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AURUM PACIFIC (CHINA) GROUP LIMITED

奧栢中國集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：8148)

二零二二年全年業績公告

奧栢中國集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈本公司及其附屬公司截至二零二二年十二月三十一日止年度之經審核業績。本公告列載本公司二零二二年年報全文，並符合香港聯合交易所有限公司(「聯交所」) GEM的證券上市規則(「GEM上市規則」)中有關全年業績初步公佈附載資料之要求。本公司之二零二二年年報將於稍後在聯交所網站 www.hkexnews.hk 及本公司網站 www.aurumpacific.com.hk 可供閱覽。

承董事會命
奧栢中國集團有限公司
執行董事
鍾文禮

香港，二零二三年三月三十一日

於本公告日期，董事會成員包括以下董事：

執行董事：

鍾文禮先生

蔡本立先生

非執行董事：

黎惠玲女士

獨立非執行董事：

戴文泰先生

林婉雯女士

符恩明先生

本公佈的資料乃遵照香港聯合交易所有限公司（「聯交所」）GEM證券上市規則而刊載，旨在提供有關本公司的資料；董事願就本公佈的資料共同及個別地承擔全部責任。董事在作出一切合理查詢後，確認就其所知及所信，本公佈所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公佈所載任何陳述或本公佈產生誤導。

本公佈將由刊登日期起最少一連七天於聯交所網站www.hkex.com.hk「最新上市公司公告」一頁及本公司網站www.aurumpacific.com.hk內刊登。



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司(「聯交所」) GEM的特色

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

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

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本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關奧栢中國集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認就其所知及所信：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)且並無遺漏任何事項，導致本報告或其所載任何陳述產生誤導；及(3)本報告所表達之一切意見乃經審慎周詳考慮後達致，並以公平合理之基準及假設為依據。



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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Chung Man Lai
Mr. Choi Pun Lap

Non-executive Directors

Ms. Li Hui Ling

Independent Non-executive Directors

Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming
Mr. Tai Man Tai

COMPANY SECRETARY

Mr. Lee Cheuk Man

AUDIT COMMITTEE

Mr. Tai Man Tai (Chairman)
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

REMUNERATION COMMITTEE

Mr. Tai Man Tai (Chairman)
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

NOMINATION COMMITTEE

Mr. Tai Man Tai (Chairman)
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林婉雯女士
符恩明先生
戴文泰先生

公司秘書

李卓文先生

審核委員會

戴文泰先生(主席)
林婉雯女士
符恩明先生

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戴文泰先生(主席)
林婉雯女士
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戴文泰先生(主席)
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CORPORATE INFORMATION

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PRINCIPAL BANK

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蔡本立先生

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主要往來銀行

中國銀行(香港)有限公司

股份代號

8148

公司網站

www.aurumpacific.com.hk



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2022 (the “Year”), the Group recorded a total revenue of approximately HK\$21,436,000, representing an increase of approximately HK\$1,178,000 or 5.8% as compared with that of approximately HK\$20,258,000 in 2021. The revenue of the Group was derived from continuing operations, being the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “Software Platform Business”) and the game publishing, development of mobile game and related intellectual property and platform, mobile application and data solutions and provision of IT related solutions (the “Mobile Games and Applications Business”). The digital marketing and software development businesses in the People’s Republic of China was still at the initial stage and did not contribute any revenue to the Group during the Year.

The increment in the Group’s revenue was attributed by the increase in segment revenue from the Software Platform Business by approximately HK\$1,223,000, which recorded a segment revenue of approximately HK\$21,436,000 for the Year as compared with that of approximately HK\$20,213,000 in 2021.

The obsolescence of the current mobile games and the postponement of its mobile game development plan as a result of the reassessment of the Group’s strategy led to the segment revenue from the Mobile Games and Applications Business to be nil for the Year (2021: approximately HK\$45,000).

Cost of Sales

For the Year, the cost of sales of the Group amounted to approximately HK\$8,677,000 (2021: approximately HK\$11,889,000), which represented a decrease by approximately 27.0%. The Group engaged less sub-contractors in the Year while more staff were diverted to the research and development division to cope with the business of the Group.

財務回顧

收益

截至二零二二年十二月三十一日止年度（「本年度」），本集團錄得總收益約21,436,000港元，較二零二一年約20,258,000港元增加約1,178,000港元或5.8%。本集團的收益來自持續經營業務，即開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台業務」）及發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案（「手機遊戲及應用業務」）。在中華人民共和國之數字營銷及軟件開發的業務仍處於初步階段，於本年度並無對本集團貢獻任何收益。

本集團收益之增加歸因於軟件平台業務之分部收益增加約1,223,000港元至本年度約21,436,000港元，而二零二一年則約20,213,000港元。

由於現有手機遊戲過時，以及本集團重新評估策略而導致其手機遊戲開發計劃推遲，導致本年度來自手機遊戲及應用業務的分部收入為零（二零二一年：約45,000港元）。

銷售成本

於本年度，本集團之銷售成本約8,677,000港元（二零二一年：約11,889,000港元），減少約27.0%。本集團於本年度聘用較少分包商，而更多員工轉移至研發部門以應付本集團業務。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Gross Profit

As a result of the aforementioned increase in the total revenue and decrease in cost of sales, gross profit of the Group for the Year increased by approximately 52.5% to approximately HK\$12,759,000 (2021: approximately HK\$8,369,000).

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the Year amounted to approximately HK\$16,666,000 (2021: approximately HK\$28,315,000), which comprised of administrative expenses, research and development expenses and selling and distribution expenses. The significant decrease in overall expenses was mainly due to the significant decrease in depreciation of property, plant and equipment of approximately HK\$3,254,000 during the Year, and no additional written-off of deposit and other receivables and intangible assets during the Year (2021: approximately HK\$8,257,000).

Finance Costs

Finance costs was approximately HK\$274,000 for the Year (2021: approximately HK\$1,456,000), which mainly comprised of interest on borrowing from a third party and interest on lease liabilities. The decrease in finance cost was mainly due to several bank borrowings wholly repaid in October 2021.

Discontinued operation

Money lending business was discontinued during the year ended 31 December 2021. Profit for the Year from discontinued operation was approximately HK\$76,000 compared with loss of approximately HK\$77,009,000 in 2021. The significant change was mainly due to the cease of the operation of the segment and the significant impairment loss on the loan and interest receivables in 2021 while the Company tried it best to recover those long outstanding loan and interest receivables in the Year. There was a reversal of impairment loss on loan and interest receivables of approximately HK\$166,000 in the Year.

Loss for the Period

The consolidated net loss attributable to owners of the Company for the Year from continuing operations amounted to approximately HK\$21,299,000, compared with approximately HK\$6,328,000 in 2021. The significant change in results was mainly due to the impairment loss on goodwill of approximately HK\$18,508,000 during the Year.

毛利

由於上述總收益增加及銷售成本減少，本年度本集團之毛利增加約52.5%至約12,759,000港元(二零二一年：約8,369,000港元)。

行政及其他經營開支

於本年度，本集團之行政及其他經營開支約16,666,000港元(二零二一年：約28,315,000港元)，其包括行政開支、研發開支和銷售及分銷開支。整體開支之顯著減少主要由於本年度內顯著減少了物業、廠房及設備的折舊約3,254,000港元，及年內並無額外按金及其他應收款和無形資產之撇銷(二零二一年：約8,257,000港元)所致。

融資成本

本年度之融資成本約274,000港元(二零二一年：約1,456,000港元)，主要包括來自一名第三方之借款利息及租賃負債之利息。融資成本之減少主要由於數項銀行借款已於二零二一年十月全數償還。

已終止經營業務

放債業務已於截至二零二一年十二月三十一日止年度內終止業務。本年度已終止經營業務之溢利約為76,000港元，相比二零二一年虧損約77,009,000港元。顯著的改變主要歸因於二零二一年終止分部運作及應收貸款及利息之顯著減值虧損準備，而本年度本公司盡力收回該等長期欠付的應收貸款及利息。本年度應收貸款及利息撥回減值約166,000港元。

本期間虧損

本年度本公司擁有人來自持續經營業務之應佔綜合虧損淨額約為21,299,000港元，二零二一年約6,328,000港元。業績重大之轉變主要由於本年度內商譽減值虧損準備約18,508,000港元。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

DIVIDEND

The board of Directors (the “Board”) does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

BUSINESS REVIEW AND PROSPECT

For the Period, the Group continued to focus on two principal businesses, they are (i) Software Platform Business and (ii) Mobile Games and Applications Business.

Software Platform Business

With the wide spread of the Omicron variant of the COVID-19 and the relevant quarantine measures, such as work-from-home arrangements, imposed by our clients (including Hong Kong Government which is considered as the major customer of the Company) during the first half of 2022 (together the “Recent Outbreak”), the schedule of certain on-going projects has been severely affected and consequently led to delay in recognition of revenue by, an estimation of, 3 to 4 months in average.

The Recent Outbreak limited the Group’s human resources as (i) it barred the technicians, who are based in the PRC, from conducting on-site implementation and customization in Hong Kong due to the travel restriction; and (ii) the temporary reduction in the Group’s productivity due to the implementation of compulsory quarantine measures and/or the infection of COVID-19 of staffs. Given (i) the limited human resources; and (ii) the more conservative attitude of the clients due to the Recent Outbreak, the management of the Company adopted a more cautious approach and recognized more revenue for the year ending 31 December 2022 from signed contract and pipeline enquiries to be turned into formal engagements.

Mobile Games and Applications Business

The Group has never planned to cease to develop and publish its own mobile game. The postponement of its previous mobile game development plan is only the result of the reassessment of the Group’s strategy.

股息

董事會(「董事會」)不建議就截至二零二二年十二月三十一日止年度派付任何末期股息(二零二一年：無)。

業務回顧及展望

於本期間，本集團繼續專注於兩類主要業務，即：(i)軟件平台業務及(ii)手機遊戲及應用業務。

軟件平台業務

於二零二二年上半年，隨著COVID-19的Omicron變體廣泛傳播，以及我們的客戶(包括被視為本公司主要客戶的香港政府)實施的相關隔離措施，例如在家工作安排(統稱「近期疫情」)，某些在建項目的進度受到嚴重影響，導致收入確認估算平均延遲3至4個月。

近期疫情限制了本集團的人力資源，因為(i)由於旅遊限制，禁止了在中國的技术人員在香港進行現場實施和定制；(ii)由於實施強制隔離措施和/或員工感染COVID-19，導致本集團生產力暫時下降。鑑於(i)人力資源有限；(ii)客戶對於近期疫情的更為保守態度，本公司管理層採取了更為謹慎的態度，截至二零二二年十二月三十一日止年度已確認更多來自已簽訂合同和在進行查詢中轉為正式聘約的收入。

手機遊戲及應用業務

本集團從未計劃停止開發及發行其自己的手機遊戲。此前手機遊戲發展計劃的推遲只是集團戰略重新評估的結果。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Discontinued Operation

The Directors, upon their appointment, had reviewed the operation of the Money Lending Business and obtained relevant documents to assess its performance. The Directors had performed all necessary measures to recover the outstanding loans including but not limited to (i) concluding settlement plans with debtors; (ii) issuing demand letters; (iii) engaging external debt collector; and (iv) taking legal proceedings. As at the date of this report, a minor portion of the loans and interest receivables has been recovered subsequent to the last reporting period. The Board shall take all necessary measures to protect the interest of the Company and the shareholders of the Company as a whole.

OUTLOOK

In the COVID-19 pandemic, the demand for the information technology (“IT”) market in Hong Kong has been impacted a lot. Increased adoption of IT solutions among Hong Kong small and medium enterprises (“SMEs”) is one of the key drivers supporting the Hong Kong IT market growth. SMEs in Hong Kong are increasingly deploying enterprise resource planning (ERP) solutions and customer relationship management (CRM) software to improve customer retention and loyalty. These enterprises are investing in communication platforms to encourage online and real-time collaboration and using social media platforms to advertise their products and services, thereby reducing operational costs. SMEs in Hong Kong use IT services to ensure smooth business operations. Thus, the benefits of using advanced IT solutions are driving investment in IT by SMEs. Such factors are expected to fuel the growth of the market.

The increasing adoption of Big Data solutions is one of the key Hong Kong IT market trends contributing to market growth. Export-oriented Hong Kong enterprises are expanding their business overseas by using Big Data tools to optimize their production, logistics, and sales processes. In Hong Kong, there is significant interest among start-ups in adopting big data analytics to help established enterprises make better commercial decisions, reach higher company efficiency, and improve the consumer experience. As a result, the adoption of Big Data solutions is increasing, which is expected to fuel the growth of the market.

已終止經營業務

董事於獲委任後已審閱放債業務的營運並取得相關文件以評估其表現。董事已採取一切必要措施收回未償還貸款，包括但不限於(i)與債務人訂立和解計劃；(ii)發出繳款函件；(iii)聘請外部催收代理；及(iv)提出法律訴訟。於本報告日期，小部分應收貸款及利息已於上一報告期間後收回。董事會將採取一切必要措施保障公司及股東的整體利益。

展望

在COVID-19大流行中，香港對信息技術（「信息技術」）市場的需求受到很大影響。香港中小型企業（「中小企」）越來越多地採用信息技術解決方案是支持香港信息技術市場增長的主要驅動力之一。香港的中小企越來越多的部署企業資源規劃(ERP)解決方案和客戶關係管理(CRM)軟件，以提高客戶保留率和忠誠度。這些企業正在投資通信平台以鼓勵在線和實時協作，並使用社交媒體平台宣傳其產品和服務，從而降低運營成本。香港的中小企利用信息技術服務確保業務運作順暢。因此，使用先進的信息技術解決方案的好處正在推動中小企對信息技術的投資。預計這些因素將推動市場的增長。

越來越多地採用大數據解決方案是香港信息技術市場推動市場增長的主要趨勢之一。以出口為導向的香港企業正利用大數據工具優化其生產、物流和銷售流程，拓展海外業務。在香港，初創企業對採用大數據分析幫助老牌企業做出更好的商業決策、提高公司效率和改善消費者體驗非常感興趣。因此，對大數據解決方案的採用正在增加，預計這將推動市場的增長。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

From cloud-first strategy to big data and artificial intelligence, it demonstrated comprehensive and successful integration of technology into SMEs' business operations, creating positive impact on their business, industry and Hong Kong.

Digital transformation has been a major priority for many organizations, and the outbreak of COVID-19 definitely accelerated such trend. Hong Kong businesses are utilizing advanced technologies to not only deal with challenges but also seize emerging opportunities while constantly reengineering their operation models.

To make the most of the opportunities and recover from the post-COVID-19 impact, we will focus more on the growth prospects in the fast-growing segments, while maintaining the position in the slow-growing segments.

Financial Resource and Liquidity

The Group's main business operations and investments are in Hong Kong. At 31 December 2022, the Group had cash and cash equivalents of approximately HK\$4,445,000 (2021: approximately HK\$3,791,000). Most of the cash and cash equivalents are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Gearing Ratio

At 31 December 2022, total assets of the Group were approximately HK\$19,570,000 (2021: approximately HK\$35,678,000) whereas total liabilities were approximately HK\$13,945,000 (2021: approximately HK\$8,796,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 71.3% (2021: approximately 24.7%) and the current ratio, calculated as current assets over current liabilities, was approximately 0.86 (2021: approximately 1.68). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

從雲端優先策略到大數據和人工智能，它展示了將技術全面成功地整合到中小企的業務運營中，對他們的業務、行業和香港產生積極影響。

數字化轉型一直是許多組織的首要任務，而 COVID-19 的爆發無疑加速了這一趨勢。香港企業利用先進科技，不僅應對挑戰，更抓緊機遇，不斷重塑經營模式。

為了從 COVID-19 的影響後充分利用機遇並恢復過來，我們將更多地關注快速增長領域的增長前景，同時保持在緩慢增長領域的地位。

財務資源及流動資金

本集團之主要業務經營及投資於香港進行。於二零二二年十二月三十一日，本集團之現金及現金等值物約為 4,445,000 港元（二零二一年：約 3,791,000 港元）。大部分現金及現金等值物乃以港元計值。本集團將密切留意匯率變動及採取適當措施降低外匯風險。

負債比率

於二零二二年十二月三十一日，本集團總資產約為 19,570,000 港元（二零二一年：約 35,678,000 港元），而總負債則約為 13,945,000 港元（二零二一年：約 8,796,000 港元）。本集團之負債比率（按總負債除以總資產計算）約為 71.3%（二零二一年：約 24.7%），流動比率（按流動資產除以流動負債計算）約為 0.86（於二零二一年：約 1.68）。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Material Acquisition, Disposal and Significant Investment

The Group did not have any other material acquisition, disposal and significant investment during the year ended 31 December 2022.

