議(「二零二三年框架協議」)，重續各份二零二零年框架協議項下擬進行的持續關連交易，年期為截至二零二四年、二零二五年及二零二六年十二月三十一日止三個財政年度。有關二零二三年框架協議的詳情，請參閱本公司日期分別為二零二三年十二月四日及二零二四年一月十五日的公告及通函。

二零二三年框架協議於二零二四年十二月三十一日至二零二六年十二月三十一日財政年度的年度上限如下：

| | | 資訊科技系統 運營及維護 I.T. System Operation and Maintenance 人民幣千元 RMB'000 | 建設—擁有一 運營及 資訊科技項目 Build-Own- Operate and I.T. Project 人民幣千元 RMB'000 | 採購 Procurement 人民幣千元 RMB'000 | 銷售 Sales 人民幣千元 RMB'000 |
|-------|------|--|--|---------------------------------------|---------------------------------|
| 二零二四年 | 2024 | 106,458 | 364,074 | 37,317 | 34,943 |
| 二零二五年 | 2025 | 127,750 | 436,889 | 44,780 | 41,931 |
| 二零二六年 | 2026 | 153,300 | 524,266 | 53,736 | 50,317 |

CONTINUING CONNECTED TRANSACTIONS

(continued)

3. 2020 Framework Agreements with Hon Hai (continued)

As disclosed in the circular issued by the company on 29 December 2020, the transactions as contemplated under the 2020 Framework Agreements are also subject to the condition that the revenue attributable to Hon Hai Technology Group will be less than 60% of the group's annual total revenue (the "Condition"). For the year ended 31 December 2023, the actual revenue attributable from Hon Hai Technology Group represented 49% of the total revenue. Thus we complied with the Condition for the reporting year.

The independent non-executive directors have reviewed and confirmed that all the continuing connected transactions taken place during the reporting year were (i) in the ordinary and usual course of business of the group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the same on terms that are fair and reasonable and in the interests of the company's shareholders as a whole. Moreover, the company's auditor has provided an unqualified letter to the board containing their findings and conclusions in respect of the continuing connected transactions taken place during the reporting year in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the company to the Stock Exchange.

4. 2023 Framework Agreements with Hon Hai

As the term of each of the 2020 Framework Agreements expired on 31 December 2023, the company had on 4 December 2023 entered into the new framework agreements ("2023 Framework Agreements") to renew the continuing connected transactions as contemplated under each of the 2020 Framework Agreements for a term of three financial years ending 31 December 2024, 2025 and 2026. For details of the 2023 Framework Agreements, please refer to the announcement and circular of the Company dated 4 December 2023 and 15 January 2024 respectively.

The annual caps of the 2023 Framework Agreements for the financial years from 31 December 2024 to 31 December 2026 are as follows:

持續關連交易 (續)

4. 與鴻海的二零二三年框架協議 (續)

根據有關二零二三年框架協議項下建議年度上限所進行之適用規模測試，截至二零二四年、二零二五年及二零二六年十二月三十一日止三個財政年度，由於就二零二三年框架協議項下擬進行之交易而言，二零二三年框架協議之建議年度上限之一項或多項適用百分比率按年度基準計算，預期將高於5%及多於10,000,000港元，二零二三年框架協議項下擬進行之交易須遵守上市規則第14A章項下之申報、年度審核、公告及獨立股東批准之規定。因此，股東特別大會已於二零二四年一月三十日召開，而獨立股東已於會上批准所有二零二零年框架協議。

除上文所披露者外，誠如合併財務報表附註33所披露，概無有關連方交易構成上市規則下須予披露不獲豁免關連交易或不獲豁免持續關連交易。董事確認，本公司已遵照上市規則第14A章，遵守披露規定。

主要股東的權益

於二零二三年十二月三十一日，就各董事所知，下列人士(本公司董事或最高行政人員除外)於股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉，或直接或間接擁有股份5%或以上之權益。

| 股東姓名／名稱 Name of Shareholder | 所持股份數目或 應佔所持股份數目 Number or attributable number of shares held | 權益性質 Nature of interests | 股權概約百分比或 應佔股權百分比 Approximate percentage or attributable percentage of shareholding |
|--------------------------------|--|--------------------------------|--|
| FSK Holdings Limited | 239,050,141 | 實益 Beneficial | 34.07% |
| FDG Fund, L.P. | 71,813,581 | 實益 Beneficial | 10.24% |
| Foxconn (Far East) Limited | 46,680,000 | 實益 Beneficial | 6.65% |

CONTINUING CONNECTED TRANSACTIONS

(continued)

4. 2023 Framework Agreements with Hon Hai (continued)

Based on the applicable size tests performed with respect to the proposed annual cap amounts under the 2023 Framework Agreements, as one or more of the applicable percentage ratios of the proposed annual caps of the 2023 Framework Agreements for the three financial years ending 31 December 2024, 2025 and 2026 for the transactions contemplated under the 2023 Framework Agreements are expected to be higher than 5% and more than HK\$10,000,000 on an annual basis, the transactions contemplated under the 2023 Framework Agreements are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules. As a result, a special general meeting was convened on 30 January 2024 where the Independent Shareholders approved all the 2020 Framework Agreements.

Save as disclosed above, none of the related party transactions as disclosed in Note 33 to the consolidated financial statements constituted disclosable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules. The directors confirm that the company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, to the best knowledge of the directors, the following parties (other than directors or chief executives of the company), had an interest or short position in the shares and underlying shares which are required to be disclosed to the company under the provision of Divisions 2 and 3 and Part XV of the SFO, or, who was, directly or indirectly, interested in 5% or more of the shares.

主要股東的權益 (續)

附註：

據董事作出一切合理查詢後所知，鴻海間接持有FSK Holdings Limited超過40%應佔股權。FSK Holdings Limited為注資FDG Fund L.P.總承擔約75%之有限合夥人。FSK Holdings Limited被視為擁有權益的239,050,141股股份包括FDG Fund, L.P.持有的71,813,581股股份。

FDG Fund, L.P.的普通合夥人為FDG Fund GP Limited，而FDG Fund GP Limited由謝迪洋先生控制，該前非執行董事謝先生於二零二零年十二月七日辭任。

Foxconn (Far East) Limited為鴻海之全資子公司。

除上述披露外，於二零二三年十二月三十一日，本公司未獲通知有任何超過股份5%或以上且已記錄入根據證券及期貨條例第336條須存置的名冊之權益。

公眾持股量之充足性

基於本年報刊發前最後實際可行日期本公司可公開獲得之資料並就其董事所知，本公司已於整個報告年度內維持足夠之公眾持股量。

企業管治常規、獨立非執行董事之獨立性、審核委員會

本公司之企業管治常規、獨立非執行董事之獨立性及審核委員會詳情載列於第15至35頁之企業管治報告。

審核委員會與管理層已審閱本集團於本報告年度之經審核財務報表及本集團採納的會計準則及慣例，並討論有關編製本報告年度內年度業績的風險管理、內部監控及財務報告事宜。

購買、出售或贖回本公司之上市證券

截至二零二三年十二月三十一日止年度，本公司或其子公司概無購買、出售或贖回任何本公司之上市證券(二零二二年：無)。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

(continued)

Notes:

To the best knowledge of the directors after having made all reasonable enquiries, Hon Hai indirectly holds more than 40% attributable equity interests in FSK Holdings Limited. FSK Holdings Limited is a limited partner of FDG Fund L.P. contributing to about 75% of its total commitment. The 239,050,141 shares FSK Holdings Limited is deemed to be interested in include the 71,813,581 shares held by FDG Fund, L.P.

General partner of FDG Fund, L.P. is FDG Fund GP Limited which, in turn, is controlled by Mr. TSE Tik Yang, Denis, a former non-executive director who resigned on 7 December 2020.

Foxconn (Far East) Limited is a wholly-owned subsidiary of Hon Hai.

Save as disclosed above, the company has not been notified of any other interest representing 5% or more of the shares and recorded in the register required to be kept under Section 336 of the SFO as at 31 December 2023.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the company and within the knowledge of the directors as at the latest practicable date prior to the issue of this annual report, the company has maintained a sufficient public float throughout the reporting year.

CORPORATE GOVERNANCE PRACTICE, INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS, AUDIT COMMITTEE

Details of the company's corporate governance practices, independence of independent non-executive directors and the Audit Committee are set out in the Corporate Governance Report on pages 15 to 35.

The Audit Committee has reviewed the audited financial statements of the group for the reporting year, the accounting principles and practices adopted by the group with the management and discussed risk management, internal controls and financial reporting matters related to the preparation of the annual results for the reporting year.

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

Neither the company nor its subsidiaries had purchased, sold or redeemed any of the company's listed securities during the year ended 31 December 2023 (2022: Nil).

稅務寬減

本公司並不知悉有任何股東因所持之股份而享有任何稅務寬減。謹此建議有意持有或投資本公司股份者如對認購、購買、持有、出售或買賣股份之稅務影響（包括稅務寬減）有任何疑問，應諮詢專業顧問。謹此強調本公司或董事或高級職員將不會就本公司股份持有人因認購、購買、持有、出售或買賣該等股份而承擔的任何稅務影響或負債接受任何責任。

核數師

財務報表已經由羅兵咸永道會計師事務所審核，該核數師將任滿告退，惟符合資格，願意膺選連任。

代表董事會
主席
張傳旺

香港，二零二四年三月二十六日

TAX RELIEF

The company is not aware of any relief from taxation available to the shareholders by reason of their holding of the shares. Intending holders and investors of the company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasised that neither the company nor its directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

AUDITOR

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the board
CHANG Chuan-Wang
Chairman

Hong Kong, 26 March 2024

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

致雲智匯科技服務有限公司股東
(於百慕達註冊成立的有限公司)

To the Shareholders of Maxnerva Technology Services Limited
(incorporated in Bermuda with limited liability)

意見

OPINION

我們已審計的內容

What we have audited

雲智匯科技服務有限公司(以下簡稱「貴公司」)及其子公司(以下統稱「貴集團」)列載於第95頁至200頁的合併財務報表,包括:

The consolidated financial statements of Maxnerva Technology Services Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 95 to 200, comprise:

- 於二零二三年十二月三十一日的合併資產負債表;
- 截至該日止年度的合併利潤表;
- 截至該日止年度的合併綜合收益表;
- 截至該日止年度的合併權益變動表;
- 截至該日止年度的合併現金流量表;及
- 合併財務報表附註,包括重大會計政策信息及其他解釋信息。

- the consolidated balance sheet as at 31 December 2023;
- the consolidated income statement for the year then ended;
- 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, comprising material accounting policy information and other explanatory information.

我們的意見

Our opinion

我們認為,該等合併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二零二三年十二月三十一日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

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 2023, 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.

意見的基礎

BASIS FOR OPINION

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在本報告「核數師就審計合併財務報表承擔的責任」一節作進一步闡述。

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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。

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立性

Independence

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。

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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期間合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對這些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營業及租賃應收賬項以及合約資產減值有關。

關鍵審計事項

Key Audit Matter

營業及租賃應收賬項以及合約資產減值

Impairment of trade and lease receivables and contract assets

請參閱合併財務報表附註3.1(b)，19及20。

Refer to Note 3.1(b), 19 and 20 to the consolidated financial statements.

於二零二三年十二月三十一日，貴集團錄得營業及租賃應收賬項以及合約資產總額分別約人民幣274,101,000元及人民幣1,452,000元，就此確認減值撥備約人民幣68,811,000元。

As at 31 December 2023, the Group had gross trade and lease receivables and contract assets of approximately RMB274,101,000 and RMB1,452,000, respectively, for which a provision for impairment of approximately RMB68,811,000 was recognised.

貴集團採用香港財務報告準則第9號簡化方法計量全部營業及租賃應收賬項以及合約資產的全期預期信貸虧損（「預期信貸虧損」）撥備。

The Group applied the HKFRS 9 simplified approach to measure lifetime expected credit losses (“ECL”) allowance for all trade and lease receivables and contract assets.

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 impairment of trade and lease receivables and contract assets.

我們的審計如何處理關鍵審計事項

How our audit addressed the Key Audit Matter

我們已進行以下程序以處理該關鍵審計事項：

We have performed the following procedures to address this key audit matter:

- 我們了解管理層對營業及租賃應收賬項以及合約資產預期信貸虧損的內部控制及評估程序，並透過考慮估計的不確定性程度及釐定將應用的假設涉及判斷，評估重大錯誤陳述的固有風險。
- We obtained an understanding of the management's internal control and assessment process of the ECL of trade and lease receivables and contract assets and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and the judgement involved in determining the assumptions to be applied.
- 我們評估及核查有關管理層的關鍵控制，包括賬齡分析審閱及對應收結餘的可收回性進行定期評估。
- We evaluated and tested the management's key controls, including aging analysis review and regular assessment performed on collectability of the receivable balances.

關鍵審計事項 (續)

KEY AUDIT MATTERS (continued)

關鍵審計事項

Key Audit Matter

我們的審計如何處理關鍵審計事項

How our audit addressed the Key Audit Matter

管理層通過將具有類似風險特徵之債務人分組進行總體評估，以估計虧損撥備。估計預期信貸虧損率乃基於不同組別的過往信貸虧損率，並已作出調整以反映就釐定客戶日後償付應收款項能力屬相關的宏觀經濟因素的現有及多項前瞻性資料。於評估預期信貸虧損估計是否充足時，管理層考慮償付模式、信貸狀態以及與客戶的持續貿易往來關係。

Management estimated the loss allowance by grouping together debtors with similar risk characteristics for collective assessment. The estimated ECL rates were based on historical credit loss rates for different groups and adjusted to reflect the current and multiple forward-looking information on macro-economic factors that are considered relevant to determine the ability of customers to settle the receivables in the future. In assessing the sufficiency of the ECL estimation, management considered factors including the settlement pattern, credit profile and on-going trading relationships with the customers.

就逾期已久且有已知流動資金問題或不回應債務追收活動之營業及租賃應收賬項以及合約資產而言，個別評估虧損撥備。

For trade and lease receivables and contract assets relating to accounts which are long overdue with known liquidity issue or non-response to collection activities, they are assessed individually for loss allowance.

- 我們評估 貴集團預期虧損撥備法的適當性、所採用的關鍵假設及釐定預期信貸虧損的模型所用歷史數據的可靠性。
- We assessed the appropriateness of the expected loss provisioning methodology of the Group, the key assumptions adopted and the reliability of the historical data used in determining expected credit losses.
- 我們依據發票、銀行通知書及其他相關文件，抽樣核查於計算虧損撥備所用之銷售付款情況及營業及租賃應收賬項以及合約資產的賬齡。
- We tested the payment profiles of sales and aging of trade and lease receivables and contract assets used in the calculation of loss allowance, on a sample basis, to invoices, bank advices and other relevant documents.
- 我們透過交叉核對假設的輸入數據（例如國內生產總值增長率及進口增長率等）及相關外部數據源或公開資料，評估管理層使用前瞻性資料的合理性。
- We assessed the reasonableness of the use of forward-looking information by management by cross checking the inputs of assumptions (e.g. GDP Growth rate and import growth rate, etc.) to the relevant external data sources or public available information.

關鍵審計事項 (續)

KEY AUDIT MATTERS (continued)

關鍵審計事項

我們的審計如何處理關鍵審計事項

Key Audit Matter

How our audit addressed the Key Audit Matter

我們關注審核營業及租賃應收賬項以及合約資產的減值，乃因為預期信貸虧損的估計面臨高度的估計不確定性及固有的主觀性風險。這涉及管理層對從不同來源選擇被認為適合其情況的內部及外部數據作出重大判斷，以釐定過往信貸虧損經驗，並就預期未來變動調整該經驗。

We focused on auditing the impairment of trade and lease receivables and contract assets because the estimation of ECL is subject to high degree of estimation uncertainty and inherent risk of subjectivity. It involved significant level of management judgement on the selection of internal and external data from various sources that were considered to be appropriate in their circumstances to establish the historical credit loss experience and to adjust this experience for expected future changes.

- 我們根據香港財務報告準則第9號評估有關營業及租賃應收賬項以及合約資產減值的披露是否充足。
- We assessed the adequacy of the disclosures related to impairment of trade and lease receivables and contract assets in the context of the HKFRS 9.

基於所履行政程序的結果，我們認為管理層對於營業及租賃應收賬項以及合約資產虧損撥備所採用的判斷及假設有已獲得的證據支持。Based on the procedures performed, we considered that management's judgements and assumptions applied in relation to the loss allowance of trade and lease receivables and contract assets were supportable by evidence obtained.

其他信息

OTHER INFORMATION

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，但不包括合併財務報表及我們的核數師報告。

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.

我們對合併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。

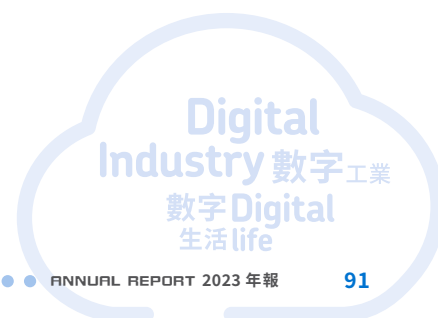
Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

結合我們對合併財務報表的審計，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合併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。

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.

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。

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.



董事及審核委員會就合併財務報表須承擔的責任

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合併財務報表，並對其認為為使合併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。

在擬備合併財務報表時，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。

核數師就審計合併財務報表承擔的責任

我們的目標，是對合併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，並出具載有我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（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合併財務報表使用者依賴合併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。

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.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, 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 HKSAAs 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.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

核數師就審計合併財務報表承擔的責任 (續)

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合併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。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。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醒使用者注意合併財務報表中的相關披露。假若有關披露不足，則我們應當修改我們的意見。我們的結論是基於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。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映有關交易和事項。
- 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，以便對合併財務報表發表意見。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。

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

(continued)

As part of an audit in accordance with HKSA's, we exercise professional 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.
- 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.

獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

核數師就審計合併財務報表承擔的責任 (續)

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、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。

我們還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，並與他們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。

從與審核委員會溝通的事項中，我們確定哪些事項對本期間合併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賴佩玲女士。

羅兵咸永道會計師事務所

執業會計師

香港，二零二四年三月二十六日

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

(continued)

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

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

From the matters communicated with the 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 Lai Pui Ling, Sandra.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 26 March 2024

合併利潤表

CONSOLIDATED INCOME STATEMENT

截至二零二三年十二月三十一日止年度

For the year ended 31 December 2023

| | | 附註 Note | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------------------------------|---|------------|------------------------------------|------------------------------------|
| 收入 | Revenue | 5 | 677,877 | 832,461 |
| 銷售成本 | Cost of sales | 7 | (581,098) | (705,313) |
| 毛利 | Gross profit | | 96,779 | 127,148 |
| 其他收入 | Other income | 6 | 2,578 | 2,662 |
| 其他(虧損)/收益,淨額 | Other (losses)/gains, net | 6 | (274) | 4,782 |
| 按公平值計入損益之金融資產之 公平值收益淨額 | Fair value gains on financial assets at fair value through profit or loss, net | 17 | 964 | 2,017 |
| 無形資產減值虧損 | Impairment loss on intangible assets | 13 | (10,634) | - |
| 金融資產虧損撥備撥回/(撥備) | Reversal of/(provision for) loss allowance for financial assets | 3.1(b)(ii) | 1,522 | (3,347) |
| 銷售及經銷開支 | Selling and distribution expenses | 7 | (37,163) | (36,964) |
| 一般及行政開支 | General and administrative expenses | 7 | (53,837) | (53,760) |
| 研發開支 | Research and development expenses | 7 | (9,017) | (10,142) |
| 經營(虧損)/溢利 | Operating (loss)/profit | | (9,082) | 32,396 |
| 融資收入—淨額 | Finance income – net | 9 | 1,636 | 1,404 |
| 分佔聯營公司之業績 | Share of results of associates | 16 | (4,730) | (3,317) |
| 投資一間聯營公司之減值虧損 | Impairment loss on investment in an associate | 16 | (2,019) | - |
| 除所得稅前(虧損)/溢利 | (Loss)/profit before income tax | | (14,195) | 30,483 |
| 所得稅開支 | Income tax expense | 10 | (2,636) | (2,653) |
| 年度(虧損)/溢利 | (Loss)/profit for the year | | (16,831) | 27,830 |
| | | | 二零二三年 2023 人民幣仙 RMB cents | 二零二二年 2022 人民幣仙 RMB cents |
| 本公司普通權益持有人 應佔(虧損)/溢利 之每股(虧損)/盈利 | (Loss)/earnings per share for (loss)/profit attributable to ordinary equity holders of the Company | | | |
| 每股基本(虧損)/盈利 | Basic (loss)/earnings per share | 12 | (2.40) | 3.97 |
| 每股攤薄(虧損)/盈利 | Diluted (loss)/earnings per share | 12 | (2.40) | 3.97 |

上述合併利潤表應連同隨附附註一併閱讀。

The above consolidated income statement should be read in conjunction with the accompany notes.

合併綜合收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零二三年十二月三十一日止年度

For the year ended 31 December 2023

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------|---|-----------------------------------|-----------------------------------|
| 年度(虧損)/溢利 | (Loss)/profit for the year | (16,831) | 27,830 |
| 其他綜合收益/(虧損): | Other comprehensive income/(loss): | | |
| 可能重新分類至損益之項目 | Item that may be reclassified to profit or loss | | |
| 外幣換算差額 | Currency translation differences | (735) | (2,747) |
| 可能不會重新分類至損益之項目 | Item that may not be reclassified to profit or loss | | |
| 外幣換算差額 | Currency translation differences | 2,036 | 13,126 |
| 年度其他綜合收益 | Other comprehensive income for the year | 1,301 | 10,379 |
| 年度總綜合(虧損)/收益 | Total comprehensive (loss)/income for the year | (15,530) | 38,209 |

上述合併綜合收益表應連同隨附附註一併閱讀。

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

合併資產負債表

CONSOLIDATED BALANCE SHEET

於二零二三年十二月三十一日

As at 31 December 2023

| | | 附註 Note | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|---|------------|-----------------------------------|-----------------------------------|
| 資產 | ASSETS | | | |
| 非流動資產 | Non-current assets | | | |
| 無形資產 | Intangible assets | 13 | 3,544 | 16,552 |
| 物業、機器及設備 | Property, plant and equipment | 14 | 6,491 | 8,395 |
| 使用權資產 | Right-of-use assets | 15 | 9,396 | 12,232 |
| 投資聯營公司 | Investments in associates | 16 | 399 | 7,138 |
| 按公平值計入損益之金融資產 | Financial assets at fair value through profit or loss | 17 | 76,608 | 74,560 |
| 營業及租賃應收賬項 | Trade and lease receivables | 20 | 3,629 | 4,869 |
| 遞延所得稅資產 | Deferred income tax assets | 23 | 7,317 | 4,952 |
| 預付款項及租賃按金 | Prepayments and rental deposits | 21 | 71 | 721 |
| 總非流動資產 | Total non-current assets | | 107,455 | 129,419 |
| 流動資產 | Current assets | | | |
| 存貨 | Inventories | 18 | 82,742 | 148,556 |
| 合約資產 | Contract assets | 19 | 1,452 | 17,099 |
| 營業及租賃應收賬項 | Trade and lease receivables | 20 | 201,661 | 215,432 |
| 預付款項、按金及其他應收款項 | Prepayments, deposits and other receivables | 21 | 37,057 | 48,967 |
| 現金及現金等價物 | Cash and cash equivalents | 22 | 189,756 | 166,866 |
| 總流動資產 | Total current assets | | 512,668 | 596,920 |
| 總資產 | Total assets | | 620,123 | 726,339 |
| 權益 | EQUITY | | | |
| 本公司擁有人應佔股本及儲備 | Capital and reserves attributable to owners of the Company | | | |
| 股本 | Share capital | 26 | 68,447 | 68,447 |
| 股份溢價 | Share premium | 26 | 213,865 | 213,865 |
| 儲備 | Reserves | 28 | 154,139 | 168,721 |
| 總權益 | Total equity | | 436,451 | 451,033 |

合併資產負債表

CONSOLIDATED BALANCE SHEET

於二零二三年十二月三十一日

As at 31 December 2023

| | | 附註 Note | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------|-------------------------------------|------------|-----------------------------------|-----------------------------------|
| 負債 | LIABILITIES | | | |
| 非流動負債 | Non-current liabilities | | | |
| 遞延所得稅負債 | Deferred income tax liabilities | 23 | 2,680 | 2,603 |
| 租賃負債 | Lease liabilities | 15 | 2,568 | 945 |
| 總非流動負債 | Total non-current liabilities | | 5,248 | 3,548 |
| 流動負債 | Current liabilities | | | |
| 應付營業賬項 | Trade payables | 24 | 109,696 | 168,081 |
| 應計費用及其他應付款項 | Accruals and other payables | 25 | 46,272 | 49,858 |
| 合約負債 | Contract liabilities | 19 | 11,331 | 37,015 |
| 租賃負債 | Lease liabilities | 15 | 3,082 | 8,548 |
| 應付稅項 | Tax payables | | 8,043 | 8,256 |
| 總流動負債 | Total current liabilities | | 178,424 | 271,758 |
| 總負債 | Total liabilities | | 183,672 | 275,306 |
| 總權益及負債 | Total equity and liabilities | | 620,123 | 726,339 |

上述合併資產負債表應連同隨附附註一併閱讀。

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

第95至200頁之合併財務報表由董事會於二零二四年三月二十六日批准及代其簽署。

The consolidated financial statements on pages 95 to 200 were approved by the Board of Directors on 26 March 2024 and were signed on its behalf.

張傳旺
主席

CHANG Chuan-Wang
Chairman

鄭宜斌
執行董事

CHENG Yee Pun
Executive Director

合併權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二三年十二月三十一日止年度

For the year ended 31 December 2023

| | | 本公司擁有人應佔 Attributable to owners of the Company | | | |
|--------------------------|--|---|---|---|--|
| | | 股本 Share capital 人民幣千元 RMB'000 (附註26) (Note 26) | 股份溢價 Share premium 人民幣千元 RMB'000 (附註26) (Note 26) | 儲備 Reserves 人民幣千元 RMB'000 (附註28) (Note 28) | 總權益 Total equity 人民幣千元 RMB'000 |
| 於二零二三年一月一日之結餘 | Balance at 1 January 2023 | 68,447 | 213,865 | 168,721 | 451,033 |
| 綜合虧損： | Comprehensive loss: | | | | |
| 年度虧損 | Loss for the year | - | - | (16,831) | (16,831) |
| 其他綜合收益： | Other comprehensive income: | | | | |
| 外幣換算差額 | Currency translation differences | - | - | 1,301 | 1,301 |
| 年度總綜合虧損 | Total comprehensive loss for the year | - | - | (15,530) | (15,530) |
| 以彼等為擁有人之身份與 擁有人進行之交易： | Transaction with owners in their capacity as owners: | | | | |
| 僱員購股權計劃 | Employee share option schemes | | | | |
| — 僱員服務價值 | — value of employee services | - | - | 948 | 948 |
| 以彼等為擁有人之身份與 擁有人進行之總交易 | Total transaction with owners in their capacity as owners | - | - | 948 | 948 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | 68,447 | 213,865 | 154,139 | 436,451 |
| 於二零二二年一月一日之結餘 | Balance at 1 January 2022 | 64,479 | 213,865 | 130,173 | 412,485 |
| 綜合收益： | Comprehensive income: | | | | |
| 年度溢利 | Profit for the year | - | - | 27,830 | 27,830 |
| 其他綜合收益： | Other comprehensive income: | | | | |
| 外幣換算差額 | Currency translation differences | - | - | 10,379 | 10,379 |
| 年度總綜合收益 | Total comprehensive income for the year | - | - | 38,209 | 38,209 |
| 以彼等為擁有人之身份與 擁有人進行之交易： | Transaction with owners in their capacity as owners: | | | | |
| 僱員購股權計劃 | Employee share option schemes | | | | |
| — 僱員服務價值 | — value of employee services | - | - | 339 | 339 |
| 以彼等為擁有人之身份與 擁有人進行之總交易 | Total transaction with owners in their capacity as owners | - | - | 339 | 339 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | 68,447 | 213,865 | 168,721 | 451,033 |

上述合併權益變動表應連同隨附附註一併閱讀。

The above consolidated statement of changes in equity should be read in conjunction with the accompany notes.

