

Shen You Holdings Limited 申酉控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8377



ANNUAL REPORT
年報

2021



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Kwok Wai, Albert (*Chairman*)
Mr. Chan Yiu Tung, Enoch
Mr. Leung King Yue, Alex
Mr. Ma Pok Man Josiah
(appointed on 13 May 2021)
Mr. Shane McGrath
(appointed on 3 January 2022)

Independent Non-executive Directors

Mr. Sung Alfred Lee Ming
Mr. Chan Tsun Choi, Arnold
Mr. Chow Chin Hang, Joel

COMPLIANCE OFFICER

Mr. Chan Yiu Tung, Enoch

AUTHORISED REPRESENTATIVES

Mr. Leung King Yue, Alex
(appointed on 12 October 2021)
Mr. Wong Kwok Wai, Albert
(ceased to act on 12 October 2021)
Mr. Chan Yiu Tung, Enoch

COMPANY SECRETARY

Mr. Chan Yiu Tung, Enoch

AUDIT COMMITTEE

Mr. Sung Alfred Lee Ming (*Chairman*)
Mr. Chan Tsun Choi, Arnold
Mr. Chow Chin Hang, Joel

董事會

執行董事

黃國偉先生 (*主席*)
陳耀東先生
梁景裕先生
馬博文先生
(於二零二一年五月十三日獲委任)
Shane McGrath先生
(於二零二二年一月三日獲委任)

獨立非執行董事

宋理明先生
陳進財先生
周展恒先生

合規主任

陳耀東先生

授權代表

梁景裕先生
(於二零二一年十月十二日獲委任)
黃國偉先生
(於二零二一年十月十二日辭任)
陳耀東先生

秘書

陳耀東先生

審核委員會

宋理明先生 (*主席*)
陳進財先生
周展恒先生

Corporate Information (Continued)

公司資料(續)

REMUNERATION COMMITTEE

Mr. Chow Chin Hang, Joel (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Chan Tsun Choi, Arnold

NOMINATION COMMITTEE

Mr. Wong Kwok Wai, Albert (*Chairman*)
Mr. Sung Alfred Lee Ming
Mr. Chow Chin Hang, Joel
Mr. Chan Tsun Choi, Arnold

AUDITOR

Asian Alliance (HK) CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

PRINCIPAL BANK

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

薪酬委員會

周展恒先生 (主席)
宋理明先生
陳進財先生

提名委員會

黃國偉先生 (主席)
宋理明先生
周展恒先生
陳進財先生

核數師

華融(香港)會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Corporate Information (Continued)

公司資料(續)

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 386 Zeng Nan Road
Zeng Jiao Cun
Fang Cun
Liwan District
Guangzhou
China

中國主要營業地點

中國
廣州市
荔灣區
芳村
增滘村
增南路386號

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

10/F, Aubin House,
171-172 Gloucester Road,
Wan Chai, Hong Kong

總部及香港主要營業地點

香港灣仔
告士打道171-172號
安邦商業大廈10樓

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
54樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

主要股份過戶登記處

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

COMPANY'S WEBSITE

www.shenyouholdings.com

公司網址

www.shenyouholdings.com

STOCK CODE

8377

股份代號

8377

Chairman's Statement

主席致辭

Dear Shareholders,

On behalf of the board of Directors (the “**Board**”), I am delighted to present the annual report of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2021.

BUSINESS REVIEW

For the year ended 31 December 2021, the Group's revenue increases to approximately HK\$73.4 million, representing an increase of approximately 63.1%, as compared to revenue of approximately HK\$45.0 million for the year ended 31 December 2020. The Group's net loss increases to approximately HK\$27.2 million for the year ended 31 December 2021 from approximately HK\$15.6 million for the year ended 31 December 2020, representing an increase of approximately 74.7%. Such increase in net loss was mainly due to the increase in impairment losses on goodwill of approximately HK\$12.1 million and increase in administrative expenses of approximately HK\$9.4 million during the year ended 31 December 2021 as compared to that for the year ended 31 December 2020.

The Group is principally engaged in the manufacturing and selling of sewing threads and board categories of garment accessories, provision of interior design, interior decoration and furnishing services, and provision of equine related services business.

The Group currently manufactures polyester sewing threads, which are mainly used for garments. The major product of the Group is 100% spun polyester sewing threads. Other types of sewing threads are also offered, including textured polyester series, elastic filament sewing threads and weft yarn. The Group's customers are located in the People's Republic of China (the “**PRC**”), Hong Kong as well as overseas countries, including but not limited to the Middle East and Mauritius. While the Group's customers in the PRC and Hong Kong are mainly garment manufacturers, its overseas customers are mainly wholesalers. The production facilities of the Group, where the sewing threads manufacturing process is conducted, are located in Liwan, Guangzhou (the “**Guangzhou Production Facilities**”).

各位股東：

本人謹代表董事會（「**董事會**」）欣然提呈本公司及其附屬公司（統稱「**本集團**」）截至二零二一年十二月三十一日止年度之年度報告。

業務概覽

截至二零二一年十二月三十一日止年度，本集團的收益上升至約73,400,000港元，升幅約為63.1%，而截至二零二零年十二月三十一日止年度的收益則約為45,000,000港元。截至二零二一年十二月三十一日止年度，本集團的虧損淨額由截至二零二零年十二月三十一日止年度約15,600,000港元上升至約27,200,000港元，相當於大幅上升約74.7%。有關虧損淨額下降乃主要由於與截至二零二零年十二月三十一日止年度相比，截至二零二一年十二月三十一日止年度的商譽減值虧損增加約12,100,000港元及行政開支增加約9,400,000港元所致。

本集團主要從事縫紉線和各類服裝輔料生產及銷售，提供室內設計、室內裝飾及室內陳設服務以及提供馬匹相關服務業務。

本集團現時生產主要用於服裝的滌綸線。本集團的重點產品為100%滌綸線。本集團亦提供其他類型的縫紉線，包括滌綸長絲系列、高彈絲縫紉線及低彈絲。本集團的客戶位於中華人民共和國（「**中國**」）、香港及世界各地，包括但不限於中東及毛里裘斯。本集團位於中國及香港的客戶主要為服裝製造商，而海外客戶則主要為批發商。本集團的生產設施位於廣州荔灣區（「**廣洲生產基地**」），縫紉線的製造流程均於該設施中進行。

Chairman's Statement (Continued)

主席致辭(續)

To diversify our business focus, the Group has completed an acquisition for the acquisition of 100% of equity interest of Diamond Motto Limited (“**DML**”) and its subsidiary, LMP International Limited (collectively, the “**DML Group**”) on 9 February 2021. DML Group is principally engaged in the provision of interior design, fitting out and decoration services. The Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected the new line of business can diversify its existing business portfolio and to increase source of income.

Moreover, the Group has acquired quality broodmares and share of the stallions to enter into horse trading and breeding business in Australia. As part of the Group's expanding stallion portfolio we have acquired shareholding in Australia's most exciting young sire in Extreme Choice, the son of champion sire Not A Single Doubt, stands at the famed Hunter Valley Stallion farm Newgate which are rapidly becoming a dominant force in the Australian market. We have also acquired shares in last year's 2 year old champion Farnan when he retired to Kia Ora Stud, along with the likes of Denman, who is highly regarded in the Hong Kong racing scene. Our broodmare portfolio reside at some of Australia's leading nurseries including Segenhoe Stud, Newhaven park, Rosemont stud and Twin Hills. The management team have been actively pursuing strategic partnerships with key industry participants to enable the bloodstock arm of the company to take advantage of the booming industry in Australia. With prize money, industry participation and market trends at an all time high in the Australian bloodstock industry we are purposely positioned to benefit from this lucrative market boom.

為多元化發展業務重點，本集團已於二零二一年二月九日完成一項有關收購 Diamond Motto Limited (「**DML**」)及其附屬公司沛銘國際有限公司(統稱「**DML集團**」)的100%股權的收購事項。DML集團主要從事提供室內設計、裝修及裝飾服務業務。本集團認為，香港及大灣區追求個性與品味室內設計、裝修及裝飾的商業、居民及公共部門日益增加。因此，本集團預期新業務線將促進當前業務組合多樣性，增加收入來源。

此外，本集團已收購優質母馬及部分種馬以進軍澳洲馬匹交易及育種業務。作為本集團擴張種馬業務組合的一部分，我們已於澳大利亞收購最受矚目的年輕種馬 Extreme Choice 的股份，其為冠軍種馬「Not A Single Doubt」之子，著名的 Hunter Valley Stallion 農場 Newgate 的種馬，這些種馬迅速成為澳大利亞市場主導力量。我們亦於冠軍馬匹 Farnan (去年為 2 歲) 退役到 Kia Ora Stud 時收購其股份，且收購了在香港賽馬賽事中享有極高聲譽 Denman 的股份。我們母馬業務組合在澳大利亞若干領先動物繁殖場中開展，包括 Segenhoe Stud、Newhaven park、Rosemont stud 及 Twin Hills。管理團隊正積極實現與主要行業參與者開展戰略合作，讓本公司純種馬業務分部充分利用澳大利亞增長行業的優勢。隨著賽事獎金、行業參與度、市場趨勢達到澳大利亞純種馬行業歷史最高，我們決心確立自身定位，從盈利市場增長中獲益。

Chairman's Statement (Continued)

主席致辭(續)

APPRECIATION

I wish to take this opportunity to extend my sincere thanks to our shareholders, business partners, customers and suppliers for their continuous support. I would also like to express my deep gratitude to my fellow Directors and the Group's management team and staff for their efforts and dedication to the Group during the past year.

Shen You Holdings Limited
Wong Kwok Wai, Albert
Chairman, chief executive officer and executive Director

Hong Kong, 25 March 2022

致謝

本人謹藉此機會真誠感謝股東、業務夥伴、客戶及供應商的持續支援。本人亦謹此感激董事及本集團管理層團隊及員工於過往年度的努力及對本集團的貢獻。

申酉控股有限公司
主席、行政總裁兼執行董事
黃國偉

香港，二零二二年三月二十五日

Management Discussion and Analysis

管理層討論及分析

INTRODUCTION

The Group is principally engaged in the manufacturing and trading of sewing threads and board categories of garment accessories, the provision of interior design, fitting out and decoration services and equine services business. The business review are set out in the above Chairman's Statement.

FINANCIAL REVIEW

Revenue

The revenue was generated from the segment of manufacturing and trading of threads product, interior design and decoration, and equine services. The following table sets out a breakdown of the Group's revenue attributable to three segments of the Group of the year ended 31 December 2021 and 2020:

		Year ended 31 December 截至十二月三十一日止年度				Rate of change 變動比率
		2021 二零二一年		2020 二零二零年		
		HK\$'000 千港元	% of total revenue 佔總收益%	HK\$'000 千港元	% of total revenue 佔總收益%	%
Manufacturing and trading of threads	縫紉線生產及貿易	54,517	74.3	44,984	100	21.2
Interior design and decoration	室內設計及裝修	18,057	24.6	—	—	—
Equine services	馬匹服務	791	1.1	—	—	—
		73,365	100.0	44,984	100.0	63.1

Manufacturing and trading of threads

The revenue attributable to the manufacturing and trading of threads increased to approximately HK\$54.5 million for the year ended 31 December 2021 from approximately HK\$45.0 million for the year ended 31 December 2020, representing an increase of approximately 21.2%. The revenue increase was mainly attributable to the increase in sales in PRC market and the oversea market due to the tension of COVID-19 seemed to be abating.

緒言

本集團主要從事縫紉線和各類服裝輔料生產及貿易，提供室內設計、裝修及裝飾服務及馬匹服務。業務回顧載於上文主席致辭。

財務回顧

收益

該收益乃由縫紉線生產及貿易、室內設計及裝修以及馬匹服務分部產生。下表載列本集團於截至二零二一年及二零二零年十二月三十一日止年度本集團三個分部應佔收益明細：

縫紉線生產及貿易

縫紉線生產及貿易應佔收益增加至截至二零二一年十二月三十一日止年度的約54,500,000港元，較截至二零二零年十二月三十一日止年度的約45,000,000港元增加約21.2%。收益增加乃主要由於新型冠狀病毒的緊張局勢似乎正在緩和而令中國市場及海外市場的銷售增加所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Interior design and decoration

The Group completed the acquisition of Diamond Motto Limited on 9 February 2021. No revenue recorded for the segment of interior design and decoration was recorded for the year ended 2020 and the revenue for year ended 2021 is covered the period from 9 February 2021 to 31 December 2021. The revenue attributable to the interior design decoration for the year ended 31 December 2021 was HK\$18.1 million.

Equine Services

The equines services were new setup during the year. The Company providing a wide range of equines services which included but not limit to horse breeding services and horse retirement services and horse consulting services. The revenue attributable to the equines services for the year ended 31 December was HK\$0.8 million.

Cost of sales

The Group's cost of sales primarily consists of director material costs, processing fees, direct labour costs and welfare and social insurance. The following table sets out a breakdown of the Group's cost of sales attributable to three segments of the Group for the year ended 31 December 2021 and 2020:

		Year ended 31 December 截至十二月三十一日止年度		Rate of change 變動比率
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	%
Manufacturing and trading of threads	縫紉線生產及貿易	46,756	34,537	35.4
Interior design and decoration	室內設計及裝修	10,564	—	—
Equine services	馬匹服務	1,253	—	—
		58,573	34,537	69.6

室內設計及裝修

本集團於二零二一年二月九日完成收購 Diamond Motto Limited。截至二零二零年止年度，室內設計及裝修分部概無錄得收益，截至二零二一年止年度的收益涵蓋自二零二一年二月九日至二零二一年十二月三十一日期間。截至二零二一年十二月三十一日止年度的室內設計及裝修應佔收益為18,100,000港元。

馬匹服務

馬匹服務於年內新設立。本公司提供廣泛的馬匹服務，包括但不限於馬匹育種服務及馬匹退休服務以及馬匹諮詢服務。截至十二月三十一日止年度的馬匹服務應佔收益為800,000港元。

銷售成本

本集團的銷售成本主要包括直接材料成本、加工費及直接勞工成本以及福利及社會保險。下表載列本集團於截至二零二一年及二零二零年十二月三十一日止年度本集團三個分部應佔銷售成本明細：

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Manufacturing and trading of threads

The cost of sales attributable to the manufacturing and trading of threads increase to approximately HK\$46.8 million for the year ended 31 December 2021 from approximately HK\$34.5 million for the year ended 31 December 2020, representing an increase of 35.4%. The cost of sales for the manufacturing and trading of threads increased is in line with the increase in sale for the year.

Interior design and decoration

The cost of sales attributable to the interior design decoration for the year ended 31 December 2021 was HK\$10.6 million. It is the segment newly acquired and no revenue recorded for the year ended 31 December 2020 due to Group completed the acquisition of Diamond Motto Limited during this year.

Equine services

The cost of sales attributable to the equine services for the year ended was HK\$1.3 million. It is the segment newly setup and no revenue recorded for the year ended 2020 and the management expected the revenue will increase significantly in the year 2022.

Gross profit and gross profit margin

The Group's gross profit increased to approximately HK\$14.8 million for the year ended 31 December 2021 from approximately HK\$10.4 million for the year 31 December 2020, representing an increase of approximately 41.6%. The increase in gross profit was mainly attributable to the significant increase in sales for the segment of manufacturing and trading of threads and the new segment of interior design and decoration segment acquired by the Group during the year ended 31 December 2021. The gross profit margin decrease to approximately 20.2% for the year ended 31 December 2021 from approximately 23.2% for the year ended 31 December 2020 was mainly attributable to the cost of sales for initial equine services generated for the year ended 31 December 2021 which diluted the gross profit margin for the Group.

縫紉線生產及貿易

縫紉線生產及貿易應佔銷售成本增加至截至二零二一年十二月三十一日止年度的約46,800,000港元，較截至二零二零年十二月三十一日止年度的約34,500,000港元增加35.4%。縫紉線生產及貿易銷售成本增加乃符合年內銷售增加。

室內設計及裝修

截至二零二一年十二月三十一日止年度的室內設計及裝修應佔銷售成本為10,600,000港元。此乃新收購分部，截至二零二零年十二月三十一日止年度概無錄得收益，此乃由於本集團於該年內完成收購Diamond Motto Limited。

馬匹服務

截至年末的馬匹服務應佔銷售成本為1,300,000港元。此乃新設立分部，截至二零二零年止年度概無錄得收益，而管理層預期收益將於二零二二年大幅增加。

毛利及毛利率

本集團的毛利增加至截至二零二一年十二月三十一日止年度的約14,800,000港元，較截至二零二零年十二月三十一日止年度的約10,400,000港元增加約41.6%。毛利增加乃主要由於縫紉線生產及貿易分部及本集團於截至二零二一年十二月三十一日止年度內收購的室內設計及裝修新分部之銷售大幅增加所致。毛利率由截至二零二零年十二月三十一日止年度約23.2%，下跌至截至二零二一年十二月三十一日止年度約20.2%，乃主要由於截至二零二一年十二月三十一日止年度產生的初期馬匹服務的銷售成本，攤薄本集團毛利率所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Other income and gain/(losses and expenses), net

The Group recorded other net gain and other expenses, net of approximately HK\$2.6 million for the year ended 31 December 2021 as compared with other net losses and expenses of approximately HK\$4.4 million for the year ended 31 December 2020. Such change was mainly attributable to the decrease in the exchange loss and the fair value gain on the biological assets during the year.

Selling and distribution expenses

Selling and distribution expenses mainly consist of staff costs and transportation expenses. Selling expenses increased to approximately HK\$7.0 million for the year ended 31 December 2021 from approximately HK\$5.7 million for the year ended 31 December 2020. Such increase was mainly due to the increase in transportation expenses and labour cost as a result of the aforementioned increase in revenue.

Administrative expenses

Administrative losses primarily consist of staff costs, Directors' remuneration and legal and professional fees. Administrative expenses increased to approximately HK\$23.4 million for the year ended 31 December 2021 from approximately HK\$13.9 million for the year ended 31 December 2020, representing an increase of approximately 67.5%. Such increase was mainly attributable to the increase in staff costs for the new business segment and increase in legal and professional fee of the acquisition of the new business segment during the year.

其他收入及增益／(虧損及開支)淨額

本集團於截至二零二一年十二月三十一日止年度錄得其他增益淨額及其他開支淨額約2,600,000港元，而截至二零二零年十二月三十一日止年度則錄得其他虧損及開支淨額約4,400,000港元。有關變動乃主要由於年內匯兌虧損下跌及生物資產公允價值收益所致。

銷售及分銷開支

銷售及分銷開支主要包括員工成本及運輸費。銷售開支由截至二零二零年十二月三十一日止年度約5,700,000港元，上升至截至二零二一年十二月三十一日止年度約7,000,000港元。有關上升有關下跌乃主要由於上述收益下跌導致運輸費及勞工成本增加所致。

行政開支

行政開支主要包括員工成本、董事酬金以及法律及專業費用。行政開支由截至二零二零年十二月三十一日止年度約13,900,000港元，上升至截至二零二一年十二月三十一日止年度約23,400,000港元，升幅約為67.5%。有關上升乃主要由於新業務分部的員工成本增加及年內收購新業務分部的法律及專業費用增加所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Finance costs

The Group's finance costs increased to approximately HK\$0.7 million for the year ended 31 December 2021 from approximately HK\$0.4 million for the year ended 31 December 2020, representing an increase of approximately 82.5%. Such increase was mainly due to the new banking facilities from the acquisition of the interior design and decoration segment.

Loss before income tax

As a result of the aforesaid, the Group recorded a loss before income tax of approximately HK\$27.2 million for the year ended 31 December 2021 from approximately HK\$15.6 million for the year ended 31 December 2020, representing an increase of approximately 74.7%.

Income tax expense

No income tax expense was recorded both for the year ended 31 December 2021 and 31 December 2020.

Total comprehensive expenses attributable to the owners of the parent

The total comprehensive expenses attributable to the owners of the parent increased to approximately HK\$25.7 million for the year ended 31 December 2021 from approximately HK\$11.5 million for the year ended 31 December 2020, representing an increase of approximately 123.7%. Such increase was mainly due to the combined effect of the increase in the Group's loss for the year ended 31 December 2021 due to the reasons mentioned above and the increase in exchange differences on translation of foreign operations.

融資成本

本集團的融資成本由截至二零二零年十二月三十一日止年度約400,000港元，上升至截至二零二一年十二月三十一日止年度約700,000港元，升幅約為82.5%。有關上升乃主要由於收購室內設計及裝飾分部的新銀行融資。

除所得稅前虧損

由於前述各項，本集團於截至二零二一年十二月三十一日止年度錄得除所得稅前虧損約27,200,000港元，而截至二零二零年十二月三十一日止年度則錄得約15,600,000港元，升幅約為74.7%。

所得稅開支

截至二零二一年及二零二零年十二月三十一日止年度並無錄得所得稅開支。

母公司擁有人應佔全面虧損總額

母公司擁有人應佔全面虧損總額由截至二零二零年十二月三十一日止年度約11,500,000港元，增加至截至二零二一年十二月三十一日止年度約25,700,000港元，升幅約為123.7%。有關上升乃主要由於本集團截至二零二一年十二月三十一日止年度的虧損因上述理由而增加及換算海外業務的匯兌差額增加的綜合影響所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Basic and diluted loss per share

The Company's basic and diluted loss per share for the year ended 31 December 2021 was approximately HK7.43 cents (2020: HK6.22 cents (restated)), representing an increase of approximately 19.5%, which was mainly due to the increase in loss attributable to the owners of the parent.

Final dividend

The board did not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

For the year ended 31 December 2021, the Group's operations were primarily financed through its operating and financing activities. The Directors believe that in the long term, the Group's operations will continue to be funded by a combination of cash generated from the Group's operating activities and financing activities.

The Group's cash and bank balances amounted to approximately HK\$27.3 million and approximately HK\$11.9 million as at 31 December 2021 and 2020, respectively. The functional currency of the Group is the Hong Kong dollar. As at 31 December 2021, 94.9% of the Group's cash and bank balances were denominated in the Group's functional currency (31 December 2020: 96.9%) and the remaining 5.1% (31 December 2020: 3.1%) in other currencies, mainly the Renminbi and Australian Dollars.

As at 31 December 2021 and 2020, the Group had net current assets of approximately HK\$58.4 million and approximately HK\$35.5 million, respectively, which included trade receivables, contract assets, deposit and other receivables, inventories and cash and cash equivalents. The Group's current ratio slightly decreased from approximately 3.8 as at 31 December 2020 to approximately 3.1 as at 31 December 2021.

每股基本及攤薄虧損

截至二零二一年十二月三十一日止年度，本公司每股基本及攤薄虧損約為7.43港仙(二零二零年：6.22港仙(經重述))，升幅約為19.5%，乃主要由於母公司擁有人應佔虧損增加所致。

末期股息

董事會不建議就截至二零二一年十二月三十一日止年度派付末期股息(二零二零年：無)。

流動資金及財務資源

截至二零二一年十二月三十一日止年度，本集團主要透過其經營及融資活動為其營運提供資金。董事相信，長遠而言本集團將繼續以本集團經營活動及融資活動所產生現金的組合為其營運提供資金。

本集團於二零二一年及二零二零年十二月三十一日的現金及銀行結餘分別約為27,300,000港元及約為11,900,000港元。本集團的功能貨幣為港元。於二零二一年十二月三十一日，本集團94.9%(二零二零年十二月三十一日：96.9%)的現金及銀行結餘以本集團功能貨幣計值，而餘下5.1%(二零二零年十二月三十一日：3.1%)則以其他貨幣計值，主要為人民幣及澳元。

於二零二一年及二零二零年十二月三十一日，本集團的流動資產淨值分別約為58,400,000港元及約為35,500,000港元，包括應收交易款項、合約資產、按金及其他應收款項、存貨以及現金及現金等物。本集團的流動比率由二零二零年十二月三十一日約3.8稍微下降至二零二一年十二月三十一日約3.1。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

GEARING RATIO

The Group's gearing ratio is calculated based on net debt (including interest-bearing bank borrowings, trade payables, other payables and accruals, and lease liabilities, less cash and cash equivalents) divided by the total equity plus net debt at the respective reporting date. The gearing ratio is approximately 0.9% and approximately 4.9% as at 31 December 2021 and 2020, respectively. The Group believes that the cash at banks provide adequate liquidity to satisfy the Group's funding requirements.

CAPITAL COMMITMENTS

As at 31 December 2021, the Group did not have any capital commitments (as at 31 December 2020: nil).

CAPITAL STRUCTURE

On 9 February 2021, the Group has completed the acquisition of 100% equity interest in Diamond Motto Limited by the allotment and issuance of an aggregate of 67,441,860 consideration shares and the closing price of the Company's share on the acquisition date was HK\$0.38. Details of the acquisition are set out in the Company's circular dated 12 January 2021 and the announcement dated 9 February 2021.

On 19 January 2021, the Company entered into the subscription agreement with the subscriber, pursuant to which the subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 24,000,000 new Shares at the subscription price of HK\$0.30 per subscription share. Also, the placing agent and the Company entered into the placing agreement, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 24,000,000 placing shares at the placing price of HK\$0.30 per placing share to not less than six placees who and whose beneficial owners shall be Independent Third Parties. The subscription and placing of the new shares has been completed on 11 February 2021. Details of the subscription and placing of the new shares are set out in the announcements of the Company dated 19 January 2021, 2 February 2021 and 11 February 2021.

資產負債比率

本集團的資產負債比率乃以各報告日期的淨債務(包括計息銀行借款、應付交易款項、其他應付款項及應計費用以及租賃負債，減現金及現金等價物)除以權益總額加淨債務之和計算。於二零二一年及二零二零年十二月三十一日，資產負債比率分別約為0.9%及4.9%。本集團認為，銀行現金提供足夠流動資金應付本集團的資金需要。

資本承擔

於二零二一年十二月三十一日，本集團並無任何資本承擔(於二零二零年十二月三十一日：無)。

資本架構

於二零二一年二月九日，本集團透過配發及發行合共67,441,860股代價股份完成收購於Diamond Motto Limited的100%股權，而本公司股份於收購日期的收市價為0.38港元。收購事項的詳情載於本公司日期為二零二一年一月十二日的通函及日期為二零二一年二月九日的公告。

於二零二一年一月十九日，本公司與認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意配發及發行24,000,000股新股份，認購價為每股認購股份0.30港元。此外，配售代理與本公司訂立配售協議，據此，本公司已有條件同意透過配售代理按盡力基準配售最多24,000,000股配售股份予不少於六名承配人(彼等及彼等之實益擁有人須為獨立第三方)，配售價為每股配售股份0.30港元。認購及配售新股份已於二零二一年二月十一日完成。認購及配售新股份的詳情載於本公司日期為二零二一年一月十九日、二零二一年二月二日及二零二一年二月十一日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

On 29 June 2021, the Company entered into the subscription agreements with two subscribers, pursuant to which the subscribers has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 3,300,000 and 3,400,000 new Shares for two subscribers at the subscription price of HK\$0.60 per subscription share. Also, the placing agent and the Company entered into the placing agreement, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 47,000,000 placing shares at the placing price of HK\$0.60 per placing share to not less than six placees who and whose beneficial owners shall be Independent of the Company. The subscriptions and placing of the new shares has been completed on 22 July 2021. Details of the subscription and placing of the new shares are set out in the announcements of the Company dated 29 June 2021, 8 July 2021 and 22 July 2021.

As at 31 December 2021, the Company's issued share capital amounted to approximately HK\$20.5 million, divided by 409,141,860 Shares of HK\$0.05 each.

Details of changes in the Company's share capital for the year ended 31 December 2021 are set out in note 29 to the condensed consolidated financial statements of this report.

SIGNIFICANT INVESTMENTS

As disclosed in the announcements of the Company dated 31 May 2021 and 11 June 2021, the Group won several bids to acquire of horses at the 2021 Gold Coast National Broodmare Sale for the horse breeding business. Save as these disclosed above, as at 31 December 2021 the Group did not hold any significant investments (as at 31 December 2020: Nil).

於二零二一年六月二十九日，本公司與兩名認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意為兩名認購人配發及發行3,300,000股及3,400,000股新股份，認購價為每股認購股份0.60港元。此外，配售代理與本公司訂立配售協議，據此，本公司已有條件同意透過配售代理按盡力基準配售最多47,000,000股配售股份予不少於六名承配人(彼等及彼等之實益擁有人須獨立於本公司)，配售價為每股配售股份0.60港元。認購及配售新股份已於二零二一年七月二十二日完成。認購及配售新股份的詳情載於本公司日期為二零二一年六月二十九日、二零二一年七月八日及二零二一年七月二十二日的公告。

於二零二一年十二月三十一日，本公司的已發行股本約為20,500,000港元，分為409,141,860股每股面值0.05港元的股份。

本公司截至二零二一年十二月三十一日止年度股本變動詳情載於本報告簡明綜合財務報表附註29。

重大投資

誠如本公司日期為二零二一年五月三十一日及二零二一年六月十一日之公告所披露，本集團就馬匹育種業務於二零二一年黃金海岸國家母馬拍賣會上贏得多個馬匹購買競拍。除上文所披露者外，於二零二一年十二月三十一日，本集團並無擁有任何重大投資(於二零二零年十二月三十一日：無)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

On 9 February 2021, the Group has completed the acquisition of 100% equity interest in Diamond Motto Limited by the allotment and issuance of an aggregate of 67,441,860 consideration shares and the closing price of the Company's share on the acquisition date was HK\$0.38. Details of the acquisition are set out in the Company's circular dated 12 January 2021 and the announcement dated 9 February 2021.

Save as disclosed above, the Group did not have any acquisitions or disposals of subsidiaries and affiliated companies.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the Company's prospectus dated 30 November 2017 (the "Prospectus"), the Group currently has no other plans for material investments and capital assets.

CONTINGENT LIABILITIES

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

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients and credit review of the Group's loan portfolio. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

重大收購或出售附屬公司及聯屬公司

於二零二一年二月九日，本集團透過配發及發行合共67,441,860股代價股份完成收購於Diamond Motto Limited的100%股權，而本公司股份於收購日期的收市價為0.38港元。收購事項的詳情載於本公司日期為二零二一年一月十二日的通函及日期為二零二一年二月九日的公告。

除上文所披露者外，本集團並無收購或出售任何附屬公司及聯屬公司。

重大投資及資本資產的未來計劃

除上文及本公司日期為二零一七年十一月三十日的招股章程(「招股章程」)所披露者外，本集團目前並無其他重大投資及資本資產計劃。

或然負債

於二零二一年十二月三十一日，本集團並無重大或然負債(於二零二零年十二月三十一日：無)。

庫務政策

本集團採納審慎庫務政策。本集團致力透過對其客戶財務狀況進行持續信貸評估及對本集團貸款組合進行信貸評估，以減少信貸風險。為管理流動資金風險，董事會會密切監測本集團之流動資金水平，以確保本集團資產、負債及承擔之流動資金架構可符合其資金需求。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FOREIGN EXCHANGE EXPOSURE

The Group is exposed to foreign currency risk when it enters into transactions which are not denominated in the Group's functional currency. Such exposure mainly relates to the distribution and sale of the Group's products and purchases of raw materials in the PRC and the acquisition of broodmares and stallions and the equine services income in Australia. The Group currently does not have a foreign currency hedging policy. Yet, the Group's management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise. The sensitivity analysis of the Group's exposure to foreign exchange risk and other financial risks are set out in note 33 to the consolidated financial statements of this annual report.

PLEDGE OF ASSETS

As at 31 December 2021 and 2020, the following assets were pledged to banks to secure certain banking facilities granted to the Group:

外匯風險

本集團於訂立未以本集團功能貨幣計值的交易時承受外幣風險。有關風險主要與於中國分銷及銷售本集團的產品及購買原材料以及於澳洲收購母馬及種馬以及馬匹服務收入有關。本集團目前並無外幣對沖政策。然而，本集團管理層會密切監察外匯風險，並於有需要時將考慮對沖重大外幣風險。本集團外匯風險及其他金融風險的敏感度分析載於本年度報告綜合財務報表附註33。

資產抵押

於二零二一年及二零二零年十二月三十一日，以下資產已質押予銀行，以擔保本集團獲授的若干銀行融資：

		As at 31 December 於十二月三十一日	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	3,674	—
Investment property	投資物業	4,361	—
		8,035	—

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2021, the Group employed a total of 161 employees (as at 31 December 2020: 157), of whom 139 were located in the PRC and 22 were located in Hong Kong. The Group's staff costs mainly comprised wages and salaries, social insurance, housing provident fund and severance payments. For the two years ended 31 December 2021, the Group's total staff costs (excluding Directors' emoluments) amounted to approximately HK\$19.3 million and HK\$14.5 million, respectively. The Group offers remuneration packages comprising basic salaries, discretionary bonuses and allowances to its management and office staff. For the workers at the Guangzhou Production Facilities, the Group offers them salaries above the minimum wage, promotion opportunities and budgets for social events.

The Group operates a Mandatory Provident Fund Scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the "**Retirement Benefit Scheme**") organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately.

僱員及薪酬政策

於二零二一年十二月三十一日，本集團共僱用161名僱員(於二零二零年十二月三十一日：157名)，當中139人位於中國，22人位於香港。本集團的員工成本主要包括工資及薪金、社會保險、住房公積金及遣散費。截至二零二一年十二月三十一日止兩個年度，本集團的總員工成本(不包括董事酬金)分別約為19,300,000港元及14,500,000港元。本集團向其管理層及辦公室員工所提供的薪酬組合包括基本薪金、酌情花紅及津貼。至於廣州生產設施的工人，本集團給予彼等高於最低工資的薪金及晉升機會，亦會向彼等提供津貼舉辦社交活動。

根據強制性公積金計劃條例(香港法例第485章)，本集團對在僱傭條例(香港法例第57章)司法權區內僱傭的僱員實行一項強制性公積金計劃(「**強積金計劃**」)。強積金計劃為一項由獨立受託人管理的定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須向強積金計劃作出僱員有關收入5%之供款，每月有關收入之上限為30,000港元。向強積金計劃作出的供款即時歸屬。

根據中國相關勞動法律、規則及規例，本集團參與由中國相關地方政府機構組織的定額供款退休福利計劃(「**退休福利計劃**」)，據此本集團須按年內中國有關部門釐定的標準工資的一定比率向退休福利計劃作出供款。向退休福利計劃作出的供款即時歸屬。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

There was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the contribution payable in the future years.

The remuneration committee of the Company is responsible for reviewing and determining the remuneration packages of the Directors and senior management members with reference to the salaries paid by comparable companies, time commitment and responsibilities, employment conditions elsewhere in the Group and the desirability of performance-based remuneration. Any discretionary bonus and other merit payments are linked to the profit performance of the Group and the individual performance of the Directors and senior management members. The Company adopted a share option scheme (the **"Share Option Scheme"**) on 24 November 2017, under which the Company may grant options to, among others, any employees (full-time or part-time) or Directors with a view to rewarding them for their contributions to the Group, giving incentive to them for optimising their performance and efficiency and attracting as well as retaining those whose future contributions are important to the long-term growth and profitability of the Group. Since the adoption of the Share Option Scheme and up to the date of this annual report, no share options have been granted pursuant to the Share Option Scheme.

MAJOR AND CONNECTED TRANSACTIONS

Shareholder's loan agreement between Mr. Wong and Tseyu International

On 31 March 2020, Mr. Wong Kwok Wai, Albert, a controlling shareholder of the Company and an executive Director (**"Mr. Wong"**), and Tseyu International Trading Company Limited (**"Tseyu International"**), a wholly-owned subsidiary of the Company, entered into a shareholder's loan agreement in respect of the shareholder's loans provided by Mr. Wong to Tseyu International. The shareholder's loans, amounting to HK\$19,171,000, are interest-free, unsecured and repayable in cash on demand. As the shareholder's loans were provided on normal commercial terms or better and were not secured by the assets of the Group, the shareholder's loans are fully exempt under Chapter 20 of the GEM Listing Rules. Details of the shareholder's loan agreement are set out in the circular dated 16 February 2021.

強積金計劃及退休福利計劃項下並無已沒收供款，本集團可用於減少未來年度應付的供款。

本公司薪酬委員會負責審閱及釐定董事及高級管理層成員的薪酬組合，當中會參考可資比較公司所支付的薪金、所投放的時間及責任、本集團內其他職位的僱用條件，以及職效掛鈎酬金是否合適。任何酌情花紅及其他獎勵報酬乃與本集團的溢利表現及董事和高級管理層成員的個人表現掛鈎。本公司於二零一七年十一月二十四日採納一項購股權計劃(**「購股權計劃」**)，據此，本公司可向(其中包括)任何僱員(全職或兼職)或董事授出購股權，以就彼等對本集團所作出的貢獻給予獎勵、激勵彼等提升表現及效率，並吸引及挽留日後可對本集團的長遠增長及盈利能力作出重大貢獻的僱員及董事。自採納購股權計劃起及直至本年度報告日期，概無根據購股權計劃授出購股權。

主要及關連交易

黃先生與至裕國際的股東貸款協議

於二零二零年三月三十一日，本公司控股股東兼執行董事黃國偉先生(**「黃先生」**)與本公司全資附屬公司至裕國際貿易有限公司(**「至裕國際」**)就黃先生向至裕國際提供的股東貸款訂立股東貸款協議。19,171,000港元的股東貸款為免息、無抵押及須按要求以現金償還。由於股東貸款乃按正常商業條款或更優惠條款提供，且並無以本集團的資產作抵押，故股東貸款根據GEM上市規則第20章獲完全豁免。股東貸款協議的詳情載於日期為二零二一年二月十六日的通函。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Loan agreement between Mr. Wong and Guangzhou Xinhua

On 31 March 2020, Mr. Wong and Guangzhou Xinhua Thread Company (廣州新華線業有限公司) (“**Guangzhou Xinhua**”), a wholly-owned subsidiary of the Company, entered into a loan agreement in relation to the intra-group current accounts balance in a sum of RMB16,760,277 (equivalent to HK\$18,603,907) due from Mr. Wong to Guangzhou Xinhua. It was agreed that, among other things, interest shall be payable by Mr. Wong to Guangzhou Xinhua to be accrued at a rate of 2% per annum on the outstanding current accounts balance from the date of the loan agreement and the current accounts balance shall be repaid by Mr. Wong within three years from the date of the loan agreement. Such loan agreement has been approved by the independent shareholders based on Chapter 20 of the GEM Listing Rules. Details of the loan agreement are set out in the circular dated 16 February 2021 and announcements of the Company dated 8 March 2021.

Save as disclosed above, there are no other transactions during the year under the definition of connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules. The Company confirms that it has complied with the applicable disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

COMPLIANCE WITH LAWS AND REGULATIONS

Save for the matter in relation to the above paragraph of “Major and Connected Transactions” and the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Group has in all material respects complied with all relevant laws, rules and regulations that have a significant impact on the Group and its operations in Hong Kong and the PRC.

黃先生與廣州新華的貸款協議

於二零二零年三月三十一日，黃先生與本公司全資附屬公司廣州新華線業有限公司(「廣州新華」)就黃先生結欠廣州新華的集團內公司間往來賬戶結餘人民幣16,760,277元(相當於18,603,907港元)訂立貸款協議。雙方同意，除其他事項外，黃先生應向廣州新華支付利息，自貸款協議日期起就未償還往來賬戶結餘按年利率2%計息，且黃先生應於貸款協議日期起三年內償還往來賬戶結餘。該等貸款協議已根據GEM上市規則第20章獲獨立股東批准。貸款協議的詳情載於日期為二零二一年二月十六日的通函及本公司日期為二零二一年三月八日的公告。

除上述披露者外，根據GEM上市規則第20章的關連交易或持續關連交易的定義，年內概無其他交易。本公司確認其已遵守GEM上市規則第20章的適用披露規定。

遵守法例及法規

除上文「主要及關聯交易」相關事宜所述者外，就董事於作出一切合理查詢後所深知、全悉及確信，本集團於所有重大方面均已遵守所有對本集團及其於香港及中國的營運有重大影響的相關法律、規則及法規。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

ENVIRONMENTAL POLICIES AND PERFORMANCE 環境政策及表現

In order to better integrate the concept of social responsibility into the Group's strategy and decision-making and to further guide the Group to develop a socially responsible practice, the Group has established an environmental, social and governance ("ESG") report preparation team. While preparing the report, the Group strives to incorporate the notion of sustainable development into its daily operations.

Meanwhile, the Group has established a systematic stakeholder communication channel with the aim to facilitate positive interactions with the Group's stakeholders, actively respond to relevant litigation issues and promote quality, effective and sustainable growth. Throughout the year ended 31 December 2021, the Group has maintained its business integrity and dedication to environmental protection, while continuously striving to improve quality management and employee care.

For further information in relation to the Group's ESG practices, please refer to the Group's separate ESG report, which is expected to be published on the websites of the Stock Exchange and the Company within three months after the publication of this annual report.

為了更好地將社會責任理念融入本集團策略與決策，進一步指導本集團社會責任工作實踐，本集團建立了環境、社會及管治(「ESG」)報告編製小組。在報告編製的同時，本集團努力將可持續發展理念貫穿到日常營運中。

同時，本集團建立了系統化的持份者溝通機制，以實現與本集團持份者的良性互動、積極響應相關訴求，並促進有品質、有效益、可持續的增長。截至二零二一年十二月三十一日止整個年度內，本集團始終保持業務誠信，並致力於環境保護，同時不斷努力提升質量管理及僱員關懷。

有關於本集團ESG實踐的進一步資料，請參閱本集團的獨立ESG報告，該報告預計將於本年度報告刊發後三個月內在聯交所和本公司的網站刊登。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RELATIONSHIP WITH STAKEHOLDERS

Employees are considered to be one of the most important factors that contribute to the productivity of the Group. Employees of the Group are mainly provided with on-the-job training as well as remuneration packages and allowances.

The Group also communicates closely with its customers to obtain valuable feedback and provides them with information about the Group's products and trends in the sewing threads market. The Group has maintained business relationships with its five largest customers for a period ranging from approximately five to twenty years, respectively. Likewise, the Group has also established stable relationships with its suppliers. As such, the Directors believe that the Group has developed a trustworthy and reliable reputation as well as a strong partnership with its customers and suppliers.

USE OF PROCEEDS

Use of proceeds of the Company's Initial Public Offering

As disclosed in the Prospectus, the net proceeds from the Share Offer were approximately HK\$40.7 million, after deducting commission and expenses borne by the Company in connection with the Share Offer (the "**Net Proceeds**"). As at 31 December 2021, the unutilised Net Proceeds amounted to approximately HK\$8.7 million.

與持份者的關係

僱員被視為本集團生產力其中一個最重要的貢獻元素。本集團僱員主要獲提供在職培訓，以及薪酬組合及津貼。

本集團亦與客戶緊密聯繫以取得寶貴的反饋意見，並向彼等提供有關本集團產品及縫紉線市場趨勢的資料。本集團分別與五大客戶維持約五至二十年期間不等的業務關係。同樣，本集團亦與供應商建立穩定關係。因此，董事相信本集團已在客戶及供應商之間建立具信譽及可靠的聲譽，並與彼等建立穩建的合作關係。

所得款項用途

本公司首次公開募股所得款項用途

誠如招股章程所披露，於扣除本公司就股份發售所承擔的佣金及開支後，股份發售所得款項淨額約為40,700,000港元（「**所得款項淨額**」）。於二零二一年十二月三十一日，未動用的所得款項淨額約為8,700,000港元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2021, the Net Proceeds had been applied and utilised as follows:

於二零二一年十二月三十一日，所得款項淨額已應用及動用如下：

		Net Proceeds from available	Utilised in previous financial year	Unutilised as at 31 December 2020	Utilised during the year ended 31 December 2021	Unutilised as at 31 December 2021	Expected timeline for utilising the unutilised amount
		可動用的 所得款項淨額 HK\$ million 百萬港元	上一財政年度 已動用 HK\$ million 百萬港元	於二零二零年 十二月三十一日 未動用 HK\$ million 百萬港元	截至二零二一年 十二月三十一日 止年度已動用 HK\$ million 百萬港元	於二零二一年 十二月三十一日 未動用 HK\$ million 百萬港元	動用未動用 款項的預期 時間表(附註1) HK\$ million 百萬港元
Upgrading the Group's machinery for the production of 100% spun polyester sewing threads for industrial use	升級本集團工業用100%滌綸線生產機器	20.3	3.1	17.2	—	17.2	on or before 31 December 2022 於二零二二年十二月三十一日或之前
Upgrading the Group's machinery for the production of 100% spun polyester sewing threads for domestic use	升級本集團家用100%滌綸線生產機器	7.7	2.2	5.5	—	5.5	on or before 31 December 2022 於二零二二年十二月三十一日或之前
Acquiring new cone winding machines	購買新筒子絡紗機	4.1	0.5	3.6	—	3.6	on or before 31 December 2022 於二零二二年十二月三十一日或之前
Acquiring new machinery for the production of nylon threads	購買新尼龍線生產機器	3.7	1.3	2.4	—	2.4	on or before 31 December 2022 於二零二二年十二月三十一日或之前
Setting up a sales office in Zhejiang province	在浙江省設立銷售辦事處	1.2	1.2	—	—	—	
Working capital and other general corporate purposes of the Group	本集團的營運資金及其他一般企業用途	3.7	3.7	—	—	—	
Repayment of bank facilities (Note 2)	償還銀行融資(附註2)	40.7	12.0	28.7	—	28.7	
		—	20.0	20.0	—	20.0	
		40.7	32.0	8.7	—	8.7	

Note 1: The expected timetable for fully utilising the unutilised Net Proceeds is determined based on the Group's best estimate of future market conditions, and is subject to change depending on current market conditions and future market developments.

附註1：悉數使用未動用所得款項淨額預期時間乃表根據本集團對未來市況的最佳估計及根據目前市況及未來市場發展而變動釐定。

Note 2: The Group made use of approximately HK\$20 million out of the unutilised Net Proceeds for the repayment of the banking facilities. Details of the aforesaid repayment are set out in the Company's announcement dated 31 March 2021.

附註2：在未動用所得款項淨額中，本集團動用約20,000,000港元以償還銀行融資。上述還款詳情載於本公司日期為二零二一年三月三十一日的公告。

All the banking facilities have been cancelled by the bank with effect from 29 April 2020. The Group is making its best efforts to obtain new banking facilities for its operation and to continue with the implementation of the planned use of the Net Proceeds.