Capital Structure

As at 31 December 2022, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,272,640,000 ordinary shares were in issue and fully paid.

Funding and Treasury Policies

The Group consistently adopts a conservative treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities in order to maintain a healthy liquidity position. The Group also strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients of Money Lending Business. To manage liquidity risk, the Board closely monitors the financial position of the Group to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

Foreign Exchange Exposure

The Directors consider that the Group had no material foreign exchange exposure.

Material Risk Factors

Details of the Group's financial risk and analysis are set out in note 26 to the consolidated financial statements.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December 2022.

重大收購事項、出售事項及重大投資

截至二零二二年十二月三十一日止年度，本集團並無任何其他重大收購事項、出售事項及重大投資。

資本架構

於二零二二年十二月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,272,640,000股普通股為已發行及繳足。

資金及庫務政策

本集團在發展過程中一直採取保守之庫務政策，一般以內部產生之資源及股權及／或債務融資活動為其經營及業務發展提供資金，以維持穩健之流動資金狀況。本集團亦對放債業務客戶之財務狀況進行持續信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，董事會密切監察本集團之財務狀況，以確保本集團資產、負債及承擔之流動資金結構能夠滿足其不時之資金所需。

外匯風險

董事認為本集團並無承擔任何重大外匯風險。

重大風險因素

本集團之財務風險及分析詳情載於綜合財務報表附註26。

或然負債

於二零二二年十二月三十一日，本集團並無任何重大或然負債。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Employees and Remuneration Policies

As at 31 December 2022, the Group had 52 employees (2021: 53 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$16,687,000 for the year ended 31 December 2022 (2021: approximately HK\$16,791,000).

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

僱員及薪酬政策

於二零二二年十二月三十一日，本集團在香港及中國僱用52名員工(二零二一年：53名僱員)。截至二零二二年十二月三十一日止年度，員工成本(包括董事酬金)約為16,687,000港元(二零二一年：約16,791,000港元)。

本集團之薪酬政策經定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合相應僱員受僱之所在司法權區之法定要求。



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to shareholders.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value and formulate its business strategies and policies.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December 2022, the Company had adopted a code of conduct regarding securities transactions (the "Securities Dealing Code") by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its Securities Dealing Code.

The Securities Dealing Code also applies to all relevant employees of the Company who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Securities Dealing Code by the relevant employees was noted by the Company.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 of the GEM Listing Rules of the Stock Exchange throughout the year ended 31 December 2022 (the "Reporting Period") except the CG Code provisions C.2.1 to C.2.9, C.6.3 and F.2.2 with considered reasons explained below.

Under the CG Code section C.2, there should be a clear division of the management of the board and the day-to-day management of business.

企業管治常規

董事會致力於維持及推行嚴格的企業管治。本公司企業管治的原則是推廣有效的內部控制措施，於業務各個方面秉持高標準的道德水平、透明度、責任承擔及誠信，確保所有事宜均按照相關法律法規開展，增進董事會工作的透明度及加強董事會對股東的責任承擔。

董事會相信良好企業管治水平對本公司而言屬不可或缺的框架，以保障股東利益、提升企業價值及制定其業務策略及政策。

董事進行證券交易的行為守則

截至二零二二年十二月三十一日止年度，本公司已採納有關董事進行證券交易之行為守則（「證券交易守則」），其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所規定之交易準則。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及證券交易守則之情況。

證券交易守則亦適用於可能取得本公司內幕消息的本公司所有相關僱員。本公司並無發現相關僱員有不遵守證券交易守則的事件。

企業管治守則

本公司於截至二零二二年十二月三十一日止年度（「報告期」）一直遵守聯交所GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）之守則條文，惟於下文解釋已闡明原因而未符合之企業管治守則條文C.2.1至C.2.9、C.6.3及F.2.2除外。

根據企業管治守則C.2項，必須清楚區分董事會的經營管理和業務的日常管理。



CORPORATE GOVERNANCE REPORT

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The Company does not have the Chairman (“Chairman”) during the Reporting Period.

Under the CG Code provision C.6.3, the company secretary should report to the board chairman and/or the chief executive.

Since the Company does not have the Chairman during the Reporting Period and the new chief executive officer (the “CEO”) has not been appointed following the resignation of Mr. Chan Kwun Chung as the CEO on 1 April 2020, the company secretary of the Company reported to the executive Directors since 1 April 2020.

Under the CG Code provision F.2.2, the chairman of the board should attend the annual general meeting. Since the Company does not have the Chairman during the Reporting Period, Mr. Choi Pun Lap, the executive Director, has been elected by other Directors present to act as the chairman of the annual general meeting of the Company held on 27 May 2022 in accordance with the Articles of Association of the Company (“Articles”).

The Board will continue to regularly review and monitor its corporate governance practices to ensure compliance with the CG Code, and maintain a high standard of corporate governance practices of the Company.

THE BOARD OF DIRECTORS

The Board oversees the Group’s businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them. The Board recognizes the importance and benefits of conducting regular evaluation of its performance.

The members of the Board broadly agreed that the Board had operated satisfactorily. They were also satisfied, in general, with the composition and effectiveness of the Board.

本公司於報告期內並無主席(「主席」)。

根據企業管治守則條文C.6.3,公司秘書應向董事會主席及／或行政總裁匯報。

於報告期內,由於本公司並無主席,且在陳冠忠先生於二零二零年四月一日辭任行政總裁(「行政總裁」)職務後,並無新行政總裁獲委任,故本公司的公司秘書自二零二零年四月一日起向執行董事匯報。

根據企業管治守則條文F.2.2,董事會主席應出席股東週年大會。由於本公司於報告期內並無設立主席,故根據本公司組織章程細則(「細則」),出席的其他董事已推舉執行董事蔡本立先生擔任於二零二二年五月二十七日舉行的本公司股東週年大會的主席。

董事會將繼續定期審閱及監管企業管治常規,確保本公司遵守企業管治守則及維持高標準的企業管治常規。

董事會

董事會負責監察本集團業務、戰略性決定及表現,並以本公司最佳利益作出客觀決定。

董事會須定期檢討董事履行對本公司的責任所作出的貢獻及有否投入足夠的時間。董事會深明對其績效進行定期評估的重要性及裨益。

董事會成員普遍同意董事會運作良好。總體而言,成員亦對董事會的組成和效率感到滿意。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has established the Group's purpose, values and strategy, and has satisfied itself that the Group's culture is aligned. Acting with integrity and leading by example, the Directors promote the desired culture to instill and continually reinforce across the Group the values of acting lawfully, ethically and responsibly. The Group has adopted anti-corruption and whistleblowing policy to provide forums for reporting issues and concerns on any misconduct, and to uphold business integrity in its operations.

The Group is committed to seeking progress while maintaining stability and strives to improve operational efficiency and strengthen the risk control measures. Effective risk control will remain as the core competitiveness and investment highlight of the Group, while the Group will strive to extend its business to explore business opportunities. A healthy corporate culture is important to good corporate governance, which is crucial for achieving sustainable long-term success of the Group.

COMPOSITION

As at the date of this report, the Board comprises six Directors, of which two are executive Directors (the "ED"), namely Mr. Chung Man Lai and Mr. Choi Pun Lap, one is non-executive Director (the "NED"), namely Ms. Li Hui Ling and three are independent non-executive Directors (the "INEDs"), namely Ms. Lam Yuen Man Maria, Mr. Fu Yan Ming and Mr. Tai Man Tai. There is no financial, business, family or other material/relevant relationship amongst the Directors. The Directors' biographical information is set out in pages 33 to 37 under the section headed "Biographies of Directors".

The Board includes a balanced composition of ED and INEDs so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

The Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interests of the Company and that the current board size is adequate for its present operations. Each Director keeps abreast of his responsibility as the Director and of the conduct, business activities and development of the Company.

董事會已制定本集團的宗旨、價值及策略，並已信納本集團的文化協調一致。本著誠信行事，加上以身作則，董事會推動所期望的文化，向本集團上下灌輸和不斷加強以守法、合乎道德及負責任的態度行事的價值觀。本集團已採納反貪污及舉報政策，為報告有關任何不當行為的問題及疑慮提供討論平台，並維護廉潔從業的經營傳統。

本集團維護穩定之餘也決心力求進步，並努力改善經營效率和加強風險控制措施。有效的風險控制仍將是本集團的核心競爭力及投資亮點，而本集團將努力將其業務延伸，從中進一步探索有關機遇。健康的企業文化對良好的企業管治至關重要，是令本集團達致長遠成功的必要條件。

組成

於本報告日期，董事會由六名董事組成，包括兩名執行董事（「執行董事」），分別為鍾文禮先生及蔡本立先生，一名非執行董事（「非執行董事」）黎惠玲女士，及三名獨立非執行董事（「獨立非執行董事」），分別為林婉雯女士、符恩明先生及戴文泰先生。董事之間並無財政、業務、家族或其他重大／相關關係。董事履歷資料載於第33至37頁「董事簡歷」一節。

董事會中執行董事及獨立非執行董事之均衡組合，使董事會具備強大獨立元素足以有效作出獨立判斷。

董事會各董事均具備所需之技能及經驗，以符合本公司最佳利益為前提，適當地履行彼等作為董事之責任，而董事會現有規模亦足以應付本公司目前營運所需。各董事均了解擔任董事所須承擔之責任，亦了解本公司運作方式、業務活動及發展。



CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda while the CEO is responsible for the day-to-day management of the Group's business.

Under the CG Code provision C.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual.

On 1 October 2018, Mr. Chan Kwun Chung has been appointed as the CEO.

Following the resignation of Mr. Chan Wai Kit and Mr. Chan Kwun Chung as the deputy chairman and CEO of the Company on 1 November 2018 and 1 April 2020 respectively, the Company does not have Chairman and CEO for the time being. However, the Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the Chairman and CEO respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The CG Code provision C.1.6 requires that independent non-executive directors should, among others, attend general meetings and develop a balanced understanding of the views of shareholders. There is satisfactory attendance at Board meetings, Board Committee meetings and the general meeting during the Reporting Period.

During the Reporting Period, the Company had three INEDs in which at least one of them has appropriate professional accounting or related financial management expertise in compliance with rules 5.05(1) and 5.05(2) of the GEM Listing Rules.

主席及行政總裁

主席負責領導董事會，以確保董事會於制訂議程的角色之所有方面具效率，並考慮由其他董事提呈以納入議程之任何事項，而行政總裁負責本集團業務之日常管理。

根據企業管治守則條文C.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。

陳冠忠先生於二零一八年十月一日獲委任為行政總裁。

自陳偉傑先生及陳冠忠先生分別於二零一八年十一月一日及二零二零年四月一日辭任本公司副主席及行政總裁後，本公司暫時並無主席及行政總裁。然而，董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新主席及行政總裁。

獨立非執行董事

企業管治守則條文C.1.6規定獨立非執行董事應(其中包括)出席股東大會及對股東的意見應全面地了解。於報告期內，董事會會議、董事會委員會會議及股東大會的出席率均令人滿意。

報告期內，本公司有三名獨立非執行董事，其中至少一名擁有合適專業會計或相關財務管理專長符合GEM上市規則第5.05(1)及5.05(2)條規定。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has received from each of the INEDs an annual confirmation of their independence pursuant to rule 5.09 of the GEM Listing Rules. The Company is of the view that all the INEDs are independent in accordance with rule 5.09 of the GEM Listing Rules.

The Company has put in place mechanism to ensure independent views and input are available to the Board. This is achieved by giving directors access to external independent professional advice from legal advisers and auditor, as well as the full attendance of all INED at all the meetings of the Board and its relevant committees held during the Reporting Period.

The Board reviews the implementation and effectiveness of the aforementioned mechanisms on an annual basis.

Terms of Directors and Re-election of Directors

Code provision B.2.2 of the CG Code states that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the ED has entered into a service agreement with the Company for a term of three years, subject to renewal after the expiry of the then current term. Each of the NED and INED has entered into an appointment letter with the Company for a term of three years, subject to renewal after the expiry of the then current term.

Under the Company's Articles of Association, at every annual general meeting of the Company, 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. Any Director appointed to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which Directors are to retire by rotation. The retiring Directors shall be eligible for re-election thereat.

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的有關其獨立性的年度確認。本公司認為，根據GEM上市規則第5.09條，所有獨立非執行董事均為獨立人士。

本公司已設立有關機制，以確保董事會可獲取獨立意見和信息。董事可尋求法律顧問及核數師等外間獨立人士的專業意見，以及全體獨立非執行董事均有出席報告期內舉行的所有董事會會議及相關委員會會議，從而達到上述目的。

董事會每年均會檢討上述機制的執行及成效。

董事任期及重選連任

企業管治守則的守則條文第B.2.2條規定，所有獲委任填補臨時空缺之董事須於委任後首次股東大會上接受股東選舉，而每名董事（包括按特定任期獲委任者）應至少每三年一次輪流退任。

各執行董事與本公司簽訂三年任期的服務協議，須於當時任期屆滿後重續。各非執行董事及獨立非執行董事與本公司簽訂三年任期的委任書，須於當時任期屆滿後重續。

根據本公司組織章程細則，在本公司每屆股東週年大會上，當時三分之一董事（若人數並非三名或三的倍數，則以最接近但不少於三分之一的人數為準）須輪流退任，惟每名董事（包括按特定年期獲委任者）至少每三年須卸任一次。在確定輪流退任的董事時，不應考慮已委任填補任何臨時空缺或作為董事會新加成員的董事。屆時卸任的董事將合資格重選連任。



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The Company's Articles of Association also provides that all Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Responsibilities and Accountabilities of the Directors

The Board is responsible for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including NED and INED, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The INED are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

本公司組織章程細則亦規定所有獲委任以填補董事會的空缺或作為新增董事職位的董事任期將於本公司下屆股東大會舉行時屆滿，屆時有資格於會上重選連任。

董事職責及問責

董事會負責領導及控制本公司，並共同負責指導及監察本公司事務。

董事會直接及間接透過委員會，帶領並指導管理層，其工作包括制定戰略及監察戰略實施、監控本集團營運及財務表現，確保本集團設有良好的內部控制及風險管理制度。

全體董事(包括非執行董事及獨立非執行董事)廣泛而寶貴的業務經驗、知識及專業有助董事會高效及有效地運作。

獨立非執行董事負責確保本公司維持高標準的監管報告，並平衡董事會權力，以就企業活動及營運作出有效獨立判斷。

全體董事均可充分且及時得悉本公司全部資料，並可按要求於適當情況下徵詢獨立專業意見以履行其對本公司的職責，相關費用由本公司承擔。

董事須向本公司披露彼等其他職務的詳情。

董事會保留權力以決定所有重要事宜，當中涉及政策事宜、策略及預算、內部控制及風險管理、重大交易(特別是涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。



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The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

All Directors have been updated on the latest developments regarding the statutory and regulatory requirements and also the business and market changes to facilitate the performance of their responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements, and enhance their awareness of good corporate governance practices.

All Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for the Directors would be arranged and reading materials on changes and developments to the Group's business and to the legislative and regulatory environments relating to the market and the operations of the Group would be provided to the Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses. All the Directors named in the section headed "Board Composition" in this Corporate Governance Report confirmed that they have complied with the code provision C.1.4 of the CG Code on Directors' continuous professional development during the Reporting Period by participating in appropriate continuous professional development activities, and reading materials relating to regulatory updates and handouts or reviewing the papers and circulars sent by the Company.

本公司已為董事和高級人員購買責任保險，保障董事及高級管理層因企業活動而可能面臨的任何法律訴訟。投保範圍將每年檢討。

董事的持續專業發展

董事須及時了解監管發展及變更以有效履行職責，確保彼等在知情情況下對董事會作出適切的貢獻。

每名新委任董事於首次獲委任時將會獲提供正式、全面及度身定製的培訓，以確保其適當掌握本公司業務及營運，並完全知悉其根據GEM上市規則及相關法律規定須承擔的董事職責及義務。

本公司已告知所有董事有關法定及監管規定的最新發展情況以及有關業務及市場變動的情況，以有助彼等履行彼等於GEM上市規則及相關法定規定下的責任及義務，並增強彼等對良好企業管治常規的認識。

所有董事應持續參與適當專業發展以建立及更新自身的知識及技能。本公司將在適當情況下為董事安排內部簡介會及向董事發出有關本集團業務以及本集團市場及經營所處的法例及監管環境的變動及發展的閱讀材料。鼓勵所有董事出席相關的培訓課程，費用由本公司承擔。名列於本企業管治報告「董事會成員」一節的所有董事均確認，於報告期內，彼等已通過參與適當的持續專業發展活動，並閱讀與監管更新相關的材料和有關講義，或閱覽本公司發送的文件及通函，從而遵守企業管治守則內有關董事持續專業發展之守則條文第C.1.4條。



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE STRUCTURE

The Board is entrusted with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing the risks of the Group. Under the Board, there are currently three committees, namely Audit Committee, Remuneration Committee and Nomination Committee. Audit Committee and Remuneration Committee perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the management. Each of the Committees is established with defined written terms of reference which are available on the Company's website and GEM website.