合併現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二三年十二月三十一日止年度

For the year ended 31 December 2023

| | | 附註 Note | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------------------------|---|------------|-----------------------------------|-----------------------------------|
| 經營活動之現金流量 | Cash flows from operating activities | | | |
| 經營活動所得之現金 | Cash generated from operations | 29(a) | 36,179 | 23,986 |
| 收取利息 | Interest received | | 1,842 | 1,918 |
| 已付所得稅款 | Income tax paid | | (5,242) | (3,834) |
| 經營活動所得之淨現金 | Net cash generated from operating activities | | 32,779 | 22,070 |
| 投資活動之現金流量 | Cash flows from investing activities | | | |
| 購買物業、機器及設備 | Purchase of property, plant and equipment | | (1,532) | (1,747) |
| 購買按公平值計入損益之 金融資產 | Purchase of financial assets at fair value through profit or loss | 17 | - | (21,000) |
| 向聯營公司注資資本 | Capital contribution to associates | 16 | - | (10,455) |
| 投資活動所用之淨現金 | Net cash used in investing activities | | (1,532) | (33,202) |
| 融資活動之現金流量 | Cash flows from financing activities | | | |
| 償還租賃負債之資本及 利息部分 | Repayment of capital and interest element of lease liabilities | 29(c) | (10,087) | (16,438) |
| 融資活動所用之淨現金 | Net cash used in financing activities | | (10,087) | (16,438) |
| 現金及現金等價物之 增加／(減少)淨額 | Net increase/(decrease) in cash and cash equivalents | | 21,160 | (27,570) |
| 於年初之現金及現金等價物 | Cash and cash equivalents at the beginning of the year | | 166,866 | 189,064 |
| 外幣匯兌變動對於現金及 現金等價物之影響淨額 | Effect of foreign exchange rate change on cash and cash equivalents, net | | 1,730 | 5,372 |
| 於年末之現金及現金等價物 | Cash and cash equivalents at the end of the year | 22 | 189,756 | 166,866 |

上述合併現金流量表應連同隨附附註一併閱讀。

The above consolidated statement of cash flows should be read in conjunction with the accompany notes.

合併財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 一般資料

雲智匯科技服務有限公司（「本公司」，連同其子公司稱為「本集團」）於一九九四年二月三日根據一九八一年百慕達公司法於百慕達註冊成立為獲豁免有限公司。其註冊辦事處地址為Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda。本公司股份自一九九四年四月十四日起在香港聯合交易所有限公司主板上市。

本集團的主要業務為銷售資訊科技產品及軟件應用產品以及向辦公、工業及零售客戶提供系統及網絡集成、資訊科技解決方案開發及實施，及相關維護服務。

除另外說明外，此等財務報表以人民幣（「人民幣」）呈報。

2 編製基準及會計政策變動

2.1 編製基準

(a) 符合香港財務報告準則及香港《公司條例》

本集團之合併財務報表乃根據香港會計師公會所頒佈的香港財務報告準則（「香港財務報告準則」）及香港《公司條例》第622章之披露規定編製。

香港財務報告準則包括以下權威文獻：

- 《香港財務報告準則》
- 《香港會計準則》
- 香港會計師公會制定的解釋。

1 GENERAL INFORMATION

Maxnerva Technology Services Limited (the “Company”, together with its subsidiaries, the “Group”), is a limited liability company incorporated in Bermuda on 3 February 1994 as an exempted company under Companies Act 1981 of Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda. The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 14 April 1994.

The Group is principally engaged in sales of I.T. products and software applications, and the provision of system and network integration, information technology solutions development and implementation, and related maintenance services to industrial, office and retail customers.

These financial statements are presented in Renminbi (“RMB”), unless otherwise stated.

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

2.1 Basis of preparation

(a) Compliance with HKFRS and HKCO

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) as issued by the Hong Kong Institute of Certified Public Accountants and disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRS comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards
- Interpretations developed by the Hong Kong Institute of Certified Public Accountants.

2 編製基準及會計政策變動 (續)

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (continued)

2.1 編製基準 (續)

2.1 Basis of preparation (continued)

(b) 歷史成本常規法

(b) Historical cost convention

合併財務報表乃根據歷史成本常規法編製，並就按公平值計入損益之金融資產之重估 (按公平值計量) 而作出修訂。

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair values.

編製符合香港財務報告準則之財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團會計政策過程中行使其判斷。涉及較高判斷或較為複雜的範疇，或涉及對綜合財務報表而言屬重大的假設及估計的範疇，於附註4披露。

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The area involving a higher degree of judgement or complexity or area where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(c) 本集團採納之新訂及經修訂準則

(c) New and amended standards adopted by the Group

本集團已於二零二三年一月一日開始之年度報告期間其應用下列新訂及經修訂準則：

The Group has applied the following new and amended standards for its annual reporting period commencing 1 January 2023:

| | |
|---|---|
| 香港會計準則第1號 及香港財務報告 準則實務聲明 第2號之修訂本 | 會計政策之披露 |
| 香港會計準則第8號 之修訂本 | 會計估計之定義 |
| 香港會計準則第12號 之修訂本 | 單一交易產生之資產 及負債相關遞延 稅項 |
| 香港會計準則第12號 之修訂本 | 國際稅務改革—第二 支柱模式規則 |
| 香港財務報告準則 第17號 | 保險合約 |
| 香港財務報告準則 第17號之修訂本 | 香港財務報告準則 第17號之修訂本 |
| 香港財務報告準則 第17號之修訂本 | 初步應用香港財務報 告準則第17號及 香港財務報告準 則第9號—比較資 料 |

| | |
|--|--|
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of accounting policies |
| Amendments to HKAS 8 | Definition of accounting estimates |
| Amendments to HKAS 12 | Deferred tax related to assets and liabilities arising from a single transaction |
| Amendments to HKAS 12 | International tax reform – pillar two model rules |
| HKFRS 17 | Insurance contracts |
| Amendments to HKFRS 17 | Amendments to HKFRS 17 |
| Amendments to HKFRS 17 | Initial application of HKFRS 17 and HKFRS 9 – comparative information |

管理層評估認為，上述新訂及經修訂準則並無對過往期間確認的金額產生任何影響，且預計不會對當期或日後期間產生重大影響。

The management assessed that the new and 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 編製基準及會計政策變動 (續)

2.1 編製基準 (續)

(d) 本集團尚未採納的經修訂準則及詮釋

本集團並未提早採納以下已頒佈但尚未於二零二三年一月一日開始的財政年度生效的經修訂準則及詮釋：

| | |
|-----------------------------|--|
| 香港會計準則第1號之修訂本 | 將負債分類為流動負債或非流動負債 ¹ |
| 香港會計準則第1號之修訂本 | 附帶契諾的非流動負債 ¹ |
| 香港會計準則第7號及香港財務報告準則第7號之修訂本 | 供應商融資安排 ¹ |
| 香港會計準則第16號之修訂本 | 售後租回的租賃負債 ¹ |
| 香港詮釋第5號 (經修訂) | 財務報表的呈列— 借入對含有按要求償還條款的定期貸款的分類 ¹ |
| 香港會計準則第21號之修訂本 | 缺乏可兌換性 ² |
| 香港財務報告準則第10號及香港會計準則第28號之修訂本 | 投資者與其聯營公司或合營公司之間之資產出售或注資 ³ |

- ¹ 於二零二四年一月一日或之後開始之年度期間生效。
- ² 於二零二五年一月一日或之後開始之年度期間生效。
- ³ 待定日期

本集團將於經修訂準則及詮釋生效時採納上述各項。本集團已開始評估採納以上經修訂準則及詮釋的相關影響，預期對本集團的合併財務報表概不會造成重大影響。

概無其他尚未生效且預期於當前或未來報告期間及於可預見未來將對實體產生重大影響的準則。

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(d) Amended standards and interpretation not yet adopted by the Group

The following amended standards and interpretation have been issued but are not effective for financial year beginning on 1 January 2023 and have not been early adopted by the Group.:

| | |
|--------------------------------------|--|
| Amendment to HKAS 1 | Classification of liabilities as current or non-current ¹ |
| Amendment to HKAS 1 | Non-current liabilities with covenants ¹ |
| Amendments to HKAS 7 and HKFRS 7 | Supplier finance arrangements ¹ |
| Amendment to HKAS 16 | Lease liability in a sale and leaseback ¹ |
| 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 |
| Amendments to HKAS 21 | Lack of exchangeability ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or contribution of assets between an investor and its associate or joint venture ³ |

- ¹ Effective for annual periods beginning on or after 1 January 2024
- ² Effective for annual periods beginning on or after 1 January 2025
- ³ A date to be determined

The Group will adopt the amended standards and interpretation when they become effective. The Group has already commenced an assessment of the related impact of adopting the above amended standards and interpretation, none of which is expected to have a significant effect on the consolidated financial statements of the Group.

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and in the foreseeable future.

3 財務風險管理

3.1 財務風險因素

本集團經營活動面對多項財務風險：市場風險（包括外匯風險及現金流量及公平值利率風險）、信貸風險及流動資金風險。本集團整體風險管理計劃針對難以預測的金融市場，以將對本集團財務表現的潛在不利影響降至最低。

管理層定期監察本集團之財務風險。使用衍生金融工具對沖若干風險受本公司董事會批准的本集團政策規管。本集團會按情況考慮訂立若干外匯遠期期權以管理其外匯風險。本集團並無使用衍生金融工具作投機活動。

(a) 市場風險

(i) 外匯風險

本集團業務主要位於香港、台灣、中國及美國，其大部分交易以港元、人民幣、美元（「美元」）、新台幣（「新台幣」）及歐元（「歐元」）結算。倘日後商業交易或已確認資產及負債以非公司功能貨幣之貨幣計值，則將會產生外匯風險。本集團面臨多種貨幣的外匯風險，主要為有關美元、新台幣及歐元的外匯風險。

管理層已訂立政策，要求集團公司管理與其功能貨幣有關的外匯風險。管理主要包括有關集團公司因銷售及購貨以非公司功能貨幣計值而引起之風險。本集團亦透過定期檢討本集團外匯淨額風險管理其外匯風險及考慮使用外匯合約管理外匯風險（如適合）。

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 and fair value interest-rate risks), 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 monitors the financial risks of the Group. The use of derivative financial instruments to hedge certain risk exposures is governed by the Group's policies approved by the Board of Directors of the Company. The Group would occasionally enter into certain foreign currency forwards options to manage its exchange risks. The Group does not use derivative financial instruments for speculative purposes.

(a) Market risk

(i) Foreign exchange risk

The Group mainly operates in Hong Kong, Taiwan, the PRC and the United States with most of the transactions settled in HK\$, RMB, United States dollars ("USD"), New Taiwanese dollars ("NTD") and Euro ("EUR"). Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group is exposed to foreign exchange risk from various currencies, primarily with respect to USD, NTD and EUR.

Management has a policy to require group companies to manage their foreign exchange risk against their functional currencies. It mainly includes managing the exposures arising from sales and purchases made by the relevant group companies in currencies other than their own functional currencies. The Group also manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and would consider the use of foreign exchange contracts to manage its foreign exchange risks, where appropriate.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

於二零二三年十二月三十一日，本集團之若干營業應收賬項及其他應收款項、現金及現金等價物及應付營業賬項及其他應付款項以外幣計值，詳情已於合併財務報表相關附註披露。

於二零二三年十二月三十一日，就功能貨幣為人民幣之集團成員公司而言，倘美元兌人民幣貶值／升值5%，而所有其他變數保持不變，年內除稅後虧損（二零二二年：除稅後溢利）將增加／減少約人民幣206,000元（二零二二年：減少／增加人民幣330,000元），主要由於換算以美元計值之銀行結餘導致外匯虧損／收益所致。

就功能貨幣為新台幣之集團成員公司而言，倘美元兌新台幣貶值／升值5%，而所有其他變數保持不變，年內除稅後虧損（二零二二年：除稅後溢利）將增加／減少約人民幣636,000元（二零二二年：減少／增加人民幣887,000元），主要由於換算以美元計值之銀行結餘之匯兌虧損／收益所致。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

As at 31 December 2023, certain of the Group's trade and other receivables, cash and cash equivalents and trade and other payables were denominated in foreign currencies, details of which have been disclosed in the respective notes to these consolidated financial statements.

As at 31 December 2023, for group companies with RMB as their functional currency, if USD had weakened/strengthened by 5% against the RMB, with all other variables held constant, post-tax loss (2022: post-tax profit) for the year would have been approximately RMB206,000 higher/lower (2022: RMB330,000 lower/higher), mainly as a result of foreign exchange losses/gains on translation of bank balances denominated in USD.

For a group company with NTD as its functional currency, if USD had weakened/strengthened by 5% against the NTD, with all other variables held constant, post-tax loss (2022: post-tax profit) for the year would have been approximately RMB636,000 higher/lower (2022 RMB887,000 lower/higher), respectively, mainly as a result of foreign exchange losses/gains on translation of bank balances denominated in USD.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

就功能貨幣為港元及新台幣的集團成員公司而言，倘若歐元兌港元及新台幣分別貶值／升值5%而所有其他變數維持不變，年內除稅後虧損（二零二二年：除稅後溢利）將增加／減少約人民幣128,000元（二零二二年：減少／增加人民幣195,000元），主要由於換算以歐元計值之銀行結餘及營業應收賬項之匯兌虧損／收益所致。

董事認為，基於聯繫匯率制度，港元兌美元相對穩定，因此，功能貨幣為港元之公司並不須承擔以美元計值之交易或結餘之任何重大外匯風險。因此，概無進行敏感度分析。

(ii) 現金流量及公平值利率風險

本集團的收入及經營現金流量大致獨立於市場利率變動。除銀行現金（詳情披露於附註22）外，本集團並無重大生息資產。本集團所涉及的利率變動風險主要來自租賃負債，有關詳情於附註15披露。按固定利率計息的租賃負債使本集團面臨公平值利率風險，惟管理層認為公平值利率風險並不重大。本集團並無利用任何利率掉期安排對沖利率風險。

由於本集團於二零二三年十二月三十一日並無重大計息負債，故概無呈列敏感度分析。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

For the group companies with HKD and NTD as their functional currencies, if EUR had weakened/strengthened by 5% against HKD and NTD respectively, with all other variables held constant, post-tax loss (2022: post-tax profit) for the year would have been approximately RMB128,000 higher/lower (2022: RMB195,000 lower/higher), mainly as a result of foreign exchange losses/gains on translation of bank balances and trade receivables denominated in EUR.

In the opinion of the directors, the HK\$ is reasonably stable with respect to the USD under the Linked Exchange Rate System, and accordingly, companies with HK\$ as their functional currency do not have any significant foreign exchange risk in respect of transactions or balances denominated in USD. Accordingly, no sensitivity analysis is performed.

(ii) Cash flow and fair value interest-rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group has no significant interest-bearing assets except for the cash at banks, details of which are disclosed in Note 22. The Group's exposure to changes in interest rates is mainly attributable to its lease liabilities, details of which are disclosed in Note 15. Lease liabilities carried at fixed rates expose the Group to fair value interest rate risk but management considers that the fair value interest rate risk is immaterial. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

No sensitivity analysis is presented as the Group did not have material interest bearing liabilities as at 31 December 2023.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

銀行現金、營業及租賃應收賬項以及合約資產、按金及按攤銷成本列賬之其他應收款項產生信貸風險。

(i) 風險管理

信貸風險乃按照組合方式管理。

本集團大部分銀行現金存於位於香港、中國及台灣的大型金融機構，屬於良好信譽及高信貸素質。管理層預期不會出現任何因該等對方不履約而產生的虧損。

信貸風險包括產生自風險集中及對方違約的風險。於二零二三年十二月三十一日，本集團有信貸集中風險，因為其五大客戶佔營業及租賃應收賬項以及合約資產總額44% (二零二二年：46%)。本集團亦已制訂政策保證銷售產品予有良好信貸記錄的客戶及本集團定期評估客戶的信貸記錄。本集團一般不會要求客戶提供抵押。

(ii) 減值

營業及租賃應收賬項及合約資產

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，對所有營業及租賃應收賬項及合約資產使用全期預期虧損計提撥備，惟該等進行個別測試的長期逾期且已知有流動資金問題或不回應債務追收活動之營業應收賬項除外。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

Credit risk arises from cash at banks, trade and lease receivables and contract assets, deposits and other receivables carried at amortised cost.

(i) Risk management

Credit risk is managed on a group basis.

The majority of the Group's cash at banks are deposited in major financial institutions located in Hong Kong, The PRC and Taiwan, which are in good reputation and high credit quality. Management does not expect any losses arising from non-performance by these counterparties.

Credit risk includes risks resulting from risks of concentration and counterparty default. As at 31 December 2023, the Group has concentration of credit risk as its top 5 trade debtors represent 44% (2022: 46%) of the total trade and lease receivables and contract assets. The group also has policies in place to ensure that sale of products are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. Normally the Group does not require collaterals from trade debtors.

(ii) Impairment

Trade and lease 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 and lease receivables and contract assets, except for those trade receivables which are long overdue with known liquidity issue or non-response to collection activities which are tested individually.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按個別基準計量預期信貸虧損

與已知存在財務困難或應收賬款收款存在重大疑慮的客戶有關的營業應收賬項進行個別評估以計提減值準備。於二零二三年十二月三十一日，該等個別評估營業應收賬項結餘人民幣61,610,000元（二零二二年：人民幣61,954,000元）已計提全數撥備。

按總體基準計量預期信貸虧損

本集團將其營業及租賃應收賬項及合約資產歸類，惟該等根據風險特徵單獨評估者除外。

預期虧損率乃基於二零二三年十二月三十一日之前36個月期間的銷售付款情況及該期間內所錄得之相應過往信貸虧損。過往虧損率乃經調整以反映影響客戶結清應收款項能力之宏觀經濟因素之現時及前瞻性資料。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on individual basis

Trade receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. As at 31 December 2023, full provision of these balances of individually assessed trade receivable of RMB61,610,000 (2022: RMB61,954,000) was provided.

Measurement of expected credit loss on collective basis

The Group categorises its trade and lease receivables and contract assets, except those individually assessed, based on the risk characteristics.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2023 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按總體基準計量預期信貸虧損 (續)

本集團按其客戶地理位置及信貸風險特徵將營業及租賃應收賬項及合約資產劃分為以下兩類：

- 第一類為於亞洲地區開展業務的客戶
- 第二類為於非亞洲地區開展業務的客戶

對於不同類型的客戶，本集團分別計算預期虧損率。

本集團已確定亞太名義國內生產總值、年度居民消費價格指數通脹及美國實際進口增長、德國往來賬戶結餘、俄羅斯商品出口等為最相關因素，並根據該等因素的預期變動相應調整歷史虧損率。

按此基準，於二零二三年及二零二二年十二月三十一日，營業及租賃應收賬項及合約資產的虧損撥備釐定如下。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on collective basis (continued)

The Group divided trade and lease receivables and contract assets into 2 categories by the geographic location of its customers and credit risk characteristic, as follow:

- Category 1 is for customers conducting business in Asia region
- Category 2 is for customers conducting business in non-Asia regions

With different types of customers, the Group calculated the expected loss rate respectively.

The Group has identified the Asia – Pacific Nominal GDP, annual CPI inflation and United States Real Imports Growth, Germany Current Account Balance, Russia Merchandise Exports, etc to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance as at 31 December 2023 and 2022 was determined as follows for both trade and lease receivables and contract assets.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按總體基準計量預期信貸虧損 (續)

第一類：於亞洲地區開展業務的客戶

| 於二零二三年十二月三十一日營業及租賃應收賬項及合約資產 | Trade and lease receivables and contract assets as at 31 December 2023 | 當期 | 最多三個月逾期 | 三至六個月逾期 | 六至十二個月逾期 | 十二個月以上逾期 | 總計 |
|-----------------------------|--|-----------------------------|---|--|---|---|---------------------------|
| | | Current 人民幣千元 RMB'000 | Up to 3 months past due 人民幣千元 RMB'000 | 3 to 6 months past due 人民幣千元 RMB'000 | 6 to 12 months past due 人民幣千元 RMB'000 | Over 12 months past due 人民幣千元 RMB'000 | Total 人民幣千元 RMB'000 |
| 預期虧損率 | Expected loss rates | 0.4% | 0.6% | 1.0% | 1.4% | 100% | |
| 賬面總值 | Gross carrying amount | 145,465 | 12,162 | 4,787 | 8,275 | 6,336 | 177,025 |
| 虧損撥備 | Loss allowance | (541) | (73) | (52) | (117) | (6,336) | (7,119) |
| 賬面淨值 | Net carrying amount | 144,924 | 12,089 | 4,735 | 8,158 | - | 169,906 |

| 於二零二二年十二月三十一日營業及租賃應收賬項及合約資產 | Trade and lease receivables and contract assets as at 31 December 2022 | 當期 | 最多三個月逾期 | 三至六個月逾期 | 六至十二個月逾期 | 十二個月以上逾期 | 總計 |
|-----------------------------|--|-----------------------------|---|--|---|---|---------------------------|
| | | Current 人民幣千元 RMB'000 | Up to 3 months past due 人民幣千元 RMB'000 | 3 to 6 months past due 人民幣千元 RMB'000 | 6 to 12 months past due 人民幣千元 RMB'000 | Over 12 months past due 人民幣千元 RMB'000 | Total 人民幣千元 RMB'000 |
| 預期虧損率 | Expected loss rates | 0.5% | 1.0% | 3.3% | 5.1% | 100% | |
| 賬面總值 | Gross carrying amount | 134,853 | 32,474 | 25,135 | 16,854 | 3,790 | 213,106 |
| 虧損撥備 | Loss allowance | (615) | (317) | (832) | (862) | (3,790) | (6,416) |
| 賬面淨值 | Net carrying amount | 134,238 | 32,157 | 24,303 | 15,992 | - | 206,690 |

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on collective basis (continued)

Category 1: Customers conducting business in Asia region

| 於二零二二年十二月三十一日營業及租賃應收賬項及合約資產 | Trade and lease receivables and contract assets as at 31 December 2022 | 當期 | 最多三個月逾期 | 三至六個月逾期 | 六至十二個月逾期 | 十二個月以上逾期 | 總計 |
|-----------------------------|--|-----------------------------|---|--|---|---|---------------------------|
| | | Current 人民幣千元 RMB'000 | Up to 3 months past due 人民幣千元 RMB'000 | 3 to 6 months past due 人民幣千元 RMB'000 | 6 to 12 months past due 人民幣千元 RMB'000 | Over 12 months past due 人民幣千元 RMB'000 | Total 人民幣千元 RMB'000 |
| 預期虧損率 | Expected loss rates | 0.5% | 1.0% | 3.3% | 5.1% | 100% | |
| 賬面總值 | Gross carrying amount | 134,853 | 32,474 | 25,135 | 16,854 | 3,790 | 213,106 |
| 虧損撥備 | Loss allowance | (615) | (317) | (832) | (862) | (3,790) | (6,416) |
| 賬面淨值 | Net carrying amount | 134,238 | 32,157 | 24,303 | 15,992 | - | 206,690 |

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按總體基準計量預期信貸虧損 (續)

第二類：於非亞洲地區開展業務的客戶

| | Trade and lease receivables and contract assets as at | 當期 | 最多三個月 | 三至六個月 | 六至十二個月 | 十二個月 | 總計 |
|-----------------------------|---|------------------|-------------------------|------------------------|-------------------------|-------------------------|------------------|
| | | | 逾期 | 逾期 | 逾期 | 逾期 | |
| 於二零二三年十二月三十一日營業及租賃應收賬項及合約資產 | 31 December 2023 | Current | Up to 3 months past due | 3 to 6 months past due | 6 to 12 months past due | Over 12 months past due | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 預期虧損率 | Expected loss rates | 0.2% | 1.0% | - | 100% | - | |
| 賬面總值 | Gross carrying amount | 36,512 | 403 | - | 3 | - | 36,918 |
| 虧損撥備 | Loss allowance | (75) | (4) | - | (3) | - | (82) |
| 賬面淨值 | Net carrying amount | 36,437 | 399 | - | - | - | 36,836 |
| 於二零二二年十二月三十一日營業及租賃應收賬項及合約資產 | 31 December 2022 | Current | Up to 3 months past due | 3 to 6 months past due | 6 to 12 months past due | Over 12 months past due | Total |
| | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 預期虧損率 | Expected loss rates | 0.3% | 1.6% | - | 100% | - | |
| 賬面總值 | Gross carrying amount | 26,650 | 4,215 | - | 6 | - | 30,871 |
| 虧損撥備 | Loss allowance | (89) | (66) | - | (6) | - | (161) |
| 賬面淨值 | Net carrying amount | 26,561 | 4,149 | - | - | - | 30,710 |

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on collective basis (continued)

Category 2: Customers conducting business in non-Asia regions



3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按總體基準計量預期信貸虧損 (續)

總計：

| | Trade and lease receivables and contract assets as at | 當期 | 最多三個月 | 三至六個月 | 六至十二個月 | 十二個月 | 總計 |
|-----------------------------|--|---------|-------------------------|------------------------|-------------------------|-------------------------|---------|
| | | | 逾期 | 逾期 | 逾期 | 以上逾期 | |
| 於二零二三年十二月三十一日營業及租賃應收賬項及合約資產 | 31 December 2023 | Current | Up to 3 months past due | 3 to 6 months past due | 6 to 12 months past due | Over 12 months past due | Total |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 預期虧損率 | Expected loss rates | 0.3% | 0.6% | 1.0% | 1.4% | 100% | |
| 賬面總值 | Gross carrying amount | 181,977 | 12,565 | 4,787 | 8,278 | 6,336 | 213,943 |
| 虧損撥備 | Loss allowance | (616) | (77) | (52) | (120) | (6,336) | (7,201) |
| 賬面淨值 | Net carrying amount | 181,361 | 12,488 | 4,735 | 8,158 | - | 206,742 |
| | | | | | | | |
| 於二零二二年十二月三十一日營業及租賃應收賬項及合約資產 | Trade and lease receivables and contract assets as at 31 December 2022 | 當期 | 最多三個月 | 三至六個月 | 六至十二個月 | 十二個月 | 總計 |
| | | Current | Up to 3 months past due | 3 to 6 months past due | 6 to 12 months past due | Over 12 months past due | Total |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 預期虧損率 | Expected loss rates | 0.4% | 1.0% | 3.3% | 5.1% | 100% | |
| 賬面總值 | Gross carrying amount | 161,503 | 36,689 | 25,135 | 16,860 | 3,790 | 243,977 |
| 虧損撥備 | Loss allowance | (704) | (383) | (832) | (868) | (3,790) | (6,577) |
| 賬面淨值 | Net carrying amount | 160,799 | 36,306 | 24,303 | 15,992 | - | 237,400 |

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on collective basis (continued)

Total:

| | Trade and lease receivables and contract assets as at | 當期 | 最多三個月 | 三至六個月 | 六至十二個月 | 十二個月 | 總計 |
|-----------------------------|---|---------|-------------------------|------------------------|-------------------------|-------------------------|---------|
| | | | 逾期 | 逾期 | 逾期 | 以上逾期 | |
| 於二零二二年十二月三十一日營業及租賃應收賬項及合約資產 | 31 December 2022 | Current | Up to 3 months past due | 3 to 6 months past due | 6 to 12 months past due | Over 12 months past due | Total |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| 預期虧損率 | Expected loss rates | 0.4% | 1.0% | 3.3% | 5.1% | 100% | |
| 賬面總值 | Gross carrying amount | 161,503 | 36,689 | 25,135 | 16,860 | 3,790 | 243,977 |
| 虧損撥備 | Loss allowance | (704) | (383) | (832) | (868) | (3,790) | (6,577) |
| 賬面淨值 | Net carrying amount | 160,799 | 36,306 | 24,303 | 15,992 | - | 237,400 |

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

營業及租賃應收賬項及合約資產 (續)

按總體基準計量預期信貸虧損 (續)

營業及租賃應收賬項及合約資產在沒有合理預期收回時予以撇銷。沒有合理預期收回的指標包括 (其中包括) 債務人未能對本集團作出還款計劃, 以及未能就逾期180天以上的期間支付合約款項。

營業及租賃應收賬項及合約資產的減值虧損於經營溢利內呈列為減值虧損淨額。其後收回先前已撇銷的金額則計入同一項目。

營業及租賃應收賬項虧損撥備及合約資產變動如下:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 於年初 | At the beginning of the year | 68,531 | 60,164 |
| 營業應收賬項虧損撥備 (撥回) / 撥備 | (Reversal of)/provision for loss allowance for trade receivables | (742) | 3,347 |
| 匯兌差額 | Exchange difference | 1,022 | 5,020 |
| 於年末 | At the end of the year | 68,811 | 68,531 |

截至二零二三年十二月三十一日止年度, 收回先前撇銷的營業應收賬項金額人民幣780,000元 (二零二二年: 無)。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Trade and lease receivables and contract assets (continued)

Measurement of expected credit loss on collective basis (continued)

Trade and lease receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 180 days past due.