銀行已自二零二零年四月二十九日起取消所有銀行融資。本集團正盡力取得新的銀行融資以供營運，並繼續執行所得款項淨額的擬定用途。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Below is an analysis comparing the future plans and use of proceeds contained in the Prospectus from the Listing Date up to 31 December 2021:

自上市日期起直至二零二一年十二月三十一日，招股章程所載未來計劃及所得款項用途的比較分析如下：

Business strategy	Implementation plan	Actual progress as at 31 December 2020
業務策略	實施計劃	於二零二零年十二月三十一日的實際進度
Upgrading the Group's machinery for the production of 100% spun polyester sewing threads for industrial use	— Purchase eight waxing and winding machines for the production of 100% spun polyester sewing threads for industrial use	The Group has purchased and is operating two waxing and winding machines for the production of 100% spun polyester sewing threads for industrial use.
升級本集團工業用100% 滌綸線生產機器	— 採購八台上蠟和絡紗機，用於生產工業用100% 滌綸線	本集團已採購並正使用兩台上蠟和絡紗機，用於生產工業用100% 滌綸線。
Upgrading the Group's machinery for the production of 100% spun polyester sewing threads for domestic use	— Purchase two machines for the production of 100% spun polyester sewing threads for domestic use	The Group has purchased and is operating one machine for the production of 100% spun polyester sewing threads for domestic use.
升級本集團家用100% 滌綸線生產機器	— 採購兩台機器，用於生產家用100% 滌綸線	本集團已採購並正使用一台機器，用於生產家用100% 滌綸線。
Acquiring new machinery for the production of nylon threads	— Purchase five machines for the production of nylon threads	The Group has purchased and is operating three machines for the production of nylon threads.
購買新尼龍線生產機器	— 採購五台機器，用於生產尼龍線	本集團已採購並正使用三台機器，用於生產尼龍線。
Setting up a sales office in Zhejiang province	— Lease suitable premises for the Group's sales office — Renovate the sales office — Purchase office equipment	The Group has set up a sales office in Zhejiang Province, which is currently in full operation.
在浙江省設立銷售辦事處	— 租用合適場所，用作本集團銷售辦事處 — 裝修銷售辦事處 — 採購辦公設備	本集團已於浙江省設立銷售辦事處，目前已全面投入運作。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Business strategy	Implementation plan	Actual progress as at 31 December 2020
業務策略	實施計劃	於二零二零年十二月三十一日的 實際進度
Acquiring new cone winding machines	— Order two cone winding machines to facilitate the production lines for 100% spun polyester sewing threads and paying the balance for two cone winding machines	The Group has purchased and is operating one cone winding machine.
購買新筒子絡紗機	— 訂購兩台筒子絡紗機以促進100%滌綸線生產線運行及支付兩台筒子絡紗機的餘額	本集團已採購並正使用一台筒子絡紗機。

Use of net proceeds of the Rights Issue

On 12 June 2020, the Company completed a rights issue and issued 400,000,000 new shares with par value HK\$0.01 each at a subscription price of HK\$0.043 per rights share on the basis of one rights share for every two existing shares held (the “**Rights Issue**”), and the net proceeds of the Rights Issue, after deducting the related expenses, were approximately HK\$14.6 million, which were mainly used for the partial payments of the Group’s general and administrative expenses, professional fees and acquisition of raw materials. Detailed terms of the Rights Issue and its results were set out in the Company’s prospectus dated 20 May 2020 (the “**Rights Issue Prospectus**”) and the announcement dated 11 June 2020, respectively.

In the extraordinary general meeting of the Company on 21 August 2020, it was approved that a share consolidation on the basis that every five (5) issued and unissued Shares of HK\$0.01 each were consolidated into one (1) Share of HK\$0.05 each on 25 August 2020 (“**Share Consolidation**”). Details of the Share Consolidation are set out in the Company’s circular dated 5 August 2020 and the announcement dated 21 August 2020.

供股所得款項淨額用途

於二零二零年六月十二日，本公司完成供股，發行400,000,000股每股面值0.01港元的新股份，認購價為每股供股股份0.043港元，基準為每持有兩股現有股份獲發一股供股股份（「**供股**」），供股扣除相關費用後的所得款項淨額約為14,600,000港元，主要用於支付本集團的一般及行政開支、專業費用及購買原材料的部分款項。有關供股的詳細條款及其結果分別載於本公司日期為二零二零年五月二十日的供股章程（「**供股章程**」）及日期為二零二零年六月十一日之公告。

於二零二零年八月二十一日舉行的本公司股東特別大會上，批准於二零二零年八月二十五日本公司按每五(5)股每股面值0.01港元的已發行及未發行股份合併為一(1)股每股面值0.05港元（「**股份合併**」）。有關股份合併詳情載於本公司日期為二零二零年八月五日的通函及日期為二零二零年八月二十一日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2021, the net proceeds of the Rights Issue had been utilised as follows:

於二零二一年十二月三十一日，供股所得款項淨額已作如下用途：

	Actual net proceeds allocated	Utilised in previous year	Utilised as at 31 December 2020	Utilised during the year	Utilised as at 31 December 2021
	實際已分配所得款項淨額	上一年度已動用	於二零二零年十二月三十一日已動用	年內已動用	於二零二一年十二月三十一日已動用
	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million
	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
General and administrative expenses	7.4	5.0	2.4	2.4	—
Professional fees	3.0	3.0	—	—	—
Acquisition of raw materials	4.2	4.2	—	—	—
	14.6	12.2	2.4	2.4	—

Use of net proceeds of the subscription and placing of the new shares on February 2021

On 19 January 2021, the Company entered into the subscription agreement with the subscriber, pursuant to which the subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 24,000,000 new Shares at the subscription price of HK\$0.30 per subscription share. Also, the placing agent and the Company entered into the placing agreement, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 24,000,000 placing shares at the placing price of HK\$0.30 per placing share to not less than six places who and whose beneficial owners shall be Independent Third Parties. The subscription and placing of the new shares has been completed on 11 February 2021. Details of the subscription and placing of the new shares are set out in the announcements of the Company dated 19 January 2021, 2 February 2021 and 11 February 2021.

於二零二一年二月認購及配售新股份的所得款項淨額用途

於二零二一年一月十九日，本公司與認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意配發及發行24,000,000股新股份，認購價為每股認購股份0.30港元。此外，配售代理與本公司訂立配售協議，據此，本公司已有條件同意透過配售代理按盡力基準配售最多24,000,000股配售股份予不少於六名承配人(彼等及彼等之實益擁有人須為獨立第三方)，配售價為每股配售股份0.30港元。認購及配售新股份已於二零二一年二月十一日完成。認購及配售新股份的詳情載於本公司日期為二零二一年一月十九日、二零二一年二月二日及二零二一年二月十一日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2021, the net proceeds of the subscription and placing of the new shares on February 2021 had been utilised as follows:

於二零二一年十二月三十一日，於二零二一年二月認購及配售新股份的所得款項淨額已作如下用途：

		Actual net proceeds allocated	Utilised during the year	Utilised as at 31 December 2021
		實際已分配所得款項淨額 HK\$ Million 百萬港元	年內已動用 HK\$ Million 百萬港元	於二零二一年十二月三十一日已動用 HK\$ Million 百萬港元
General working capital of the Group	本集團之一般營運資金	2.8	2.8	—
Possible investment	潛在投資	11.1	11.1	—
		13.9	13.9	—

Use of net proceeds of the subscription and placing of the new shares on July 2021

On 29 June 2021, the Company entered into the subscription agreements with two subscribers, pursuant to which the subscribers has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 3,300,000 and 3,400,000 new Shares for two subscribers at the subscription price of HK\$0.60 per subscription share. Also, the placing agent and the Company entered into the placing agreement, pursuant to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 47,000,000 placing shares at the placing price of HK\$0.60 per placing share to not less than six placees who and whose beneficial owners shall be Independent of the Company. The subscriptions and placing of the new shares has been completed on 22 July 2021. Details of the subscription and placing of the new shares are set out in the announcements of the Company dated 29 June 2021, 8 July 2021 and 22 July 2021.

於二零二一年七月認購及配售新股份的所得款項淨額用途

於二零二一年六月二十九日，本公司與兩名認購人訂立認購協議，據此，認購人有條件同意認購而本公司有條件同意為兩名認購人配發及發行3,300,000股及3,400,000股新股份，認購價為每股認購股份0.60港元。此外，配售代理與本公司訂立配售協議，據此，本公司已有條件同意透過配售代理按盡力基準配售最多47,000,000股配售股份予不少於六名承配人(彼等及彼等之實益擁有人須獨立於本公司)，配售價為每股配售股份0.60港元。認購及配售新股份已於二零二一年七月二十二日完成。認購及配售新股份的詳情載於本公司日期為二零二一年六月二十九日、二零二一年七月八日及二零二一年七月二十二日的公告。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2021, the net proceeds of the subscription and placing of the new shares on February 2021 had been utilised as follows:

於二零二一年十二月三十一日，於二零二一年二月認購及配售新股份的所得款項淨額已作如下用途：

		Actual net proceeds allocated	Utilised during the year	Utilised as at 31 December 2021	Expected timeline for utilising the unutilized amount
		實際已分配所得款項淨額 HK\$ Million 百萬港元	年內已動用 HK\$ Million 百萬港元	於二零二一年十二月三十一日已動用 HK\$ Million 百萬港元	動用未動用款項的預期時間表 HK\$ Million 百萬港元
General working capital of the Group	本集團之一般營運資金	6.2	6.2	—	—
Development Horse breeding business	開發馬匹育種業務	5.7	4.0	1.7	on or before 31 December 2022 二零二二年十二月三十一日或之前
Development of existing business and/or acquisition of and/or investment in business(es) which leverage on the competitive advantage of the Group	發展現有業務及／或對利用本集團競爭優勢的業務的收購及／或投資	19.3	3.5	15.8	on or before 31 December 2022 二零二二年十二月三十一日或之前
		31.2	13.7	17.5	—

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PLANS AND PROSPECTS

For the existing principal business of manufacturing and selling of sewing threads, the Group has experienced some difficulties owing to the outbreak of the coronavirus (“COVID-19”) pandemic and uncertainties due to the ongoing trade conflict between the People’s Republic of China (the “PRC”) and the United States of America (“U.S.”) as well as the gradual slowdown of the PRC economy. In coming year, although the tension of COVID-19 seemed to be abating, we expect that the trade conflict between the PRC and the US and the COVID-19 will still continue impacting our business. The Group will continue to pay close attention to the trade conflict and COVID-19 and to evaluate its impact on the financial position, cashflows and operating result of this business line.

On the other hand, the Group has completed the acquisition for the DML Group which engaged in the provision of interior design, fitting out and decoration services on February 2021. The Group consider that there is a growing popularity of interior design, fitting-out and decoration in commercial, residential and public sectors in Hong Kong and the Greater Bay Area to seek individuality and style. Hence, the Group expected the new line of business can diversify its existing business portfolio and to increase source of income.

In additions, as part of the Group’s expanding stallion portfolio we have acquired shareholding in Australia’s most exciting young sire in Extreme Choice, the son of champion sire Not A Single Doubt, stands at the famed Hunter Valley Stallion farm Newgate which are rapidly becoming a dominant force in the Australian market. We have also acquired shares in last year’s 2 year old champion Farnan when he retired to Kia Ora Stud, along with the likes of Denman, who is highly regarded in the Hong Kong racing scene. Our broodmare portfolio reside at some of Australia’s leading nurseries including Segenhoe Stud, Newhaven park, Rosemont stud and Twin Hills. The management team have been actively pursuing strategic partnerships with key industry participants to enable the bloodstock arm of the company to take advantage of the booming industry in Australia. With prize money, industry participation and market trends at an all time high in the Australian bloodstock industry we are purposely positioned to benefit from this lucrative market boom.

未來計劃及展望

就現有以縫紉線製造及銷售主要業務而言，由於新型冠狀病毒疫情(「**新型冠狀病毒**」)爆發、中華人民共和國(「**中國**」)與美利堅合眾國(「**美國**」)之間持續的貿易衝突及中國經濟逐漸放緩導致出現不確定因素，本集團的業務因而遇上一些困難。來年，儘管新型冠狀病毒的緊張局勢似乎正在緩和，我們預期中美貿易衝突及新型冠狀病毒將繼續影響我們的業務。本集團將持續密切關注貿易衝突及新型冠狀病毒形勢，並評估該等事件對該業務線的財務狀況、現金流及營運業績之影響。

另一方面，本集團已於二零二一年二月完成DML集團收購事項，DML集團從事提供室內設計、裝修及裝飾服務業務。本集團認為，香港及大灣區追求個性與品味室內設計、裝修及裝飾的商業、居民及公共部門日益增加。因此，本集團預期新業務線將促進當前業務組合多樣性，增加收入來源。

此外，作為本集團擴張種馬業務組合的一部分，我們已於澳大利亞收購最受矚目的年輕種馬Extreme Choice的股份，其為冠軍種馬「Not A Single Doubt」之子，著名的Hunter Valley Stallion農場Newgate的種馬，這些種馬迅速成為澳大利亞市場主導力量。我們亦於冠軍馬匹Farnan(去年為2歲)退役到Kia Ora Stud時收購其股份，且收購了在香港賽馬賽事中享有極高聲譽Denman的股份。我們母馬業務組合在澳大利亞若干領先動物繁殖場中開展，包括Segenhoe Stud、Newhaven park、Rosemont stud及Twin Hills。管理團隊正積極實現與主要行業參與者開展戰略合作，讓本公司純種馬業務分部充分利用澳大利亞增長行業的優勢。隨著賽事獎金、行業參與度、市場趨勢達到澳大利亞純種馬行業歷史最高，我們決心確立自身定位，從盈利市場增長中獲益。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Directors would continue to review the existing businesses of the Group from time to time with a view to improving the business operation and financial position of the Group. The Board considers that it is beneficial for the Group to seek suitable investment opportunities with a view to increasing the value of the Group and maximising returns to the Shareholders.

董事將持續不時檢討本集團現有業務，以改進本集團業務營運及財務狀況。董事會認為這有利於本集團尋覓合適的投資機會，以提升本集團價值及為股東帶來最大回報。

Biographical Details of Directors and Senior Management

董事及高級管理層的履歷詳情

EXECUTIVE DIRECTORS

Mr. Wong Kwok Wai, Albert (黃國偉), aged 62, was appointed as a Director and the chairman of the Board on 18 August 2016 and re-designated as an executive Director on 23 June 2017. He is also the chief executive officer, the chairman of the nomination committee of the Company, one of the Group's controlling shareholders. Mr. Wong is primarily responsible for the management and overall strategic planning and development of the Group. Mr. Wong has over 30 years of experience in accounting and assurances.

Mr. Wong obtained his higher diploma in accountancy from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in November 1982. Mr. Wong was admitted as a fellow of the Hong Kong Institute of Certified Public Accountants and as an associate of the Institute of Chartered Accountants in England and Wales in November 1992 and February 2008, respectively. From April 2019 to May 2020, Mr. Wong is an independent non-executive director of JBB Builders International Limited (stock code: 1903), a company listed on the Main Board of the Stock Exchange. From May 2019 to January 2020, Mr. Wong served as an independent non-executive director of Yi Hua Holdings Limited (stock code: 2213), a company listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Wong did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

執行董事

黃國偉先生，62歲，於二零一六年八月十八日獲委任為董事兼董事會主席，並於二零一七年六月二十三日調任為執行董事。彼亦為本公司的行政總裁、提名委員會主席、本集團控股股東之一。黃先生主要負責本集團的管理和整體策略規劃及發展。黃先生有逾30年會計及鑑證經驗。

黃先生於一九八二年十一月獲得香港理工學院(現稱香港理工大學)會計高級文憑。黃先生於一九九二年十一月及二零零八年二月先後獲認可為香港會計師公會資深會員及英格蘭及威爾士特許會計師公會會員。自二零一九年四月至二零二零年五月黃先生為JBB Builders International Limited (股份代號：1903，聯交所主板上市公司)獨立非執行董事。於二零一九年五月至二零二零年一月，黃先生擔任益華控股有限公司(股份代號：2213，聯交所主板上市公司)獨立非執行董事。

除上文披露者外，黃先生於過去三年概無於證券於香港或海外任何證券市場上市的任何其他上市或公眾公司擔任其他董事職務。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

Mr. Chan Yiu Tung, Enoch (陳耀東), aged 55, was appointed as the company secretary, compliance officer and an executive Director of the Company on 18 August 2016, 23 June 2017 and 19 February 2020, respectively. Mr. Chan obtained his bachelor's degree of art in accountancy from City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1992 and was admitted as a member of the Hong Kong Institute of Certified Public Accountants in February 1997 and a fellow of the Association of Chartered Certified Accountants in April 2001, respectively. From June 2006 to December 2011, Mr. Chan served as an executive director of the tax department of Ernst & Young, an international accounting firm, where he was primarily responsible for providing tax and business advisory services to both international and domestic companies operating in the PRC. Further, Mr. Chan served as a partner in the tax department of the Guangzhou Branch of Grant Thornton, an international accounting firm, from October 2012 to October 2015 where he was primarily responsible for developing the tax practice in Guangzhou. Mr. Chan has also been serving as an independent director of Natural Health Trends Corp. (stock code: NHTC), an international direct-selling and e-commerce company listed on the NASDAQ Stock Market LLC, since December 2015, and is responsible for supervising and providing independent advice to the board of the company.

Save as disclosed above, Mr. Chan did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

陳耀東先生，55歲，於二零一六年八月十八日、二零一七年六月二十三日及二零二零年二月十九日先後獲委任為本公司公司秘書、合規主任及執行董事。陳先生於一九九二年十一月取得香港城市大學(前稱香港城市理工學院)會計學文學士學位，並先後於一九九七年二月獲認可為香港會計師公會會員及於二零零一年四月獲認可為特許公認會計師公會資深會員。自二零零六年六月至二零一一年十二月，陳先生擔任國際會計師事務所安永會計師事務所稅務部門執行主管，主要負責為於中國經營的國際及國內公司提供稅務及業務諮詢服務。此外，陳先生自二零一二年十月至二零一五年十月擔任國際會計師事務所致同會計師事務所廣州分所稅務部門合夥人，主要負責發展廣州稅務業務。陳先生自二零一五年十二月起亦一直擔任Natural Health Trends Corp. (股份代號：NHTC，於NASDAQ Stock Market LLC上市的國際直銷及電子商務公司)獨立董事，負責監督並向該公司董事會提供獨立意見。

除上文披露者外，陳先生於過去三年概無於證券於香港或海外任何證券市場上市的任何其他上市或公眾公司擔任其他董事職務。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

Mr. Leung King Yue, Alex (梁景裕), aged 44, obtained his bachelor's degree in commerce specialising in economics and finance from the University of Melbourne in Australia in 1999. Mr. Leung has over 20 years of experience in financial services sector, mainly in compliance and asset management. From July 2014 to December 2020, Mr. Leung served as an executive director of DT Capital Limited, whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 356). Prior to joining the Company, Mr. Leung was a responsible officer of an asset management company, namely JK Capital Management Limited. Mr. Leung was a Chartered Financial Analyst. He was licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") as a responsible officer to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities.

Save as disclosed above, Mr. Leung did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

梁景裕先生(「梁先生」)，44歲，於一九九九年於澳洲墨爾本大學畢業，持有商學士學位，主修經濟及金融學。梁先生在金融業領域(主要於合規及資產管理方面)擁有逾20年經驗。於二零一四年七月至二零二零年十二月，梁先生擔任鼎立資本有限公司的執行董事，其股份於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：356)。加入本公司前，梁先生為資產管理公司的負責人員，即JK Capital Management Limited的負責人員。梁先生為特許金融分析師。彼根據證券及期貨條例(香港法例第571章)(「證券及期貨條例」)獲發牌照，作為負責人員，可從事第1類(證券交易)、第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(資產管理)受規管活動。

除上文披露者外，梁先生緊接最後實際可行日期前三年內並無於證券於香港或海外任何證券市場上市之任何其他上市或公眾公司擔任任何其他董事職務。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層的履歷詳情(續)

Mr. Ma Pok Man Josiah (馬博文), aged 42, has over 15 years of experience in the horse racing and breeding industry in Hong Kong and Australia. Mr. Ma set foot in the horse racing industry as a horse owner in Hong Kong in 2005. Since 2009, he has also been involved in the horse breeding industry and is a shareholder of various stallions in Australia and manages various syndicates which own broodmares, yearlings and racehorses in Australia. Mr. Ma is also the Hon Secretary (Racing) of the Hong Kong Racehorse Owners Association. Apart from his experience in the horse racing and breeding industry, Mr. Ma has over 20 years of experience as an engineer in the construction industry. Mr. Ma is currently a director and shareholder of JM & Associates Limited (天進顧問有限公司), a company principally engaged in the provision of architectural and engineering consultancy services in respect of property development in Hong Kong, which he acted as the Authorised Person, Registered Structural Engineer and design engineer for various construction projects. Mr. Ma obtained his bachelor's degree in civil engineering from the University of New South Wales, Australia in May 2002 and a master's degree in business administration from the Chinese University of Hong Kong in September 2011. He was admitted as a member of the Hong Kong Institution of Engineers ("HKIE") in 2007, a Registered Professional Engineer in 2008, a Registered Structural Engineer in 2009 and an Authorised Person (List of Engineers) in 2010. Mr. Ma is also a board member of Zero Carbon Building, a company limited by guarantee, developed by the Construction Industry Council in collaboration with the Hong Kong Government, a member of Wai Ji Christian Service and a Professional Assessment Assessor to the HKIE.

Mr. Ma did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

馬博文先生，42歲，於香港及澳洲賽馬及育種行業擁有逾15年經驗。馬先生於二零零五年涉足賽馬行業，成為香港馬主。自二零零九年以來，彼亦涉足馬匹育種行業，乃澳洲各種種馬的股東，並於澳洲管理擁有繁殖母馬、一歲馬及賽馬的各種組織。馬先生亦為香港馬主協會的義務秘書(賽馬事務)。馬先生除擁有賽馬及育種行業的經驗外，亦於建築行業擁有逾20年的工程師經驗。馬先生現為天進顧問有限公司(一間主要從事就香港房地產開發提供建築及工程諮詢服務的公司)的董事及股東，並曾擔任各種建築項目的認可人士、註冊結構工程師及設計工程師。馬先生於二零零二年五月取得澳洲新南威爾斯大學土木工程學士學位，並於二零一一年九月取得香港中文大學工商管理碩士學位。彼於二零零七年獲接納為香港工程師學會(「香港工程師學會」)會員，於二零零八年獲接納為註冊專業工程師，於二零零九年獲接納為註冊結構工程師及於二零一零年獲接納為認可人士(工程師名單)。馬先生亦為零碳天地(一間由建造業議會與香港政府合作開發的擔保有限公司)的董事會成員、基督教懷智服務處成員及香港工程師學會專業評估評估員。

馬先生於過去三年概無於證券於香港或海外任何證券市場上市的任何其他上市或公眾公司擔任其他董事職務。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

Mr. Shane McGrath, aged 44, has over 20 years of experience in the horse racing and breeding industry in Australia. Mr. McGrath has been the chief executive officer of Aquis Farm since May 2017 and will resign from such position with effect from 31 December 2021. He was a bloodstock sales manager at Coolmore Australia from November 2009 to May 2017 and a general manager at Eliza Park Stud from March 2000 to March 2009. At Eliza Park Stud, in addition to the development of a successful pre-training and racing division, Mr. McGrath oversaw the stallion operation from a three-stallion roster to 12 during his tenure. Under his leadership, Eliza Park Stud became one of the most recognized stud farms in Victoria, Australia with participation from local and international partners Mr. McGrath introduced. At Coolmore Australia, Mr. McGrath promoted successfully the syndication concept with an aim to achieve risk sharing and capital participation in its stallion portfolio and assisted in raising fresh capital for expansion. Two of the most famous stallion syndicates promoted by Mr. McGrath were retired champion racehorses "Pierro" and "So You Think". During his tenure at Aquis Farm, Mr. McGrath was the chief executive officer and oversaw a team of approximately 150 staff. He led the team and established stud bases in different states across eastern Australia, most notably a Hunter Valley base in the state of New South Wales, in partnership with Emirates Park in which the stallion careers of Invader and Spieth were launched. In addition, at the Canungra headquarters in the state of Queensland, inaugural stallion "Spill The Beans" served a record number of mares in his first season and also subsequently became the champion first season sire in Queensland. Mr. McGrath was also instrumental in selecting high calibre racehorses for Aquis Farm including Farnan, Anders, Prague, Sunlight, Fundamentalist, Houtzen, Away Game, Osamu and Holyfield. Under Mr. McGrath's leadership, Invader, The Mission, Divine Prophet, Spieth have commenced their stallion careers.

Mr. McGrath did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

Shane McGrath 先生，44歲，於澳洲賽馬及育種行業擁有逾20年經驗。McGrath先生自二零一七年五月起一直擔任Aquis Farm的行政總裁並將自二零二一年十二月三十一日起辭任該職務。彼於二零零九年十一月至二零一七年五月擔任Coolmore Australia的純種馬銷售經理並於二零零零年三月至二零零九年三月擔任Eliza Park Stud的總經理。於Eliza Park Stud，除發展預訓練及賽馬分部外，McGrath先生負責監督種馬營運，任期內種馬候選名單由三增至十二個。在其領導下，Eliza Park Stud成為澳洲維多利亞州最富盛名的種馬場之一，McGrath引介的當地及國際合作夥伴均參與其中。在Coolmore Australia，McGrath成功推廣聯合馬主概念，以期在其種馬組合中的實現風險共擔及資本參與，並協助籌集用以擴張的新資本。McGrath先生推廣的兩個最著名的種馬團體是退休冠軍賽馬[Pierro]及[So You Think]。在Aquis Farm任職期間，McGrath先生擔任行政總裁並監督一支由約150名員工組成的團隊。彼帶領團隊並在澳洲東部不同的州建立種馬基地，最著名的為新南威爾士州的Hunter Valley基地，乃與Emirates Park合作經營，為Invader及Spieth的生涯發源地。此外，在昆士蘭州的Canungra總部，首匹種馬[Spill The Beans]交配的母馬數量在其首個賽季即創下紀錄，並隨後成為昆士蘭州首個賽季的種馬冠軍。McGrath先生亦在為Aquis Farm選擇高素質賽馬方面發揮重要作用，其中有Farnan、Anders、Prague、Sunlight、Fundamentalist、Houtzen、Away Game、Osamu及Holyfield。在McGrath先生的帶領下，Invader、The Mission、Divine Prophet、Spieth開啟了種馬生涯。

McGrath先生於過去三年概無於證券於香港或海外任何證券市場上市的任何其他上市或公眾公司擔任其他董事職務。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Sung Alfred Lee Ming (宋理明), aged 64, was appointed as an independent non-executive director on 24 November 2017. Mr. Sung is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Group. Mr. Sung has over 30 years of experience in accounting and assurances. Mr. Sung graduated from La Trobe University in Australia in March 1984 with a bachelor's degree in economics. Mr. Sung was admitted as a fellow of the Taxation Institute of Australia and a member and fellow of the Hong Kong Institute of Certified Public Accountants in November 1987, December 1987 and February 1995, respectively. He was also admitted as an associate of CPA Australia and Chartered Accountants Australia and New Zealand in March 1986 and April 1989, respectively. Mr. Sung has been the sole proprietor of Alfred Sung & Co. since 1999 and he is primarily responsible for overseeing audit and taxation works. Currently, Mr. Sung serves as an executive director and chief financial officer of Modern Living Investments Holdings Limited (stock code: 8426), a company listed on GEM.

宋理明先生，64歲，於二零一七年十一月二十四日獲委任為獨立非執行董事。宋先生亦為本集團審核委員會主席兼薪酬委員會及提名委員會各自的成員。宋先生有逾30年會計及鑑證經驗。宋先生於一九八四年三月畢業於澳洲拉籌伯大學，獲頒經濟學學士學位。宋先生先後於一九八七年十一月、一九八七年十二月及一九九五年二月獲認可為澳洲稅務學會資深會員、香港會計師公會會員及資深會員。彼亦先後於一九八六年三月及一九八九年四月獲認可為澳洲會計師公會與澳洲及新西蘭特許會計師公會會員。自一九九九年至今，宋先生擔任Alfred Sung & Co.的獨資擁有人，主要負責監察審計及稅務工作。目前，宋先生擔任雅居投資控股有限公司(股份代號：8426，GEM上市公司)執行董事兼財務總監。

Save as disclosed above, Mr. Sung did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

除上文披露者外，宋先生於過去三年概無於證券於香港或海外任何證券市場上市的任何其他上市或公眾公司擔任其他董事職務。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

Mr. Chan Tsun Choi, Arnold (陳進財), aged 62, obtained his bachelor's degree in business administration from the Chinese University of Hong Kong in 1986, a postgraduate diploma in banking and finance from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in 1990 and a master's degree in finance from City University of Hong Kong in 1995. He is a fellow member of Hong Kong Institute of Certified Public Accountants, Hong Kong Securities and Investment Institute, UK Chartered Management Institute, Certified Practising Accountants, Australia, a member of International Institute of Management and a Chartered Financial Analyst charterholder. He is currently an independent non-executive director of JBB Builders International Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 1903). Mr. Chan has extensive experience in project finance and fund-raising activities for construction projects in Hong Kong and Asia Pacific

Save as disclosed above, Mr. Chan did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

Mr. Chow Chin Hang, Joel (周展恒), aged 39, obtained his bachelor of science degree in mathematics, economics and finance from The University of Hong Kong in 2004. Mr. Chow is a Chartered Financial Analyst. Mr. Chow has over 15 years of experience in managing investment funds. Prior to joining the Company, Mr. Chow served at Dah Sing Bank from October 2004 to July 2005 as a risk control assistant and he served at JK Capital Management Limited from July 2005 to December 2017 with his last position as an assistant portfolio manager. From May 2018 to May 2019, Mr. Chow served as an assistant portfolio manager at Step Capital Management (HK) Limited. From May 2019 to August 2020, Mr. Chow served as a portfolio manager at Reliance International Financial Planners Limited. Since September 2020, Mr. Chow has served as a portfolio manager at Perpetuum Wealth Management Limited and since October 2020, he has served as a responsible officer to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

Save as disclosed above, Mr. Chow did not hold other directorship in any other listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

陳進財先生(「陳先生」)，62歲，於一九八六年取得香港中文大學工商管理學士學位、於一九九零年取得香港城市大學(前稱香港城市理工學院)銀行及金融的深造文憑及於一九九五年取得香港城市大學金融碩士學位。彼為香港會計師公會、香港證券及投資學會、英國特許管理學會、澳洲執業會計師公會的資深會員、國際專業管理學會的會員及特許財務分析師特許持有人。彼現時為JBB Builders International Limited的獨立非執行董事，其股份於聯交所主板上市(股票代號：1903)。陳先生在香港及亞太地區建築項目融資及集資活動方面擁有豐富經驗。

除上文披露者外，陳先生緊接最後實際可行日期前三年內並無於證券於香港或海外任何證券市場上市之任何其他上市或公眾公司擔任任何其他董事職務。

周展恒先生(「周先生」)，39歲，於二零零四年取得香港大學數學、經濟及金融理學士學位。周先生為特許金融分析師。周先生於管理投資基金方面擁有逾15年經驗。加入本公司前，周先生於二零零四年十月至二零零五年七月擔任大新銀行風險管理助理，並於二零零五年七月至二零一七年十二月於JK Capital Management Limited工作，離職前擔任助理投資組合經理。於二零一八年五月至二零一九年五月，周先生擔任Step Capital Management (HK) Limited助理投資組合經理。於二零一九年五月至二零二零年八月，周先生擔任誠智國際財經策劃有限公司投資組合經理。於二零二零年九月起，周先生擔任長期財富管理有限公司投資組合經理，及於二零二零年十月起從事根據證券及期貨條例可從事第4類(就證券提供意見)及第9類(提供資產管理)受規管活動。

除上文披露者外，周先生緊接最後實際可行日期前三年內並無於證券於香港或海外任何證券市場上市之任何其他上市或公眾公司擔任任何其他董事職務。

Biographical Details of Directors and Senior Management (Continued)

董事及高級管理層的履歷詳情(續)

SENIOR MANAGEMENT

Mr. She Siu Ming (余少明), aged 63, is the director and deputy general manager of Guangzhou Xinhua Thread Co., Ltd., an indirect wholly-owned subsidiary of the Company (“**Guangzhou Xinhua**”). Mr. She is primarily responsible for the management of business operations of Guangzhou Xinhua as well as the internal control of the Group. Mr. She joined the Group in March 2002. Mr. She graduated from the Chinese University of Hong Kong in December 1983 with a bachelor’s degree in business administration. Mr. She was admitted as a fellow of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in February 1997.

Ms. Liu Jinghui (劉敬慧), aged 48, is the financial controller of Guangzhou Xinhua. Ms. Liu is primarily responsible for the financial control of Guangzhou Xinhua. Ms. Liu joined the Group in August 1994. Ms. Liu received her associate degree in polymer chemical engineering from the South China University of Technology (華南理工大學) in the PRC in July 1994. She also obtained qualifications as a registered tax adviser from the Department of Personnel of the Guangdong Province (廣東省人事廳) in October 2004.

Mr. Lui Hak Kong (呂克剛), aged 57, is the production manager of Guangzhou Xinhua. Mr. Lui is primarily responsible for the production management as well as quality control of Guangzhou Xinhua. Mr. Lui joined the Group in June 1996. Prior to joining the Group, Mr. Lui worked for Dik Sun Dyeing Factory Ltd. as a person-in-charge for its laboratory and quality control from June 1990 to April 1996. From June 1983 to March 1990, Mr. Lui worked as a merchandiser and site leader of Fang Brothers Knitting Limited, which was a knitting company.

高級管理層

余少明先生，63歲，為本公司間接全資附屬公司廣州新華線業有限公司(「廣州新華」)的董事兼副總經理。余先生於二零零二年三月加入本集團，主要負責管理廣州新華業務營運及本集團內部控制。余先生於一九八三年十二月畢業於香港中文大學，獲頒工商管理學士學位。余先生於一九九七年二月獲認可為香港會計師公會(英文前稱Hong Kong Society of Accountants)資深會員。

劉敬慧女士，48歲，為廣州新華財務總監。劉女士主要負責廣州新華的財務監控。劉女士於一九九四年八月加入本集團。劉女士於一九九四年七月取得中國華南理工大學高分子化學工程大專學歷。彼亦於二零零四年十月獲廣東省人事廳授予註冊稅務師資格。

呂克剛先生，57歲，廣州新華生產經理。呂先生於一九九六年六月加入本集團，主要負責廣州新華的生產管理及質量監控。加入本集團前，呂先生自一九九零年六月至一九九六年四月擔任智能化工(香港)有限公司實驗室及質量監控主管。自一九八三年六月至一九九零年三月，呂先生曾擔任肇豐針織有限公司(一家針織公司)銷售員及廠長。

Biographical Details of Directors and Senior Management (Continued) 董事及高級管理層的履歷詳情(續)

Mr. Wong Pak Yip (黃百業), aged 55, is the sales manager of Guangzhou Xinhua. Mr. Wong is primarily responsible for the sales and marketing of the Group. Mr. Wong joined the Group in July 1990. Mr. Wong completed a post-secondary five course at Sha Tin Technical Institute (now known as Hong Kong Institute of Vocational Education (Sha Tin)), majoring in retail supervision, in July 1997. Prior to joining the Group, Mr. Wong worked for Unimix Limited, a garment manufacturing and trading company, as a sales assistant from August 1988 to May 1990. From August 1986 to July 1988, Mr. Wong worked for Sun Hop Kee Garment Factory, a garment production company, as a merchandiser.

None of the members of the senior management of the Group has been a director of any listed or public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the three preceding years.

黃百業先生，55歲，為廣州新華銷售經理。黃先生於一九九零年七月加入本集團，主要負責本集團銷售及市場推廣。黃先生於一九九七年七月於沙田工業學院(現稱香港專業教育學院(沙田分校))完成中五畢業後進修課程，主修零售監管。加入本集團前，黃先生自一九八八年八月至一九九零年五月擔任裕美國際實業有限公司(一家服裝生產及貿易公司)銷售助理。黃先生自一九八六年八月至一九八八年七月擔任Sun Hop Kee Garment Factory(一家服裝生產公司)銷售員。

本集團高級管理層成員於過去三年概無於證券於香港或海外任何證券市場上市的任何上市或公眾公司擔任董事職務。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board believes that cultivating and maintaining a culture focused on good corporate governance is essential to effect strong business growth and continue the efficient management of the Company. The Directors are of the view that strong corporate governance practices can safeguard the interests of and ensure accountability to the Shareholders as a whole.

The corporate governance code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules has been adopted by the Board. Nevertheless, the Directors are committed to regularly reviewing its corporate governance practices to ensure conformity with the standard set out in the CG Code, as well as meeting the rising expectation of the Shareholders and other stakeholders of the Company.

Except for the deviation from code provision A.2.1 of the CG Code, details of which are set out in the section headed “Chairman and Chief Executive Officer” in this corporate governance report, the Board is of the view that the Company has complied with the code provisions for the year ended 31 December 2021.

MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the standard of dealings regarding securities transactions by the Directors equivalent to the required standard of dealings as set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Directors have all confirmed, having been made specific enquiry by the Company, that they have complied with the required standard of dealings and the required standard concerning securities transactions by the Directors during the year ended 31 December 2021.

企業管治常規

董事會相信，為使本公司業務穩健增長及延續管理效益，有必要培養及維持專注良好企業管治的文化。董事認為穩健的企業管治常規可保障股東的整體利益，並確保對整體股東的問責性。

董事會已採納GEM上市規則附錄十五所載的企業管治守則(「企管守則」)。儘管如此，董事承諾會定期檢討企業管治常規，確保遵循企管守則所載的標準，以及符合股東及本公司其他持份者不斷上升的期望。

除偏離企管守則的守則條文A.2.1條(詳情載於本企業管治報告「主席及行政總裁」一節)外，董事會認為本公司於截至二零二一年十二月三十一日止年度一直遵守守則條文。

董事進行證券交易的標準守則

本公司已採納關於董事進行證券交易的交易標準，有關標準相當於GEM上市規則第5.48至5.67條所載的交易規定標準。在本公司作出特定查詢後，全體董事均已確認彼等於截至二零二一年十二月三十一日止年度內一直遵守交易規定標準及關於董事進行證券交易的規定標準。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD OF DIRECTORS

Composition of the Board

The Board currently comprises:

Executive Directors

執行董事

Mr. Wong Kwok Wai, Albert

(Chairman and chief executive officer)

黃國偉先生(主席兼行政總裁)

Mr. Chan Yiu Tung, Enoch

陳耀東先生

Mr. Leung King Yue, Alex

梁景裕先生

Mr. Ma Pok Man, Josiah

馬博文先生

Mr. Shane McGrath

Shane McGrath先生

(appointed as a Director on 13 May 2021)

(於二零二一年五月十三日獲委任)

(appointed as a Director on 3 January 2022)

(於二零二二年一月三日獲委任)

Independent non-executive Directors

獨立非執行董事

Mr. Sung Alfred Lee Ming

宋理明先生

Mr. Chan Tsun Choi, Arnold

陳進財先生

Mr. Chow Chin Hang, Joel

周展恒先生

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

Except as disclosed in the section headed “Biographical Details of Directors and Senior Management”, there has been no financial, business, family or other material relationship among the Directors.

董事會

董事會的組成

董事會現時包括:

董事履歷詳情載於本年度報告「董事及高級管理層的履歷詳情」一節。

除「董事及高級管理層的履歷詳情」一節所披露者外，董事之間概無財務、業務、親屬或其他重大關係。

Corporate Governance Report (Continued)

企業管治報告(續)

Each of the independent non-executive Directors has provided a written confirmation of his independence and the Company regards them as independent pursuant to rule 5.09 of the GEM Listing Rules.

各名獨立非執行董事已提供書面獨立性確認書，而本公司根據GEM上市規則第5.09條將其視為獨立。

The Board will hold regular board meetings at least four times a year at approximately quarterly intervals. Such meetings are expected to involve active participation, either in person or through electronic means of communication, of a majority of the Directors entitled to be present.

董事會將每年召開至少四次定期董事會會議，約每季度一次。預期有權出席之大部分董事將積極親身或透過電子通訊方式參與有關會議。

Below is the attendance record of each Director at the Board meetings held during the year ended 31 December 2021:

以下為各名董事於截至二零二一年十二月三十一日止年度舉行的董事會會議的出席紀錄：

Name of Directors	董事姓名	Attendance/ number of meetings held 出席次數/ 舉行會議次數
Mr. Wong Kwok Wai, Albert	黃國偉先生	15/15
Mr. Chan Yiu Tung, Enoch	陳耀東先生	15/15
Mr. Leung King Yue, Alex	梁景裕先生	15/15
Mr. Ma Pok Man, Josiah	馬博文先生	8/8
Mr. Sung Alfred Lee Ming	宋理明先生	15/15
Mr. Chan Tsun Choi, Arnold	陳進財先生	15/15
Mr. Chow Chin Hang, Joel	周展恒先生	15/15

Corporate Governance Report (Continued)

企業管治報告(續)

Below is the attendance record of each Director at the general meeting of the Company during the year ended 31 December 2021:

以下為各名董事於截至二零二一年十二月三十一日止年度舉行的本公司股東週年大會的出席記錄：

Name of Directors	董事姓名	Attendance/ number of meetings held 出席次數/ 舉行會議次數
Mr. Wong Kwok Wai, Albert	黃國偉先生	2/3
Mr. Chan Yiu Tung, Enoch	陳耀東先生	3/3
Mr. Leung King Yue, Alex	梁景裕先生	3/3
Mr. Ma Pok Man, Josiah	馬博文先生	-/-
Mr. Sung Alfred Lee Ming	宋理明先生	3/3
Mr. Chan Tsun Choi, Arnold	陳進財先生	3/3
Mr. Chow Chin Hang, Joel	周展恒先生	3/3

RESPONSIBILITIES OF THE BOARD

The Board is primarily responsible for the overall management and strategic planning and development of the Group, which may involve convening general meetings and reporting the Board's work at a shareholders' meeting, determining business and investment plans, preparing annual financial budgets and final reports and formulating proposals for profit distributions. Day-to-day management is alternatively delegated to the executive Directors and senior management. The functions delegated to senior management are regularly reviewed by the Board to ensure that they are appropriately aligned with the Group's needs.

During the year ended 31 December 2021, the Company had three independent non-executive Directors and was at all times in compliance with the requirements of the GEM Listing Rules, which specifies that the independent non-executive Directors must represent at least one third of the Board members with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

董事會的責任

董事會主要負責本集團的整體管理及策略規劃及發展，可能涉及召開股東大會及於股東會議上報告董事會工作、確定業務及投資計劃、編製年度財務預算及最終報告及編製溢利分派建議。日常管理則另行委派予執行董事及高級管理層。委派予高級管理層的職能由董事會定期審閱，以確保適當地符合本集團需求。

截至二零二一年十二月三十一日止年度，本公司有三名獨立非執行董事，並始終遵守GEM上市規則要求，當中訂明獨立非執行董事須佔董事會成員人數至少三分之一，且其中至少一名具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company has arranged appropriate insurance policies to cover the Directors' risk exposure/liabilities with respect to any legal actions against the Directors arising from corporate activities of the Company. Such insurance coverage was reviewed by the Board and shall continue to be reviewed annually.

CORPORATE GOVERNANCE FUNCTIONS

During the year ended 31 December 2021, no committee for corporate governance was established and the Board is thus responsible for performing the corporate governance functions outlined in code provision D.3.1 of the CG Code.

The Directors may hold Board meetings when necessary and include any relevant matters for discussion in the agenda as they see fit. A minimum of 14 days' notice of such Board meetings is given to all Directors. A draft agenda for each Board meeting typically accompanies the notice to give the Directors an opportunity to raise any other relevant issues for discussion in the meeting. Board papers and related materials to the meeting are circulated to each Director before each meeting for their perusal to ensure that they can make an informed decision to discharge their duty as a Director.

Draft minutes are also circulated to the Directors for their comment and review after each Board meeting is held, and the minutes of the Board and the Company's committees are kept by the company secretary of the Company. Each Board member and Director has access to the advice and service of the company secretary of the Company in order to comply with relevant procedures and applicable rules and regulations.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Directors recognise the importance of incorporating elements of good corporate governance in management structures and internal control procedures in order to achieve effective accountability.

During the year ended 31 December 2021, the Group has complied with the CG Code as set out in Appendix 15 to the GEM Listing Rules, except for the deviation from the code provision A.2.1 of the CG Code, which stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

本公司已購買適當保險，承保因本公司企業活動而引起與針對董事的任何法律訴訟有關的董事風險／責任。有關承保範圍已由董事會審閱並繼續每年審閱一次。

企業管治職能

於截至二零二一年十二月三十一日止年度概無設立企業管治委員會，因此，董事會負責履行企管守則的守則條文D.3.1條概述的企業管治職能。

董事可於必要時召開董事會會議，並於其認為適當時將任何有關討論事宜納入會議議程。有關董事會會議須向全體董事發出至少14天通知。各董事會會議議程初稿通常隨通知寄發，以為董事提供一個於會上提出任何其他有關討論事宜的機會。董事會文件及會議相關材料於各會議前寄發予各名董事以供詳閱，確保其可作出知情決定以履行其董事職責。

會議記錄初稿亦遞交董事以供其於各董事會會議舉行後發表意見及審閱，董事會及本公司委員會會議記錄由本公司公司秘書保管。各董事會成員及董事已取得本公司公司秘書之建議及文件送達，以遵守有關程序及適用規則及法規。

主席及行政總裁

董事承認管理架構及內部控制程序中融入良好企業管治元素以實現有效問責的重要性。

截至二零二一年十二月三十一日止年度，本集團一直遵守GEM上市規則附錄十五所載的企管守則，惟偏離企管守則的守則條文A.2.1條除外，該條訂明主席與行政總裁的職務應有區分，不應由一人同時兼任。

Corporate Governance Report (Continued)

企業管治報告(續)

Mr. Wong, who is the chairman of the Board as well as the chief executive officer of the Company, has been involved in the daily operations and management of the Group since 2008. The Directors consider that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Wong will ensure strong and consistent leadership, facilitate the Group's business strategies and boost the effectiveness of the Company's operation. The Board will continue to review this arrangement and consider splitting the roles of the chairman of the Board and the chief executive officer of the Company when such role splitting is beneficial to the Group as a whole.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The articles of association of the Company (the "**Articles**") state that at each annual general meeting (the "**AGM**"), one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A Director retiring by rotation shall be eligible for re-election.

While each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company to act as a non-executive Director or independent non-executive Director for a fixed term of three years, the non-executive Directors and independent non-executive Directors appointed are also subject to retirement by rotation and re-election according to the Articles. Independent non-executive Directors are required to notify the Company as soon as practicable if there is any change that may affect their independence and each of them must provide a written confirmation of his independence every year.

黃先生為本公司董事會主席兼行政總裁，並自二零零八年起參與本集團的日常營運管理。董事認為由黃先生兼任本公司董事會主席及行政總裁的職務將可確保強大及一致的領導，有助推動本集團的業務策略及提升本公司的營運效益。董事會將繼續就此安排進行檢討，並於拆分本公司董事會主席及行政總裁的職務對本集團整體有利時考慮拆分有關職務。

董事委任及重選

本公司組織章程細則(「**細則**」)列明，於每屆股東週年大會(「**股東週年大會**」)上，當時在任的三分之一董事須輪流告退，惟各名董事須至少每三年輪席退任一次。輪席退任的董事符合資格重選連任。

雖然各名非執行董事及獨立非執行董事已與本公司訂立委任函，以於三年固定任期內擔任非執行董事或獨立非執行董事，獲委任的非執行董事及獨立非執行董事亦須根據細則輪席退任及重選連任。倘發生任何變動而可能影響其獨立性，獨立非執行董事須在切實可行的情況下儘快通知本公司，而彼等各自亦須每年提供書面獨立性確認書。

Corporate Governance Report (Continued)

企業管治報告(續)

CONTINUOUS PROFESSIONAL DEVELOPMENT

To ensure that the Directors' contribution to the Board remains relevant and informed, the Directors are to participate in continuous professional development through which their knowledge and skills can be refreshed and strengthened. As part of the Directors' continuous professional development programme, newly appointed Directors are to receive a comprehensive, formal and tailored induction upon their appointment as a Director while existing Directors receive additional training when appropriate to ensure that they are aware of and are able to comply with the obligations pursuant to the GEM Listing Rules and any other statutory requirements. The company secretary of the Company is responsible for maintaining and updating records for the Directors' training sessions.

During the year ended 31 December 2021, all the Directors, namely, Mr. Wong Kwok Wai, Albert, Mr. Chan Yiu Tung, Enoch, Mr. Leung King Yue, Alex, Mr. Ma Pok Man, Josiah, Mr. Sung Alfred Lee Ming, Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel, comprising the Board during the year ended 31 December 2021, participated in a training session and each Director was provided with relevant guidance materials with respect to the laws applicable to Directors, the roles and responsibilities of Directors and the Directors' duty to disclose their interest.