AUDIT COMMITTEE

The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of external auditor, evaluating the overall effectiveness of the internal control and risk management systems, reviewing the accounting principles and practices adopted by the Group and other financial reporting matters and ensuring the completeness, accuracy and fairness of the financial statements, monitoring compliance with statutory and listing requirements and overseeing the relationship with the external auditors.

The Audit Committee reviews the quarterly, interim and annual reports before submission to the Board. At least one member has an appropriate professional qualification or accounting or related financial management expertise. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements during the review of the Company's quarterly, interim and annual reports.

Senior representatives of the external auditor, executive Directors and senior executives are invited to attend the meetings, if required. Each of the Audit Committee members has unrestricted access to the Group's external auditor and the management.

企業管治架構

董事會有責任為本公司實施妥善的企業管治架構，其主要負責為本集團訂立方針、制訂策略、監控績效及管理風險。董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。審核委員會及薪酬委員會根據各自之職權範圍履行各自之職能，並協助董事會監督管理層若干職能。各委員會的成立都有書面訂明其職權範圍，其文本刊載於本公司及GEM網站，以供查閱。

審核委員會

審核委員會負責就外聘核數師委任、重新委任及罷免向董事會提出建議、評審內部監控及風險管理制度之整體效用，及審閱本集團所採納之會計原則及常規以及其他財務申報事宜，以及確保財務報表之完備性、準確性及公平程度，並監察本集團遵守法定及上市規定以及監督與外聘核數師之關係。

審核委員會審核季度、中期及年度報告後，方提交予董事會。至少一名成員擁有合適專業資格或會計或相關財務管理專業知識。審核委員會於審核本公司季度、中期及年度報告時不僅注意會計政策及常規變動之影響，亦關注是否遵守會計準則、GEM上市規則及法例規定。

如有需要，外聘核數師之高級代表、執行董事與高級行政人員會獲邀出席會議。審核委員會各名成員在接觸本集團外聘核數師及管理層方面並無限制。



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The Audit Committee supervises internal investigation and reviewing the anti-corruption policy and system and the whistleblowing policy and systems and other arrangements for employees of the Company to raise concerns about possible improprieties in any matters related to the Company.

As at the date of this report, the Audit Committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. The Audit Committee is chaired by Mr. Tai Man Tai.

The Audit Committee is scheduled to meet at least four times a year. Four meetings were held during the Reporting Period. The attendance of each member is set out as follows:

審核委員會監管內部調查及檢討反腐政策及系統以及檢舉政策及系統等安排，以便本公司僱員關注本公司任何相關事項可能發生的不當行為。

於本報告日期，審核委員會由三名獨立非執行董事組成，成員分別為戴文泰先生、林婉雯女士及符恩明先生。戴文泰先生擔任審核委員會主席。

審核委員會計劃每年最少舉行四次會議。報告期內內已舉行四次會議。各成員之出席情況載列如下：

**Attendance/
eligible to attend**
出席次數／合資格出席次數

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Man Tai (Chairman) 戴文泰先生(主席)	4/4
Ms. Lam Yuen Man Maria 林婉雯女士	4/4
Mr. Fu Yan Ming 符恩明先生	4/4

Summary of works

During the Reporting Period, the Audit Committee reviewed the financial reporting matters including the quarterly, interim and annual results, made recommendations to the Board on the terms of engagement and re-appointment of the external auditor, and reviewed the adequacy and effectiveness of risk management and internal control systems, and its other duties in accordance with the Audit Committee's written terms of reference.

工作概況

報告期內，審核委員會已根據審核委員會之書面職權範圍審閱季度、中期及年度業績等財務報告事宜、就外聘核數師之委聘及續聘向董事會作出推薦建議，以及審視風險管理及內部監控系統是否足夠及其成效及其具備之其他職能。



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The terms of reference of the Audit Committee are in line with the CG Code and are posted on the websites of the Company and the Stock Exchange. The Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's preliminary quarterly results, interim results and annual financial statements and to monitor the integrity of the financial statements of the Group, to review the scope, extent and effectiveness of the Group's risk management and internal control systems, internal audit matters and to review the financial and accounting policies adopted by the Group.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for making recommendations to the Board regarding the terms of remuneration package payable to Directors and senior management and on the Company's policy and structure for remuneration of all Directors and senior management.

The model of the Remuneration Committee described in code provision E.1.2 (c)(ii) of the CG Code has been adopted by the Company.

REMUNERATION POLICY

The remuneration of Directors is recommended by the Remuneration Committee, having regard to the prevailing market conditions, individual experience, duties and responsibilities.

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the Group's affairs. The amounts paid to each Director for the year ended 31 December 2022 are set out in note 8 to the consolidated financial statements.

As at the date of this report, the Remuneration Committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. The Remuneration Committee is chaired by an INED, Mr. Tai Man Tai.

審核委員會之職權範圍符合企業管治守則，並刊載於本公司及聯交所網站。審核委員會須(其中包括)監察其與外聘核數師的關係；審閱本集團之初步季度業績、中期業績及年度財務報表；監察本集團財務報表之完整性；檢討本集團風險管理及內部監控系統之範圍、程度及成效；內部審核事宜及檢討本集團採納之財務及會計政策。

薪酬委員會

薪酬委員會負責就董事及高級管理層之薪酬待遇條款及有關本公司董事及高級管理層之整體薪酬政策及架構向董事會提供意見。

本公司已採納企業管治守則守則條文第E.1.2 (c) (ii)條所述薪酬委員會模式。

薪酬政策

董事之薪酬乃經薪酬委員會考慮市場情況、個人經驗、職責及責任後建議。

董事薪酬包括本公司及其附屬公司就管理本集團事宜而向董事作出之付款。截至二零二二年十二月三十一日止年度向各董事支付之款項，載於綜合財務報表附註8。

於本報告日期，薪酬委員會由三名獨立非執行董事組成，成員分別為戴文泰先生、林婉雯女士及符恩明先生。獨立非執行董事戴文泰先生擔任薪酬委員會主席。



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The Remuneration Committee is scheduled to meet at least once a year. One meeting was held during the year ended 31 December 2022. The attendance of each member is set out as follows:

薪酬委員會計劃每年最少舉行一次會議。薪酬委員會於截至二零二二年十二月三十一日止年度內舉行一次會議。各成員之出席情況載列如下：

**Attendance/
eligible to attend**
出席次數／合資格出席次數

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Man Tai (Chairman) 戴文泰先生(主席)	1/1
Ms. Lam Yuen Man Maria 林婉雯女士	1/1
Mr. Fu Yan Ming 符恩明先生	1/1

Summary of works

During the year 2022, the Remuneration Committee reviewed the remuneration policy of the Group and the remuneration packages of all the Directors, reviewed and made recommendations to the Board on the remuneration package of the proposed Directors in accordance with the Remuneration Committee's written terms of reference.

工作概況

於二零二二年度，薪酬委員會已根據薪酬委員會之書面職權範圍，審閱本集團之薪酬政策及全體董事之薪酬待遇，以及審閱及向董事會建議擬委任董事之薪酬待遇。

No material matters relating to share schemes under Chapter 23 of the GEM Listing Rules were required to be reviewed or approved by the Remuneration Committee during the Reporting Period.

於報告期內，概無有關GEM上市規則第23章項下股份計劃的重大事項須由薪酬委員會審核或批准。



CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee is responsible for, among other things, assisting the Board by developing and formulating relevant procedures in nominating candidates for directorship, reviewing the structure, size and composition, and the diversity of the Board at least annually with due regard to the Board Diversity Policy (as defined below) and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company; identifying individuals suitably qualified to become members of the Board having due regard to the Board Diversity Policy; assessing the independence of INEDs; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; as well as to review the Board Diversity Policy and the Board Nomination Policy (as defined below), as appropriate.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Choi Pun Lap. The Nomination Committee is chaired by an INED, Mr. Tai Man Tai.

The Nomination Committee is scheduled to meet at least once a year. In addition, the Nomination Committee also meets as it is required to consider nomination related matters. One meeting was held during the year ended 31 December 2022. The attendance of each member is set out as follows:

提名委員會

提名委員會負責(其中包括)協助董事會設立和制定相關程序以提名董事人選;至少每年就董事會多元化政策(定義見下文)而檢討董事會之架構、規模及組成,及多元化水平,並就任何為配合本公司之企業策略而擬對董事會作出的變動提出建議;經考慮董事會多元化政策物色具備合適資格之人士出任董事會成員;評核獨立非執行董事之獨立性;就委任或重新委任董事及董事繼任計劃向董事會提出建議;及適時檢討董事會多元化政策及董事會提名政策(定義見下文)。

於本報告日期,提名委員會由兩名獨立非執行董事及一名執行董事組成,成員分別為戴文泰先生、林婉雯女士及蔡本立先生。獨立非執行董事戴文泰先生擔任提名委員會主席。

提名委員會計劃每年最少舉行一次會議。此外,提名委員會亦於需要時舉行會議,以考慮提名相關事宜。提名委員會於截至二零二二年十二月三十一日止年度舉行一次會議。各成員之出席情況載列如下:

**Attendance/
eligible to attend
出席次數/合資格出席次數**

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Man Tai (Chairman) 戴文泰先生(主席)	1/1
Ms. Lam Yuen Man Maria 林婉雯女士	1/1

Executive Directors

執行董事

Mr. Choi Pun Lap 蔡本立先生	1/1
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CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of works

During the year 2022, the Nomination Committee reviewed the structure, size and composition of the Board in light of the Board Diversity Policy, assessed the independence of INEDs, reviewed and made recommendation to the Board on the proposed re-election of the retiring Directors, reviewed the Board Diversity Policy and the Nomination Policy, and reviewed the appointment of the nominated Directors and made recommendation to the Board for approval in accordance with the Nomination Committee's written terms of reference.

Nomination Policy

The Board has adopted a Nomination Policy in February 2019 regarding the nomination, appointment, re-appointment of Directors and the nomination procedure of the Company.

The Nomination Committee will select candidate for directorship based on his/her character, integrity, professorial qualifications, skills, knowledge and experience, independence, diversity of the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate for the business and corporate strategy of the Company

For appointment of new Director, the Nomination Committee evaluates such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. For those qualified candidates, recommendations are made to the Board. For re-election of the retiring director, the Nomination Committee and/or the Board review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board and determine whether the retiring Director continues to meet the criteria as set out above. Recommendation are then made to shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will review the Nomination Policy regularly or at any time necessary.

工作概況

於二零二二年度，提名委員會已根據提名委員會之書面職權範圍，根據董事會多元化政策審視董事會之架構、規模及組成、評估獨立非執行董事之獨立性、審閱有關退任董事之建議重選並向董事會推薦建議、審視董事會多元化政策及提名政策，及按提名政策審視提名董事之委任，並向董事會推薦其委任以供批准。

提名政策

董事會已於二零一九年二月採納提名政策，內容有關本公司提名、委任、重新委任董事以及提名程序。

提名委員會將按候選人之性格、誠信、專業資歷、技能、知識及經驗、獨立性、董事會多元化、願意投放足夠時間履行董事會成員職務與否，以及切合本公司業務及企業策略之其他條件，甄選董事人選。

就委任新董事而言，提名委員會按照上文所載條件評估有關人選，以確定該人選是否合資格擔任董事，並向董事會提出有關合資格人選之建議。就重選退任董事而言，提名委員會及／或董事會審視退任董事向本公司提供之整體貢獻及服務，以及於董事會之參與程度及表現，釐定退任董事是否繼續符合上文所載條件，然後於股東大會上就建議重選董事向股東提出推薦意見。

提名委員會將定期或於有需要時檢討提名政策。



CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Group adopted a Board Diversity Policy on 1 September 2013. A summary of this policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

The Company recognised and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a numbers of measurable aspects including but not limited to gender, age, ethnicity, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered with the objective criteria, having due regards for the benefits of diversity on the Board.

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Implementation and Monitoring

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, and thereby to promote critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, length of services, professional background and skills.

董事會多元化政策

本集團於二零一三年九月一日採納董事會多元化政策。本政策之概要連同為執行本政策而制定之可計量目標及達標進度於下文披露。

本公司明白並深信董事會多元化對提升公司之表現素質裨益良多。董事會多元化政策旨在列載為達致董事會多元化而採取之方針。本公司在設定董事會成員組合時，會從多個可計量方面考慮董事會多元化，包括但不限制於性別、年齡、種族、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多元化之裨益。

可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選之長處及可為董事會提供之貢獻而作決定。

報行及監察

提名委員會每年檢討董事會在多元化層面之組成，並監察董事會多元化政策之執行。

於本報告日期，提名委員會由兩名獨立非執行董事及一名執行董事組成，並據此促進嚴格檢視及監控管理過程。董事會不論年齡、服務任期、專業背景及技能，均有豐富的多元性。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision A.2.1 of the CG Code.

The Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Securities Dealing Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD MEETINGS

Code provision C.5.1 of the CG Code states that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

Members of the Board met on a regular basis and on ad hoc basis to discuss the overall strategy as well as the operation and financial performance of the Group. There were 4 Board meetings held during the Reporting Period.

提名委員會已審閱董事會多元化政策，確保其有效，認為本集團已達成董事會多元化政策。

企業管治職能

董事會負責履行職權範圍所載相當於企業管治守則守則條文A.2.1之企業管治職務。

董事會已審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司有關遵守法律及監管規定的政策及常規、證券交易守則和企業管治守則的合規情況以及本企業管治報告的披露。

董事會會議

企業管治守則守則條文C.5.1規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次，並由大多數董事親身出席或透過其他電子通訊方式積極參與。

董事會成員定期舉行會議並在有需要時舉行特別會議，以討論本集團整體策略以及營運及財務表現。報告期內共舉行四次董事會會議。



CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance of individual Directors at Board meetings held during the Reporting Period were set out as follows:

個別董事出席報告期內舉行之董事會會議情況載列如下：

	Attendance/eligible to attend 出席次數／合資格出席次數	
	Board meeting 董事會會議	General meeting 股東大會
Executive Directors 執行董事		
Mr. Chung Man Lai 鍾文禮先生	4/4	1/1
Mr. Choi Pun Lap 蔡本立先生	4/4	1/1
Non-Executive Directors 非執行董事		
Ms. Li Hui Ling ¹ 黎惠玲女士 ¹	N/A不適用	N/A不適用
Independent Non-Executive Directors 獨立非執行董事		
Ms. Lam Yuen Man Maria 林婉雯女士	4/4	1/1
Mr. Fu Yan Ming 符恩明先生	4/4	1/1
Mr. Tai Man Tai 戴文泰先生	4/4	1/1

Note:

1. Ms. Li Hui Ling has been appointed as a NED effective on 14 February 2023.

附註:

1. 黎惠玲女士已獲委任為非執行董事，自二零二三年二月十四日生效。



CORPORATE GOVERNANCE REPORT

企業管治報告

DIVIDEND POLICY

The Company pursues a continuity-based dividend policy (“Dividend Policy”) which aims to allow the shareholders to participate in the Company’s profits and for the Company to retain adequate reserves for future growth.

In deciding whether to propose a dividend and in determining the dividend amount, the Board should take into account, inter alia, the Company’s operating results, actual and expected financial performance, retained earnings and distributable reserves of the Company and members of the Group, the Group’s debt to equity ratios, liquidity position, the Group expected working capital requirements and future expansion plans, any restrictions on payment of dividends that may be imposed by the Group’s lender, general economic conditions, business cycle of the Group’s business and any other factors that the Board may deem appropriate and relevant.

The Board will review, modify and/or update the Dividend Policy at any time as it deems fits and necessary.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Group has established (i) policy and measures that promote and support anti-corruption laws and regulations; and (ii) whistleblowing policy and measures for employees, suppliers and business partners to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matter related to the Group. For further details of the Group’s anti-corruption and whistleblowing policy and/or measures, please refer to the section headed “Operating Practices and Social Investment” of the Environmental, Social and Governance Report separately published on the Company’s website.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company’s strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. Such system is to safeguard of the interest of shareholders and the Group’s assets.