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

Movement in the loss allowances for trade and lease receivables and contract assets is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 於年初 | At the beginning of the year | 68,531 | 60,164 |
| 營業應收賬項虧損撥備 (撥回) / 撥備 | (Reversal of)/provision for loss allowance for trade receivables | (742) | 3,347 |
| 匯兌差額 | Exchange difference | 1,022 | 5,020 |
| 於年末 | At the end of the year | 68,811 | 68,531 |

For the year ended 31 December 2023, there was a recovery of previously written off trade receivables amounted to RMB780,000 (2022: Nil)

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

(ii) 減值 (續)

按攤銷成本計量之其他金融資產

按攤銷成本計量之其他金融資產包括按金及其他應收款項(可收回稅項除外)。

按攤銷成本計量之其他金融資產之信貸質素乃參考有關交易對象違約率及交易對象財務狀況之歷史資料進行評估。管理層認為，自初步確認以來，其信貸風險並無顯著增加，且減值撥備乃根據十二個月的預期信貸虧損釐定。於二零二三年十二月三十一日，按攤銷成本計量之其他金融資產的虧損撥備為人民幣106,000元(二零二二年：人民幣103,000元)。

(c) 流動資金風險

審慎的流動資金管理指維持充足的現金及現金等價物，及透過充裕之已承擔信貸融資以維持可供動用資金，並計及一切有關日後業務環境的可獲取資料。

本集團的主要現金需求為添置物業、機器及設備、購買存貨、結算租賃負債、支付應付營業賬項及其他應付款項以及經營開支。本集團透過內部資源與銀行借貸的組合為其營運資本所需提供資金(如需要)。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment (continued)

Other financial assets at amortised costs

Other financial assets at amortised cost include deposits and other receivables (excluding tax recoverable).

The credit quality of other financial assets at amortised cost has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. Management considers that its credit risk has not increased significantly since initial recognition and the impairment provision is determined based on the 12-month expected credit loss. The loss allowance for other financial assets at amortised cost as at 31 December 2023 is RMB106,000 (2022: RMB103,000).

(c) Liquidity risk

Prudent liquidity management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities and takes into account all available information on future business environment.

The Group's primary cash requirements have been for additions of property, plant and equipment, purchase of inventories, settlement of lease liabilities, payment for trade and other payables and payment for operating expenses. The Group mainly finances its working capital requirements through a combination of internal resources and bank borrowings, as necessary.

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)

本集團的政策是定期監察當前及預期的流動資金需求以確保維持足夠現金及現金等價物以及足夠金額的已承擔信貸融資，以滿足短期及長期的流動資金所需。

下表載列根據由結算日至合約到期日的剩餘期間本集團相關到期類別的金融負債分析。下表披露的金額為基於本集團須作出償付的最早日日期計算的合約非貼現現金流量，包括使用合約利率計算的利息付款。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and adequate amount of committed credit facilities to meet its liquidity requirements in the short and long term.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows, including interest payments computed using contractual rates, based on the earliest date on which the Group can be required to pay.

| | | 一年內或 按要求 Within 1 year or on demand 人民幣千元 RMB'000 | 一年至兩年 Between 1 and 2 years 人民幣千元 RMB'000 | 總合約 現金流量 Total contractual cash flows 人民幣千元 RMB'000 | 賬面值 Carrying amount 人民幣千元 RMB'000 |
|-----------------------------|--|---|--|---|---|
| 金融負債及租賃負債之 合約到期日 | Contractual maturities of financial liabilities and lease liabilities | | | | |
| 於二零二三年十二月三十一日 | At 31 December 2023 | | | | |
| 應付營業賬項 | Trade payables | 109,696 | - | 109,696 | 109,696 |
| 應計費用及其他應付款項 | Accruals and other payables | 14,464 | - | 14,464 | 14,464 |
| 租賃負債 | Lease liabilities | 3,189 | 2,632 | 5,821 | 5,650 |
| | | 127,349 | 2,632 | 129,981 | 129,810 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | | | | |
| 應付營業賬項 | Trade payables | 168,081 | - | 168,081 | 168,081 |
| 應計費用及其他應付款項 | Accruals and other payables | 13,940 | - | 13,940 | 13,940 |
| 租賃負債 | Lease liabilities | 9,129 | 1,012 | 10,141 | 9,493 |
| | | 191,150 | 1,012 | 192,162 | 191,514 |

3 財務風險管理 (續)

3.2 公平值估計

下表按用以計量公平值之估值技術輸入數據層級對於二零二三年及二零二二年十二月三十一日按公平值列賬之金融工具進行分析。有關輸入數據在公平值層級中分類為以下三個層級：

層級一： 在活躍市場買賣的金融工具(如公開買賣衍生工具及股本證券)的公平值乃按於報告期末的市場報價釐定。本集團所持有金融資產採用的市場報價為當時買盤價。市場報價市場對利率及通脹上升等經濟環境變化。該等工具計入層級一。

層級二： 未在活躍市場買賣的金融工具(如場外衍生工具)的公平值採用估值技術釐定。該等估值技術盡量採用可觀察市場數據，並盡可能不倚賴實體特定估計。倘計算工具公平值所需的重大輸入數據均可觀察，則該工具計入層級二。

層級三： 倘一項或多項重大輸入數據並非以可觀察市場數據為基礎，則該工具計入層級三。

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Fair value estimation

The table below analyses financial instruments carried at fair value as at 31 December 2023 and 2022 by level of inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. The quoted market price already incorporates the market's assumptions with respect to changes in economic climate such as rising interest rates and inflation. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

3 財務風險管理 (續)

3.2 公平值估計 (續)

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Fair value estimation (continued)

| | | 層級三 Level 3 人民幣千元 RMB'000 |
|---------------|---|------------------------------------|
| 於二零二三年十二月三十一日 | At 31 December 2023 | |
| 按公平值計入損益之金融資產 | Financial assets at fair value through profit or loss | |
| – 非上市股本證券 | – Unlisted equity securities | 46,307 |
| – 非上市基金 | – Unlisted fund | 30,301 |
| | | 76,608 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | |
| 按公平值計入損益之金融資產 | Financial assets at fair value through profit or loss | |
| – 非上市股本證券 | – Unlisted equity securities | 44,404 |
| – 非上市基金 | – Unlisted fund | 30,156 |
| | | 74,560 |

年內，層級一及層級二之間公平值的計量概無轉撥(二零二二年：無)。截至二零二二年十二月三十一日止年度，有關轉入及轉出層級三的計量，請參閱下文(a)。

於二零二三年及二零二二年十二月三十一日，按公平值計入損益之金融資產乃參考市場法及資產淨值評估。

There were no transfer between level 1 and 2 for recurring fair value measurements during the year (2022: Nil). For transfer into and out of level 3 measurements during the year ended 31 December 2022 see (a) below.

Financial assets at fair value through profit or loss were valued as at 31 December 2023 and 2022 with reference to the market approach and net asset value.

3 財務風險管理 (續)

3.2 公平值估計 (續)

(a) 在層級三內的金融工具

並非於活躍市場買賣的金融工具的公平值採用估值技術釐定。該等估值技術最大限度使用可觀察市場數據(倘可獲得)，並盡可能少地依賴實體的特定估計。倘一項或多項重大輸入數據並非基於可觀察市場數據，則該工具計入層級三。

下表呈列截至二零二三年及二零二二年十二月三十一日止年度層級三工具之變動：

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Fair value estimation (continued)

(a) Financial instruments in level 3

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table presents the changes in level 3 instruments for the years ended 31 December 2023 and 2022.

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------|-----------------------|-----------------------------------|-----------------------------------|
| 於一月一日 | As 1 January | 74,560 | 44,276 |
| 由層級一轉入 | Transfer from Level 1 | - | 3,501 |
| 添置 | Addition | - | 21,000 |
| 公平值收益 | Fair value gains | 964 | 2,017 |
| 匯兌差額 | Exchange difference | 1,084 | 3,766 |
| 於十二月三十一日 | As 31 December | 76,608 | 74,560 |

3 財務風險管理 (續)

3.2 公平值估計 (續)

(a) 在層級三內的金融工具 (續)

下表概述層級三內公平值計量所用的重大非觀察輸入數據之定量資料：

| 描述 Description | 於二零二三年 十二月三十一日 的公平值 Fair value at 31 December 2023 RMB'000 人民幣千元 | 於二零二二年 十二月三十一日 的公平值 Fair value at 31 December 2022 RMB'000 人民幣千元 | 估值方法 Valuation technique | 非觀察輸入數據非觀察輸入數據範圍 Unobservable input and range of unobservable input |
|---------------------------------------|---|---|--|--|
| 非上市股本證券 Unlisted equity securities | 46,307 | 44,404 | 參考近期可比較公平交易及可比較公司的市值變動 (附註(i)) (二零二二年：參照近期可比較公平交易) Reference to comparable recent arm's length transactions and movement of market capitalisation of comparable companies (Note (i)) (2022: Reference to comparable recent arm's length transactions) | 可比較公司的市值變動越高，公平值越高 Higher of the movement of market capitalization of comparable companies, higher the fair value |
| 非上市基金 Unlisted fund | 30,301 | 30,156 | 資產淨值 (附註(ii)) Net asset value (Note (ii)) | 不適用 N/A |
| | 76,608 | 74,560 | | |

(i) 經參考於報告期可比較公平交易及可比較公司市值變動，本集團已釐定股本工具的公平值。

(ii) 本集團已釐定於報告期末，非上市基金投資的已報告資產淨值與公平值相若。

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Fair value estimation (continued)

(a) Financial instruments in level 3 (continued)

The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

(i) The Group has determined the fair value of the equity instruments with reference to comparable recent arm's length transactions and movement of market capitalization of comparable companies during the reporting period.

(ii) The Group has determined that the reported net assets value approximates fair value of the unlisted fund investment at the end of the reporting period.

3 財務風險管理 (續)

3.2 公平值估計 (續)

(b) 按攤銷成本計量之金融資產及負債之公平值

由於到期日較短，本集團流動金融資產(包括現金及現金等價物、營業及租賃應收賬項以及合約資產、按金及其他應收款項)之賬面值以及其流動金融負債(包括應付營業賬項、應計費用及其他應付款項及租賃負債)之賬面值，均與其公平值相若。非流動營業及租賃應收賬項、租賃按金及租賃負債之賬面值與其基於貼現現金流量估計的公平值相若。

(c) 抵銷金融資產及金融負債

本集團概無金融資產及金融負債須受抵銷、可執行總抵銷安排及類似協議的規限。

3.3 資本風險管理

本集團的資金管理目標是保障本集團能夠持續營運，為股東提供回報和為其他權益持有人提供利益，同時維持最佳的資本結構以減低資金成本。

本集團積極定期檢討及管理其資本架構，力求達到最佳的資本架構及股東回報；過程中，本集團考慮的因素計有：本集團日後的資本需求與資本效率、當前及預期的盈利能力、預期營運現金流量、預期資本開支及預期策略投資機會等。

為維持或調整資本架構，本集團可調整向股東派付的股息金額、向股東退還資本、發行新股份或獲取新銀行借款。

本集團利用資本負債比率監察資本。此比率按照債務淨額除以總資本計算。債務淨額為總借貸(包括合併資產負債表所列的即期及非即期貸款)減去現金及現金等價物。總資本為「權益」(如合併資產負債表所列)加上債務淨額。

於二零二三年及二零二二年十二月三十一日，本集團處於現金淨值狀況。

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Fair value estimation (continued)

(b) Fair value of financial assets and liabilities measured at amortised costs

The carrying amounts of the Group's current financial assets, including cash and cash equivalents, trade and lease receivables and contract assets, deposits and other receivables, and the Group's current financial liabilities including trade payables, accruals and other payables and lease liabilities, approximate their fair values due to their short maturities. The carrying amounts of non-current trade and lease receivables, rental deposits and lease liabilities approximate their fair values which are estimated based on the discounted cash flows.

(c) Offsetting financial assets and financial liabilities

The Group has no financial assets and financial liabilities, which is subject to offsetting, enforceable master netting arrangements and similar agreements.

3.3 Capital risk management

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

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

In order to maintain or adjust the capital structure, the Group may adjust the dividend payments to shareholders, return capital to shareholders, issue new shares or obtain new bank borrowings.

The Group also 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 (including current and non-current borrowings as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as "equity", as shown in the consolidated balance sheet, plus net debt.

As at 31 December 2023 and 2022, the Group was at net cash position.

4 重要會計估計及假設

估計會作持續評估，並以過往經驗和其他因素作為基礎，包括在有關情況下相信是合理之未來事件預期。

本集團對未來作出估計及假設。就定義而言，由此所得之會計估計極少與相關實際結果相等。以下所述為有相當風險的估計及假設，可導致須於下個財政年度對資產與負債之賬面值作重大調整。

(a) 營業及租賃應收賬項及合約資產之預期信貸虧損

根據有關違約風險及預期信貸虧損率之假設，本集團就營業及租賃應收賬項及合約資產計提虧損撥備。根據本集團過往歷史、現有市況之前瞻性估計，本集團於作出該等假設及選擇減值計算之輸入數據時使用判斷。所用之關鍵假設及輸入數據詳情披露於附註3.1(b)(ii)表格。

(b) 就資訊科技項目提供服務的收入確認

當合約結果能可靠估計時，本集團按報告期末合約活動之完成百分比確認所提供服務之若干收入。完成百分比按截至該日實際進行工作所產生合約成本佔交易項下將產生之估計合約總成本的比例，或按截至該日所提供服務價值佔交易項下將提供服務價值總值百分比計量。估計合約成本總值及／或完成百分比時須依據員工成本預算總額等重大假設。有關估計乃根據管理層過往經驗及知識作出。

4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Estimates 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) Expected credit loss of trade and lease receivables and contract assets

The Group makes loss allowance for trade and lease receivables and contract assets based on assumptions about risk of default and expected credit loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.1(b)(ii).

(b) Revenue recognition of rendering of services for I.T. Projects

The Group recognises certain revenue on the rendering of services by reference to the percentage of completion of the contract activity at the end of the reporting period, when the outcome of a contract can be estimated reliably. The percentage of completion is measured by reference to the proportion that contract costs incurred for work performed to date compared to the estimated total contract costs to be incurred under the transaction, or the value of services performed to date as a percentage of the value of total services to be performed under the transaction. Significant assumptions such as the total budgeted staff costs, are required to estimate the total contract costs and/or the percentage of completion. The estimates are made based on past experience and knowledge of management.

4 重要會計估計及假設 (續)

(c) 所得稅及遞延所得稅

本集團須在其子公司營運所在司法權區繳納所得稅。於釐定所得稅撥備時須作出重大判斷。有若干交易及計算無法確定最終稅款。本集團按是否須繳納額外稅項而確認預計稅務審核事宜的負債。倘該等事宜的最終稅務結果有異於最初記錄的數額，有關差額將會影響釐定有關數額期間的即期及遞延所得稅資產及負債。

本集團亦須繳納其他稅項與關稅。於釐定該等撥備時須作出重大判斷。倘該等事宜的最終稅務結果有異於實際結果，則有關差額將會影響所作撥備及於合併利潤表呈列之盈利。

(d) 按公平值計入損益之金融資產之公平值估計

並非於活躍市場交易按公平值計入損益之金融資產之公平值採用估值技術釐定。本集團使用其判斷選擇各種方法並作出假設，該等假設主要基於各報告期末存在之市況。所用之關鍵假設及該等假設變動之影響詳情披露於(附註3.2(a))。

(e) 存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中的估計售價，減去估計銷售開支。該等估計乃基於現時市況以及銷售類似性質產品的過往經驗。其可能因客戶喜好轉變及競爭對手因應嚴峻行業週期而採取的行動而出現重大變動。管理層於各報告日期重新評估該等估計。

4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS (continued)

(c) Income tax and deferred income tax

The Group is subject to income taxes in the jurisdictions where its subsidiaries operate. Significant judgement is required in determining provisions for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

The Group is also exposed to other taxes and duties. Significant judgement is required in determining these provisions. Where the final outcomes of these matters differ from the actual results, such difference will impact the provisions made and the earnings stated in the consolidated income statement.

(d) Estimation of the fair value of financial assets at fair value through profit or loss

The fair value of financial assets at fair value through profit or loss that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions (Note 3.2(a)).

(e) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. Management reassesses these estimates at each reporting date.

4 重要會計估計及假設 (續)

(f) 非金融資產的減值

於事件或情況發生變動，顯示賬面值可能無法完全收回時，非金融資產（包括無形資產、物業、機器及設備、使用權資產及投資聯營公司）須進行減值檢討。可收回金額按公平值減出售成本或使用價值中較高者計算。可收回金額的計算主要採用以管理層批准的財務預算及預測為依據的現金流量預測以及預測期末的估計終端價值。

編製獲批准預算所涵蓋期間內的現金流量預測涉及多項假設與估計。主要假設包括增長率及貼現率以反映所涉及風險。管理層編製反映實際與過往年度表現及市場發展預期的財務預算及預測。於現金流量預測中採用的主要假設須作出判斷才能確定，主要假設的變化可能影響此等現金流量預測，並因而影響減值檢討的結果。有關詳情，請分別參閱無形資產及聯營公司投資的減值評估附註13及16。

4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS *(continued)*

(f) Impairment of non-financial assets

Non-financial assets, including intangible assets, property, plant and equipment, right-of-use assets and investments in associates are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. The recoverable amounts are determined based on the higher of fair value less costs of disposal or value in use calculations. The recoverable amount calculations primarily use cash flow forecast based on financial budgets and forecasts approved by management and the estimated terminal value at the end of the forecast period.

There are a number of assumptions and estimates involved in the preparation of cash flow forecast for the period covered by the approved budgets. Key assumptions include the growth rates and discount rates to reflect the risks involved. Management prepares the financial budgets and forecasts reflecting actual and prior year performance and market development expectations. Judgement is required to determine key assumptions adopted in cash flow forecasts and changes to key assumptions could affect these cash flow forecasts and therefore the results of the impairment review. For details, see Note 13 and 16 for the impairment assessment for intangible assets and investments in associates, respectively.

5 收入及分部資料

主要營運決策人為執行董事（統稱為「**主要營運決策人**」），彼等作出策略性決定。主要營運決策人通過審閱本公司及其子公司的內部報告以評估業績表現並分配資源。管理層已根據本集團之發展計劃及向主要營運決策人提供之內部報告對經營分部作出判定。管理層決定將其經營分為以下三個分部：

1. 工業解決方案業務

- 提供智能製造解決方案及服務，以提高生產線、工廠設施及工業園區管理的有效性及效率。

2. 智慧辦公業務

- 提供採購及分銷知名品牌的智慧辦公設備，以及視訊會議相關解決方案。

3. 新零售業務

- 提供數字零售標牌解決方案。

本集團各營運分部均為策略性業務單位，由相關業務單位的領導人管理。主要營運決策人根據除所得稅前（虧損）／溢利之計量指標評估經營分部的表現。提供予主要營運決策人的其他資料乃以與合併財務報表一致的方式計量。

呈報分部的資產不包括統一管理的公司資產（主要包括公司的現金及現金等價物、物業、機器及設備、使用權資產、預付款項及其他應收款項、投資聯營公司、按公平值計入損益之金融資產以及遞延稅項資產）。呈報分部的負債不包括公司負債（主要包括租賃負債、應計費用、其他應付款項、遞延稅項負債以及應付稅項）。該等資產及負債為資產負債表合計的對賬部分。

5 REVENUE AND SEGMENT INFORMATION

The chief operating decision maker has been identified as the executive directors (collectively referred to as the “**Chief Operation Decision Maker**” or “**CODM**”) that make strategic decisions. The CODM reviews the internal reporting of the Company and its subsidiaries in order to assess performance and allocate resources. Management has determined the operating segment based on the Group’s development plan and the internal reporting provided to the CODM. The management determined to divide its operation into three segments as follows:

1. Industrial Solution Business

- The provision of smart manufacturing solutions and services to improve the effectiveness and efficiency of production lines, plant facilities and the management of industrial parks.

2. Smart Office Business

- The provision of sourcing and distribution of branded smart office equipment and video conference related solutions.

3. New Retail Business

- The provision of digital retail signage solutions.

Each of the Group’s operating segments represents a strategic business unit that is managed by the respective business unit leaders. CODM assesses the performance of the operating segments based on a measure of (loss)/profit before income tax. Other information provided to the CODM is measured in a manner consistent with that in the consolidated financial statements.

Assets of reportable segments exclude corporate assets (mainly including corporate cash and cash equivalents, property, plant and equipment, right-of-use assets, prepayments and other receivables, investment in associates, financial assets at fair value through profit or loss and deferred tax assets), all of which are managed on a central basis. Liabilities of reportable segments exclude corporate liabilities (mainly including lease liabilities, accruals, other payables, deferred tax liabilities and tax payables). These are part of the reconciliation to total balance sheet assets and liabilities.

5 收入及分部資料 (續)

5 REVENUE AND SEGMENT INFORMATION

(continued)

截至二零二三年十二月三十一日止年度
For the year ended 31 December 2023

| | | 工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|------------------------|--|--|---|---|---------------------------------|
| 收入 (附註a) | Revenue (Note a) | 406,549 | 266,130 | 5,198 | 677,877 |
| 呈報分部之業績 | Results of reportable segments | 41,126 | (27,944) | 1,067 | 14,249 |
| 呈報分部之業績與年度虧損之 對賬如下： | A reconciliation of results of reportable segments to loss for the year is as follows: | | | | |
| 呈報分部之業績 | Results of reportable segments | | | | 14,249 |
| 未分配收入／(開支) (附註b) | Unallocated income/(expenses) (Note b) | | | | (31,080) |
| 年度虧損 | Loss for the year | | | | (16,831) |
| 其他分部資料： | Other segment information: | | | | |
| 資本性支出 | Capital expenditures | 549 | 942 | - | 1,491 |
| 物業、機器及設備折舊 | Depreciation of property, plant and equipment | 3,042 | 312 | - | 3,354 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 6,015 | - | - | 6,015 |
| 無形資產攤銷 | Amortisation of intangible assets | 655 | 2,626 | - | 3,281 |
| 無形資產減值虧損 | Impairment loss on intangible assets | - | 10,634 | - | 10,634 |
| 金融資產虧損撥備／(撥回) | Provision for/(reversal of) loss allowance for financial assets | 7 | (1,529) | - | (1,522) |

5 收入及分部資料 (續)

5 REVENUE AND SEGMENT INFORMATION

(continued)

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

| | | 工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|------------------------|--|--|---|---|---------------------------------|
| 收入 (附註a) | Revenue (Note a) | 427,268 | 396,509 | 8,684 | 832,461 |
| 呈報分部之業績 | Results of reportable segments | 41,954 | 4,572 | 109 | 46,635 |
| 呈報分部之業績與年度溢利之 對賬如下： | A reconciliation of results of reportable segments to profit for the year is as follows: | | | | |
| 呈報分部之業績 | Results of reportable segments | | | | 46,635 |
| 未分配收入／(開支) (附註b) | Unallocated income/(expenses) (Note b) | | | | (18,805) |
| 年度溢利 | Profit for the year | | | | 27,830 |
| 其他分部資料： | Other segment information: | | | | |
| 資本性支出 | Capital expenditures | 1,646 | 35 | – | 1,681 |
| 物業、機器及設備折舊 | Depreciation of property, plant and equipment | 3,318 | 212 | – | 3,530 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 8,140 | – | – | 8,140 |
| 無形資產攤銷 | Amortisation of intangible assets | 1,055 | 3,414 | – | 4,469 |
| 金融資產虧損撥備 | Loss allowance for financial assets | 3,016 | 331 | – | 3,347 |

5 收入及分部資料 (續)

5 REVENUE AND SEGMENT INFORMATION

(continued)

附註：

Note:

(a) 分拆與客戶合約之收入

(a) Disaggregation of revenue from contracts with customers

本集團以下列主要產品線隨著時間及於某個時間點自轉讓貨品及服務產生收入：

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines:

| | | 截至二零二三年十二月三十一日止年度 For the year ended 31 December 2023 | | | |
|-------------|-------------------------------------|--|---|--|---------------------------------|
| 收入確認之時間 | Timing of revenue recognition | 工業解決方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 資訊科技項目 | I.T. projects | | | | |
| — 於某個時間點 | – At a point of time | 162,301 | 23,962 | 5,136 | 191,399 |
| — 隨著時間 | – Over time | 118,927 | 4,509 | 62 | 123,498 |
| 維修及諮詢服務 | Maintenance and consulting services | | | | |
| — 隨著時間 | – Over time | 109,655 | 33 | – | 109,688 |
| 銷售貨品 | Sales of goods | | | | |
| — 於某個時間點 | – At a point of time | 12,653 | 237,626 | – | 250,279 |
| 融資租賃收入 | Finance lease income | 297 | – | – | 297 |
| 經營租賃收入 (附註) | Operating lease income (Note) | 2,716 | – | – | 2,716 |
| | | 406,549 | 266,130 | 5,198 | 677,877 |

| | | 截至二零二二年十二月三十一日止年度 For the year ended 31 December 2022 | | | |
|-------------|-------------------------------------|--|---|--|---------------------------------|
| 收入確認之時間 | Timing of revenue recognition | 工業解決方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 資訊科技項目 | I.T. projects | | | | |
| — 於某個時間點 | – At a point of time | 172,998 | 46,446 | 8,342 | 227,786 |
| — 隨著時間 | – Over time | 165,856 | 20,077 | 342 | 186,275 |
| 維修及諮詢服務 | Maintenance and consulting services | | | | |
| — 隨著時間 | – Over time | 50,676 | 265 | – | 50,941 |
| 銷售貨品 | Sales of goods | | | | |
| — 於某個時間點 | – At a point of time | 33,787 | 329,721 | – | 363,508 |
| 融資租賃收入 | Finance lease income | 351 | – | – | 351 |
| 經營租賃收入 (附註) | Operating lease income (Note) | 3,600 | – | – | 3,600 |
| | | 427,268 | 396,509 | 8,684 | 832,461 |

5 收入及分部資料 (續)

附註：(續)

(a) 分拆與客戶合約之收入 (續)

附註：

經營租賃收入指主要由向客戶租賃伺服器及運行自動化系統而收取固定月租費用產生的收入。

按地理位置劃分之收入乃按服務及產品交付之目的地釐定。按客戶所在地區劃分的客戶收入分析如下：

5 REVENUE AND SEGMENT INFORMATION

(continued)

Note: (continued)

(a) Disaggregation of revenue from contracts with customers (continued)

Note:

Operating lease income represents the income mainly generated from leasing of servers, and operating the automated systems, to its customers by charging a fixed monthly rental charge.

Revenue by geographical location is determined by the destination where the services and products were delivered. Revenue from customers on the basis of customers' locations is analysed as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------|-------------------|-----------------------------------|-----------------------------------|
| 中國 | The PRC | 315,892 | 370,610 |
| 歐洲 | Europe | 108,508 | 157,711 |
| 美國 | The United States | 63,603 | 79,325 |
| 台灣 | Taiwan | 73,324 | 81,149 |
| 新加坡 | Singapore | 52,776 | 103,005 |
| 其他國家 | Other countries | 63,774 | 40,661 |
| | | 677,877 | 832,461 |

截至二零二三年十二月三十一日止年度，收入約人民幣91,564,000元（二零二二年：人民幣98,807,000元）來自一名單一客戶，佔本集團總收入14%（二零二二年：12%）。截至二零二三年十二月三十一日止年度，對本集團五大客戶之銷售總額佔本集團總收入約37%（二零二二年：40%）。

截至二零二三年十二月三十一日止年度，收入約人民幣335,241,000元（二零二二年：人民幣335,935,000元）來自關連人士鴻海精密工業股份有限公司及其集團公司，佔本集團總收入49%（二零二二年：40%）。

For the year ended 31 December 2023, revenue of approximately RMB91,564,000 (2022: RMB98,807,000), representing 14% (2022: 12%) of the Group's total revenue, is derived from a single customer. For the year ended 31 December 2023, sales to the five largest customers of the Group in total accounted for approximately 37% (2022: 40%) of the Group's total revenue.

For the year ended 31 December 2023, revenue of approximately RMB335,241,000 (2022: RMB335,935,000), representing 49% (2022: 40%) of the Group's total revenue, is derived from related parties, Hon Hai Precision Industry Company Limited and its group companies.