BOARD COMMITTEES

The Board established the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") on 24 November 2017 in order to oversee particular functions of the Company. These committees of the Board have been established with written terms of reference that clearly outline their authorities, powers and duties. These terms of reference can be found on the websites of the Stock Exchange and the Company.

持續專業發展

為確保董事對董事會的貢獻仍屬有關及知情，董事須參與持續專業發展，以更新及鞏固其知識及技能。作為董事持續專業發展計劃的一部分，新委任的董事須於獲委任為董事後取得全面、正式及度身定制の入職培訓，而現任董事則須於適當時接受額外培訓，以確保彼等知悉及能夠遵守GEM上市規則及任何其他法定要求下的責任。本公司公司秘書負責保存及更新董事培訓課程記錄。

截至二零二一年十二月三十一日止年度，全體董事(即黃國偉先生、陳耀東先生、梁景裕先生、馬博文先生、宋理明先生、陳進財先生及周展恒先生，彼等於截至二零二一年十二月三十一日止年度組成董事會)已參與培訓課程，而各名董事亦已獲提供與適用於董事的法律、董事職責及責任以及董事權益披露義務有關的相關指引材料。

董事委員會

董事會已於二零一七年十一月二十四日設立審核委員會(「**審核委員會**」)、薪酬委員會(「**薪酬委員會**」)及提名委員會(「**提名委員會**」)，以監督本公司的特定職能。該等董事委員會已制定書面職權範圍，清楚概述其權限、權力及職責。該等職權範圍可於聯交所及本公司網站查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

AUDIT COMMITTEE

The Audit Committee was established pursuant to rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. The Audit Committee is mainly responsible for reviewing financial information, monitoring the Company's financial reporting system and internal control procedures and maintaining the relationship with the Company's auditors.

The Audit Committee consists of three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming (the chairman), Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel. No member of the current Audit Committee is a member of the previous independent auditor of the Company. The Audit Committee has reviewed this annual report as well as the consolidated results of the Group for the year ended 31 December 2021.

The current terms of reference state that the Audit Committee shall have at least four meetings annually. The Audit Committee held a meeting on 25 March 2022 to (i) review and approve the annual financial results in respect of the year ended 31 December 2021; (ii) discuss and consider issues significant to financial reporting, controls on operations and compliance, the effectiveness of the risk management and internal control systems; and (iii) review the appointment of the auditor and its relevant scope of work.

During the year ended 31 December 2021, the Audit Committee held five meetings, where the Audit Committee reviewed and discussed, amongst other matters, (i) the Group's consolidated results for the year ended 31 December 2020; (ii) the Group's consolidated results for the three months ended 31 March 2021; (iii) the Group's consolidated results for the six months ended 30 June 2021; (iv) the Group's consolidated results for the nine months ended 30 September 2021; (v) the financial reporting system and internal control procedures of the Group; and (vi) appointment of auditor of the Group.

審核委員會

本公司已根據GEM上市規則第5.28至5.33條及企管守則的守則條文C.3.3條成立審核委員會。審核委員會主要負責審閱財務資料、監察本公司的財務報告系統及內部控制程序，以及維持與本公司核數師的關係。

審核委員會包括三名獨立非執行董事，即宋理明先生(主席)、陳進財先生及周展恒先生。現任審核委員會成員中概無人士為本公司過往獨立核數師的成員。審核委員會已審閱本年度報告及本集團截至二零二一年十二月三十一日止年度的綜合業績。

現有職權範圍列明，審核委員會每年須召開至少四次會議。審核委員會已於二零二二年三月二十五日召開會議，以(i)審閱及批准截至二零二一年十二月三十一日止年度之年度財務業績；(ii)討論並考慮對財務報告、經營及合規控制、風險管理有效性及內部控制系統重要的問題；及(iii)審閱核數師的委任及其相關工作範圍。

截至二零二一年十二月三十一日止年度，審核委員會已舉行五次會議，而審核委員會已於會上審閱及討論(其中包括)(i)本集團截至二零二零年十二月三十一日止年度的綜合業績；(ii)本集團截至二零二一年三月三十一日止三個月的綜合業績；(iii)本集團截至二零二一年六月三十日止六個月的綜合業績；(iv)本集團截至二零二一年九月三十日止九個月的綜合業績；(v)本集團的財務報告系統及內部控制程序；及(vi)委任本集團核數師。

Corporate Governance Report (Continued)

企業管治報告(續)

Below is the attendance record of each member of the Audit Committee during the year ended 31 December 2021:

以下為截至二零二一年十二月三十一日止年度審核委員會各成員出席會議的記錄：

Name of Directors	董事姓名	Attendance/ number of meetings held 出席次數/ 舉行會議次數
Mr. Sung Alfred Lee Ming (<i>chairman</i>)	宋理明先生(主席)	5/5
Mr. Chan Tsun Choi, Arnold	陳進財先生	5/5
Mr. Chow Chin Hang, Joel	周展恒先生	5/5

REMUNERATION COMMITTEE

The Remuneration Committee currently consists of three independent non-executive Directors, namely, Mr. Chow Chin Hang, Joel (the chairman), Mr. Sung Alfred Lee Ming and Mr. Chan Tsun Choi, Arnold.

The Remuneration Committee is primarily responsible for making regular recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing the remuneration policy.

The current terms of reference state that the remuneration Committee shall have at least one meeting annually. During the year ended 31 December 2021, the Remuneration Committee held three meetings, where they reviewed the remuneration packages for all Directors and senior management of the Company and made recommendations to the Board.

薪酬委員會

薪酬委員會目前包括三名獨立非執行董事，即周展恒先生(主席)、宋理明先生及陳進財先生。

薪酬委員會主要負責就本公司全體董事及高級管理層的薪酬政策及架構以及設立制定薪酬政策的正式及透明程序，向董事會作出定期建議。

現有職權範圍列明，薪酬委員會每年須召開至少一次會議。截至二零二一年十二月三十一日止年度，薪酬委員會已舉行三次會議，而彼等已於會上審閱本公司全體董事及高級管理層的薪酬組合，並向董事會作出建議。

Corporate Governance Report (Continued)

企業管治報告(續)

Below is the attendance record of each member of the Remuneration Committee during the year ended 31 December 2021:

以下為截至二零二一年十二月三十一日止年度薪酬委員會各成員出席會議的記錄：

Name of Directors	董事姓名	Attendance/ number of meetings held 出席次數/ 舉行會議次數
Mr. Chow Chin Hang, Joel (<i>chairman</i>)	周展恒先生(主席)	3/3
Mr. Sung Alfred Lee Ming	宋理明先生	3/3
Mr. Chan Tsun Choi, Arnold	陳進財先生	3/3

Details regarding emoluments of the Directors for the year ended 31 December 2021 are outlined in note 12 to the consolidated financial statements of this annual report.

有關董事於截至二零二一年十二月三十一日止年度的酬金詳情概述於本年度報告綜合財務報表附註12。

During the year ended 31 December 2021, the number of senior management members whose remuneration fell within the following band is as follows:

截至二零二一年十二月三十一日止年度，酬金介乎下列範圍的高級管理層成員人數如下：

Remuneration band	薪酬範圍	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	4

NOMINATION COMMITTEE

The Nomination Committee currently consists of one executive Director, namely, Mr. Wong Kwok Wai, Albert (the chairman) and three independent non-executive Directors, namely, Mr. Sung Alfred Lee Ming, Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel.

提名委員會

提名委員會目前包括一名執行董事，即黃國偉先生(主席)及三名獨立非執行董事，即宋理明先生及章國富先生、陳進財先生及周展恒先生。

Corporate Governance Report (Continued)

企業管治報告(續)

The Nomination Committee is mainly responsible for regularly reviewing the structure of the Board and making recommendations to the Board regarding any proposed change to the structure of the Board. Following the establishment of the Nomination Committee, the Company has adopted a board diversity policy in order to achieve diversity on the Board. As such, Board members are selected based on a range of diverse perspectives, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service.

The current terms of reference state that the Nomination Committee shall have at least one meeting annually. During the year ended 31 December 2021, the Nomination Committee held three meetings, where they assessed the independence of the independent non-executive Directors and recommended to the Board for the re-appointment of all the retiring Directors at the annual general meeting.

Below is the attendance record of each member of the Nomination Committee during the year ended 31 December 2021:

提名委員會主要負責定期審閱董事會架構，並就任何建議董事會架構變更向董事會作出建議。於設立提名委員會後，本公司已採納董事會多樣化政策，以實現董事會多樣化。因此，董事會成員乃根據多項不同觀點(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年限)獲選。

現有職權範圍列明，提名委員會每年須召開至少一次會議。截至二零二一年十二月三十一日止年度，提名委員會已舉行三次會議，而彼等已於會上評估獨立非執行董事的獨立性，並就於股東週年大會上重新委任所有退任董事向董事會提出建議。

以下為截至二零二一年十二月三十一日止年度提名委員會各成員出席會議的記錄：

Name of Directors	董事姓名	Attendance/ number of meetings held 出席次數/ 舉行會議次數
Mr. Wong Kwok Wai, Albert (<i>chairman</i>)	黃國偉先生(主席)	3/3
Mr. Sung Alfred Lee Ming	宋理明先生	3/3
Mr. Chan Tsun Choi, Arnold	陳進財先生	3/3
Mr. Chow Chin Hang, Joel	周展恒先生	3/3

Corporate Governance Report (Continued)

企業管治報告(續)

ACCOUNTABILITY AND AUDIT

Financial reporting

The Directors understand and recognise their responsibility to (i) prepare the consolidated financial statements of the Group; and (ii) ensure that such financial statements are prepared to give a true and accurate view of the state of affairs, results and cash flows of the Group in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants, the disclosure requirements of the Hong Kong Companies Ordinance as well as any internal standards deemed appropriate and necessary by the Directors in order to prepare the Group's consolidated financial statements. Further, the Directors also strive to offer a fair and comprehensive assessment of the Group's financial position and prospects and ensure timely publication of the financial statements of the Group. The Directors confirm that as at 31 December 2021, to the best of their knowledge, information and belief, having made all reasonable enquiries, they were 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.

The responsibility of the independent auditor of the Company is to form its independent opinion based on its audit on those consolidated financial statements prepared by the Board, and to report its opinion to the Shareholders. Further details of their reporting responsibility are set out in the independent auditor's report of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognises its responsibility to ensure the effectiveness of the Group's risk management and internal control systems. As such, the Directors are committed to reviewing such systems regularly. The Board, the Company's internal audit division and the Audit Committee conducted a review of the Group's risk management and internal control systems during the year ended 31 December 2021 and were satisfied with their adequacy and effectiveness. Similarly, the Board also examined the Group's internal control systems in terms of financial, operational, compliance, procedural and risk management functions and were generally satisfied with the effectiveness of the current systems in place.

問責及審核

財務報告

董事瞭解及承認其有責任(i)編製本集團綜合財務報表；及(ii)確保有關財務報表根據香港會計師公會頒佈的香港財務報告準則、香港公司條例的披露規定以及董事認為對編製本集團綜合財務報表屬適當及必要的任何內部準則編製，以反映本集團的真實及準確事務狀態、業績及現金流量。此外，董事亦致力提供本集團財務狀況及前景的公平及全面評估，並確保及時刊發本集團財務報表。董事確認，於二零二一年十二月三十一日，就其經作出一切合理查詢後所深知、盡悉及確信，其概不知悉與事件或狀況有關的任何重大不確定因素可能引起對本公司持續經營能力的重大質疑。

本公司獨立核數師的責任為基於對董事會編製的該等綜合財務報表的審核結果提供其獨立意見，並向股東呈報其意見。有關其呈報責任的進一步詳情載於本年度報告之獨立核數師報告。

風險管理及內部控制

董事會承認其有責任確保本集團風險管理及內部控制系統的有效性，因此，董事致力定期審閱該等系統。截至二零二一年十二月三十一日止年度，董事會、本公司內部審核部門及審核委員會已審閱本集團的風險管理及內部控制系統，並對其充足性及有效性感到滿意。同樣地，董事會亦於財務、營運、合規、程序及風險管理職能方面審查本集團的內部控制系統，並普遍對現有系統的有效性感到滿意。

Corporate Governance Report (Continued)

企業管治報告(續)

The Directors understand that the enforcement of risk management and internal control systems is essential to the Group's ability to manage and minimise risks that may affect the Group's efficiency and effectiveness, or inhibit it from achieving the business objectives.

In relation to the undertakings provided by the controlling Shareholders in respect of the deed of non-competition, the details of which are outlined in the Prospectus, the independent non-executive Directors confirm that they have reviewed the enforcement of such undertakings and conclude that there are no outstanding issues regarding the undertakings that need to be raised with the Shareholders and the Company.

AUDITOR'S REMUNERATION

For the year ended 31 December 2021, the fees paid or payable to the Company's independent external auditor, Asian Alliance, for the audit services for the Group are approximately as follows:

董事瞭解，強制執行風險管理及內部控制系統對本集團管理及減少可能影響本集團效率及有效性或阻礙其實現業務目標的能力至關重要。

就控股股東就不競爭契據(詳情概述於招股章程)提供的承諾而言，獨立非執行董事確認，其已審閱該等承諾的強制執行，並認為概無與承諾有關的未解決問題須提請股東及本公司注意。

核數師薪酬

截至二零二一年十二月三十一日止年度，就提供予本集團的審核服務而已付或應付本公司獨立外部核數師華融的費用概約如下：

Type of service	服務類別	Amount 金額 HK\$'000 千港元
Audit services	審核服務	1,111

COMPANY SECRETARY

Mr. Chan Yiu Tung, Enoch was appointed as the company secretary of the Company (the "**Company Secretary**") on 18 August 2016. The biographical details of Mr. Chan are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report. Pursuant to rule 5.15 of the GEM Listing Rules, Mr. Chan has undertaken no less than 15 hours of relevant professional training for the year ended 31 December 2021.

公司秘書

陳耀東先生於二零一六年八月十八日獲委任為本公司公司秘書(「**公司秘書**」)。陳先生之履歷詳情載於本年度報告「董事及高級管理層的履歷詳情」一節。根據GEM上市規則第5.15條，陳先生承諾於截至二零二一年十二月三十一日止年度參與不少於15小時有關專業培訓。

Corporate Governance Report (Continued)

企業管治報告(續)

SHAREHOLDERS' RIGHTS

In order to protect their own rights and interests, Shareholders may propose separate resolutions in regard to substantial issues at Shareholders' meetings for consideration and voting. According to the GEM Listing Rules, all resolutions presented at Shareholders' meetings will be voted by poll, and after the relevant Shareholders' meeting, the results of such a poll will be published on the websites of the Stock Exchange and the Company. Pursuant to the Articles, an AGM will be held annually in the relevant territory where the Shares are listed, or elsewhere as may be determined by the Board. Any meeting other than an AGM is deemed an extraordinary general meeting ("EGM").

PROCEDURES FOR SHAREHOLDERS TO CONVENE EXTRAORDINARY GENERAL MEETINGS

Extraordinary general meetings can be convened on the requisition of one or more Shareholders holding, at the date of the deposit of the requisition, not less than one tenth of the paid-up capital of the Company having the right of voting at the general meetings. Such requisition must be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Shareholders must send their written resolutions, together with their full name, contact details and identification, by post to the principal place of business of the Company in Hong Kong or by email for the attention of the company secretary of the Company, details of which are set out below:

Principal place of business of the Company in Hong Kong : 10/F., Aubin House
171-172 Gloucester Road,
Wan Chai, Hong Kong

Email address : info@shenyouholdings.com

股東權利

為保障其本身權利及利益，股東可於股東會議上就重大問題建議單獨決議案以供考慮及投票。根據GEM上市規則，於股東大會上呈報的所有決議案將以投票方式表決，而有關投票結果將於相關股東大會後刊發於聯交所及本公司網站。根據細則，股東週年大會將每年於股份上市所在相關地區或董事會可能決定的其他地區召開。除股東週年大會外，任何會議均被視為股東特別大會（「股東特別大會」）。

股東召開股東特別大會之程序

股東特別大會可應一名或多名於遞交請求日期持有不少於本公司已繳足股本十分之一，並有權於股東大會上表決的股東召開。倘要求董事會召開股東特別大會，以處理有關請求中訂明的任何業務交易，則須以書面方式向董事會或本公司公司秘書作出有關請求。

股東須將其書面決議案連同其全名、聯絡詳情及身份，透過郵件寄發至本公司於香港的主要營業地點或透過電郵方式（收件人為本公司公司秘書）交付，詳情載列如下：

本公司於香港的主要營業地點 : 香港灣仔
告士打道171-172號
安邦商業大廈10樓

電郵地址 : info@shenyouholdings.com

Corporate Governance Report (Continued)

企業管治報告(續)

An extraordinary general meeting must be within two months after the deposit of the requisition. If, within 21 days after the deposit of the requisition, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

RIGHT OF RAISING ENQUIRIES

For queries about shareholdings, share transfers, registrations and dividend payments, Shareholders should contact the Company's Hong Kong branch share registrar, whose details are set out in the section headed "Corporate Information" of this annual report.

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

The Articles provide that Shareholders who wish to put a resolution to a vote may convene an EGM by means of requisition using the procedure set out above.

INVESTOR RELATIONS

The Company utilises various channels to communicate with its shareholders and investors, including (i) the AGM or EGM, which allows Shareholders to comment and exchange views with the Board; (ii) the publication of interim, quarterly and annual reports; (iii) notices, announcements and circulars; and (iv) the Company's website at www.shenyouholdings.com.

股東特別大會須於遞交請求後兩個月內召開。倘董事會未能於遞交請求後21天內召開有關會議，則請求人自行可以相同方式如此行事，而請求人因董事會未能召開會議而招致的所有合理開支須由本公司向請求人補償。

提起查詢的權利

對於有關持股、股份轉讓、登記及股息派付的查詢，股東應聯絡本公司的香港股份過戶登記分處，其詳情載於本年度報告「公司資料」一節。

股東於股東大會上遞交建議之程序

細則規定，股東如欲就決議案投票，可透過上文所載程序提出請求的方式召開股東特別大會。

投資者關係

本公司利用不同渠道與其股東及投資者溝通，包括(i)股東週年大會或股東特別大會，允許股東與董事會談論及溝通觀點；(ii)刊發中期、季度及年度報告；(iii)通告、公佈及通函；及(iv)本公司網站 www.shenyouholdings.com。

Report of the Directors

董事會報告

The Directors are pleased to present this report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 August 2016. On 22 June 2017, the Group completed a group reorganisation (the “**Reorganisation**”), details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in the Prospectus. Through various reorganisation procedures, the Company became the holding company of the Group upon completion of the Reorganisation.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the primary activities of its principal subsidiaries are the sale and manufacture and selling of sewing threads and board categories of garment accessories, provision of interior design, interior decoration and furnishing services, and provision of equine related services business. Details of the Group’s principal activities are set out in note 1 to the consolidated financial statements of the Group.

RESULTS AND APPROPRIATIONS

The results for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income of this annual report. The Board does not recommend the payment of a final dividend for the year ended 31 December 2021 (2020: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the Group’s property, plant and equipment for the year ended 31 December 2021 are set out in note 16 to the consolidated financial statements of this annual report.

董事欣然提呈本報告連同本集團截至二零二一年十二月三十一日止年度的經審核綜合財務報表。

公司重組

本公司於二零一六年八月十八日在開曼群島註冊成立為獲豁免有限公司。於二零一七年六月二十二日，本集團完成集團重組（「**重組**」），有關詳情載於招股章程「歷史、重組及公司架構」一節。本公司透過多項重組程序，於重組完成後成為本集團的控股公司。

主要業務

本公司為投資控股公司，其主要附屬公司的主要業務為銷售及生產及銷售縫紉線和各類服裝輔料、提供室內設計、室內裝飾及室內陳設服務以及提供馬匹相關服務業務。本集團主要業務詳情載於本集團綜合財務報表附註1。

業績及分配

截至二零二一年十二月三十一日止年度業績載於本年度報告綜合損益表及綜合全面收入表。董事會並無建議派付截至二零二一年十二月三十一日止年度末期股息（二零二零年：無）。

物業、廠房及設備

本集團截至二零二一年十二月三十一日止年度物業、廠房及設備的變動詳情載於本年度報告綜合財務報表附註16。

Report of the Directors (Continued)

董事會報告(續)

BUSINESS REVIEW

A business review of the Group's performance for the year ended 31 December 2021, the main issues impacting its results and financial position are set out in the section headed "Management Discussion and Analysis" of this annual report. In addition, a discussion of the likely future development of the Group's business is set out in the section headed "Chairman's Statement" of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's profitability, financial position, results of operations, business operations and prospects may be affected by a variety of risks including foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's risk management system and policies are shown in note 33 to the consolidated financial statements.

Further, the Group may also be exposed to other risks that may be beyond its control. In particular, the Group may experience material price fluctuations of fibre and yarn, both being raw materials principally used in the manufacturing process of sewing threads. The Group also faces business risks, including (i) failure to secure a supply as the Group does not enter into long-term supply contracts with its suppliers; (ii) any unexpected disruption in the Guangzhou Production Facilities; and (iii) any labour shortage, increase in labour costs or other factors affecting labour supply in the PRC, each of which may materially and adversely affect the Group's operations, financial condition, results of operations and prospects.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five years ended 31 December 2021 is set out in the section headed "Five Year Financial Summary" of this annual report.

SHARE CAPITAL

Details of the movements of the issued share capital of the Company for the year ended 31 December 2021 are set out in note 29 to the consolidated financial statements of the Group.

業務回顧

本集團表現於截至二零二一年十二月三十一日止年度的業務回顧、影響其業績及財務狀況的主要事宜載於本年度報告「管理層討論及分析」一節。另外，有關本集團業務未來可能發展的討論載於本年度報告「主席致辭」一節。

主要風險及不確定因素

本集團的盈利能力、財務狀況、經營業績、業務營運及前景可能受多種風險影響，包括外幣風險、利率風險、信貸風險及流動資金風險。本集團風險管理系統及政策如綜合財務報表附註33所示。

另外，本集團亦可能面臨本集團或無法控制的其他風險。尤其是，本集團可能遭遇縫紉線製造流程所用主要原材料纖維及紗線的重大價格波動。本集團亦面臨業務風險，包括(i)由於本集團並無與供應商訂立長期供應合約，從而無法獲得供應；(ii)廣州生產設施的任何意外中斷；及(iii)在中國出現任何勞動力短缺、員工成本增加或影響勞動力供應的其他因素，上述各項或會對本集團營運、財務狀況、經營業績及前景有重大不利影響。

財務概要

本集團截至二零二一年十二月三十一日止五個年度的業績、資產及負債概要載於本年度報告「五年財務摘要」一節。

股本

本公司截至二零二一年十二月三十一日止年度已發行股本的變動詳情載於本集團綜合財務報表附註29。

Report of the Directors (Continued)

董事會報告(續)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights pursuant to the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would require the Company to offer new shares on a pro-rata basis to its existing Shareholders.

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

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2021 and up to the date of this annual report.

RESERVES

Details of the movements in the reserves of the Group during the year ended 31 December 2021 are set out in the consolidated statement of changes in equity of this annual report.

DISTRIBUTABLE RESERVES

As at 31 December 2021, the Company's reserves available for distribution to Shareholders, calculated according to Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$70.3 million (2020: HK\$29.7 million).

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2021, sales to the Group's largest customer and five largest customers represented approximately 21.0% (2020: approximately 28.2%) and 41.8% (2020: approximately 42.1%) of the Group's total revenue, respectively. The Group's suppliers include suppliers of raw materials and processing works. For the year ended 31 December 2021, supplies attributable to the Group's largest supplier and five largest suppliers represented approximately 15.1% (2020: approximately 32.6%) and 40.0% (2020: approximately 80.0%) of the Group's total supplies, respectively.

優先購買權

根據細則或本公司註冊成立所在司法管轄區開曼群島的法律，並無優先購買權的條文規定本公司須按比例向其現有股東發行新股份。

購買、出售或贖回本公司上市證券

截至二零二一年十二月三十一日止年度及直至本年度報告日期，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

本集團截至二零二一年十二月三十一日止年度儲備的變動詳情載於本年度報告綜合權益變動表。

可分派儲備

於二零二一年十二月三十一日，本公司可用於向股東分派的儲備按開曼群島法例第22章公司法(一九六一年第3號法例，經綜合及修訂)計算約為70,300,000港元(二零二零年：29,700,000港元)。

主要客戶及供應商

截至二零二一年十二月三十一日止年度，向本集團最大客戶及五大客戶的銷售分別約佔本集團總收益的21.0% (二零二零年：約28.2%)及41.8% (二零二零年：約42.1%)。本集團的供應商包括原材料及工序供應商。截至二零二一年十二月三十一日止年度，本集團最大供應商及五大供應商應佔的供應額分別約佔本集團供應總額的15.1% (二零二零年：約32.6%)及40.0% (二零二零年：約80.0%)。

Report of the Directors (Continued)

董事會報告(續)

To the Directors' best knowledge, none of the Directors or any of close associates (as defined in the GEM Listing Rules) or any Shareholder who or which own more than 5% of the Company's issued share capital had any beneficial interest in any of the five largest customers and/or five largest suppliers of the Group during the year.

據董事所知，董事或任何緊密聯繫人(定義見GEM上市規則)或擁有5%以上本公司已發行股本的股東於本年度概無在本集團五大客戶及／或五大供應商中擁有任何實益權益。

DIRECTORS

董事

The Directors for the year ended 31 December 2021 and up to the date of this annual report are as follows:

於截至二零二一年十二月三十一日止年度及直至本年度報告日期，董事如下所示：

Executive Directors

執行董事

Mr. Wong Kwok Wai, Albert
(Chairman and chief executive officer)

黃國偉先生(主席兼行政總裁)

Mr. Chan Yiu Tung, Enoch
陳耀東先生

Mr. Leung King Yue, Alex
梁景裕先生

Mr. Ma Pok Man, Josiah
馬博文先生

Mr. Shane McGrath
Shane McGrath先生

(appointed as a Director on 13 May 2021)

(於二零二一年五月十三日獲委任)

(appointed as a Director on 3 January 2022)

(於二零二二年一月三日獲委任)

Independent non-executive Directors

獨立非執行董事

Mr. Sung Alfred Lee Ming
宋理明先生

Mr. Chan Tsun Choi, Arnold
陳進財先生

Mr. Chow Chin Hang, Joel
周展恒先生

Report of the Directors (Continued)

董事會報告(續)

Pursuant to Article 112 of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in a general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 108(a) of the Articles, notwithstanding any other provisions in the Articles, at each annual general meeting, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

BIOGRAPHICAL DETAILS OF DIRECTORS

For the biographical details of the Directors, please refer to the section headed "Biographical Details of Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for an initial term of three years, which shall be renewed as determined by the Board or the Shareholders. Either party is entitled to give not less than one month's notice to terminate the service agreement.

根據細則第112條，董事有權不時及隨時委任任何人士為董事，以填補臨時空缺或增加現有董事，惟所委任董事人數不得超過股東於股東大會上不時釐定的人數上限。任何由董事會委任以填補臨時空缺的董事，僅可任職至其獲委任後本公司首屆股東大會為止，並須於有關大會上重選連任。任何由董事會委任加入現有董事會的董事，僅可任職至本公司下屆股東週年大會為止，且屆時符合資格重選連任。

根據細則第108(a)條，儘管細則有任何其他條文規定，在每屆股東週年大會上，當時在任的三分之一董事須輪流告退，倘人數並非三或三的倍數，則最接近但不少於三分之一的董事須輪流告退，惟各董事(包括按特定任期委任的董事)須至少每三年輪席告退一次。

董事履歷詳情

有關董事履歷詳情，請參閱本年度報告「董事及高級管理層的履歷詳情」一節。

董事服務合約

各執行董事已與本公司訂立服務協議，彼據此同意擔任執行董事，初始任期為三年，須由董事會或股東釐定重續。任何一方有權發出不少於一個月的通知，藉此終止服務協議。

Report of the Directors (Continued)

董事會報告(續)

Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company to which he has agreed to act as a non-executive Director or an independent non-executive Director for a fixed term of three years, which shall be renewed as determined by the Board or the Shareholders. Except for the Director's fees, no independent non-executive Director is to receive any other emolument for acting as an independent non-executive Director.

Save as disclosed above, none of the Directors has proposed or entered into any service agreement or letter of appointment with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than the statutory compensation.

CONFIRMATION OF INDEPENDENCY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has provided the Company with a confirmation of independence pursuant to rule 5.09 of the GEM Listing Rules. As such, the Company considers all the independent non-executive Directors to be independent as at the date of this annual report.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles, a Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may incur or sustain in or about the execution of the duties of his office or otherwise in relation thereto.

Appropriate directors' and officers' liability insurance coverage has been arranged for the Directors and officers of the Company.

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 12 and 13 to the consolidated financial statements of this annual report.

各非執行董事及獨立非執行董事已與本公司訂立委任函，彼據此同意擔任非執行董事或獨立非執行董事，固定任期為三年，須由董事會或股東釐定重續。除董事袍金外，獨立非執行董事概無就擔任獨立非執行董事收取任何其他酬金。

除上文披露者外，董事概無與本公司或其任何附屬公司提議或訂立不可由本集團於一年內免付賠償(法定賠償除外)而終止的任何服務協議或委任函。

確認獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出的獨立性確認書。因此，本公司認為，所有獨立非執行董事於本年度報告日期屬獨立。

獲准許的彌償條文

根據細則，董事有權從本公司資產中獲得彌償，以彌償其在執行職務或其他與執行職務有關的事宜時可能招致或蒙受的所有損失或責任。

本公司已為本公司董事及高級人員投購適當的董事及高級人員責任保險。

董事及五名最高薪酬人士的酬金

董事及五名最高薪酬人士的酬金詳情載於本年度報告綜合財務報表附註12及13。

Report of the Directors (Continued)

董事會報告(續)

EMOLUMENT POLICY

The Directors receive compensation in the form of an annual director's fee while members of the senior management receive compensation in the form of salaries, discretionary bonuses and other allowances. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred in relation to the Group's operations or in the course of discharging their duties to the Group. The Remuneration Committee regularly reviews and determines the remuneration packages of the Directors and the senior management, taking into account factors including, salaries payable by comparable companies, employment conditions, responsibilities and the individual performance of the Directors and senior management.

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

As at 31 December 2021, the interests or short positions of each of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO"), which were (a) 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 and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) required to be recorded in the register required to be kept under section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

薪酬政策

董事以年度董事袍金形式收取報酬，而高級管理層成員以薪金、酌情花紅及其他補貼形式收取報酬。本集團亦會就董事及高級管理層因本集團營運或執行彼等對本集團的職能而必需及合理產生的開支，向彼等作出補償。薪酬委員會定期檢討及釐定董事及高級管理層的薪酬組合，當中參考(其中包括)可資比較公司所支付薪金、就業環境、董事及高級管理層的責任及個人表現等因素。

董事及主要行政人員於本公司及任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零二一年十二月三十一日，本公司各董事及主要行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉);或(b)須記入證券及期貨條例第352條規定須存置的登記冊的權益或淡倉;或(c)根據GEM上市規則第5.46至5.67條須另行知會本公司及聯交所的權益或淡倉如下:

Report of the Directors (Continued)

董事會報告(續)

Long position in the Shares and underlying Shares

於股份及相關股份之好倉

(a) Ordinary shares of the Company

(a) 本公司普通股

Name of Director	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
董事姓名	權益性質／持股身份	所持普通股數目	佔本公司 已發行股本的 百分比(附註1)
Mr. Wong Kwok Wai, Albert	Interest of a controlled corporation	120,000,000 (L)	29.33%
黃國偉先生	受控制法團權益	120,000,000股股份(L)	
		(Notes 2)	
		(附註2)	
Mr. Leung King Yue, Alex	Beneficial owner	10,000,000 (L)	2.44%
梁景裕先生	實益擁有人	10,000,000股股份(L)	

(b) Share options of the Company

(b) 本公司購股權

Name of director	Number of share options				Outstanding at 31 December 2021	Approximate % of total issued ordinary shares	Date of grant	Exercisable period	Exercise price
	Outstanding at 1 January 2020	Granted during the year	Exercised during the year	Lapsed during the year					
董事姓名	於二零二零年 一月一日 尚未行使	年內獲 授出	年內獲 行使	年內失效	於二零二一年 十二月 三十一日 尚未行使	佔已發行 普通股總額的 概約百分比	授出日期	可行使期	行使價 HK\$ 港元
Mr. Ma Pok Man, Josiah	—	3,500,000	—	—	3,500,000	0.86%	13 May 2021	13 May 2021– 12 May 2024	0.57
馬博文先生	—	3,500,000	—	—	3,500,000	0.86%	二零二一年 五月十三日	二零二一年 五月十三日至 二零二四年 五月十二日	0.57

Report of the Directors (Continued)

董事會報告(續)

Notes:

1. As at the date of this annual report, the Company's issued ordinary share capital was HK\$20,457,093 divided into 409,141,860 Shares of HK\$0.05 each.
2. Three Gates Investment Limited ("**Three Gates Investment**"), a company incorporated in the British Virgin Islands on 15 August 2016 is wholly and beneficially owned by Mr. Wong Kwok Wai, Albert ("**Mr. Wong**"), who is the chairman and an executive director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of the SFO.
3. During the period, no share options mentioned above were cancelled.

Except as disclosed above, as at 31 December 2021, none of the Directors or the chief executive of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange according to rules 5.46 to 5.67 of the GEM Listing Rules.

附註:

1. 於本年度報告日期，本公司的已發行普通股股本為20,457,093港元，分為409,141,860股每股面值0.05港元的股份。
2. Three Gates Investment Limited (「**Three Gates Investment**」)為一間於二零一六年八月十五日在英屬處女群島註冊成立的公司，由本公司主席兼執行董事黃國偉先生(「**黃先生**」)全資實益擁有。因此，根據證券及期貨條例，黃先生被視為於擁有Three Gates Investment所持120,000,000股股份中擁有權益。
3. 期內，上述購股權概無獲註銷。

除上文披露者外，於二零二一年十二月三十一日，本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券證中概無擁有須記入證券及期貨條例第352條規定本公司須存置的登記冊或根據GEM上市規則第5.46至5.67條須另行知會本公司及聯交所的任何其他權益或淡倉。

Report of the Directors (Continued)

董事會報告(續)

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

To the best knowledge of the Directors, as at 31 December 2021, the following persons or corporations (other than the Directors and the chief executive of the Company) who had interests and/or short positions in the shares or underlying shares of the Company which would be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

主要股東於本公司股份及相關股份中的權益及淡倉

據董事所知，於二零二一年十二月三十一日，以下人士或法團(本公司董事及主要行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須披露予本公司或須記入證券及期貨條例第336條規定須存置的登記冊的權益及／或淡倉如下：

Long position in the Shares and underlying Shares

於股份及相關股份之好倉

Name of Substantial Shareholder	Nature of interest/Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
主要股東名稱	權益性質／持股身份	所持普通股數目	佔本公司已發行股本的百分比(附註1)
Three Gates Investment	Beneficial owner	120,000,000	29.33%
	實益擁有人	(Notes 2, 3) 120,000,000股股份 (附註2、3)	
Gold-Face Finance Limited	Person having a security interest in Shares	80,000,000	19.55%
均來財務有限公司	擁有股份權益的人士	(Notes 3, 4) 80,000,000股股份 (附註3、4)	
Upbest Credit and Mortgage Limited	Person having a security interest in Shares	80,000,000	19.55%
美建信貸及按揭有限公司	擁有股份權益的人士	(Notes 3, 4) 80,000,000股股份 (附註3、4)	
Good Foundation Company Limited	Person having a security interest in Shares	80,000,000	19.55%
開盛有限公司	擁有股份權益的人士	(Notes 3, 4) 80,000,000股股份 (附註3、4)	
Upbest Strategic Company Limited	Person having a security interest in Shares	80,000,000	19.55%
美建策略有限公司	擁有股份權益的人士	(Notes 3, 4) 80,000,000股股份 (附註3、4)	
Upbest Financial Holdings Limited	Person having a security interest in Shares	80,000,000	19.55%
	擁有股份權益的人士	(Notes 3, 4) 80,000,000股股份 (附註3、4)	

Report of the Directors (Continued)

董事會報告(續)

Name of Substantial Shareholder	Nature of interest/ Holding capacity	Number of ordinary shares held	Percentage of issued share capital of the Company (Note 1)
主要股東名稱	權益性質／持股身份	所持普通股數目	佔本公司已發行股本的百分比(附註1)
Upbest Group Limited 美建集團有限公司	Person having a security interest in Shares 擁有股份權益的人士	80,000,000 (Notes 3, 4) 80,000,000股股份 (附註3、4)	19.55%
Fung Wing Cheung, Tony 馮永祥	Beneficial owner 實益擁有人	40,800,000 40,800,000股股份	9.97%

Notes:

- As at the date of this annual report, the Company's issued ordinary share capital was HK\$20,457,093 divided into 409,141,860 Shares of HK\$0.05 each.
- Three Gates Investment is wholly and beneficially owned by Mr. Wong, who is the chairman and an executive Director of the Company. Therefore, Mr. Wong is deemed to be interested in 120,000,000 Shares held by Three Gates Investment by virtue of his 100% shareholding interest in Three Gates Investment.
- 80,000,000 Shares held by Three Gates Investment have been charged in favour of Gold-Face Finance Limited ("Gold-Face") as security for a loan granted in favour of Mr. Wong Kwok Wai, Albert, the chairman, chief executive officer, executive director and controlling shareholder of the Company.
- As Gold-Face is wholly-owned by Upbest Credit and Mortgage Limited, which in turn is wholly-owned by Upbest Strategic Company Limited and Good Foundation Company Limited in equal parts, which in turn are both wholly-owned by Upbest Financial Holdings Limited, which in turn is wholly-owned by Upbest Group Limited, Upbest Credit and Mortgage Limited, Upbest Strategic Company Limited, Good Foundation Company Limited, Upbest Financial Holdings Limited and Upbest Group Limited are all deemed to be interested in the security interest in the 80,000,000 Shares charged in favour of Gold-Face by virtue of the SFO.

附註:

- 於本年度報告日期，本公司的已發行普通股股本為20,457,093港元，分為409,141,860股每股面值0.05港元的股份。
- Three Gates Investment由本公司主席兼執行董事黃先生全資實益擁有。因此，黃先生被視為透過所持Three Gates Investment 100%股權於Three Gates Investment所持120,000,000股股份中擁有權益。
- Three Gates Investment所持80,000,000股股份已獲質押予均來財務有限公司(「均來」)，以作為本公司主席、行政總裁、執行董事兼控股股東黃國偉先生獲授貸款的抵押。
- 由於均來由美建信貸及按揭有限公司全資擁有，而美建信貸及按揭有限公司由美建策略有限公司及開盛有限公司全資同等擁有，而兩者由Upbest Financial Holdings Limited全資擁有，而Upbest Financial Holdings Limited則由美建集團有限公司全資擁有，故根據證券及期貨條例，美建信貸及按揭有限公司、美建策略有限公司、開盛有限公司、Upbest Financial Holdings Limited及美建集團有限公司均被視為於質押予均來的80,000,000股股份中擁有證券權益。

Report of the Directors (Continued)

董事會報告(續)

Except as disclosed above, as at 31 December 2021, the Directors are not aware of any interests and short positions owned by any other parties, other than a Director or the chief executive of the Company who held interests or short positions in the shares and the underlying shares of the Company, which were required to be recorded under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

SHARE OPTION SCHEME

Eligible participants may be granted share options in line with the Share Option Scheme. The following is a summary of the major terms of the Share Option Scheme:

(a) Purpose

The purpose of the Share Option Scheme is to attract and retain the best available personnel of the Group, to provide additional incentive for employees working full-time and part-time as well as other eligible personnel under the Share Option Scheme and to promote the success of the business of the Group.

(b) Eligible participants

Eligible participants under the Share Option Scheme include (i) any full-time and part-time employee of any member of the Group; (ii) any consultant or adviser of any member of the Group; (iii) any director (including executive, non-executive or independent non-executive directors) of any member of the Group; (iv) any substantial shareholder of any member of the Group; and (v) any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group.

除上文披露者外，於二零二一年十二月三十一日，就董事所知，除在本公司股份及相關股份中持有根據證券及期貨條例第XV部第2及3分部的規定須予記錄的權益或淡倉的本公司董事或主要行政人員，或直接或間接擁有附帶權利可於所有情況下在本公司股東大會上投票的所有類別股本面值10%或以上權益的本公司董事或主要行政人員外，概無任何其他人士擁有任何權益及淡倉。

購股權計劃

合資格參與者可根據購股權計劃獲授購股權。以下為購股權計劃之主要條款概要：

(a) 目的

購股權計劃旨在吸引及挽留本集團的最傑出人才，向全職與兼職僱員及購股權計劃規定的其他合資格人士提供額外獎勵並促成本集團的業務成功。

(b) 合資格參與者

購股權計劃規定的合資格參與者包括(i)本集團任何成員公司的任何全職及兼職僱員；(ii)本集團任何成員公司的任何顧問或諮詢人；(iii)本集團任何成員公司的任何董事(包括執行、非執行或獨立非執行董事)；(iv)本集團任何成員公司的任何主要股東；及(v)本集團任何成員公司的任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商。

Report of the Directors (Continued)

董事會報告(續)

(c) Subscription price

The subscription price shall be determined solely by the Board and notified to a participant of the Share Option Scheme and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option, provided that in the event of fractional prices, the subscription price per Share shall be rounded upwards to the nearest whole cent.

(d) Time of exercise of options

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

(e) Grant of options

An offer for the grant of options shall remain open for acceptance for a period of seven days, including the day in which the offer was made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of the option is HK\$1.0.

(c) 認購價

認購價須由董事會全權釐定並知會購股權計劃參與者，惟不得低於下列最高者：(i) 股份於授出購股權日期（須為營業日）在聯交所每日報價表所報之收市價；(ii) 股份於緊接授出購股權日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii) 股份於授出購股權日期之面值，惟倘出現零碎價格，則每股股份認購價須上調至最接近而完整的一仙。

(d) 行使購股權的時限

購股權可於董事會可能釐定而不得超過授出日期起計十年內，隨時根據購股權計劃之條款行使，除非提早終止條文另有規定。

(e) 授出購股權

授出購股權之要約須於七天（包括提呈要約之日）期間內始終可供接納。購股權承授人於接納授出購股權之要約時應付本公司的金額為1.0港元。

Report of the Directors (Continued)

董事會報告(續)

(f) Maximum number of shares available for subscription

- (i) 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 any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. No options may be granted under the share option schemes of the Company if this will result in the limit being exceeded.
- (ii) Subject to sub-paragraphs (iii) and (iv) below, the maximum number of Shares issuable upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as from the date of adoption of the Share Option Scheme (excluding, for this purpose, Shares insurable upon the exercise of options which have been granted but have lapsed in accordance with the Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of all the Shares in issue upon the Listing Date.
- (iii) The 10% limit as mentioned in sub-paragraph (ii) above may be refreshed at any time by approval of the Shareholders in a general meeting, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme and other share option schemes of the Company) will not be counted for the purpose of calculating the limit as "refreshed". A circular must be sent to the Shareholders containing the information as required pursuant to the relevant GEM Listing Rules.

(f) 可認購股份的最高數目

- (i) 因行使根據購股權計劃及本公司任何其他購股權計劃所授出但尚未行使之購股權而可能發行之股份總數，不得超過不時已發行股份之30%。倘會導致股份總數超逾該限額，則不得根據本公司購股權計劃授出購股權。
- (ii) 除下文第(iii)及(iv)分段另有規定外，自採納購股權計劃日期起因行使根據購股權計劃及本公司任何其他購股權計劃所授出之全部購股權而可予發行之股份最高數目(就此而言，不包括因行使根據購股權計劃或本公司任何其他購股權計劃已授出但已失效之購股權而可予發行之股份)，合共不得超過於上市日期所有已發行股份之10%。
- (iii) 上文第(ii)分段所述10%限額可隨時由股東於股東大會上批准而更新，惟計算「更新」限額時，因行使根據購股權計劃及本公司任何其他購股權計劃所授出之全部購股權而可能發行之股份總數(包括根據購股權計劃及本公司其他購股權計劃之條款尚未行使、已註銷或已失效之購股權)將不會計算在內。我們必須向股東寄發一份通函，當中載列相關GEM上市規則規定之資料。

Report of the Directors (Continued)

董事會報告(續)

(iv) Subject to sub-paragraph (i) above, the Company may seek separate approval from the Shareholders in general meeting for granting any option under the Share Option Scheme beyond the 10% limit under sub-paragraph (ii) and (iii) above, provided that the options under the Share Option Scheme in excess of the limit are granted only to participants specifically identified by the Company before such approval is sought. In such event, the Company must send a circular to the Shareholders containing a generic description of the specified persons who may be granted and the purpose of granting such options to the specified persons with an explanation of how the terms of the options will serve the purpose and all other information required under the GEM Listing Rules.

(g) Maximum entitlement of each participant

The total number of shares issued and to be issued upon the exercise of the options granted to each participant (including both exercised and outstanding options) under the Share Option Scheme or any other option schemes of the Company in any 12-month period must not exceed 1% of the total number of shares of the Company in issue, unless approved by the Shareholders in the manner stipulated in the Share Option Scheme.

(h) Duration of the Share Option Scheme

The Share Option Scheme will remain in force for a period of ten years commencing from the date on which the scheme is adopted and will expire on 24 November 2027.

(i) Termination of the Share Option Scheme

The Company, by resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further options of the Share Option Scheme will be offered. However, those options granted prior to such termination shall continue to be valid and exercisable in accordance with the previous provisions of the Share Option Scheme.

No Share option has been granted since the adoption of the Share Option Scheme.

(iv) 除上文第(i)分段另有規定外，本公司可於股東大會上另行徵求股東批准授出超逾上文第(ii)及(iii)分段10%限額之購股權計劃規定的任何購股權，惟僅可向本公司於徵求有關批准前特別指明之參與者授出超逾限額之購股權計劃規定的購股權。在此情況下，本公司必須向股東寄發一份通函，當中載列可獲授之指定人士的一般簡介及向指定人士授出該等購股權之目的、說明購股權條款將如何達致上述目的及GEM上市規則規定之所有其他資料。

(g) 每名參與者之最高配額

除非股東以購股權計劃規定的方式批准，否則在任何十二個月期間內，因行使根據購股權計劃或本公司任何其他購股權計劃授予每位參與者之購股權(包括已行使及尚未行使之購股權)而已發行及將予發行之股份總數，不得超過本公司已發行股份總數之1%。

(h) 購股權計劃之期限

購股權計劃將自計劃被採納之日起計十年期間內有效，並將於二零二七年十一月二十四日屆滿。

(i) 終止購股權計劃

本公司在股東大會上通過決議案或董事會可隨時終止運作購股權計劃，而在此情況下將不得再授出購股權計劃的任何購股權。然而，於有關終止前授出之該等購股權根據購股權計劃之先前條文繼續有效及可予行使。

自採納購股權計劃以來，概無授出任何購股權。

Report of the Directors (Continued)

董事會報告(續)

CONNECTED TRANSACTION

Shareholder's loan agreement between Mr. Wong and Tseyu International

On 31 March 2020, Mr. Wong Kwok Wai, Albert, a controlling shareholder of the Company and an executive Director (“**Mr. Wong**”), and Tseyu International Trading Company Limited (“**Tseyu International**”), a wholly-owned subsidiary of the Company, entered into a shareholder's loan agreement in respect of the shareholder's loans provided by Mr. Wong to Tseyu International. The shareholder's loans, amounting to HK\$19,171,000, are interest-free, unsecured and repayable in cash on demand. As the shareholder's loans were provided on normal commercial terms or better and were not secured by the assets of the Group, the shareholder's loans are fully exempt under Chapter 20 of the GEM Listing Rules. Details of the shareholder's loan agreement are set out in the circular dated 16 February 2021.