股息政策

本公司實行以持續性為本之股息政策(「股息政策」)，旨在讓股東分享本公司溢利，並使本公司可保留足夠儲備以供未來發展之用。

於決定是否建議派付股息及釐定股息金額時，董事會將計及(其中包括)本公司之經營業績、本公司及本集團成員公司之實際及預期財務表現、留存盈利及可供分派儲備、本集團之股本負債比率及流動資金狀況、本集團之預期營運資金需求及未來擴張計劃、本集團貸款人可能施加之任何股息派付限制、整體經濟狀況、本集團業務之業務週期以及董事會可能認為合適相關之任何其他因素。

董事會將在認為合適及必要之情況下，隨時檢討、修訂及／或更新股息政策。

反貪污政策及舉報政策

本集團已制訂(i)有關提倡及支持反貪污法例及規例的政策及措施；及(ii)為僱員、供應商及業務夥伴而設的舉報政策及措施，讓彼等可以保密及匿名方式，向審計委員會提出有關本集團任何事務可能存在不當行為的疑慮。有關本集團反貪污及舉報政策及／或措施的進一步詳情，請參閱本公司網站另行刊發之環境、社會及管治報告內的「經營實踐及社會投資」一節。

風險管理及內部監控

董事會負責評估及界定為達成本公司策略目標而願意承擔的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。有關系統旨在保障股東之利益及本集團之資產。



CORPORATE GOVERNANCE REPORT

企業管治報告

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It has been an important duty of the Board to conduct a review of internal control to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and training program and budget. The process use to review its effectiveness includes identification, evaluation, management measures and control and review.

Internal Control

During the year ended 31 December 2022, the Board, through the Audit Committee, conducted an annual review of the overall effectiveness of the system of internal control of the Group over financial, operational and compliance issues, risk management process, information systems security, scope and quality of the management's monitoring of risks and the effectiveness of financial reporting and compliance with the Listing Rules. The Board considered that the resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget were adequate. The Board concluded that in general, the Group had set up a sound control environment and installed necessary control mechanisms to monitor and correct non-compliance.

Disclosure of Inside Information

The Company has adopted a policy on disclosure of Inside Information in respect of procedures and internal control for the handling and dissemination of inside information in a timely manner pursuant to rule 17.10 of the GEM Listing Rules and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance.

Related Party Transactions

During the year ended 31 December 2022, the related party transactions, if any, are periodically reviewed and approved by the Audit Committee.

風險管理及內部監控制度旨在管理而非消除無法實現業務目標的風險，且僅可就重大失實陳述或損失作出合理而非絕對保證。董事會須承擔就此進行檢討之重要責任並每年或按需要檢討本集團之內部監控制度，以確保該制度有效及完善。審閱範圍覆蓋所有重大監控，包括財務、營運及合規監控以及風險管理職能、資源充足性、本公司會計及財務申報職能員工資格及經驗、培訓計劃及預算。審閱其有效性所用程序包括識別、評估、管理計量及控制以及審閱。

內部監制

截至二零二二年十二月三十一日止年度，董事會透過審核委員會已進行年度審閱本集團內部監控系統之整體效能，檢討範圍包括財務、營運及遵守法規事宜、風險管理程序、資訊系統保安、管理層持續監察風險之工作範疇及素質、及有關財務報告及遵守上市規則規定之程序是否有效。董事會認為本公司有關會計及財務匯報職能方面的僱員之資源、資歷及經驗均足夠，亦有充足之培訓課程及有關預算予有關僱員。董事會總結認為，本集團整體上已具備完善之監控環境，並已設立必須之監控機制以監察及糾正未合規之地方。

內幕消息披露

本公司已根據GEM上市規則第17.10條以及證券及期貨條例第XIVA部之內幕消息條文採納有關處理及適時發放內幕消息的相關程序及內部監控的內幕消息披露政策。

關連方交易

截至二零二二年十二月三十一日止年度，審核委員會定期審閱及批准關連方交易(如有)。



CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 31 December 2022, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statement of the Company is set out in the section "Independent Auditor's Report" of this annual report.

EXTERNAL AUDITOR'S REMUNERATION

The Company reviews the appointment of an external auditor on an annual basis including a review of the audit scope and approval of the audit fee. The remuneration in respect of audit service and non-audit service (including professional advice on taxation) for the year ended 31 December 2022 provided by Fan, Chan & Co. Limited was HK\$370,000 and nil respectively.

COMPANY SECRETARY

The selection, appointment and dismissal of the Company Secretary is subject to approval by the Board in accordance with the Articles of Association and CG Code. Mr. Lee Cheuk Man ("Mr. Lee") has been appointed as the company secretary of the Company with effect from 16 April 2021.

In accordance with rule 5.15 of the GEM Listing Rules, Mr. Lee have taken not less than 15 hours of relevant professional training during the year under review

董事對財務報告之責任

董事知悉彼等有責任就各財政期間編製能公平真實反映本公司財務狀況之財務報表。編製截至二零二二年十二月三十一日止年度之財務報表時，董事已挑選合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，以及編製可持續經營之財務報表。

本公司外聘核數師就彼等對本公司財務報表之申報責任作出之聲明載於本年報「獨立核數師報告」一節。

外聘核數師之酬金

本公司每年審閱外聘核數師之委聘，包括審閱審核範圍及批准核數費用。截至二零二二年十二月三十一日止年度，范陳會計師行有限公司就提供審核服務及非審核服務(包括就稅務提供專業意見)而收取的酬金分別為370,000港元及無。

公司秘書

選聘、委任及解聘公司秘書須根據組織章程細則及企業管治守則經董事會批准。李卓文先生(「李先生」)自二零二一年四月十六日獲委任為本公司公司秘書。

根據GEM上市規則第5.15條之規定，李先生均已於回顧年度接受不少於15小時之相關專業培訓。



CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT

(i) Convene an Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting of the Company (the "Extraordinary General Meeting"). The Extraordinary General Meeting shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the issued share capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

(ii) Send Enquiries to the Board

Enquiries of shareholders can be sent to the Company either by email at inform.8148@gmail.com or by post to the Company's Hong Kong head office at Room A6-D, 12/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

(iii) Putting forward proposals at general meetings

Pursuant to the Articles (as amended from time to time), the shareholders who wish to move a resolution may by means of requisition convene an Extraordinary General Meeting according to the procedures as set out above.

股東權利

(i) 召開股東特別大會

董事可於其認為恰當的情況下召開本公司股東特別大會(「股東特別大會」)。股東特別大會亦可於一名或多名股東要求下召開，彼等須於遞交要求日期持有不少於本公司十分之一之已發行股本，並有權於股東大會投票。該項要求須以書面向董事或秘書提呈，以供董事會就該要求下任何指定業務交易要求召開股東特別大會。該大會須於該項要求寄存後兩個月內舉行。倘董事於寄存該項要求後二十一(21)日內未能召開該大會，提出要求者本人(彼等)可以相同方式召開大會，而本公司須向提出要求人士償付所有由提出要求人士因董事未能召開大會而產生之合理開支。

(ii) 向董事會作出查詢

股東查詢可透過發送電子郵件至 inform.8148@gmail.com 或郵寄至本公司之香港總辦事處，地址為香港九龍荔枝角青山道489-491號香港工業中心A座12樓A6-D室。股東亦可於股東大會直接向董事會提出查詢。

(iii) 於股東大會上提呈建議

根據細則(經不時修訂)，有意動議決議案之股東可根據上述程序向本公司提交要求書召開股東特別大會。



CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. All the shareholders have received not less than 21 days' notice of annual general meeting at which Directors are available to answer questions on the business. Extensive information about the Group's activities is provided in its annual report, interim report and quarterly reports which are sent to shareholders and investors. The Company's announcements, press releases and publications are published and are also available on the Stock Exchange website and on the Company's website at www.aurumpacific.com.hk.

During the Reporting Period, there was not any change in the Company's constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and the Stock Exchange website.

投資者關係及與股東通訊

本公司採用雙向通訊渠道向股東及投資者匯報本公司業績。所有股東均可於舉行股東週年大會前不少於21日獲發通告，會上董事將回答有關業務之提問。寄交股東及投資者之年報、中期報告及季度報告內載有有關本集團業務之詳盡資料。本公司之公告、新聞稿及出版刊物亦會公開發佈，並於聯交所網站及本公司網站www.aurumpacific.com.hk刊載。

報告期內，本公司憲法文件並無任何變動。本公司憲法文件的綜合版本可於本公司網站及聯交所網站查閱。



BIOGRAPHIES OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Mr. Chung Man Lai (“Mr. Chung”), aged 46, has been appointed as an independent non-executive Director of the Company since April 2020 and has been re-designated as executive director with effect from September 2020.

Mr. Chung has over 22 years of experience in auditing and accounting. Prior to joining the Board, he worked successively in a reputable international accounting firm and served as the chief financial officer of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited (Stock code: 206)) and IDT International Limited (stock code: 167) respectively, the shares of both companies are listed on the main board of the Stock Exchange. He is currently a non-executive director of Greatwalle Inc, (stock code: 8315), the shares of which are listed on GEM of the Stock Exchange, and an independent non-executive director of Century Group International Holdings Limited (stock code: 2113), the shares of which are listed on the main board of the Stock Exchange and Roma Group Limited (stock code: 8072), the shares of which are listed on GEM of the Stock Exchange respectively. He is also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (stock code: 1301), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chung obtained a bachelor of arts degree in Accountancy from The Hong Kong Polytechnic University in 1998 and a master of Business Administration degree with a major in international business from EU Business School in 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

* For identification purposes only

執行董事

鍾文禮先生(「鍾先生」)，46歲，自二零二零年四月起獲委任為本公司獨立非執行董事，並於二零二零年九月調任為本公司執行董事。

鍾先生於審計及會計方面擁有逾22年經驗。於加入董事會之前，彼曾先後任職於一間國際知名會計師行及分別擔任華商國際海洋能源科技控股有限公司(前稱TSC集團控股有限公司，股份代號：206)及IDT International Limited(萬威國際有限公司*)(股份代號：167)之財務總監(均為於聯交所主板上市之公司)。彼現分別為長城匯理公司(於聯交所GEM上市之公司，股份代號：8315)之非執行董事、世紀集團國際控股有限公司(於聯交所主板上市之公司，股份代號：2113)及Roma Group Limited(羅馬集團有限公司*)(於聯交所GEM上市之公司，股份代號：8072)之獨立非執行董事。彼亦為德基科技控股有限公司(於聯交所主板上市之公司，股份代號：1301)之首席財務官、公司秘書、風險管理委員會成員及授權代表。

鍾先生於一九九八年取得香港理工大學會計文學士學位，並於二零一八年取得歐洲商學院工商管理碩士學位(主修國際商業)。鍾先生為香港會計師公會的資深會員。

* 僅供識別



BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Choi Pun Lap (“Mr. Choi”), aged 45, has been appointed as an executive Director of the Company since June 2021. He is also a member of the nomination committee.

Mr. Choi has extensive knowledge in corporate finance transactions in Hong Kong. He is well experienced for working in mergers & acquisition, analysing financial and market data, responsible for coordinating and supporting integration planning for acquisitions, and taking deals through the full process to successful completion. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) and Simplicity Holding Limited (stock code: 8367), the shares of both are listed on GEM of the Stock Exchange, an independent non-executive director of Sunway International Holdings Limited (stock code: 58), the shares of which are listed on the Main Board of the Stock Exchange, and Zhao Xian Business Ecology International Holdings Limited (formerly known as On Real International Holdings Limited) (stock code: 8245), the shares of which are listed on GEM of the Stock Exchange. Also, he is a principal of Absolute Value Business & Asset Valuation Limited which provides services of valuation, accounting and business solution to different companies in different industries. In the past, Mr. Choi was a financial controller of a company which is listed in GEM in 2019 and he was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“HLB”) in Hong Kong. He has worked in HLB for more than ten years from February 2007 to December 2017.

Mr. Choi is a valuation practitioner of International Association of Certified Valuation Specialists since 2019. He is a member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountants Australia and a member of Chartered Global Management Accountant. Mr. Choi graduated from Open University of Hong Kong with a Master of Law (Chinese Business Law) in Hong Kong in 2017. He obtained a Bachelor of Business (Accounting) from Central Queensland University in Australia in 2003 and further studied Postgraduate Diploma of Accounting in Monash University in Australia in 2005.

* For identification purposes only

蔡本立先生(「蔡先生」)，45歲，自二零二一年六月起獲委任為本公司執行董事。彼亦為提名委員會成員。

蔡先生於香港企業融資交易方面擁有豐富經驗。彼擁有合併及收購、分析金融及市場數據工作經驗，負責協調及支援收購綜合規劃及處理交易直至成功完成。彼現為浙江聯合投資控股集團有限公司(股份代號：8366)及倩碧控股有限公司(股份代號：8367)的執行董事，兩者之股份於聯交所GEM上市，新威國際控股有限公司*(股份代號：58,其股份於聯交所主板上市)及照現生態國際控股有限公司(前稱安悅國際控股有限公司)(股份代號：8245,其股份於聯交所GEM上市)的獨立非執行董事。此外，彼為精銳商業與資產評估有限公司負責人，該公司為不同行業的不同公司提供評估、會計及商業解決方案的服務。過往蔡先生曾於二零一九年為一間在GEM上市的公司的財務總監，且彼為香港國衛會計師事務所有限公司(「HLB」)審計部高級審計經理。彼自二零零七年二月至二零一七年十二月於HLB任職逾十年。

自二零一九年起蔡先生為國際認證評價專家協會估值從業員。彼為香港會計師公會會員、澳洲會計師公會會員及全球特許管理會計師公會會員。於二零一七年蔡先生於香港公開大學畢業，獲得法律(中國商法)碩士學位。於二零零三年彼在澳洲獲得中央昆士蘭大學商業(會計)學士學位，並於二零零五年在澳洲莫納什大學進一步獲得會計研究生深造文憑。

* 僅供識別



BIOGRAPHIES OF DIRECTORS

董事簡歷

NON-EXECUTIVE DIRECTORS

Ms. Li Hui Ling (“Ms. Li”), aged 41, has been appointed as a non-executive Director of the Company since February 2023.

Ms. Li possesses over 17 years of experience in software and digital marketing and finance related duties. Ms. Li is the founder of several private companies which are engaging in software business development, digital marketing business development and website business development. In the course of her career, Ms. Li has been the chief marketing officer, the general manager and the chairman of the board.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lam Yuen Man Maria (“Ms. Lam”), aged 53, has been appointed as an independent non-executive Director of the Company since September 2020. She is also member of each of the audit committee, remuneration committee and nomination committee.

Ms. Lam is currently an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), the shares of which are listed on the Stock Exchange, and of China Come Ride New Energy Group Limited (Formerly known as KNK Holdings Limited) (stock code: 8039), the shares of which are listed on GEM of the Stock Exchange. She is also a company secretary and an authorised representative of a Hong Kong listed company.

Ms. Lam holds a bachelor degree in Accountancy from The Hong Kong Polytechnic University, a master degree in Management from the Macquarie University and a master degree in Applied Psychology from City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) and the Chartered Institute of Arbitrators. She is also an accredited mediator of the Hong Kong Mediation Accreditation Association Limited, a member and a qualified graphologist of the British Institute of Graphologists.

非執行董事

黎惠玲女士(「黎女士」)，41歲，自二零二三年二月獲委任為本公司非執行董事。

黎女士從事與軟體數位行銷及財務相關的工作擁有逾17年經驗。黎女士為多家從事軟體業務開發、數位行銷業務開發及互聯網業務開發的私營企業創辦人，並歷任市場總監、總經理及董事長職務。

獨立非執行董事

林婉雯女士(「林女士」)，53歲，自二零二零年九月獲委任為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會的成員。

林女士現為世紀集團國際控股有限公司(其股份於聯交所上市之公司，股份代號：2113)及中國來騎哦新能源集團有限公司(前稱中國卓銀國際控股有限公司)(於聯交所GEM上市之公司，股份代號：8039)之獨立非執行董事。彼亦為一間香港上市公司之公司秘書及授權代表。

林女士持有香港理工大學會計學學士學位、澳洲麥覺理大學管理學碩士學位及香港城市大學應用心理學碩士學位。彼為特許公認會計師公會資深會員，以及香港會計師公會、香港公司治理公會(前稱特許秘書公會)、特許公司治理公會(前稱特許秘書及行政人員公會)及英國特許仲裁員學會之會員。彼同時亦為香港調解資歷評審協會有限公司之認可調解員及英國筆跡專家公會的成員以及合資格筆跡專家。



BIOGRAPHIES OF DIRECTORS

董事簡歷

Prior to joining the Board, Ms. Lam has worked with an international accounting firm and other leading listed and private group of companies and has extensive experience in company secretarial practice, assurance, treasury and finance. She is currently providing management consultancy and corporate secretarial services to listed issuers and private companies, and graphology consultancy and training services.

Mr. Fu Yan Ming (“Mr. Fu”), aged 58, has been appointed as an independent non-executive Director of the Company since May 2021. He is also member of each of the audit committee and remuneration committee.