5 收入及分部資料 (續)

附註：(續)

(b) 未分配收入／(開支) 主要包括於企業層面產生的政府補助、融資收入、按公平值計入損益之金融資產之公平值收益淨額、僱員福利開支、物業、機器及設備折舊、使用權資產折舊、投資一間聯營公司之減值虧損、分佔聯營公司之業績、匯兌(虧損)／收益淨額、法律及專業費用、所得稅開支及其他營運開支。

經營分部之業績與年度(虧損)／溢利總額對賬如下：

5 REVENUE AND SEGMENT INFORMATION

(continued)

Note: (continued)

(b) Unallocated income/(expenses) mainly include government subsidies, finance income, fair value gains on financial assets at fair value through profit or loss, net, employment benefit expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, impairment loss on investment in an associate, share of results of associates, net exchange (losses)/gains, legal and professional fees, income tax expense and other operating expenses incurred at corporate level.

A reconciliation of operating segments' results to total (loss)/profit for the year is provided as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------------------|---|-----------------------------------|-----------------------------------|
| 分部業績 | Segment results | 14,249 | 46,635 |
| 未分配收入／(開支)： | Unallocated income/(expenses): | | |
| — 政府補助 | — Government subsidies | 1,870 | 2,196 |
| — 融資收入 | — Finance income | 1,842 | 1,918 |
| — 按公平值計入損益之金融資產之 公平值收益淨額 | — Fair value gains on financial assets at fair value through profit or loss, net | 964 | 2,017 |
| — 匯兌(虧損)／收益淨額 | — Net exchange (losses)/gains | (214) | 5,854 |
| — 分佔聯營公司之業績 | — Share of results of associates | (4,730) | (3,317) |
| — 投資一間聯營公司之減值虧損 | — Impairment loss on investment in an associate | (2,019) | — |
| — 物業、機器及設備折舊 | — Depreciation of property, plant and equipment | (96) | (229) |
| — 使用權資產折舊 | — Depreciation of right-of-use assets | (2,874) | (2,794) |
| — 法律及專業費用 | — Legal and professional fees | (2,391) | (1,910) |
| — 僱員福利開支 | — Employment benefit expenses | (14,437) | (13,936) |
| — 核數師酬金 | — Auditors' remuneration | (2,562) | (2,138) |
| — 所得稅開支 | — Income tax expense | (2,636) | (2,653) |
| — 其他 | — Others | (3,797) | (3,813) |
| 年度(虧損)／溢利 | (Loss)/profit for the year | (16,831) | 27,830 |

截至二零二三年及二零二二年十二月三十一日止年度，所有資本性支出乃來自中國、台灣及美國。

During the year ended 31 December 2023 and 2022, all capital expenditure were incurred in the PRC, Taiwan and the United States.

5 收入及分部資料 (續)

5 REVENUE AND SEGMENT INFORMATION

(continued)

| | | 於二零二三年十二月三十一日 As at 31 December 2023 | | | |
|---------------|---|--|--|---|---------------------------------|
| | | 工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 分部資產 | Segment assets | | | | |
| 分部資產 | Segment assets | 188,496 | 146,315 | 625 | 335,436 |
| 其他未分配資產 (附註a) | Other unallocated assets (Note a) | | | | 284,687 |
| 合併資產負債表的總資產 | Total assets per consolidated balance sheet | | | | 620,123 |
| 分部負債 | Segment liabilities | | | | |
| 分部負債 | Segment liabilities | 72,526 | 57,515 | 4,370 | 134,411 |
| 其他未分配負債 (附註b) | Other unallocated liabilities (Note b) | | | | 49,261 |
| 合併資產負債表的總負債 | Total liabilities per consolidated balance sheet | | | | 183,672 |
| | | 於二零二二年十二月三十一日 As at 31 December 2022 | | | |
| | | 工業解決 方案業務 Industrial Solution Business 人民幣千元 RMB'000 | 智慧辦公業務 Smart Office Business 人民幣千元 RMB'000 | 新零售業務 New Retail Business 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
| 分部資產 | Segment assets | | | | |
| 分部資產 | Segment assets | 272,643 | 188,552 | 2,868 | 464,063 |
| 其他未分配資產 (附註a) | Other unallocated assets (Note a) | | | | 262,276 |
| 合併資產負債表的總資產 | Total assets per consolidated balance sheet | | | | 726,339 |
| 分部負債 | Segment liabilities | | | | |
| 分部負債 | Segment liabilities | 117,006 | 98,366 | 10,019 | 225,391 |
| 其他未分配負債 (附註b) | Other unallocated liabilities (Note b) | | | | 49,915 |
| 合併資產負債表的總負債 | Total liabilities per consolidated balance sheet | | | | 275,306 |

5 收入及分部資料 (續)

附註：

- (a) 於二零二三年及二零二二年十二月三十一日，其他未分配資產主要包括公司應用之現金及現金等價物、物業、機器及設備、使用權資產、預付款項及其他應收款項、投資聯營公司、按公平值計入損益之金融資產以及遞延稅項資產。

經營分部之資產與總資產對賬如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 呈報分部之分部資產 | Segment assets for reportable segments | 335,436 | 464,063 |
| 未分配資產 | Unallocated assets | | |
| – 現金及現金等價物 | – Cash and cash equivalents | 189,756 | 166,866 |
| – 物業、機器及設備 | – Property, plant and equipment | 1,102 | 934 |
| – 使用權資產 | – Right-of-use assets | 2,886 | 3,147 |
| – 預付款項及其他應收款項 | – Prepayments and other receivables | 6,619 | 4,679 |
| – 於聯營公司之投資 | – Investment in associates | 399 | 7,138 |
| – 按公平值計入損益之金融資產 | – Financial assets at fair value through profit or loss | 76,608 | 74,560 |
| – 遞延所得稅資產 | – Deferred income tax assets | 7,317 | 4,952 |
| 合併資產負債表的總資產 | Total assets per consolidated balance sheet | 620,123 | 726,339 |

年內，未分配資產內添置物業、機器及設備為人民幣41,000元（二零二二年：人民幣66,000元）。

於二零二三年及二零二二年十二月三十一日，本集團之大部分非流動資產位於中國，而其他則位於香港、台灣及美國。

5 REVENUE AND SEGMENT INFORMATION

(continued)

Notes:

- (a) As at 31 December 2023 and 2022, other unallocated assets mainly included cash and cash equivalents, property, plant and equipment, right-of-use assets, prepayments and other receivables, investment in associates, financial assets at fair value through profit or loss and deferred tax assets for corporate usage.

Operating segments' assets are reconciled to total assets as follows:

During the year, the addition to property, plant and equipment in unallocated assets was RMB41,000 (2022: RMB66,000).

At 31 December 2023 and 2022, majority of the Group's non-current assets were located in the PRC with others located in Hong Kong, Taiwan and the United States.

5 收入及分部資料 (續)

附註：(續)

- (b) 於二零二三年及二零二二年十二月三十一日，其他未分配負債主要包括公司應用之應計費用、其他應付款項、租賃負債、遞延稅項負債及應付稅項。

經營分部之負債與總負債對賬如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 呈報分部之分部負債 | Segment liabilities for reportable segments | 134,411 | 225,391 |
| 未分配負債 | Unallocated liabilities | | |
| — 應計費用及其他應付款項 | — Accruals and other payables | 35,858 | 36,019 |
| — 租賃負債 | — Lease liabilities | 2,680 | 3,037 |
| — 應付稅項 | — Tax payables | 8,043 | 8,256 |
| — 遞延所得稅負債 | — Deferred income tax liabilities | 2,680 | 2,603 |
| 合併資產負債表的總負債 | Total liabilities per consolidated balance sheet | 183,672 | 275,306 |

5.1 會計政策之收入確認

收入按已收或應收代價之公平值計量，代表貨品供應後應收回之款項。收入在扣除折扣、退貨和增值稅後列賬。本集團對於能可靠計量收入金額，且可能有未來經濟利益流入實體以及本集團以下各項業務符合特定條件時確認收入。

(a) 銷售貨品

本集團從事銷售資訊及科技產品，包括但不限於伺服器、顯示器、投影儀、大尺寸交互顯示器、電腦硬件及軟件，及其他物聯網產品。當產品的控制權轉移時（即產品已交付予客戶，客戶對產品的銷售渠道及價格有絕對酌情權，且概無可影響客戶接納產品的未履行義務時），銷售貨品獲確認。當產品已運送到指定地點，產品陳舊及遺失的風險已轉移至客戶，及客戶按照銷售合約接納產品，或接納條款已失效，或本集團有客觀證據證明所有接納標準均已達成時，交付即告完成。

5 REVENUE AND SEGMENT INFORMATION

(continued)

Notes: (continued)

- (b) As at 31 December 2023 and 2022, other unallocated liabilities mainly included accruals, other payables, lease liabilities, deferred tax liabilities and tax payables for corporate usage.

Operating segments' liabilities are reconciled to total liabilities as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 呈報分部之分部負債 | Segment liabilities for reportable segments | 134,411 | 225,391 |
| 未分配負債 | Unallocated liabilities | | |
| — 應計費用及其他應付款項 | — Accruals and other payables | 35,858 | 36,019 |
| — 租賃負債 | — Lease liabilities | 2,680 | 3,037 |
| — 應付稅項 | — Tax payables | 8,043 | 8,256 |
| — 遞延所得稅負債 | — Deferred income tax liabilities | 2,680 | 2,603 |
| 合併資產負債表的總負債 | Total liabilities per consolidated balance sheet | 183,672 | 275,306 |

5.1 Accounting policies of revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

(a) Sales of goods

The Group engages in sales of I.T products including but not limited to servers, monitors, projectors, large size interactive displays, computer hardwares and softwares, and other IoT products. Sales of goods are recognised when the control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

5 收入及分部資料 (續)

5.1 會計政策之收入確認 (續)

(a) 銷售貨品 (續)

應收賬款於貨品交付時獲確認。代價於此時成為無條件，原因是僅須經一段時間後有關款項便會到期。

(b) 資訊科技項目

有關資訊科技項目之收入乃來自為智能製造及其他物聯網應用開發訂制之軟件、平台及相關硬件提供服務。由於客戶同時收取及使用福利，收入乃根據至報告期末已提供之實際服務按將予提供之總服務之比例確認。此乃根據與總預期勞工時間相比所花費之實際勞工時間釐定。

有關提供服務之收入包括協定之合約金額。若干合約包括多項履約責任，例如銷售硬件、諮詢服務及相關安裝服務。倘合約包括多項履約責任，交易價格將根據獨立銷售價格分配予各項履約責任。倘無法直接觀察，其按照預期成本加利潤率進行估計。倘合約包括安裝硬件，硬件的收入於硬件交付時且合法所有權已轉移以及客戶已接納硬件時確認。

倘情況變動，收入、成本或完成進度的估計則會予以修訂。任何收入或成本估計的增加或減少於管理層獲知導致修訂的情況的期間反映於損益。

5 REVENUE AND SEGMENT INFORMATION

(continued)

5.1 Accounting policies of revenue recognition (continued)

(a) Sales of goods (continued)

Accounts receivable is recognised when the goods are delivered, this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) I.T. Project

Revenues from I.T. Project are generated from providing services for development of tailor-made software, platform and related hardware in smart manufacturing and other IoT applications. The revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously. This is determined based on the actual labour hours spent relative to the total expected labour hours.

The revenue of rendering of services comprises the agreed contract amount. Some contracts include multiple performance obligations, such as the sale of hardware, consultation services and related installation services. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. If contracts include the installation of hardware, revenue for the hardware is recognised at a point in time when the hardware is delivered, the legal title has passed and the customer has accepted the hardware.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

5 收入及分部資料 (續)

5.1 會計政策之收入確認 (續)

(b) 資訊科技項目 (續)

如屬固定價格合約，客戶按付款期支付固定金額。倘本集團提供之服務超逾付款，則確認合約資產。倘付款超逾所提供服務，則確認合約負債。

倘合約包括時薪，收入確認為本集團有權出具發票的金額。客戶按月或根據協定付款條款出具發票，代價於出具發票時支付。

(c) 維修及諮詢服務

維修及諮詢服務的收入乃按時間比例於合約期或於提供相關服務時確認 (於適當情況下)。

(d) 融資及經營租賃收入

融資及經營租賃收入的收入確認載於附註35.18。

(e) 融資部分

就向客戶轉讓所承諾商品或服務至客戶作出付款的期間超過一年之合約而言，交易價按貨幣之時間價值進行調整。就信貸期為30至90天之銷售而言，視為不存在任何融資部分，其符合市場慣例。

5 REVENUE AND SEGMENT INFORMATION

(continued)

5.1 Accounting policies of revenue recognition *(continued)*

(b) I.T. Project *(continued)*

In case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

If the contract includes an hourly fee, revenue is recognised in the amount to which the Group has a right to invoice. Customers are invoiced on a monthly basis or according to agreed payment terms and consideration is payable when invoiced.

(c) Maintenance and consulting services

Revenues from maintenance and consulting services are recognised on a time proportion basis over the period of the contract or when the relevant services have been rendered, as appropriate.

(d) Finance and operating lease income

The revenue recognition for the lease income under finance and operating leases are stated in Note 35.18.

(e) Financing components

For contracts where the period between the transfer of the promised goods or services to customers and payment by the customers exceeds one year, the transaction prices were adjusted for the time value of money. For the sales with credit terms ranging from 30 to 90 days, no element of financing is deemed present, which is consistent with market practice.

6 其他收入及其他(虧損)/收益，淨額 6 OTHER INCOME AND OTHER (LOSSES)/GAINS, NET

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|-----------------------------|-----------------------------------|-----------------------------------|
| 政府補助 | Government subsidies | 1,870 | 2,196 |
| 其他 | Others | 708 | 466 |
| 其他收入 | Other income | 2,578 | 2,662 |
| 匯兌(虧損)/收益淨額 | Net exchange (losses)/gains | (214) | 4,735 |
| 其他 | Others | (60) | 47 |
| 其他(虧損)/收益，淨額 | Other (losses)/gains, net | (274) | 4,782 |

7 按性質劃分之開支

7 EXPENSES BY NATURE

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------------------|--|-----------------------------------|-----------------------------------|
| 資訊科技項目之硬件及軟件成本及 銷售貨品成本 | Costs of hardware and software for I.T. projects and cost of goods sold | 480,771 | 593,666 |
| 僱員福利開支(包括董事酬金) (附註8) | Employment benefit expenses (including directors' emoluments) (Note 8) | 133,582 | 133,901 |
| 外包費用 | Sub-contracting fee | 790 | 1,088 |
| 物業、機器及設備折舊(附註14) | Depreciation of property, plant and equipment (Note 14) | 3,450 | 3,759 |
| 使用權資產折舊(附註15) | Depreciation of right-of-use assets (Note 15) | 8,889 | 10,934 |
| 與短期租賃有關之開支(附註15) | Expenses relating to short term leases (Note 15) | 98 | 64 |
| 交通費開支 | Travelling expenses | 5,737 | 5,089 |
| 法律及專業費用 | Legal and professional fees | 3,159 | 2,564 |
| 諮詢費 | Consultancy fees | 18,128 | 17,750 |
| 辦公室開支 | Office expenses | 3,215 | 3,898 |
| 無形資產攤銷(附註13) | Amortisation of intangible assets (Note 13) | 3,281 | 4,469 |
| 核數師酬金 | Auditors' remuneration | | |
| – 審核服務 | – Audit services | 2,562 | 2,138 |
| 存貨減值撥備(附註18) | Provision for impairment of inventories (Note 18) | 4,846 | 1,824 |
| 廣告開支 | Advertising expenses | 1,230 | 1,718 |
| 物流及倉庫開支 | Logistic and warehouse expenses | 4,525 | 12,045 |
| 其他開支 | Other expenses | 6,852 | 11,272 |
| | | 681,115 | 806,179 |
| 費用來源： | Representing: | | |
| 銷售成本 | Cost of sales | 581,098 | 705,313 |
| 銷售及經銷開支 | Selling and distribution expenses | 37,163 | 36,964 |
| 一般及行政開支 | General and administrative expenses | 53,837 | 53,760 |
| 研發開支 | Research and development expenses | 9,017 | 10,142 |
| | | 681,115 | 806,179 |

8 僱員福利開支

包括董事酬金之僱員福利開支如下：

8 EMPLOYMENT BENEFIT EXPENSES

Employment benefit expenses, including directors' emoluments, consist of:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|--|-----------------------------------|-----------------------------------|
| 薪金、工資及津貼 | Wages, salaries and allowances | 100,324 | 101,892 |
| 授予董事及僱員之購股權 | Share options granted to directors and employees | 948 | 339 |
| 花紅 | Bonus | 11,149 | 12,236 |
| 退休金成本－定額供款計劃 | Pension costs – defined contribution plans | 6,690 | 6,591 |
| 福利及其他利益 | Welfare and other benefits | 14,471 | 12,843 |
| | | 133,582 | 133,901 |

9 融資收入－淨額

9 FINANCE INCOME – NET

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 融資收入 | Finance income | | |
| 銀行存款利息收入 | Interest income from bank deposits | 1,842 | 1,918 |
| 融資成本 | Finance cost | | |
| 租賃負債利息開支 (附註15) | Interest expenses for lease liabilities (Note 15) | (206) | (514) |
| 淨融資收入 | Net finance income | 1,636 | 1,404 |

10 所得稅開支

本公司已獲豁免百慕達稅項。香港利得稅乃根據在香港產生或源自香港之估計應課稅溢利按16.5%（二零二二年：16.5%）之稅率提撥準備。截至二零二三年十二月三十一日止年度，中國、台灣及美國成立及營運之集團公司須繳付的企業所得稅稅率分別為25%、20%及30%（二零二二年：相同），惟以下訂明者除外。

根據高新技術企業稅務優惠政策，其中兩間中國子公司獲相關地方稅務局批准，由二零二三年至二零二五年享有優惠企業所得稅稅率15%。

10 INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda. Hong Kong profits tax has been provided for at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong. Group companies established and operating in the PRC, Taiwan and the United States are subject to corporate income tax at the rate of 25%, 20% and 30% (2022: same) respectively, for year ended 31 December 2023, except for those specified in below.

Two of the subsidiaries in the PRC were approved by the relevant local tax bureaus under the preferential tax policy for the high and new technology enterprises, and were entitled to a preferential corporate income tax rate of 15% from 2023 until 2025.

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------------|--|-----------------------------------|-----------------------------------|
| 當期稅項 | Current taxation | | |
| – 本年度 | – Current year | 4,102 | 9,304 |
| – 於過往年度撥備不足／(超額撥備) | – Under/(over)-provision in prior year | 839 | (1,820) |
| | | 4,941 | 7,484 |
| 遞延所得稅開支 (附註23) | Deferred income tax expenses (Note 23) | (2,305) | (4,831) |
| | | 2,636 | 2,653 |

截至二零二三年十二月三十一日止年度，本集團總收入少於7.50億歐元，本集團內所有實體的實際稅率超過15%，本集團並無經合組織第二支柱模式規則的相關當期或遞延稅項風險。

As the Group's total revenue is less than EUR 750million for the year ended 31 December 2023 and all entities within the Group have an effective tax rate that exceeds 15%, the Group has no related current or deferred tax exposure under OECD Pillar Two model rules.

10 所得稅開支 (續)

10 INCOME TAX EXPENSE (continued)

本集團除所得稅前(虧損)/溢利之稅項，與採用適用於合併實體虧損/溢利之加權平均稅率而產生之理論稅額之差額如下：

The taxation on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to loss/profits of the consolidated entities as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------------|--|-----------------------------------|-----------------------------------|
| 除所得稅前(虧損)/溢利 | (Loss)/profit before income tax | (14,195) | 30,483 |
| 按適用於相關司法權區溢利之 當地稅率計算之稅項 | Tax calculated at domestic tax rates applicable to profits in the respective jurisdiction | (5,661) | 6,147 |
| 毋須課稅之收入 | Income not subject to tax | (182) | (2,379) |
| 不可扣稅之支出 | Expenses not deductible | 5,366 | 866 |
| 報告的聯營公司業績 的稅務影響(除稅後) | Tax effects of associates' results reported, net of tax | 1,182 | 499 |
| 並無確認遞延所得稅之 其他暫時性差額 | Other temporary differences for which no deferred income tax were recognised | (14) | 14 |
| 終止確認先前確認的遞延稅項資產 | Derecognition of previously recognised deferred tax asset | 1,433 | - |
| 確認過往未能確認之 暫時性差額 | Recognition of temporary difference previously not recognised | 953 | (20) |
| 並無確認遞延所得稅資產之 稅項虧損 | Tax losses for which no deferred income tax assets were recognised | 871 | 51 |
| 預扣稅 | Withholding tax | - | 2,000 |
| 於過往年度撥備不足/(超額) | Under/(over)-provision for previous year | 839 | (1,820) |
| 稅務優惠 | Tax incentives | (2,151) | (2,705) |
| 所得稅開支 | Income tax expense | 2,636 | 2,653 |

遞延所得稅資產於稅項虧損結轉時確認，以有可能通過未來應課稅溢利變現相關稅務利益為限。於二零二三年十二月三十一日，本集團並無就稅項虧損人民幣20,996,000元(二零二二年：人民幣22,818,000元)確認遞延所得稅資產人民幣3,149,000元(二零二二年：人民幣3,423,000元)。此等未動用稅項虧損可就日後應課稅收入結轉。該等稅項虧損將於二零二四年至二零二八年屆滿(二零二二年：於二零二三年至二零二七年期間屆滿)。

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2023, the Group did not unrecognise deferred income tax assets of RMB3,149,000 (2022: RMB3,423,000) in respect of tax losses amounting to RMB20,996,000 (2022: RMB22,818,000). These unutilised tax losses can be carried forward against future taxable income. These tax losses will expire within 2024 to 2028 (2022: expire within 2023 to 2027).

若干於中國及台灣營運子公司之未匯出盈利之預扣稅稅率分別為5%及21%。於二零二三年十二月三十一日，並無就若干中國及台灣子公司之未匯出盈利人民幣125,115,000元(二零二二年：人民幣132,846,000元)確認應付之預扣稅的遞延所得稅項負債人民幣9,158,000元(二零二二年：人民幣9,616,000元)，原因為該等款項將用於再投資。

The withholding tax rate for unremitted earnings of certain subsidiaries operated in PRC and Taiwan are 5% and 21%, respectively. As at 31 December 2023, deferred income tax liabilities of RMB9,158,000 (2022: RMB9,616,000) have not been unrecognised for withholding tax that would be payable on the unremitted earnings of certain PRC and Taiwan subsidiaries of RMB125,115,000 (2022: RMB132,846,000) as such accounts will be reinvested.

10.1 當期所得稅的會計政策

期內所得稅開支或抵免指就當期應課稅收入按各司法權區之適用所得稅率計算的應付稅項，並就暫時性差額及未動用稅項虧損的遞延稅項資產及負債變動作出調整。

當期所得稅

當期所得稅開支乃按本公司子公司經營及產生應課稅收入的國家於報告期末已實行或大致已實行的稅法計算。管理層定期評估就適用稅項法規有待詮釋的情況的稅項申報所採取措施，並在適當情況下按預期將支付予稅務機構的款項為基準計提撥備。

當實體有法定執行權可抵銷資產與負債，並擬按淨額基準結算或同時變現資產及結算負債，則可將當期稅項資產與稅項負債互相抵銷。

當期及遞延稅項於損益中確認，惟倘與其他綜合收益或直接在權益確認的項目有關。在這種情況下，有關稅項亦分別在其他綜合收益或直接在權益確認。

10.1 ACCOUNTING POLICY FOR CURRENT INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

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

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

11 董事利益及權益 (依據香港《公司條例》(第622章) 第383條、《公司(披露董事利益資料)規則》(第622G章) 及香港上市規則披露要求)

11 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HONG KONG LISTING RULES)

(a) 董事及最高行政人員薪酬

(a) Directors' and chief executive's emoluments

截至二零二三年十二月三十一日止年度，本公司各董事之薪酬載列如下：

The remuneration of each of the directors of the Company for the year ended 31 December 2023 is set out below:

就個人擔任本公司或其子公司董事之已付或應付酬金
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking

| 董事姓名 Name of Director | 袍金 Fees 人民幣千元 RMB'000 | 薪金 Salary 人民幣千元 RMB'000 | 酬情花紅 Discretionary bonuses 人民幣千元 RMB'000 | 住房津貼 Housing allowance 人民幣千元 RMB'000 | 其他福利之 估計幣值 Estimated money value of other benefits 人民幣千元 RMB'000 | 僱主退休福利 計劃供款 Employer's contribution to a retirement benefit scheme 人民幣千元 RMB'000 | 就接納董事 職位已付或 應付薪酬 Remuneration paid or receivable in respect of accepting office as director 人民幣千元 RMB'000 | 就董事有關 本公司或 其子公司之管理 事務之其他服務 已付或應付薪酬 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 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|--|--------------------------------|----------------------------------|--|--|--|---|---|---|---------------------------------|
| | | | | | | | | | |
| 執行董事 Executive directors | | | | | | | | | |
| 簡宜彬先生 (附註i) Mr. CHIEN Yi-Pin (Note i) | - | - | - | - | - | - | - | - | - |
| 蔡力挺先生 Mr. CAI Liting (執行長) (Chief Executive Officer) (附註ii) (Note ii) | - | - | - | - | - | - | - | - | - |
| 高昭洋先生 (附註iii) Mr. KAO, Chao Yang (Note iii) | - | - | - | - | - | - | - | - | - |
| 鄭宜斌先生 Mr. CHENG, Yee Pun | - | 1,221 | 202 | - | - | 16 | - | - | 1,439 |
| 小計 Sub-total | - | 1,221 | 202 | - | - | 16 | - | - | 1,439 |
| 非執行董事 Non-executive directors | | | | | | | | | |
| PARK Ho Jin先生 Mr. PARK Ho Jin (Note v) (附註v) | - | - | - | - | - | - | - | - | - |
| Kim Hyun Seok先生 Mr. Kim Hyun Seok (Note vi) (附註vi) | - | - | - | - | - | - | - | - | - |
| 獨立非執行董事 Independent non-executive directors | | | | | | | | | |
| 甘志成先生 (附註viii) Mr. KAM Chi Sing (Note viii) | 28 | - | - | - | - | - | - | - | 28 |
| 鄧天樂先生 Mr. TANG Tin Lok Stephen (附註ix) (Note ix) | 81 | - | - | - | - | - | - | - | 81 |
| 簡已然先生 Mr. KAN Ji Ran Laurie | 108 | - | - | - | - | - | - | - | 108 |
| 張曉泉教授 Prof. ZHANG Xiaquan | 108 | - | - | - | - | - | - | - | 108 |
| 小計 Sub-total | 325 | - | - | - | - | - | - | - | 325 |
| 總計 Total | 325 | 1,221 | 202 | - | - | 16 | - | - | 1,764 |

11 董事利益及權益 (依據香港《公司條例》(第622章) 第383條、《公司(披露董事利益資料)規則》(第622G章) 及香港上市規則披露要求) (續)

11 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HONG KONG LISTING RULES) (continued)

(a) 董事及最高行政人員薪酬 (續)

截至二零二二年十二月三十一日止年度，本公司各董事之薪酬載列如下：

(a) Directors' and chief executive's emoluments (continued)

The remuneration of each of the directors of the Company for the year ended 31 December 2022 is set out below:

就個人擔任本公司或其子公司董事之已付或應付酬金
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking

| 董事姓名 Name of Director | 袍金 Fees 人民幣千元 RMB'000 | 薪金 Salary 人民幣千元 RMB'000 | 酬情花紅 Discretionary bonuses 人民幣千元 RMB'000 | 住房津貼 Housing allowance 人民幣千元 RMB'000 | 其他福利之 估計幣值 Estimated money value of other benefits 人民幣千元 RMB'000 | 僱主退休福利 計劃供款 Employer's contribution to a retirement benefit scheme 人民幣千元 RMB'000 | 就接納董事 職位已付或 應付薪酬 Remuneration 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 人民幣千元 RMB'000 | 就董事有關 本公司或 其子公司之管理 事務之其他服務 已付或應付薪酬 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 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|--|--------------------------------|----------------------------------|--|---|--|---|--|--|---------------------------------|
| | | | | | | | | | |
| 執行董事 Executive directors | | | | | | | | | |
| 簡宜彬先生 (附註i) Mr. CHIEN Yi-Pin (Note i) | - | - | - | - | - | - | - | - | - |
| 蔡力挺先生 (執行長) (附註ii) Mr. CAI Liting (Chief Executive Officer) (Note ii) | - | - | - | - | - | - | - | - | - |
| 高昭洋先生 (附註iii) Mr. KAO, Chao Yang (Note iii) | - | - | - | - | - | - | - | - | - |
| 鄭宜斌先生 Mr. CHENG, Yee Pun | - | 1,105 | 205 | - | - | 15 | - | - | 1,325 |
| 小計 Sub-total | - | 1,105 | 205 | - | - | 15 | - | - | 1,325 |
| 非執行董事 Non-executive directors | | | | | | | | | |
| PARK Ho Jin先生 (附註v) Mr. PARK Ho Jin (Note v) | - | - | - | - | - | - | - | - | - |
| 獨立非執行董事 Independent non-executive directors | | | | | | | | | |
| 鄧天樂先生 (附註ix) Mr. TANG Tin Lok Stephen (Note ix) | 102 | - | - | - | - | - | - | - | 102 |
| 簡已然先生 Mr. KAN Ji Ran Laurie | 102 | - | - | - | - | - | - | - | 102 |
| 張曉泉教授 Prof. ZHANG Xiaoquan | 102 | - | - | - | - | - | - | - | 102 |
| 小計 Sub-total | 306 | - | - | - | - | - | - | - | 306 |
| 總計 Total | 306 | 1,105 | 205 | - | - | 15 | - | - | 1,631 |

11 董事利益及權益 (依據香港《公司條例》(第622章) 第383條、《公司(披露董事利益資料)規則》(第622G章) 及香港上市規則披露要求) (續)

11 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HONG KONG LISTING RULES) (continued)

(a) 董事及最高行政人員薪酬 (續)

附註i: 簡宜彬先生於二零二四年三月二十六日辭任執行董事。

附註ii: 蔡力挺先生於二零二四年三月二十六日辭任執行董事及執行長。

附註iii: 高照洋先生於二零二四年三月二十六日辭任執行董事。

附註iv: 張傳旺先生於二零二四年三月二十六日獲委任為執行董事。

附註v: PARK Ho Jin先生於二零二三年三月二十九日辭任非執行董事。

附註vi: KIM Hyun Seok先生於二零二三年三月二十九日獲委任為非執行董事。

附註vii: 龔培元先生及黃碧君女士於二零二四年三月二十六日獲委任為非執行董事。

附註viii: 甘志成先生於二零二三年九月二十八日獲委任為獨立非執行董事。

附註ix: 鄧天樂先生於二零二三年九月二十八日辭任獨立非執行董事。

(a) Directors' and chief executive's emoluments (continued)

Note i: Mr. CHIEN Yi-Pin resigned as an executive director on 26 March 2024.