Loan agreement between Mr. Wong and Guangzhou Xinhua

On 31 March 2020, Mr. Wong and Guangzhou Xinhua Thread Company (廣州新華線業有限公司) (“**Guangzhou Xinhua**”), a wholly-owned subsidiary of the Company, entered into a loan agreement in relation to the intra-group current accounts balance in a sum of RMB16,760,277 (equivalent to HK\$18,603,907) due from Mr. Wong to Guangzhou Xinhua. It was agreed that, among other things, interest shall be payable by Mr. Wong to Guangzhou Xinhua to be accrued at a rate of 2% per annum on the outstanding current accounts balance from the date of the loan agreement and the current accounts balance shall be repaid by Mr. Wong within three years from the date of the loan agreement. Such loan agreement has been approved by the independent shareholders based on Chapter 20 of the GEM Listing Rules. Details of the loan agreement are set out in the circular dated 16 February 2021 and announcements of the Company dated 8 March 2021.

關連交易

黃先生與至裕國際的股東貸款協議

於二零二零年三月三十一日，本公司控股股東兼執行董事黃國偉先生(「**黃先生**」)與本公司全資附屬公司至裕國際貿易有限公司(「**至裕國際**」)就黃先生向至裕國際提供的股東貸款訂立股東貸款協議。19,171,000港元的股東貸款為免息、無抵押及須按要求以現金償還。由於股東貸款乃按正常商業條款或更優惠條款提供，且並無以本集團的資產作抵押，故股東貸款根據GEM上市規則第20章獲完全豁免。股東貸款協議的詳情載於日期為二零二一年二月十六日的通函。

黃先生與廣州新華的貸款協議

於二零二零年三月三十一日，黃先生與本公司全資附屬公司廣州新華線業有限公司(「**廣州新華**」)就黃先生結欠廣州新華的集團內公司間往來賬戶結餘人民幣16,760,277元(相當於18,603,907港元)訂立貸款協議。雙方同意，除其他事項外，黃先生應向廣州新華支付利息，自貸款協議日期起就未償還往來賬戶結餘按年利率2%計息，且黃先生應於貸款協議日期起三年內償還往來賬戶結餘。該等貸款協議已根據GEM上市規則第20章獲獨立股東批准。貸款協議的詳情載於日期為二零二一年二月十六日的通函及本公司日期為二零二一年三月八日的公告。

Report of the Directors (Continued)

董事會報告(續)

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESSES

The Directors and the controlling shareholders of the Company have confirmed that for the year ended 31 December 2021 and up to the date of this annual report, none of the Directors, controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) engaged in any businesses that compete or may compete with the business of the Group, or had any other conflict of interest with the Group.

On 24 November 2017, each of Mr. Wong Kwok Wai, Albert and Three Gates Investment, being the controlling Shareholders, entered into a non-competition undertaking in favour of the Company, details of which were set out in the section headed "Relationship with our Controlling Shareholders — Non-competition Undertaking" in the Prospectus. Such undertakings have been fully complied with and enforced during the year ended 31 December 2021 and up to the date of this annual report.

The Board confirms that as at the date of this annual report, no other matters are required to be brought to the attention of the Shareholders and the potential investors.

Further, the independent non-executive Directors confirm that they have reviewed the enforcement of such undertakings and conclude that there are no outstanding issues regarding the undertakings that need to be raised with the Shareholders and the Company.

SANCTIONS UNDERTAKING

As disclosed in the Prospectus, the Company provided an undertaking to the Stock Exchange that it would not use the proceeds from the Share Offer or any funds raised through the Stock Exchange to finance or facilitate, directly or indirectly, activities or business with, or for the benefit of, countries that are sanctions under international sanction laws, or any sanctioned government, entity or individual.

董事及控股股東於競爭業務的權益

董事及本公司控股股東已確認，於截至二零二一年十二月三十一日止年度及直至本年度報告日期，董事、控股股東或彼等各自之任何緊密聯繫人(定義見GEM上市規則)概無參與任何與本集團業務競爭或可能競爭，或與本集團有任何其他利益衝突的業務。

於二零一七年十一月二十四日，控股股東黃國偉先生及Three Gates Investment分別訂立以本公司為受益人的不競爭承諾，詳情載於招股章程「與控股股東的關係 — 不競爭承諾」一節。截至二零二一年十二月三十一日止年度及直至本年度報告日期，該等承諾已獲悉數遵守及執行。

董事會確認，於本年度報告日期概無其他事宜須提請股東及潛在投資者注意。

此外，獨立非執行董事確認，彼等已審查該等承諾的執行情況，並認為概無有關該等承諾的未解決事宜須向股東及本公司提出。

制裁承諾

誠如招股章程所披露，本公司已向聯交所提供一項承諾，表示不會動用股份發售所得款項或透過聯交所籌集的任何資金，以直接或間接資助或促進與受國際制裁法律制裁的國家或任何受制裁政府、實體或個人之間的活動或業務，或令其獲益的活動或業務。

Report of the Directors (Continued)

董事會報告(續)

To ensure its compliance with this undertaking and to further enhance its risk management, the Group will continue to evaluate any business opportunities with those countries sanctioned under international sanction laws and will have delegated members of the senior management of the Company review the transaction documents from customers or potential customers from countries sanctioned under international sanctions laws.

RELATED PARTY TRANSACTIONS

Details of the Group's related party transactions are set out in note 36 to the consolidated financial statements of this annual report.

MANAGEMENT CONTRACTS

For the year ended 31 December 2021, no contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed.

SUFFICIENCY OF PUBLIC FLOAT

The Directors confirm that during the year ended 31 December 2021 and up to the date of this annual report, based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has complied with the minimum public float as required under the GEM Listing Rules.

EVENTS AFTER THE YEAR ENDED 31 DECEMBER 2021

On 3 January 2022 (the "**Date of Grant**"), the Company resolved to grant 4,091,418 share options under the Share Option Scheme adopted by the Company on 24 November 2017 to Mr. Shane McGrath, an executive Director, to subscribe for up to 4,091,418 ordinary shares of HK\$0.05 each in the share capital of the Company (each a "**Share**"), subject to acceptance of the Grantee. As at the Date of Grant, the Company has 409,141,860 shares in issue. The total of 4,091,418 shares to be subscribed under the share options granted represent 1.00% of the existing issued share capital of the Company as at the Date of Grant and approximately 0.99% of the enlarged issued share capital of the Company assuming full exercise of the share options. For details, please refer to the announcement of the Company dated 3 January 2022.

為確保遵守此承諾並進一步加強其風險管理，本集團將繼續評估與該等受國際制裁法律制裁的國家之間的任何商機，倘客戶或潛在客戶來自受國際制裁法律制裁的國家，則將委派本公司高級管理層成員審查其提供的交易文件。

關聯方交易

本集團的關聯方交易詳情載於本年度報告綜合財務報表附註36。

管理合約

截至二零二一年十二月三十一日止年度，本集團並無訂立或存在有關本集團全部或任何重大部分業務的管理及行政之合約。

充足公眾持股量

董事確認，於截至二零二一年十二月三十一日止年度及直至本年度報告日期，根據本公司從公開途徑所得的資料及據董事所知，本公司已遵守GEM上市規則所規定的最低公眾持股量。

於截至二零二一年十二月三十一日止年度後事項

於二零二二年一月三日(「**授出日期**」)，本公司議決根據本公司於二零一七年十一月二十四日採納的購股權計劃向Shane McGrath先生(「**承授人**」，執行董事)授出4,091,418份購股權(「**購股權**」)，以認購本公司股本中最多4,091,418股每股面值0.05港元的普通股(「**股份**」)，惟須待承授人接納後方可作實。於授出日期，本公司擁有409,141,860股已發行股份。已授出購股權項下將予認購的合共4,091,418股股份相當於本公司於授出日期的現有已發行股本約1.00%及本公司的經擴大已發行股本約0.99%(假設購股權獲悉數行使)。有關詳細信息，請參閱本公司日期為二零二二年一月三日的公告。

Report of the Directors (Continued)

董事會報告(續)

For the existing principal business of manufacturing and selling of sewing threads, the Group has experienced difficulties owing to the outbreak of the coronavirus (“**COVID-19**”) pandemic and uncertainties due to the ongoing trade conflict between the PRC and the United States of America (the “**U.S.**”) as well as the gradual slowdown of the PRC economy. Although the tension of COVID-19 seemed to be abating, the Group expects that the trade conflict between the PRC and the US and the COVID-19 will still continue impacting our business. The Group will continue to pay close attention to the trade conflict and COVID-19 and to evaluate its impact on the financial position, cashflows and operating result of this business line.

AUDITOR

Asian Alliance was appointed as the auditor of the Company. A resolution for the reappointment of Asian Alliance as the auditor of the Company will be proposed at the forthcoming annual general meeting.

Shen You Holdings Limited

Wong Kwok Wai, Albert

Chairman, chief executive officer and executive Director

Hong Kong, 25 March 2022

就現有以縫紉線製造及銷售主要業務而言，由於新型冠狀病毒疫情(「**新型冠狀病毒**」)爆發、中華人民共和國(「**中國**」)與美利堅合眾國(「**美國**」)之間持續的貿易衝突及中國經濟逐漸放緩導致出現不確定因素，本集團的業務因而遇上一些困難。儘管新型冠狀病毒的緊張局勢似乎正在緩和，本集團預期中美貿易衝突及新型冠狀病毒將繼續影響我們的業務。本集團將持續密切關注貿易衝突及新型冠狀病毒形勢，並評估該等事件對該業務線的財務狀況、現金流及營運業績之影響。

核數師

華融會計師事務所已獲委任為本公司核數師。本公司將於應屆股東週年大會上提呈一項決議案以再次委任華融會計師事務所出任本公司核數師。

申酉控股有限公司

主席、行政總裁兼執行董事

黃國偉

香港，二零二二年三月二十五日

Independent Auditor's Report

獨立核數師報告



To the shareholders of Shen You Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Shen You Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 87 to 238, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with 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.

致申酉控股有限公司列位股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核載於第87至238頁的申酉控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，當中包括於二零二一年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

吾等認為，綜合財務報表根據香港會計師公會(「**香港會計師公會**」)發佈的香港財務報告準則(「**香港財務報告準則**」)真實、公允地反映了貴集團截至二零二一年十二月三十一日的綜合財務狀況以及截至該年度的綜合財務業績和綜合現金流量，並按照香港公司條例的披露要求進行了適當的編製。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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.

Key audit matter

關鍵審核事項

Impairment of trade receivables

應收交易款項減值

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

吾等將應收交易款項減值評估識別為關鍵審核事項，乃由於應收交易款項對貴集團的綜合財務狀況意義重大，並涉及對評估貴集團於報告期末的應收交易款項的預期信貸虧損（「預期信貸虧損」）之主觀判斷及管理層估計。

As disclosed in Note 23 to the consolidated financial statements, the Group's net trade receivables amounting to approximately HK\$16,027,000 have been net off with ECL on trade receivables amounted to approximately HK\$1,375,000 as at 31 December 2021.

誠如綜合財務報表附註23所披露，於二零二一年十二月三十一日，貴集團應收交易款項約為16,027,000港元，且已扣除應收交易款項的預期信貸虧損約1,375,000港元。

關鍵審核事項

關鍵審核事項指吾等根據專業判斷認為對本期綜合財務報表的審核最為重要的該等事項。吾等在審核整份綜合財務報表及就此形成意見時處理該等事項，且吾等不會就該等事項提供單獨意見。

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

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

吾等就應收交易款項減值評估所進行之程序包括：

- Understanding key controls on how the management estimates the credit loss allowance for trade receivables;
- 了解有關管理層如何估計應收交易款項信貸虧損撥備的關鍵控制措施；
- Testing the integrity of information used by management to develop the provision matrix, including trade receivables ageing analysis as at 31 December 2021, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and other supporting documents;
- 抽樣測試管理層制定撥備矩陣所用資料（包括於二零二一年十二月三十一日的應收交易款項賬齡分析）的可信程度，方法為將分析中的個別項目與銷售發票及其他相關輔助文件相互比較；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Impairment of trade receivables

應收交易款項減值

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

As disclosed in Note 33 to the consolidated financial statements, the management of the Group estimates the amount of ECL of trade receivables based on provision matrix through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. In addition, trade receivables that are credit-impaired or with significant balances are assessed for ECL individually. The loss allowance amount of the credit-impaired trade receivables are measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

誠如綜合財務報表附註33所披露，貴集團管理層經考慮債務人的內部信貸評級、各應收交易款項的賬齡、還款歷史及／或逾期狀況，根據將具類似虧損模式的各債務人分類後得出的撥備矩陣估計應收交易款項的預期信貸虧損金額。估計虧損率乃基於債務人預期年期內觀察所得的歷史違約率，並就前瞻性資料作出調整。此外，出現信貸減值的應收交易款項乃按預期信貸虧損進行個別評估。出現信貸減值的應收交易款項的虧損撥備金額按資產賬面值與經考慮預期未來信貸虧損的估計未來現金流量現值之間的差額計量。

- Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 December 2021, including their identification of significant balances and credit-impaired receivables and, the reasonableness of management's grouping of the remaining debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information);
- 就管理層釐定於二零二一年十二月三十一日就出現信貸虧損撥備的應收交易款項之基礎及判斷，包括彼等對重大結餘及出現信貸減值的應收交易款項之識別、管理層是否合理地將餘下債務人分配至撥備矩陣的不同類別，以及就撥備矩陣各分類應用有關估計虧損率(參考歷史違約率及前瞻性資料)的理據作出審查；
- Evaluating the disclosures regarding the impairment assessment of trade receivables in Note 33 to the consolidated financial statements; and
- 評估綜合財務報表附註33所載有關應收交易款項減值評估的披露；及
- Testing subsequent settlements of credit-impaired trade receivables, on a sample basis, by inspecting supporting documents in relation to cash receipt from trade debtors subsequent to the end of the current reporting period.
- 透過檢驗在本報告期間結束後與來自貿易債務人之現金收款有關的證明文件而抽樣測試出現信貸減值的應收交易款項的後續結算。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Impairment of other receivables

其他應收款項減值

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

We identified impairment assessment of other receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with management's estimation in measuring the ECL under ECL model as stipulated in HKFRS 9 "Financial Instruments" ("HKFRS 9").

吾等識別其他應收款項之減值評估作為關鍵審核事項，乃基於整體綜合財務報表平衡之重要性，以及管理層按香港財務報告準則第9號「金融工具」(「香港財務報告準則第9號」)所規定根據預期信貸虧損模式用於計量預期信貸虧損之估計。

As explained in Note 33 to the consolidated financial statements, the balance of impairment allowances on other receivables was approximately HK\$4,607,000 as at 31 December 2021, of which approximately HK\$1,046,000 has been charged to the consolidated statement of profit or loss during the year ended 31 December 2021.

誠如綜合財務報表附註33闡述，於二零二一年十二月三十一日，其他應收款項之減值撥備結餘約為4,607,000港元，而於截至二零二一年十二月三十一日止年度，其中1,046,000港元已於綜合損益表內扣除。

Management performed periodic assessment on the recoverability of the others receivables and the sufficiency of impairment loss allowance based on information including credit profile of the debtors, historical settlement records, subsequent settlement status, ageing of the others receivables, value of the collaterals and expected timing and amount of realisation of outstanding balances.

管理層基於債務人的信貸概況、歷史結算記錄、其後結算狀態、其他應收款項的賬齡、抵押品價值及變現未償付結餘的預期時間及金額等資料定期評估其他應收款項是否可收回及減值虧損撥備是否充足。

Management also considered forward-looking information that may impact the ability of the debtors to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment. 管理層亦考慮可能影響債務人償還未償付結餘能力的前瞻性資料，以估計減值評估的預期信貸虧損。

Our procedures in relation to impairment assessment of other receivables included:

吾等就其他應收款項減值評估所進行之程序包括：

- Obtaining an understanding of the Group's expected credit loss policy and methodology for impairment assessment;
- 瞭解貴集團預期信貸虧損政策及進行減值評估之方法；
- Reviewing the reasonableness of management's estimation in expected timing of collection and the credit quality of individual debtors, including the background of the debtors and their credit worthiness, collection history and value of collaterals; and
- 檢討管理層估計個別債務人收款預期時間及信貸質素的合理性，包括債務人背景及其信譽、收款歷史及抵押品價值；及
- Checking the accuracy of the ageing classification of the others receivable balances on a sample basis.
- 抽樣核查其他應收結餘賬齡分類的準確性。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Impairment of property, plant and equipment and right-of-use assets

物業、廠房及設備以及使用權資產估計減值

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

The carrying values of the Group's property, plant and equipment and right-of-use assets ("ROU") as at 31 December 2021 amounted to approximately HK\$7,814,000 and HK\$3,383,000 respectively. During the year, no impairment has been recorded to reduce the carrying value of property, plant and equipment and right-of-use assets to their estimated recovered value. The carrying values of these assets are reviewed annually by management for potential indicators of impairment. For assets where such indicators exist, management engages an independent external valuer to assist them to perform detailed impairment review of the recoverable amount of these non-financial assets.

貴集團於二零二一年十二月三十一日之物業、廠房及設備賬面值約為7,814,000港元，使用權資產(「使用權資產」)賬面值約為3,383,000港元。年內，並無已錄得減值將物業、廠房及設備和使用權資產賬面值減少至其估計可收回金額。該等資產的賬面值由管理層每年審閱以確定是否存在潛在減值跡象。就存在該等跡象的資產而言，管理層會委聘獨立外部估值師以協助彼等就該等非金融資產的可收回金額進行詳細減值審閱。

We identified the impairment of property, plant and equipment and ROU as a key audit matter because the assessment involves a significant degree of management judgements and estimates in determining the key assumptions.

吾等將物業、廠房及設備以及使用權資產減值識別為關鍵審核事項，乃由於有關評估於釐定主要假設時涉及大量管理層判斷及估計。

The significant judgements and estimates and related disclosures on the movements of properties, plant and equipment and ROU are included in Notes 16 and 18 respectively to the consolidated financial statements.

有關該等物業、廠房及設備以及使用權資產變動的重大判斷和估計及相關披露分別載於綜合財務報表附註16及18。

Our audit procedures included, among others, involve evaluating the methodologies used by the independent external valuer for determining the recoverable amount, and assessing the discount rate and market data used in the assessment of the recoverable amount of the property, plant and equipment and ROU.

吾等的審核程序包括(其中包括)評估獨立外部估值師於釐定可收回金額時使用的方法，並評估用於物業、廠房及設備以及使用權資產可收回金額評估的貼現率及市場數據。

We also examined the underlying data used such as management projection on the future revenues and operating results by comparing with the financial performance of each cash-generating unit ("CGU") during the year ended 31 December 2021 and examining the business development plans and historical annual growth of each CGU to evaluate the growth rate of each CGU used in the projection.

吾等亦透過比較截至二零二一年十二月三十一日止年度各現金產生單位(「現金產生單位」)的財務表現，檢驗所使用的相關數據(例如有關未來收益及經營業績的管理層預測)，並檢驗商業發展計劃及各現金產生單位的過往年度增長，以評估於預測中使用的各現金產生單位增長率。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Impairment assessing of goodwill

商譽減值評估

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

The Group has goodwill with carrying amount of approximately HK\$6,683,000 as at 31 December 2021, which is allocated to the CGU represented by interior design and decoration business. In determining the recoverable amounts of goodwill, the Group engaged an independent professional valuer to perform such valuation. The valuation is determined based on the value-in-use model for the CGU discounted to their present values and it requires the use of key assumptions, including the discount rate, terminal growth rate, budgeted revenue and gross margin, taking into account the financial budgets approved by the directors of the Company based on the management's experience from interior design and decorations business, and also management's expectations for the market development. During the year ended 31 December 2021, impairment loss of approximately HK\$12,103,000 had been recognised on goodwill.

貴集團截至二零二一年十二月三十一日的商譽賬面值約為6,683,000港元，分配給以室內設計和裝飾業務為代表的CGU。在確定商譽的可收回金額時，貴集團聘請獨立專業估值師進行該估值。估值是根據CGU折現到現值的使用價值模型確定的，它需要使用包括折現率、終端增長率、預算收入和毛利率在內的關鍵假設，並考慮貴公司董事根據管理層在室內設計和裝飾業務方面的經驗批准的財務預算，以及管理層對市場發展的期望。截至二零二一年十二月三十一日止年度，已確認商譽減值虧損約12,103,000港元。

We identified the impairment assessment of goodwill as a key audit matter due to its complexity and the inherent subjectivity arising from the significant management judgment.

由於商譽的複雜性以及管理層重大判斷產生的固有主觀性，吾等將商譽的減值評估確定為關鍵審核事項。

Our procedures in relation to impairment assessment of the carrying amount of goodwill included, but were not limited to:

吾等對商譽賬面值進行減值評估有關的程序包括但不限於：

- Understand the Group's impairment assessment process, including the impairment model performed by the independent qualified valuer, basis of allocation of goodwill to the CGU, the preparation of the cash flow projection ("**Cashflow Forecast**") and key assumptions adopted in this Cashflow Forecast through enquiries with the independent valuer and management's review process of the work of the independent valuer with respect to the valuation of CGU;
- 了解貴集團的減值評估過程，包括獨立合格估價師執行的減值模型、向CGU分配商譽的基礎、通過與獨立估價師的詢問和管理層對獨立估價師的評估工作的審查過程，編製現金流量預測(「**現金流量預測**」)和現金流量預測中採用的關鍵假設；
- Evaluating the independent valuer's competence, capabilities and their experiences in conducting valuation of similar goodwill;
- 評估獨立估價師對類似商譽進行估值的資質、能力和經驗；
- Checking the respective independent valuation reports and discussing the valuation of the carrying amount of goodwill with the management, and together with our own external valuation specialists, where necessary;
- 檢查各自的獨立估值報告，並與管理層討論商譽賬面值的估值，並在必要時與吾等自己的外部估值專家一起討論；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Impairment assessing of goodwill

商譽減值評估

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

- Evaluating the appropriateness of the valuation models, the preparation of the Cashflow Forecast and assumptions based on the industry knowledge;
- 評估估值模型的適當性，根據行業知識編製現金流量預測和假設；
- Evaluating the appropriateness of the key inputs in the Cashflow Forecast by independently checking to the relevant external market data and/or relevant historical financial information including budgeted revenue and gross margin, and terminal growth rate by considering the approved financial budgets and the available industry and market data;
- 通過獨立檢查相關外部市場數據和／或相關歷史財務信息，包括預算收入和毛利率，以及考慮批准的財務預算和可用的行業和市場數據的終端增長率，評估現金流量預測中關鍵輸入數據的適當性；
- Comparing the historical cash flows forecast against the performance of CGU to test the reasonableness of projections; and
- 將歷史現金流量預測與CGU的業績進行比較，以測試預測的合理性；及
- Checking the mathematical accuracy of valuation calculations.
- 檢查估值計算的數學準確性。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter (Continued)

關鍵審核事項(續)

Valuation of biological assets

生物資產估值

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

As at 31 December 2021, biological assets measured at fair value are classified as level 3 under the fair value hierarchy, amounted to approximately HK\$17,571,000.

截至二零二一年十二月三十一日，以公允價值計量的生物資產在公允價值等級下被歸類為第3級，約為17,571,000港元。

For the year ended 31 December 2021, the net fair value gains on biological assets is approximately HK\$969,000.

截至二零二一年十二月三十一日止年度，生物資產的淨公允價值收益約為969,000港元。

In determining the fair values of biological assets, the Group engages independent professional valuers to perform valuation of the aforesaid biological assets.

貴集團在確定生物資產的公允價值時，聘請獨立專業估值師對上述生物資產進行估值。

Our procedures in relation to valuation of biological assets included, but were not limited to:

吾等與生物資產估值有關的程序包括但不限於：

- Obtaining understanding of the valuation models and the processes through enquiries with the independent valuers and management's review process of the work of the independent valuers with respect to the valuation of biological assets;
- 通過與獨立估值師的詢問，以及管理層對獨立估值師在生物資產估值方面的工作的審查過程，了解估值模型和流程；
- Evaluating the independent valuers' competence, capabilities and their experiences in conducting valuation of similar biological assets;
- 評估獨立估價師對類似生物資產進行估值的資質、能力和經驗；
- Checking the respective independent valuation reports and discussing the valuation of the biological assets with the management, and together with our own external valuation specialists:
- 檢查各自的獨立估值報告，並與管理層討論生物資產的估值，並與吾等的外部估值專家一起討論；
- Evaluating the appropriateness of the valuation models and assumptions based on the industry knowledge;
- 根據行業知識評估估值模型和假設的適當性；

Key audit matter (Continued)

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

關鍵審核事項(續)

Valuation of biological assets

生物資產估值

How our audit addressed the key audit matter

吾等在審核中處理關鍵審核事項的方法

We identified the valuation of the aforesaid biological assets as a key audit matter due to the degree of complexity involved in valuing biological assets, the significance of the judgment and estimates made by the management in determining the inputs used in the valuation models and the subjectivity in determination of level 3 fair value given the lack of availability of market-based data.

由於對生物資產進行估值涉及的複雜程度，以及鑑於缺乏基於市場的數據，管理層在確定估值模型中使用的輸入數據時做出的判斷和估計的重要性，以及在確定第3級公允值時的主觀性，吾等將上述生物資產的估值確定為關鍵審核事項。

- Evaluating the appropriateness of the key inputs by independent checking of the relevant data and/or relevant historical financial information;
- 通過獨立檢查相關外部市場數據和／或相關歷史財務信息，評估關鍵輸入數據的適當性；
- Checking the mathematical accuracy of valuation calculations; and
- 檢查估值計算的數學準確性；及
- Making inquiry for the background of the contracted parties and obtaining direct external confirmations from the contracted parties to understand the relevant investments and identifying any conditions that were relevant to the valuation of biological assets.
- 詢問訂約方的背景，並從訂約方獲得直接的外部確認，以了解相關投資，並確定與生物資產估值相關的任何條件。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

The directors of the Company (the “**Directors**”) are responsible for the other information. The other information comprises all the information in the annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

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

其他資料

貴公司董事(「**董事**」)對其他資料負責。其他資料包括貴公司年報所載一切資料，惟不包括綜合財務賬目及吾等就其發出之核數師報告。

吾等有關綜合財務報表的意見未涵蓋其他資料，且吾等未就該等資料發表任何形式的保證結論。

就吾等對綜合財務報表的審核而言，吾等的責任是閱讀其他資料，從而斟酌其他資料是否與綜合財務報表或吾等在審核中獲得的資訊嚴重不符，或似乎在其他方面存在嚴重失實陳述。倘若吾等根據履行的工作得出該其他資料存在重大失實陳述的結論，吾等須報告該事實。在這方面，吾等沒有情況需要報告。

董事及治理層對綜合財務報表的責任

董事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編製真實公允反映情況的綜合財務報表，並負責落實董事認為必要的有關內部控制，以確保編製綜合財務報表時不存在因欺詐或錯誤而導致的重大失實陳述。

編製綜合財務報表時，董事負責評估貴集團持續營運的能力，在適當時披露持續營運相關事項，並以持續營運為會計基準，除非董事計劃清算貴集團或停止營運，或除此之外別無選擇。

治理層須負責監督貴集團之財務報告程序。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

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

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

核數師對審核綜合財務報表的責任

吾等之目標是合理確定整體上綜合財務報表是否不存在由於欺詐或錯誤而導致之重大失實陳述並發表包含吾等意見之核數師報告。吾等僅按照我們雙方所協定的委聘條款向閣下(作為整體)報告，除此之外，本報告別無其他目的。吾等不會就本報告之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，但並不保證根據香港審計準則開展的審核總能發現所存在的重大失實陳述。失實陳述可能因欺詐或錯誤而產生，倘若據合理預期失實陳述將單獨或共同影響用戶依據該等綜合財務報表作出的經濟決策，則視為重大失實陳述。

作為根據香港審計準則進行審核的一部分，吾等在審計過程中運用專業判斷及保持專業懷疑態度。吾等亦：

- 明確及評估因欺詐或錯誤而導致的綜合財務報表重大失實陳述的風險，設計及執行響應該等風險的審核程序，並獲取可充分恰當地為吾等的意見提供基礎的審核憑證。未發現因欺詐而導致的重大失實陳述的風險高於因錯誤而導致的風險，因為欺詐可能涉及串通、偽造、故意不作為、虛假陳述或推翻內部控制。
- 理解與審核相關的內部控制，以設計在有關情況下適當的審核程序，但並非為對貴集團內部控制成效發表意見。
- 評估董事所採用的會計政策是否合適及所作出的會計估計和相關披露是否合理。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

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

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

核數師對審核綜合財務報表的責任(續)

- 得出董事以持續營運為會計基準是否合適的結論，並根據獲得的審核憑證斷定是否存在與可能令貴集團持續營運能力產生重大疑慮的事件或狀況有關的重大不確定性。倘若吾等得出存在重大不確定性的結論，吾等須在核數師報告中提請注意綜合財務報表中的相關披露，或倘若該等披露不充分，則須修改吾等的意見。吾等的結論乃基於截至核數師報告日期為止獲得的審核憑證。然而，未來事件或狀況可能導致貴集團無法持續營運。
- 評估綜合財務報表(包括披露)的整體呈列、結構及內容，以及綜合財務報表是否以實現公平呈列的方式體現相關交易及事件。
- 就貴集團旗下實體或業務活動的財務資料獲得充分恰當的審核憑證，以發表有關綜合財務報表的意見。吾等負責指導、監督及履行集團審核。吾等仍對審核意見全權負責。

吾等與治理層溝通(其中包括)計劃審核範圍和時間安排及重大審核發現，包括吾等在審核期間發現的任何重大內部控制缺陷。

吾等亦向治理層提供聲明，表示吾等已遵守相關獨立性道德規定，並與彼等溝通可能合理認為與吾等獨立性相關的所有關係和其他事項，以及在適用的情況下，討論相關的所採取消除威脅的行動或防範措施。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

Asian Alliance (HK) CPA Limited
Certified Public Accountants (Practising)

Lam Chik Tong

Practising Certificate Number: P05612

8/F., Catic Plaza
8 Causeway Road
Causeway Bay
Hong Kong

25 March 2022

核數師對審核綜合財務報表的責任 (續)

吾等從與治理層溝通的事項中確定在本期綜合財務報表的審核中最為重要的該等事項，即關鍵審核事項。吾等在核數師報告中說明該等事項，除非法律或法規禁止公開披露該事項，或吾等認為不應在報告中說明該事項，因為據合理預期披露的不利後果大於有關溝通的公共利益，此種情況極為罕見。

華融(香港)會計師事務所有限公司

執業會計師

林植棠

執業證書編號：P05612

香港
銅鑼灣
高士威道8號
航空大廈8樓

二零二二年三月二十五日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	5	73,365	44,984
Cost of sales	銷售成本		(58,573)	(34,537)
Gross profit	毛利		14,792	10,447
Other gains (losses), net	其他收益(虧損)淨額	7	4,269	(1,077)
Selling and distribution expenses	銷售及分銷開支		(7,023)	(5,745)
Administrative expenses	行政開支		(23,356)	(13,942)
Impairment loss on financial assets, net	金融資產減值虧損淨額		(1,520)	(146)
Impairment loss on non-financial assets, net	非金融資產減值虧損淨額		—	(1,465)
Impairment loss on goodwill	商譽減值虧損	19	(12,103)	—
Other expenses	其他開支		(1,634)	(3,302)
Finance costs	融資成本	8	(666)	(365)
Loss before tax	除稅前虧損		(27,241)	(15,595)
Income tax expense	所得稅開支	9	—	—
Loss for the year	年內虧損	10	(27,241)	(15,595)
Other comprehensive income	其他全面收入			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>於其後期間可能重新分類至損益的項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務的匯兌差額		1,504	4,090
Other comprehensive income for the year, net of income tax	全年其他全面收入，已扣除所得稅		1,504	4,090
Total comprehensive expense for the year	全年全面虧損總額		(25,737)	(11,505)
ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔		(25,737)	(11,505)
Loss per share	每股虧損			
Basic and diluted (HK cents)	基本及攤薄(港仙)	15	(7.43)	(6.22)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	7,814	4,090
Investment properties	投資物業	17	4,361	—
Right-of-use assets	使用權資產	18	3,383	3,763
Goodwill	商譽	19	6,683	—
Biological assets	生物資產	20	7,059	—
Financial asset at fair value through profit or loss ("FVTPL")	按公允值計入損益 (「按公允值計入損益」) 的金融資產	21	5,253	5,144
			34,553	12,997
CURRENT ASSETS	流動資產			
Inventories	存貨	22	14,050	12,070
Biological assets	生物資產	20	10,512	—
Trade receivables	應收交易款項	23	16,027	10,034
Contract assets	合約資產	24	2,823	—
Deposit and other receivables	按金及其他應收款項	23	15,744	14,121
Cash and bank balances	現金及銀行結餘	25	27,277	11,918
			86,433	48,143
CURRENT LIABILITIES	流動負債			
Trade payables	應付交易款項	26	7,391	5,510
Other payables and accruals	其他應付款項及 應計費用	26	11,175	4,583
Bank borrowings	銀行借款	27	5,809	—
Lease liabilities	租賃負債	28	2,818	1,956
Tax payables	應付稅項		804	641
			27,997	12,690
NET CURRENT ASSETS	流動資產淨值		58,436	35,453
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		92,989	48,450

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
NON-CURRENT LIABILITY	非流動負債			
Lease liabilities	租賃負債	28	1,224	2,842
NET ASSETS	資產淨值		91,765	45,608
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	29	20,457	12,000
Reserves	儲備		71,308	33,608
TOTAL EQUITY	權益總額		91,765	45,608

The consolidated financial statements on pages 87 to 238 were approved and authorised for issue by the Board of Directors on 25 March 2022 and are signed on its behalf by:

第87頁至第238頁之綜合財務報表已於二零二二年三月二十五日獲董事會批准及授權發佈，並由下列者簽署：

Wong Kwok Wai, Albert
黃國偉
Director
董事

Leung King Yue, Alex
梁景裕
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元 (Note (a)) (附註(a))	Share option reserve 購股權儲備 HK\$'000 千港元 (Note 30) (附註30)	Statutory reserve 法定儲備 HK\$'000 千港元 (Note (b)) (附註(b))	Exchange reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	8,000	57,751	(1,000)	—	5,670	6,037	(33,986)	42,472
Loss for the year	年內虧損	—	—	—	—	—	—	(15,595)	(15,595)
Other comprehensive income for the year, net of income tax	全年其他全面收入，已扣除所得稅								
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>於其後期間可能重新分類至損益的項目：</i>								
Exchange differences arising on translation of foreign operations	換算海外業務的匯兌差額	—	—	—	—	—	4,090	—	4,090
Total comprehensive expense for the year	全年全面虧損總額	—	—	—	—	—	4,090	(15,595)	(11,505)
Issue of shares under rights issues (Note 29)	根據供股發行股份 (附註29)	4,000	10,641	—	—	—	—	—	14,641
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	12,000	68,392	(1,000)	—	5,670	10,127	(49,581)	45,608
Loss for the year	年內虧損	—	—	—	—	—	—	(27,241)	(27,241)
Other comprehensive income for the year, net of income tax	全年其他全面收入，已扣除所得稅								
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>於其後期間可能重新分類至損益的項目：</i>								
Exchange differences arising on translation of foreign operations	換算海外業務的匯兌差額	—	—	—	—	—	1,504	—	1,504
Total comprehensive expense for the year	全年全面虧損總額	—	—	—	—	—	1,504	(27,241)	(25,737)
Recognition of equity settled share-based payment	確認以權益結算的股份支付	—	—	—	1,155	—	—	—	1,155
Issue of consideration shares for acquisition (Note 31)	就收購事項發行新股份 (附註31)	3,372	22,256	—	—	—	—	—	25,628
Issue of shares (Note 29)	發行股份 (附註29)	5,085	40,026	—	—	—	—	—	45,111
At 31 December 2021	於二零二一年十二月三十一日	20,457	130,674	(1,000)	1,155	5,670	11,631	(76,822)	91,765

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表(續)

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

Notes:

- (a) The merger reserve represented the difference between the Company's shares of the nominal value of the paid-up capital of the subsidiaries acquired and the Company's cost of acquisition of the subsidiaries under common control upon the reorganisation undergone by the Group.
- (b) Pursuant to the relevant laws and regulations in the PRC, the companies registered in the PRC shall appropriate a certain percentage of their net profit after tax (after offsetting any prior years' losses) calculated under the accounting principles generally applicable to the PRC enterprises to the reserve fund. When the balance of this reserve fund reaches 50% of the entity's capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after these usages. After making the appropriation to the statutory surplus reserve, the companies may also appropriate their profits for the year to the discretionary surplus reserve upon approval by the board of directors or the shareholders in a general meeting.

附註：

- (a) 合併儲備乃指本集團進行重組後，本公司已收購附屬公司繳足股本的面值與本公司收購受共同控制的附屬公司的成本之間的差額。
- (b) 根據中國相關法律法規，於中國註冊的公司須將根據中國企業普遍適用的會計原則計算的稅後純利若干百分比（經抵銷任何以往年度虧損後）撥往儲備基金。該儲備基金的結餘達實體資本50%時，則可酌情決定是否繼續作出任何進一步撥款。法定盈餘儲備可用以抵銷以往年度虧損或增資。然而，使用後的法定盈餘儲備結餘最少須維持在資本的25%。向法定盈餘儲備作出撥款後，公司亦可經董事會或股東於股東大會上批准後，將本年度溢利撥往任意盈餘儲備。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before tax	除稅前虧損	(27,241)	(15,595)
Adjustments for:	調整：		
Finance costs	融資成本	666	365
Interest income	利息收入	(158)	(592)
Fair value (gain) loss on financial asset at FVTPL	按公允值計入損益的金融資產的公允值(收益)虧損	(46)	429
Fair value gains on investment properties	投資物業的公允值收益	(61)	—
Fair value gain on biological assets	生物資產的公允值收益	(969)	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,946	1,092
Depreciation of right-of-use assets	使用權資產折舊	1,961	1,674
Loss on disposal of property, plant and equipment	出售物業、廠房及設備項目之虧損	1,599	1,049
Gain on early termination of a lease	提前終止租賃增益	—	(64)
Impairment loss recognised in respect of trade and other receivables, net	就應收交易款項及其他應收款項確認之減值虧損淨額	1,520	146
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	12,103	—
Impairment loss recognised in respect of non-financial assets	就非金融資產確認之減值虧損	—	1,465
Equity-settled share based payment expense	以權益結算的股份支付開支	1,155	—
Gain on disposal of biological assets	出售生物資產的收益	(11)	—
Operating loss before working capital changes	未計營運資金變動前經營虧損	(7,536)	(10,031)
Increase in inventories	存貨增加	(1,980)	(688)
(Increase) decrease in trade receivables	應收交易款項(增加)減少	(72)	242
Decrease (increase) in prepayments, deposit and other receivables	預付款項、按金及其他應收款項減少(增加)	774	(7,410)
Increase in trade payables	應付交易款項增加	125	311
Increase (decrease) in other payables and accruals	其他應付款項及應計費用增加(減少)	2,830	(113)
Increase in contract assets	合約資產增加	(1,964)	—
Increase in biological assets	生物資產增加	(2,433)	—
Cash used in operations	經營所用現金	(10,256)	(17,689)
Income taxes refund (paid)	所得稅退還(已付)	163	(494)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(10,093)	(18,183)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Acquisition of subsidiary, net of cash	收購附屬公司，扣除現金	93	—
Purchase of financial asset at FVTPL	購買按公允價計入損益的金融資產	—	(843)
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,655)	(243)
Interest received	已收利息	158	592
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	237	23
Proceeds from sales of biological assets	生物資產銷售收益	791	—
Purchase of biological assets	購買生物資產	(15,230)	—
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(16,606)	(471)
FINANCING ACTIVITIES	融資活動		
Proceeds from issue of shares	發行股份所得收益	45,111	—
Repayment of bank borrowings	償還銀行借款	(22,831)	(15,033)
Interest paid	已付利息	666	(365)
Repayment of lease liabilities	償還租賃負債	(2,635)	(1,935)
New bank borrowings raised	銀行借款所得收益	21,445	—
Proceeds from rights issue	供股所得收益	—	14,641
NET CASH GENERATED (USED IN) FINANCING ACTIVITIES	融資活動產生(所用)現金淨額	41,756	(2,692)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加(減少)淨額	15,057	(21,346)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等價物	11,918	29,597
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動的影響	302	3,667
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, REPRESENTED BY CASH AND BANK BALANCES	年末現金及現金等價物，以現金及銀行結餘為代表	27,277	11,918

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL

Shen You Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (as revised) of the Cayman Islands on 18 August 2016. The registered office address of the Company is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company. During the year, the Company’s subsidiaries were principally engaged in the manufacture and selling of sewing threads and broad categories of garment accessories, provision of interior design, interior decoration and furnishing services, and provision of equine related services and investment in stallions.

In the opinion of the directors of the Company (the “**Directors**”), the ultimate holding company of the Group is Three Gates Investment Limited, which was incorporated in the British Virgin Islands (“**BVI**”) with limited liability and is controlled by Mr. Wong Kwok Wai, Albert (“**Mr. Wong**”).

The functional currency of the Company is Hong Kong Dollars (“**HK\$**”), which is also the presentation currency of Company.

1. 一般資料

申酉控股有限公司(「**本公司**」)於二零一六年八月十八日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司為投資控股公司。本公司附屬公司年內主要從事縫紉線和各類服裝輔料生產及貿易，提供室內設計、室內裝修及裝飾服務，提供馬匹相關服務以及投資種馬。

本公司董事(「**董事**」)認為本集團最終控股公司為Three Gates Investment Limited，乃於英屬處女群島(「**英屬處女群島**」)註冊成立的有限公司，由黃國偉先生(「**黃先生**」)控制。

本公司之功能貨幣為港元(「**港元**」)，即為本公司呈列之貨幣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	COVID-19 Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7 and HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2

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

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效之經修訂香港財務報告準則

於本年度，本集團編製綜合財務報表時首次應用自二零二一年一月一日或之後開始之年度期間強制生效的下列香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則修訂本：

香港財務報告準則第16號(修訂本)	新型冠狀病毒相關租金寬減
香港財務報告準則第9號、香港財務報告準則第39號、香港財務報告準則第7號、香港財務報告準則第4號和香港財務報告準則第16號(修訂本)	利率基準改革—第二階段

此外，專家組適用了國際會計準則理事會國際財務報告準則解釋委員會(「委員會」)二零二一年六月發布的議程決定，該決定澄清了實體在確定存貨可變現淨值時應包括的成本作為「進行銷售所需的估計成本」。

在本年度應用新修訂之香港財務報告準則，對本集團本年度及過往年度的表現及綜合財務狀況及／或對該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020 ²

¹ Effective for annual periods beginning on or after 1 April 2021.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after 1 January 2023.

⁴ Effective for annual periods beginning on or after a date to be determined.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號	保險合同及相關修訂 ³
香港財務報告準則第3號(修訂本)	對概念框架之提述 ²
香港財務報告準則第10號及香港財務報告準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第16號(修訂本)	二零二一年六月三十日後與新型冠狀病毒相關的租金優惠 ¹
香港會計準則第1號(修訂本)	將負債分類為流動或非流動及對香港詮釋第5號的相關修訂(二零二零年) ³
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策的披露 ³
香港會計準則第8號(修訂本)	會計估計的定義 ³
香港會計準則第12號(修訂本)	與單筆交易產生的資產和負債相關的遞延稅項 ³
香港會計準則第16號(修訂本)	物業、廠房及設備—擬定用途前的所得款項 ²
香港會計準則第37號(修訂本)	有償合約—履行合約的成本 ²
香港財務報告準則(修訂本)	香港財務報告準則二零一八年至二零二零年的年度改進 ²

¹ 於二零二一年四月一日或之後開始的年度期間生效。

² 於二零二二年一月一日或之後開始的年度期間生效。

³ 於二零二三年一月一日或之後開始的年度期間生效。

⁴ 於待釐定日期或之後開始的年度期間生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Amendments to HKFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in HKFRS 3 Business Combinations so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “**Conceptual Framework**”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010);
- add a requirement that, for transactions and other events within the scope of HKAS 37 Provisions, Contingent Liabilities and Contingent Assets or HK(IFRIC)-Int 21 Levies, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

香港財務報告準則第3號(修訂本)對概念框架之提述

修訂內容：

- 更新香港財務報告準則第3號「企業合併」中的參考文獻，使其參考二零一八年六月發布的二零一八年財務報告概念框架(「**概念框架**」)，而不是財務報表的編製和列報框架(由二零一零年十月發布的二零一零年財務報告概念框架代替)；
- 增加一項規定，對於香港會計準則第37號-準備、或有負債和或有資產或HK(IFRIC)-Int 21範圍內的交易和其他事件，買方採用香港會計準則第37號或HK(IFRIC)-Int 21而不是概念框架來確定其在企業合併中承擔的負債；及
- 增加一項明確的聲明，即買方不確認在企業合併中獲得的或有資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2021)

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

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

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

香港會計準則第1號(修訂本)「將負債分類為流動或非流動及對香港詮釋第5號的相關修訂(二零二一年)」

修訂本對將負債分類為流動或非流動負債的報告之日起至少十二個月的延期結算權的評估提供了澄清和補充指導，其中：

- 明確將負債劃分為流動負債或非流動負債，應當以報告期末已存在的權利為基礎具體而言，修訂本明確：
 - (i) 分類應不受管理層意圖或期望在12個月內清償債務的影響；及
 - (ii) 如果該權利以遵守契約為條件，則在報告期末滿足條件的情況下存在該權利，即使貸方直到以後才檢驗遵守情況；及(附註)
- 明確如果負債的條款可以根據交易對手的選擇，通過轉讓實體自身的權益工具來結算，只有當實體將選擇權單獨確認為應用「香港會計準則第32號-金融工具：呈報」的權益工具時，這些條款才不影響其作為流動負債或非流動負債的分類。

此外，香港釋義5因香港會計準則第1號的修訂而修訂，以使相應的措辭一致，結論不變。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies*

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)會計政策的披露

修訂香港會計準則第1號，將「重要會計政策」一詞的所有實例改為「重大會計政策資料」。如果將會計政策資料與實體財務報表中包含的其他資料一起考慮時，可以合理地預期它會影響通用財務報表的主要使用者根據這些財務報表做出的決定，則會計政策資料是重要的。

修訂本還明確，由於關聯交易、其他事項或條件的性質，即使金額不重大，會計政策資料也可能是重要的。但是，並非所有與重大交易、其他事項或條件有關的會計政策資料本身都是重大的。如果實體選擇披露非重大會計政策資料，則此類資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號做出重要性判斷(「**實務聲明**」)亦作了修訂，以說明一個實體如何將「四步重要性過程」應用於會計政策披露，並判斷有關會計政策的資料對其財務報表是否重要。在實務報告中添加了指導和示例。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

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

Amendments to HKAS 8 Definition of Accounting Estimates

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

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

Except from above, the Directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (“the **GEM Listing Rules**”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本(續)

香港會計準則第8號(修訂本)會計估計的定義

修訂本將會計估計定義為「財務報表中存在計量不確定性的貨幣金額」。會計政策可能要求財務報表中的項目以涉及計量不確定性的方式計量——也就是說，會計政策可能要求這些項目以無法直接觀察的貨幣金額計量，而必須進行估計。在這種情況下，實體制定會計估計以實現會計政策規定的目標。制定會計估計涉及使用基於最新可獲得的可靠資料的判斷或假設。

此外，保留了香港會計準則第8號中會計估計變更的概念，並作了補充說明。

除上述外，董事預期應用其他所有新訂香港財務報告準則及其修訂本於可見將來將不會對綜合財務報表造成重大影響。

3. 主要會計政策

綜合財務報表編製基礎

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則(「**GEM上市規則**」)及香港公司條例之披露要求規定的適用披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation of consolidated financial statements (Continued)

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

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

3. 主要會計政策(續)

綜合財務報表編製基礎(續)

於各報告期末，綜合財務報表根據歷史成本法編撰，惟以公允值計量的若干投資工具除外，詳情於下文會計政策闡述。

歷史成本一般以就換取商品及服務所給予代價的公允值為基準。

公允值為在市場參與者之間的有序交易於計量日期就出售資產所收取或就轉讓負債所支付的價格，而不論該價格是否直接可予觀察或使用其他估值技術估計。在對資產或負債的公允值作出估計時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的特徵。於綜合財務報表中作計量及／或披露用途的公允值乃按此基準釐定，惟屬於香港財務報告準則第2號股份付款範圍內的「股份付款」、根據香港財務報告準則第16號(自二零一九年一月一日起)或香港會計準則第17號(於應用香港財務報告準則第16號前)入賬的租賃交易，以及與公允值存在若干相似之處但並非公允值的計量(例如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值的使用價值」)除外。

按公允值交易之金融工具，凡於其後期間應用以不可觀察輸入數據計量公允值之估值技術，該估值技術應予校正，以致於初始確認時估值技術之結果相等於交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation of consolidated financial statements (Continued)

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

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

Basis of consolidation

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

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

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

3. 主要會計政策(續)

綜合財務報表編製基礎(續)

此外，就財務報告而言，公允值計量根據公允值計量的輸入數據可觀察程度及公允值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，描述如下：

- 第一級輸入數據為實體於計量日期可獲得的相同資產或負債於活躍市場的報價(未調整)；
- 第二級輸入數據為不包括第一級計入的報價的資產或負債的可直接或間接觀察的輸入數據；及
- 第三級為資產或負債的不可觀察輸入數據。

綜合基準

綜合財務報表包括本公司、本公司及其附屬公司控制的實體的財務報表。當本公司符合以下各項時，即取得控制權：

- 對投資對象行使權力；
- 因投資對象的參與而可獲得或有權獲得可變回報；及
- 有能力使用其權力影響其回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

3. 主要會計政策(續)

綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內收購或出售的附屬公司的收入及開支自本集團取得控制權當日起計入綜合損益及其他全面收入表／綜合損益表，直至本集團不再控制附屬公司之日為止。

損益及其他全面收入的各项目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股股東權益，即使此舉會導致非控股股東權益出現虧絀結餘。

如有需要，附屬公司的財務報表會作出調整，以使其會計政策與本集團的會計政策一致。

有關本集團成員公司間交易的所有集團內資產及負債、權益、收入、開支以及現金流量於綜合入賬時悉數對銷。

附屬公司的非控股權益從本集團權益中獨立呈列，指現時擁有的權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Framework for the Preparation and Presentation of Financial Statements* (replaced by the Conceptual Framework for Financial Reporting issued in October 2010).