Mr. Fu is a fellow member of The Association of Chartered Certified Accountants. He obtained a Bachelors’ Degree of Business Administration from The Chinese University of Hong Kong.

Mr. Fu possess over 30 years of experience in accounting, audit, internal control, financial management, strategic business planning, corporate finance, merger and acquisition and corporate governance. He has worked for various sizeable organizations including accounting firms, pharmaceutical distribution company, TMT (Technology, Media and Telecommunications) companies, manufacturing companies and consultancy firm. During the past 15 years, he held various senior positions including financial controller and company secretary in main and GEM board listed companies of Hong Kong. Mr. Fu was an executive director of On Real International Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8245) from October 2016 to September 2019. Mr. Fu is currently an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), a company listed on the GEM of the Stock Exchange. Currently, Mr. Fu is the finance director of a consultancy firm which provide various advice to private investment funds.

於加入董事會之前，林女士曾任職於國際會計師事務所及其他主要上市及私人集團，並於公司秘書事務、審計、庫務及財務方面擁有豐富經驗。彼現為上市發行人和私人公司提供管理諮詢和公司秘書服務及筆跡學諮詢和培訓服務。

符恩明先生(「符先生」)，58歲，自二零二一年五月起獲委任為本公司獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。

符先生為英國特許公認會計師公會的資深會員。彼獲得香港中文大學的工商管理學士學位。

符先生於會計、審核、內部監控、財務管理、策略性業務規劃、公司財務、合併及收購及公司管治方面擁有逾30年經驗。彼曾於會計師行、醫藥分銷公司、TMT(科技、媒體及電訊)公司、製造公司及諮詢公司等多間大型機構任職。於過往15年，彼曾於香港主板及GEM上市公司擔任財務總監及公司秘書等多個高職。於二零一六年十月至二零一九年九月，符先生曾為聯交所GEM上市公司安悅國際控股有限公司(股份代號：8245)的執行董事。符先生現為聯交所GEM上市公司浙江聯合投資控股集團有限公司(股份代號：8366)的獨立非執行董事。目前符先生為一間為私募投資基金提供各種意見的諮詢公司的財務總監。



BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Tai Man Tai (“Mr. Tai”), aged 38, has been appointed as an independent non-executive Director of the Company since October 2021. He is also member of each of the audit committee, remuneration committee and nomination committee.

Mr. Tai is a fellow member of The Hong Kong Institute of Certified Public Accountants. He obtained a Bachelors’ Degree in Accounting and Finance from University of Hertfordshire.

Mr. Tai possesses over 13 years of experience in professional accounting as well as technology business operation. In the past, Mr. Tai was responsible for financial management in a sizeable integrated fitting-out company, the shares of which are listed on the Main Board of the Stock Exchange. Currently, Mr. Tai holds directorship in various private companies which are engaging in global intelligent logistics, eCommerce with big data management and professional services businesses.

戴文泰先生(「戴先生」)，38歲，自二零二一年十月起獲委任為本公司獨立非執行董事。彼亦為審核委員會、提名委員會及薪酬委員會的成員。

戴先生為香港會計師公會會員。彼獲得赫特福德大學會計及金融學士學位。

戴先生於專業會計及科技業務運營方面擁有逾13年經驗。過往，戴先生於一間大型綜合室內裝潢工程公司負責財務管理，該公司的股份於聯交所主板上市。目前，戴先生在多家從事環球智能物流、具備大數據管理之電商業務及專業服務業務的私營公司擔任董事。



REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022 (the “Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 29 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group for the Year and a discussion on the Group’s future business development are provided in the Management Discussion and Analysis on pages 5 to 11. The principal risks and uncertainties facing the Group are provided in the Management Discussion and Analysis on page 10 and disclosed in the section headed “Financial risk management and fair values of financial instruments” in note 26 to the consolidated financial statements.

An analysis of the Group’s performance during the Year using financial key performance indicators is provided in the Five-years Financial Summary on page 168. The Group is committed to supporting the environmental sustainability. The Group has complied with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources and energy saving. Green initiatives and measures have been adopted in the Group’s operation. A separate Environmental, Social and Governance Report will be published with the publication of this annual report. For details, please refer to the Company’s website.

The Group has complied with the relevant laws and regulations that have significant impact on the operations of the Group. The Group recognises that employees, customers and business partners are the keys to sustainable development. The Group is committed to establishing a close and caring relationship with our employees, providing quality services to our customers and enhancing cooperation with our business partners.

董事謹此提呈本集團截至二零二二年十二月三十一日止年度(「本年度」)之年報及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務載於綜合財務報表附註29。

業務回顧

本集團本年度之業務回顧及本集團未來業務發展之討論載於第5頁至第11頁管理層論述及分析。本集團主要面對的風險和不確定因素載於第10頁管理層論述及分析並於綜合財務報表附註26「財務風險管理及金融工具公平值」一節披露。

採用財務表現關鍵指標對本集團年內表現之分析載於第168頁五年財務摘要。本集團致力支持環境的可持續性。本集團已遵守與環境保護相關的法律及法規，並採取有效措施以高效利用資源及節約能源。本集團之營運已採用綠色舉措和措施。環境、社會及管治報告將隨本年報刊發後另行刊發。詳情請參閱本公司網站。

本集團已遵守對本集團營運產生重大影響之相關法律及法規。本集團深知員工、客戶及業務夥伴為業務持續發展的關鍵。本集團致力與員工建立密切的關係，向客戶提供高質素服務及提升與業務夥伴的合作關係。



REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases from continuing operations attributable to the major customers and suppliers respectively during the Year is as follows:

主要客戶及供應商

有關本集團於本年度分別源自主要客戶及供應商之持續經營業務之銷售及採購資料載列如下：

		Percentage of the Group's total 佔本集團總額之百分比	
		Sales 銷售	Purchases 採購
The largest customer	最大客戶	15%	
Five largest customers in aggregate	五大客戶合計	37%	
The largest supplier	最大供應商		29%
Five largest suppliers in aggregate	五大供應商合計		74%

During the year ended 31 December 2022, none of the Directors, their associates or any shareholder of the Company (who to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

於截至二零二二年十二月三十一日止年度，董事、彼等之聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司任何股東概無於此等主要客戶及供應商中擁有任何權益。

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group and the state of the Group's and the Company's affairs for the year ended 31 December 2022 are set out in the consolidated financial statements on pages 58 to 167.

綜合財務報表

本集團截至二零二二年十二月三十一日止年度之業績，以及本集團及本公司之事務狀況載於第58至167頁之綜合財務報表。

DIVIDEND

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

股息

董事會不建議派付截至二零二二年十二月三十一日止年度之末期股息。

RESERVES

Details of the movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on the consolidated financial statements.

儲備

本集團於本年度內儲備變動詳情載於綜合財務報表之綜合權益變動表。



REPORT OF THE DIRECTORS

董事會報告

DISTRIBUTABLE RESERVES

As 31 December 2022 and 2021, there was no reserves available for distribution to owners of the Company.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 11 to the consolidated financial statements

OTHER BORROWINGS

Details of the interest-bearing borrowings of the Group are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital during the financial year are set out in note 25 to the consolidated financial statements

DIRECTORS

The changes of Directors during the Year and up to the date of this report are as follows:

可供分派儲備

於二零二二年及二零二一年十二月三十一日，並無可供分派予本公司擁有人之儲備。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於綜合財務報表附註11。

其他借款

本集團的附息借款詳情載於綜合財務報表附註20。

股本

本財政年度之股本變動詳情載於綜合財務報表附註25。

董事

於本年度及直至本報告日期之董事變動如下：

Appointed on
委任

Executive Directors

Mr. Chung Man Lai

Mr. Choi Pun Lap

執行董事

鍾文禮先生

蔡本立先生

1/4/2020

1/6/2021

Non-executive Directors

Ms. Li Hui Ling

非執行董事

黎惠玲女士

14/2/2023

Independent non-executive Directors

Ms. Lam Yuen Man Maria

Mr. Fu Yan Ming

Mr. Tai Man Tai

獨立非執行董事

林婉雯女士

符恩明先生

戴文泰先生

15/9/2020

31/5/2021

1/10/2021



REPORT OF THE DIRECTORS

董事會報告

In accordance with Article 112 of the Company's Articles, Ms. Li Hui Ling who was appointed as a non-executive Director on 14 February 2023 will hold office until the forthcoming annual general meeting and, being eligible, will offer herself for re-election at the annual general meeting.

In accordance with Article 108(A) of the Company's Articles, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

Biographical details of the Directors are set out in the section "Biographies of Directors" of this annual report.

DIRECTORS' CONTRACTS

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

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, none of the Directors, had, or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

黎惠玲女士於二零二三年二月十四日獲委任為非執行董事，按本公司之細則第112條規定，彼之任期將直至應屆股東週年大會舉行為止，而彼符合資格並願意於股東週年大會上膺選連任。

按本公司之細則第108(A)條規定，林婉雯女士及符恩明先生將於應屆股東週年大會上輪值退任，而彼符合資格並願意膺選連任。

董事之詳細履歷載於本年報「董事簡歷」一節。

董事合約

擬於應屆股東週年大會重選連任之董事，概無與本公司訂有不可由本公司於一年內免付補償（一般法定補償除外）而終止之服務合約。

董事於股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，概無董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份或債券中，擁有或被視為擁有任何(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)須根據證券及期貨條例第352條記錄於該條所述的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉。



REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

Substantial Shareholders

To the best knowledge of Directors, as at 31 December 2022, the interests and short positions of the persons, other than Directors, in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

主要股東於股份及相關股份之權益

主要股東

據董事所深知，於二零二二年十二月三十一日，除董事外之人士於股份或相關股份中擁有記入本公司根據證券及期貨條例第336條須備存之登記冊內之權益及淡倉如下：

Name of substantial shareholder 主要股東姓名／名稱	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2)
Mr. Chiu Ngai Hung 趙毅雄先生	Beneficial owner 實益擁有人	663,477,955 (L)	52.13%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 31 December 2022 has been used for the calculation for the approximately percentage.

附註:

- 「L」指該於本公司股份的好倉。
- 於二零二二年十二月三十一日已發行股份總數1,272,640,000股已用於計算概約百分比。

Save as disclosed above, as at 31 December 2022, the Company had not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

除上文所披露者外，於二零二二年十二月三十一日，本公司並無獲通知有任何其他人士（董事、本公司主要行政人員及主要股東除外）於本公司股份或相關股份中擁有記錄於須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。



REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the “Share Option Scheme”) whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognise and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013 and note 24 to the consolidated financial statements

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the Share Option Scheme and the definition of “Invested Entity” be added to the Share Option Scheme (“Amendments to the Share Option Scheme”). Details of the Amendments to the Share Option Scheme are set out in the Company’s announcement dated 29 April 2016 and the Company’s circular dated 13 April 2016.

At the annual general meeting of the Company held on 25 June 2018, shareholders approved the refreshment of the maximum number of shares which may be allotted and issued upon the exercise of all share options under the Share Option Scheme. As at the date of this annual report, the total number of options available for granting by the Company under the Share Option Scheme was 127,264,000, representing 10% of the shares of the Company in issue on that date.

For the year ended 31 December 2022 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

DIRECTORS’ INTERESTS IN TRANSACTION, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries or fellow subsidiaries was a party, and in which the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃（「購股權計劃」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為認同及鼓勵彼等對本集團的貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函及綜合財務報表附註24。

於二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃之「合資格參與者」之定義及將「投資實體」之定義加入至購股權計劃（「購股權計劃修訂」）。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

於二零一八年六月二十五日舉行之本公司股東週年大會上，股東批准更新因根據購股權計劃行使所有購股權而可能配發及發行的股份最高數目。於本年報日期，本公司根據購股權計劃可予授出之購股權總數為127,264,000份，佔本公司於該日之已發行股份之10%。

截至二零二二年十二月三十一日止年度及直至本報告日期，本公司概無授出購股權及持有購股權計劃下之未行使購股權。

董事於交易、安排或重大合約之權益

除於本年報披露者外，董事概無於本公司或其任何附屬公司或同系附屬公司所訂立且於年終或回顧年度內任何時間仍然生效之交易、安排或重大合約中，直接或間接擁有任何重大權益。



REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

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 during the year under review.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under Articles, or law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE-YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 168 of this annual report.

RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in note 23 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that requires the Company to enter into an agreement that will or may result in the Company issuing shares, were entered into by the Group during the Year or existed at the end of 2022.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the year ended 31 December 2022 and up to the date of this report, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this report, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

管理合約

於回顧年度內並無訂立或存在涉及本集團全部或任何重要部分業務的管理及行政有關的合約。

優先購買權

細則或開曼群島法例並無有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

五年財務摘要

本集團於過去五年之業績及資產與負債概要載於本年報第168頁。

退休計劃

本集團之退休計劃詳情載於綜合財務報表附註23。

股票掛鈎協議

除了本公司之購股權計劃，於本年度或於二零二二年年結時，本集團概無訂立任何將會或可導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可導致本公司發行股份的股票掛鈎協議。

董事於競爭業務中之權益

截至二零二二年十二月三十一日止年度及直至本報告日期，據董事所知，董事概無於任何與本集團所從事業務構成或可能構成競爭之業務中擁有權益。

董事及主要行政人員購買股份或債務證券之權利

除於本報告所披露者外，本公司或其任何附屬公司於本年度任何時間概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。



REPORT OF THE DIRECTORS

董事會報告

CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the section “Corporate Governance Report” on pages 12 to 32 of this annual report.

AUDIT COMMITTEE

The primary duties of the audit committee are to review, in draft form, the Company’s annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this report, the audit committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. Mr. Tai Man Tai is the chairman of the audit committee.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the financial statements for the year ended 31 December 2022.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs a written annual confirmation of independence pursuant to rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Board considers all of the INEDs are independent.

企業管治

本公司所採納企業管治常規之詳情載於本年報第12頁至第32頁之「企業管治報告」一節。

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之草擬稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由三名獨立非執行董事戴文泰先生、林婉雯女士及符恩明先生組成。戴文泰先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零二二年十二月三十一日止年度之財務報表。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出有關獨立性之年度確認書。根據有關確認書，董事會認為全體獨立非執行董事均為獨立人士。



REPORT OF THE DIRECTORS

董事會報告

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of Directors since the date of the 2022 interim report required to be disclosed pursuant to Rule 17.50A(1) of the Listing Rules are as follows:

- (1) Ms. Lam Yuen Man Maria has been appointed as an independent non-executive director of China Come Ride New Energy Group Limited (Formerly known as KNK Holdings Limited) (stock code: 8039), the shares of which are listed on GEM of the Stock Exchange, with effect from 1 October 2022.
- (2) Ms. Li Hui Ling was appointed as a non-executive Director of the Company with effect from 14 February 2023.

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

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

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has complied with the public float requirement under rule 11.23 of the GEM Listing Rules.

CONNECTED AND RELATED PARTY TRANSACTION

Details of the related party transactions entered into by the Group during the year ended 31 December 2022 are set out in note 27 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of the Company, the Directors shall be entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur in or about the execution of the duty of their respective offices or in relation thereto.

董事資料的變動

自二零二二年中期報告日期以來，根據上市規則第17.50A(1)條須予披露之董事資料之變動載列如下：

- (1) 林婉雯女士已獲委任為中國來騎哦新能源集團有限公司(前稱中國卓銀國際控股有限公司)(於聯交所GEM上市之公司，股份代號：8039)之獨立非執行董事，自二零二二年十月一日起生效。
- (2) 黎惠玲女士已獲委任為本公司非執行董事，自二零二三年二月十四日起生效。

購買、出售或贖回本公司上市證券

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

充足公眾持股量

於本報告日期，本公司已遵守GEM上市規則第11.23條項下之公眾持股量規定。

關連方交易

於截至二零二二年十二月三十一日止年度，本集團訂立的關連方交易詳情載於綜合財務報表附註27。就董事所深知，該等關連方交易並不構成根據GEM上市規則須予披露的關連交易。

獲准許彌償條文

根據本公司細則，董事有權從本公司資產中獲得彌償，以彌償彼等或彼等任何人士於執行各自職務或與此有關的職責時可能蒙受或產生的所有訴訟、成本、收費、損失、損害及開支。



REPORT OF THE DIRECTORS

董事會報告

The Company has arranged appropriate insurance cover for the Directors, the company secretary of the Company and officers of the Company for the financial period ended 31 December 2022.

AUDITOR

The consolidated financial statements for the Reporting Period have been audited by Fan, Chan & Co. Limited ("Fan Chan"). Fan Chan was appointed as auditors of the Company on 31 January 2023 for the financial year ended 31 December 2022 upon the resignation of Baker Tilly Hong Kong Limited, who have acted as auditors of the Company for the financial years ended 31 December 2021 and 2020.