Note ii: Mr. CAI LiTing resigned as an executive director and Chief Executive Officer on 26 March 2024.

Note iii: Mr. KAO Chao Yang resigned as an executive director on 26 March 2024.

Note iv: Mr. CHANG Chuan-Wang was appointed as an executive director on 26 March 2024.

Note v: Mr. PARK Ho Jin resigned as a non-executive director on 29 March 2023.

Note vi: Mr. KIM Hyun Seok was appointed as a non-executive director on 29 March 2023.

Note vii: Mr. KUNG Pei-Yuan and Ms. HUANG Pi-Chun were appointed as non-executive directors on 26 March 2024.

Note viii: Mr. KAM Chi Sing was appointed as an independent non-executive director on 28 September 2023.

Note ix: Mr. TANG Tin Lok Stephen resigned as an independent non-executive director on 28 September 2023.

11 董事利益及權益 (依據香港《公司條例》(第622章) 第383條、《公司(披露董事利益資料)規則》(第622G章) 及香港上市規則披露要求) (續)

(b) 五名最高薪酬人士

本集團年內五名最高薪酬人士中一名(二零二二年：一名)為董事，彼之薪酬呈列於附註11(a)之分析中。

年內應付餘下四名(二零二二年：四名)人士之薪酬如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------|--------------------------------------|-----------------------------------|-----------------------------------|
| 薪金、工資及津貼 | Wages, salaries and allowances | 2,809 | 2,753 |
| 花紅 | Bonus | 1,232 | 1,777 |
| 退休金成本 | Pension costs – defined contribution | | |
| 一定額供款計劃 | plans | 149 | 223 |
| 福利及其他利益 | Welfare and other benefits | 352 | 416 |
| | | 4,542 | 5,169 |

餘下人士之薪酬在以下範圍內：

The emoluments of the remaining individuals fell within the following bands:

| | | 人數 Number of individuals | |
|-----------------------------|------------------------------|-----------------------------|---------------|
| | | 二零二三年 2023 | 二零二二年 2022 |
| 人民幣1,000,001元至人民幣1,500,000元 | RMB1,000,001 to RMB1,500,000 | 4 | 4 |

11 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HONG KONG LISTING RULES) (continued)

(b) Five highest paid individuals

One (2022: One) of the five individuals whose emoluments were the highest in the Group for the year were directors whose emoluments are reflected in the analysis presented in Note 11(a).

The emoluments payable to the remaining four (2022: four) individuals during the year are as follows:

11 董事利益及權益 (依據香港《公司條例》(第622章) 第383條、《公司(披露董事利益資料)規則》(第622G章) 及香港上市規則披露要求) (續)

(c) 董事之退休福利及離職利益

年內，概無董事就其向本公司及其子公司提供服務而已收取或將收取任何退休福利或離職利益 (二零二二年：無)。

(d) 就獲提供董事服務而給予第三方之代價

年內，本公司並無就本公司獲提供董事服務而向任何第三方支付任何代價 (二零二二年：無)。

(e) 有關惠及董事、該等董事之受控制法人團體及受控制實體之貸款、類似貸款及其他交易之資料

於年末或年內任何時間，本公司或本公司之子公司 (如適用) 並無訂立惠及董事、受任何董事控制之法人團體或與任何董事有關連之實體之任何貸款、類似貸款及其他交易 (二零二二年：無)。

(f) 董事於交易、安排或合約中之重大利益

於年末或年內任何時間，本公司董事概無在本公司參與訂立與本集團業務有關之重大交易、安排及合約中直接或間接擁有任何重大利益 (二零二二年：無)。

11 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HONG KONG LISTING RULES) (continued)

(c) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits in respect of their services to the Company and its subsidiaries for the year (2022 Nil).

(d) Consideration provided to third parties for making available directors' services

During the year, the Company has not paid any consideration to any third parties for making available directors' services to the Company (2022: Nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and controlled entities with such directors

There were no loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company, where applicable, in favor of the directors, or body corporate controlled by or entities connected with any of the directors at the end of the year or at any time during the year (2022: Nil).

(f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2022: Nil).

12 每股(虧損)/盈利

(a) 基本

每股基本(虧損)/盈利乃根據年內本公司權益持有人應佔溢利除以已發行普通股(不包括庫存股份)加權平均數計算。

| | | 二零二三年 2023 | 二零二二年 2022 |
|------------------------------|--|-----------------|---------------|
| 本公司權益持有人應佔 (虧損)/溢利(人民幣千元) | (Loss)/profit attributable to equity holders of the Company (RMB'000) | (16,831) | 27,830 |
| 已發行普通股加權平均數 (千股) | Weighted average number of ordinary shares in issue ('000) | 701,543 | 701,543 |
| 每股基本(虧損)/盈利 (四捨五入至人民幣仙) | Basic (loss)/earnings per share (rounded to RMB cents) | (2.40) | 3.97 |

(b) 攤薄

每股攤薄(虧損)/盈利乃按調整已發行在外普通股加權平均數，以假設所有攤薄潛在普通股已轉換而計算。根據購股權計劃可予發行的股份為僅有的攤薄潛在普通股。為釐定可按公平值(釐定為本公司股份每日所報股份市價的平均數)收購的股份數目，已根據未行使購股權所附的認購權的貨幣價值計算。上述計算的股份數目已與假設購股權獲行使而可發行的股份數目相比較。

截至二零二三年及二零二二年十二月三十一日止年度，由於購股權具反攤薄效應，故每股攤薄(虧損)/盈利與每股基本(虧損)/盈利之金額相同。

12 (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue excluding treasury shares, during the year.

(b) Diluted

Diluted (loss)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Shares issuable under the share option schemes are the only dilutive potential ordinary shares. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average daily quoted market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

For the years ended 31 December 2023 and 2022, dilutive (loss)/earnings per share was of the same amount as the basic (loss)/earnings per share as the share options were anti-dilutive.

13 無形資產

13 INTANGIBLE ASSETS

| | | 收購專利及 其他軟件組件 Acquired patents and other software components 人民幣千元 RMB'000 | 電腦軟件 Computer software 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-----------------------|------------------------------------|--|--|---------------------------------|
| 於二零二三年一月一日 | At 1 January 2023 | | | |
| 成本 | Cost | 19,805 | 13,715 | 33,520 |
| 累計攤銷 | Accumulated amortisation | (4,354) | (12,614) | (16,968) |
| 賬面淨值 | Net book amount | 15,451 | 1,101 | 16,552 |
| 截至二零二三年十二月三十一日 止年度 | Year ended 31 December 2023 | | | |
| 期初賬面淨值 | Opening net book amount | 15,451 | 1,101 | 16,552 |
| 攤銷 (附註7) | Amortisation (Note 7) | (2,626) | (655) | (3,281) |
| 減值 (附註(b)) | Impairment (Note (b)) | (10,634) | - | (10,634) |
| 匯兌差額 | Exchange difference | 907 | - | 907 |
| 期末賬面淨值 | Closing net book amount | 3,098 | 446 | 3,544 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | | | |
| 成本 | Cost | 20,286 | 13,715 | 34,001 |
| 累計攤銷 | Accumulated amortisation | (17,188) | (13,269) | (30,457) |
| 賬面淨值 | Net book amount | 3,098 | 446 | 3,544 |
| 於二零二二年一月一日 | At 1 January 2022 | | | |
| 成本 | Cost | 19,346 | 13,715 | 33,061 |
| 累計攤銷 | Accumulated amortisation | (1,861) | (11,559) | (13,420) |
| 賬面淨值 | Net book amount | 17,485 | 2,156 | 19,641 |
| 截至二零二二年十二月三十一日 止年度 | Year ended 31 December 2022 | | | |
| 期初賬面淨值 | Opening net book amount | 17,485 | 2,156 | 19,641 |
| 攤銷 (附註7) | Amortisation (Note 7) | (3,414) | (1,055) | (4,469) |
| 匯兌差額 | Exchange difference | 1,380 | - | 1,380 |
| 期末賬面淨值 | Closing net book amount | 15,451 | 1,101 | 16,552 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | | | |
| 成本 | Cost | 19,805 | 13,715 | 33,520 |
| 累計攤銷 | Accumulated amortisation | (4,354) | (12,614) | (16,968) |
| 賬面淨值 | Net book amount | 15,451 | 1,101 | 16,552 |

13 無形資產 (續)

附註：

(a) 年內產生的攤銷從合併利潤表扣除如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-------------|-------------------------------------|-----------------------------------|-----------------------------------|
| 銷售成本 | Cost of sales | 2,626 | 3,414 |
| 一般及行政開支 | General and administrative expenses | 655 | 1,055 |
| 攤銷總額 | Total amortisation | 3,281 | 4,469 |

(b) 收購專利及其他軟件組件的減值

Personify Inc. (「Personify」) 透過其複雜的電腦視覺及深度學習技術，提供一系列關於視頻會議應用的高質量虛擬背景體驗的SaaS產品及軟件開發工具包。

管理層根據Personify現金產生單位(「現金產生單位」)之使用價值(「使用價值」)及公平值兩者的較高者減出售成本(「公平值減出售成本」)釐定可收回金額。管理層外聘一位估值師根據使用價值計算Personify現金產生單位的可收回金額進行估值。該計算使用以管理層編制並經董事會批准的五年期間財務預算作出的稅前現金流量預測，貼現率為18.15%，二零二四年收入增長率為-56%，二零二五年收入增長率為2.0%及長期平均增長率為2.0%。長期平均增長率乃基於現金產生單位營運所屬行業而定。

截至二零二三年十二月三十一日止年度，鑒於COVID-19的復蘇，對Personify產品的需求低於預期。由於Personify現金產生單位的可收回金額低於其賬面值，截至二零二三年十二月三十一日止年度，有關直接歸屬於Personify現金產生單位的無形資產的減值虧損人民幣10,634,000元於合併利潤表中確認。

13 INTANGIBLE ASSETS (continued)

Notes:

(a) Amortisation incurred during the year is charged to the consolidated income statement as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-------------|-------------------------------------|-----------------------------------|-----------------------------------|
| 銷售成本 | Cost of sales | 2,626 | 3,414 |
| 一般及行政開支 | General and administrative expenses | 655 | 1,055 |
| 攤銷總額 | Total amortisation | 3,281 | 4,469 |

(b) Impairment on the acquired patents and other software component

Personify, Inc. ("Personify"), a subsidiary of the Group, through its sophisticated computer vision and deep learning technology, provides a series of SaaS products and software development kit tool on high quality virtual background experience on video-conference application.

Management determined the recoverable amount based on the higher of value-in-use ("VIU") and the fair value less cost of disposal ("FVLCD") calculations of the Personify cash-generating unit ("CGU"). Management engaged an external valuer to perform valuation on the recoverable amount of the Personify CGU based on VIU calculation. The calculation use pre-tax cash flow projections based on financial budgets prepared by management and approved by the Board of Directors covering a five years period with a discount rate of 18.15%, revenue growth rate of 2024 of -56%, revenue growth rate of 2.0% from 2025 and long-term average growth rate of 2.0%. The long-term average growth rate is based on the industry in which the CGU operates.

During the year ended 31 December 2023, given the recovery of COVID-19, the demand for Personify products was below expectation. As the recoverable amount of the Personify CGU was below its carrying amount, an impairment loss in respect of the intangible assets directly attributable to the Personify CGU of RMB10,634,000 was recognised in the consolidated income statement for the year ended 31 December 2023.

13 無形資產 (續)

13.1 無形資產的會計政策

所收購電腦軟件根據就購入特定軟件及令其可供使用所產生的成本撥充資本。此等成本乃就購入特定軟件及令其可供使用而產生，於其3至5年估計使用年期內以直線法攤銷。

所收購軟件組件、專利、域名及商標根據所收購成本撥充資本。其可按成本減累計攤銷列賬並使用直線法於8年估計可使用年期內攤銷。

有關非金融資產的減值會計政策，參閱附註35.6。

13 INTANGIBLE ASSETS (continued)

13.1 Accounting policy on intangible assets

Acquired computer software is capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are incurred to acquire and bring to use the specific software, and are amortised using the straight-line method over their estimated useful life of 3 to 5 years.

Acquired software components, patents, domain names and trademark are capitalised on the basis of the costs acquired. They are carried at cost less accumulated amortisation. They are amortised using the straight-line method over their estimated useful lives of 8 years.

For accounting policy of impairment of non-financial assets, see Note 35.6.

14 物業、機器及設備

14 PROPERTY, PLANT AND EQUIPMENT

| | | 電腦設備 Computer equipment 人民幣千元 RMB'000 | 租賃物業裝修 Leasehold improvements 人民幣千元 RMB'000 | 傢私、裝置 及設備 Furniture, fixtures and equipment 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-----------------------|------------------------------------|--|--|---|---------------------------------|
| 於二零二三年一月一日 | At 1 January 2023 | | | | |
| 成本 | Cost | 38,736 | 4,519 | 14,775 | 58,030 |
| 累計折舊 | Accumulated depreciation | (31,063) | (4,501) | (14,071) | (49,635) |
| 賬面淨值 | Net book amount | 7,673 | 18 | 704 | 8,395 |
| 截至二零二三年十二月三十一日 | Year ended 31 December 2023 | | | | |
| 止年度 | | | | | |
| 期初賬面淨值 | Opening net book amount | 7,673 | 18 | 704 | 8,395 |
| 匯兌差額 | Exchange difference | 13 | - | 1 | 14 |
| 添置 | Additions | 1,485 | - | 47 | 1,532 |
| 折舊 (附註7) | Depreciation (Note 7) | (3,341) | (18) | (91) | (3,450) |
| 期末賬面淨值 | Closing net book amount | 5,830 | - | 661 | 6,491 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | | | | |
| 成本 | Cost | 40,244 | 4,519 | 14,822 | 59,585 |
| 累計折舊 | Accumulated depreciation | (34,414) | (4,519) | (14,161) | (53,094) |
| 賬面淨值 | Net book amount | 5,830 | - | 661 | 6,491 |
| 於二零二二年一月一日 | At 1 January 2022 | | | | |
| 成本 | Cost | 37,215 | 4,509 | 14,716 | 56,440 |
| 累計折舊 | Accumulated depreciation | (27,676) | (4,341) | (13,973) | (45,990) |
| 賬面淨值 | Net book amount | 9,539 | 168 | 743 | 10,450 |
| 截至二零二二年十二月三十一日 | Year ended 31 December 2022 | | | | |
| 止年度 | | | | | |
| 期初賬面淨值 | Opening net book amount | 9,539 | 168 | 743 | 10,450 |
| 匯兌差額 | Exchange difference | (39) | 2 | (6) | (43) |
| 添置 | Additions | 1,684 | - | 63 | 1,747 |
| 折舊 (附註7) | Depreciation (Note 7) | (3,511) | (152) | (96) | (3,759) |
| 期末賬面淨值 | Closing net book amount | 7,673 | 18 | 704 | 8,395 |
| 於二零二二年十二月三十一日 | At 31 December 2022 | | | | |
| 成本 | Cost | 38,736 | 4,519 | 14,775 | 58,030 |
| 累計折舊 | Accumulated depreciation | (31,063) | (4,501) | (14,071) | (49,635) |
| 賬面淨值 | Net book amount | 7,673 | 18 | 704 | 8,395 |

14 物業、機器及設備 (續)

14 PROPERTY, PLANT AND EQUIPMENT (continued)

附註：

Notes:

(a) 年內產生的折舊從合併利潤表扣除如下：

(a) Depreciation incurred during the year is charged to the consolidated income statement as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------|-------------------------------------|-----------------------------------|-----------------------------------|
| 銷售成本 | Cost of sales | 2,683 | 2,775 |
| 銷售及經銷開支 | Selling and distribution expenses | 65 | 102 |
| 一般及行政開支 | General and administrative expenses | 702 | 777 |
| 研發開支 | Research and development expenses | - | 105 |
| 折舊總額 | Total depreciation | 3,450 | 3,759 |

15 使用權資產及租賃負債

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(i) 於合併資產負債表中確認之金額

(i) Amounts recognised in the consolidated balance sheet

合併資產負債表列示下列有關租賃之金額：

The consolidated balance sheet shows the following amounts relating to leases:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|----------------------------|-----------------------------------|-----------------------------------|
| 使用權資產 | Right-of-use assets | | |
| 電腦設備 | Computer equipment | 3,480 | 8,341 |
| 辦公室 | Offices | 5,692 | 3,784 |
| 汽車 | Vehicles | 224 | 107 |
| | | 9,396 | 12,232 |
| 租賃負債 | Lease liabilities | | |
| 流動 | Current | 3,082 | 8,548 |
| 非流動 | Non-current | 2,568 | 945 |
| | | 5,650 | 9,493 |

年內添置使用權資產為人民幣5,868,000元(二零二二年：無)。

Additions to the right-of-use assets during the year were RMB5,868,000 (2022: Nil).

15 使用權資產及租賃負債 (續)

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

(ii) 使用權資產計量

已確認使用權資產與以下類別資產有關：

(ii) Measurement of right-of-use assets

The recognised right-of-use assets relate to the following types of assets:

| | | 電腦設備 Computer equipment 人民幣千元 RMB'000 | 辦公室 Offices 人民幣千元 RMB'000 | 汽車 Vehicles 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-------------------|-----------------------|---|------------------------------------|------------------------------------|---------------------------------|
| 於二零二三年一月一日 | At 1 January 2023 | 8,341 | 3,784 | 107 | 12,232 |
| 添置 | Addition | - | 5,635 | 233 | 5,868 |
| 折舊 (附註7) | Depreciation (Note 7) | (4,973) | (3,800) | (116) | (8,889) |
| 匯兌差額 | Exchange differences | 112 | 73 | - | 185 |
| 於二零二三年 十二月三十一日 | At 31 December 2023 | 3,480 | 5,692 | 224 | 9,396 |
| 於二零二二年一月一日 | At 1 January 2022 | 18,275 | 7,295 | 223 | 25,793 |
| 終止 | Termination | (2,453) | - | - | (2,453) |
| 折舊 (附註7) | Depreciation (Note 7) | (7,159) | (3,659) | (116) | (10,934) |
| 匯兌差額 | Exchange differences | (322) | 148 | - | (174) |
| 於二零二二年 十二月三十一日 | At 31 December 2022 | 8,341 | 3,784 | 107 | 12,232 |

15 使用權資產及租賃負債 (續)

(iii) 於合併利潤表中確認之金額

合併利潤表列示下列有關租賃之金額：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------|--|-----------------------------------|-----------------------------------|
| 租賃負債利息開支 | Interest expense for lease liabilities | 206 | 514 |
| 與短期租賃有關之開支 | Expenses relating to short-term leases | 98 | 64 |

於二零二三年之租賃現金流出總額為人民幣10,185,000元 (二零二二年：人民幣16,502,000元)。

(iv) 本集團之租賃活動及其入賬方法

本集團租賃多項辦公室、電腦設備及汽車。租賃合約通常為固定期限1年至4年。

租賃條款按個別基準商議，並包含各種不同的條款及條件。租賃協議不施加任何契諾，惟出租人持有的租賃資產中的抵押權益除外。租賃資產不得用作借貸抵押用途。

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

(iii) Amounts recognised in the consolidated income statement

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

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------|--|-----------------------------------|-----------------------------------|
| 租賃負債利息開支 | Interest expense for lease liabilities | 206 | 514 |
| 與短期租賃有關之開支 | Expenses relating to short-term leases | 98 | 64 |

The total cash outflow for leases in 2023 was RMB10,185,000 (2022: RMB16,502,000).

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

The Group leases various offices, computer equipment and vehicles. Rental contracts are typically made for fixed periods of 1 year to 4 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 other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

16 於聯營公司之投資

16 INVESTMENT IN ASSOCIATES

於聯營公司之投資變動如下：

The movements of investment in associates are as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 於一月一日 | At 1 January | 7,138 | - |
| 注資 | Capital contributions | - | 10,455 |
| 本年度分佔虧損 | Share of loss for current year | (4,730) | (3,317) |
| 投資一間聯營公司之減值虧損 (附註(i)) | Impairment loss on investment in an associate (note (i)) | (2,019) | - |
| 匯兌差額 | Exchange difference | 10 | - |
| 於十二月三十一日 | At 31 December | 399 | 7,138 |

以下載列本集團於二零二三年及二零二二年十二月三十一日之聯營公司詳情。下文所列聯營公司之股本僅由普通股組成，由本集團間接持有。

Set out below are the details of the associates of the Group as at 31 December 2023 and 2022. The associates as listed below have share capital consisting solely of ordinary shares, which is held indirectly the Group.

於二零二三年及二零二二年十二月三十一日，於聯營公司之主要投資詳情如下：

Details of the principal investments in associates as at 31 December 2023 and 2022 are as follows:

| 實體名稱 Name of entity | 營業地點／成立／註冊成立國家 Place of business/country establishment/incorporation | 所有權權益百分比 % of ownership interest | | 關係性質 Nature of the relationship | 計量方法 Measurement method |
|-------------------------------------|---|-------------------------------------|---------------|------------------------------------|-------------------------------|
| | | 二零二三年 2023 | 二零二二年 2022 | | |
| 深圳市國創匯康醫療器械科技有限公司 (「國創」) | 中國 | 25% | 25% | 附註i | 權益法 (二零二二年：相同) |
| 深圳市國創匯康醫療器械科技有限公司 (「國創」) | The PRC | | | Note i | Equity method (2022: same) |
| GNL LTD. (「GNL」) 常津科技有限公司 (「常津」) | 台灣 | 20% | 20% | 附註ii | 權益法 (二零二二年：相同) |
| GNL LTD. (「GNL」) 常津科技有限公司 (「常津」) | Taiwan | | | Note ii | Equity method (2022: same) |
| 深圳市威屏科技有限公司 (「威屏」) | 中國 | 15% | 15% | 附註iii | 權益法 (二零二二年：相同) |
| 深圳市威屏科技有限公司 (「威屏」) | The PRC | | | Note iii | Equity method (2022: same) |

16 於聯營公司之投資 (續)

附註：

- (i) 深圳市國創匯康醫療器械科技有限公司(「國創」)為於二零二一年十二月七日註冊成立的有限公司。該公司從事製造及買賣醫療設備。於二零二二年一月二十一日，本集團訂立一份股東協議，以代價人民幣10,000,000元收購國創25%股權。截至二零二三年十二月三十一日止年度，本集團確認應佔虧損約人民幣4,688,000元(二零二二年：應佔虧損約人民幣3,293,000元)。

截至二零二三年十二月三十一日止年度，根據管理層進行的減值評估，本集團對國創投資的可收回金額低於其賬面值，及確認減值虧損人民幣2,019,000元。

- (ii) 常津科技有限公司(「常津」)為於二零二二年九月九日註冊成立的有限公司，提供資訊科技軟件及電子材料。本集團於二零二二年九月三十日訂立股東協議，以代價2,000,000新台幣(相當於人民幣455,000元)收購常津20%的股權。截至二零二三年十二月三十一日止年度，本集團確認應佔虧損約人民幣42,000元(二零二二年：應佔虧損約人民幣24,000元)。

- (iii) 深圳市威屏科技有限公司(「威屏」)為於二零一九年二月二十七日註冊成立的有限公司。該公司從事提供VPANEL「智會屏」品牌下的交互式視頻會議及其他物聯網解決方案。於二零一九年三月二十六日，本集團訂立一份投資協議，以代價人民幣353,000元收購威屏15%股權，代價以注入威屏等值之本集團無形資產之方式結算，其公平值由中國獨立合資格估值師釐定。所注入無形資產為本集團內部產生之軟件及商標。於二零一九年十二月三十一日，於威屏的投資已全數減值。

概無與本集團於聯營公司之權益有關之或然負債。

有關非金融資產的減值會計政策，參閱附註35.6。

16 INVESTMENT IN ASSOCIATES (continued)

Note:

- (i) 深圳市國創匯康醫療器械科技有限公司(「國創」) is a limited liability company incorporated on 7 December 2021. It was engaged in the manufacturing and trading of medical equipment. On 21 January 2022, the Group entered into a shareholder agreement to acquire 25% shareholding of 國創 at consideration of RMB10,000,000. For the year ended 31 December 2023, the Group recognised a share of loss approximately RMB4,688,000 (2022: share of loss approximately RMB3,293,000).

For the year ended 31 December 2023, based on the impairment assessment performed by management, the recoverable amount of the Group's investment in 國創 was below its carrying amount and an impairment loss of RMB2,019,000 was recognised.

- (ii) GNL LTD. (「GNL」) is a limited liability company incorporated on 9 September 2022. It was engaged in provision of IT software and electronic materials. On 30 September 2022, the Group entered into a shareholder agreement to acquire 20% shareholding of GNL at consideration of NTD 2,000,000 (equivalent to RMB455,000). For the year ended 31 December 2023, The Group recognised a share of loss approximately RMB42,000 (2022: share of loss approximately RMB24,000).

- (iii) 深圳市威屏科技有限公司(「威屏」) is a limited liability company incorporated on 27 February 2019. It was engaged in the provision of interactive video conference and other IoT solutions under the brand name of VPANEL. On 26 March 2019, the Group entered into an investment agreement to acquire 15% shareholding of 威屏 at consideration of RMB353,000, which was settled by injection of intangible assets of the Group at equivalent value to 威屏, the fair value of which was determined by an independent qualified valuer in the PRC. The injected intangible assets are softwares and trademark internally generated by the Group. The investment in 威屏 was fully impaired as at 31 December 2019.

There are no contingent liabilities relating to the Group's interest in associates.

For accounting policy of impairment of non-financial assets, see Note 35.6.