3. 主要會計政策(續)

附屬公司

附屬公司指本公司能對其行使控制權之被投資公司。倘達成以下三項條件，本公司取得被投資方之控制權：(1)對被投資方擁有權力；(2)對被投資方之可變回報承擔風險或享有權利；及(3)並可使用其權力影響該等可變回報。倘有事實及情況顯示任何該等控制權要素可能有變，將會重新評估有關控制權。

於本公司之財務狀況報表內，於附屬公司之投資按成本值減任何減值虧損(如有)列賬。附屬公司之業績由本公司按已收及應收股息入賬。

企業合併

企業的收購採用收購法核算。企業合併中轉移的對價以公允值計量，公允值計算為收購日本集團轉讓資產的公允值之和，本集團對被購買方的前所有者產生的負債以及本集團發行的股權為換取對被購買方的控制權而產生的負債。與收購相關的成本通常在發生時計入當期損益。

除某些確認豁免外，收購的可辨認資產和承擔的負債必須符合《財務報表編製和列報框架》(由二零一零年十月發布的財務報告概念框架取代)中資產和負債的定義。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 主要會計政策(續)

附屬公司(續)

企業合併(續)

在收購日，收購的可辨認資產和承擔的負債按其公允值確認，但以下情況除外：

- 遞延所得稅資產或負債，以及與員工福利安排相關的資產或負債，分別按照香港會計準則第12號*所得稅*和香港會計準則第19號*員工福利*進行確認和計量；
- 與被購買方的股份支付安排或為取代被購買方的股份支付安排而訂立的本集團的股份支付安排相關的負債或權益工具，在收購日按照香港財務報告準則第2號計量(見下文會計政策)；
- 按照香港財務報告準則第5號*持有待售和終止經營的非流動資產*劃分為持有待售類別的資產(或處置組)按照該準則計量；及
- 租賃負債按剩餘租賃付款額(定義見香港財務報告準則第16號)的現值確認和計量，猶如取得的租賃是在收購日的新租賃一樣，但(a)租賃期在收購日起12個月內結束的租賃除外；或(b)標的資產價值較低。使用權資產按照與相關租賃負債相同的金額確認和計量，並與市場條件相比進行調整以反映租賃的有利或不利條件。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3. 主要會計政策(續)

附屬公司(續)

企業合併(續)

商譽以轉讓的對價、被購買方的任何非控股權益的金額之和的超出部分計量，及買方此前持有的被購買方股權(如有)的公允值超過於收購日取得的可辨認資產和承擔的負債的淨額。如果在重新評估後，取得的可辨認資產和承擔的負債的淨額超過所轉讓的對價、被購買方的任何非控制性權益的金額以及買方先前持有的被購買方權益的公允值(如有)之和，超出部分立即在損益中確認為購買議價收益。

非控股權益為現時所有者權益，並使其持有人在清算時享有相關附屬公司淨資產的一定比例份額，按非控股權益在被購買方可辨認淨資產已確認金額中所佔比例或按公允值進行初始計量。

當本集團在企業合併中轉移的對價包括或有對價安排時，該或有對價以其取得日的公允值計量，並作為企業合併中轉移的對價的一部分包括在內。符合計量期間調整的或有對價的公允值變動進行追溯調整。計量期調整是指在「計量期」(自收購日起不得超過一年)中獲得的關於收購日存在的事實和情況的額外信息引起的調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsidiaries (Continued)

Business combinations (Continued)

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. 主要會計政策(續)

附屬公司(續)

企業合併(續)

不符合計量期間調整條件的或有對價的後續會計處理取決於或有對價如何分類。被劃分為權益的或有對價在後續報告日不進行重新計量，其後續結算在權益內核算。分類為資產或負債的或有對價在後續報告日按公允值進行重新計量，相應的利得或虧損計入當期損益。

分階段實現企業合併時，本集團先前持有的被購買方股權在收購日(即本集團取得控制權之日)以公允價值進行重新計量，由此產生的利得或虧損(如有)，視情況計入損益或其他綜合收益。收購日前在被購買方的權益所產生的先前已在其他綜合收益中確認並根據香港財務報告準則第9號計量的款項，將按照本集團直接處置先前持有的股權所需的相同基礎進行會計處理。

如果到合併發生的報告期末企業合併的初始會計核算不完整，則本集團對會計核算不完整的項目報告暫定金額。這些臨時金額在計量期間(見上文)進行追溯調整，並確認額外的資產或負債，以反映獲得的關於收購日存在的事實和情況的新信息，如果知道這些事實和情況會影響該日確認的金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

3. 主要會計政策(續)

商譽

收購業務產生的商譽按業務收購日確定的成本(見上述會計政策)減去累計減值虧損(如有)列賬。

為進行減值測試，商譽分攤至本集團預期從合併的協同效應中受益的各現金產生單位(或一組現金產生單位)，代表出於內部管理目的對商譽進行監控的最低水平，且不大於經營分部。

已分配商譽的現金產生單位(或一組現金產生單位)，當有跡象表明該單位可能發生減值時，每年或更頻繁地進行減值測試。對於報告期內收購產生的商譽，在該報告期末前對已分配商譽的現金產生單位(或一組現金產生單位組)進行減值測試。如果可收回金額低於其賬面值，則首先將減值虧損分配給減少任何商譽的賬面值，然後根據該單位(或一組現金產生單位)中各資產的賬面價值按比例分配給其他資產。

在處置相關現金產生單元或一組現金產生單元組的任何現金產生單元時，商譽的可歸屬金額計入處置損益金額的確定。當本集團處置現金產生單元(或一組現金產生單元內的現金產生單元)內的業務時，處置商譽的金額是根據處置的業務(或現金產生單元)和保留的現金產生單元(或一組現金產生單元組)的相對價值來計量的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers

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

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

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

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

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

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

3. 主要會計政策(續)

來自客戶合約的收益

本集團於完成履約責任時(或就此)確認收益,即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。

履約責任指明確貨品及服務(或一組貨品或服務)或不同明確貨品及大致相同的服務。

控制權隨時間轉移及收益參考完全達成相關履約責任的進度隨時間確認,惟須符合以下條件之一:

- 於本集團履約時,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約產生或提升一項資產,而該項資產於本集團履約時由客戶控制;或
- 本集團的履約並無創造對本集團而言具替代用途的資產,且本集團對迄今完成的履約付款具有可執行權利。

否則,於客戶獲得明確貨品或服務控制權時確認收益。

合約資產指本集團就換取本集團已向客戶轉讓的貨品或服務而收取代價的權利(尚未成為無條件)。它是根據香港財務報告準則第9號進行減值評估的。相比之下,應收款項代表本集團無條件享有對價的權利,即只需經過時間的推移,該對價才到期支付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

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

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

Input method

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

Further details of the Group's revenue and other income recognition policies are as follows:

Combined services of interior designs, interior decorating and furnishing services

Combined services of interior designs, interior decorating and furnishing services is recognised by reference to the stage of completion of the provision of service at the end of the reporting period. The progress towards fulfilment of construction contracts is measured with reference to contract cost incurred for work performed to date. Contract cost that related to provision of service are expensed as incurred.

3. 主要會計政策(續)

來自客戶合約的收益(續)

合約負債指本集團因已自客戶收取代價(或代價金額到期)·而須向客戶轉讓貨品或服務之義務。

相同合約相關合約資產及合約負債按淨額基準入賬及呈列。

按時間確認收益：計量完全達成履約責任的進度

投入法

完全達成履約責任的進度乃根據投入法計量·即根據本集團為達成履約責任而產生的支出或投入(相對於預期為達成履約責任的總投入)確認收益·有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

本集團收入及其他收益確認政策的進一步詳情如下：

室內設計、裝修和裝飾服務的組合服務

室內設計、裝修和裝飾的組合服務參照報告期末提供服務的完成階段確認。建造合同的履行進度參照迄今已完成的工程所發生的合同成本計量。與提供服務有關的合同成本在發生時計入費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Sales of furnishings

Sales of furnishings are recognised when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods.

Sales of biological assets

Revenue from sales of biological assets is recognised at the point in time when control of the asset is transferred to the customer, i.e., when the products are collected by the customers.

Stallions service

Service income is recognised at the point in time when a vet certificate is produced for confirming that a viable live foal was produced. Service income is recognised at the amount attributable to the Group's interests in the stallion.

Principal versus agent

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

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

3. 主要會計政策(續)

來自客戶合約的收益(續)

傢俱銷售

當本公司將商品所有權上的重大風險和報酬轉移給買方時，確認傢俱銷售。

銷售生物資產

生物資產銷售收入在資產控制權轉移給客戶的時點，即由客戶收到產品時確認。

種馬服務

服務收入在出示獸醫證書以確認生產了可行的活馬駒的時間點確認。服務收入按歸屬於本集團在種馬權益的金額確認。

委託人與代理人

當另一方參與向客戶提供商品或服務時，本集團判斷其承諾的性質是提供指定商品或服務本身(即本集團為委託人)或安排該等商品或服務由另一方(即本集團為代理人)提供的履約義務。

如果集團在指定的商品或服務轉移給客戶之前控制了該商品或服務，則本集團為委託人。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Principal versus agent (Continued)

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

Leases

Definition of a lease

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

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

3. 主要會計政策(續)

來自客戶合約的收益(續)

委託人與代理人(續)

如果本集團的履約義務是安排另一方提供指定的貨物或服務，則本集團為代理人。在這種情況下，本集團在將另一方提供的指定商品或服務轉讓給客戶之前並不控制該商品或服務。當本集團作為代理人時，以其預期有權獲得的任何費用或佣金的金額確認收入，以換取安排另一方提供指定的商品或服務。

租賃

租賃的定義

倘一份合約在一段時間內為換取代價而讓渡一項可識別資產使用的控制權，則該合約為一項租賃或包含一項租賃。

就於首次應用日期或之後訂立或修改或因業務合併而產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修改日期或收購日期(如適用)評估合約是否為租賃或包含租賃。除非合約的條款及條件隨後有所變動，否則不會重新評估該合約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

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

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

Short-term leases

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

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;

3. 主要會計政策(續)

租賃(續)

本集團作為承租人

分配代價至合約部分

對於包含一項租賃部分及一項或多項額外租賃或非租賃部分之合約而言，本集團會按照租賃部分之相關獨立價格及非租賃部分之合計獨立價格，將合約代價分配至各租賃部分。

非租賃組成部分與租賃組成部分分開，並通過適用其他適用標準進行會計處理。

作為一個可行權宜方法，當本集團合理預期組合入賬與按一個組合內的個別租賃入賬不會對綜合財務報表產生重大差異影響，擁有類似特徵的租賃會按組合基準入賬。

短期租賃

本集團對租賃辦公室物業應用短期租賃確認豁免，即自開始日期起計之租期為十二個月或以下並且不包括購買選擇權的租賃。短期租賃的租賃款項就租期按直線法或另一有系統基準確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日期或之前支付的任何租賃付款額，減去所取得的任何租賃激勵金額；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

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

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

Refundable rental deposits

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

- 本集團產生的任何初始直接成本；及
- 本集團就拆除及移除相關資產、將相關資產所在場地還原或恢復至租賃條款及條件所規定的狀況所產生之成本估算。

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

倘本集團合理確信在租賃期屆滿時取得相關租賃資產的所有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產於其預計可使用年期及租賃期以較短者按直線法計提折舊。

本集團於綜合財務狀況表將使用權資產作為獨立項目呈列。

可退回租賃按金

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

3. 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃公告日期，本集團按於當日尚未支付的租賃付款現值確認及計量租賃負債。於計算租賃付款的現值時，若租賃中所隱含的利率不易確定，則本集團於租賃開始日期使用增量借款利率。

租賃款項包括：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；
- 取決於指數或費率的可變租賃付款額，初步計量時使用開始日期的指數或利率；
- 剩餘價值擔保下本集團預期應付款項；
- 倘本集團合理確定行使購買選擇權，該選擇權的行使價；及
- 倘租賃條款反映本集團將行使終止租賃之選擇權，終止租賃的罰款付款。

本集團將租賃負債列為綜合財務狀況表的細列項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risk and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating lease.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective lease. Initial direct costs (other than those incurred by manufacturer or dealer lessors) are included in the initial measurement of the net investments in the leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

3. 主要會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人之租賃分類為融資租賃或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃均列作經營租賃。

根據融資租賃應收承租人的款項會按等同於本集團於租賃的淨投資金額(使用各租賃隱含利率計量)於租賃生效日確認為應收款項。初始直接成本(製造商或經銷商出租人產生者除外)包括在租賃淨投資的初始計量中。利息收入按會計期間確認，以反映本集團於有關租賃餘下的淨投資定期帶來的固定回報率。

分租賃

當本集團為中間出租人時，其就主租賃及分租賃入賬為兩份獨立合約。分租賃乃參考主租賃產生的使用權資產(非參考相關資產)後分類為融資租賃或經營租賃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Nonmonetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "Exchange reserve" (attributed to non-controlling interests as appropriate).

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

3. 主要會計政策(續)

外幣

於編製各個別集團實體的財務報表時，有關實體以功能貨幣以外的貨幣(外幣)進行之交易按交易當日的匯率確認。於報告期末，以外幣計值的貨幣項目乃按該日的現行匯率重新換算。以外幣計值按公允值列賬的非貨幣項目按釐定公允值當日通行的匯率重新換算。以外幣歷史成本計量之非貨幣項目不予重新換算。

貨幣項目結算及重新換算所產生之匯兌差額，於產生期間之損益中確認。

就呈列綜合財務報表而言，本集團業務之資產及負債按各報告期末之現行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目按期內平均匯率換算。產生的匯兌差額(如有)在其他綜合收益中確認，並在「外匯儲備」標題下累積在權益中(酌情歸因於非控股權益)。

借款成本

與收購、興建或生產合格資產(該等資產須用一段較長時間達致其擬定用途或銷售)直接有關的借貸成本會計入該等資產的成本，直至資產大致上達致其擬定用途或銷售時為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs (Continued)

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalization rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

3. 主要會計政策(續)

借款成本(續)

於相關資產可作擬定用途或出售後，尚未清償的任何特別借貸乃計入一般借貸中，以便計算一般借貸的資本化率。於支付合格資產成本支出前暫作投資之用的特定借貸所賺取的投資收入，可從可資本化的借貸成本中扣減。

所有其他借款成本於產生期間在損益賬確認。

政府補貼

除非合理保證本集團將遵守該等補貼的附帶條件及將會收到補貼，否則不會確認政府補貼。

政府補助乃於本集團確認補助擬補償的相關成本開支期間，有系統於損益中確認。具體而言，政府補助的首要條件為，本集團應購置、興建或以其他方式獲得非流動資產，並在綜合財務狀況表內確認為遞延收入及於有關資產的使用年期轉撥至損益。

與收入有關的政府補貼，如為補償已產生的開支或虧損，或為向本集團提供即時財務支持而不涉及未來相關成本，則於應收期間在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payments

Equity-settled share-based payments transactions

Shares/Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

3. 主要會計政策(續)

退休福利成本及離職福利

當僱員已提供服務使其有權利獲得設定提存退休福利計劃的供款時，相關退休福利計劃支付的金額應確認為費用。

離職福利負債乃於當本集團不能在提取離職福利之優惠及當本集團確認任何相關重組成本(以較早者為準)時確認。

短期僱員福利

短期僱員福利相關已確認負債將按照預計將支付給僱員以交換服務之福利未折現金額計量。所有短期僱員福利確認為費用。除非其他香港財務報告準則要求或允許將福利計入資產成本。

經扣除任何已付金額後，僱員應得的福利(例如工資及薪金、年假及病假)確認為負債。

股份付款

以權益結算股份付款交易

股份/授予僱員之購股權

向僱員及提供類似服務的其他人士作出以權益結算股份付款之乃按授出日時股本工具的公允值計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Retirement benefit costs and termination benefits (Continued)

Share-based payments (Continued)

Equity-settled share-based payments transactions (Continued)

Shares/Share options granted to employees (Continued)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

At the time when the share options are exercised, the amount previously recognised in "share option reserve" will be transferred to "share capital". After vesting date, when the vested share options are later forfeited or are still not exercised at the expiry date, the amount previously recognised in "share option reserve" will be transferred to "accumulated losses".

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 主要會計政策(續)

退休福利成本及離職福利(續)

股份付款(續)

以權益結算股份付款交易(續)

股份／授予僱員之購股權(續)

在不考慮所有非市場歸屬條件的情況下，於授出日期釐定之以權益結算股份付款之公允值乃於歸屬期間根據本集團估計最終將歸屬之股本工具以直線法支銷，權益(購股權儲備)亦會相應增加。於各報告期末，本集團根據非市場歸屬條件，修改其估計可予歸屬的股本工具數目。修訂原估計所產生的影響(如有)於損益中確認，令累計開支反映經修訂的估計，而購股權儲備則作出相應調整。

於行使購股權時，先前於「購股權儲備」確認的金額會轉撥至「股本」。於歸屬日期後，當獲歸屬購股權隨後失效或於屆滿日期仍未獲行使，先前於「購股權儲備」確認的金額會轉撥至「累計虧損」。

稅項

所得稅開支指即期應付稅項及遞延稅項之和。

即期應繳稅項根據年內應課稅溢利計算。應課稅溢利與除稅前虧損不同，此乃由於其他年度應課稅或可扣稅的收入或開支，以及永不用課稅或永不可扣稅的項目所致。本集團之當期稅項負債乃按於報告期末已生效或實質上已生效之稅率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. 主要會計政策(續)

稅項(續)

遞延稅項乃按資產及負債在綜合財務報表的賬面值與計算應課稅溢利所用相應稅基之間的暫時差額予以確認。

遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產則一般就所有可扣稅暫時差額確認，直至應課稅溢利可用作抵銷該等可扣稅暫時差額。倘若暫時差額由初始確認一項不影響應課稅溢利或會計溢利之資產及負債(業務合併除外)所產生，則不會確認有關遞延稅項資產及負債。此外，倘若暫時差額由初始確認商所產生，則不會確認有關遞延稅項。

遞延稅項負債會確認與於附屬公司及聯繫人及於合營企業之權益之投資有關而引致之應課稅暫時差額，惟若本集團可控制暫時差額撥回及暫時差額有可能不會於可見將來撥回之情況除外。與該等投資及權益有關的可扣稅暫時差額所產生的遞延稅項資產，僅於可能會存在足夠應課稅溢利而須動用暫時差額的利益及彼等預期於可見將來撥回時方會確認。

遞延稅項資產的賬面值於各報告期末審閱，並削減至不可能再有足夠應課稅溢利以收回全部或部分資產為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

3. 主要會計政策(續)

稅項(續)

遞延稅項資產及負債按清償負債或變現資產期間的預期適用稅率(基於報告期末已頒佈或實質上已頒佈的稅率(及稅法)計量。

遞延稅項負債及資產之計量反映本集團於報告期末所預期對收回或清償其資產及負債之賬面值方式所產生之稅務影響。

就計算按公允值模式計量之投資物業之遞延稅項而言，該等物業之賬面值被假設為透過銷售全數收回，惟倘有關假設被推翻，則另作別論。倘該投資物業可予折舊，並根據一項旨在隨著時間而非透過出售消耗投資物業中之絕大部分經濟利益之業務模式持有，則該假設已被推翻。惟永久業權土地除外，永久產權土地始終被推定完全透過出售收回。

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先確定稅項扣減是否歸屬於使用權資產或租賃負債。

對於其中稅項扣除歸屬於租賃負債的租賃交易，本集團將香港會計準則第12號*所得稅*要求分別應用於使用權資產和租賃負債。由於應用了初始確認豁免，相關使用權資產及租賃負債的暫時差額並不會於初始確認時或租賃期間確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Investment properties

Investment properties are properties held to earn rental income and/or for capital appreciation.

Investment properties also include leased properties which are being recognised as right-of-use assets and subleased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 主要會計政策(續)

稅項(續)

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團首先確定稅項扣減是否歸屬於使用權資產或租賃負債。

倘有合法執行權利許可將即期稅項資產與即期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相對銷。

即期及遞延稅項於損益中確認。惟當其與在其他全面收益或直接在權益中確認的項目有關時，則即期及遞延稅項也分別在其他全面收益或直接在權益確認。倘即期稅項或遞延稅項因就業務合併進行初步會計處理而產生，則稅務影響會計入業務合併之會計處理。

投資物業

投資物業乃指持有作為賺取租金收入及／或作資本增值之物業。

投資物業還包括正在確認為使用權資產的租賃物業，本集團以經營租賃方式轉租。

投資物業初步乃按成本(包括任何直接應佔開支)計量。於初始確認後，投資物業按公允值計量，並進行調整以至不包括任何預付或應計經營租賃收入。

投資物業之公允值變動所產生之收益或虧損於產生期間計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 主要會計政策(續)

投資物業(續)

在建投資物業發生的工程成本，作為在建投資物業賬面值的一部分予以資本化。

物業、廠房及設備

物業、廠房及設備為持有作生產或提供貨品或服務所用，或作行政用途之有形資產。物業、廠房及設備乃按成本減去其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

資產及其他在建項目之折舊乃於其估計可使用年期用直線法確認，以撇銷其成本並扣除其剩餘價值。估計可使用年期、剩餘價值及折舊方法會於各報告期末檢討，而任何估計變動之影響按前瞻基準入賬。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時解除確認。出售或棄置物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與相關資產賬面值的差額計算，並於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, investment properties and right-of-use assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, investment properties and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

3. 主要會計政策(續)

物業、廠房及設備、投資物業以及使用權資產減值

於報告期末，本集團審閱其具有有限可使用年期的物業、廠房、設備、投資物業以及使用權資產的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損。倘該等跡象存在，則會估計相關資產之可收回金額以釐定減值虧損之程度(如有)。

物業、廠房、設備、投資物業以及使用權資產個別估計可收回金額。倘無法個別地估計可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。

於測試現金產生單位的減值時，倘可確定合理一致的分配基準，企業資產會被分配至相關現金產生單位，否則會被分配至可建立合理一致的分配基準的最小現金產生單位組別中。企業資產所屬的現金產生單位或現金產生單位組別確定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額乃公允值減出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估之貨幣時間價值及資產(或現金產生單位)特定風險(就此而言，未來現金流量估計尚未作出調整)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 主要會計政策(續)

物業、廠房及設備、投資物業以及 使用權資產減值(續)

倘若一項資產(或現金產生單位)之可收回金額預計低於其賬面值,則該資產(或現金產生單位)之賬面值則被減至其可收回金額。對於無法按合理及一致基準分配至現金產生單位之企業資產或企業資產之部分,本集團將現金產生單位組別的賬面值(包括分配至該現金產生單位組別的企業資產或企業資產部分的賬面值)與該現金產生單位組別的可收回金額進行比較。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位或現金產生單位組別各資產的賬面值分配至其他資產。資產賬面值不會下調至低於公允值減去出售成本(若可計量)之所得數額、其使用價值(若可釐定)及零之較高者。已另行分配至資產的減值虧損金額按比例分配至該單位或一組現金產生單位的其他資產。減值虧損即時於損益中確認。

倘減值虧損於其後撥回,則該項資產(或現金產生單位或現金產生單位組別)之賬面值會增加至其經修訂之估計可收回金額,惟增加後之賬面值不得超出假設過往期間並無就該項資產(或現金產生單位或現金產生單位組別)確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Biological assets

Biological assets are measured on initial recognition and at the end of the reporting period at their fair value less costs to sell, with any resulting gain or loss recognised in the profit or loss for the year in which it arises. Costs to sell are the incremental costs directly attributable to the disposal of an asset, mainly transportation cost and excluding finance costs and income taxes. The fair value of biological assets is determined based on their present location and condition and is determined independently by a professional valuer.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策(續)

生物資產

生物資產在初始確認時計量，並在報告期末按其公允價值減去出售費用後的金額計量，由此產生的利得或虧損計入發生當年的損益。出售成本是指直接歸屬於資產處置的增量成本，主要是運輸成本，不包括財務費用和所得稅。生物資產的公允價值根據其現在的位置和狀況確定，由專業價值評估機構獨立確定。

存貨

存貨按成本及可變現淨值兩者的較低者列賬。存貨成本按「先入先出」方法釐定。可變現淨值為存貨的估計售價減完成時所有估計成本及銷售時所需成本。進行銷售所必需的成本包括可直接歸屬於銷售的增量成本和本集團進行銷售所必須發生的非增量成本。

撥備

當本集團因過往事件而現時有責任(法定或推定)時，本集團可能須結付該責任，且能夠可靠估計責任金額時，則確認撥備。

作為撥備的金額是以報告期末用作處理現有責任的費用的最佳估量計算，包括考慮到圍繞著現有責任的風險和不確定性。當一個撥備以處理現有責任的估計現金流量計算，其賬面值是該等現金流量的貼現值(倘貨幣時間價值的影響屬重大)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions (Continued)

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables and contract assets arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVFPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 主要會計政策(續)

撥備(續)

當預計清償準備所需的部分或全部經濟利益能夠從第三方收回時，如果基本確定能夠收到補償，且應收款項的金額能夠可靠地計量，則確認為一項資產。

金融工具

倘某集團實體成為該工具合同條文的訂約方，則該金融工具和金融負債會獲確認。所有常規購買和出售金融資產按交易日基準確認和終止確認。常規購買和出售金融資產乃要求於市場法規或慣例所設立之時間框架內交付資產之購買或出售金融資產事宜。

金融資產和金融負債除與客戶的合同產生的應收賬款和合同資產按照香港財務報告準則第15號進行初始計量外，均以公允價值進行初始計量。直接歸屬於購置或發行金融資產及金融負債(按公允價值計入損益(「按公允價值計入損益」)之金融資產或金融負債除外)之交易成本在初始確認時計入或扣自各金融資產或金融負債(倘適用)之公允價值。收購按公允價值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

實際利率法為計算金融資產或金融負債攤銷成本及於有關期間分配利息收入及利息開支所用的方法。實際利率為於初始確認時將金融資產或金融負債預期年期內或(倘適當)較短者的估計未來現金收入及款項(包括組成實際利率一部分的所有已付或已收費用及點數、交易成本及其他溢價或折讓)準確貼現至賬面淨值的利率。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 主要會計政策(續)

金融工具(續)

金融資產

金融資產之分類及後續計量

符合下列條件之金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的而持有業務模式下之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還本金金額之利息。

滿足以下條件其後按公允值計入其他全面收益(「按公允值計入其他全面收益」)計量之金融資產：

- 持有業務模式下之金融資產的目的是同時出售及收取合約現金流量及出售；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還本金金額之利息。

所有其他金融資產其後按公允值計入損益計量，惟於香港財務報告準則第9號首次應用／初始確認金融資產當日，倘該權益投資並非持作買賣，亦非由於收購方在香港財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團或可不可撤銷地選擇將權益投資公允值其後變動於其他全面收益列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

在下列情況下，金融資產分類為持作交易：

- 主要為在短期內出售而收購；或
- 初始確認時屬於本集團集中管理的可識別金融工具組合的一部份，且具有最近實際短期獲利模式；或
- 並非指定且實際用作對沖工具的衍生工具。

此外，如將符合以攤銷成本計量或按公允值計入其他全面收益標準的金融資產指定為按公允值計入損益能消除或顯著減少會計錯配，本集團可不可撤回地作出該指定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(a) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(b) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

(a) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利率法確認。債務工具／應收款項其後按公允值計入其他全面收益的方式計量。就購買或產生的信貸減值金融資產以外的金融工具而言，利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(b) 以公允值計入損益的金融資產

不符合按攤銷成本或按公允值計入其他全面收益計量或指定為按公允值計入其他全面收益的金融資產按公允值計入損益計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(b) Financial assets at FVTPL (Continued)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including trade receivables, contract assets and other receivables which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

(b) 以公允值計入損益的金融資產(續)

按公允值計入損益的金融資產於各報告期末按公允值計量，任何公允值收益或虧損則於損益中確認。於損益確認的收益或虧損淨額不包括金融資產所賺取的任何股息或利息，並計入「其他增益和虧損」一欄。

金融資產減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式對根據香港財務報告準則第9號須予減值的金融資產(包括應收交易款項、合約資產及其他應收款項)進行減值評估。預期信貸虧損的金額於每個報告日期予以更新，以反映自初始確認以來信貸風險的變動。

全期預期信貸虧損指於相關工具預期年期內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期可能於報告日期後12個月內發生違約事件而導致的全期預期信貸虧損部分。評估乃根據本集團之歷史信貸虧損經驗進行，並根據債務人特有的因素、整體經濟狀況及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing component. The ECL on these assets are assessed individually for debtors with significant balances or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

本集團一直就應收交易款項及合約資產確認全期預期信貸虧損，而沒有重大融資成分。該等資產的預期信貸虧損乃就具有重大結餘的債務人進行個別評估或使用具有適當分組的撥備矩陣進行共同評估。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初始確認後信貸風險大幅增加，則本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約之可能性或風險的顯著增加。

(i) *信貸風險顯著上升*

於評估信貸風險是否自初始確認以來顯著增加時，本集團將於報告日期就金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且有根據的定量和定性資料，包括毋須花費不必要成本或精力即可獲得之過往的經驗及前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著上升(續)

特別是，在評估信貸風險是否顯著增加時，會考慮以下信息：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險外部市場指標顯著惡化，例如債務人的信貸價差、信貸違約掉期價格顯著上升；
- 預期將導致債務人履行其債務責任的能力顯著下降的業務、財務或經濟狀況的現有或預測不利變動；
- 已發生的或預期的債務人經營成果的嚴重惡化；
- 債務人的監管、經濟或技術環境有實際或預期的顯著不利變動，導致債務人償債能力顯著下降。

不論上述評估結果如何，本集團假定，當合約付款逾期超過三十天，則自初始確認以來信貸風險已顯著增加，除非本集團擁有合理且有根據的資料，則另作別論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著上升(續)

儘管如此，倘一項債務工具於報告日期確定為信貸風險較低，則本集團假設該債務工具的信貸風險自初始確認以來並無大幅增加。倘一項債務工具 i) 違約風險較低；ii) 借款人近期具充分償付合約現金流量負債的能力；及 iii) 長遠而言經濟及業務狀況的不利變動可能但未必會降低借款人償付合約現金流量負債的能力，則該項債務工具可確定為信貸風險較低。倘一項債務工具的內部或外部信貸評級為國際通用的「投資級別」，則本集團認為該項債務工具的信貸風險較低。

本集團定期監控用以識別信貸風險有否顯著增加的標準之效益，且修訂標準(如適當)以確保標準能在金額逾期前識別信貸風險顯著增加。

(ii) 違約釋義

就內部信貸風險管理而言本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default (Continued)

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

(iii) Credit-impaired financial assets

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約釋義(續)

不論上述情形如何，本集團認為，倘金融資產逾期超過九十天，則違約已經發生，除非本集團擁有合理且有根據的資料顯示一項更滯後的違約標準更為合適。

(iii) 信貸減值的金融資產

當發生一項或多項對金融資產預計未來現金流量有不利影響的事件時，金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財務困難；
- (b) 違約，例如違約或逾期事件；
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；
- (d) 借款人可能破產或進行其他財務重組；或
- (e) 因為財務困難而使該金融資產的活躍市場不再存在。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

當有資料顯示交易對手陷入嚴重財務困難，且並無實際收回的可能之時(例如交易對手已清算或進入破產程序)或金額逾期超過三年(就貿易應收款項而言)(以較早者為準)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序並在適當情況下考慮法律意見後實施強制執行活動。撇銷構成終止確認事件。任何其後收回於損益中確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約損失程度)及違約風險的函數。違約概率及違約損失率的評估乃基於根據前瞻性資料調整的歷史數據作出。預期信貸虧損的估計反映以發生相關違約風險的金額作為加權數值而釐定的無偏概率加權金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

Lifetime ECL for trade receivables and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristic when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之所有現金流量(按初始確認時釐定的實際利率貼現)之間的差額。就應收租賃款項而言，用於釐定預期信貸虧損的現金流量與根據香港財務報告準則第16號用於計量應收租賃款項的現金流量一致。

貿易應收款項和合約資產的全期預期信貸虧損經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準考慮。

就集體評估而言，本集團訂立組別時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模和行業；及
- 外部信貸評級(如可用)。

歸類工作經管理層定期檢討，以確保各組別成分繼續具有類似信貸風險特性。

利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，則利息收入按金融資產的攤銷成本計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

終止確認金融資產

本集團僅於從資產獲取現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及該資產擁有權之絕大部分風險及回報時，終止確認金融資產。倘本集團並無轉讓或保留其於擁有權之絕大部份風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產之保留權益以及其或須支付款項之相關負債。倘本集團保留其於已轉讓金融資產擁有權之絕大部份風險及回報，則本集團會繼續確認金融資產及以已收取之所得款項確認為有抵押貸款。

當終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價之差額於損益中確認。

金融負債及權益工具

分類為債務或權益

債務及權益工具乃根據合約安排的內容以及金融負債及權益工具的釋義分類為金融負債或權益。

權益工具

權益工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。本公司發行的權益工具按所收取所得款項扣除直接發行成本後的金額確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instruments (Continued)

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and consideration paid or payable is recognised in profit or loss.

3. 主要會計政策(續)

金融工具(續)

金融負債及權益工具(續)

權益工具(續)

購回本公司自有權益工具直接在權益中確認及扣除。購買、出售、發行或註銷本公司自有權益工具的收益或虧損不會於損益中確認。

金融負債

所有金融負債乃於其後使用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括貿易應付款項及其他應付款項及銀行借款)其後使用實際利息法按攤銷成本計量。

終止確認金融負債

本集團僅於其責任已被解除、註銷或屆滿時方會終止確認金融負債。終止確認的金融負債賬面值與已付或應付代價之間的差額會於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgments in applying accounting policies

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

Property lease classification – Group as lessor

The Group has entered into a sublease arrangement as lessor on certain buildings. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the buildings and the present value of the minimum lease payments not amounting to substantially all the fair value of the buildings, that it retains substantially all the significant risks and rewards incidental to ownership of the buildings which are leased out and accounts for the contracts as operating leases.

4. 重要會計判斷及估計不確定性的主要來源

於應用附註3所述本集團之會計政策時，董事須就未能於其他來源取得之資產及負債賬面值作出判斷、估計及假設。該等估計及有關假設乃根據過往經驗及被視為相關之其他因素而作出。實際結果或有別於該等估計。

估計及相關假設將受到持續檢討。倘若會計估計修訂只影響該期間，則有關會計估計的修訂會在修訂估計期間確認。倘若有關修訂既影響當前及未來期間，則有關修訂會在修訂期間及未來期間確認。

應用會計政策之重大判斷

除涉及估計(見下文)者外，以下為董事應用本集團之會計政策過程中作出並對綜合財務報表內確認之款項造成最重大影響的重大判斷。

物業租賃分類—本集團作為出租人

本集團作為出租人已就若干樓宇訂立分租賃安排。根據對該安排條款及條件進行的評估(如租期不構成樓宇經濟壽命的主要部分及最低租賃款項現值的金額不等於樓宇的絕大部分公允值)，本集團已釐定其保留已出租樓宇擁有權附帶的絕大部分重大風險及回報，並將合約入賬列作經營租賃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgments in applying accounting policies (Continued)

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the Directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is not rebutted. The Group has not recognised any deferred tax on changes in fair value of investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 重要會計判斷及估計不確定性的主要來源(續)

應用會計政策之重大判斷(續)

投資物業的遞延稅項

就計量以公允值模式計量的投資物業產生之遞延稅項而言，董事已審閱本集團之投資物業組合，並認為本集團持有之投資物業並非以長期消耗投資物業所包含的絕大部分經濟利益為目標的業務模式。因此，在釐定投資物業的遞延稅項時，董事已決定，採用公允值模式計量的投資物業賬面值可完全透過出售收回的假設並無被推翻。由於本集團毋須就出售投資物業的公允值變動繳納任何所得稅，故本集團並無就投資物業的公允值變動確認任何遞延稅項。

估計不確定性的主要來源

以下為於報告期末有關未來的主要假設及估計不確定因素的其他主要來源，有關假設及來源具有導致資產及負債賬面值於下一個財政年度發生重大調整的重大風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(a) Income tax and deferred tax

The Group is subject to enterprise income tax in the People's Republic of China (the "PRC"). Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

No deferred tax asset has been recognised on the tax losses due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially in the current year given the significant uncertainty on how the Covid-19 pandemic may progress and evolve. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(a) 所得稅及遞延稅項

本集團須在中華人民共和國(「中國」)繳納企業所得稅。在確定稅項撥備金額和繳納相關稅項的時間時，須作出判斷。在日常業務過程中，許多交易及計算的最終稅項釐定存在不確定性。若有關事宜的最終稅項結果與最初記錄的金額不同，則有關差額將會影響作出有關釐定期間的所得稅和遞延所得稅撥備。

在管理層認為未來應課稅溢利可能會用作抵銷可使用暫時差額或稅項虧損時，確認涉及若干暫時差額和稅項虧損的遞延稅項資產。實際應用結果可能不同。

由於未來溢利來源的不可預測性，並無就稅務虧損確認遞延稅項資產。遞延稅項資產的可變現性主要取決於日後是否存在足夠的未來溢利或應課稅暫時差異。鑑於新型冠狀病毒疫情發展的重大不確定性，此為本年度估計不確定性之主要來源。倘所產生的實際未來應課稅溢利少於或多於預期，或事實及情況有變，導致修訂未來應課稅溢利估計，則可能作出撥回或進一步確認遞延稅項資產，其將於有關撥回或進一步確認進行期間於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(b) Fair value measurement of financial instruments

As at 31 December 2021, certain of the Group's financial assets amounting to approximately HK\$5,253,000 (2020: HK\$5,144,000) are measured at fair value with fair value being determined based on an independent valuer and the surrender value of the policy of the financial assets. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. Further details are contained in Note 21 to the consolidated financial statement.

(c) Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(b) 金融工具之公允值計量

於二零二一年十二月三十一日，本集團約5,253,000港元(二零二零年：5,144,000港元)若干金融資產乃按公允值計量，其公允值根據一名獨立估值師及金融資產保單的退保價值釐定。確立相關估值技術及其相關輸入數據時須運用判斷及估計。與該等因素有關的假設變動可導致該等工具公允值的重大調整。進一步詳情載於綜合財務報表附註21。

(c) 租賃—估算增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率(「增量借款利率」)計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品於類似期間借入所需資金應支付之利率。因此，增量借款利率可反映本集團「將須支付」的利率，而當並無可觀察利率可供使用時(如就並無訂立融資交易的附屬公司而言)或當利率須進行調整以反映租賃的條款及條件時(如當租賃並非以附屬公司的功能貨幣訂立時)，則須對利率作出估計。當可觀察輸入數據(如市場利率)可供使用時，本集團會使用有關輸入數據估計增量借款利率，並須作出若干實體特定估計(如附屬公司的單獨信貸評級)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(d) Provision of ECL for trade receivables, contract assets and other receivables

Trade receivables, contract assets and other receivables with significant balances and credit-impaired are assessed for ECL individually.

In addition, the Group uses practical expedient in estimating ECL on trade receivables and contract assets which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables, contract assets and other receivables are disclosed in Note 33.

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(d) 應收交易款項、合約資產及其他應收款項預期信貸虧損撥備

對大額結餘的應收交易款項、合約資產及其他應收款項單獨進行預期信貸虧損評估。

此外，本集團使用實際權益法估計並非單獨使用撥備矩陣評估的貿易應收款項及合約資產的預期信貸虧損。撥備率按一組不同債務人的債務人賬齡並經考慮本集團歷史違約率及毋須花費不必要成本可取得的合理且有理據支持的前瞻性資料而釐定。於各報告日期，本集團會重新評估過往觀察違約率並考慮前瞻性資料的變動。

預期信貸虧損撥備容易受估計變動影響。預期信貸虧損及本集團的應收交易款項、合約資產及其他應收款項之資料於附註33披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(e) Estimated impairment of property, plant and equipment and ROU assets

Property, plant and equipment and ROU assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The Group estimates the recoverable amounts of property, plant and equipment and ROU assets based on higher of fair values less cost of disposal, and value in use ("VIU"). The carrying amount of the relevant assets do not exceed the recoverable amount and no impairment has been recognised (2020: impairment provision of HK\$1,465,000).

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(e) 物業、廠房及設備以及使用權資產估計減值

物業、廠房及設備以及使用權資產乃按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須行使判斷及作出估計，特別是於評估：(1) 是否發生事件或有任何跡象而可能影響資產價值；(2) 資產賬面值是否能夠以可收回金額支持，如為使用價值作支持，即未來現金流量之現值淨額，基於資產之持續使用而估計；及(3) 於估計可收回金額(包括現金流量預測)及適當的貼現率時應用之適當主要假設。當無法估計單項資產(包括使用權資產)的可收回金額時，本集團估計資產所屬之現金產生單元的可收回金額。改變假設及估計(包括現金流量預測中之貼現率或增長率)可能對減值測試中使用之現值淨額產生重大影響。

本集團基於公允值減出售成本與使用價值(「使用價值」)兩者之較高者估計物業、廠房及設備以及使用權資產的可收回金額。相關資產的賬面值不會超過可收回金額且概無確認減值(二零二零年：減值撥備1,465,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(f) Fair value measurement of biological assets

The Group's biological assets are valued at fair value less costs to sell. The fair value of biological assets is determined based on either (i) the market-determined prices as at the end of the reporting period adjusted with reference to the species, age, growing condition, costs incurred and expected yield to reflect differences in characteristics and/or stages of growth of the horse; or (ii) present value of expected net cash flows discounted at a current market-determined rate, when market-determined prices are unavailable; or (iii) the cost when appropriate. Whilst the Group considers these valuations are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility and may cause further disruptions to the Group, which have led to higher degree of uncertainties in respect of the valuations in the current year. Any change in the estimates may affect the fair value of the biological assets significantly. Independent professional valuers and the management review assumptions and estimates periodically to identify any significant change in the fair value of the biological assets. Details of assumptions used are disclosed in Note 20.

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(f) 生物資產之公允值計量

本集團的生物資產按公允值減去出售成本進行估值。生物資產的公允值是根據(i)報告期末的市場確定價格確定的，該價格參考品種、年齡、生長狀況、發生的成本和預期收益進行調整，以反映馬的特徵和／或生長階段的差異；或(ii)以現時市場確定費率貼現的預期現金流量淨額的現值確定；或(iii)適當時的成本。儘管本集團認為該等估值為最佳估計，持續的2019冠狀病毒病疫情帶來了更大的市場波動，可能導致本集團業務進一步中斷，從而導致本年度的估值具有更高程度的不確定性。估計的任何變化都可能對生物資產的公允值產生重大影響。獨立專業估值師和管理層定期審核假設和估計，以識別生物資產公允值的任何重大變化。所使用的假設詳情在附註20中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(g) Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Furthermore, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties in the current year due to uncertainty on how the COVID-19 pandemic may progress and evolve and volatility in financial markets, including potential disruptions of the Group's interior design and decoration operation.

As at 31 December 2021, the carrying amount of goodwill is HK\$6,683,000 (2020: Nil) (net of accumulated impairment of HK12,103,000 (2020: Nil)). Details of the recoverable amount calculation are disclosed in Note 19.

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(g) 估計的商譽減值

確定商譽是否發生減值，需要估計商譽已分配的現金產生單位(或一組現金產生單位)的可收回金額，即使用價值或公允價值減去處置成本後的較高者。使用價值計算要求本集團估計預期從現金產生單位(或一組現金產生單位)產生的未來現金流量和適當的折現率，以計算現值。如果實際未來現金流量少於預期，或者事實和情況發生變化，導致未來現金流量向下修正或折現率向上修正，則可能產生重大減值虧損或進一步減值虧損。此外，由於2019冠狀病毒病疫情的發展和演變以及金融市場的動盪(包括本集團室內設計和裝飾業務的潛在中斷)的不確定性，估計的現金流量和折現率在本年度受到較高程度的估計不確定性。

截至二零二一年十二月三十一日，商譽的賬面值為6,683,000港元(二零二零年：無)(扣除累計減損12,103,000港元(二零二零年：無))。可收回金額計算的詳情在附註19中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

(h) Estimation of fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in Note 17.

In relying on the valuation report, the Directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Whilst the Group considers valuation of the Group's investment properties are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility depending on how the COVID-19 pandemic may progress and evolve, which have led to higher degree of uncertainties in respect of the valuations in the current year. Changes to these assumptions, including the potential risk of any market violation, policy, geopolitical and social changes or other unexpected incidents as a result of change in macroeconomic environment, travel restrictions implemented by many countries, increased complexity in international trade tensions geopolitics, changes in policy direction and/or mortgage requirements, or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

The Directors have performed internal assessment on the risks of change in macroeconomic environment through performing sensitivity analysis in relating to the Group's investment properties.

As at 31 December 2021, the carrying amount of the Group's investment properties is HK\$4,361,000 (2020: Nil).