Fan Chan retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Fan Chan as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chung Man Lai
Executive Director

31 March 2023

截至二零二二年十二月三十一日止財務期間，本公司已為董事、本公司公司秘書及本公司高級職員安排適當的保險。

核數師

於報告期間，綜合財務報表已由范陳會計師行有限公司(「范陳」)審核。於天職香港會計師事務所有限公司辭任後，范陳於二零二三年一月三十一日獲委任為本公司就截至二零二二年十二月三十一日止財政年度的核數師，而於截至二零二一年及二零二零年十二月三十一日止財政年度，天職香港會計師事務所有限公司擔任本公司核數師。

范陳退任後符合資格獲續聘。有關續聘范陳為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事
鍾文禮

二零二三年三月三十一日



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



范陳會計師行有限公司
Fan, Chan & Co. Limited

Rooms 1007-1012, 香港
10/F., K. Wah Centre, 北角
191 Java Road, 渣華道191號
North Point, 嘉華國際中心
Hong Kong 10樓1007-1012室

To the shareholders of Aurum Pacific (China) Group Limited

致奧栢中國集團有限公司股東

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Aurum Pacific (China) Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 58 to 167, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, 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 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

本核數師(以下簡稱「我們」)已審計列載於第58頁至167頁奧栢中國集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零二二年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈之《香港財務報告準則》(「香港財務報告準則」)真實公平地反映 貴集團於二零二二年十二月三十一日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及綜合現金流量,並已根據香港公司條例之披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之《香港審計準則》(「香港審計準則」)進行審計。我們報告中「核數師對審計綜合財務報表之責任」一節進一步描述我們在該等標準下之責任。我們根據香港會計師公會之專業會計師職業道德守則(「守則」)獨立於 貴集團,而我們亦根據守則履行其他道德責任。我們相信,我們所獲得之審計憑能充足及適當地為我們之審計意見提供基礎。



INDEPENDENT AUDITOR'S REPORT

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MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2(b) of the consolidated financial statements, which stated that the Group incurred a net loss of HK\$21,325,000 and reported a net cash outflow of HK\$1,044,000 from operating activities, and as at 31 December 2022, the Group's net current liabilities and total current liabilities amounted to HK\$1,903,000 and HK\$13,926,000 respectively while its total cash and cash equivalents amounted to HK\$4,445,000. These conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

有關持續經營之重大不確定因素

我們提請注意綜合財務報表附註2(b)，其顯示 貴集團產生虧損淨額21,325,000港元，並錄得經營活動所得之現金流量淨額1,044,000港元，及於二零二二年十二月三十一日， 貴集團分別有流動負債淨額1,903,000港元及總流動負債13,926,000港元，而其現金及現金等值物總額為4,445,000港元。該等情況以及綜合財務報表附註2(b)所載其他事項表明，存在重大不確定因素，有可能對 貴集團持續經營之能力構成重大疑慮。我們並無就此事宜修訂我們的意見。

主要審計事項

根據我們之專業判斷，主要審計事項為該等對本期綜合財務報表審計最重要之事項。該等事項是在我們審計整體綜合財務報表並就此出具意見時進行處理的，而我們並不就該等事項獨立提出意見。除「有關持續經營之重大不確定因素」一節所述之事項外，我們已釐定下述事項為將於本報告中交待之主要審計事項。



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獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

Key Audit Matter

主要審計事項

How our audit addressed the key audit matter

我們於審計中處理該事項之方法

Impairment assessment of goodwill

商譽之減值評估

We identified annual impairment assessment of goodwill of the Group as a key audit matter due to the involvement of significant judgements and assumptions in determining the recoverable amounts of cash generating units (“CGUs”) to which goodwill have been allocated, which are derived from value in use calculations using discounted cash flow models.

我們認為 貴集團之商譽年度減值評估為一項主要審計事項，因為在釐定已分配商譽的現金產生單位（「現金產生單位」）之可收回金額時涉及重大判斷及假設，其使用貼現現金流模型計算使用價值。

As at 31 December 2022, the Group’s goodwill was allocated to the CGU engaged in software platform business in Hong Kong and amounted to approximately HK\$20,236,000 before recognition of impairment loss for the year then ended. Details are disclosed in notes 13 and 31 to the consolidated financial statements.

於二零二二年十二月三十一日，貴集團於確認截至該日止年度之減值虧損前，商譽已分配至有關於香港從事軟件平台業務之現金產生單位，金額約為20,236,000港元。詳情於綜合財務報表附註13及31披露。

Our audit procedures in relation to the management’s impairment assessment of goodwill of Group’s subsidiaries included:

我們就管理層對 貴集團附屬公司之商譽進行減值評估之審計程序包括：

- Understand the Group’s impairment assessment process, including the impairment model, basis of allocation of goodwill to CGUs, the preparation of the cash flow projections (“Cashflow Forecasts”) and key management assumptions adopted in the preparation of the Cashflow Forecasts through enquiries with the management;
- 透過諮詢管理層，瞭解 貴集團之減值評估過程，包括減值模型、商譽分配予現金產生單位之基準、現金流量預測（「現金流量預測」）編製，及管理層於該等現金流量預測採用的主要假設；
- Challenging the appropriateness of the key assumptions adopted by the management in the preparation of the Cashflow Forecasts, such as the budgeted gross margin and forecast growth rates, and discount rates applied and comparing them with available market data and our knowledge of the current market development;
- 質疑管理層於現金流量預測編製中所採納的主要假設的合理性，如已應用的預算毛利率、預測增長率及貼現率，並將其與可獲得的市場數據及我們對目前市場發展的瞭解進行比較；



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KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

Key Audit Matter

主要審計事項

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我們於審計中處理該事項之方法

Impairment assessment of goodwill (Continued)

商譽之減值評估(續)

Management's assessment of goodwill impairment is highly judgmental and involved high estimation uncertainty which is dependent on certain significant inputs including the growth rates, budgeted gross margins and discount rates applied, all of which vary based on the relevant industry growth and management's expectations for the market development of software platform business in Hong Kong. 管理層對商譽減值的評估極為判斷，且涉及高估計不確定性，取決於若干重大輸入資料，包括增長率、預算毛利率及所應用的貼現率，所有該等資料均因相關行業增長及管理層對香港軟件平台業務市場發展的預期而有所差異。

As disclosed in note 13, impairment loss of HK\$18,508,000 has been recognised against the goodwill allocated to software platform operation for the year ended 31 December 2022.

誠如附註13所披露，已就截至二零二二年十二月三十一日止年度分配至軟件平台業務之商譽確認減值虧損18,508,000港元。

- Comparing the historical cash flows forecast against the performance of CGUs to test the accuracy of management's projections.
- 將過往的現金流量預測與現金產生單位的表現進行比較，測試管理層預測的準確性。



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KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

Key Audit Matter

主要審計事項

How our audit addressed the key audit matter

我們於審計中處理該事項之方法

Valuation and impairment loss of loans and interest receivables

應收貸款及利息之估值及減值虧損

The Group has recognised loans receivables initially at fair value and subsequently at amortised cost in the consolidated statement of financial position.

貴集團於綜合財務狀況表中確認初步以公平值計量及隨後按攤銷成本計量之應收貸款。

As at 31 December 2022, the net carrying amounts of the loans receivable and interest receivables were HK\$4,908,000 (2021: HK\$4,908,000) and HK\$Nil (2021: HK\$Nil) respectively, net of loss allowance of HK\$89,410,000 (2021: HK\$89,558,000) and HK\$10,230,000 (2021: HK\$10,247,000) respectively.

於二零二二年十二月三十一日，應收貸款及應收利息之賬面淨值分別為4,908,000港元(二零二一年：4,908,000港元)及零港元(二零二一年：零港元)，扣除虧損撥備分別為89,410,000港元(二零二一年：89,558,000港元)及10,230,000港元(二零二一年：10,247,000港元)。

The measurement of expected credit loss ("ECL") requires the application of significant judgements which included the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL model such as the probabilities of default, loss given default, expected future cash flows and forward-looking macroeconomic factors, especially taken into account the impact of prolonged COVID-19 pandemic.

預期信貸虧損(「預期信貸虧損」)之計量要求應用重大判斷，其包括識別信貸質量顯著惡化之風險，以及預期信貸虧損模式中使用之假設，例如違約可能性、違約損失、預期未來現金流量及前瞻性之宏觀經濟因素，特別考慮COVID-19疫情延續的影響。

Our audit procedures in this area included, amongst others:

我們在此方面之審計程序包括(其中包括)：

- Understanding the key controls on how the impairment assessment of loans and interest receivables are estimated by the management;
- 了解管理層如何估計應收貸款及利息減值評估的關鍵控制；
- Reviewing and assessing the application of the Group's policy for calculating ECLs to consider consistency of application;
- 審閱及評估 貴集團計算預期信貸虧損政策的應用以考慮應用一致性；
- Evaluating the independence, objectivity, competence and capabilities of the valuer;
- 評估估值師的獨立性、客觀性、權能及能力；



INDEPENDENT AUDITOR'S REPORT

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KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

Key Audit Matter

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Valuation and impairment loss of loans and interest receivables (Continued)

應收貸款及利息之估值及減值虧損 (續)

Due to the significant judgment and inherent uncertainty involved in such estimates, we considered this is a key audit matter.

由於該等估計涉及重大判斷及固有不確定因素，故我們視該事項為主要審計事項。

The ECL was assessed by the management with reference to valuations performed by an independent valuer engaged by the Group and other information of the assets.

預期信貸虧損由管理層參考 貴集團所聘請獨立估值師進行的估值及其他資產資料作出評估。

- Evaluating the techniques and methodologies in ECLs model against the requirements of HKFRS 9;
- 評估根據香港財務報告準則第9號規定的預期信貸虧損模式的技術及方法；
- Assessing the reasonableness of the basis and judgement of the management in determining credit loss allowance on loans and interest receivables;
- 評估管理層釐定對應收貸款及利息的信貸虧損撥備之基準及判斷的合理性；
- Testing the key data sources applied in the ECLs computation on a sample basis by checking to the supporting information and external data sources, as applicable; and
- 透過檢查支持資料及外部數據來源(如適用)，抽樣測試預期信貸虧損計算中應用的主要數據來源；及
- Checking the mathematical accuracy of the ECLs.
- 檢查預期信貸虧損之計算準確性。



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OTHER MATTER

The consolidated financial statements for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 23 March 2022.

OTHER INFORMATION

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

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

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

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

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

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

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

其他事項

貴集團截至二零二一年十二月三十一日止年度綜合財務報表經另一名核數師審核，其於二零二二年三月二十三日就該等報表出具無保留意見聲明。

其他資料

貴公司董事負責其他資料。其他資料包括年報內所載之所有資料，但不包括綜合財務報表及我們就該等報表所作出之核數師報告。

我們對綜合財務報表之意見不包括其他資料，而我們並不就此發表任何形式之保證結論。

有關我們對綜合財務報表之審計，我們之責任是閱讀其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審計中所獲悉之情況具有重大不一致之情況，或可能以其他方式被重大錯誤陳述。倘根據我們所進行之工作，我們認為此其他資料存有重大錯誤陳述，則我們須報告該事實。我們於該方面並無任何須予報告之事項。

董事及治理層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平反映之綜合財務報表，及落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事有責任評估貴集團持續經營能力、披露(如適用)與持續經營有關之事項及使用持續經營為會計基準，除非董事擬將貴集團清盤或終止經營業務，或須強迫進行清盤或終止經營業務而並無實際之替代方法。

該等治理層負責監察貴集團之財務報告過程。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagements, 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 judgement and maintain professional skepticism throughout the audit. We also:

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

核數師對審計綜合財務報表之 責任

我們之目標是就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述獲得合理保證以及出具包括我們意見之核數師報告。本報告僅向閣下(作為一個團體)作出,除此之外不得用於其他用途。我們並不會就本報告之內容向任何人士承擔或負上任何責任。

合理保證是一種高水平之保證,但概不保證根據香港審計準則所進行之審計一定能發現存在之重大錯誤陳述。錯誤陳述可能是由於欺詐或錯誤而導致,並且若其(個別或共同地)可合理預期會影響用戶根據該等綜合財務報表所作出之經濟決定,則被視為重大錯誤陳述。

作為根據香港審計準則進行審計之一部分,我們在審計期間作出專業判斷及秉持專業之懷疑態度。我們亦:

- 察悉及評估綜合財務報表之重大錯誤陳述風險(無論是由於欺詐或錯誤而導致),設計及執行審計程序以回應該等風險,並獲得充足及適當之審計證據,為我們之意見提供基礎。未能發現因欺詐而導致之重大錯誤陳述之風險高於因錯誤而導致之重大錯誤陳述之風險,原因為欺詐可能涉及串謀、偽造、故意遺漏、錯誤陳述或僭越內部監控。
- 了解與審計相關之內部監控,以設計適合該情況之審計程序,但目的並非對貴集團內部監控之有效性發表意見。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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.

核數師對審計綜合財務報表之 責任 (續)

- 評估董事採用之會計政策是否恰當以及所作出的會計估計及相關披露是否合理。
- 就董事使用持續經營會計基礎之適當性作出總結，並根據所獲得之審計證據，確定是否存在可能對貴集團持續經營能力產生重大疑慮之有關事件或情況之重大不確定性。倘我們斷定存在重大不確定性，我們須在核數師報告中提請注意綜合財務報表之相關披露，或倘該等披露不充分，我們須修改我們之意見。我們之結論乃基於截至核數師報告日期止獲得之審計證據。然而，未來事件或情況可能導致貴集團終止持續經營。
- 評估綜合財務報表(包括該等披露)的整體呈列方式、結構及內容，以及綜合財務報表是否公允呈列反映相關交易及事項。

我們與治理層就有關(其中包括)計劃之審計範圍及時間安排以及重大審計發現(包括我們在審計期間發現內部監控之任何重大缺陷)進行溝通。

我們亦就遵守關於獨立性之相關職業道德要求向治理層提供聲明，並就可能被合理認為影響我們獨立性之所有關係及其他事項以及為消除威脅而採取的行動或應用的防範措施(如適用)與治理層進行溝通。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

From the matters communicated with 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.

Fan, Chan & Co. Limited
Certified Public Accountants

Leung Kwong Kin
Practising Certificate Number P03702
Hong Kong, 31 March 2023

核數師對審計綜合財務報表之 責任 (續)

從與治理層溝通之事項中，我們確定該等對當期綜合財務報表審計最為重要並因而構成主要審計事項的事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極其罕見情況下，倘合理預期在核數師報告中溝通某事項造成之負面後果超過其產生之公眾利益，則我們確定不應在核數師報告中溝通該事項。

范陳會計師行有限公司
執業會計師

Leung Kwong Kin
執業證書編號P03702
香港，二零二三年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
Continuing operations				
Revenue	持續經營業務 收益	3	21,436	20,258
Cost of sales	銷售成本		(8,677)	(11,889)
Gross profit	毛利		12,759	8,369
Other income, net	其他收入淨額	4	1,288	11,640
Administrative expenses	行政開支		(6,269)	(21,002)
Research and development expenses	研發開支		(8,129)	(5,083)
Selling and distribution expenses	銷售及分銷開支		(2,268)	(2,230)
Impairment loss on goodwill	商譽減值虧損	13	(18,508)	-
Loss from operations	經營虧損		(21,127)	(8,306)
Finance costs	融資成本		(274)	(1,456)
Loss before taxation	除稅前虧損	5	(21,401)	(9,762)
Income tax expense	所得稅開支	6	-	(1,215)
Loss for the year from continuing operations	持續經營業務之年度虧損		(21,401)	(10,977)
Discontinued operation				
Profit/(loss) for the year from discontinued operation	已終止經營業務之 年度溢利/(虧損)	7	76	(77,009)
Loss for the year	年度虧損		(21,325)	(87,986)



CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Note 附註		
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		
– From continuing operations	– 來自持續經營業務	(21,299)	(6,328)
– From discontinued operation	– 來自已終止經營業務	76	(77,009)
		(21,223)	(83,337)
Non-controlling interests	非控股權益		
– From continuing operations	– 來自持續經營業務	(102)	(4,649)
– From discontinued operation	– 來自已終止經營業務	–	–
		(102)	(4,649)
Loss for the year	年度虧損	(21,325)	(87,986)
Loss per share	每股虧損		
Basic and diluted (HK cents)	基本及攤薄(港仙)	10	
– From continuing operations	– 來自持續經營業務	(1.67)	(0.50)
– From discontinued operation	– 來自已終止經營業務	0.01	(6.05)
		(1.66)	(6.55)

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the year		(21,325)	(87,986)
Other comprehensive income for the year, net of nil tax			
Items that may be reclassified subsequently to profit or loss:	年度其他全面收益， 經扣除零稅項 其後可能重新分類至 損益之項目：		
– Exchange differences on translation of financial statements of foreign operations	– 換算外國業務財務報表之 匯兌差額	68	37
Total comprehensive expense for the year	年度全面開支總額	(21,257)	(87,949)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		
– From continuing operations	– 來自持續經營業務	(21,254)	(6,306)
– From discontinued operation	– 來自已終止經營業務	76	(77,009)
		(21,178)	(83,315)
Non-controlling interests	非控股權益		
– From continuing operations	– 來自持續經營業務	(79)	(4,634)
– From discontinued operation	– 來自已終止經營業務	–	–
		(79)	(4,634)
Total comprehensive expense for the year	年度全面開支總額	(21,257)	(87,949)

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	304	268
Intangible assets	無形資產	12	-	-
Goodwill	商譽	13	1,728	20,236
Right-of-use assets	使用權資產	14	607	1,240
Loans receivable	應收貸款	16	4,908	-
Deferred tax assets	遞延稅項資產	22	-	-
			7,547	21,744
Current assets	流動資產			
Trade and other receivables	應收賬款及其他應收款	15	7,578	5,235
Loans receivable	應收貸款	16	-	4,908
Interest receivables	應收利息	16	-	-
Cash and cash equivalents	現金及現金等值物	17	4,445	3,791
			12,023	13,934
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	18	2,154	1,992
Contract liabilities	合約負債	19	7,361	4,652
Interest-bearing borrowings	付息借款	20	3,808	908
Lease liabilities	租賃負債	21	603	734
			13,926	8,286
Net current (liabilities)/assets	流動(負債淨額)/資產淨值		(1,903)	5,648
Total assets less current liabilities	資產總值減流動負債		5,644	27,392

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

		Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	21	19	510
NET ASSETS	資產淨值		5,625	26,882
Capital and reserves	資本及儲備			
Share capital	股本	25(a)	50,906	50,906
Reserves	儲備		(40,709)	(19,531)
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		10,197	31,375
Non-controlling interests	非控股權益		(4,572)	(4,493)
TOTAL EQUITY	權益總額		5,625	26,882

Approved and authorised for issue by the board of directors on 31 March 2023.