17 按公平值計入損益之金融資產

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

按公平值計入損益計量之金融資產包括下列各項：

Financial assets measured at fair value through profit or loss include the following:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 非流動資產 | Non-current assets | | |
| 非上市股本證券 (附註(i)及(ii)) | Unlisted equity securities (Note (i) and (ii)) | 46,307 | 44,404 |
| 非上市基金 (附註(iii)) | Unlisted fund (Note (iii)) | 30,301 | 30,156 |
| | | 76,608 | 74,560 |

按公平值計入損益之金融資產之變動如下：

Movement in the financial assets at fair value through profit or loss is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------|-----------------------|-----------------------------------|-----------------------------------|
| 於一月一日 | At 1 January | 74,560 | 47,777 |
| 添置 | Additions | - | 21,000 |
| 公平值收益淨額 | Fair value gains, net | 964 | 2,017 |
| 匯兌差額 | Exchange differences | 1,084 | 3,766 |
| 於十二月三十一日 | At 31 December | 76,608 | 74,560 |

17 按公平值計入損益之金融資產

(續)

附註：

(i) 非上市股本證券包括以新台幣計值的一項投資。二零二三年及二零二二年十二月三十一日，此項投資之公平值屬於公平值層級三（附註3.2）。截至二零二三年十二月三十一日止年度，確認公平值虧損人民幣104,000元（二零二二年：人民幣3,849,000元）。

(ii) 於二零一九年十一月十二日，本集團自獨立第三方認購72,916股股份，佔該非上市實體股權之2.03%，代價為2,000,000美元（相當於人民幣14,048,000元）。於二零二零年五月八日，本集團向該獨立第三方認購18,229股額外股份，佔該非上市實體0.50%的股權，代價為500,000美元（相當於人民幣3,464,000元）。

被投資方為一家在特拉華州註冊成立之有限公司，主要專注於首個數字化及傳感技術，解決傳統觸摸傳感器之抗噪及調優難題。

於二零二三年十二月三十一日非上市股本證券之公平值乃經參考近期可比較交易釐定及可比較公司的市值變動（二零二二年：參照近期可比較公平交易）。公平值屬於公平值層級三（附註3.2）。於截至二零二三年十二月三十一日止年度，公平值收益人民幣924,000元（二零二二年：人民幣5,573,000元）於合併利潤表中確認。非上市股本證券以美元計值。

(iii) 於二零二一年六月八日，本集團與獨立第三方訂立有限合夥協議，以作為有限合夥人投資於中國註冊的一家私募投資基金。於截至二零二二年十二月三十一日止年度，本集團追加投資人民幣21,000,000元，總投資人民幣30,000,000元，佔該基金總資本承擔的6%。

非上市基金之公平值屬於公平值層級三（附註3.2）。於截至二零二三年十二月三十一日止年度，公平值收益人民幣144,000元（二零二二年：公平值虧損人民幣293,000元）於合併利潤表中確認。非上市基金以人民幣計值。

有關釐定公平值過程中採用之估值方法及假設的資料，請參閱合併財務報表附註3.2。

有關金融資產的會計政策，參閱附註35.7。

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes:

(i) Unlisted equity securities included an investment denominated in TWD. As at 31 December 2023 and 2022, the fair value of this investment is within level 3 of the fair value hierarchy (Note 3.2). A fair value loss of RMB104,000 (2022: RMB3,849,000) was recognised during the year ended 31 December 2023.

(ii) On 12 November 2019, the Group purchased 72,916 shares from an independent third party, representing 2.03% of shareholdings of an unlisted entity at consideration of USD2,000,000 (equivalent to RMB14,048,000). On 8 May 2020, the Group purchased 18,229 additional shares from this independent third party, representing 0.50% of shareholdings of the unlisted entity at consideration of USD500,000 (equivalent to RMB3,464,000).

The investee, a limited liability company incorporated in Delaware, is mainly focus on the first digital and fully scalable sensing technology to solve the noise immunity and tuning challenges of traditional touch sensors.

The fair value of the unlisted investment was determined by reference to recent comparable transaction and the movement of market capitalisation of comparable companies as at 31 December 2023 (2022: with reference to recent comparable transaction). The fair value is within level 3 of the fair value hierarchy (Note 3.2). During the year ended 31 December 2023, a fair value gain of RMB924,000 (2022: RMB5,573,000) was recognised in the consolidated income statement. The unlisted equity security is denominated in USD.

(iii) On 8 June 2021, the Group entered into a Limited Partner Agreement with an independent third party to invest in a private investment fund registered in the PRC as a limited partner. During the year ended 31 December 2022, the Group made an additional investment of RMB21,000,000, totaling invested RMB30,000,000, representing 6% total capital commitment of this fund.

The fair value of the unlisted fund is within level 3 of the fair value hierarchy (Note 3.2). During the year ended 31 December 2023, a fair value gain of RMB144,000 (2022: fair value loss of RMB293,000) was recognised in the consolidated income statements. The unlisted fund is denominated in RMB.

Refer to Note 3.2 to the consolidated financial statements for information about the valuation methods and assumptions used in determining fair value.

For accounting policy of financial assets, see Note 35.7.

18 存貨

18 INVENTORIES

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------|-------------------------------|-----------------------------------|-----------------------------------|
| 硬件及軟件 | Hardware and software | 94,311 | 155,279 |
| 減：減值撥備 | Less:provision for impairment | (11,569) | (6,723) |
| 存貨—淨額 | Inventories – net | 82,742 | 148,556 |

附註：

Notes:

- | | |
|--|--|
| (i) 確認為開支並計入本集團業務應佔銷售成本的存貨成本為人民幣480,771,000元(二零二二年：人民幣593,666,000元)。 | (i) The cost of inventories was recognised as expenses and included in cost of sales attributable to the Group's operations amounted to RMB480,771,000 (2022: RMB593,666,000). |
| (ii) 存貨撥備變動如下： | (ii) Movement in the provision for inventories is as follows: |

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------|--|-----------------------------------|-----------------------------------|
| 於年初 | At the beginning of the year | 6,723 | 4,899 |
| 存貨減值撥備 | Provision of impairment of inventories | 4,846 | 1,824 |
| 於年末 | At the end of the year | 11,569 | 6,723 |

18.1 存貨的會計政策

18.1 Accounting policy on inventories

存貨按成本及可變現淨值兩者的較低者列賬。成本乃按加權平均法計算。可變現淨值為一般業務過程中的估計售價減適用的可變銷售費用。

Inventories are stated at the lower of cost and net realisable value. Cost is determined by using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

19 合約資產及合約負債

本集團已確認下列與客戶合約有關之資產及負債：

(a) 合約資產

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|------------------------------|-----------------------------------|-----------------------------------|
| 合約資產 | Contract assets | | |
| – 第三方 | – third parties | 1,220 | – |
| – 關連人士 | – related parties | 232 | 17,099 |
| 總合約資產 | Total contract assets | 1,452 | 17,099 |

合約資產主要與本集團收取於報告日期已完成但尚未結算之工程代價之權利有關。合約資產將於權利成為無條件時轉至應收款項。

合約資產之賬面值與其公平值相若。

(b) 合約負債

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 合約負債 | Contract liabilities | | |
| – 第三方 | – third parties | 9,417 | 31,167 |
| – 關連人士 | – related parties | 1,914 | 5,848 |
| 總合約負債 | Total contract liabilities | 11,331 | 37,015 |

19 CONTRACT ASSETS AND CONTRACT LIABILITIES

The Group has recognised the following assets and liabilities related to contracts with customers:

(a) Contract assets

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------------------------|------------------------------|-----------------------------------|-----------------------------------|
| Contract assets | Contract assets | | |
| – third parties | – third parties | 1,220 | – |
| – related parties | – related parties | 232 | 17,099 |
| Total contract assets | Total contract assets | 1,452 | 17,099 |

The contract assets primarily relate to the Group's rights to receive consideration for work completed but not billed as at the reporting date. The contract assets are transferred to receivables when the rights become unconditional.

The carrying amounts of contract assets approximate their fair values.

(b) Contract liabilities

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Contract liabilities | Contract liabilities | | |
| – third parties | – third parties | 9,417 | 31,167 |
| – related parties | – related parties | 1,914 | 5,848 |
| Total contract liabilities | Total contract liabilities | 11,331 | 37,015 |

19 合約資產及合約負債 (續)

(b) 合約負債 (續)

合約負債主要與銷售尚未交付客戶之貨品或尚未提供之服務預先收到之按金或付款有關。收入在貨品交付客戶時或提供服務時確認。

由於客戶付款之時間差異，合約負債有所增加。

下表載列於本報告期間確認之收入中與結轉合約負債有關之金額。

19 CONTRACT ASSETS AND CONTRACT LIABILITIES (continued)

(b) Contract liabilities (continued)

The contract liabilities primarily relate to the deposits or payments received in advance for sales of goods not yet delivered to customers or services not yet performed. Revenue is recognised when goods are delivered to customers or when services are performed.

Contract liabilities have increased due to timing difference in payments by customers.

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|---|-----------------------------------|-----------------------------------|
| 計入期初合約負債結餘之 已確認收入 | Revenue recognised that was included in the contract liabilities balance at the beginning of the period | | |
| 預收款項 | Receipts in advance | 37,015 | 35,453 |

下表列示固定價格長期合約產生之未履行履約責任。

The following table shows unsatisfied performance obligations resulting from fixed-price long-term contracts.

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---|---|-----------------------------------|-----------------------------------|
| 於十二月三十一日分配至部分或 全部未履行長期合約 之交易價格總金額 | Aggregate amount of the transaction price allocated to long-term contracts that are partially or fully unsatisfied as at 31 December | | |
| 不超過一年 | Not later than one year | 417 | 10,863 |
| | | 417 | 10,863 |

20 營業及租賃應收賬項

20 TRADE AND LEASE RECEIVABLES

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------------------|--|-----------------------------------|-----------------------------------|
| 營業應收賬項 (附註(a)) | Trade receivables (Note (a)) | | |
| – 第三方 | – third parties | 148,850 | 145,179 |
| – 關連人士 | – related parties | 120,382 | 137,602 |
| | | 269,232 | 282,781 |
| 融資租賃應收賬項—合共 (附註(c)) | Finance leases receivables – total (Note(c)) | 4,869 | 6,051 |
| 營業及租賃應收賬項—總額 (附註(d)) | Trade and lease receivables – gross (Note (d)) | 274,101 | 288,832 |
| 減：虧損撥備 (附註(b)) | Less: loss allowance (Note (b)) | (68,811) | (68,531) |
| 營業及租賃應收賬項—淨額 | Trade and lease receivables – net | 205,290 | 220,301 |
| 減：營業及租賃應收賬項 – 非流動部分 | Less: trade and lease receivables – non-current portion | (3,629) | (4,869) |
| 營業及租賃應收賬項—流動部分 | Trade and lease receivables – current portion | 201,661 | 215,432 |

營業及租賃應收賬項之賬面值與其公平值相若。

The carrying amounts of trade and lease receivables approximate their fair values.

附註：

Notes:

(a) 本集團之大部分銷售信貸期一般介乎三十天至九十天。營業應收賬項按發票日期之賬齡分析如下：

(a) Majority of the Group's sales are made with credit terms generally ranging from 30 days to 90 days. The ageing analysis of trade receivables based on invoice date is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|----------------------|-----------------------------------|-----------------------------------|
| 少於六十天 | Less than 60 days | 155,549 | 113,552 |
| 六十天至一百二十天 | 60 days to 120 days | 29,040 | 47,901 |
| 一百二十一天至三百六十天 | 121 days to 360 days | 15,250 | 52,141 |
| 超過三百六十天 | Over 360 days | 69,393 | 69,187 |
| | | 269,232 | 282,781 |

20 營業及租賃應收賬項 (續)

附註：(續)

(b) 有關營業及租賃應收賬項之虧損撥備變動於註3.1(b)(ii)披露。截至二零二三年十二月三十一日止年度，營業及租賃應收賬項的虧損撥備撥回為人民幣742,000元(二零二二年：營業及租賃應收賬項的虧損撥備人民幣3,347,000元)。截至二零二三年十二月三十一日止年度，收回先前撇銷營業應收賬項人民幣780,000元(二零二二年：無)。

(c) 融資租賃應收賬項

於二零二三年及二零二二年十二月三十一日總租賃投資及最低應收租賃款項的現值對賬如下：

20 TRADE AND LEASE RECEIVABLES (continued)

Notes: (continued)

(b) Movement in the loss allowances for trade and lease receivables is disclosed in note 3.1(b)(ii). During the year ended 31 December 2023, reversal of loss allowance for trade and lease receivables of RMB742,000 were made (2022: provision for loss allowance for trade and lease receivables of RMB3,347,000). For the year ended 31 December 2023, there was a recovery of previously written off trade receivables of RMB780,000 (2022: Nil).

(c) Finance leases receivables

The reconciliation between the gross investment in the lease and the present value of the minimum lease payments receivable at as 31 December 2023 and 2022 is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------------|--|-----------------------------------|-----------------------------------|
| 非流動應收款項 | Non-current receivables | | |
| 融資租賃－應收款項總額 | Finance leases – gross receivables | 3,992 | 5,471 |
| 未賺取融資收入 | Unearned finance income | (363) | (602) |
| | | 3,629 | 4,869 |
| 流動應收款項 | Current receivables | | |
| 融資租賃－應收款項總額 | Finance leases – gross receivables | 1,479 | 1,479 |
| 未賺取融資收入 | Unearned finance income | (239) | (297) |
| | | 1,240 | 1,182 |
| 融資租賃應收款項－總額 | Finance leases receivables – total | 4,869 | 6,051 |
| 融資租賃的應收款項總額： | Gross receivables from finance leases: | | |
| －不超過一年 | – No later than 1 year | 1,479 | 1,479 |
| －一年至兩年之間 | – Between 1 year and 2 years | 1,479 | 1,479 |
| －兩年至三年之間 | – Between 2 years and 3 years | 1,479 | 1,479 |
| －三年至四年之間 | – Between 3 years and 4 years | 517 | 1,479 |
| －四年至五年之間 | – Between 4 years and 5 years | 517 | 517 |
| －超過五年 | – Later than 5 years | – | 517 |
| | | 5,471 | 6,950 |
| 融資租賃未賺取的未來融資收入 | Unearned future finance income on finance leases | (602) | (899) |
| 融資租賃投資淨額 | Net investment in finance leases | 4,869 | 6,051 |

20 營業及租賃應收賬項 (續)

附註：(續)

(c) 融資租賃應收賬項 (續)

於二零二三年十二月三十一日，結餘指分別為期9年及10年的兩項融資租賃安排項下之智能學校項目(二零二二年：相同)。由於合約賦予權利於一段時間內控制項目中已識別資產的用途以換取代價，而租賃期結束時，該等租賃資產將無償轉讓予承租人，故該項目構成一項融資租賃。

(d) 營業及租賃應收賬項以下列貨幣計值：

20 TRADE AND LEASE RECEIVABLES (continued)

Notes: (continued)

(c) Finance leases receivables (continued)

As at 31 December 2023, the balance represents a smart school project under two finance leases arrangements for 9 years and 10 years respectively (2022: same). The project constitutes a finance lease since the contract conveys the right to control the use of identified assets under this project, for a period of time in exchange for consideration and at the end of the lease term, these leased assets will be transferred to the lessee without any consideration.

(d) Trade and lease receivables are denominated in following currencies:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----|-----|-----------------------------------|-----------------------------------|
| 人民幣 | RMB | 132,647 | 171,781 |
| 美元 | USD | 125,219 | 97,120 |
| 新台幣 | NTD | 14,593 | 17,114 |
| 歐元 | EUR | 1,642 | 2,817 |
| | | 274,101 | 288,832 |

20.1 有關營業應收賬項的會計政策

營業應收賬項為在一般營業過程中就產品銷售或服務執行而應收客戶的款項。營業應收賬項的收回預期於一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產，否則按非流動資產呈列。

營業應收賬項初步按無條件代價金額確認，除非其包含重大融資部分，並按公平值確認。本集團為收取合約現金流量而持有營業應收賬項，因此其後採用實際利率法按攤銷成本計量。

營業應收賬項於合併資產負債表內呈列為營業及租賃應收賬項。

有關金融資產減值的會計政策，參閱附註35.7。

20.1 Accounting policy on trade receivables

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

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. The group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Trade receivables are presented on the consolidated balance sheet within trade and lease receivables.

For the accounting policy on impairment of financial assets, see note 35.7.



21 預付款項、按金及其他應收款項 21 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------------|---|-----------------------------------|-----------------------------------|
| 非流動部分 | Non-current portion | | |
| 預付款項 | Prepayments | 71 | 721 |
| 流動部分 | Current portion | | |
| 預付款項 | Prepayments | 29,890 | 43,601 |
| 預付租金 | Rental prepayments | 152 | 343 |
| 其他可收回稅項 | Other tax recoverable | 4,198 | 3,565 |
| 其他應收款項 | Other receivables | 2,749 | 1,384 |
| 減：虧損撥備 | Less: loss allowance | (106) | (103) |
| | | 36,883 | 48,790 |
| 預付予關連人士款項 | Prepayment to a related party | 174 | 177 |
| | | 37,057 | 48,967 |
| 預付款項、按金及其他應收款項總額 | Total prepayments, deposits and other receivables | 37,128 | 49,688 |

於二零二三年及二零二二年十二月三十一日，預付款項主要為向供應商購買存貨之預付貨款及預付租金開支。

As at 31 December 2023 and 2022, prepayments mainly represented payments in advance to suppliers for the purchases of inventories and prepaid rental expenses.

預付款項、按金及其他應收款項以下列貨幣計值：

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

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 港元 | HK\$ | 397 | 378 |
| 人民幣 | RMB | 30,304 | 43,828 |
| 美元 | USD | 1,785 | 2,219 |
| 新台幣 | NTD | 3,948 | 2,701 |
| 其他 | Others | 694 | 562 |
| | | 37,128 | 49,688 |

22 現金及現金等價物

22 CASH AND CASH EQUIVALENTS

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------|--|-----------------------------------|-----------------------------------|
| 銀行現金，所承受的最大信貸風險 | Cash at banks, maximum exposure to credit risk | 189,755 | 166,802 |
| 手頭現金 | Cash on hand | 1 | 64 |
| 現金及現金等價物 | Cash and cash equivalents | 189,756 | 166,866 |

銀行現金於年內根據每日銀行存款年利率0.01%至1.80%的浮動利率賺取利息(二零二二年：0.01%至1.74%)。以人民幣計值之本集團人民幣現金及現金等價物存放於中國的銀行。將該等以人民幣計值結餘兌換成外幣以及匯款至中國境外，均須遵守中國政府頒佈的外匯管制規則及規定。

Cash at banks earn interest at floating rates based on daily bank deposit rates of 0.01% to 1.80% per annum during the year (2022: 0.01% to 1.74%). The Group's cash and cash equivalents denominated in RMB are deposited with banks in PRC. The conversion of these RMB-denominated balances into foreign currencies and the remittance of funds out of PRC is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC.

現金及現金等價物以下列貨幣計值：

Cash and cash equivalents are denominated in following currencies:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 港元 | HK\$ | 3,693 | 1,516 |
| 人民幣 | RMB | 94,503 | 82,672 |
| 美元 | USD | 85,529 | 67,682 |
| 新台幣 | NTD | 4,668 | 12,405 |
| 其他 | Others | 1,363 | 2,591 |
| | | 189,756 | 166,866 |

23 遞延所得稅

當有法定可執行權利將可收回之當期所得稅與當期所得稅負債抵銷，以及當遞延所得稅資產及負債與同一稅務機關就該應課稅實體或不同應課稅實體徵收之所得稅有關，而有意按淨額基準結算結餘時，遞延所得稅資產與負債將會抵銷。抵銷金額如下：

23 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax recoverable 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 offset amounts are as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------------------|--|-----------------------------------|-----------------------------------|
| 遞延所得稅資產： | Deferred income tax assets: | | |
| — 將於超過12個月後收回的 遞延所得稅資產 | – Deferred income tax assets to be recovered after more than 12 months | 5,993 | 3,839 |
| — 將於12個月內收回的 遞延所得稅資產 | – Deferred income tax assets to be recovered within 12 months | 1,324 | 1,113 |
| | | 7,317 | 4,952 |
| 遞延所得稅負債： | Deferred income tax liabilities: | | |
| — 將於超過12個月後清償的 遞延所得稅負債 | – Deferred income tax liabilities to be recovered after more than 12 months | (2,680) | (2,603) |
| | | (2,680) | (2,603) |
| 遞延所得稅資產，淨額 | Deferred income tax asset, net | 4,637 | 2,349 |

遞延所得稅資產／（負債）賬目的變動淨額如下：

The net movement on the deferred income tax assets/(liabilities) account is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 於一月一日 | At 1 January | 2,349 | (2,253) |
| 計入合併利潤表 (附註10) | Credited to consolidated income statement (Note 10) | 2,305 | 4,831 |
| 匯兌差額 | Exchange differences | (17) | (29) |
| 於十二月三十一日 | At 31 December | 4,637 | 2,349 |

23 遞延所得稅 (續)

年內產生遞延稅項資產之項目性質及其各自之變動(未計及於同一稅務管轄區內結餘抵銷)如下:

| | | 應計開支 | | 金融資產虧損撥備 | | 稅項虧損 | | 按公平值計入損益之 金融資產之公平值虧損 | | 撥備 | | 總計 | |
|-----------------------|---|------------------|-------|---|-------|------------|-------|---|-------|------------|-------|---------|--------|
| | | Accrued expenses | | Loss allowances for financial assets | | Tax losses | | Fair value loss on financial assets at fair value through profit or loss | | Provisions | | Total | |
| | | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 |
| | | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| 人民幣千元 | | 人民幣千元 | | 人民幣千元 | | 人民幣千元 | | 人民幣千元 | | 人民幣千元 | | 人民幣千元 | |
| RMB'000 | | RMB'000 | | RMB'000 | | RMB'000 | | RMB'000 | | RMB'000 | | RMB'000 | |
| 於一月一日 (扣除)/計入合併利潤表 | At 1 January (Charged)/credited to consolidated income statement | 1,358 | 75 | 1,265 | 633 | 7,426 | 5,341 | 859 | 255 | 291 | - | 11,199 | 6,304 |
| 匯兌差額 | Exchange differences | (34) | 1,272 | 333 | 632 | 2,412 | 1,627 | (5) | 726 | 837 | 291 | 3,543 | 4,548 |
| | | - | 11 | - | - | 158 | 458 | 22 | (122) | 6 | - | 186 | 347 |
| 於十二月三十一日 | At 31 December | 1,324 | 1,358 | 1,598 | 1,265 | 9,996 | 7,426 | 876 | 859 | 1,134 | 291 | 14,928 | 11,199 |

The nature of items giving rise to deferred tax assets and their respective movements during the year without taking into consideration the offsetting of balances within the same tax jurisdiction are as follows:

年內產生遞延稅項負債之項目性質及其各自之變動(未計及於同一稅務管轄區內結餘抵銷)如下:

The nature of items giving rise to deferred tax liabilities and their respective movements during the year without taking into consideration the offsetting of balances within the same tax jurisdiction are as follows:

| | | 按公平值計入損益之 金融資產之公平值收益 | | 不可分派利潤之預扣稅 | | 總計 | |
|-----------------------|--|---|-------|--|---------|---------|-------|
| | | Fair value gain on financial assets at fair value through profit or loss | | Withholding tax on undistributable profit | | Total | |
| | | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 |
| | | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| 人民幣千元 | | 人民幣千元 | | 人民幣千元 | | 人民幣千元 | |
| RMB'000 | | RMB'000 | | RMB'000 | | RMB'000 | |
| 於一月一日 扣除/(計入)合併利潤表 | At 1 January Charged/(credited) to consolidated income statement | 8,294 | 6,001 | 556 | 2,556 | 8,850 | 8,557 |
| 匯兌差額 | Exchange differences | 285 | 1,717 | 953 | (2,000) | 1,238 | (283) |
| | | 203 | 576 | - | - | 203 | 576 |
| 於十二月三十一日 | At 31 December | 8,782 | 8,294 | 1,509 | 556 | 10,291 | 8,850 |

23 遞延所得稅 (續)

23.1 有關遞延所得稅的會計政策

遞延所得稅乃就資產及負債之稅基與其於合併財務報表所示賬面值之間暫時性差額，以負債法作出全數撥備。然而，倘遞延稅項負債乃產生自商譽之初步確認，則不會確認。遞延所得稅乃以於報告期末已頒佈或實際頒佈之稅率（及法律）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用。

僅於可能有未來應課稅金額以動用該等暫時性差額及虧損時，方會確認遞延稅項資產。

倘本集團能控制撥回暫時性差額的時間及差額很可能不會於可見未來撥回，則遞延稅項負債及資產不會就海外業務投資的賬面值及稅基的臨時差異予以確認。

當有合法可執行權利抵銷當期稅項資產及負債及當遞延稅項結餘與同一稅務機關有關時，遞延稅項資產及負債可予抵銷。

23 DEFERRED INCOME TAX (continued)

23.1 Accounting policy on 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 tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

24 應付營業賬項

24 TRADE PAYABLES

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------|-------------------|-----------------------------------|-----------------------------------|
| 應付營業賬項 | Trade payables | | |
| – 第三方 | – third parties | 106,424 | 164,587 |
| – 關連人士 | – related parties | 3,272 | 3,494 |
| | | 109,696 | 168,081 |

大部分供應商授予之信貸期介乎三十至七十五天(二零二二年：相同)。

The majority of the suppliers grant credit period ranging from 30 to 75 days (2022: same).

應付營業賬項按發票日期之賬齡分析如下：

The ageing analysis of trade payables based on invoice date is as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------|---------------------|-----------------------------------|-----------------------------------|
| 少於六十天 | Less than 60 days | 103,557 | 107,471 |
| 六十天至一百二十天 | 60 days to 120 days | 3,860 | 12,767 |
| 超過一百二十天 | Over 120 days | 2,279 | 47,843 |
| | | 109,696 | 168,081 |

應付營業賬項以下列貨幣計值：

Trade payables are denominated in following currencies:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----|-----|-----------------------------------|-----------------------------------|
| 人民幣 | RMB | 66,450 | 83,974 |
| 美元 | USD | 31,596 | 72,107 |
| 新台幣 | NTD | 11,650 | 12,000 |
| | | 109,696 | 168,081 |

25 應計費用及其他應付款項

25 ACCRUALS AND OTHER PAYABLES

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------|------------------------------|-----------------------------------|-----------------------------------|
| 應計薪金及花紅 | Accrued salaries and bonuses | 30,031 | 34,406 |
| 應計經營開支 | Accrued operating expenses | 13,472 | 12,326 |
| 其他應付稅項 | Other tax payables | 1,777 | 1,512 |
| 其他應付款項 | Other payables | 992 | 1,614 |
| | | 46,272 | 49,858 |

應計費用及其他應付款項的賬面值與其公平值相若，並以下列貨幣計值：

The carrying amounts of accruals and other payables approximate their fair values are denominated in following currencies:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 港元 | HK\$ | 2,768 | 3,073 |
| 人民幣 | RMB | 23,879 | 23,743 |
| 美元 | USD | 9,267 | 11,479 |
| 新台幣 | NTD | 10,284 | 10,906 |
| 其他 | Others | 74 | 657 |
| | | 46,272 | 49,858 |

26 股本及股份溢價

26 SHARE CAPITAL AND SHARE PREMIUM

股本

Share capital

| | 股份數目 Number of shares 千股 '000 | 面值 Nominal value 人民幣千元 RMB'000 |
|---|---|--|
| 於二零二二年一月一日、二零二二年及 As at 1 January 2022, 二零二三年十二月三十一日 31 December 2022 and 2023 | 701,543 | 68,447 |

股份溢價

Share premium

| | 人民幣千元 RMB'000 |
|---|------------------|
| 於二零二二年一月一日、二零二二年及 As at 1 January 2022, 二零二三年十二月三十一日 31 December 2022 and 2023 | 213,865 |

27 購股權計劃

27 SHARE OPTION SCHEME

根據本公司於二零一三年八月三十日採納之購股權計劃，董事會全權酌情認為，向(i)本集團或任何被投資實體（即本集團持有股權之實體）之任何全職或兼職僱員（包括本公司或任何子公司或任何被投資實體之任何董事，不論是執行或非執行及不論是獨立與否）；(ii)本集團發行之任何證券之任何持有人；及(iii)本集團或任何被投資實體之任何業務或合營夥伴、承包商、代理或代表、顧問、諮詢人、供應商、生產商或特許發出人、客戶、特許持有人（包括任何再授特許持有人）或分銷商、業主或租戶（包括任何分租戶）；或(iv)董事會全權酌情認為已或可能對本集團或任何被投資實體作出貢獻之任何人士授出購股權。

Pursuant to the Share Option Scheme adopted by the Company on 30 August 2013, in the sole discretion of the Board, to grant options to (i) any full time or part time employees of the Group; or any invested entity, an entity in which the Group holds an equity interest, (including any directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary or any invested entity); (ii) any holder of any securities issued by the Group; and (iii) any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sub-licensee) or distributors, landlords or tenants (including any sub-tenants) of the Group or any invested entity; or (iv) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group or any invested entity.