4. 重要會計判斷及估計不確定性的主要來源(續)

估計不確定性的主要來源(續)

(h) 投資物業公允值的估計

投資物業乃根據獨立專業估值師進行的估值按公允值列賬。釐定公允值涉及附註17所載的市場條件的某些假設。

在參照估值報告時，本公司董事已作出判斷，並信納估值方法已反映當前市況。儘管本集團認為該等估值為最佳估計，持續的2019冠狀病毒病疫情帶來了更大的市場波動，可能導致本集團業務進一步中斷，從而導致本年度的估值具有更高程度的不確定性。該等假設的變化，包括宏觀經濟環境變化、許多國家實施的旅行限制、國際貿易緊張局勢及地緣政治的複雜性增加、政策方向及／或抵押要求的變化導致的任何市場波動、政策、地緣政治和社會變化或其他意外事件的潛在風險，將導致本集團投資物業的公允值發生變化，並對綜合損益表和其他全面收益表中報告的損益金額進行相應調整。

董事已通過對本集團投資物業進行敏感性分析，對宏觀經濟環境變化的風險進行內部評估。

截至二零二一年十二月三十一日，本集團投資物業的賬面值為4,361,000港元(二零二零年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5. REVENUE

5. 收益

(i) Disaggregation of revenue from contracts with customers

(i) 來自客戶合約的收益分類

Segments 分部		2021 二零二一年	2020 二零二零年
Types of goods or services 貨品或服務類型		HK\$'000 千港元	HK\$'000 千港元
Manufacture and selling of sewing threads	縫紉線生產	54,517	44,984
Interior decorating and furnishing services	室內裝飾及室內陳設服務	14,824	—
Interior design services	室內設計服務	1,430	—
Sales of furnishings	傢俱銷售	1,803	—
Equine service	馬匹服務	791	—
Total	總計	73,365	44,984
Geographical market – location of customers 地理市場 – 客戶位置			
PRC (excluding Hong Kong)	中國(不包括香港)	30,938	26,081
Hong Kong	香港	22,175	3,822
Middle East	中東	15,401	12,582
Mauritius	毛里求斯	4,718	2,345
Others	其他	133	154
Total	總計	73,365	44,984
Timing of revenue recognition 確認收益時間			
Overtime	一段時間	16,254	—
At a point in time	於某一時間點	57,111	44,984
Total	總計	73,365	44,984
Sales Channel 銷售渠道			
Wholesale	批發	54,517	44,984
Retail	零售	791	—
Corporate	公司	18,057	—
Total	總計	73,365	44,984

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers

Sale of industrial products

The performance obligation is satisfied upon delivery of the industrial products and payment is generally due within 30–90 days from delivery.

Combined services of interior designs, interior decorating and furnishing services

Interior design services, interior decorating and furnishing services are recognised as a performance obligation satisfied over time as the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation using input method.

The Group's service contracts include payment schedules which require stage payments over the design period once certain specified milestones are reached. The Group requires certain customers to provide upfront deposits range from 10% to 30% of total contract sum, when the Group receives a deposit before design service commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the design services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional upon meeting the billing milestones.

5. 收益(續)

(ii) 客戶合約之履約責任

銷售工業產品

履約義務於交付工業產品後達成，而付款通常自交付起計30至90日內到期。

室內設計、裝修及裝飾服務的組合服務

室內設計服務、室內裝飾及裝飾服務確認為隨時間達成的履約責任，原因為本集團的履約並無產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。收益乃使用投入法並參考已完成之相關履約責任的進度隨時間確認。

本集團的服務合約包括付款時間表，規定一旦達到若干指定里程碑，則於設計期間作出階段付款。本集團要求若干客戶提供介乎總合約金額10%至30%的前期按金，當本集團於設計服務開始前收取按金，此將於合約開始時產生合約負債，直至就特定合約確認的收益超過按金金額為止。

合約資產(扣除與同一合約有關的合約負債)於履行設計服務期間確認，代表本集團就所履行服務收取代價的權利，原因為有關權利取決於本集團達成指定里程碑的未來表現。於達成收費里程碑後有關權利成為無條件時，合約資產轉撥至應收交易款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

5. REVENUE (Continued)

(ii) Performance obligations for contracts with customers (Continued)

Sales of furnishings

For trading of furnishings, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the specific location and confirmed by the customers. There is no credit period given on billing for trading of furnishings.

Equine services

The performance obligation is satisfied upon completion of trading of bloodstocks and stallion services and payment is generally due within 30 days from delivery.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All revenue contracts are for period of one year or less. As permitted by HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 收益(續)

(ii) 客戶合約之履約責任(續)

傢俱銷售

對於傢俱貿易，收益於貨品控制權轉移時確認，即收益於貨品已交付指定地點並經客戶確認之時確認。傢俱貿易並無給予信貸期。

馬匹服務

履約義務於完成純種馬和種馬服務的交易後達成，而付款通常自交付起計30日內到期。

(iii) 分配至客戶合約餘下履約責任的交易價格

所有收入合約之期限為一年或以下。誠如香港財務報告準則第15號所許可，並無披露分配至該等未履約合約之交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION

Information reported to the board of directors of the Company (the “**Board**”), being the chief operating decision maker (“**CODM**”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

During the year, the Group commenced the business engaging in interior design and decoration service along with the acquisition of Diamond Motto Limited and its subsidiaries (as detailed in Note 32), together with the equine services, they are considered as the new operating and reportable segments by the CODM.

The Group now has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The Group has three reportable segments under HKFRS 8 as follows:

Manufacture and selling of sewing threads

- manufacture and selling of high performance sewing threads and broad categories of garment accessories

Interior design and decoration

- provision of interior design, interior decorating and furnishing services

Equine services

- provision of stallion service, trading and breeding of bloodstocks

6. 分部資料

作為主要營運決策者(「**CODM**」)，向本公司董事會(「**董事會**」)報告的資料，用於資源分配和部門績效評估的目的，側重於交付或提供的商品或服務類型。在達致本集團的可報告分部時，沒有匯總CODM確定的營運分部。

本年度，本集團開始從事室內設計及裝飾服務的業務，同時收購Diamond Motto Limited及其附屬公司(詳見附註32)，連同馬匹服務，它們被CODM視為新的營運及可報告的分部。

本集團現在有三個可報告的分部。由於每個業務提供不同的產品和服務，並且需要不同的業務策略，因此對分部進行單獨管理。根據香港財務報告準則第8號，本集團有三個可報告的分部，具體如下：

縫紉線的生產和銷售

- 優質縫紉線和各類服裝輔料的生產及銷售

室內設計及裝修

- 提供室內設計、室內裝飾及室內陳設服務

馬匹服務

- 提供種馬服務、純種馬買賣和育種

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

(a) Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

For the year ended 31 December 2021

		Manufacture and selling of sewing threads 縫紉線的製造和銷售 HK\$'000 千港元	Interior design and decoration 室內設計及裝修 HK\$'000 千港元	Equine services 馬匹服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue from external customers	來自外部客戶的可報告分部收入	54,517	18,057	791	73,365
Reportable segment profit (loss)	可報告分部利潤(虧損)	(6,979)	1,999	(380)	(5,360)
Corporated and unallocated expense	企業及未分配開支				(21,881)
Group's loss before tax	本集團除稅前虧損				(27,241)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Manufacture and selling of sewing threads 縫紉線的製造和銷售 HK\$'000 千港元	Interior design and decoration 室內設計及裝修 HK\$'000 千港元	Equine services 馬匹服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue from external customers	來自外部客戶的可報告分部收入	44,984	—	—	44,984
Reportable segment loss	可報告分部虧損	(3,704)	—	—	(3,704)
Corporated and unallocated expense	企業及未分配開支				(11,891)
Group's loss before tax	本集團除稅前虧損				(15,595)

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit (loss) represents the profit earned by/loss from each segment without allocation of central administration costs, directors' emoluments and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

各營運分部的會計政策與附註3所述本集團的會計政策相同。分部收益(虧損)是指在不分配中央管理成本、董事薪酬和財務成本的情況下，從每個分部賺取的收益/每個分部產生的虧損。這是為資源分配和績效評估而向CODM報告的措施。

6. 分部資料

(a) 分部收益和業績

以下是按可報告和營運分部對本集團收入和業績的分析：

截至二零二一年十二月三十一日止年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

Inter-segment sales are charged at prevailing market rates.

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

For the year ended 31 December 2021

		Manufacture and selling of sewing threads 縫紉服務的製造和銷售 HK\$'000 千港元	Interior design and decoration 室內設計及裝修 HK\$'000 千港元	Equine services 馬匹服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment assets	可報告分部資產	42,482	26,709	21,457	90,648
Corporate and unallocated assets	企業及未分配資產				30,338
					120,986
Reportable segment liabilities	可報告分部負債	(13,949)	(11,487)	(3,038)	(28,474)
Corporate and unallocated liabilities	企業及未分配負債				(747)
					(29,221)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

		Manufacture and selling of sewing threads 縫紉線生產及貿易 HK\$'000 千港元	Interior design and decoration 室內設計及裝修 HK\$'000 千港元	Equine services 馬匹服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment assets	可報告分部資產	49,730	—	—	49,730
Corporate and unallocated assets	可報告分部負債				11,140
					61,140
Reportable segment liabilities	可報告分部負債	(13,833)	—	—	(13,833)
Corporate and unallocated liabilities	企業及未分配負債				(1,699)
					(15,532)

6. 分部資料(續)

分部間銷售按現行市場價格收取。

(b) 分部資產及負債

以下是按可報告分部對本集團資產和負債的分析：

截至二零二一年十二月三十一日止年度

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets other than certain of the Group's property, plant and equipment, right-of-use assets, other receivables, financial assets at FVTPL and cash and cash equivalents are allocated to operating segments; and
- all liabilities other than certain of the Group's other payables and lease liabilities are allocated to operating segments

(c) Other segment information

For the year ended 31 December 2021

6. 分部資料(續)

(b) 分部資產及負債(續)

為了監控分部業績和在分部之間分配資源：

- 所有資產(不包括若干本集團物業、廠房及設備、使用權資產、其他應收款項、按公允值計入損益的金融資產及現金及現金等價物)都分配給營運分部；及
- 所有負債(不包括本集團若干其他應付款項及租賃負債)都分配給營運分部

(c) 其他分部資料

截至二零二一年十二月三十一日止年度

		Manufacture and selling of sewing threads 縫紉線生產及貿易 HK'000 千港元	Interior design and decoration 室內設計及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Amounts included in the measure of segment profits or loss or segment assets:	分部計量中包括的金額收益或虧損或分部資產：					
Addition to property, plant and equipment	納入物業、廠房及設備	1,596	543	—	516	2,655
Addition to right-of-use assets	納入使用權資產	—	252	—	765	1,017
Addition to biological assets	納入生物資產	—	—	15,230	—	15,230
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,139	667	—	140	1,946
Depreciation of right-of-use assets	使用權資產折舊	1,584	123	—	254	1,961
Fair value gains (losses) on financial assets at FVTPL, net	按公允值計入損益的金融資產的公允值收益淨額	136	—	—	(90)	46
Impairment loss recognised on trade and other receivables, net of reversal	就應收交易款項及其他應收款項確認之減值虧損，扣除撥回	1,453	52	—	15	1,520
Loss on disposals of property, plant and equipment	出售物業、廠房及設備項目之虧損	1,599	—	—	—	1,599

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

(c) Other segment information (Continued)

For the year ended 31 December 2021 (Continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

	Manufacture and selling of sewing threads 縫紉線生產及貿易 HK'000 千港元	Interior design and decoration 室內設計及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Addition to non-current assets — goodwill	—	18,786	—	—	18,786
Impairment on goodwill	—	12,103	—	—	12,103
Government grant	47	—	—	—	47
Interest income	158	—	—	—	158
Finance costs	255	381	—	30	666
Other gains (losses)	3,312	71	1,250	(364)	4,269

For the year ended 31 December 2020

	Manufacture and selling of sewing threads 縫紉線生產及貿易 HK'000 千港元	Interior design and decoration 室內設計及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Amounts included in the measure of segment profits or loss or segment assets:					
Addition to non-current assets	243	—	—	1,115	1,358
Depreciation of property, plant and equipment	1,059	—	—	13	1,072
Depreciation of right-of-use assets	1,674	—	—	—	1,674
Fair value gains (losses) on financial assets at FVTPL, net	73	—	—	(502)	(429)
Impairment loss recognised on trade and other receivables, net of reversal	146	—	—	—	146
Loss on disposals of property, plant and equipment	1,049	—	—	—	1,049

6. 分部資料(續)

(c) 其他分部資料(續)

截至二零二一年十二月三十一日止年度(續)

定期提供給主要營運決策者但不包括在分部收益或虧損或分部資產的計量中的金額：

	Manufacture and selling of sewing threads 縫紉線生產及貿易 HK'000 千港元	Interior design and decoration 室內設計及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Addition to non-current assets — goodwill	—	18,786	—	—	18,786
Impairment on goodwill	—	12,103	—	—	12,103
Government grant	47	—	—	—	47
Interest income	158	—	—	—	158
Finance costs	255	381	—	30	666
Other gains (losses)	3,312	71	1,250	(364)	4,269

截至二零二零年十二月三十一日止年度

	Manufacture and selling of sewing threads 縫紉線生產及貿易 HK'000 千港元	Interior design and decoration 室內設計及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Amounts included in the measure of segment profits or loss or segment assets:					
Addition to non-current assets	243	—	—	1,115	1,358
Depreciation of property, plant and equipment	1,059	—	—	13	1,072
Depreciation of right-of-use assets	1,674	—	—	—	1,674
Fair value gains (losses) on financial assets at FVTPL, net	73	—	—	(502)	(429)
Impairment loss recognised on trade and other receivables, net of reversal	146	—	—	—	146
Loss on disposals of property, plant and equipment	1,049	—	—	—	1,049

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

(c) Other segment information (Continued)

For the year ended 31 December 2020 (Continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

		Manufacture and selling of sewing services 縫紉線生產 及貿易 HK'000 千港元	Interior design and decoration 室內設計 及裝修 HK'000 千港元	Equine services 馬匹服務 HK'000 千港元	Unallocated 未分配的 HK'000 千港元	Total 總計 HK'000 千港元
Government grants	政府補貼	324	—	—	135	459
Interest income	利息收益	592	—	—	—	592
Finance costs	融資成本	360	—	—	5	365
Other gains (losses)	其他收益(虧損)	847	—	—	(2,383)	(1,536)

(d) Geographical information

The Group's operations are located in the PRC, Australia and Hong Kong. Information about the Group's revenue from continuing operations from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

6. 分部資料(續)

(c) 其他分部資料(續)

截至二零二零年十二月三十一日 止年度(續)

定期提供給主要營運決策者但不包括在分部收益或虧損或分部資產的計量中的金額：

(d) 地區資料

本集團的業務位於中國、澳大利亞和香港。本集團來自外部客戶的持續經營收入的資料是根據經營地點列示的。本集團非流動資產的資料是根據資產的地理位置列示的。

		Revenue from external customers 收益來自外部客戶		Non-current assets* 非流動資產*	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
PRC	中國	30,938	26,081	4,974	6,693
Hong Kong	香港	42,427	18,903	10,584	1,160
Australia	澳洲	—	—	7,059	—
		73,365	44,984	22,617	7,853

* Non-current assets excludes financial instruments and goodwill.

* 非流動資產不包括金融工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. SEGMENT INFORMATION (Continued)

(e) Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A	客戶A	15,401	12,663

6. 分部資料(續)

(e) 有關主要客戶的資料

為本集團總收益貢獻10%以上的客戶的收益如下：

7. OTHER GAINS (LOSSES), NET

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Rental income	租金收入	1,169	916
Fair value gains (losses) on financial assets at FVTPL, net	按公允值計入損益的金融資產的公允值收益(虧損)淨額	46	(429)
Fair value gains on investment properties	投資物業的公允值收益	61	—
Exchange gain (losses), net	外匯收益(虧損)·淨額	1,292	(3,082)
Fair value gains on biological assets	生物資產的公允值收益	969	—
Interest income	利息收入	158	592
Government grants (Note)	政府補貼(附註)	47	459
Gain on early termination of right-of-use assets	提前終止使用權資產收益	—	64
Others	其他	527	403
		4,269	(1,077)

Note:

The amount represented the subsidy received from the Hong Kong government. There was no unfulfilled condition and other contingency attached to the receipt of subsidy.

附註：

該金額指收取來自香港政府的補貼。概無就收取該補貼而附有尚未達成的條件及其他或然事項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8. FINANCE COSTS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest expense on bank borrowings and overdrafts	銀行借款利息開支及透支	366	104
Interest expense on lease liabilities	租賃負債利息開支	300	261
Total finance costs	融資成本總額	666	365

8. 財務成本

9. INCOME TAX EXPENSES

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current income tax	即期所得稅	—	—

9. 所得稅開支

The Group is subjected to income tax on an entity basis on profits arising in or derived from the jurisdictions in which subsidiaries of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for certain subsidiaries of the Group which is qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2020/2021. The first HK\$2,000,000 (2020: HK\$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

No provision for corporate tax has been made for the Group's operation in Australia as such operation incurred loss for taxation purpose for the year of assessment 2021 (2020: nil).

本集團須按實體基準就產生或源於本集團附屬公司註冊及經營所在司法管轄區的溢利繳納所得稅。根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。

香港利得稅乃就年內於香港產生的估計應課稅溢利按稅率16.5% (二零二零年：16.5%) 作出撥備，惟本集團的若干附屬公司為自二零二零年／二零二一年課稅年度起生效的利得稅兩級制項下的合資格實體除外。該附屬公司首2,000,000港元(二零二零年：2,000,000港元)的應課稅溢利按8.25%繳稅，而餘下應課稅溢利則按16.5%繳稅。

由於本集團澳洲的業務於二零二一年評估年度就納稅而言產生虧損，概無就相關業務計提企業稅撥備(二零二零年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

9. INCOME TAX EXPENSES (Continued)

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in the PRC are subject to corporate income tax at a rate of 25% on the taxable income.

The income tax for the year can be reconciled from the loss before tax from continuing operations per the consolidated statement of profit or loss and other comprehensive income as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before tax	除稅前虧損	(27,241)	(15,595)
Tax calculated at the statutory tax rate	按法定稅率計算的稅額	(4,775)	(2,511)
Expenses not deductible for tax	不可扣稅的開支	2,019	1,549
Income not subject to tax	毋須課稅收入	(168)	(183)
Utilisation of tax losses	稅項虧損的利用	(323)	—
Tax losses not recognised	未確認稅項虧損	3,247	1,145
Income tax charge for the year	年內所得稅支出	—	—

The Group has tax losses arising in Hong Kong of HK\$9,478,000 (2020: HK\$3,925,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group has tax losses arising in the PRC of HK\$22,323,000 (2020: HK\$21,017,000) that will expire in one to five years for offsetting against future taxable profits.

No deferred tax assets has been recognised in respect of these tax losses due to the unpredictability of future profit streams.

9. 所得稅開支(續)

根據中國所得稅法及相關規定，於中國內地經營之附屬公司須按應課稅收入的25%繳納企業所得稅。

本年度所得稅與綜合損益表及其他全面收益之來自持續經營業務除稅前虧損對賬如下：

本集團於香港產生的稅項虧損9,478,000港元(二零二零年：3,925,000港元)可無限期用於抵銷產生虧損的公司的未來應課稅溢利。

本集團在中國產生的稅項虧損為22,323,000港元(二零二零：21,017,000港元)，將在一至五年內到期，以抵銷未來的應納稅收益。

由於未來溢利來源的不可預測性，並無就稅項虧損確認遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10. LOSS FOR THE YEAR

Loss for the year is arrived at after charging:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Auditor's remuneration	核數師薪酬	1,111	1,774
Cost of inventories sold	已售存貨成本		
— Manufacture and sewing of threads	— 縫紉線生產	44,723	34,537
— Interior decorating and furnishing services	— 室內裝飾及室內陳設服務	2,519	—
— Sales of furnishings	— 傢俱銷售	1,092	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,946	1,092
Depreciation of right-of-use assets	使用權資產折舊	1,961	1,674
Lease payments not included in the measurement of lease liabilities	不計入租賃負債計量之租賃款項	349	127
Loss on disposal of property, plant and equipment	出售物業、廠房及設備項目之虧損	1,599	1,049
Employee benefit	僱員福利	19,263	14,475
Impairment loss recognised in respect of trade and other receivables	就貿易應收款項及其他應收款項確認之減值虧損	1,520	146
Impairment loss recognised in respect of goodwill	就商譽確認之減值虧損	12,103	—
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損	—	563
Impairment loss recognised in respect of right-of-use assets	就使用權資產確認之減值虧損	—	902

10. 年內虧損

年內虧損已扣除下列各項：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Auditor's remuneration	1,111	1,774
Cost of inventories sold		
— Manufacture and sewing of threads	44,723	34,537
— Interior decorating and furnishing services	2,519	—
— Sales of furnishings	1,092	—
Depreciation of property, plant and equipment	1,946	1,092
Depreciation of right-of-use assets	1,961	1,674
Lease payments not included in the measurement of lease liabilities	349	127
Loss on disposal of property, plant and equipment	1,599	1,049
Employee benefit	19,263	14,475
Impairment loss recognised in respect of trade and other receivables	1,520	146
Impairment loss recognised in respect of goodwill	12,103	—
Impairment loss recognised in respect of property, plant and equipment	—	563
Impairment loss recognised in respect of right-of-use assets	—	902

11. STAFF COSTS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Employee costs (excluding Directors and chief executive's remuneration)	僱員成本(不包括董事及行政總裁薪酬)		
Wages and salaries	工資及薪金	15,824	12,406
Pension scheme contributions	退休金計劃供款	3,287	1,847
Severance payments	遣散費	152	222
		19,263	14,475

11. 員工成本

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Employee costs (excluding Directors and chief executive's remuneration)		
Wages and salaries	15,824	12,406
Pension scheme contributions	3,287	1,847
Severance payments	152	222
	19,263	14,475

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

12. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS

Directors' and supervisors' remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

For the year ended 31 December 2021

12. 董事、行政總裁及監事薪酬

根據適用上市規則及公司條例所披露的年內董事及監事薪酬如下：

截至二零二一年十二月三十一日止年度

Name	Director fees	Basic salaries and allowances	Equity settled share-based payments	Retirement scheme contributions	Total
姓名	董事袍金	基本薪金和津貼	以權益結算的股份支付	退休方案繳款	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Chief Executive and Executive director:					
Mr. Wong Kwok Wai, Albert	—	1,823	—	18	1,841
Executive directors:					
Mr. Chan Yiu Tung, Enoch (note (a))	—	480	—	18	498
Mr. Leung King Yue, Alex (note (b))	—	480	—	18	498
Mr. Ma Pok Man, Josiah (note (g))	—	533	1,155	12	1,700
	—	3,316	1,155	66	4,537
Independent non-executive directors:					
Mr. Sung Alfred Lee Ming	180	—	—	—	180
Mr. Chan Tsun Choi, Arnold (note (f))	180	—	—	—	180
Mr. Chow Chin Hang, Joel (note (f))	180	—	—	—	180
	540	—	—	—	540
Total:	540	3,316	1,155	66	5,077

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

12. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS (Continued)

12. 董事、行政總裁及監事薪酬(續)

For the year ended 31 December 2020

截至二零二零年十二月三十一日止年度

Name 姓名	Director fees 董事袍金 HK\$'000 千港元	Basic salaries and allowances 基本薪金和津貼 HK\$'000 千港元	Retirement scheme contributions 退休方案繳款 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Chief Executive and Executive director:	首席執行官兼執行董事：				
Mr. Wong Kwok Wai, Albert	黃國偉先生	—	2,081	18	2,099
Executive directors:	執行董事：				
Mr. Chan Yiu Tung, Enoch (note (a))	陳耀東先生(附註(a))	—	415	16	431
Mr. Leung King Yue, Alex (note (b))	梁景裕先生(附註(b))	—	280	11	291
		—	2,776	45	2,821
Non-executive directors:	非執行董事：				
Mr. Gao Biao (note (c))	高彪先生(附註(c))	—	120	—	120
		—	2,896	45	2,941
Independent non-executive directors:	獨立非執行董事：				
Mr. Zhang Guofu (note (d))	章國富先生(附註(d))	90	—	—	90
Dr. Yeung Ngai Man, John (note (e))	楊毅敏醫生(附註(e))	165	—	—	165
Mr. Sung Alfred Lee Ming	宋理明先生	180	—	—	180
Mr. Chan Tsun Choi, Arnold (note (f))	陳進財先生(附註(f))	105	—	—	105
Mr. Chow Chin Hang, Joel (note (f))	周展恒先生(附註(f))	105	—	—	105
		645	—	—	645
Total:	總計：	645	2,896	45	3,586

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

12. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS (Continued)

Notes:

- (a) Mr. Chan Yiu Tung, Enoch was appointed as an executive director of the Company on 19 February 2020.
- (b) Mr. Leung King Yue, Alex was appointed as an executive director of the Company on 4 June 2020.
- (c) Mr. Gao Biao retired as a non-executive director of the Company on 26 June 2020.
- (d) Mr. Zhang Guofu retired as an independent non-executive director of the Company on 26 June 2020.
- (e) Dr. Yeung Ngai Man, John resigned as an independent non-executive director of the Company on 1 December 2020.
- (f) Mr. Chan Tsun Choi, Arnold and Mr. Chow Chin Hang, Joel were appointed as independent non-executive directors of the Company on 4 June 2020.
- (g) Mr. Ma Pok Man, Josiah ("Mr. Ma") was appointed as an executive director of the Company on 13 May 2021.

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and subsidiary.

The independent non-executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company, if any.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

During the year ended 31 December 2021, Mr. Ma, an executive director, was granted share options, as incentive to Mr. Ma to join the Group under the share option scheme of the Company. Since 2009, Mr. Ma has involved in the horse breeding industry and is a shareholder of various stallions in Australia and manages various syndicates which own broodmares, yearlings and racehorses in Australia. Mr. Ma is also the Hon Secretary (Racing) of the Hong Kong Racehorse Owners Association. Details of the share option scheme are set out in Note 30 to the consolidated financial statements. The Board foresee with Mr. Ma's experience in the horse breeding industry, the Group can the equine services business in a more efficient and smoothly.

12. 董事、行政總裁及監事薪酬(續)

附註:

- (a) 陳耀東先生於二零二零年二月十九日獲委任為本公司執行董事。
- (b) 梁景裕先生於二零二零年六月四日獲委任為本公司執行董事。
- (c) 高彪先生於二零二零年六月二十六日退任本公司非執行董事職務。
- (d) 章國富先生於二零二零年六月二十六日退任本公司獨立非執行董事職務。
- (e) 楊毅敏醫生於二零二零年十二月一日辭任本公司獨立非執行董事職務。
- (f) 陳進財先生及周展恒先生於二零二零年六月四日獲委任為本公司獨立非執行董事。
- (g) 馬博文先生(「馬先生」)於二零二一年五月十三日獲委任為執行董事。

上述執行董事之酬金乃就彼等與管理本公司及本集團事務有關的服務而支付。

上述非執行董事之酬金乃就彼等與管理本公司及其附屬公司事務有關的服務而支付。

上述獨立非執行董事之酬金為彼等就管理本公司事務有關的服務(如有)而支付。

年內概無董事或行政總裁放棄或同意放棄任何薪酬的安排。

截至二零二一年十二月三十一日止年度，馬先生就其根據本公司購股權計劃向本集團提供的服務獲授予購股權。自二零零九年以來，馬先生亦涉足馬匹育種行業，乃澳洲各種種馬企業的股東，並於澳洲管理擁有繁殖母馬、一歲馬及賽馬的各種組織。馬先生亦為香港馬主協會的義務秘書(賽馬事務)，有關購股權計劃的詳情載於綜合財務報表附註30。董事會預見，憑藉馬先生在馬匹育種行業的經驗，本集團可以更高效、更順暢地開展馬匹服務業務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included two (2020: two) Directors, details of whose emoluments are set out in Note 12 above. Details of the remuneration for the year of the remaining three (2020: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	2,475	1,237
Pension scheme contributions 退休金計劃供款	54	36
	2,529	1,273

The number of the highest paid employees who are not the Directors whose remuneration fell within the following bands is as follows:

	2021 Number of individuals 二零二一年 個人數量	2020 Number of individuals 二零二零年 個人數量
Nil to HK\$1,000,000 零至1,000,000港元	3	3

During the years ended 31 December 2021 and 2020, except as described in note 12 and above, no emoluments were paid by the Group to any of the Directors, chief executive and supervisors or any of the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office.

13. 五名最高薪酬人士

年內本集團五名最高薪酬人士包括兩名(二零二零年:兩名)董事,其薪酬詳情載於上文附註12。年內餘下三名(二零二零年:三名)最高薪酬僱員(並非本公司董事或行政總裁)的薪酬詳情如下:

薪酬屬於以下組別的最高薪酬僱員(其並非董事)人數如下:

於截至二零二一年及二零二零年十二月三十一日止年度,本集團概無支付任何酬金(除附註12及上述者外)予任何董事、行政總裁及監事或任何五名最高薪人士以作為加盟或吸引彼等加盟本集團之獎勵或離職補償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2021, nor has any dividend been proposed since the end of the reporting period (2020: Nil).

15. LOSS PER SHARE

Basic losses per share

		2021 二零二一年 HK'000 千港元	2020 二零二零年 HK'000 千港元
Losses	虧損		
Total loss attributable to owners of the parent	母公司擁有人應佔虧損總額	(27,241)	(15,595)
Shares	股份		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損的普通股加權平均數	366,825,000	250,858,000
Basic and diluted loss per share (HK cents) (note)	每股基本及攤薄虧損(港仙)(附註)	(7.43)	(6.22)

Note:

For the year ended 31 December 2020, the weighted average number of ordinary shares for the purpose of basic and diluted loss per share has been adjusted for the effect of rights issue on 12 June 2020 and the share consolidation on 25 August 2020. Details of the share consolidation and rights issue are set out in Note 29.

The diluted loss per share for the years ended 31 December 2021 and 2020 was the same as the basic loss per share as all the potential ordinary shares were anti-dilutive.

14. 股息

於截至二零二一年十二月三十一日止年度，並無向本公司普通股股東派付或擬派股息，亦無於報告期末起擬派任何股息(二零二零年：無)。

15. 每股虧損

每股基本虧損

附註：

截至二零二零年十二月三十一日止年度，用於計算每股基本及攤薄虧損之普通股加權平均數已予以調整，以反映二零二零年六月十二日的供股及二零二零年八月二十五日股份合併之影響。有關股份合併及供股之詳情載於附註29。

截至二零二一年及二零二零年十二月三十一日止年度的每股攤薄虧損與每股基本虧損相同，此乃由於所有潛在普通股具反攤薄影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Production machinery 生產機械 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Leasehold improvement 租賃改進 HK\$'000 千港元	Vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2021	二零二一年十二月三十一日						
At 31 December 2020 and at 1 January 2021:	於二零二零年十二月三十一日及二零二一年一月一日						
Cost	成本	—	31,415	2,122	69	1,980	35,586
Accumulated depreciation and impairment	累計折舊及減值	—	(27,872)	(1,987)	(33)	(1,604)	(31,496)
Net carrying amount	賬面淨值	—	3,543	135	36	376	4,090
At 1 January 2021, net of accumulated	於二零二一年一月一日， 累計淨值	—	3,543	135	36	376	4,090
Additions	添置	—	1,413	407	777	58	2,655
Acquired on acquisition of subsidiary	收購附屬公司所得	3,819	—	86	820	—	4,725
Disposals	出售	—	(1,366)	(23)	(434)	(13)	(1,836)
Depreciation provided during the year	於年內計提折舊	(145)	(760)	(249)	(598)	(194)	(1,946)
Exchange realignment	匯兌調整	—	111	5	—	10	126
At 31 December 2021, net of accumulated depreciation and impairment	於二零二一年十二月三十一日，扣除累計折舊和減值後的淨額	3,674	2,941	361	601	237	7,814
At 31 December 2021:	於二零二一年十二月三十一日						
Cost	成本	4,193	31,568	2,523	924	1,973	41,181
Accumulated depreciation and impairment	累計折舊及減值	(519)	(28,627)	(2,162)	(323)	(1,736)	(33,367)
Net carrying amount	賬面淨值	3,674	2,941	361	601	237	7,814

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

16. 物業、廠房及設備(續)

		Production machinery 生產機械 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Leasehold improvement 租賃改進 HK\$'000 千港元	Vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2020	二零二零年十二月三十一日					
At 31 December 2019 and at 1 January 2020:	於二零一九年十二月三十一日及二零二零年一月一日					
Cost	成本	38,792	2,161	57	2,086	43,096
Accumulated depreciation and impairment	累計折舊及減值	(33,548)	(1,876)	(12)	(1,485)	(36,921)
Net carrying amount	賬面淨值	5,244	285	45	601	6,175
At 1 January 2020, net of accumulated depreciation	於二零二零年一月一日， 累計折舊淨值	5,244	285	45	601	6,175
Additions	添置	137	4	40	62	243
Disposals	出售	(967)	(20)	(44)	(41)	(1,072)
Depreciation provided during the year	於年內計提折舊	(730)	(135)	—	(227)	(1,092)
Impairment	減值	(487)	(19)	(5)	(52)	(563)
Exchange realignment	匯兌調整	346	20	—	33	399
At 31 December 2020, net of accumulated depreciation and impairment	於二零二零年十二月三十一日，扣除 累計折舊和減值 後的淨額	3,543	135	36	376	4,090
At 31 December 2020:	於二零二零年十二月三十一日					
Cost	成本	31,415	2,122	69	1,980	35,586
Accumulated depreciation and impairment	累計折舊及減值	(27,872)	(1,987)	(33)	(1,604)	(31,496)
Net carrying amount	賬面淨值	3,543	135	36	376	4,090

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	Over term of lease
Production machinery	10% to 20%
Office equipment	20% to 30%
Leasehold improvement	Over the shorter of the lease terms and 20%
Vehicles	20% to 30%

During the year ended 31 December 2020, the carrying amounts of certain property, plant and equipment have been written down by \$HK\$563,000 to their recoverable amounts.

The Company's buildings with carrying amount of HK\$3,674,000 (year ended 31 December 2020: Nil) has been pledged to secure the Group's bank overdraft and borrowings (Note 27).

16. 物業、廠房及設備(續)

折舊是按直線法計算的，以在估計的使用壽命內將每項物業、廠房及設備的成本沖銷至其殘值。用於此目的的主要年利率如下：

樓宇	於租期內
生產機器	10%至20%
辦公室設備	20%至30%
租賃物業裝修	按租賃年期及20%的兩者中較短者
汽車	20%至30%

截至二零二零年十二月三十一日，若干物業、廠房及設備的賬面值已撇減563,000港元至其可收回金額。

本公司賬面值為3,674,000港元的建築物(截至二零二零年十二月三十一日年度：無)已被質押以擔保本集團的銀行透支和借款(附註27)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment assessment

Following a review of the business, which takes into account the deteriorating outlook for the textile industry business, and the Group's future business plan, management has reassessed the carrying values for all the property, plant and equipment and ROU assets (Note 18) as at 31 December 2021. During the year, the carrying amount of the relevant assets do not exceed the recoverable amount and no impairment has been recognised (2020: impairment provision of HK\$1,465,000).

16. 物業、廠房及設備(續)

減值評估

業務回顧之後，考慮到紡織業和室內設計及裝修業務的前景惡化和本集團的未來業務計劃，管理層重新評估了於二零二一年十二月三十一日的所有物業、廠房及設備以及使用權資產的賬面值(附註18)。年內，相關資產賬面值並無超過可收回金額且概無確認減值(二零二零年：減值撥備1,465,000港元)。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
CGU1 (note)	CGU1 (附註)	—	938
CGU2 (note)	CGU1 (附註)	—	527
		—	1,465
Less: provision for right-of-use assets	減：使用權資產撥備	—	(902)
Provision for property, plant and equipment	物業、廠房及設備撥備	—	563

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment assessment (Continued)

CGU1 and CGU2 represent the Group's product line for polyester threads and nylon threads. The recoverable amount of CGU was determined at VIU and fair value less costs of disposal as at 31 December 2021 and 2020 respectively. VIU and fair value less costs of disposal are categorised within Level 3 of the fair value hierarchy and are measured based on the independent valuer and latest available market data sourced from an independent second-hand machinery and equipment agent as at 31 December 2021 and 2020.

The recoverable amount of polyester threads and nylon threads product line as at 31 December 2021 was determined based on value in use calculation and based on certain key assumptions. Value in use calculations use cash flow projections based on financial budgets approved by the management of the Group covering a five-year period, which is taking into account the useful lives of plant and machinery. The discount rate used for the value in use calculations is at 10.50% (2020: 11.26%). Cash flow beyond the five year period were extrapolated using a 3% (2020: 3%) steady growth rate. This growth rate was based on the relevant growth forecasts and does not exceed the average long term growth rate for the relevant industry.

The recoverable amount of CGU1 and CGU2 are HK\$4,222,000 (2020:HK\$5,024,000) and HK\$2,274,000 (2020: HK\$2,829,000) respectively as at 31 December 2021.

16. 物業、廠房及設備(續)

減值評估(續)

現金產生單位1及現金產生單位2指本集團滌綸線及尼龍線生產線。於二零二一年及二零二零年十二月三十一日，現金產生單位的可收回金額分別按使用價值及公允值減出售成本釐定。使用價值及公允值減出售成本歸類為公允值層級第三級，且該層級乃根據於二零二一年及二零二零年十二月三十一日自獨立二手機器及設備代理獲得的獨立估值師及最新可得市場數據計量。

滌綸線及尼龍線生產線於二零二一年十二月三十一日的可收回金額乃根據使用價值計算法及若干主要假設而決定。使用價值計算法採用以本集團管理層所批准涵蓋五年期間之財務預算為基礎之現金流量預測，並計及廠房及機器之使用壽命。使用價值計算法所使用的貼現率為10.50% (二零二零年：11.26%)。五年以後的現金流是使用3% (二零二零年：3%)的穩定增長率來推斷的。計算此增長率乃以有關增長預測為基礎，且並不超過有關行業之平均長期增長率。

截至二零二一年十二月三十一日，CGU1和CGU2的可收回金額分別為4,222,000港元(二零二零年：5,024,000港元)和2,274,000港元(二零二零年：2,829,000港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

17. INVESTMENT PROPERTIES

17. 投資性房地產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Acquisition of subsidiaries	收購附屬公司	4,300	—
Fair value gain	公允值收益	61	—
At 31 December	於十二月三十一日	4,361	—

The Company's investment properties are held for rental purpose and classified and accounted for as investment properties. The investment properties have not generated rental income for the year ended 31 December 2021 (2020: Nil).

The Group's investment property is situated in Hong Kong under medium-term lease.

The Group's investment property with carrying amount of HK\$4,361,000 (year ended 31 December 2020: Nil) has been pledged to secure the Group's bank overdraft and borrowings (Note 27).

The fair value of the Company's investment property at 31 December 2021 has been arrived at on the basis of a valuation carried out by the independent professional qualified valuer not connected to the Group.

本公司投資物業以出租為目的持有，並分類核算為投資物業。截至二零二一年十二月三十一日止年度，投資物業未產生租金收入(二零二零年：無)

本公司的投資物業位於香港，按中期租約持有。

本公司賬面值為4,361,000港元(截至二零二零年十二月三十一日止年度：無)的投資物業已被抵押以擔保本集團的銀行透支和借款(附註27)。

本公司投資物業於二零二一年十二月三十一日的公允值是在獨立專業合格估價師進行估值的基礎上得出的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

17. INVESTMENT PROPERTIES (Continued)

At the end of the reporting period, the management has (i) verified all major inputs to the independent valuation report; (ii) assessed property valuations movements when compared to the prior year valuation report; and (iii) held discussion with the independent qualified valuer.

The fair value of the owned properties was determined based on the market comparison approach by reference to historical sales price of comparable properties on a price per square foot basis. The valuations take into account the characteristic of the investment properties which included the location, size, shape, view, floor level, year of completion and other factors collectively. The fair value measurements are positively correlated to the discount on characteristic of the property.

The Company believes that any possible changes in input values would not cause significant changes in fair value of investment property.

17. 投資性房地產(續)

於報告期末，管理層已(i)核實了獨立估值報告的所有主要輸入數據；(ii)評估物業估值較上一年度估值報告的變動；及(iii)與獨立合資格估值師進行了討論。

參考可比物業每平方英尺的歷史銷售價格的市場比較法。估值考慮了投資物業的特徵，包括位置、大小、形狀、視野、樓層、竣工年份和其他因素。公允值計量與房產特性折扣正相關。

本公司認為，輸入值的任何可能變化不會導致投資物業的公允值發生重大變化。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18. RIGHT-OF-USE ASSETS

18. 使用權資產

		2021 二零二一年 Total 總計 HK\$'000 千港元	2020 二零二零年 Total 總計 HK\$'000 千港元
As at 1 January	於一月一日	3,763	5,530
Additions	添置	1,017	1,115
Acquisition of subsidiaries	收購附屬公司	483	
Disposals	出售	—	(388)
Depreciation charges	折舊支出	(1,961)	(1,674)
Exchange realignment	匯兌調整	81	82
Impairment loss (Note 16)	減值虧損(附註16)	—	(902)
As at 31 December	於十二月三十一日	3,383	3,763
Expense relating to short-term leases	有關短期租賃的開支	349	127
Total cash outflow for leases	租賃現金流出總額	2,984	2,062
Additions to right-of-use assets	使用權資產添置	1,500	1,115

The Group leases various buildings used in its operations. Lease contracts are entered into for fixed term of 2021 is one to two and a half years (2020: two to four and a half years), with extension and termination options. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

本集團租賃經營中使用的各種建築物。租賃合約以租期一年至兩年零六個月(二零二零年:兩年零四至六年零六個月)的固定期限訂立,但具有延期及終止選擇權。其他設備的租期一般則為十二個月或以下及/或個別為低價值。租賃條款乃在個別基礎上磋商,包括不同條款及條件。於釐定租期及評估不可撤銷之期限時,本集團應用合約的定義,並釐定可強制執行合約的期限。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19. GOODWILL

19. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2020, 31 December 2020 and 1 January 2021	於二零二零年一月一日、二零二零年十二月 三十一日和二零二一年一月一日	—
Arising on acquisition of subsidiaries	因收購附屬公司而產生	18,786
At 31 December 2021	於二零二一年十二月三十一日	18,786
Accumulated impairment losses	累計減值虧損	
At 1 January 2020, 31 December 2020 and 1 January 2021	於二零二零年一月一日、二零二零年十二月 三十一日和二零二一年一月一日	—
Impairment loss recognised	已確認減值虧損	(12,103)
At 31 December 2021	於二零二一年十二月三十一日	6,683
Carrying amounts	賬面值	
At 31 December 2021	於二零二一年十二月三十一日	6,683
At 31 December 2020	於二零二零年十二月三十一日	—

Goodwill arising on acquisition of Diamond Motto Limited (“DML”) and its subsidiary, LMP International Limited (“LMP”), collectively, the (“DML Group”).

收購Diamond Motto Limited (「DML」)及其附屬公司LMP International Limited (「LMP」)(統稱為「DML集團」)產生的商譽。

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated to the cash generating units as follows:

在企業合併中獲得的商譽在收購時分配給預期從該企業合併中受益的現金產生單位。商譽的賬面值已分配給現金產生單位，具體如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Operation of interior design and decoration business	室內設計和裝飾業務 的經營	6,683	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19. GOODWILL (Continued)

Impairment testing of goodwill

Interior design and decoration

On 9 February 2021, the Group acquired 100% of the equity interests in DML at a total consideration of approximately HK\$25,628,000. Management considered that the DML Group represents a separate CGU for the purpose of impairment testing. During the year ended 31 December 2021, the Group recognised an impairment loss of HK\$12,103,000 in relation to goodwill allocated to the DML Group for impairment testing purpose. The goodwill arising from the acquisition of the DML Group represented the excess of the cost of acquisition over the Group's interest in the provisional fair value of the identifiable assets and liabilities of the DML Group.

In connection with the acquisition of DML Group, 67,441,860 consideration shares were transferred at the issue price of HK\$0.215 each were issued and allotted to the vendors to acquire the 100% equity interest in DML Group. The difference between (i) the grant date fair value of the consideration shares for the acquisition of DML Group as determined based on the closing price of HK\$0.38 per share of the Company on the completion date and (ii) the issue price of HK\$0.215 per consideration share pursuant to the sale and purchase agreement for the acquisition of DML Group, has resulted in unexpected increase in the total consideration transferred for acquisition of DML Group from approximately HK\$14,500,000, being the consideration as stipulated in sale and purchase agreement for the acquisition of the DML Group, to approximately HK\$25,628,000, being the fair value of the consideration having been transferred.

In accordance with HKFRS 3 "Business combinations" issued by the HKICPA, the cost of this business combination was determined using the fair values at the date of the business combination of these instruments issued by the Group. The Group has performed an impairment assessment on the carrying amount of the CGU (including goodwill) based on VIU calculations.

19. 商譽(續)

商譽減值測試

室內設計及裝修

於二零二一年二月九日，本集團以總對價25,628,000港元收購DML的100%股。管理層認為，就減值測試而言，DML集團代表一個單獨的現金產生單位。於截至二零二一年十二月三十一日止年度，本集團確認就分配至DML集團用作減值測試的商譽有關的減值虧損12,103,000港元。收購DML集團產生的商譽是指收購成本超過本集團在DML集團可辨認資產和負債的臨時公允值中的權益。

就收購DML Group而言，67,441,860股代價股份已按發行價每股0.215港元轉讓，並已向賣方發行及配發，以收購DML集團的100%股權。(i) 於授出日期有關DML集團收購事項代價股份之公允值(根據於完成日期本公司每股股份收市價0.38港元而釐定)與(ii)根據DML集團收購事項項下買賣協議每股代價股份0.215港元的發行價之差額已導致根據DML集團收購事項轉讓的總代價，從14,500,000港元(即DML集團收購事項的買賣協議規定的代價)意外增加到25,628,000港元(即已轉讓的代價公允值)。

根據香港會計師公會頒佈的香港財務報告準則第3號「業務合併」，本次業務合併的成本採用本集團發行的相關工具在業務合併當日的公允值確定。本集團已根據使用價值計算對現金產生單位(包括商譽)的賬面價值進行減值評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Interior design and decoration (Continued)

Management expected the operation scale of the CGU after the acquisition would be further expanded by incorporating the resources of the Group. However, such expectations are not incorporated as assumptions in preparing the cash flow forecasts for impairment testing purpose as they are not clearly supported and therefore not included in the VIU calculations. Since the carrying amount of the CGU (including goodwill) is significantly above its recoverable amount, the Group impaired the amount of goodwill of HK\$12,103,000 on date of acquisition of the DML Group.

As at 31 December 2021, goodwill is further tested for impairment for this CGU by the management by estimating the recoverable amount of the CGU based on value in use calculations. The Group engaged an independent qualified valuer to perform the valuation.

The key assumptions for the VIU calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the relevant periods. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on the estimates made by the management on the industry. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

The Group prepared cash flows forecasts derived from the most recent financial budgets approved by management for a five-year period. The CGU's cashflows beyond the 5-year period are extrapolated using a steady 3% growth rate. The financial budgets and growth rates are estimated according to the stage of operation with reference to the development curve of the industry. The rate used to discount the forecast cash flows for the CGU is 15.4%.