董事會於二零二三年三月三十一日批准及授權刊發。

Choi Pun Lap
蔡本立
Director
董事

Chung Man Lai
鍾文禮
Director
董事

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
		Share capital	Share premium	Capital reserve	Capital surplus	Exchange reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	資本盈餘	匯兌儲備	其他儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note 25(b)(i))	(note 25(b)(ii))	(note 25(b)(iii))	(note 25(b)(iv))	(note 25(b)(v))	(note 25(b)(vi))			
			(附註 25(b)(i))	(附註 25(b)(ii))	(附註 25(b)(iii))	(附註 25(b)(iv))	(附註 25(b)(v))	(附註 25(b)(vi))			
Balance 1 January 2021	於二零二一年一月一日之結餘	50,906	381,490	2,427	16,699	(66)	(415)	(336,351)	114,690	141	114,831
Changes in equity for 2021:	二零二一年之權益變動：										
Loss for the year	年度虧損	-	-	-	-	-	-	(83,337)	(83,337)	(4,649)	(87,986)
Other comprehensive income for the year, net of nil tax	年度其他全面收益， 經扣除零稅項										
- Exchange differences on translation of financial statements of foreign operations	- 換算外國業務財務報表之 匯兌差額	-	-	-	-	22	-	-	22	15	37
Total comprehensive income/(expense) for the year	年度全面收益/(開支)總額	-	-	-	-	22	-	(83,337)	(83,315)	(4,634)	(87,949)
Transfer of reserves upon disposal of a subsidiary	於出售一間附屬公司時轉撥儲備	-	-	-	-	-	313	(313)	-	-	-
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	50,906	381,490	2,427	16,699	(44)	(102)	(420,001)	31,375	(4,493)	26,882
Changes in equity for 2022:	二零二二年之權益變動：										
Loss for the year	年度虧損	-	-	-	-	-	-	(21,223)	(21,223)	(102)	(21,325)
Other comprehensive income for the year, net of nil tax	年度其他全面收益， 經扣除零稅項										
- Exchange differences on translation of financial statements of foreign operations	- 換算外國業務財務報表之 匯兌差額	-	-	-	-	45	-	-	45	23	68
Total comprehensive income/(expense) for the year	年度全面收益/(開支)總額	-	-	-	-	45	-	(21,223)	(21,178)	(79)	(21,257)
At 31 December 2022	於二零二二年十二月三十一日	50,906	381,490	2,427	16,699	1	(102)	(441,224)	10,197	(4,572)	5,625

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Note 附註		
Operating activities	經營活動		
Loss before taxation	除稅前虧損		
– From continuing operations	– 來自持續經營業務	(21,401)	(9,762)
– From discontinued operation	– 來自已終止經營業務	76	(77,009)
Adjustments for:	調整：		
– Bank interest income	– 銀行利息收入	–*	–*
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊	155	3,519
– Depreciation of right-of-use assets	– 使用權資產折舊	816	775
– Effect of foreign exchange rate changes, net	– 匯率變動影響淨額	–	35
– Finance costs	– 融資成本	274	1,456
– Gain on disposal of subsidiaries, net	– 出售附屬公司之收益淨額	–	(2,161)
– Gain on disposal of property, plant and equipment, net	– 出售物業、廠房及設備收益淨額	–	(9,554)
– Impairment loss on deposits	– 按金減值虧損	–	31
– Impairment loss on goodwill	– 商譽減值虧損	18,508	–
– Impairment loss on loans and interest receivables	– 應收貸款及利息減值虧損	–	77,714
– (Reversal of impairment)/impairment loss on trade receivables	– 應收賬款(減值撥回)/減值虧損	(67)	4
– Write-off of deposits and other receivables	– 撇銷按金及其他應收款	–	4,577
– Write-off of intangible assets	– 撇銷無形資產	–	3,680



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Note 附註		
Operating loss before working capital changes	營運資金變動前之經營虧損	(1,639)	(6,695)
(Increase)/decrease in trade and other receivables	應收賬款及其他應收款(增加)/減少	(2,276)	3,923
Decrease in loans and interest receivables	應收貸款及利息減少	-	144
Increase in trade and other payables	應付賬款及其他應付款增加	162	942
Increase in contract liabilities	合約負債增加	2,709	822
Net cash used in operations	營運所用現金淨額	(1,044)	(864)
Hong Kong Profits Tax paid	已付香港利得稅	-	-
Net cash used in operating activities	經營活動所用現金淨額	(1,044)	(864)
Investing activities	投資活動		
Expenditure on projects development	項目開發支出	-	(920)
Interest received	已收利息	-*	-*
Net cash outflow from disposal of subsidiaries	出售附屬公司之現金流出淨額	-	(11)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備的付款	(191)	(134)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	40,697
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(191)	39,632

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Note 附註		
Financing activities	融資活動			
Capital element of lease rentals paid	已付租賃租金資本部分	17(b)	(805)	(787)
Interest element of lease rentals paid	已付租賃租金利息部分	17(b)	(51)	(28)
Interest paid	已付利息	17(b)	(223)	(1,428)
New loans from third parties	來自第三方之新貸款	17(b)	2,900	908
Repayment of bank loans	償還銀行貸款	17(b)	-	(37,060)
Net cash generated from/(used in) financing activities	融資活動所得/(所用) 現金淨額		1,821	(38,395)
Net increase in cash and cash equivalents	現金及現金等值物增加淨額		586	373
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值物		3,791	3,415
Effect of foreign exchange rate changes	匯率變動影響		68	3
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值物		4,445	3,791

* Below HK\$1,000.

* 低於1,000港元。

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

1 COMPANY INFORMATION

Aurum Pacific (China) Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. On 8 October 2021, the principal place of business of the Company is Room A6-D, 12/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong with effect from 11 March 2022.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 29(a).

The consolidated financial statements for the year ended 31 December 2022 comprise the Company and its subsidiaries (together the “Group”).

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”) unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional currency and the Group’s presentation currency.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

1 公司資料

奧栢中國集團有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」) GEM上市。本公司註冊辦事處之地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands。於二零二一年十月八日，本公司主要營業地點更改為香港九龍荔枝角青山道489-491號香港工業中心A座12樓A6-D室，自二零二二年三月十一日起生效。

本公司為投資控股公司。其附屬公司之主要業務列載於附註29(a)。

截至二零二二年十二月三十一日止年度綜合財務報表涵蓋本公司及其附屬公司(統稱為「本集團」)。

除另有註明外，綜合財務報表以千港元(「千港元」)呈列。港元(「港元」)為本公司之功能貨幣及本集團之呈列貨幣。

2 主要會計政策

(a) 遵例聲明

此等綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)(包括所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港公認會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則(「GEM上市規則」)之適用披露條文。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) *Statement of compliance (Continued)*

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group as set out in note 2(c).

A summary of the significant accounting policies adopted by the Group is set out below.

(b) *Basis of preparation of the consolidated financial statements*

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 主要會計政策 (續)

(a) *遵例聲明 (續)*

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可提前採用之香港財務報告準則修訂本，詳情載於附註2(c)。

本集團所採納之主要會計政策概要載列如下。

(b) *編製綜合財務報表之基準*

編製綜合財務報表所用之計量基準為歷史成本基準。

編製符合香港財務報告準則之綜合財務報表，需要管理層作出判斷、估計及假設，而此等判斷、估計及假設會影響政策之採用，以及資產、負債、收入與開支之呈報金額。該等估計及相關假設乃以過往經驗及認為在有關情況下屬合理之多個其他因素為基礎，有關結果會成為就無法從其他來源明確得知之資產及負債賬面值作出判斷時之基礎。實際結果可能有別於該等估計。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) *Basis of preparation of the consolidated financial statements (Continued)*

The estimates and underlying assumptions are reviewed on an ongoing 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.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 31.

During the year, the Group incurred a net loss of HK\$21,325,000 and reported a net cash outflow of HK\$1,044,000 from operating activities, and as at 31 December 2022, the Group's net current liabilities and total current liabilities amounted to HK\$1,903,000 and HK\$13,926,000 respectively while its total cash and cash equivalents amounted to HK\$4,445,000. Those conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. The validity of the use of the going concern basis in the preparation of the consolidated financial statements is dependent upon the Group's ability to generate adequate cash flows in order to meet its obligations as and when the obligations fall due.

The directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. In the opinion of the directors, the Group will be able to continue to operate as a going concern in the foreseeable future and they are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis, after taking into consideration the following measures:

2 主要會計政策 (續)

(b) *編製綜合財務報表之基準 (續)*

估計及相關假設會持續檢討。倘會計估計修訂只會影響作出有關修訂之會計期間，則會計估計修訂會在有關期間內確認；但倘修訂對當期及未來期間均有影響，則會在作出有關修訂之期間及未來期間確認。

管理層採用香港財務報告準則時所作對綜合財務報表有重大影響之判斷，以及估計不明朗因素之主要來源，會在附註31內討論。

年內，本集團錄得經營活動虧損淨額21,325,000港元及現金流出淨額1,044,000港元，於二零二二年十二月三十一日，本集團的流動負債淨額及總流動負債分別為1,903,000港元及13,926,000港元，現金及現金等價物總額為4,445,000港元。該等情況表明存在重大不確定性，可能對本集團的持續經營能力產生重大疑慮。編製綜合財務報表時使用持續經營基準的有效性取決於本集團能否產生足夠現金流量以於義務到期時履行其義務。

本公司董事已審慎考慮本集團的未來流動資金及表現及其可動用的融資來源，以評估本集團是否擁有足夠財務資源以持續經營。董事認為，本集團將能夠於可預見未來繼續經營，並於經考慮以下因素後，認為按持續經營基準編製綜合財務報表屬適當：



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) *Basis of preparation of the consolidated financial statements (Continued)*

- Subsequent to the end of reporting period, the Group has obtained a committed loan facility of approximately HK\$10,000,000 from a financial institution for a period of 15 months from the date of approval of the consolidated financial statements, who is the lender of the Group's borrowings as at 31 December 2022 for the purpose of (i) to repay the existing outstanding loan principal and interest in full and (ii) business use of the Group.

Notwithstanding the above, material uncertainty exists as to whether the Group is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions that are subject to inherent uncertainty. Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the carrying value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2 主要會計政策 (續)

(b) *編製綜合財務報表之基準 (續)*

於報告期末後，於二零二二年十二月三十一日，本集團已自一家金融機構(為本集團借款的貸方)取得自綜合財務報表批准日期起計15個月內承諾貸款融資約10,000,000港元以用作(i)悉數償還本集團現有貸款的未償還本金及利息及(ii)本集團業務用途。

儘管如此，關於本集團是否能夠實現其上述計劃及措施存在重大不確定性，該等計劃及措施包含對受固有不確定性影響的未來事件及條件的假設。倘本集團無法持續經營，則可能無法在正常業務過程中變現其資產及清償其負債。因此或須作出調整以將資產的賬面值減記至其可收回金額，為可能產生的任何未來負債計提撥備，並將非流動資產及負債分別重新分類為流動資產及負債。該等調整的影響並未於綜合財務報表反映。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies

In the current year, the Group has applied the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

– Amendments to HKFRS 3	Reference to the Conceptual Framework
– Amendments to HKFRS 16	COVID-19 – Related Rent Concessions beyond 30 June 2021
– Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
– Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
– Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

The application of the amendments to the standards listed above in the current year had no material effect on the Group's financial performance and positions for the current and prior year and on the disclosures set out in these consolidated financial statements.

2 主要會計政策 (續)

(c) 更改會計政策

於本年度，本集團已應用以下於本集團本會計期間首次生效的香港財務報告準則修訂本：

– 香港財務報告準則第3號修訂本	對概念框架的提述
– 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 COVID-19相關租金寬減
– 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
– 香港會計準則第37號修訂本	有償合約—履行合約的成本
– 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

本年度應用上述準則的修訂對本集團本年度及上年度的財務表現及狀況以及該等綜合財務報表中的披露並無重大影響。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

The Group has not applied the following new and amendments to HKFRSs that have been issued but are not yet effective for the current accounting period. The Group has already commenced an assessment of the impact of these new and amendments to HKFRSs but is not yet in a position to state whether these new and amendments to HKFRSs would have a material impact on its results of operations and financial position:

	Effective for accounting periods beginning on or after	於以下日期 或之後的 會計期間 有效
<ul style="list-style-type: none"> HKFRS 17, Insurance Contracts (including the October 2020 and February 2022 Amendments to HKFRS 17) 	1 January 2023	<ul style="list-style-type: none"> 香港財務報告準則第17號，二零二三年保險合約(包括香港財務報告準則第17號於二零二零年十月及二零二二年二月的修訂)
<ul style="list-style-type: none"> Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 	To be determined	<ul style="list-style-type: none"> 香港財務報告準則第10號及香港會計準則第28號的修訂，投資者與其聯營公司或合營公司之間的資產出售或出資
<ul style="list-style-type: none"> Amendments to HKFRS 16, Lease Liability in a Sales and Leaseback 	1 January 2024	<ul style="list-style-type: none"> 香港會計準則第1號修訂本，二零二四年售後租回的租賃負債
<ul style="list-style-type: none"> Amendments to HKAS 1, Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 (2020) 	1 January 2024	<ul style="list-style-type: none"> 香港會計準則第1號修訂本，二零二四年將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本
<ul style="list-style-type: none"> Amendments to HKAS 1, Non-current Liabilities with Covenants 	1 January 2024	<ul style="list-style-type: none"> 香港會計準則第1號修訂本，二零二四年附帶契諾的非流動負債
<ul style="list-style-type: none"> Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies 	1 January 2023	<ul style="list-style-type: none"> 香港會計準則第1號及二零二三年香港財務報告準則第2號實務報表修訂本，會計政策披露
<ul style="list-style-type: none"> Amendments to HKAS 8, Definition of Accounting Estimates 	1 January 2023	<ul style="list-style-type: none"> 香港會計準則第8號修訂本，二零二三年會計估計的定義
<ul style="list-style-type: none"> Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction 	1 January 2023	<ul style="list-style-type: none"> 香港會計準則第12號修訂本，二零二三年與單一交易產生的資產及負債有關的遞延稅項

2 主要會計政策 (續)

(c) 更改會計政策 (續)

本集團並無於本會計期間應用下列已頒布但尚未生效的新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，但尚無法確定該等新訂及經修訂香港財務報告準則是否會對其經營業績及財務狀況產生重大影響：



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests*

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 主要會計政策 (續)

(d) *附屬公司及非控股權益*

附屬公司指本集團控制之實體。倘本集團因參與某實體之營運而承擔其可變回報的風險或有權享有其可變回報，並能夠運用其對實體之權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有控制權時，僅考慮實質權利(由本集團及其他方持有)。

於附屬公司之投資自控制權開始日期直至控制權終止日期合併入綜合財務報表內。集團內公司間之結餘及交易與現金流量，以及集團內公司間交易所產生之任何未變現溢利，在編製綜合財務報表時均全數對銷。集團內公司間交易所產生之未變現虧損則僅在無出現減值證據之情況下，以與對銷未變現收益相同之方法對銷。

非控股權益指並非本公司直接或間接應佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而可能導致本集團整體須就符合金融負債定義之該等權益承擔訂約責任。就每項業務合併而言，本集團可選擇按附屬公司的可辨別資產淨值的公平值或非控股權益所佔附屬公司可辨別資產淨值的比例計量任何非控股權益。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests* (Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to equity owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)(iii)).