於根據購股權計劃及其他計劃授出而仍未行使之所有尚未行使購股權獲行使後可予發行之股份數目總額，不得超過於採納日期本公司已發行股本總數之共計10%（惟本公司根據有關購股權計劃可能授出之購股權的最高股份數目，獲得股東最新許可更新10%上限除外），以及根據購股權計劃及任何其他計劃任何仍未行使之尚未行使購股權後可予發行之股份數目總額，不得超過本公司不時已發行股本之30%。

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other schemes must not in aggregate exceed 10% of the total issued capital of the Company as at the adoption date unless the Company obtains a fresh approval from the shareholders to renew the 10% limit on the basis that the maximum number of shares in respect of which options may be granted under the Share Option Scheme together with any options outstanding and yet to be exercised under the Share Option Scheme and any other scheme shall not exceed 30% of the issued share capital of the Company from time to time.

27 購股權計劃 (續)

27 SHARE OPTION SCHEME (continued)

截至二零二三年十二月三十一日止年度根據購股權計劃授出的購股權變動如下：

Movement of the options granted under the share option scheme for the year ended 31 December 2023 are as follows:

| 授出日期 | 參與者姓名/ 名稱或分類 | 購股權數目 Number of share options | | | | | 於二零二三年 十二月三十一日 尚未行使 | 行使期 | 每份購股權 行使價 | 於緊接購股權 授出日期前之 每股收市價 Closing price per share immediately before the grant date of share option |
|---------------------------------|--|---|-------------------------------|-------------------------------|--|---------------------------------|---|--|---|--|
| | | 於二零二三年 一月一日 尚未行使 | 年內授出 | 年內失效 | 年內沒收 | 年內行使 | | | | |
| Date of grant | Name or category of participants | Outstanding as at 1 January 2023 | Granted during the year | Expired during the year | Forfeited during the year (附註(i)) (Note (i)) | Exercised during the year | Outstanding as at 31 December 2023 | Exercise period | Exercise price per share option 港元 HK\$ | 港元 HK\$ |
| | 董事 Director | | | | | | | | | |
| 二零一七年八月三十一日 31 August 2017 | 鄭宜斌先生 Mr. CHENG Yee Pun | 300,000 | - | - | - | - | 300,000 | 二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027 | 1.684 | 1.55 |
| 二零一八年十一月十二日 12 November 2018 | 鄭宜斌先生 Mr. CHENG Yee Pun | 500,000 | - | - | - | - | 500,000 | 二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028 | 0.686 | 0.66 |
| 二零二二年四月八日 8 April 2022 | 鄭宜斌先生 Mr. CHENG Yee Pun | 500,000 | - | - | - | - | 500,000 | 二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032 | 0.310 | 0.31 |
| 二零二二年四月八日 8 April 2022 | 蔡力挺先生 Mr. CAI Liting | 800,000 | - | - | - | - | 800,000 | 二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032 | 0.310 | 0.31 |
| | | 2,100,000 | - | - | - | - | 2,100,000 | | | |

27 購股權計劃 (續)

27 SHARE OPTION SCHEME (continued)

截至二零二三年十二月三十一日止年度根據購股權計劃授出的購股權變動如下：(續)

Movement of the options granted under the share option scheme for the year ended 31 December 2023 are as follows: (continued)

| 授出日期 | 參與者姓名/ 名稱或分類 | 購股權數目 Number of share options | | | | | 於二零二三年 十二月三十一日 尚未行使 | 行使期 | 每份購股權 行使價 | 於緊接購股權 授出日期前之 每股收市價 Closing price per share immediately before the grant date of share option | | | |
|------------------|-------------------------------|----------------------------------|------|------|-----------|------|---|-------|--------------|--|---|-------------------------------|-------------------------------|
| | | 於二零二三年 一月一日 尚未行使 | 年內授出 | 年內失效 | 年內沒收 | 年內行使 | | | | | Outstanding as at 1 January 2023 | Granted during the year | Expired during the year |
| | 僱員 Employees | | | | | | | | | | | | |
| 二零一七年八月三十一日 | 持續合約僱員 | 3,050,000 | - | - | (200,000) | - | 二零一九年八月三十一日至 二零二七年八月三十日 | 1.684 | 1.55 | | | | |
| 31 August 2017 | Continuous contract employees | | | | | | 31 August 2019 to 30 August 2027 | | | | | | |
| 二零一八年十一月十二日 | 持續合約僱員 | 4,760,000 | - | - | (300,000) | - | 二零二零年十一月十二日至 二零二八年十一月十一日 | 0.686 | 0.66 | | | | |
| 12 November 2018 | Continuous contract employees | | | | | | 12 November 2020 to 11 November 2028 | | | | | | |
| 二零二二年四月八日 | 持續合約僱員 | 6,210,000 | - | - | (400,000) | - | 二零二四年四月八日至 二零三二年四月七日 | 0.310 | 0.31 | | | | |
| 8 April 2022 | Continuous contract employees | | | | | | 8 April 2024 to 7 April 2032 | | | | | | |
| | | 14,020,000 | - | - | (900,000) | - | | | | | | | |
| | | 16,120,000 | - | - | (900,000) | - | | | | | | | |

27 購股權計劃 (續)

27 SHARE OPTION SCHEME (continued)

截至二零二二年十二月三十一日止年度根據購股權計劃授出的購股權變動如下：

Movement of the options granted under the share option scheme for the year ended 31 December 2022 are as follows:

| 授出日期 | 參與者姓名/ 名稱或分類 | 購股權數目 Number of share options | | | | | 於二零二二年 十二月三十一日 尚未行使 | 行使期 | 每份購股權 行使價 | 於緊接購股權 授出日期前之 每股收市價 Closing price per share immediately before the grant date of share option |
|---------------------------------|--|---|-------------------------------|-------------------------------|--|---------------------------------|---|--|---|--|
| | | 於二零二二年 一月一日 尚未行使 | 年內授出 | 年內失效 | 年內沒收 | 年內行使 | | | | |
| Date of grant | Name or category of participants | Outstanding as at 1 January 2022 | Granted during the year | Expired during the year | Forfeited during the year (附註(i)) (Note (i)) | Exercised during the year | Outstanding as at 31 December 2022 | Exercise period | Exercise price per share option 港元 HK\$ | 港元 HK\$ |
| | 董事 Director | | | | | | | | | |
| 二零一七年八月三十一日 31 August 2017 | 鄭宜斌先生 Mr. CHENG Yee Pun | 300,000 | - | - | - | - | 300,000 | 二零一九年八月三十一日至 二零二七年八月三十日 31 August 2019 to 30 August 2027 | 1.684 | 1.55 |
| 二零一八年十一月十二日 12 November 2018 | 鄭宜斌先生 Mr. CHENG Yee Pun | 500,000 | - | - | - | - | 500,000 | 二零二零年十一月十二日至 二零二八年十一月十一日 12 November 2020 to 11 November 2028 | 0.686 | 0.66 |
| 二零二二年四月八日 8 April 2022 | 鄭宜斌先生 Mr. CHENG Yee Pun | - | 500,000 | - | - | - | 500,000 | 二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032 | 0.310 | 0.31 |
| 二零二二年四月八日 8 April 2022 | 蔡力挺先生 Mr. CAI Liting | - | 800,000 | - | - | - | 800,000 | 二零二四年四月八日至 二零三二年四月七日 8 April 2024 to 7 April 2032 | 0.310 | 0.31 |
| | | 800,000 | 1,300,000 | - | - | - | 2,100,000 | | | |

27 購股權計劃 (續)

27 SHARE OPTION SCHEME (continued)

截至二零二二年十二月三十一日止年度根據購股權計劃授出的購股權變動如下：(續)

Movement of the options granted under the share option scheme for the year ended 31 December 2022 are as follows: (continued)

| 授出日期 | 參與者姓名/ 名稱或分類 | 購股權數目 Number of share options | | | | | 於二零二二年 十二月三十一日 尚未行使 | 行使期 | 每份購股權 行使價 | 於緊接購股權 授出日期前之 每股收市價 |
|------------------|--|---|-------------------------------|-------------------------------|--|---------------------------------|---|---|---|---|
| | | 於二零二二年 一月一日 尚未行使 | 年內授出 | 年內失效 | 年內沒收 | 年內行使 | | | | |
| Date of grant | Name or category of participants | Outstanding as at 1 January 2022 | Granted during the year | Expired during the year | Forfeited during the year (附註(i)) (Note (i)) | Exercised during the year | Outstanding as at 31 December 2022 | Exercise period | Exercise price per share option 港元 HK\$ | Closing price per share immediately before the grant date of share option 港元 HK\$ |
| | 僱員 Employees | | | | | | | | | |
| 二零一七年八月三十一日 | 持續合約僱員 | 3,200,000 | - | - | (150,000) | - | 3,050,000 | 二零一九年八月三十一日至 二零二七年八月三十日 | 1.684 | 1.55 |
| 31 August 2017 | Continuous contract employees | | | | | | | 31 August 2019 to 30 August 2027 | | |
| 二零一八年十一月十二日 | 持續合約僱員 | 4,910,000 | - | - | (150,000) | - | 4,760,000 | 二零二零年十一月十二日至 二零二八年十一月十一日 | 0.686 | 0.66 |
| 12 November 2018 | Continuous contract employees | | | | | | | 12 November 2020 to 11 November 2028 | | |
| 二零二二年四月八日 | 持續合約僱員 | - | 6,310,000 | - | (100,000) | - | 6,210,000 | 二零二四年四月八日至 二零三二年四月七日 | 0.310 | 0.31 |
| 8 April 2022 | Continuous contract employees | | | | | | | 8 April 2024 to 7 April 2032 | | |
| | | 8,110,000 | 6,310,000 | - | (400,000) | - | 14,020,000 | | | |
| | | 8,910,000 | 7,610,000 | - | (400,000) | - | 16,120,000 | | | |

附註：

Notes:

(i) 購股權因僱員於歸屬期內辭任或候選人拒絕購股權提議而於年內沒收。倘股份因僱員未能滿足服務條件或拒絕提議而被沒收，則先前就該等股份確認的任何費用於沒收生效當日撥回。

(i) The share options forfeited during the year due to the resignation of employees within vesting period or the offer of share options was rejected by the candidates. Where shares are forfeited due to failures by the employees to satisfy the service conditions or rejection of the offer, any expenses previously recognised in relation to such shares are reversed effective the date of the forfeiture.

28 儲備

28 RESERVES

| | | 資本儲備 Capital reserve 人民幣千元 RMB'000 | 資本贖回儲備 Capital redemption reserve 人民幣千元 RMB'000 | 匯兌儲備 Exchange reserve 人民幣千元 RMB'000 | 購股權儲備 Share option reserve (附註27) (Note 27) 人民幣千元 RMB'000 | 法定儲備 Statutory reserve (附註(i)) (Note (i)) 人民幣千元 RMB'000 | 保留盈利 Retained earnings 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|--------------------|--|--|--|---|---|---|--|---------------------------------|
| 於二零二三年一月一日 | At 1 January 2023 | 44,065 | 1,942 | (11,689) | 3,350 | 29,878 | 101,175 | 168,721 |
| 年度虧損 | Loss for the year | - | - | - | - | - | (16,831) | (16,831) |
| 外幣換算差額 | Currency translation differences | - | - | 1,301 | - | - | - | 1,301 |
| 轉撥至法定儲備 | Appropriation to statutory reserve | - | - | - | - | 570 | (570) | - |
| 僱員購股權計劃— 僱員服務價值 | Employee share option scheme – value of employee services | - | - | - | 663 | - | 285 | 948 |
| 於二零二三年 十二月三十一日 | At 31 December 2023 | 44,065 | 1,942 | (10,388) | 4,013 | 30,448 | 84,059 | 154,139 |
| 於二零二二年一月一日 | At 1 January 2022 | 44,065 | 1,942 | (22,068) | 3,116 | 27,591 | 75,527 | 130,173 |
| 年度溢利 | Profit for the year | - | - | - | - | - | 27,830 | 27,830 |
| 外幣換算差額 | Currency translation differences | - | - | 10,379 | - | - | - | 10,379 |
| 轉撥至法定儲備 | Appropriation to statutory reserve | - | - | - | - | 2,287 | (2,287) | - |
| 僱員購股權計劃— 僱員服務價值 | Employee share option scheme – value of employee services | - | - | - | 234 | - | 105 | 339 |
| 於二零二二年 十二月三十一日 | At 31 December 2022 | 44,065 | 1,942 | (11,689) | 3,350 | 29,878 | 101,175 | 168,721 |

附註：

- (i) 中國子公司之法定儲備可用於彌補該子公司之未來虧損或增加其資本。

Note:

- (i) Statutory reserve of a subsidiary in The PRC can be utilised to offset future losses or increase the capital of the subsidiary.

29 合併現金流量表

29 CONSOLIDATED STATEMENT OF CASH FLOWS

(a) 除所得稅前(虧損)/溢利與經營活動所得現金的對賬：

(a) Reconciliation of (loss)/profit before income tax to cash generated from operations:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|---------------------|--|-----------------------------------|-----------------------------------|
| 除所得稅前(虧損)/溢利 | (Loss)/profit before income tax | (14,195) | 30,483 |
| 就以下項目作出調整： | Adjustments for: | | |
| 利息收入 | Interest income | (1,842) | (1,918) |
| 利息開支 | Interest expense | 206 | 514 |
| 物業、機器及設備折舊(附註14) | Depreciation for property, plant and equipment (Note 14) | 3,450 | 3,759 |
| 使用權資產折舊(附註15) | Depreciation for right-of-use assets (Note 15) | 8,889 | 10,934 |
| 無形資產攤銷(附註13) | Amortisation of intangible assets (Note 13) | 3,281 | 4,469 |
| 存貨減值撥備(附註18) | Provision for impairment of inventories (Note 18) | 4,846 | 1,824 |
| 金融資產虧損撥備 | Loss allowance for financial assets | (1,522) | 3,347 |
| 分佔聯營公司之業績 | Share of results of associates | 4,730 | 3,317 |
| 投資一間聯營公司之減值虧損 | Impairment loss on investment in an associate | 2,019 | - |
| 無形資產之減值虧損 | Impairment loss on intangible assets | 10,634 | - |
| 提前終止租賃收益(附註b) | Gain on early termination of a lease (Note b) | - | (688) |
| 按公平值計入損益之金融資產之公平值收益 | Fair value gain on financial assets at fair value through profit or loss | (964) | (2,017) |
| 購股權開支 | Share option expenses | 948 | 339 |
| | | 20,480 | 54,363 |
| 營運資金變動： | Changes in working capital: | | |
| 存貨 | Inventories | 60,549 | (39,235) |
| 營業及租賃應收賬項 | Trade and lease receivables | 15,647 | (24,145) |
| 合約資產 | Contract assets | 15,281 | (16,355) |
| 預付款項、按金及其他應收款項 | Prepayments, deposits and other receivables | 12,500 | (8,253) |
| 應付營業賬項 | Trade payables | (58,769) | 47,672 |
| 應計費用及其他應付款項 | Accruals and other payables | (3,785) | 8,228 |
| 合約負債 | Contract liabilities | (25,724) | 1,711 |
| 經營活動所得現金 | Cash generated from operations | 36,179 | 23,986 |

29 合併現金流量表 (續)

29 CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) 於合併現金流量表，終止租賃之所得款項包括：

(b) In the consolidated statement of cash flow, proceeds from termination of lease comprise:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| 出售金融租賃資產之所得款項 | Proceeds from the disposal of finance lease assets | - | 3,141 |
| 金融租賃資產之賬面淨值： 相關使用權資產之賬面值 | Net carrying value of finance lease assets: Carrying amount of respective right-of-use assets | - | 2,453 |
| | | - | 2,453 |
| 提前終止租賃之收益 | Gain on early termination of a lease | - | (688) |

(c) 產生自融資活動之負債對賬

(c) Reconciliation of liabilities arising from financing activities

| | | 租賃負債－ 流動部分 Lease liabilities - current portion 人民幣千元 RMB'000 | 租賃負債－ 非流動部分 Lease liabilities - non-current portion 人民幣千元 RMB'000 | 租賃負債總額 Total lease liabilities 人民幣千元 RMB'000 |
|---------------------------------|---|--|---|--|
| 於二零二二年一月一日 | As at 1 January 2022 | 12,482 | 9,544 | 22,026 |
| 現金流量 | Cash flows | (16,029) | (409) | (16,438) |
| 非現金變動： | Non-cash movements: | | | |
| 外匯調整 | Exchange differences | 3,391 | - | 3,391 |
| 租賃負債利息開支 | Interest expense on lease liabilities | 514 | - | 514 |
| 其他非現金變動 | Other non-cash movement | 8,190 | (8,190) | - |
| 於二零二二年 十二月三十一日及 二零二三年一月一日 | As at 31 December 2022 and 1 January 2023 | 8,548 | 945 | 9,493 |
| 現金流量 | Cash flows | (10,087) | - | (10,087) |
| 非現金變動： | Non-cash movements: | | | |
| 外匯差額 | Exchange differences | 170 | - | 170 |
| 收購租賃 | Acquisition of leases | 2,539 | 3,329 | 5,868 |
| 租賃負債利息開支 | Interest expense on lease liabilities | 206 | - | 206 |
| 其他非現金變動 | Other non-cash movement | 1,706 | (1,706) | - |
| 於二零二三年 十二月三十一日 | As at 31 December 2023 | 3,082 | 2,568 | 5,650 |

30 按類別劃分之金融工具

30 FINANCIAL INSTRUMENTS BY CATEGORY

於年結日各類別金融工具之賬面值如下：

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 金融資產－ | Financial assets – | | |
| 按攤銷成本列賬之金融資產 | financial assets at amortised cost | | |
| 營業應收賬項－淨額 | Trade receivables – net | 200,421 | 214,250 |
| 按金及其他應收款項 | Deposits and other receivables | 2,643 | 1,281 |
| 現金及現金等價物 | Cash and cash equivalents | 189,756 | 166,866 |
| | | 392,820 | 382,397 |
| 按公平值計入損益之金融資產 | Financial assets at fair value through profit or loss | 76,608 | 74,560 |
| 金融負債－ | Financial liabilities – financial liabilities at | | |
| 按攤銷成本列賬之金融負債 | amortised cost | | |
| 應付營業賬項 | Trade payables | 109,696 | 168,081 |
| 應計費用及其他應付款項 | Accruals and other payables | 14,464 | 13,940 |
| 租賃負債 | Lease liabilities | 5,650 | 9,493 |
| | | 129,810 | 191,514 |

31 承擔

(a) 經營租賃承擔

作為承租人

於二零二三年及二零二二年十二月三十一日，不可撤銷短期租賃下有關辦公室之未來最低租賃付款總額按直線基準確認為開支如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-------|-------------------------|-----------------------------------|-----------------------------------|
| 不超過一年 | Not later than one year | 67 | 73 |

作為出租人

於二零二三年及二零二二年十二月三十一日，不可撤銷經營租賃下之未來最低租賃付款如下：

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------|---|-----------------------------------|-----------------------------------|
| 不超過一年 | Not later than one year | 969 | 2,084 |
| 超過一年及不超過五年 | Later than one year and not later than five years | - | 969 |
| | | 969 | 3,053 |

31 COMMITMENTS

(a) Operating lease commitments

As lessee

At 31 December 2023 and 2022, the future aggregate minimum lease payments in respect of office under non-cancellable short-term leases are recognised as expenses on a straight-line as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-------|-------------------------|-----------------------------------|-----------------------------------|
| 不超過一年 | Not later than one year | 67 | 73 |

As lessor

At 31 December 2023 and 2022, the future minimum lease payments receivable under non-cancellable operating leases are as follows:

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|------------|---|-----------------------------------|-----------------------------------|
| 不超過一年 | Not later than one year | 969 | 2,084 |
| 超過一年及不超過五年 | Later than one year and not later than five years | - | 969 |
| | | 969 | 3,053 |

32 股息

截至二零二三年及二零二二年十二月三十一日止年度，本公司不建議派付股息。

32 DIVIDENDS

During the year ended 31 December 2023 and 2022, the Company did not recommend the payment of dividend.

33 關連人士交易

於二零二三年十二月三十一日，34.07%（二零二二年：34.07%）之本公司股份由FSK Holdings Limited（於香港註冊成立之公司）直接持有，而10.24%（二零二二年：10.24%）之本公司股份由FDG Fund, L.P.直接持有。FSK Holdings Limited為注資FDG Fund, L.P.總承擔約75%之有限合夥人。

如本集團或其主要管理人員之任何成員或其近親能夠直接或間接對某一方的財務和經營決策有重大影響或反之亦然的情形，則該人士被視為與本集團有關連。關連人士可以是個人或實體。

除財務報表其他部分所示的關連人士資料外，本集團及其關連人士於日常業務中訂立的重大關連人士交易以及關連人士交易產生的結餘概述如下。

(a) 與關連人士之交易

33 RELATED PARTY TRANSACTIONS

As at 31 December 2023, 34.07% (2022: 34.07%) of the Company's shares were directly held by FSK Holdings Limited, a company incorporated in Hong Kong and 10.24% (2022: 10.24%) of the Company's shares were directly held by FDG Fund, L.P. FSK Holdings Limited is a limited partner of FDG Fund, L.P. contributing to about 75% of its total commitment.

Parties are considered to be related to the Group if the Group or any member of its key management personnel or their close family members has the ability, directly or indirectly, to exercise significant influence over the parties in making financial and operating decisions, or vice versa. Related parties may be individuals or entities.

The following is a summary of significant related party transactions entered into in the ordinary course of business between the Group and its related parties and the balances arising from related party transactions in addition to the related party information shown elsewhere in the financial statements.

(a) Transactions with related parties

| | | | 二零二三年 2023 | 二零二二年 2022 |
|-----------|--|------------|------------------|------------------|
| | | 附註 Note | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 向關連人士銷售貨品 | Sales of goods to related parties | (i) | 13,658 | 11,471 |
| 向關連人士提供服務 | Rendering of services to related parties | (ii) | 321,583 | 324,463 |
| 向關連人士購買貨品 | Purchases of goods from related parties | (i) | 19,089 | 28,270 |

於二零二三年及二零二二年十二月三十一日，應收／(付) 關連人士款項計入以下項目：

As at 31 December 2023 and 2022, amounts due from/(to) related parties are included in below:

| | | | 二零二三年 2023 | 二零二二年 2022 |
|----------------|---|--|------------------|------------------|
| | | | 人民幣千元 RMB'000 | 人民幣千元 RMB'000 |
| 營業應收賬項 | Trade receivables | | 120,382 | 137,602 |
| 合約資產 | Contract assets | | 232 | 17,099 |
| 按金、預付款項及其他應收款項 | Deposits, prepayments and other receivables | | 174 | 177 |
| 應付營業賬項 | Trade payables | | (3,272) | (3,494) |
| 合約負債 | Contract liabilities | | (1,914) | (5,848) |

33 關連人士交易 (續)

(a) 與關連人士之交易 (續)

附註：

- (i) 截至二零二三年十二月三十一日止年度，銷售及購買貨品乃按相關訂約方共同協定之價格收費，指鴻海精密工業股份有限公司及其集團成員公司（統稱「鴻海集團」）（二零二二年：相同）。
- (ii) 服務條款由關連人士共同協定，指鴻海集團。

(b) 主要管理人員之報酬

33 RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

Notes:

- (i) During the year ended 31 December 2023, sales and purchases of goods are charged at prices mutually agreed by the relevant parties, representing Hon Hai Precision Industry Company Limited and its group companies ("Hon Hai Group") (2022: Same).
- (ii) Terms of services are mutually agreed by the relevant parties, representing Hon Hai Group.

(b) Key management personnel compensation

| | | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|--------------|--|-----------------------------------|-----------------------------------|
| 工資、薪金及津貼 | Wages, salaries and allowances | 1,546 | 1,411 |
| 花紅 | Bonus | 202 | 205 |
| 退休金成本—定額供款計劃 | Pension costs – defined contribution plans | 16 | 15 |
| | | 1,764 | 1,631 |

34 本公司之資產負債表及儲備變動

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY

| | | 附註 Note | 二零二三年 2023 人民幣千元 RMB'000 | 二零二二年 2022 人民幣千元 RMB'000 |
|-----------------|---|------------|-----------------------------------|-----------------------------------|
| 資產 | ASSETS | | | |
| 非流動資產 | Non-current assets | | | |
| 於子公司的投資 | Investments in subsidiaries | (a) | 1 | 1 |
| 應收子公司款項 | Amounts due from subsidiaries | | 184,442 | 183,337 |
| | | | 184,443 | 183,338 |
| 流動資產 | Current assets | | | |
| 預付款項、按金及其他應收款項 | Prepayments, deposits and other receivables | | 402 | 389 |
| 現金及現金等價物 | Cash and cash equivalents | | 55 | 519 |
| | | | 457 | 908 |
| 總資產 | Total assets | | 184,900 | 184,246 |
| 權益 | EQUITY | | | |
| 本公司權益持有人應佔股本及儲備 | Capital and reserves attributable to equity holders of the Company | | | |
| 股本 | Share capital | | 68,447 | 68,447 |
| 股份溢價 | Share premium | | 213,865 | 213,865 |
| 儲備 | Reserves | (b) | (98,430) | (99,179) |
| 總權益 | Total equity | | 183,882 | 183,133 |
| 負債 | LIABILITIES | | | |
| 流動負債 | Current liabilities | | | |
| 應計費用及其他應付款項 | Accruals and other payables | | 1,018 | 1,113 |
| 總負債 | Total liabilities | | 1,018 | 1,113 |
| 總權益及負債 | Total equity and liabilities | | 184,900 | 184,246 |

34 本公司之資產負債表及儲備變動 (續)

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY (continued)

(a) 子公司

於二零二三年及二零二二年十二月三十一日之主要子公司資料如下：

(a) Subsidiaries

Particulars of significant subsidiaries as at 31 December 2023 and 2022 are as follows:

| 公司 Company | 註冊成立/ 設立地點 Place of Incorporation/ establishment | 主要經營地點 Principal place of operation | 註冊資本 及已發行股本 Registered and issued capital | 於以下年度所持股權百分比 Percentage of equity interest held | | 法定實體類別 Type of legal entity | 主要業務 Principal activities |
|--|--|---|--|---|---------------|--|--|
| | | | | 二零二三年 2023 | 二零二二年 2022 | | |
| 直接持有權益 Interests held directly | | | | | | | |
| Grand Ditto Limited | 英屬處女群島 British Virgin Islands | 英屬處女群島 British Virgin Islands | 1美元 USD1 | 100% | 100% | 有限責任公司 Limited liability company | 投資控股 Investment holding |
| Upright Ample Limited | 英屬處女群島 British Virgin Islands | 英屬處女群島 British Virgin Islands | 1美元 USD1 | 100% | 100% | 有限責任公司 Limited liability company | 投資控股 Investment holding |
| Bright Deal Investments Limited | 英屬處女群島 British Virgin Islands | 英屬處女群島 British Virgin Islands | 1美元 USD1 | 100% | 100% | 有限責任公司 Limited liability company | 暫無營業 Dormant |
| Diamond Harvest Holdings Limited | 英屬處女群島 British Virgin Islands | 英屬處女群島 British Virgin Islands | 1美元 USD1 | 100% | 100% | 有限責任公司 Limited liability company | 投資控股 Investment holding |
| 間接持有權益 Interests held indirectly | | | | | | | |
| 港暉科技有限公司 | 香港 | 香港 | 80,000,001港元 | 100% | 100% | 有限責任公司 | 智能製造及辦公室 解決方案 |
| Grand Field Technology Limited | Hong Kong | Hong Kong | HK\$80,000,001 | 100% | 100% | Limited liability company | Smart manufacturing and office solutions |
| 雲智匯科技服務股份有限公司 | 台灣 | 台灣 | 150,000,000新台幣 | 100% | 100% | 有限責任公司 | 智能製造、辦公室及 零售解決方案 |
| Maxnerva Technology Service Inc. | Taiwan | Taiwan | NTD150,000,000 | 100% | 100% | Limited liability company | Smart manufacturing, office and retail solutions |
| Maxnerva Technology Services US LLC | 美國 | 美國 | 1美元 | 100% | 100% | 有限責任公司 | 投資控股及智能辦公室 解決方案 |
| Maxnerva Technology Services US LLC | United States | United States | USD1 | 100% | 100% | Limited liability company | Investment holding and smart office solutions |
| Personify, Inc. | 美國 | 美國 | 10美元 | 100% | 100% | 有限責任公司 | 智能辦公室解決方案 |
| Personify, Inc. | United States | United States | USD10 | 100% | 100% | Limited liability company | Smart office solutions |
| Personify (Vietnam) Company Limited | 越南 | 越南 | 50,000越南盾 | 100% | 100% | 有限責任公司 | 智能辦公室解決方案 |
| Personify (Vietnam) Company Limited | Vietnam | Vietnam | VND50,000 | 100% | 100% | Limited liability company | Smart office solutions |

34 本公司之資產負債表及儲備變動 (續)

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY (continued)

(a) 子公司 (續)

(a) Subsidiaries (continued)

| 公司 Company | 註冊成立/ 設立地點 Place of Incorporation/ establishment | 主要經營地點 Principal place of operation | 註冊資本 及已發行股本 Registered and issued capital | 於以下年度所持股權百分比 Percentage of equity interest held | | 法定實體類別 Type of legal entity | 主要業務 Principal activities |
|--|--|---|--|---|---------------|-----------------------------------|---|
| | | | | 二零二三年 2023 | 二零二二年 2022 | | |
| Retail Hardware Solutions LLC | 美國 | 美國 | 註冊資本1,000美元 | 100% | 100% | 有限責任公司 | 提供溫度檢測門禁 解決方案 |
| Retail Hardware Solutions LLC | United States | United States | Registered capital of USD1,000 | 100% | 100% | Limited liability company | Provision of temperature screening access control solutions |
| 雲智匯(重慶)高新科技服務有限公司 (附註iii) | 中國 | 中國 | 註冊資本10,000,000 美元 | 100% | 100% | 有限責任公司 | 智能製造及辦公室 解決方案 |
| 雲智匯(重慶)高新科技服務有限公司 (Wisecloud Technology Service Inc.) (Note iii) | the PRC | the PRC | Registered capital of USD10,000,000 | 100% | 100% | Limited liability company | Smart manufacturing and office solutions |
| 雲智匯(武漢)科技服務有限公司 (附註iii) | 中國 | 中國 | 註冊資本人民幣 20,000,000元 | 100% | 100% | 有限責任公司 | 智能製造及辦公室 解決方案 |
| 雲智匯(武漢)科技服務有限公司 (Maxnerva (Wuhan) Technology Services Limited) (Note iii) | the PRC | the PRC | Registered capital of RMB20,000,000 | 100% | 100% | Limited liability company | Smart manufacturing and office solutions |
| 雲智匯(深圳)高新科技服務有限公司 (附註iii) | 中國 | 中國 | 註冊資本人民幣 20,000,000元 | 100% | 100% | 有限責任公司 | 智能製造及辦公室 解決方案 |
| 雲智匯(深圳)高新科技服務有限公司 (Maxnerva (Shenzhen) Technology Services Limited) (Note iii) | the PRC | the PRC | Registered capital of RMB20,000,000 | 100% | 100% | Limited liability company | Smart manufacturing and office solutions |

附註：

Notes:

- (i) 截至二零二三年及二零二二年十二月三十一日止年度任何時間，各子公司均無任何已發行之借貸資本。
- (ii) 於中國註冊成立之集團成員公司並無正式英文公司名，董事盡力將公司中文名稱翻譯為英文。

- (i) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2023 and 2022.
- (ii) The English names of the group companies incorporated in The PRC represent the best effort by the directors in translating its Chinese name as they do not have official English names.