19. 商譽(續)

商譽減值測試(續)

室內設計及裝修(續)

管理層預計收購後現金產出單元的經營規模將通過整合本集團資源進一步擴大。然而，這些預期沒有就減值測試目的被納入到編製現金流量預測的假設，因為相關預期並無有力事實支撐，因此不包括在使用價值計算中。由於現金產生單位(包括商譽)的賬面值遠高於其可收回金額，本集團於收購DML集團之日減值商譽金額12,103,000港元。

管理層根據使用價值計算估計現金產生單位的可收回金額，進一步測試商譽的減值。本集團聘請獨立合資格估值師進行估值。

使用價值計算的關鍵假設是有關貼現率、增長率以及相關期間銷售價格和直接成本的預期變化的假設。管理層使用反映當前市場對貨幣時間價值和現金產生單位特定風險評估的稅前利率估計貼現率。增長率是基於管理層對行業的估計。售價和直接成本的變化是基於過去的慣例和對市場未來變化的預期。

本集團根據管理層批准的最近五年期財務預算編製現金流量預測。現金產生單位超過5年期的現金流量使用3%穩定增長率推斷。財務預算和增長率是根據經營階段，參考行業發展曲線估算的。用於對現金產生單位的預測現金流量貼現的利率為15.4%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

19. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Interior design and decoration (Continued)

As at 31 December 2021, the recoverable amounts of the DML Group calculated based on VIU exceeded its carrying value. No further impairment of goodwill was required.

20. BIOLOGICAL ASSETS

A subsidiary of the Group is holding quality stallions and provides horse breeding services in Australia, and another subsidiary of the Group is engaged in the rearing of breeding and trading of bloodstocks in Australia.

The quantity and value of stallions and bloodstocks owned by the Group at the end of the reporting period are shown below.

		As at 31 December 2021 於二零二一年十二月三十一日		As at 31 December 2020 於二零二零年十二月三十一日	
		No. of horses 馬的數量	HK'000 千港元	No. of horses 馬的數量	HK'000 千港元
Current assets	流動資產				
Biological assets	生物資產				
— Mares	— 母馬	13	8,079	—	—
— Colts	— 小馬	2	679	—	—
— Fillies	— 雌馬	4	1,754	—	—
Total bloodstocks	純種馬總數	19	10,512	—	—
Non-current assets	非流動資產				
Stallions	種馬	5	7,059	—	—
Total biological assets	生物資產總值	24	17,571	—	—

19. 商譽(續)

商譽減值測試(續)

室內設計及裝修(續)

截至二零二一年十二月三十一日，DML集團按使用價值計算的可收回金額超過其賬面值。不需要進一步減值商譽。

20. 生物資產

本集團的一家附屬公司在澳洲擁有優質種馬並提供馬匹育種服務，而本集團的另一家附屬公司則在澳洲從事純種馬的飼養和買賣。

於報告期末，本集團擁有的種馬及純種馬數量及價值如下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Bloodstocks represent female thoroughbred, colts and fillies held primarily for trading purpose and are classified as current assets.

Stallions represent adult male horses that have not been castrated and are held for breeding purpose. The stallions are classified as non-current assets as the Group has no intention to sell these stallions in the foreseeable future.

Six live foals (2020: Nil) were born during the year and there is no other output of biological assets during the year (2020: Nil).

The movement in value of biological assets during the reporting period were as follows:

20. 生物資產(續)

純種馬是指主要為交易目的而持有的純種母馬、小馬和雌馬，分類為流動資產。

種馬指尚未閹割且用於育種目的之成年公馬。這些種馬分類為非流動資產，因為本集團無意在可預見的未來出售這些種馬。

年內出生了六隻活小馬駒(二零二零年：無)，年內沒有其他生物資產的產出(二零二零年：無)。

報告期內生物資產價值變動情況如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	—	—
Acquisition	收購事項	15,230	—
Increase due to natural increase	因自然增加而增加	2,433	—
Decrease due to sales	因銷售而減少	(780)	—
Fair value changes	公允值調整	969	—
Exchange realignment	匯兌調整	(281)	—
At 31 December	於十二月三十一日	17,571	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Financial risk management strategies

Biological assets are exposed to domestic, disease and other nature risks. The Group engages an external veterinarian hospital to provide professional veterinarian services to the Group's biological assets to minimise the risk and take care on the health of horses. Depending on the emergency, the veterinarian arrives at the farm around 10–45 minutes, or delivery to veterinarian hospital within 15–30 minutes. The biological insurance coverage for 19 (2020: Nil) bloodstocks and 5 stallions (2020: Nil) for the year are approximately HK\$9,905,000 and HK\$7,203,000, which covered 94.8% of bloodstocks and 100.0% of stallions book value respectively. In the opinion of management, the above policies are effective and sufficient against the financial risk arising from bloodstocks and stallion. In the opinion of management, the above policies are effective and sufficient against the financial risk arising from bloodstocks and stallion. There is no restriction on the title of bloodstocks owned by the Group and there is no commitment for acquisition biological assets at the end of reporting period. The management is regularly reviewing the portfolio of biological assets to maximise the return.

The fair value of the biological assets measured at the reporting date on a recurring basis, categorised into level 3 fair value hierarchy as defined in HKFRS 13. The level into which a classified fair value measurement is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

20. 生物資產(續)

財務風險管理策略

生物資產面臨家庭、疾病和其他自然風險。本集團聘請外部獸醫醫院，為本集團生物資產提供專業獸醫服務，以最大程度地降低風險並照顧馬匹的健康。根據緊急情況，獸醫大約在10-45分鐘內到達農場，或者在15-30分鐘內送到獸醫醫院。本年度就19匹(二零二零年：無)純種馬和5匹種馬(二零二零年：無)投購生物保險所用金額分別約為9,905,000港元和7,203,000港元，分別佔純種馬和種馬賬面價值94.8%及100.0%。管理層認為，上述政策有效且足以應對純種馬和種馬帶來的財務風險。管理層認為，上述政策有效、充分地抵禦了純種馬和種馬帶來的財務風險。本集團擁有的純種馬沒有產權限制，報告期末不存在收購生物資產的承諾。管理層定期審查生物資產組合，以實現收益最大化。

在報告日期以經常性基準計量的生物資產的公允值，分類為香港財務報告準則第13號所定義的第三級公允值層級。參考估值技術中使用的輸入數據的可觀察性和重要性確定分類公允值計量的水平如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Financial risk management strategies (Continued)

The qualification of valuer

As at 31 December 2021, the Group's bloodstocks were independently valued by Magic Millions Sales Pty Limited ("Magic Millions"), which is an Australia's leading bloodstock sales company, a major market place and key actor of the global horse economy. The professional valuer in charge of this valuation is Mr. Clint Donovan, Bloodstock Manager of Magic Millions, who has appropriate qualification and relevant experiences in various appraisal assignments involving biological assets and has worked in the industry of thoroughbred bloodstock and provides regular bloodstock valuations in Australia. In addition, this valuation report has been consulted with the following experts:

- Dane Robinson (Magic Millions' Bloodstock Manager)
- James DAWSON (Magic Millions' Bloodstock Consultant)
- Georgia Everingham (Magic Millions' Bloodstock Consultant)
- Ben CULHAM (Magic Millions' Bloodstock Consultant)
- James Hetherington (Magic Millions' Bloodstock Consultant)

20. 生物資產(續)

財務風險管理策略(續)

估值師的資格

截至二零二一年十二月三十一日，本集團的純種馬由Magic Millions Sales Pty Limited (「Magic Millions」)獨立估值，該公司是澳大利亞領先的純種馬銷售公司，是全球馬匹經濟的主要市場和主要參與者。負責本次估值的專業估值師是Magic Millions的純種馬經理Clint donovan先生，他在涉及生物資產的各種評估任務中具有適當的資格和相關經驗，並曾在純種馬行業工作，並在澳大利亞提供定期的純種血估值。此外，本估值報告已諮詢下列專家：

- Dane Robinson (Magic Millions的純種馬經理)
- James DAWSON (Magic Millions的純種馬顧問)
- Georgia Everingham (Magic Millions的純種馬顧問)
- Ben CULHAM (Magic Millions的純種馬顧問)
- James Hetherington (Magic Millions的純種馬顧問)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Financial risk management strategies (Continued)

The qualification of valuer (Continued)

All experts are full time members of the bloodstock department of Magic Millions and member of the Federation of Bloodstock Agents Australia Limited. Magic Millions through its experts, has conducted a number of yearly stock valuations for major global and domestic bloodstock entities.

The valuation methodologies adopted are consistent with those described in accounting standards HKAS 41 "Agriculture" and HKFRS 13.

Based on the above qualification, history and various experiences of Magic Millions, the Directors are of the view that Magic Millions is competent to determine the fair value of the Group's bloodstocks and stallions.

Bloodstocks

Valuation methodology of bloodstocks (including Mares, Colts and Fillies)

In the process of valuing the biological assets, Magic Millions has taken into consideration the nature and specialty of the above bloodstocks and considered that the market approach would be appropriate and reasonable in the valuation of the fair value less costs to sell of the bloodstocks by making reference to the requirement of HKAS 41 and HKFRS 13.

20. 生物資產(續)

財務風險管理策略(續)

估值師的資格(續)

所有專家都是 Magic Millions 純種馬部的全職成員，也是澳大利亞純種馬代理人聯合會的成員。Magic Millions 通過其專家，對全球和國內主要的純種馬實體進行了多次年度股票估值。

採用的估值方法與香港會計準則第41號「農業」和香港財務報告準則第13號中所述的估值方法一致。

根據 Magic Millions 的上述資質、歷史和各種經驗，董事認為 Magic Millions 有能力確定本集團的純種馬和種馬的公允值。

純種馬

純種馬(包括母馬、小馬和雌馬)的估值方法

在評估生物資產的過程中，Magic Millions 已考慮上述純種馬的性質和特殊性，並參考香港會計準則第41號和香港財務報告準則第13號的要求，認為市場法在評估純種馬的公允值減去出售成本時是適當和合理的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Bloodstocks (Continued)

Valuation methodology of bloodstocks (including Mares, Colts and Fillies) (Continued)

The valuations are arrived at based on market approach to estimate the fair market value of the biological assets. In determining the fair market value, the valuer has had regard to the price that a buyer could be reasonably be expected to pay and a seller could reasonably be expected to accept if the assets were exposed for sales on the open market for a reasonable period of time with both buyer and seller being in possession of the pertinent facts and neither being under and compulsion to act.

Where available, publicly observable information has been used to the maximum extent possible in deriving valuations. In the absence of such information, or where such observable information is believed not to derive a fair value measurement at measurement date, the valuer has adopted valuation techniques with inputs that valuer believes are reasonably based.

20. 生物資產(續)

純種馬(續)

純種馬(包括母馬、小馬和雌馬)的估值方法(續)

估值是基於市場法得出的，以估計生物資產的公平市場價值。在確定公平市場價值時，估值師已經考慮了買方可以合理預期支付的價格，賣方可以合理預期接受的價格，如果資產在合理的時間內在公開市場上進行銷售，而買方和賣方都了解相關事實，並且都沒有以及採取行動的衝動。

在可獲得的情況下，已最大程度地使用了可公開觀察的資料來得出估值。在缺乏該等資料的情況下，或在該等可觀察資料被認為不能得出計量日的公允值計量的情況下，估值師採用了估值技術，估值技術的輸入數據被認為是合理的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Bloodstocks (Continued)

Valuation methodology of bloodstocks (including Mares, Colts and Fillies) (Continued)

With respect to the valuation of horses, the valuer adopted a stand-alone basis of valuation. In this regard, each horse is valued having regard to the price that the horse could be realised for at auction less the costs of disposal. Such valuations are determined by considering large number of qualitative and quantitative factors which including:

1. The economic outlook in general and the condition and outlook of the specific industry in particular.
2. The nature of the asset.
3. The earning capacity of an asset.
4. The residual value for breeding of an asset.
5. The age of the asset.
6. The market price of in the same or a similar line of business having their stocks actively traded in a free and open market.
7. Based on circumstances unique, additional factors have been considered.

These factors vary for each valuation depending on the unique circumstances of the general economic conditions that exist at the effective date of the valuation.

In the rare event that a market based value cannot be derived, initial cost of acquisition may be used to approximate fair value, particularly where the horse was acquired within the past year.

20. 生物資產(續)

純種馬(續)

純種馬(包括母馬、小馬和雌馬)的估值方法(續)

關於馬匹的估值，估值師採用了獨立的估值基礎。在這方面，每匹馬的估值是考慮到在拍賣中可以實現的價格減去處置成本。這些估價是通過考慮大量的定性和定量因素來確定的，這些因素包括：

1. 總體經濟前景，特別是特定行業的狀況和前景。
2. 資產的性質。
3. 資產的收益能力。
4. 資產育種的剩餘價值。
5. 資產的年齡。
6. 在相同或相似的業務領域，其股票在自由和公開的市場上活躍交易的市場價格。
7. 根據獨特情況，已考慮其他因素。

根據估值生效日存在的一般經濟狀況的獨特情況，這些因素對於每次估值都有所不同。

在極少數情況下，無法得出基於市場的價值，可以使用初始收購成本來近似公允值，特別是在過去一年內收購了這匹馬的情況下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Bloodstocks (Continued)

Valuation technique and major inputs

Breeding Stock

Valuation of broodmares takes into account the age of the individual, its race record and if applicable its cover status and its progeny record, both commercially and on the track. Magic Millions watched as well the last price it was sold for in the scenario the individual had been exposed to a public market in recent years, and to compare this profile to a similar profile that went through public auction in the past year.

Weanlings and Foals

Valuation of weanlings and foals takes into account the assessment of market trends, the depth of the pedigree of the individual (i.e. the black type performances through the female line), the race record and the age of the first dam, and if applicable the progeny record of the first dam as well as the stallion's commercial trends.

As the valuation results of bloodstocks are subjective based on the experiences of Magic Millions and current market conditions which are unable to be quantitatively measured, accordingly, the Directors consider that no sensitivity analysis is presented.

Stallions

Valuation methodology of stallions

The fair value of each stallions was individually determined at the end of each reporting period based on an income approach and used revenue projections based on historical service fees income of the stallions and also takes into account the stallion's prior activity, his age, his average live foal ratio, his progeny racetrack and sales results. The Directors with reliance on the valuation performed by an independent valuer covering a two to three years period depending on the age of the stallions to determine a value and pre-tax discount rate of 5.6% per annum.

20. 生物資產(續)

純種馬(續)

估值技術和主要輸入值

馬匹育種

母馬的估值考慮了個體的年齡、種族記錄以及在商業上和賽道上的掩護狀態和後代記錄。Magic Millions還觀察了該母馬近年來在公開市場上的最後一次出售價格，並將此資料與過去一年通過公開拍賣的類似資料進行了比較。

斷奶幼崽和幼駒

斷奶幼崽和幼駒的估值考慮了市場趨勢的評估、個體統種程度(即通過雌性系列的黑色類型表現)、比賽記錄和第一匹母馬的年齡、以及(如果適用)第一匹母馬的幼崽以及種馬的商業趨勢。

由於基於Magic Millions的經驗和當前無法定量衡量的市場狀況對純種馬的估值結果是主觀的，因此，董事們認為沒有提出敏感性分析。

種馬

種馬估值方法

每匹種馬的公允值在每個報告期末根據收入法單獨確定，並根據種馬的歷史服務費收入使用收入預測，並考慮到種馬的前期活動、年齡、平均活馬駒比、幼崽賽道和銷售結果。董事依賴獨立估值師進行的估值，根據種馬的年齡確定兩到三年的估值和稅前貼現率為每年5.6%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. BIOLOGICAL ASSETS (Continued)

Stallions (Continued)

Valuation methodology of stallions (Continued)

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the service fee is 10% higher or lower, the fair value of the stallions would increase approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: NIL) or decrease approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: Nil) respectively.

If the useful life is increase or decrease by 1 year, the fair value of the stallions would increase approximately AUD252,000 (equivalent to approximately HK\$1,426,000) (2020: NIL) or decrease approximately AUD252,000 (equivalent to approximately HK\$1,426,000) (2020: Nil) respectively.

If the average live foal ratio is 10% higher or lower, the fair value of the stallions would increase approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: NIL) or decrease approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: Nil) respectively.

If the fertility percentage is 10% higher or lower, the fair value of the stallions would increase approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: NIL) or decrease approximately AUD56,000 (equivalent to approximately HK\$315,000) (2020: Nil) respectively.

If the discount rate is 10% higher or lower, the fair value of the stallions would decrease approximately AUD4,940 (equivalent to approximately HK\$28,000) (2020: NIL) or increase approximately AUD4,691 (equivalent to approximately HK\$27,000) (2020: Nil) respectively.

20. 生物資產(續)

種馬(續)

種馬估值方法(續)

下文之敏感度分析乃在所有其他假設不變的情況下，根據報告期末發生的相關假設合理潛在變化釐定。

如果服務費高於或低於10%，種馬的公允值將增加約56,000澳元(相當於約315,000港元)(二零二零年：無)或減少約56,000澳元(相當於分別約為315,000港元)(二零二零年：無)。

如果使用年期高於或低於1年，種馬的公允值將增加約252,000澳元(相當於約1,426,000港元)(二零二零年：無)或減少約252,000澳元(相當於分別約為1,426,000港元)(二零二零年：無)。

如果平均活馬駒比高於或低於10%，種馬的公允值將增加約56,000澳元(相當於約315,000港元)(二零二零年：無)或減少約56,000澳元(相當於分別約為315,000港元)(二零二零年：無)。

如果生育率高於或低於10%，種馬的公允值將增加約56,000澳元(相當於約315,000港元)(二零二零年：無)或減少約56,000澳元(相當於分別約為315,000港元)(二零二零年：無)。

如果貼現率高於或低於10%，種馬的公允值將減少約4,940澳元(相當於約28,000港元)(二零二零年：無)或增加約4,691澳元(相當於分別約為27,000港元)(二零二零年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公允值計入損益的金融資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets at FVTPL:	按公允值計入損益的 金融資產：		
Unlisted equity investment, at fair value (note a)	按公允值計量的未上市 股本投資(附註a)	226	329
Life insurance policy, at fair value (note b)	按公允值計量的壽險 保單(附註b)	5,027	4,815
		5,253	5,144

Notes:

- (a) The unlisted equity investment represented the Group's equity investment in a private entity established in Australia. As at 31 December 2021, the fair value of the investment is reference to the valuation conducted by an independent qualified professional valuer based on Level 3 hierarchy by using market approach.

In the opinion of the Directors, the investment would not be disposed within the next 12 months and was therefore classified as a non-current asset.

- (b) On 25 January 2016, the Group entered into a life insurance policy with an insurance company to insure an executive director. Under the policy, the Group is the beneficiary and the policy holder. The Group paid upfront premiums for the policy and may surrender the policy any time by making a written request and receive cash based on the surrender value of the policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the Directors, the surrender value of the policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy. The life insurance policy was mandatorily classified as a financial asset at fair value through profit or loss as its contractual cash flows are not solely payments of principal and interest.

In the opinion of the Directors, the Group's life insurance policy would not be surrendered within the next 12 months and was therefore classified as a non-current asset.

附註：

- (a) 非上市股本投資代指本集團於一項澳大利亞成立之私營實體的股本投資。於二零二一年十二月三十一日，有關投資之公允值乃基於公允值並參考一名獨立合資格專業估值師根據第三級層級使用市場法作出。

董事認為，本集團未來12個月內不會出售，因此將其歸類為非流動資產。

- (b) 於二零一六年一月二十五日，本集團與一間保險公司訂立壽險保單，為一名執行董事投保。根據保單，本集團為受益人及保單持有人。本集團已預付保費，惟可透過提交書面請求隨時退保，及根據保單於撤回日期的退保金額(由承保人計算)收取現金。董事認為，保險公司規定的保單退保金額與其公允值相若，並歸類為公允值層級第三級。壽險保單經強制分類為按公允值計入損益的金融資產，原因為其合約現金流量並非僅為支付本金及利息。

董事認為，本集團未來十二個月內不會退保壽險保單，因此將其歸類為非流動資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

22. INVENTORIES

22. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	原材料	3,299	4,212
Work in progress	在製品	2,369	2,055
Finished goods	成品	8,382	5,803
		14,050	12,070

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

23. TRADE AND OTHER RECEIVABLES

23. 應收交易款項及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	應收交易款項	17,402	10,367
Less: Allowance for credit losses	減：信貸虧損撥備	(1,375)	(333)
	(a)	16,027	10,034
Other prepayments	其他預付款項	2,240	2,181
Loans to a vendor	向供應商貸款	2,456	3,542
Deposits and other receivables	按金及其他應收款項	15,655	11,959
		20,351	17,682
Less: Allowance for credit losses	減：信貸虧損撥備	(4,607)	(3,561)
		15,744	14,121

Notes:

- a) The Group's trading terms with its customers are mainly on credit. The credit period is generally from one to three months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. Overdue balances are reviewed regularly by senior management. The Group had significant concentrations of credit risk as 14% (2020: 26%) of the trade receivables were derived from one (2020: one) customer as at 31 December 2021. The trade receivables from such customer were within the credit period. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

附註：

- a) 本集團與客戶的交易條款主要基於信貸。信貸期通常為一至三個月。各客戶均設有最高信貸額。本集團致力對未償還應收款項維持嚴格監控，以盡量減低信貸風險。高級管理層定期審核逾期結餘。於二零二一年十二月三十一日，14%（二零二零年：26%）的應收交易款項來自於一位（二零二零年：一位）客戶，故本集團之信貸風險集中度很高。應收該等客戶交易款項處在正常信貸期內。本集團並無持有任何抵押品或其他信用提升措施，以涵蓋其應收交易款項結餘。應收交易款項為不計息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

23. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

a) (Continued)

An ageing analysis of the trade receivables net of allowance of ECL as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 month	不足一個月	6,299	5,759
1 to 2 months	一至兩個月	4,937	3,664
2 to 3 months	兩至三個月	493	671
Over 3 months	超過三個月	5,673	273
Less: Allowance for credit losses		17,402	10,367
		(1,375)	(333)
		16,027	10,034

The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值	5,874	8,462
1 to 3 months	一至三個月	5,433	1,572
Over 3 months	超過三個月	4,720	—
		16,027	10,034

b) Loans to a vendor bear interest at rates 5.00% (2020: 5.00%) per annum, secured by certain machineries of the vendor and repayable in one to two years (2020: two to three years) with demand clause.

c) Details of impairment assessment of trade and other receivables are set out in Note 33.

23. 應收交易款項及其他應收款項 (續)

附註：

a) (續)

於報告期末基於發票日期及扣除虧損撥備的應收交易款項(已扣除預期信貸虧損撥備)的賬齡分析如下：

並無個別或共同被認為已減值之應收交易款項之賬齡分析如下

b) 向供應商貸款按每年5.00%(二零二零年：5.00%)的利率計息，以供應商若干機器作為抵押，並須按要求條款於一至兩年(二零二零年：兩至三年)償還。

c) 應收交易款項及其他應收款項的減值評估詳情載於附註33。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

24. CONTRACT ASSETS

24. 合約資產

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contract assets	合約資產	2,823	—

As at 1 January 2021, the Group did not have any contract assets.

截至二零二一年一月一日，本集團沒有任何合約資產。

Contract assets amounted to approximately HK\$859,000 resulted from the acquisition of DML Group on 9 February 2021.

於二零二一年二月九日，DML集團的合約資產約為859,000港元。

The contract assets primarily relate to the Group's retention receivables and unbilled revenue.

合約資產主要涉及本集團的應收保留款和未開票收入。

Retention receivables included in contract assets represent the Group's right to receive consideration for work performed and conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts. The contract assets are transferred to the trade receivables when the rights become unconditional, which is typically at the expiry date of the period for the provision of assurance by the Group on the service quality of the works performed by the Target Group.

計入合約資產的應收保留金指集團就已進行工程收取代價的權利，惟須待客戶於合約規定的若干期間內對服務質素表示滿意後方可作實。合約資產於權利成為無條件時(通常為集團就目標集團所進行工程的服務質素提供保證期間的到期日)轉撥至應收交易款項。

Unbilled revenue included in contract assets represents the Group's right to receive consideration for works completed but not yet billed because the rights are conditional upon the satisfaction by the customers on the works completed by the Group. The contract assets are transferred to trade receivables when the rights become unconditional, which is typically at the time when the Target Group obtains the certification of the completed works from the customers or when the Target Group entitled to issue invoices for the completed work to the customers.

計入合約資產的未開票收益指集團就已完成但尚未開票的工程收取代價的權利，原因為該等權利須待客戶對目標集團完成的工程表示滿意後方可作實。合約資產於權利成為無條件時(通常為目標集團取得客戶對已完成工程的認證時或目標集團有權就已完成工程向客戶開具發票時)轉撥至應收交易款項。

Details of impairment assessment of contract assets are set out in Note 33.

合約資產減值評估詳情載於附註33。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

25. CASH AND BANK BALANCES

Cash and bank balances are denominated in the following currencies:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Denominated in — RMB	以人民幣計值	300	372
Denominated in — HK\$	以港元計值	25,894	11,546
Denominated in — AUD	以澳元計值	1,083	—
		27,277	11,918

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

25. 現金及銀行結餘

所有現金及銀行結餘乃以以下貨幣結算：

銀行現金按根據每日銀行存款利率計算的浮動利率計息。銀行結餘乃存於信譽良好且近期無拖欠紀錄的銀行。

26. TRADE, OTHER PAYABLES AND ACCRUALS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	應付交易款項		
— from third parties (note a)	— 來自第三方款項(附註a)	7,391	5,510
Other payables and accruals	其他應付款項及應計費用		
Contract liabilities (note b)	合約負債(附註b)	3,287	28
Other payables and accruals	其他應付款項及應計費用	7,888	4,555
Total other payables and accruals	其他應付款項及應計費用總額	11,175	4,583

The other payables and accruals are unsecured, interest-free and repayable on an average term of three months.

26. 交易及其他應付賬款和應計費用

其他應付款項及應計費用為無抵押、不計息，平均還款期為三個月。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

26. TRADE, OTHER PAYABLES AND ACCRUALS (Continued)

- a) An ageing analysis of the trade payables as at the end of each reporting period, based on the transaction date, is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 month	不足一個月	3,519	1,714
1 to 2 months	一至兩個月	1,577	1,448
2 to 3 months	兩至三個月	690	878
Over 3 months	超過三個月	1,605	1,470
		7,391	5,510

The credit period in purchase of goods is generally from one to three months.

- b) As at 1 January 2020, contract liabilities amounted to approximately HK\$57,000.

Contract liabilities amounted to approximately HK\$2,483,000 resulted from the acquisition of the DML Group on 9 February 2021.

During the year ended 31 December 2021, approximately of HK\$337,000 (2020: approximately HK\$57,000) of revenue recognised related to carried-forward contract liabilities.

Contract liabilities include (i) short-term advances received to deliver sewing threads and garment accessories; and (ii) upfront deposits from customers. The increase in contract liabilities during the year was mainly due to the acquisition of subsidiaries. For details, please refer to Note (31).

26. 交易及其他應付賬款和應計費用 (續)

- a) 於各報告期末，應付交易款項基於交易日期的賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 month	不足一個月	3,519	1,714
1 to 2 months	一至兩個月	1,577	1,448
2 to 3 months	兩至三個月	690	878
Over 3 months	超過三個月	1,605	1,470
		7,391	5,510

購買貨品之信貸期通常為一至三個月。

- b) 於二零二零年一月一日，合約負債為約57,000港元。

二零二一年二月九日收購DML集團產生的合約負債約為2,483,000港元。

截至二零二一年十二月三十一日止年度，與結轉合約負債有關之已確認收益約為337,000港元(二零二零年：約57,000港元)。

合約負債包括(i)收到的用於交付縫紉線和各類服裝輔料的短期預付款；及(ii)來自客戶的預付款。本年度合約負債增加的主要原因是收購附屬公司。有關詳細信息，請參閱附註(31)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

26. TRADE, OTHER PAYABLES AND ACCRUALS (Continued)

b) (Continued)

The following table shows the revenue recognised in the current year relates to carried-forward contract liabilities and the amount related to performance obligations that were satisfied in prior periods.

26. 交易及其他應付賬款和應計費用 (續)

b) (續)

下表列示了本年確認的與結轉合約負債相關的收入以及與前期履行的履約義務相關的金額。

		Interior design and decoration 室內設計 及裝修 HK'000 千港元	Manufacture and selling of sewing threads 縫紉線的 製造和銷售 HK'000 千港元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度		
Revenue recognised that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結束的已確認收益：	—	(28)
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度		
Revenue recognised that was included in the contract liability balance at the beginning of the year	於年初計入合約負債結束的已確認收益：	—	(57)

27. BANK BORROWINGS

27. 銀行借款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank loans, secured	銀行貸款，有抵押	1,004	—
Bank overdrafts — secured	銀行透支 — 有抵押	4,805	—
		5,809	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

27. BANK BORROWINGS (Continued)

The bank borrowings and bank overdrafts are at floating interest rates that are market dependent and the carrying amounts approximate the fair values. The range of interest rates for the year ended 31 December 2021 and 2020 are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank borrowings, secured	銀行借款，有抵押	P-1% to P-2.25% P-1%至P-2.25%	—
Bank overdrafts, secured	銀行透支，有抵押	P+1.75%	—

All the interest-bearing bank borrowings were repayable on demand as at 31 December 2021.

The ranges of effective interest rates on the Group's bank borrowings as at 31 December 2021 ranged between 2.75% to 6.75% per annum.

As at the end of reporting period, the summary of assets pledged and guaranteed borrowings are as follows:

The bank borrowings are secured by:

- (a) Personal guarantees provided by a director of the Company;
- (b) The Company's building with carrying amount of approximately HK\$3,674,000;
- (c) The Company's investment property with carrying amount of approximately HK\$4,361,000; and
- (d) Charge of deposits made by a director of the Company as determined by the bank from time to time.

27. 銀行借款(續)

銀行借款及銀行透支按取決於市場的浮動利率計息且賬面值接近公允值。截至二零二一年及二零二零年十二月三十一日的利率範圍如下：

截至二零二一年十二月三十一日，所有計息銀行借款均為按要求償還。

於二零二一年十二月三十一日，本集團的銀行借貸之實際年利率介乎2.75%至6.75%。

於報告期末，本公司的抵押資產及擔保借款概述如下：

銀行借款的擔保方式為：

- (a) 公司董事提供的個人擔保；
- (b) 本公司的建築物，賬面值約為3,674,000港元；
- (c) 本公司的投資物業，賬面值約為4,361,000港元；及
- (d) 由公司董事作出之存款押記，由銀行不時釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

27. BANK BORROWINGS (Continued)

HK Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause issued by the HKICPA requires that a loan which includes a clause that gives the lender the unconditional right to call in the loan at any time (“**repayment on demand clause**”) shall be classified in total by the borrower as current in the statement of financial position. Interest-bearing bank borrowings of the Group in the amount of HK\$4,805,000 as at 31 December 2021 include a repayment on demand clause under the relevant loan agreements, among which balances amounting to HK\$807,000 that are repayable after one year from 31 December 2021 have been classified as current liabilities. For the purpose of the above analysis, such loans are included within current secured bank borrowings and analysed into bank borrowings repayable on demand.

28. LEASE LIABILITIES

Lease liabilities payable:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	2,818	1,956
Within a period of more than one year but not exceeding two years	多於一年但不多於 兩年期間內	1,224	2,170
Within a period of more than two years but not exceeding five years	多於兩年但不多於 五年期間內	—	672
As at 31 December	於十二月三十一日	4,042	4,798
Less: Amount due for settlement with 12 months shown under current liabilities	減：於12個月內到期結算的 款項，列為流動負債	2,818	1,956
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期結算的款項， 列為非流動負債	1,224	2,842

27. 銀行借款(續)

香港會計師公會頒佈的香港詮釋第5號財務報表之呈報—借款方對載有須按要求償還條款之定期貸款之分類規定，借款方須於財務狀況表內將包含授予貸款方有權無條件隨時要求償還貸款的條款(「**按要求償還條款**」)之貸款總體分類為即期。於二零二一年十二月三十一日，根據有關貸款協議，包含按要求償還條款的本集團計息銀行借款為4,805,000港元，其中於二零二一年十二月三十一日起計一年後須償還之結餘807,000港元已分類為流動負債。就上述分析而言，該等貸款計入即期有抵押銀行借款，並分析為須按要求償還的銀行借款。

28. 租賃負債

應付租賃負債：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. LEASE LIABILITIES (Continued)

Lease liabilities payable: (Continued)

The incremental borrowing rate applied to lease liabilities recognised under HKFRS 16 ranged from 3.85% to 8.80% per annum (2020: 4.75% to 8.80% per annum).

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		HK\$'000 千港元
As at 31 December 2021	於二零二一年十二月三十一日	2,369
As at 31 December 2020	於二零二零年十二月三十一日	3,683

The Group as a lessor

The Group subleases certain building in the PRC under an operating lease arrangement, of which the remaining lease term is one to two years from 31 December 2021. The terms of the lease generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$1,169,000 (2020: HK\$916,000), details of which are included in Note 7 to the consolidated financial statements.

28. 租賃負債(續)

應付租賃負債：(續)

適用於根據香港財務報告準則第16號確認的租賃負債之增量借款利率介乎每年3.85%至8.80% (二零二零年：每年4.75%至8.80%)。

以相關集團實體之功能貨幣以外的貨幣計價的租賃義務如下：

本集團作為出租人

本集團根據經營租賃安排在中國轉租部分建築物，其中剩餘租賃期為自二零二一年十二月三十一日起一至兩年。租約的條款通常要求租戶支付保證金，並根據當時的市場情況規定定期調整租金。本年度本集團確認的租金收入為1,169,000港元(二零二零：916,000港元)，詳情載於綜合財務報表附註7。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. LEASE LIABILITIES (Continued)

The Group as a lessor (Continued)

At 31 December 2021, the undiscounted lease payments receivable by the Group in future periods under operating lease with its tenant are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	1,094	914
Within a period of more than one year but not exceeding two years	多於一年但不多於 兩年期間內兩年	561	937
Within a period of more than two years but not exceeding five years	多於兩年但不多於 五年期間內五年	—	485
		1,655	2,336

28. 租賃負債(續)

本集團作為出租人(續)

於二零二一年十二月三十一日，本集團於未來期間根據經營租賃向其租戶應收的未貼現租賃款項如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE CAPITAL

29. 股本

		Number of shares 數量股份 HK\$0.01 each 0.01港元的普通股	Number of shares 數量股份 HK\$0.05 each 0.05港元的普通股	Amount 金額 HK\$'000 千港元
Ordinary shares 普通股				
Authorised:	法定：			
At 1 January 2020	於二零二零年一月一日	5,000,000,000	—	50,000
Share consolidation (note (b))	股份合併(附註(b))	(5,000,000,000)	1,000,000,000	—
At 31 December 2020, 1 January 2021 and 31 December 2021	於二零二零年十二月三十一日、二零二一年一月一日及二零二一年十二月三十一日	—	1,000,000,000	50,000
Issued and fully paid:	已發行及繳足：			
At 1 January 2020	於二零二零年一月一日	800,000,000	—	8,000
Issue of new shares by way of rights issue (note (a))	透過供股發行新股份(附註(a))	400,000,000	—	4,000
Share consolidation (note (b))	股份合併(附註(b))	(1,200,000,000)	240,000,000	—
			240,000,000	12,000
Issuance of new shares for acquisition of subsidiaries (note (c))	收購附屬公司的新股擔保(附註(c))	—	67,441,860	3,372
Issue of ordinary shares (note (d))	發行普通股(附註(d))	—	48,000,000	2,400
Issue of ordinary shares (note (e))	發行普通股(附註(e))	—	53,700,000	2,685
At 31 December 2021	於二零二一年十二月三十一日	—	409,141,860	20,457

Notes:

- (a) On 12 June 2020, the Company completed a rights issue and issued 400,000,000 new shares with par value HK\$0.01 each at a subscription price of HK\$0.043 per rights share on the basis of one rights share for every two existing shares held, and the net proceeds of the Rights Issue, after deducting the related expenses, were approximately HK\$14.6 million, which were mainly used for the Group's working capital and business development. Detailed terms of the Rights Issue and its results were set out in the Company's prospectus dated 20 May 2020 and the announcement dated 11 June 2020 respectively.
- (b) Pursuant to an extraordinary general meeting of the Company which was held on 21 August 2020 and the resolutions of the share consolidation of the Company involving consolidation of the number of shares on the basis that every five issued and unissued shares of HK\$0.01 each be consolidated into one consolidated share of HK\$0.05 each were approved, with effect from 25 August 2020.

附註：

- (a) 於二零二零年六月十二日，本公司完成供股，發行400,000,000股每股面值0.01港元的新股份，認購價為每股供股股份0.043港元，基準為每持有兩股現有股份獲發一股供股股份(「供股」)，供股扣除相關費用後的所得款項淨額約為14,600,000港元，主要用於支付本集團營運資金及業務發展。有關供股的詳細條款及其結果分別載於本公司日期為二零二零年五月二十日的供股章程(「供股章程」)及日期為二零二零年六月十一日之公告。
- (b) 根據本公司於二零二零年八月二十一日舉行的股東特別大會，有關本公司按每五股每股面值0.01港元的已發行及未發行股份合併為一股每股面值0.05港元合併股份之股份合併事項獲批准，自二零二零年八月二十五日生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. SHARE CAPITAL (Continued)

Notes: (Continued)

- (c) On 18 August 2020, the Company and the vendors entered into the sale & purchase agreement for an aggregate consideration of HK\$14,500,000, which shall be satisfied by the Company by way of allotment and issue of an aggregate of 67,441,860 consideration shares at HK\$0.215 per consideration share. The allotment and issue of shares has been completed on 9 February 2021. For details, please refer to the Company's circular dated 13 January 2021 and announcement dated 9 February 2021.
- (d) On 19 January 2021, the Company entered into (i) a subscription agreement with a subscriber to allow and issue 24,000,000 new ordinary shares at a price of HK\$0.30 per subscription share; and (ii) a placing agreement with a placing agent to place 24,000,000 new ordinary shares at a price of HK\$0.30 per placing share. Total net proceeds of approximately HK\$13,950,000 from the subscription and placing were raised and used as general working capital of the Group and/or possible investment(s) in the future when opportunities arise. Such subscription and placing of shares was completed on 11 February 2021.
- (e) On 29 June 2021, the Company entered into (i) a subscription agreement with a subscriber to allow and issue 6,700,000 new ordinary shares at a price of HK\$0.60 per subscription share; and (ii) a placing agreement with a placing agent to place 47,000,000 new ordinary shares at a price of HK\$0.60 per placing share. Net proceeds of approximately HK\$31,161,000 after net of with legal fee amounting HK\$159,000 were raised and used (i) as to approximately HK\$19,320,000 for the development of the existing business of the Group and/or possible acquisition of and/or possible investment in business(es); (ii) as to approximately HK\$5,800,000 for the development of horse breeding business; and (iii) as to approximately HK\$6,200,000 for the general working capital of the Group. Such placing of shares was completed on 22 July 2021.

29. 股本(續)

附註：(續)

- (c) 二零二零年八月十八日，本公司與供應商簽訂了總對價14,500,000港元的買賣協議，本公司應以每對價0.215港元的方式配發和發行67,441,860對價股份。配發和發行股份已於二零二一年二月九日完成。有關詳細信息，請參閱本公司日期為二零二一年一月十三日的通函及日期為二零二一年二月九日的公告。
- (d) 二零二一年一月十九日，本公司與認購人簽訂(i)認購協議，允許和發行24,000,000股新普通股，每股認購股份價格為0.30港元；及(ii)與配售代理人簽訂配售協議，以每股配售股份0.30港元的價格配售24,000,000股新普通股。認購和配售所得的總淨收益約13,950,000港元已籌集並用作本集團的一般營運資金及／或將來有機會時的可能投資。股份的認購和配售已於二零二一年二月十一日完成。
- (e) 二零二一年六月二十九日，本公司與認購人簽訂(i)認購協議，允許及發行6,700,000股新普通股，每股認購股份價格為0.60港元；及(ii)與配售代理人簽訂配售協議，以每股配售股份0.60港元的價格配售47,000,000股新普通股。在扣除159,000港元的法律費用後，約31,161,000港元的淨收益被籌集和使用，(i)約19,320,000港元用於發展本集團的現有業務及／或可能收購及／或可能投資的業務；(ii)約5,800,000港元用作發展馬匹育種業務；及(iii)約6,200,000港元用作本集團一般營運資金。該股份配售已於二零二一年七月二十二日完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

30. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s Directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group and the Company’s shareholders in the Company’s subsidiaries. The Scheme became effective on 24 November 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time unless the Company obtains approval from its shareholders in general meeting and/or other requirements prescribed under the Listing Rules and must not exceed 30% of the total number of shares in issue from time to time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

The offer of a grant of share options may be accepted within 7 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The period within which the shares must be taken up under an option shall be determined by the Board at its absolute discretion and in any event, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Scheme.

30. 以權益結算股份付款交易

本公司設有購股權計劃(「計劃」)，以向為本集團業務成就作出貢獻的合資格參與者提供激勵及獎賞。計劃之合資格參與者包括本公司董事(包括獨立非執行董事)、本集團其他僱員、向本集團提供貨品或服務的供應商、本集團客戶及本公司於本公司附屬公司的股東。計劃於二零一七年十一月二十四日生效，除非另行註銷或修訂，否則計劃將自該日起計十年內始終有效。

除非本公司於股東大會上獲得其股東批准及／或遵守按照上市規則訂明的其他要求，否則現時可根據計劃授出之最高尚未行使購股權數目相當於其獲行使時佔本公司任何時間已發行股份之10%，且不得超過不時已發行股份總數之30%。在任何十二個月期間內，根據向該計劃每位合資格參與者授出的購股權而可予發行的最高股份數目，均以本公司任何時間已發行股份的1%為限。倘再授出超逾上述限額的購股權，則必須取得股東於股東大會上批准。

提呈授出之購股權可於提呈日期起計七日內接納，而承授人須支付合共1港元之象徵式代價。根據購股權須接納股份之期間由董事會全權酌情決定，且於任何情況下，該期間不得超過根據計劃授出任何個別購股權日期起計十年。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION (Continued)

The subscription price shall be determined solely by the Directors, but may not be less than the highest of: (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotation sheet on the date of grant of the option, which must be a business day; (ii) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a share on the date of offer.

The Company, by resolution in a general meeting or the Directors may at any time terminate the operation of the Scheme and in such event no further options of the Scheme will be offered but those options granted prior to such termination shall continue to be valid and exercisable in accordance with the previous provisions of the Scheme.

On 13 May 2021 (the "**Date of Grant**"), the Company resolved to grant 3,500,000 share options (each a "**Share Option**") under the Scheme to Mr. Ma, an executive Director, to subscribe for up to 3,500,000 ordinary shares of HK\$0.05 each in the share capital of the Company, subject to acceptance of Mr. Ma.

As at the Date of Grant, the Company has 355,441,860 shares in issue. The total of 3,500,000 shares to be subscribed under the Share Options granted represent approximately 0.98% of the issued share capital of the Company as at the Date of Grant and approximately 0.98% of the enlarged issued share capital of the Company assuming full exercise of the Share Options.

30. 以權益結算股份付款交易(續)

認購價須由董事全權釐定，惟不得低於下列最高者：(i)本公司股份於授出購股權日期(須為營業日)在聯交所每日報價表所報之收市價；(ii)股份於緊接授出購股權日期前五個營業日在聯交所每日報價表所報之平均收市價；及(iii)股份於授出購股權日期之面值。

本公司在股東大會上通過決議案或董事可隨時終止計劃的運作，而在此情況下不得再授出計劃之任何購股權，惟該等於此終止前授出之購股權根據計劃之先前條文繼續有效及可行使。

於二零二一年五月十三日(「授出日期」)，董事會議決根據購股權計劃(「購股權計劃」)向馬先生(「承授人」，執行董事)授出3,500,000份購股權(「購股權」)，以認購本公司股本中最多3,500,000股每股面值0.05港元的普通股(「股份」)，惟須待承授人接納後方可作實。

於授出日期，本公司擁有355,441,860股已發行股份。已授出購股權項下將予認購的合共3,500,000股股份相當於本公司於授出日期的已發行股本約0.98%及本公司的經擴大已發行股本約0.98%(假設購股權獲悉數行使)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION (Continued) 30. 以權益結算股份付款交易(續)

(a) Details of the option is as follows:

Option type	購股權類型	Date of grant 授出日期	Exercise period 行使期	Outstanding as at 31 December 2021 於二零二零年 十二月三十一日 尚未行使	Exercise price 行使價價格
2021	2021	13 May 2021 二零二一年 五月十三日	13 May 2021– 12 May 2024 二零二一年五月十三 日至二零二四年五 月十二日	3,500,000	0.57

All of the share options vesting conditions are immediate from the date of grant. No share options are exercised for the year ended 31 December 2021.

所有購股權歸屬條件自授予之日起立即生效。截至二零二一年十二月三十一日止年度，不行使購股權。

(b) The following table discloses movements of the Scheme during the year:

Date of grant	授出日期：	Weighted average exercise price in HK\$ per share 加權平均行使價 每股港元	Number of shares 股份數目
At 1 January 2021	於二零二一年一月一日	—	—
Granted during the year	年內獲授出	0.57	3,500,000
As at 31 December 2021	於二零二一年十二月 三十一日	0.57	3,500,000

(b) 下表披露了該計劃在這一年中的變動：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION (Continued)

(b) (Continued)

The estimate of the fair value of the share options granted on 13 May 2021 is approximately HK\$1,155,000 and is measured based on a binomial lattice model. The inputs information of the model were as follows:

Exercise price	行使價
Annual risk free interest rate	年度無風險利率
Expected volatility	預期波動率
Expected option life	預期期權壽命
Expected dividend yield	預期股息收益率

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The Group recognised the total expense of HK\$1,155,000 for the year ended 31 December 2021 (2020: Nil) in relation to share option granted by the Company.

Share options were granted on the grantee's acceptance.

30. 以權益結算股份付款交易(續)

(b) (續)

二零二一年五月十三日授予的購股權的公允價值估計約為1,155,000港元，乃基於二項式點陣模型計量。模型的輸入資料如下：

Share options granted on 13 May 2021 授予的購股權 二零二一年 五月十三日

HK\$0.57
0.57港元
0.29%
139%
3 years
3年
—

預期波動率基於歷史波動率(根據股票期權的加權平均剩餘壽命計算)，並根據公開信息對未來波動率的任何預期變化進行調整。預期股息基於歷史股息。主觀輸入假設的變化可能會對公允價值估計產生重大影響。

本集團確認截至二零二一年十二月三十一日止年度(二零二零年：無)與本公司授予的購股權有關的總費用為1,155,000港元。

購股權是在承授人接受後授予的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. ACQUISITION OF SUBSIDIARIES

On 18 August 2020, the Company and 4 vendors entered into a sale and purchase agreement, to acquire the entire issued share capital of DML at a consideration of HK\$14,500,000 by way of allotment and issue of 67,441,860 ordinary shares of the Company (the “**Consideration Shares**”). The acquisition was completed on 9 February 2021, and at the same date, the fair value of Consideration Shares, which determined using the closing market price at the date of the completion of the acquisition, amounted to approximately HK\$25,628,000.

DML Group is engaged in the business of interior design and decoration services. The DML Group was acquired so as to allows the Group to tap into the business of the trading of furnishing as well as the provision of interior design, fitting out and decoration services and it is beneficial for the Group to seek suitable investment opportunities from time to time to diversify its existing business portfolio and to broaden the Group’s source of income. The acquisition has been accounted for as acquisition of business using the acquisition method.

Consideration transferred:

Consideration Shares at fair value

31. 收購附屬公司

二零二零年八月十八日，本公司與4家供應商簽訂了買賣協議，以配發和發行本公司67,441,860股普通股（「**對價股份**」）的方式，以14,500,000港元的對價，收購DML的全部已發行股本及4家供應商的貸款。收購於二零二一年二月九日完成，同日，以收購完成日的收盤市價釐定的對價股份的公允值約為25,628,000港元。

DML集團從事室內設計和裝飾服務業務。收購DML Group有助本集團進軍傢俱貿易以及提供室內設計、裝修及裝飾服務業務，有利於本集團不時尋覓合適的投資機會，以多元化發展現有業務組合及擴大本集團的收入來源。收購已作為採用收購方法的業務收購進行會計處理。

所轉讓代價：

	2021 二零二一年 HK\$'000 千港元
Consideration Shares at fair value	25,628

以公允值計算的對價股份

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. ACQUISITION OF SUBSIDIARIES (Continued)

Assets acquired and liabilities recognised at the date of acquisition are as follows:

31. 收購附屬公司(續)

在收購日收購的資產和確認的負債如下：

		9 February 2021 二零二一年 二月九日 HK'000 千港元
Investment property	投資物業	4,300
Property, plant and equipment	物業、廠房及設備	4,725
ROU assets	使用權資產	483
Trade receivables	應收交易款項	6,395
Prepayment and other receivables	預付款項及其他應收款項	2,805
Contract assets	合約資產	859
Cash and bank balances	現金及銀行結餘	93
Trade and other payables	應付交易款項及其他 應付款項	(5,506)
Lease liabilities	租賃負債	(483)
Bank borrowings	銀行借款	(6,829)
Total identifiable net assets at fair value	按公允值計算的可辨認 淨資產總額	6,842

Goodwill arising on the acquisition:

收購產生的商譽：

		2021 二零二一年 HK\$'000 千港元
Consideration transferred	所轉讓代價	25,628
Less: Net assets acquired	減去：收購的淨資產	(6,842)
Goodwill arising on the acquisition (Note 19)	收購產生的商譽(附註19)	18,786

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. ACQUISITION OF SUBSIDIARIES (Continued)

Goodwill of HK\$18,786,000 arose from expected future development of the DML Group. The consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of the DML Group. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The goodwill arising from this acquisition is not expected to be deductible for tax purposes.

Analysis of net cash inflow on acquisition of DML Group:

Purchase consideration settled in cash	以現金結算的購買對價	—
Cash and bank balances in subsidiaries acquired	收購附屬公司的現金及銀行結餘	93
Cash inflow on acquisition of a subsidiary	收購附屬公司的淨現金流入	93

The DML Group contributed revenues of approximately HK\$18,057,000 and net profit of HK\$1,999,000 to the Group for the period from 10 February 2021 to 31 December 2021. Had the acquisition of DML Group been completed on 1 January 2021, the Group's consolidated revenue and consolidated loss for the year would have been approximately HK\$77,560,000 and approximately 27,615,000 respectively.

Pursuant to the sale and purchase agreement, Mr. Leung Tat Chi (“**Vendor A**”) irrevocably warranted and guaranteed to the Company that the audited net profit after tax of DML as shown in its audited consolidated financial statements for the 12-months period commencing after the completion date (the “**Guarantee Period**”) shall not be less than HK\$2,000,000 (the “**Guarantee Profit**”).

In the event that the actual consolidated audited net profit after tax of DML for the Guarantee Period is less than the Guarantee Profit, Vendor A undertakes to pay to the Company an amount of 7.25 times of the shortfall, which the shortfall is calculated as Guarantee Profit minus the net profit of the Guarantee Period.

31. 收購附屬公司(續)

18,786,000港元的商譽來自DML集團的預期未來發展。為合併支付的對價實際上包括與DML集團的預期協同效應、收入增長、未來市場開發和聚集的員工相關的金額。這些利益不符合可辨認無形資產的確認標準，因此不與商譽分開確認。本次收購產生的商譽預計不能在稅收上扣除。

收購DML集團的淨現金流入分析：

二零二一年二月十日至二零二一年十二月三十一日期間，DML集團為集團貢獻了約18,057,000港元的收入和1,999,000港元的淨利潤。如果收購發生在二零二一年一月一日，本集團本期的綜合收入及綜合利潤將分別增加4,195,000港元及減少374,000港元。

根據買賣協議，梁達志先生(「**賣方A**」)不可撤回及無條件地向本公司保證及擔保，DML於完成日期後開始十二個月期間(「**擔保期間**」)的經審核綜合財務報表所示的經審核除稅後淨利潤不得少於2,000,000港元(「**擔保利潤**」)。

倘DML於擔保期間除稅後實際綜合經審核淨利潤少於擔保利潤，則賣方A承諾向本公司支付7.25倍差額的金額，該差額乃以擔保利潤減擔保期間淨利潤計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. ACQUISITION OF SUBSIDIARIES (Continued)

The fair value of contingent consideration receivable related to the acquisition of DML Group, at the acquisition date of 9 February 2021 is considered immaterial in fair value is based on the valuation report issued by an independent professional valuer by using a discounted cash flow model. As at 31 December 2021, the Directors estimated the probability of meeting the Guarantee Profit is high and therefore the fair value of the contingent consideration receivable is considered as immaterial.

32. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Group also monitors the current and expected liquidity requirements regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. Upon the discovery of any default, the Group would negotiate immediately with the relevant lenders for proper arrangement in order to maintain sufficient working capital. Upon the expectation of any cash insufficiency, the Company would seek new source of funding so as to maintain sufficient working capital. The capital structure of the Group consists of net debts (which include lease liabilities and bank borrowings), net of bank balances and cash and equity attributable to owners of the Company, comprising issued share capital and reserves. Details of which are disclosed in respective notes.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through new share issues as well as issue of new debt or redemption of the existing debts. The Group's overall strategy remaining unchanged from prior year.

31. 收購附屬公司(續)

與收購DML集團(附註32)有關的應收或然代價的公允值，於二零二一年二月九日收購日期被視為不重大。該公允值乃基於獨立專業估值師使用貼現現金流量模型出具的估值報告計算。截至二零二一年十二月三十一日，董事估計達到擔保利潤的可能性很高，因此應收或然代價的公允值被視為不重大。

32. 資本風險管理

本集團管理旗下資本以確保本集團之實體能夠持續經營，並透過優化債務及權益結餘為股東帶來最大回報。

本集團亦監察目前及預期流動資金需要，以確保維持充裕的營運資金及足夠的承諾信貸融資，以應付其流動資金所需。於發現任何違約時，本集團立即與相關貸款人磋商進行適當安排，旨在維持足夠之營運資金。於預期任何現金不足時，本公司將尋求新融資來源，以維持足夠之營運資金。本集團的資本架構包括債務淨額(包括租賃負債及銀行借款)，已扣除銀行結餘及現金，以及本公司擁有人應佔權益(包括已發行股本及儲備)。有關詳情披露於對應附註。

董事定期檢討資本架構。作為審視一部份，董事將考慮資本成本及各類別資本相關的風險。根據董事之建議，本集團將通過發行新股份、以至發行新債務或贖回現有債務等方式，平衡整體資本結構。本集團的整體戰略與上年持平。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS

33. 金融工具

(a) Categories of Financial Instruments

(a) 金融工具類別

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets at FVTPL	按公允值計入損益的 金融資產		
Unlisted equity investment	未上市股本投資	226	329
Life insurance	壽險	5,027	4,815
		5,253	5,144
Financial assets at amortised cost:	按攤銷成本計量的 金融資產：		
Trade receivables	應收交易款項	16,027	10,034
Contract assets	合約資產	2,823	—
Deposit and other receivables (excluded prepayment)	按金及其他應收款項 (不包括預付款項)	13,504	11,940
Cash and cash equivalents	現金及現金等價物	27,277	11,918
		59,631	33,892
Financial liabilities at amortised cost:	按攤銷成本計量的 金融負債：		
Trade payables	應付交易款項	7,391	5,510
Other payables and accruals	其他應付款項及應計 費用	11,175	4,555
Bank borrowings	銀行借款	5,809	—
Lease liabilities	租賃負債	4,042	4,798
		28,417	14,863

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, contract assets, cash and cash equivalents, trade and other payables, lease liabilities and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk, credit risk and liquidity risk). The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units and financial assets in currencies other than the units' functional currencies. The Company's exposure to currency risk is through certain transactions that are denominated in AUD and RMB.

33. 金融工具(續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括按公允值計入損益之金融資產、應收交易款項及其他應收款項、合約資產、現金及現金等價物、應付交易款項及其他應付款項及應計費用、租賃負債及銀行借貸。該等金融工具詳情於相關的附註披露。與該等金融工具有關的風險包括市場風險、貨幣風險、利率風險、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。管理層將管理並監控有關風險，以確保及時有效實行適當措施。

(i) 貨幣風險

本集團有交易性貨幣敞口。該等風險來自營運單位以單位及金融資產非功能貨幣的貨幣進行買賣所致。本集團面臨的貨幣風險主要透過若干以澳元及人民幣計值的交易。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Currency risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change by 5% in the HK\$ exchange rate against RMB and AUD, with all other variables held constant, of the Group's loss before tax due to changes in the translated values of monetary assets and liabilities.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
If HK\$ strengthens against AUD	倘港元兌澳元貶值	(145)	16
If HK\$ weakens against AUD	倘港元兌澳元貶值	145	(16)
If HK\$ strengthens against RMB	倘港元兌人民幣貶值	385	1,364
If HK\$ weakens against RMB	倘港元兌人民幣貶值	(385)	(1,364)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan to a vendor and lease liabilities as set out in Notes 23 and 28 respectively. The Group is also exposed to cash flow interest rate risk in relation to its variable-rate bank balances and bank borrowings as detailed in Notes 25 and 27.

The Group currently does not have an interest rate hedging policy. However, the Directors monitor interest rate exposure and will consider hedging significant interest rate risk should the need arise.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings with floating interest rate.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(i) 貨幣風險(續)

下表顯示在所有其他變數均保持不變之情況下，港元兌人民幣之匯率合理可能變動5%對本集團除稅前虧損(由於貨幣資產及負債換算價值之變動所致)之敏感分析。

(ii) 利率風險

本集團面臨與附註23及附註28分別所載向供應商提供固定利率貸款及租賃負債相關的公允值利率風險。本集團亦須承受與可變利率銀行結餘及銀行借款有關的現金流量利率風險，詳見附註25和附註27。

本集團目前並無利率對沖政策。然而，董事將監察利率風險，並將於有需要時考慮對沖重大利率風險。

本集團面臨的市場利率變動風險主要與本集團以浮動利率計息的銀行借款有關。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Interest rate risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rate of 100 basis points, with all other variables held constant, of the Group's loss before tax (through the impact on floating rate borrowings).

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
If interest rates decrease by 100 basis points	倘利率下降100個基點	58	—
If interest rates increase by 100 basis points	倘利率上升100個基點	(58)	—

(iii) Other price risk

The Group is exposed to equity price risk through its investments in unquoted equity securities measured at FVTPL. Price risk was monitored by the management of the Group who will consider hedging the risk exposure should the need arise.

(iv) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables and cash and cash equivalents.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(ii) 利率風險(續)

下表顯示在所有其他變數均保持不變之情況下，利率合理可能變動100個基點對本集團除稅前虧損(透過對浮息借款的影響)之敏感分析。

(iii) 其他價格風險

本集團因投資至按公允值計入損益計量之無報價股本證券而承受股本價格風險。價格風險由本集團管理層監察，並將於有需要時考慮對沖有關風險。

(iv) 信貸風險及減值評估

信貸風險指本集團的交易對手違約而導致本集團蒙受財務損失的風險。本集團之信貸風險主要與應收交易款項及其他應收款項以及現金及現金等價物有關。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The carrying amounts of financial assets at amortised cost stated in this note represented the Group's maximum exposure to credit risk in relation to financial assets which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties.

The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

Trade receivables and contract assets

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

於本附註所載之按攤銷成本計量之金融資產之賬面值，代表本集團與因交易對手未能履行義務而將令本集團蒙受財務損失之金融資產相關之最大信貸風險。

本集團並無持有任何抵押品或其他信用提升措施，以涵蓋與其金融資產相關的信貸風險。

應收交易款項及合約資產

本集團僅與受認可及信譽高的第三方進行交易。本集團政策規定，所有欲按信貸條款交易的客戶均須通過信用審核程序。此外，本集團持續監控應收款項結餘，所面臨之壞賬風險並不重大。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Trade receivables and contract assets (Continued)

The Group's concentration of credit risk by geographical locations is mainly in HK and PRC, which accounted for 58% and 30% (2020: 6% and 68%) of the total trade receivables as at 31 December 2021 respectively. The Group has concentration of credit risk as 14% (2020: 26%) of the total trade receivables was due from the Group's largest customer. In order to minimise the credit risk, the financial department has been delegated by the management of the Group to be responsible for the determination of credit limits, credit approvals and other monitoring procedures and the review of the recoverable amount of each material individual debt at the end of each reporting period to ensure that adequate provision for impairment losses is made for irrecoverable amounts. In addition, the Group continuously monitors its trade receivable balances so as to ensure that the Group will not be subject to material bad debt risk. Since the Group only trades with third parties recognised to be creditworthy, management considers that the credit risk in respect of the Group's customers is limited. Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in Note 23 to the consolidated financial statements.

In addition, the Group applies the simplified approach for impairment for trade receivables and contract assets under ECL model. Impairment of HK\$474,000 (2019: HK\$333,000) is recognised during the year. Details of the quantitative disclosures are set out below in this note.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

應收交易款項及合約資產(續)

本集團之信貸風險按地區位置主要集中於中國，於二零二一年十二月三十一日佔應收交易款項總額之分別58%及30% (二零二零年：6%及68%)。本集團的信貸風險集中於本集團的應收交易款項總額中約14% (二零二零年：26%)乃應收本集團最大客戶的款項。為盡量減輕信貸風險，本集團管理層授權財務部負責釐定信貸限額、信貸審批及其他監控規程，並負責於各報告期末審閱各重大個別債務的可收回金額，確保為不可回收金額計提充足減值虧損撥備。此外，本集團持續監控應收交易款項結餘，確保本集團不會面臨重大壞賬風險。由於本集團僅與認可為信譽高的第三方進行交易，管理層認為與本集團客戶有關的信貸風險有限。有關本集團因應收交易款項引致之信貸風險詳細量化數據於綜合財務報表附註23披露。

此外，本集團根據預期信貸虧損模型使用簡化法對應收交易款項及合約資產進行減值。本年度確認474,000港元(二零一九年：333,000港元)的減值。有關定量披露之更多詳情載於下文附註。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Trade receivables and contract assets (Continued)

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. The contract assets have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the ECL rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. Since the contract assets are still in performing and the payment is not due. The expected loss rate of contract assets is assessed to be the same as that of trade receivables neither past due nor impaired and the impact to be insignificant to the consolidated financial statement of the Group.

Cash and cash equivalents

Credit risk on cash and cash equivalents is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for cash and cash equivalents by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

應收交易款項及合約資產(續)

合約資產主要涉及本集團在報告日已完成但未開具賬單的工作對價的權利。於權利成為無條件時，合約資產轉撥至應收款項。合約資產與同類合同的應收賬款具有實質上相同的風險特徵。因此，本集團認為，應收賬款的ECL費率是合約資產虧損率的合理近似值。由於合約資產仍在履行中，款項未到期。合約資產的預期虧損率被評估為與既未逾期也未減值的應收賬款相同，對本集團綜合財務報表的影響不大。

現金及現金等價物

現金及現金等價物的信貸風險有限，原因乃交易對手為獲國際信貸機構授予高信貸評級的知名銀行。本集團參考外部信貸評級機構所發佈有關信貸評級等級的違約概率及虧損之資料評估現金及現金等價物結餘的12個月預期信貸虧損。基於平均虧損率，銀行結餘的12個月預期信貸虧損被視為不重大。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Deposit and other receivables

Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default and expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. In calculating the expected credit loss rate, the Group considers the historical loss rate and adjusts for forward looking macroeconomic data. For the years ended 31 December 2021 and 2020, the Group have assessed and concluded that the risk of default rate for the other instruments are steadily based on the Group assessment of the financial health of the counterparties.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 概況	Trade receivables 應收交易款項	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手違約風險低，並無任何逾期金額	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日之後悉數還款	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	12m ECL 12個月預期信貸虧損

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

按金及其他應收款項

倘適用，減值分析乃於各報告日期透過考慮違約的可能性進行，而預期信貸虧損則經參考本集團的過往虧損記錄後透過應用虧損率法估計。該虧損率會作出調整以反映當前狀況及對未來經濟狀況之預測(如適用)。於計算預期信貸虧損率時，本集團會考慮歷史虧損率並根據未來宏觀經濟數據作出調整。截至二零二一年及二零二零年十二月三十一日止年度，本集團已評估交易對手之財務狀況是否穩健，並基於評估結果認為其他工具之違約率風險屬穩定。

本集團的內部信貸風險評級評估包括以下類別：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

33. 金融工具(續)

(b) Financial risk management objectives and policies (Continued)

(b) 財務風險管理目標及政策(續)

(iv) Credit risk and impairment assessment (Continued)

(iv) 信貸風險及減值評估(續)

Internal credit rating 內部信貸評級	Description 概況	Trade receivables 應收交易款項	Other financial assets 其他金融資產
Doubtful 可疑類	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 根據內部所得資訊或外部資源，信貸風險自初始確認以來顯著增加	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難，且本集團並無收回款項的實際可能	Amount is written off 撇銷金額	Amount is written off 撇銷金額

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment.

	Note	External credit rating	Internal credit rating	12m or lifetime ECL 12個月或全期 預期信貸虧損	2021 Gross carrying amount 二零二一年 賬面總額 HK\$'000 千港元	2020 Gross carrying amount 二零二零年 賬面總額 HK\$'000 千港元
	附註	外部信貸評級	內部信貸評級	預期信貸虧損		
Financial assets at amortised costs						
按攤銷成本計量的金融資產						
Cash and bank balances	25	AA+	N/A	12m ECL	27,277	11,918
現金及銀行結餘			不適用	12個月預期信貸虧損		
Deposits and other receivables	23	N/A	(Note 1)	12m ECL	18,111	15,501
按金及其他應收款項		不適用	(附註1)	12個月預期信貸虧損		
Trade receivables	23	N/A	(Note 2)	Lifetime ECL	17,402	10,367
應收交易款項		不適用	(附註2)	(Provision matrix)		
(撥備矩陣)				全期預期信貸虧損		
Contract assets	24	N/A	(Note 2)	Lifetime ECL	2,823	—
合約資產		不適用	(附註2)	(Provision matrix)		
				全期預期信貸虧損		
				(撥備矩陣)		

Notes:

- The credit quality of the financial assets is considered to be low risk when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be doubtful.
- For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

下表詳述本集團須進行預期信貸虧損評估的金融資產信貸風險。

	2021 Gross carrying amount 二零二一年 賬面總額 HK\$'000 千港元	2020 Gross carrying amount 二零二零年 賬面總額 HK\$'000 千港元
Cash and bank balances	27,277	11,918
Deposits and other receivables	18,111	15,501
Trade receivables	17,402	10,367
Contract assets	2,823	—

附註:

- 金融資產並未逾期且並無資料表明金融資產自初始確認以來出現信貸風險大幅度增加的情況下，其信貸質素被視為低風險。否則，金融資產的信貸質素被視為可疑。
- 就應收交易款項及合約資產而言，本集團已應用香港財務報告準則第9號的簡化方法按全期預期信貸虧損計量虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

		2021 二零二一年			2020 二零二零年		
		Average loss rate	Trade receivables	ECL 預期	Average loss rate	Trade receivables	ECL 預期
		平均虧損率	交易款項 應收 HK\$'000 千港元	信貸虧損 HK\$'000 千港元	平均虧損率	交易款項 應收 HK\$'000 千港元	信貸虧損 HK\$'000 千港元
Current	即期	0.0%	5,874	—	1.8%	8,617	155
Past due	逾期						
— 1 to 3 months	— 一至三個月	9.9%	6,030	597	9.9%	1,750	178
— 3 to 6 months	— 三至六個月	10.2%	963	98	N/A	—	—
— Over 3 months	— 超過三個月	15.0%	4,535	680	N/A	—	—
Subtotal	小計		17,402	1,375		10,367	333

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

作為本集團信貸風險管理的一環，本集團利用應收賬款之賬齡為與其業務有關之客戶進行減值評估，原因為該等客戶乃由數量眾多的小型客戶所組成，而彼等擁有可反映彼等根據合約條款償還所有到期應付金額能力的共同風險特性。下表提供有關應收交易款項信貸風險的資料，該等資料乃使用全期預期信貸虧損(並無信貸減值)的撥備矩陣進行的集體評估。

下表載列本集團使用撥備矩陣計算的應收交易款項的信貸風險資料：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

The following tables shows the movement in lifetime ECL that has been recognised for trade receivables under simplified approach:

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

估計虧損率基於債務人預期年內過往觀察所得違約率估計，並就毋須付出不必要成本或努力即可取得之前瞻性資料進行調整。

下表顯示已根據簡化方法就應收交易款項確認的全期預期信貸虧損的變動：

		HK\$'000 千港元
As at 31 December 2019	於二零一九年 十二月三十一日	205
Changes due to financial instruments recognised as at 1 January (non-credit impaired):	因於一月一日確認金融工具而出現的變動(無信貸減值)：	
— Impairment losses reversed	— 已撥回減值虧損	(205)
New financial assets originated or purchased	源生或購入的新金融資產	333
As at 31 December 2020	於二零二零年 十二月三十一日	333
Changes due to financial instruments recognised as at 1 January (non-credit impaired):	因於一月一日確認金融工具而出現的變動(無信貸減值)：	
— Impairment losses reversed	— 已撥回減值虧損	(333)
Acquisition of subsidiaries	收購附屬公司	568
New financial assets originated or purchased	源生或購入的新金融資產	807
As at 31 December 2021	於二零二一年 十二月三十一日	1,375

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Changes in the loss allowance for trade receivables are mainly due to:

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

應收交易款項虧損撥備變動主要由於：

		2021 二零二一年 Increase in lifetime ECL not credit- impaired 全期預期信 貸虧損增加 無信貸減值 HK\$'000 千港元	2020 二零二零年 Decrease in lifetime ECL not credit- impaired 全期預期信 貸虧損減少 無信貸減值 HK\$'000 千港元
Settlement in full of trade debtors	貿易債務人全數支付	(333)	(205)
Acquisition of subsidiaries	收購附屬公司	568	—
New trade receivable	新應收交易款項	807	333

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

The following tables shows the movement in ECL that has been recognised for deposit and other receivables:

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

下表顯示就按金及其他應收款項確認的預期信貸虧損的變動：

		12M ECL 12個月預期信 貸虧損 HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2019	於二零一九年十二月三十一日	1,484	2,059	3,543
Changes due to financial instruments recognised as at 1 January 2020:	於二零二零年一月一日 確認金融工具而出現的變動：			
— Impairment losses reversed	— 已撥回減值	(6)	—	(6)
New financial assets originated or purchased	源生或購入的新金融資產	24	—	24
As at 31 December 2020	於二零二零年十二月三十一日	1,502	2,059	3,561
Changes due to financial instruments recognised as at 1 January 2021:	於二零二一年一月一日 確認金融工具而出現的變動：			
— Impairment losses reversed	— 已撥回減值	(280)	—	(280)
New financial assets originated or purchased	源生或購入的新金融資產	1,326	—	1,326
As at 31 December 2021	於二零二一年十二月三十一日	2,548	2,059	4,607

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Credit risk and impairment assessment (Continued)

Changes in the loss allowance for deposit and other receivables are mainly due to:

		2021 二零二一年	
		Increase in 12M ECL 12個月預期 信貸虧損增加 HK\$'000 千港元	Increase in Lifetime ECL 全期預期 信貸虧損增加 HK\$'000 千港元
Impairment reversed	已撥回減值	(280)	—
Impairment for new deposit and other receivables	新按金及其他應收款項減值	1,326	—

		2020 二零二零年	
		Increase in 12M ECL 12個月預期 信貸虧損增加 HK\$'000 千港元	Increase in Lifetime ECL 全期預期 信貸虧損增加 HK\$'000 千港元
Impairment reversed	已撥回減值	(6)	—
Impairment for new deposit and other receivables	新按金及其他應收款項減值	24	—

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(iv) 信貸風險及減值評估(續)

按金及其他應收款項虧損撥備變動主要由於：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Liquidity risk

The Group's policies are to regularly monitor the current and expected liquidity requirements, and to ensure that it maintains sufficient reserves of cash and available banking facilities to meet its liquidity requirements in the short and longer term.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(v) 流動資金風險

本集團政策為定期監控當前及預期流動資金需求，確保有足夠現金儲備及可動用銀行融資滿足短期及長期流動資金需求。

下表詳述本集團有關金融負債的剩餘合約年期。該表格依據按照本集團被要求還款的最早日期計算的金融負債未折現現金流量編製。尤其是，附帶按要求償還條款的銀行借款計入最早時間段內，而不論銀行選擇行使其權利的可能性多寡。其他非衍生金融負債之到期日基於協定之還款日期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(v) Liquidity risk (Continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

		Interest rate	On demanded less than 1 year	Between 1 to 5 years	Total undiscounted cashflow	Carrying amount
		利率	按要求少於1年 HK\$'000 千港元	1至5年 HK\$'000 千港元	總計未貼現 現金流 HK\$'000 千港元	賬面值 HK\$'000 千港元
At 31 December 2021	於二零二一年 十二月三十一日					
Trade payables	應付交易款項	N/A 不適用	7,391	—	7,391	7,391
Lease liabilities	租賃負債	3.85% to 8.80%	2,818	1,307	4,125	4,042
Bank borrowings	銀行借款	2.75% to 6.75%	5,002	849	5,851	5,809
Other payables and accruals	其他應付款項及 應計費用	N/A 不適用	11,175	—	11,175	11,175
			26,386	2,156	28,542	28,417

		Interest rate	On demanded less than 1 year	Between 1 to 5 years	Total undiscounted cashflow	Carrying amount
		利率	按要求少於1年 HK\$'000 千港元	1至5年 HK\$'000 千港元	總計未貼現 現金流 HK\$'000 千港元	賬面值 HK\$'000 千港元
At 31 December 2020	於二零二零年 十二月三十一日					
Trade payables	應付交易款項	N/A 不適用	5,510	—	5,510	5,510
Lease liabilities	租賃負債	4.75 to 8.80%	2,217	2,999	5,216	4,798
Other payables and accruals	其他應付款項及 應計費用	N/A 不適用	4,555	—	4,555	4,555
			12,282	2,999	15,281	14,863

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rate differ to those estimates of interest rates determined at the end of the reporting period.

33. 金融工具(續)

(b) 財務風險管理目標及政策(續)

(v) 流動資金風險(續)

該表格同時包括利息及本金之現金流量。以利息流按浮動利率計息為限，未貼現金額乃自報告期末之利率曲線得出。

倘可變利率與報告期末釐定的該等利率估計不同，上述金額可予變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the management would establish the appropriate valuation techniques and inputs to the valuation model or to engage third party qualified valuers to perform the valuation.

33. 金融工具(續)

(c) 金融工具之公允值計量

就財務報告目的而言，本集團若干金融工具按公允值計量。

於估計公允值時，本集團使用可獲得的市場可觀察數據。倘若並無第一級輸入數據，管理層將設立模式適用之估值技巧及輸入數據或聘請第三方和資格估值師進行估值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

33. 金融工具(續)

(c) 金融工具之公允值計量(續)

本集團金融資產之公允值按經常性基準以公允值計量

本集團部份金融資產於各報告期末按公允值計量。下表提供有關如何釐定該等金融資產公允值(尤其是所使用的估值技巧及輸入數據)之資料。

		Fair value hierarchy as at 31 December 2021 於二零二一年十二月三十一日之公允值層級			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	按公允值計入損益的金融資產				
Unlisted equity investment	未上市股本投資	—	—	226	226
Life insurance policy	壽險保單	—	—	5,027	5,027
		—	—	5,253	5,253

		Fair value hierarchy as at 31 December 2020 於二零二零年十二月三十一日之公允值層級			
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	按公允值計入損益的金融資產				
Unlisted equity investment	未上市股本投資	—	—	329	329
Life insurance policy	壽險保單	—	—	4,815	4,815
		—	—	5,144	5,144

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Financial assets 金融資產	Fair value at 公允值		Fair value hierarchy 公允值等級	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據
	31 December 2021 二零二一年 十二月三十一日	31 December 2020 二零二零年 十二月三十一日			
Life insurance policy, at fair value 按公允值計量的 壽險保單	Approximately HK\$5,027,000 約\$5,027,000港元	Approximately HK\$4,815,000 約4,815,000港元	Level 3 第三級	Based on credit rating, ages of life insured persons and the discount rate (note a) 基於信用評級之壽險受保人 年齡及貼現率(附註a)	Surrender value 退保價值
Unlisted equity investment 未上市股本投資	Approximately HK\$226,000 約226,000港元	Approximately HK\$329,000 約329,000港元	Level 3 第三級	Market approach (note b) 市場法(附註b)	(i) The market price of in the same or a similar line of business (ii) Based on circumstances unique, additional factors have been considered (i) 相同或相似業務線的市場價格 (ii) 基於特殊情況，考慮了額外的因素

There were no transfers between different level of fair value hierarchy during the year ended 31 December 2021.

Notes:

- (a) The surrender value of the policy is provided by the insurance company.
- (b) The fair value of the unlisted equity investment was measured by the independent valuer based on Level 3 hierarchy by using market approach.

33. 金融工具(續)

(c) 金融工具之公允值計量(續)

本集團金融資產之公允值按經常性基準以公允值計量(續)

截至二零二一年十二月三十一日止年度，並無不同公允值層級之間的轉移。

附註：

- (a) 保單的退保價值由保險公司提供。
- (b) 非上市股權投資的公允值由獨立估值師基於第三層次採用市場法計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Notes: (Continued)

- (c) Reconciliation of Level 3 fair value measurements of financial instruments on recurring basis:

33. 金融工具(續)

(c) 金融工具之公允值計量(續)

本集團金融資產之公允值按經常性基準以公允值計量(續)

附註：

- (c) 定期調節金融工具的第三層級公允值計量：

		Life insurance policy at FVTPL	Unlisted equity instruments at FVTPL	Total
		按公允值 計入損益之 壽險保單 HK\$'000 千港元	按公允值 計入非上市 權益工具股份 HK\$'000 千港元	總計 HK\$'000 千港元
At 31 December 2019 and 1 January 2020	於二零一九年十二月三十一日及 二零二零年一月一日	4,742	—	4,742
Acquisition	收購事項	—	843	843
Exchange realignment	匯兌調整	—	(12)	(12)
Fair value changes	公允值調整	73	(502)	(429)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	4,815	329	5,144
Exchange realignment	匯兌調整	76	(13)	63
Fair value changes	公允值調整	136	(90)	46
At 31 December 2021	於二零二一年十二月三十一日	5,027	226	5,253

Included in profit or loss is an amount of approximately HK\$46,000 fair value gains (2020: loss of HK\$429,000) relating to the financial assets at FVTPL held at the end of the current reporting period.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

與本報告期末持有的按公允值計入損益的金融資產相關的公允值虧損約46,000港元(二零二零年：虧損429,000港元)計入損益。

董事認為，本集團按攤銷成本載列於綜合財務報表之金融資產及金融負債賬面值與其公允值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities:

34. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，當中包括現金及非現金變動。自融資活動產生的負債為於本集團綜合現金流量表分類為融資活動所得現金流量的現金流量或將會分類的未來現金流量：

		Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	15,033	6,024
Repayment of lease liabilities	償還租賃負債	—	(1,935)
New leases	新租賃	—	663
Interest expense	利息開支	104	261
Exchange realignment	匯兌調整	—	(215)
Repayment of bank borrowings	償還銀行借款	(15,137)	—
At 31 December 2020	於二零二零年十二月三十一日	—	4,798
Acquisition of subsidiaries	收購附屬公司	6,829	483
New leases	新租賃	—	1,017
Interest expense	利息開支	366	300
Proceeds from borrowings	借款所得收益	21,445	—
Repayment of lease liabilities	償還租賃負債	—	(2,635)
Exchange realignment	匯兌調整	—	79
Repayment of bank borrowings	償還銀行借款	(22,831)	—
At 31 December 2021	於二零二一年十二月三十一日	5,809	4,042

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

35. NON-CASH TRANSACTIONS

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$1,017,000 and HK\$1,017,000, respectively, in respect of lease arrangements for buildings (2020: HK\$1,115,000 and HK\$1,115,000).

On 9 February 2021, the Group has completed the acquisition of 100% equity interest in DML by the allotment and issuance of an aggregate of 67,441,860 consideration shares with par value HK\$0.05. Please refer to the announcement of the Company dated 9 February 2021 for details.

36. RELATED PARTY TRANSACTIONS

(a) During the year, saved as disclosed in elsewhere of the consolidation financial statements, the Group entered into the following material transactions with related parties:

35. 非現金交易

年內，本集團在建築物租賃安排方面，使用權資產及租賃負債的非現金增加額分別為1,017,000港元及1,017,000港元(二零二零年：1,115,000港元及1,115,000港元)。

於二零二一年二月九日，本集團透過配發及發行合共67,441,860股每股價值0.05港元的對價股份，完成收購DML的100%股權。有關詳細信息，請參閱本公司日期為二零二一年二月九日的公告。

36. 關聯方交易

(a) 年內，除綜合財務報表其他部分披露外，本集團與關聯方進行以下重大交易：

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	Note 附註			
Amount due from Mr. Wong:	王先生應付的金額：			
Balance as at 1 January/31 December	截至一月一日／十二月三十一日的餘額	(1)	—	—
Maximum amount outstanding during the year	年內未償還的最高金額	(1)	10,017	20,346

Note:

- The Group made advance payments to Mr. Wong during the years ended 31 December 2021 and 2020, which were all repaid by Mr. Wong before 31 December 2021 and 31 December 2020, respectively. The aforesaid advance payments to Mr. Wong were unsecured, interest free and repaid by Mr. Wong in a period ranging from one to three months.

附註：

- 本集團於截至二零二一年和二零二零年十二月三十一日止年度向黃先生支付了預付款，黃先生分別於二零二一年十二月三十一日和二零二零年十二月三十一日之前全部償還。上述向黃先生支付的預付款為無抵押、免息並由黃先生於一至三個月期間償還。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

36. RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation

Details of the compensation of key management personnel of the Group, who are the executive directors, are disclosed in Note 12 to the financial statements.

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

36. 關聯方交易(續)

(b) 主要管理人員薪酬

本集團身為執行董事的主要管理人員薪酬詳情於財務報表附註12披露。

37. 本公司主要附屬公司詳情

於報告期末本公司直接及間接持有的附屬公司詳情載列如下：

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法人實體類型	Principal activities and place of operation 主營活動及經營地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Proportion of ownership interest held by the Company 本公司持有的所有權益的比例				Proportion of voting power held by the Company 本公司持有的表決權的比例			
				Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接	
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
Strat Tech Holdings Limited 英屬處女群島	BVI	Investment holding 投資控股	US\$1 1美元	100%	100%	—	—	100%	100%	—	—
Shen You (China) Limited 申酉(中國)有限公司	Hong Kong 航空大廈8樓	Investment holding 投資控股	HK\$10,000,000 10,000,000港元	100%	100%	—	—	100%	100%	—	—
Tseyu International Trading Company Limited 至裕國際貿易有限公司	Hong Kong 航空大廈8樓	Trading of sewing threads and broad categories of garment accessories 縫紉線和各類服裝輔料貿易	HK\$60,000,000 60,000,000港元	—	—	100%	100%	—	—	100%	100%
Newchamp Industries Limited 新中港實業有限公司	Hong Kong 航空大廈8樓	Trading of sewing threads 縫紉線和	HK\$30,000,000 30,000,000港元	—	—	100%	100%	—	—	100%	100%
Cheerful Keen Limited 置富健有限公司	BVI 英屬處女群島	Investment holding 投資控股	US\$1 1美元	—	—	100%	100%	—	—	100%	100%
Clolab International Limited 研衣人國際有限公司	Hong Kong 航空大廈8樓	Fashion design and trading of garment accessories 時尚設計及服裝輔料貿易	HK\$10,000 10,000港元	—	—	100%	100%	—	—	100%	100%

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 37. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法人實體類型	Principal activities and place of operation 主營活動及經營地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Proportion of ownership interest held by the Company 本公司持有的所有權權益的比例				Proportion of voting power held by the Company 本公司持有的表決權的比例			
				Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接	
				2021	2020	2021	2020	2021	2020	2021	2020
				二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年
Thrill Rank Company Limited 英屬處女群島	BVI	Investment holding 投資控股	US\$100 100美元	100%	100%	—	—	100%	100%	—	—
Diamond Motto Limited 英屬處女群島	BVI	Investment holding 投資控股	US\$300 300美元	—	—	—	—	—	—	—	—
LMP International Limited 沛銘國際有限公司	Hong Kong	Provision of interior design, fitting out and decoration services 提供室內設計、裝修及裝飾 服務	HK\$1 1港元	—	—	100%	N/A	—	—	100%	N/A
Better Dynasty Limited 航空大廈8樓	Hong Kong	Investment holding 投資控股	HK\$10,000 10,000港元	—	—	100%	—	—	—	100%	—
Harbour Equine Limited (Formerly known as Prime Dynasty Limited)	Hong Kong	Investment holding 投資控股	HK\$100 100港元	—	—	100%	—	—	—	100%	—
Harbour Equine Pty Ltd (Formerly known as Hong Kong (8377) Pty Ltd)	Australia	Horse breeding 馬匹育種	AUS\$100 100澳元	—	—	100%	—	—	—	100%	—
Harbour Equine Pty Ltd (前稱 Hong Kong (8377) Pty Ltd)	澳洲	馬匹育種	100澳元	—	—	100%	—	—	—	100%	—
Harbour Stallion Pty Ltd (Formerly known as Hong Kong (8377) Stallion Pty Ltd)	Australia	Horse breeding 馬匹育種	AUS\$100 100澳元	—	—	100%	—	—	—	100%	—
Harbour Stallion Pty Ltd (前稱 Hong Kong (8377) Stallion Pty Ltd)	澳洲	馬匹育種	100澳元	—	—	100%	—	—	—	100%	—

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綜合財務報表附註(續)

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

37. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 37. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation and type of legal entity 註冊成立地點及法人實體類型	Principal activities and place of operation 主營活動及經營地點	Issued share capital/ registered capital 已發行股本/ 註冊資本	Proportion of ownership interest held by the Company 本公司持有的所有權權益的比例				Proportion of voting power held by the Company 本公司持有的表決權的比例			
				Directly 直接		Indirectly 間接		Directly 直接		Indirectly 間接	
				2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
Harbour Racing Limited	Hong Kong 香港	Equine management service 馬匹管理服務	HK\$100 100港元	100%	—	—	—	100%	—	—	—
Guangzhou Xinhua thread Company Limited (廣州新華線業有限公司)*	PRC	Manufacture and selling of sewing threads and broad categories of garment accessories	HK\$64,250,000	—	—	100%	100%	—	—	100%	100%
Guangzhou Xinhua thread Company Limited (廣州新華線業有限公司)*	中國	縫紉線和各類服裝輔料生產及貿易	64,250,000港元	—	—	100%	100%	—	—	100%	100%
申酉辰鑫企業(上海)有限公司* ("Shen You Chenxin") *	PRC	Investment holding	HK\$10,000,000	—	—	100%	100%	—	—	100%	100%
申酉辰鑫企業(上海)有限公司* (申酉辰鑫)*	中國	投資控股	10,000,000港元	—	—	100%	100%	—	—	100%	100%
杭州新裕線業有限公司	PRC	Selling of sewing threads and broad categories of garment accessories	RMB500,000	—	—	100%	100%	—	—	100%	100%
杭州新裕線業有限公司	中國	縫紉線和各類服裝輔料貿易及貿易	人民幣500,000元	—	—	100%	100%	—	—	100%	100%

None of the subsidiaries had issued any debt securities at the end of the year.

截至年底，概無附屬公司發行任何債務證券。

* Registered as wholly-foreign-owned enterprises under PRC law.

* 根據中國法律註冊為外商獨資企業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

38. EVENTS AFTER THE REPORTING PERIOD

The event after the reporting period is as follow:

- a) On 3 January 2022 (the “**Date of Grant**”), the Company resolved to grant 4,091,418 share options under the Share Option Scheme adopted by the Company on 24 November 2017 to Mr. Shane McGrath, an executive Director, to subscribe for up to 4,091,418 ordinary shares of HK\$0.05 each in the share capital of the Company (each a “**Share**”), subject to acceptance of the Grantee. As at the Date of Grant, the Company has 409,141,860 shares in issue. The total of 4,091,418 shares to be subscribed under the share options granted represent 1.00% of the existing issued share capital of the Company as at the Date of Grant and approximately 0.99% of the enlarged issued share capital of the Company assuming full exercise of the share options. For details, please refer to the announcement of the Company dated 3 January 2022.
- b) For the existing principal business of manufacturing and selling of sewing threads, the Group has experienced difficulties owing to the outbreak of the coronavirus (“**COVID-19**”) pandemic and uncertainties due to the ongoing trade conflict between the PRC and the United States of America (the “**U.S.**”) as well as the gradual slowdown of the PRC economy. Although the tension of COVID-19 seemed to be abating, the Group expects that the trade conflict between the PRC and the US and the COVID-19 will still continue impacting our business. The Group will continue to pay close attention to the trade conflict and COVID-19 and to evaluate its impact on the financial position, cashflows and operating result of this business line.

38. 報告期後事項

報告期後事項如下：

- a) 於二零二二年一月三日(「授出日期」)，本公司議決根據本公司於二零一七年十一月二十四日採納的購股權計劃向Shane McGrath先生(「承授人」，執行董事)授出4,091,418份購股權(「購股權」)，以認購本公司股本中最多4,091,418股每股面值0.05港元的普通股(「股份」)，惟須待承授人接納後方可作實。於授出日期，本公司擁有409,141,860股已發行股份。已授出購股權項下將予認購的合共4,091,418股股份相當於本公司於授出日期的現有已發行股本1.00%及本公司的經擴大已發行股本約0.99%(假設購股權獲悉數行使)。有關詳細信息，請參閱本公司日期為二零二二年一月三日的公告。
- b) 就現有以縫紉線製造及銷售主要業務而言，由於新型冠狀病毒疫情(「**新型冠狀病毒**」)爆發、中華人民共和國(「**中國**」)與美利堅合眾國(「**美國**」)之間持續的貿易衝突及中國經濟逐漸放緩導致出現不確定因素，本集團的業務因而遇上一些困難。儘管新型冠狀病毒的緊張局勢似乎正在緩和，本集團預期中美貿易衝突及新型冠狀病毒將繼續影響我們的業務。本集團將持續密切關注貿易衝突及新型冠狀病毒形勢，並評估該等事件對該業務線的財務狀況、現金流及營運業績之影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY 39. 本公司財務狀況及儲備表

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	377	—
Right-of-use assets	使用權資產	510	—
Financial assets at FVTPL	以公允價值計入損益的 金融資產	226	328
Investments in subsidiaries	於附屬公司的投資	16,573	3,647
		17,686	3,975
CURRENT ASSETS	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	46,708	28,360
Prepayments, deposit and other receivables	預付款項、按金及其 他應收款項	276	272
Cash and cash equivalents	現金及現金等價物	25,284	10,556
		72,268	39,188
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計 費用	1,667	1,512
Lease liabilities	租賃負債	386	—
		2,053	1,512
NET CURRENT ASSETS	流動資產淨值	70,215	37,676
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	87,901	41,651
NON-CURRENT LIABILITY	非流動負債		
Lease liability	租賃負債	135	—
NET ASSETS	資產淨值	87,766	41,651
CAPITAL AND RESERVES	股本及儲備		
Share capital	股本	20,457	12,000
Reserves	儲備	67,309	29,651
TOTAL EQUITY	權益總額	87,766	41,651

The Company's statement of financial position was approved and authorised for issue by the Board on 25 March 2022 and are signed on its behalf by:

董事會於二零二二年三月二十五日批准並授權刊發本公司財務狀況表，並由以下董事代表簽署：

Wong Kwok Wai, Albert
黃國偉先生
Director
董事

Leung King Yue, Alex
梁景裕先生
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

39. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

39. 本公司財務狀況及儲備表(續)

Movement in the Company's reserves

本公司儲備變動

		Share capital 資本資本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	8,000	57,751	—	(25,726)	40,025
Issues of shares under rights issue	根據供股發行股份	4,000	10,641	—	—	14,641
Loss for the year	年內虧損	—	—	—	(13,015)	(13,015)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	12,000	68,392	—	(38,741)	41,651
Issue of consideration shares for acquisition	就收購事項發行新股份	3,372	22,256	—	—	25,628
Recognition of equity settled share-based payment	確認以權益結算的股份支付	—	—	1,155	—	1,155
Issue of new shares under generate mandate	根據一般授權發行新股份	5,085	40,026	—	—	45,111
Loss for the year	年內虧損	—	—	—	(25,779)	(25,779)
At 31 December 2021	於二零二一年十二月三十一日	20,457	130,674	1,155	(64,520)	87,766

Note:

- a) The amount due from subsidiaries represents fund transfer for the Group's daily operation. The amount is interest-free, unsecured and repayable on demand.

附註：

- a) 應收附屬公司款項指已轉至本集團日常營運之資金。該筆款項為不計息、無抵押及須按要求償還。

Five Year Financial Summary

五年財務摘要

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

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below:

下文載列本集團於過往五個財政年度之業績以及資產及負債概要，乃摘錄自己公佈的經審核財務報表，並經適當重列／重新分類：

		Year ended 31 December 截至十二月三十一日止年度				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
RESULTS	業績					
REVENUE	收益	73,365	44,984	58,746	64,510	74,371
Cost of sales	銷售成本	(58,573)	(34,537)	(47,416)	(51,232)	(48,853)
Gross profit	毛利	14,792	10,447	11,330	13,278	25,518
Other (losses) gains, net	其他(虧損)增益淨額	4,269	(1,077)	2,039	2,037	642
Selling and distribution expenses	銷售及分銷開支	(7,023)	(5,745)	(7,393)	(7,579)	(6,408)
Administrative expenses	行政開支	(23,356)	13,942	(13,508)	(16,456)	(9,831)
Impairment loss on financial assets	金融資產減值虧損	(1,520)	(146)	(3,103)	(499)	—
Impairment loss on non-financial assets, net	非金融資產減值虧損淨額	—	(1,465)	—	—	—
Impairment loss on goodwill	商譽減值虧損	(12,103)	—	—	—	—
Other expenses	其他開支	(1,634)	(3,302)	(4,709)	(2,301)	(20,108)
Finance costs	融資成本	(666)	(365)	(1,313)	(886)	(2,291)
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	(27,241)	(15,595)	(16,657)	(12,406)	(12,478)
Income tax (expense)/credit	所得稅(開支)/抵免	—	—	(2,562)	1,551	(712)
LOSS FOR THE YEAR	全年虧損	(27,241)	(15,595)	(19,219)	(10,855)	(13,190)

Five Year Financial Summary (Continued)

五年財務摘要(續)

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

ASSETS AND LIABILITIES

資產及負債

		Year ended 31 December 截至十二月三十一日止年度				
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
TOTAL ASSETS	資產總值	120,986	61,140	79,493	92,631	129,359
TOTAL LIABILITIES	負債總額	29,221	(15,532)	(37,021)	(29,525)	(51,275)
		91,765	45,608	42,472	63,106	78,084

Note:

The financial information for the years ended 31 December 2016 was extracted from the prospectus of the Company dated 30 November 2017. The summary above does not form part of the audited financial statements for the year ended 31 December 2020.

附註：

截至二零一六年十二月三十一日止年度的財務資料乃摘錄自本公司日期為二零一七年十一月三十日的招股章程。上述概要並不構成截至二零二零年十二月三十一日止年度的經審核財務報表的一部分。

The background features a light beige, textured pattern resembling a fine mesh or fabric. Overlaid on this are several overlapping circles of varying sizes and positions. Some circles are filled with the same textured pattern, while others are defined by thin, golden-brown outlines. The overall composition is clean and modern.

Shen You Holdings Limited
申酉控股有限公司