34 本公司之資產負債表及儲備變動 (續)

(b) 本公司之儲備變動

| | | 資本贖回儲備 Capital redemption reserve 人民幣千元 RMB'000 | 資本儲備 Capital reserve 人民幣千元 RMB'000 | 購股權儲備 Share option reserve 人民幣千元 RMB'000 | 匯兌儲備 Exchange reserve 人民幣千元 RMB'000 | 累計虧損 Accumulated losses 人民幣千元 RMB'000 | 總計 Total 人民幣千元 RMB'000 |
|-----------------------------|--|--|--|---|---|---|---------------------------------|
| 於二零二二年一月一日 | At 1 January 2022 | 1,942 | 77,250 | 3,116 | (25,405) | (166,177) | (109,274) |
| 年度虧損 | Loss for the year | - | - | - | - | (3,370) | (3,370) |
| 匯兌差額 | Exchange translation difference | - | - | - | 13,126 | - | 13,126 |
| 僱員購股權計劃－ 僱員服務價值 | Employee share option scheme – value of employee services | - | - | 234 | - | 105 | 339 |
| 於二零二二年十二月三十一日 及二零二三年一月一日 | At 31 December 2022 and 1 January 2023 | 1,942 | 77,250 | 3,350 | (12,279) | (169,442) | (99,179) |
| 年度虧損 | Loss for the year | - | - | - | - | (2,235) | (2,235) |
| 匯兌差額 | Exchange translation difference | - | - | - | 2,036 | - | 2,036 |
| 僱員購股權計劃－ 僱員服務價值 | Employee share option scheme – value of employee services | - | - | 663 | - | 285 | 948 |
| 於二零二三年十二月三十一日 | At 31 December 2023 | 1,942 | 77,250 | 4,013 | (10,243) | (171,392) | (98,430) |

34 BALANCE SHEET AND RESERVE MOVEMENTS OF THE COMPANY (continued)

(b) Reserve movements of the Company

35 其他可能重大會計政策概要

本附註載列擬備此等合併財務報表時可能採納之其他主要會計政策。除另有說明外，此等政策在所呈報的所有年度均貫徹應用。此等財務報表乃為由雲智匯科技服務有限公司及其子公司組成之本集團所用。

35.1 合併原則及權益會計處理

(a) 子公司

子公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為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的權力影響此等回報時，本集團即控制該實體。子公司在控制權轉移至本集團之日悉數合併入賬。子公司在控制權終止之日起停止合併入賬。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES

This note provides a list of other potentially material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Maxnerva Technology Services Limited and its subsidiaries.

35.1 Principles of consolidation and equity accounting

(a) Subsidiaries

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

35 其他可能重大會計政策概要 (續)

35.1 合併原則及權益會計處理 (續)

(a) 子公司 (續)

集團內公司之間的交易、結餘及交易之未變現收益予以對銷。若交易提供憑證顯示所轉讓資產出現減值，未變現虧損亦予以對銷。子公司的會計政策已於必要時變更，以確保與本集團採納的政策一致。

(b) 聯營公司

聯營公司指本集團具有重大影響力但並無控制權或聯合控制權的實體。通常情況下，本集團擁有20%至50%的表決權持股比例。於聯營公司之投資乃採用權益會計法入賬。

根據權益會計法，投資初步按成本確認，其後進行調整以於損益確認本集團應佔被投資方收購後溢利或虧損，並於其他綜合收益確認本集團應佔被投資方其他綜合收益的變動。

當本集團應佔按權益法列賬的投資的虧損等於或超出其於該實體的權益(包括任何其他無抵押長期應收賬款)時，本集團不會進一步確認虧損，除非本集團有承擔責任或代其他實體支付款項。

本集團與其聯營公司間交易的未變現收益按本集團於該等實體的權益為限進行抵銷。未實現虧損亦予以抵銷，除非有交易顯示已轉讓資產出現減值跡象。按權益列賬的被投資方的會計政策已在必要時作出變動，以確保與本集團所採納的政策一致。

按權益列賬的投資的賬面值根據附註35.6所述政策進行減值測試。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.1 Principles of consolidation and equity accounting (continued)

(a) Subsidiaries (continued)

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

(b) Associates

An associate is an entity over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income.

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

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 35.6.

35 其他可能重大會計政策概要 (續)

35.2 獨立財務報表

於子公司的投資按成本扣除減值列賬。成本包括投資的直接應佔成本。子公司的業績由本公司按已收及應收股息列賬。

如股息超過宣派股息期內子公司的總綜合收益，或如獨立財務報表中的投資賬面值超過合併財務報表中被投資方淨資產（包括商譽）的賬面值，則須於收取該等投資的股息時就於子公司的投資作減值測試。

35.3 分部報告

營運分部的報告方式須與主要營運決策人獲提供的內部報告的方式一致。

主要營運決策人負責分配資源並且評核營運分部的表現。作出策略性決定的執行董事被認為主要營運決策人。

35.4 外幣換算

(a) 功能和呈報貨幣

本集團旗下各實體之財務報表所載項目均採用有關實體營運所在之主要經濟環境通用之貨幣（「功能貨幣」）計量。本公司之功能貨幣為港元，而合併財務報表以本公司及本集團之呈報貨幣人民幣呈報。

(b) 交易及結餘

外幣交易採用交易日期或項目獲重新計量的估值日期的匯率換算為功能貨幣。結算該等交易產生的匯兌盈虧以及將外幣計值的貨幣資產及負債按年終匯率換算產生的匯兌盈虧在利潤表內確認。

外幣換算收益及虧損均於利潤表「其他（虧損）／收益，淨額」呈列。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.2 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 Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends 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.

35.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

35.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

Foreign exchange gains and losses are presented in the income statement within "Other (losses)/gains, net".

35 其他可能重大會計政策概要 (續)

35.4 外幣換算 (續)

(b) 交易及結餘 (續)

以外幣計值按公平值計量的非貨幣項目乃按於釐定公平值當日的匯率換算。按公平值列賬的資產及負債的換算差額呈報為公平值收益或虧損的一部分。例如，非貨幣資產及負債（如按公平值計入損益的權益）的換算差額，於損益內確認為公平值收益或虧損的一部分，而非貨幣資產（如分類為按公平值計入其他綜合收益的權益）的換算差額，於其他綜合收益確認。

(c) 集團公司

功能貨幣與呈報貨幣不同的所有集團實體（當中沒有惡性通貨膨脹經濟的貨幣）的業績和財務狀況按如下方法換算為呈報貨幣：

- (i) 每份呈報的資產負債表內的資產和負債按該資產負債表日期的年結日匯率換算；
- (ii) 每份利潤表內的收入和費用按平均匯率換算（除非該平均值並非交易日期匯率的累計影響的合理約數；在此情況下，收入和費用按交易日期的匯率換算）；及
- (iii) 所有由此產生的匯兌差額在其他綜合收益中確認。

於合併入賬時，因換算任何於海外實體的投資淨額而產生的匯兌差額於其他綜合收益確認。當海外經營業務被出售時，相關匯兌差額重新分類至損益作為出售收益或虧損的一部分。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.4 Foreign currency translation (continued)

(b) 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.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

35 其他可能重大會計政策概要 (續)

35.5 物業、機器及設備

所有物業、機器及設備以歷史成本減折舊入賬。歷史成本包括購買該等項目直接應佔支出。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益，而該項目的成本能可靠計量時，才計入資產的賬面值或確認為一項單獨資產 (倘適用)。已更換零件的賬面值被終止確認。所有其他維修及保養費用在產生時的財政期間內於利潤表支銷。

折舊乃使用直線法計算，以於其估計使用年期內，或倘為租賃物業裝修，則於以下租期內分配其成本並扣除其剩餘價值 (如有)：

| | |
|----------|-----------|
| 電腦設備 | 3至5年 |
| 租賃物業裝修 | 租期或5年之較短者 |
| 傢俬、裝置及設備 | 3至5年 |

資產的剩餘價值及使用年期在各報告期末進行檢討，及在適當時調整。

倘資產之賬面值高於其估計可收回金額，則其賬面值即時撇減至可收回金額 (附註 35.6)。

出售所得收益或虧損透過比較所得款項與賬面值釐定，於利潤表「其他 (虧損) / 收益, 淨額」確認。

35.6 非金融資產的減值

無需折舊或攤銷之非金融資產每年就減值進行測試，或當有事件出現或情況改變顯示可能出現減值時進行更頻密減值測試。其他非金融資產當有事件出現或情況改變顯示賬面值可能無法收回時就減值進行測試。減值虧損按資產之賬面值超出其可收回金額之差額進行確認。可收回金額以資產之公平值扣除出售成本或使用價值後兩者之較高者為準。於評估減值時，資產將按單獨可識辨現金流入的最低層次組合，該現金流入很大程度獨立於其他資產或資產組合 (現金產生單位) 的現金流入。已蒙受減值的非金融資產 (除商譽外) 在各報告期末均就減值是否可以撥回進行檢討。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.5 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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 income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost amounts, net of their residual values if any, over their estimated useful lives or, in the case of leasehold improvements, the lease term as follows:

| | |
|-----------------------------------|----------------------------------|
| Computer equipment | 3 to 5 years |
| Leasehold improvements | Shorter of lease term or 5 years |
| Furniture, fixtures and equipment | 3 to 5 years |

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 35.6).

Gain or loss on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other (losses)/gains, net" in the income statement.

35.6 Impairment of non-financial assets

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

35 其他可能重大會計政策概要 (續)

35.7 金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：(i)其後按公平值計入損益計量之金融資產；及(ii)按攤銷成本計量之金融資產。分類視乎實體管理金融資產之業務模式及現金流量之合約條款而定。管理層於初步確認金融資產時將其分類。

就按公平值計入損益計量的資產而言，收益及虧損將計入損益。並非持作買賣的股本工具投資將視乎本集團是否於初步確認時不可撤回地選擇以按公平值計入其他綜合收益（「按公平值計入其他綜合收益」）將股權投資入賬。

本集團於及僅於管理該等資產之業務模式改變時，方會重新分類債務投資。

(b) 確認及終止確認

常規購買及出售的金融資產在交易日確認，交易日指本集團承諾購買或出售該資產之日。當從金融資產收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。

(c) 計量

於初始確認時，本集團按公平值計量金融資產，倘為並非按公平值計入損益（「按公平值計入損益」）的金融資產，則加上購買金融資產直接應佔之交易成本。按公平值計入損益列賬之金融資產之交易成本於損益內列作開支。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.7 Financial assets

(a) Classification

The Group classifies its financial assets as following measurement categories: (i) those measured subsequently at fair value through profit or loss; and (ii) those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

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

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

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on the 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 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 assets carried at FVPL are expensed in profit or loss.

35 其他可能重大會計政策概要 (續)

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.7 金融資產 (續)

35.7 Financial assets (continued)

(c) 計量 (續)

(c) Measurement (continued)

債務工具

Debt instruments

債務工具之其後計量取決於本集團管理資產之業務模式及該項資產之現金流量特徵。本集團將其債務工具分類為兩種計量類別：

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- 攤銷成本：為收取合約現金流量而持有，且現金流量僅為支付本金及利息之資產按攤銷成本計量。其後按攤銷成本計量且並非對沖關係一部分之債務投資之收益或虧損於該資產終止確認或減值時於合併利潤表確認。該等金融資產的利息收入採用實際利率法計入融資收入。
 - 按公平值計入損益：不符合攤銷成本或按公平值計入其他綜合收益標準的資產按公平值計入損益計量。其後按公平值計入損益計量且並非對沖關係一部分之債務投資之收益或虧損於損益確認，並於產生期間以淨額呈列於「其他（虧損）／收益，淨額」。
 - 於釐定其現金流量是否僅為支付本金及利息時，將整體考慮具有嵌入式衍生工具之金融資產（如可換股債券）。
- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated income statements when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
 - Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL and is not part of a hedging relationship is recognised in profit or loss and presented net in 'Other (losses)/gains, net' in the period in which it arises.
 - Financial assets with embedded derivatives, for example, a convertible bond, are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

35 其他可能重大會計政策概要 (續)

35.7 金融資產 (續)

(c) 計量 (續)

股本工具

本集團按公平值對所有股本投資進行後續計量。按公平值計入損益之金融資產之公平值變動於合併利潤表內於其他(虧損)/收益, 淨額確認(如適用)。

(d) 減值

本集團按前瞻性基準評估與所有接受預期信貸虧損評估的工具相關的預期信貸虧損。減值方法適用於計入損益之金融資產以外之債務工具取決於是否出現信貸風險明顯增加。附註3.1(b)詳述本集團釐定信貸風險是否存在明顯增加的方法。

就營業應收賬項及其他應收款項(其他應收稅項除外)、合約資產及融資租賃應收賬項而言, 本集團應用香港財務報告準則第9號所允許的簡化方法, 該方法規定預期全期虧損須自首次確認應收款項時予以確認, 進一步詳情見附註3.1(b)。

35.8 抵銷金融工具

當有合法可執行權利可抵銷已確認金額, 並有意圖按淨額基準結算或同時變現資產和結算負債時, 金融資產與負債可互相抵銷, 並在資產負債表報告其淨額。合法可執行權利必須不得依賴未來事件而定, 而在一般業務過程中以及倘本集團或對方一旦出現違約、無償債能力或破產時, 也必須具有可執行力。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.7 Financial assets (continued)

(c) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Changes in the fair value of financial assets at FVPL are recognised in Other (losses)/gains, net in the consolidated income statement as applicable.

(d) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with all instruments subjected to the expected credit loss assessment. The impairment methodology applied to debt instruments other than financial assets through profit or loss depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade and other receivables (excluding other tax receivables), contract assets and finance leases receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

35.8 Offsetting financial instruments

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

35 其他可能重大會計政策概要 (續)

35.9 合約資產及合約負債

合約資產為本集團已向客戶轉讓商品或服務而有權收取代價之權利。當本集團收到代價之權利為無條件時(即代價僅須時間推移便會成為到期付款時)，合約資產成為應收款項。合約資產減值按附註35.7(d)所載相同基準計量、呈列及披露。

合約負債為本集團向本集團已收代價之客戶轉讓商品或服務之義務。

35.10 現金及現金等價物

就於現金流量表呈報而言，現金及現金等價物包括手頭現金及銀行活期存款。

35.11 股本

普通股列作權益。發行新股份或期權直接應佔新增成本在權益內列示為所得款項(除稅後)的扣減。

35.12 應付營業賬項

應付營業賬項為在一般營業過程中向供應商購買商品或服務而應作出付款的責任。如應付營業賬項、其他應付款項及應計費用的支付日期在一年或以內(如在正常營業週期中，則可較長時間)，則分類為流動負債；否則呈列作非流動負債。

應付營業賬項、其他應付款項及應計費用初步按公平值確認，其後利用實際利率法按攤銷成本計量。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.9 Contracts assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer. A contract asset becomes a receivable when the Group's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis set out in Note 35.7(d).

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration.

35.10 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks.

35.11 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.

35.12 Trade payables

Trade payables are obligations to pay for goods 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.

35 其他可能重大會計政策概要 (續)

35.13 僱員福利

(a) 退休金責任

本集團參與若干可供所有相關僱員享用的設定提存供款退休福利計劃。該等計劃一般以向政府成立的計劃或信託管理基金支付款項之方式運作。設定提存計劃指本集團以強制、合約或自願基準向獨立實體作出供款之退休金計劃。概無本集團界定供款退休福利計劃項下之已沒收供款可供本集團減少其現有供款水平。倘基金並無足夠資產就當期及過往期間之僱員服務向所有僱員支付福利，本集團並無法定或推定責任作出進一步供款。

香港

本集團於香港之僱員須參與強制性公積金計劃(「強積金計劃」)界定之定額供款計劃。強積金計劃之資產由獨立管理之基金持有，獨立於本集團之資產。

在強積金計劃下，本集團及各僱員分別按僱員有關入息(按照強制性公積金計劃條例之定義)百分之五供款。本集團及僱員雙方之供款均為每月最高1,500港元，隨後為自願性供款。有關供款即時悉數歸屬僱員。

中國

按照中國法規規定，本集團為中國有關僱員向國家資助退休計劃供款。本集團及其相關僱員按有關入息(包括薪金、津貼及花紅)按各自法定比例供款。除以上供款外，本集團沒有額外支付實際退休後福利之承擔。此國家資助退休計劃負責對退休僱員提供全部退休後收益。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.13 Employee benefits

(a) Pension obligations

The Group participates in various defined contribution retirement benefit plans which are available to all relevant employees. These plans are generally funded through payments to schemes established by government or trustee-administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on a mandatory, contractual or voluntary basis into a separate entity. No forfeited contribution under the Group's defined contribution retirement benefit plans is available for the Group to reduce its existing level of contributions. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefit relating to employee service in the current and prior periods.

Hong Kong

Employees of the Group in Hong Kong are required to participate in a defined contribution scheme as defined in Mandatory Provident Fund Scheme ("MPF Scheme"). The assets of the MPF Scheme are held separately from those of the Group under independently administered funds.

Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employee's relevant income, as defined in the Mandatory Provident Fund Scheme Ordinance. Both the Group's and the employee's contributions are subjected to a cap of HK\$1,500 per month, with contributions beyond these amounts being voluntary. The contributions are fully and immediately vested to the employees.

The PRC

As stipulated by rules and regulations in The PRC, the Group contributes to state-sponsored retirement plans for its relevant employees in The PRC. The Group and its relevant employees make monthly contributions to the plans at the respective statutory rates on the relevant income (comprising salaries, allowances and bonus). The Group has no further obligations for the actual payment of post-retirement benefits beyond its contributions. The state-sponsored retirement plans are responsible for the entire post-retirement benefits payable to retired employees.

35 其他可能重大會計政策概要 (續)

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.13 僱員福利 (續)

35.13 Employee benefits (continued)

(a) 退休金責任 (續)

(a) Pension obligations (continued)

台灣

Taiwan

本公司根據勞工退休金條例(「條例」)，參與界定供款退休金計劃(「新計劃」)，適用於所有台灣普通員工。根據新計劃，本公司每月按員工月薪及工資之6%提繳至勞保局員工個人退休金賬戶。產生之福利於僱傭終止時每月或一次性支付。除供款外，本集團對實際支付退休後福利並無其他責任。

The Company participates in a defined contribution pension plan (the “New Plan”) under the Labor Pension Act (the “Act”), covering all regular employees in Taiwan. Under the New Plan, the Company contribute monthly an amount based on 6% of the employees’ monthly salaries and wages to the employees’ individual pension accounts at the Bureau of Labor Insurance. The benefits accrued are paid monthly or in lump sum upon termination of employment. The Group has no further obligations for the actual payment of post-retirement benefits beyond its contributions.

退休計劃之所有供款均全部及即時歸屬，本集團並無未歸屬之福利以減少將來供款。

All contributions to pension plans are fully and immediately vested and the Group had no unvested benefits available to reduce its future contributions.

(b) 花紅計劃

(b) Bonus plan

當本集團因僱員已提供之服務而產生現有法定或推定責任，而該責任金額能夠可靠估算時，派付花紅之預期成本將確認為負債。花紅計劃之負債預期在十二個月內結付，並以結付時預計需付之金額計量。

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities of bonus plan are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(c) 僱員應享假期

(c) Employee leave entitlements

僱員的年假權利於僱員應享時確認。本集團就僱員截至報告期末已提供的服務而享有的年假的估計負債作出撥備。

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 end of reporting period.

僱員應享的病假及產假於休假前不予確認。

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

35 其他可能重大會計政策概要 (續)

35.14 以股份為基礎的薪酬

本集團實施一項以股份為基礎的薪酬計劃，旨在為對本集團的成功經營作出貢獻的合資格參與人士提供獎勵及回報。僱員提供服務以換取所授購股權的公平值乃確認為開支。列作開支的總金額乃參照已授出購股權的公平值釐定，而計算時：

- 包括任何市場表現狀況 (如實體的股價)；
- 不包括任何有關服務及非市場表現的歸屬情況 (如盈利能力、銷售增長目標及有關人士於一段特定時間內是否仍為實體僱員) 的影響；及
- 包括任何非歸屬條件 (如要求員工儲備) 的影響。

非市場歸屬條件包括在有關預期可予歸屬購股權數目的假設中。開支總額在歸屬期間內確認，歸屬期間指符合所有特定可歸屬條件的期間。

於各報告期末，本集團依據非市場表現及服務條件修訂其對預期可歸屬的購股權數目的估計。本集團於利潤表確認對原估計修訂 (如有) 的影響，並對權益作出相應調整。在購股權獲行使時，本公司將發行新股份。已收取所得款項 (扣除任何直接應佔交易成本) 均列入股本 (面值) 及股份溢價中。

本集團就收購無形資產發行股份。所發行股份的公平值與無形資產的公平值之間的差額於合併利潤表確認為開支。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.14 Share-based compensation

The Group operates a share-based compensation plan for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, 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 (for example, the requirement for employees to save).

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity. When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The Group issued shares for acquisition of intangible assets. The difference between the fair value of shares issued and the fair value of the intangible assets is recognised as an expense in the consolidated income statement.

35 其他可能重大會計政策概要 (續)

36.15 撥備

倘本集團因過往事件而導致承擔現有法定或推定責任，並可能有資源流出以償付責任，且已就相關金額作出可靠估計，則會確認撥備。不會就未來經營虧損確認撥備。

如出現多項類似責任，而償付該等責任是否須動用資源在考慮該等責任的整體類別後釐定。即使同類別責任中任何一項可能須動用資源的機會不大，但仍會確認撥備。

撥備利用反映目前市場評估資金的時間價值及責任的個別風險的除稅前利率，以預期須用作履行責任的支出的現值計量。由於時間消逝導致的撥備增加，於利潤表的「融資成本」確認為利息開支。

35.16 利息收入

利息收入以實際利率法確認。

持作現金管理用途的金融資產所賺取的利息收入呈列為融資收入。任何其他利息收入計入其他收入。

35.17 政府補助

政府補助於能合理確定將會收取補助而本集團符合所有相關條件時，按公平值確認。有關成本之政府補助均將遞延，並於與其擬定補償之成本配對之所需期間內於損益內確認。政府補助於合併利潤表「其他收入」呈列。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

36.15 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 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 within "finance costs" in the income statement.

35.16 Interest income

Interest income is recognised using the effective interest method.

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.

35.17 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants are presented in "other income" in the consolidated income statement.

35 其他可能重大會計政策概要 (續)

35.18 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債，惟所有短期租賃及低價值資產租賃除外。

合約可能包含租賃及非租賃組成部分。本集團根據相對獨立價格將合約中的代價分配予租賃及非租賃部分。

自租賃產生的資產及負債初始按現值計量。租賃負債包括固定租賃付款的淨現值。

計量負債時亦包括根據合理確定延長選擇權作出的租賃付款。

租賃付款於本金與融資成本之間作出分配。融資成本於租期內自損益扣除以計算出各期間負債餘下結餘的固定週期利率。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額；及
- 於開始日期或之前作出的任何租賃付款減任何已收取的租賃優惠。

租賃付款採用租賃所隱含的利率予以貼現。倘無法可靠釐定該利率（就本集團的租賃而言通常如此），則使用承租人的增量借款利率，即單個承租人在類似條款、擔保和條件的類似經濟環境中借入所需資金而獲得接近使用權資產價值的資產所必須支付的利率。

使用權資產一般於資產使用年期或租賃期（以較短者為準）按直線法計提折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的使用年期內予以折舊。本集團對物業、機器及設備內呈列的土地及樓宇的價值進行重估，但未選擇重估本集團所持有的使用權樓宇的價值。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.18 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group, except for all short-term leases and leases of low-value assets.

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.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments.

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

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

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

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

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the group.

35 其他可能重大會計政策概要 (續)

35.18 租賃 (續)

與設備及汽車短期租賃及所有低價值資產租賃相關的付款以直線法於損益內確認為開支。短期租賃指租期為12個月或以下且並無購買選擇權的租賃。低價值資產包括資訊科技設備及小型辦公家具。

本集團作為出租人，所收到的經營租賃收入在租賃期內按直線法確認為收入。獲取經營租賃產生的初始直接成本會加入相關資產的賬面值，並於租期內以確認租賃收入的相同基礎確認為開支。租賃資產按其性質於綜合資產負債表中列示。

融資租賃之收入根據反映出租人有關融資租賃之未償還淨投資之固定定期收益率之模式確認為融資收入。租賃期開始時，出租人應將融資租賃於資產負債表中記錄為應收款項，金額等於租賃投資淨額。香港財務報告準則第9號之終止確認及減值規定適用於出租人之租賃投資淨額。

35.19 股息分派

就於報告期末或之前已宣派但於報告期末尚未分派的任何股息（已適當授權及不再由實體酌情決定）的款項作出撥備。

35 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

35.18 Leases (continued)

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option. Low-value assets comprise IT equipment and small items of office furniture.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

Lease income from finance lease recognised as finance income based on a pattern reflecting a constant periodic rate of return on the lessor's net investment outstanding in respect of the finance lease. At commencement of the lease term, the lessor should record a finance lease in the balance sheet as a receivable, at an amount equal to the net investment in the lease. The derecognition and impairment requirements of HKFRS 9 apply to a lessor's net investment in a lease.

35.19 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.



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