2 主要會計政策 (續)

(d) *附屬公司及非控股權益 (續)*

非控股權益呈列於綜合財務狀況表中之權益內，與本公司權益擁有人應佔權益分開呈列。本集團業績中之非控股權益乃呈列於綜合損益表以及綜合損益及其他全面收益表，作為年度溢利或虧損總額及全面收益總額在本公司非控股權益及權益擁有人之間之分配。

倘本集團於附屬公司之權益變動並無導致其喪失控制權，則會按股本交易入賬，並調整綜合權益項目內之控股及非控股權益金額，以反映相關權益之變動，但不會調整商譽，亦不會確認收益或虧損。

當本集團喪失對一間附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生之收益或虧損將於損益內確認。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬(見附註2(i)(iii))。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is carried at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(i)(iii)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 主要會計政策 (續)

(e) 商譽

商譽指以下兩者之差額：

- (i) 所轉讓代價之公平值、於被收購方之任何非控股權益金額及本集團先前於被收購方所持股本權益之公平值總和；與
- (ii) 被收購方於收購日期計量之可識別資產及負債之公平淨值。

倘(ii)高於(i)，則差額即時於損益內確認為議價收購收益。

商譽按成本減累計減值虧損列值。業務合併產生之商譽分配至預期從合併之協同效益中得益之各現金產生單位或現金產生單位組別，並於每年進行減值測試(見附註2(i)(iii))。

於年內出售現金產生單位時，購置商譽之任何應佔金額會於出售時計入損益。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(i)(iii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Land and buildings	12 years
Leasehold improvements	3 to 5 years or over the remaining terms of leases (whichever is shorter)
Furniture and fixtures	4 to 5 years
Computers and other equipment	3 to 4 years
Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 主要會計政策 (續)

(f) 物業、廠房及設備

物業、廠房及設備項目按成本減累計折舊及減值虧損列賬(見附註2(i)(iii))。

報廢或出售物業、廠房及設備項目所產生之收益或虧損為出售所得款項淨額與賬面值之差額，並於報廢或出售日期在損益內確認。

物業、廠房及設備項目之折舊按成本減預計殘值(如有)以直線法在其預計可用年期撇銷其成本如下：

土地及樓宇	十二年
租賃物業裝修	三至五年或按餘下租賃期(以較短者為準)
傢俬及裝置	四至五年
電腦及其他設備	三至四年
汽車	五年

倘物業、廠房及設備項目之各部分擁有不同可使用年期時，則該項目之成本將按合理基準在不同部分之間分配，且各部分將作單獨折舊。資產之可使用年期及其殘值(如有)均於每年進行檢討。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable.

Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 2(i)(iii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(i)(iii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date when they are available for use and their estimated useful lives are as follows:

Development costs	3 years
Mobile games	2 to 5 years

Both the period and method of amortisation are reviewed annually.

2 主要會計政策 (續)

(g) 無形資產(商譽除外)

研究活動支出於產生期間確認為開支。倘產品或過程於技術上及商業上可行，且本集團有足夠資源及意向完成開發工作，則開發活動之支出予以資本化。資本化之支出包括原料成本、直接勞工成本及適當比例之經常費用及借款成本(如適用)。

資本化之開發成本按成本減累計攤銷及減值虧損列賬(見附註2(i)(iii))。其他開發支出於其產生期間確認為開支。

本集團購買之其他無形資產按成本減累計攤銷(預計有限可用年期)及減值虧損列賬(見附註2(i)(iii))。內部產生的商譽及品牌支出於產生期間確認為開支。

具有有限可用年期之無形資產攤銷以直線法在資產預計可用年期自損益中扣除。以下具有有限可用年期之無形資產自其可供使用當日起攤銷，其估計可用年期如下：

開發成本	三年
手機遊戲	二至五年

每年均會檢討攤銷之期間及方法。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

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

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

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

2 主要會計政策 (續)

(h) 租賃

訂立合約時，本集團評估合約是否為租賃或包含租賃。如果合約轉移於一段時間可控制對已識別資產的使用的權利以換取代價，則合約為租賃或包含租賃。當客戶有權主導該項已識別資產的使用，且從使用中獲取幾乎所有的經濟利益時，控制權被轉移。

倘作為承租人簽訂的合約包含租賃組成部分及非租賃組成部分，本集團已選擇就所有租賃不分拆非租賃組成部分，並對每個租賃組成部分和任何相關的非租賃組成部分作為一項單一的租賃進行會計處理。

於租賃開始日期，本集團確認使用權資產和租賃負債，但租賃期為12個月或以下的短期租賃和低價值資產的租賃除外。當本集團就一項低價值資產訂立租賃時，本集團決定是否以逐項租賃為基礎將租賃資本化。與未資本化的租賃相關的租賃付款在租賃期內有系統地確認為開支。

若租賃被資本化，則租賃負債以租賃期內應付租賃付款的現值進行初步確認，並使用該項租賃的內含利率折現；或如果內含利率無法輕易釐定，則使用相關的增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息開支則採用實際利率法計算。不取決於指數或利率的可變租賃付款並不包含於租賃負債的計量中，並因此於其產生的會計期間自損益中扣除。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Leases (Continued)

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 "Leases".

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

2 主要會計政策 (續)

(h) 租賃 (續)

當指數或利率變動引起未來租賃付款發生變動；或本集團就餘值擔保下預計應付的金額估計發生變化；或由於重新評估本集團是否合理地行使購買、延期或終止選擇權而產生變化時，租賃負債重新進行計量。當租賃負債以此方式重新計量時，對使用權資產的賬面價值作出相應調整，或倘使用權資產的賬面價值減記至零，則計入損益。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「租賃修訂」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修訂生效日重新計量。唯一例外為因COVID-19疫情而直接產生的任何租金減免，且其符合香港財務報告準則第16號「租賃」第46B段所載的條件。

於綜合財務狀況表中，長期租賃負債的流動部分釐定為於報告期後12個月內到期結算的合約付款現值。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Leases (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 2(i)(iii)). Depreciation is calculated to write off the cost of right-of-use assets using the straight-line method over the lease term or where it was likely the Group would obtain ownership of the assets, the life of the assets, as set out in note 2(f).

(i) Credit losses and impairment of assets

(i) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets measured at amortised cost (including cash and cash equivalents, loans and interest receivables and trade and other receivables).

2 主要會計政策 (續)

(h) 租賃 (續)

租賃資本化時已確認的使用權資產按成本進行初始計量，其中包括租賃負債的初始金額加上任何於開始日或之前作出的租賃付款，以及產生的任何初始直接費用。在適用的情況下，使用權資產的成本亦包括將拆卸、搬移相關資產或復原相關資產或資產所在地點的費用估算折現至其現值，減去已收到的租賃優惠。使用權資產隨後按成本減累計折舊和減值虧損列賬(見附註2(i)(iii))。如附註2(f)所載，折舊以使用直線法於租賃期或資產的可使用年期(如本集團將可能取得資產的所有權)內撇銷使用權資產之成本計算。

(i) 信貸虧損及資產減值

(i) 金融資產之信貸虧損

本集團就按攤銷成本計量之金融資產(包括現金及現金等值物、應收貸款及利息以及應收賬款及其他應收款)確認預期信貸虧損(「預期信貸虧損」)。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at original effective interest rate, where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs which result from all possible default events over the expected lives of these financial assets. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of the reporting period.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損以所有預期現金差額之現值(即根據合約應付予本集團之現金流量與本集團預期收取之現金流量之間之差額)計量，倘貼現影響屬重大，則採用原實際利率貼現。

於估計預期信貸虧損時考慮之最長期間為本集團面臨信貸風險之最長合約期間。於計量預期信貸虧損時，本集團會考慮在毋須付出不必要之成本或努力即可獲得之合理可靠資料。此包括有關過往事件、當前狀況及未來經濟狀況預測之資料。

應收賬款之虧損撥備一貫按相等於該等金融資產於預期年期內之全部可能違約事件導致之全期預期信貸虧損之金額計量。該等金融資產之預期信貸虧損根據本集團過往信貸虧損經驗採用撥備矩陣進行估計，並根據債務人之特定因素以及就報告期末整體經狀況現況及預測之評估作出調整。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Measurement of ECLs (Continued)

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial assets since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. The 12-month ECLs are losses that are expected to result from possible default events within the 12 months after the end of the reporting period.

Significant increases in credit risk

In assessing whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). 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.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量 (續)

就所有其他按攤銷成本計量之金融資產而言，本集團確認相等於十二個月預期信貸虧損之虧損撥備，除非自初步確認以來金融資產之信貸風險顯著增加，於此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。十二個月預期信貸虧損為預期於報告期末後十二個月內之可能違約事件導致之虧損。

信貸風險顯著增加

於評估金融資產之信貸風險是否自初步確認以來顯著增加時，本集團會比較於報告期末所評估之金融資產發生之違約風險與初步確認日期評估之有關風險。作出重新評估時，本集團認為倘借款人不大可能在本集團無追索權採取變現抵押(如持有)行動之情況下向本集團悉數支付其信貸承擔，則將發生違約事件。本集團會考慮合理可靠之定量及定性資料，包括過往經驗及毋須付出不必要之成本或努力即可獲得之前瞻性資料。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Significant increases in credit risk (Continued)
In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial asset's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial assets, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial assets are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at the end of each reporting period to reflect changes in the financial asset's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

信貸風險顯著增加 (續)
具體而言，於評估信貸風險是否自初步確認以來顯著增加時，已計及以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融資產外部或內部信貸評級(如適用)之實際或預期明顯惡化；
- 債務人經營業績之實際或預期明顯惡化；及
- 科技、市場、經濟或法律環境發生對債務人履行其對本集團責任之能力造成重大不利影響之現有或預測變動。

視乎金融資產的性質而定，信貸風險大幅上升的評估按個別基準或共同基準進行。倘評估為按共同基準進行，金融資產則按共同信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

預期信貸虧損於各報告期末進行重新計量以反映金融資產自初步確認以來之信貸風險變動。預期信貸虧損金額之任何變動均於損益確認為減值收益或虧損。本集團就所有金融資產確認減值收益或虧損，並通過虧損撥備賬對其賬面值作出相應調整。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Significant increases in credit risk (Continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(s)(ii) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At the end of each reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

信貸風險顯著增加 (續)

利息收入之計算基準

根據附註2(s)(ii)確認之利息收入按金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產之攤銷成本(即總賬面值減虧損撥備)計算。

於各報告期末，本集團評估金融資產是否出現信貸減值。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之事件時，金融資產出現信貸減值。

金融資產信貸減值之證據包括以下可觀察事件：

- 債務人有嚴重財務困難；
- 違反合約，如違約或逾期事件；
- 借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現對債務人有不利影響的重大變動；或
- 由於發行人出現財務困難，證券活躍市場消失。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

撇銷政策

倘無實際收回可能性，本集團則會撇銷金融資產的部分或全部總賬面值。該情況通常出現在本集團確定債務人並無資產或可產生足夠現金流量之收入來源以償還應撇銷之金額。隨後收回先前撇銷之資產於收回發生的期間在損益內確認為減值撥回。

(ii) 已發出財務擔保之信貸虧損

財務擔保為要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

已發出財務擔保初步按公平值確認，其公平值參照於類似服務之公平磋商交易所收取之費用(如可獲得有關資料)而確定，或參照息差確定，方法是以貸款人在擔保作出之時實際收取之利率與未有擔保之情況下貸款人將會收取之估計利率作比較(如有關資料能可靠地估計)。當就發出擔保已收或應收代價時，代價根據本集團適用於該資產類別之政策確認。倘並無有關代價屬已收或應收，則於損益確認即時開支。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued (Continued)

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default on the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2(i)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損 (續)

初步確認後，初步確認為遞延收入之金額按擔保期限於損益內攤銷，作為已發出財務擔保之收入。

本集團監測特定債務人將違約之風險，並於確定財務擔保之預期信貸虧損高於有關擔保列賬之賬面值(即初步確認金額減累計攤銷)確認撥備。

為釐定預期信貸虧損，本集團考慮自擔保發出以來特定債務人之違約風險變動。本集團計量十二個月預期信貸虧損，除非特定債務人自擔保發出以來之違約風險顯著增加，在此情況下，則會計量全期預期信貸虧損。附註2(i)(i)所述之相同違約定義及相同信貸風險顯著增加評估皆適用。

由於根據已作擔保之工具之條款，本集團於特定債務人違約時才需要作出付款，故根據預期款項估計預期信貸虧損，以就持有人蒙受之信貸虧損減去本集團預期向擔保持有人、特定債務人或任何其他人士收取之款項而向持有人付款。有關款項其後以目前無風險利率進行貼現，並就現金流量特定風險作調整。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值

於各報告期末審閱內部及外部資料來源，以識別是否有跡象顯示以下資產(商譽除外)可能出現減值，或之前確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；及
- 本公司財務狀況表內之於附屬公司之投資。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use, the recoverable amount is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset is allocated to an individual cash-generating if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating if otherwise.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

倘有任何該等跡象存在，資產之可收回金額會被評估。此外，就商譽及尚未可供使用之無形資產而言，不論是否有任何減值跡象存在，亦於每年估計其可收回數額。

– 計算可收回金額

資產可收回金額為公平值減出售成本與使用價值兩者間之較高者。在評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估之稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。倘可按合理一致的基準進行分配，企業資產的部分賬面值將分配至單一現金產生單位，否則將分配至於可按合理一致的基準進行分配的最小現金產生單位組別。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets (Continued)

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

- 確認減值虧損
倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益中確認減值虧損。就現金產生單位確認之減值虧損會予以分配，首先減少已分配至該現金產生單位(或單位組別)之任何商譽之賬面值，然後按比例減少該單位(或單位組別)內其他資產之賬面值，惟某資產之賬面值不會減至低於其個別公平值減去出售成本(如能計量)或使用價值(如能釐定)則除外。

- 減值虧損撥回
就除商譽以外之資產而言，倘用作釐定可收回金額之估算出現正面變化，則會撥回減值虧損。商譽之減值虧損不會撥回。所撥回之減值虧損僅限於在過往年度並未確認減值虧損時原應釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度計入損益。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Trade and other receivables

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

Trade receivables that do not contain a significant financing component are initially measured at their transaction price and are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses (see note 2(i)(i)).

(k) Loans and interest receivables

Loans receivable are loans granted to borrowers and are classified as current assets if the collection of loans receivable is expected in one year or less. If not, they are presented as non-current assets. Interest receivables are interests derived from loans granted to borrowers.

Loans and interest receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for credit losses (see note 2(i)(i)).

2 主要會計政策 (續)

(j) 應收賬款及其他應收款

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價之權利僅需經過一段時間到期方成為無條件。倘收益於本集團有無條件權利收取代價前確認，則該金額呈列為合約資產。

不包含重大融資成分的應收賬款初步按其交易價計量，隨後使用實際利率法按攤銷成本列賬並包含信貸虧損撥備(見附註2(i)(i))。

(k) 應收貸款及利息

應收貸款為授予借款人之貸款且倘應收貸款預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。應收利息為源自授予借款人之貸款之利息。

應收貸款及利息初步按公平值確認，隨後以實際利率法計算的攤銷成本扣除信貸虧損撥備計量(見附註2(i)(i))。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(i)(i).

(m) *Contract liabilities*

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(s)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(j)).

(n) *Trade and other payables*

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(o) *Interest-bearing borrowings*

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(u)).

2 主要會計政策 (續)

(l) *現金及現金等值物*

現金及現金等值物包括銀行及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時兌換為已知金額之現金及毋須承受重大價值變動風險且於購入後三個月內到期之短期高流動投資。現金及現金等值物根據附註2(i)(i)所載之政策就預期信貸虧損進行評估。

(m) *合約負債*

於本集團確認相關收益前，合約負債於客戶支付不可退還代價時予以確認(見附註2(s))。倘本集團於確認相關收益前有無條件權利收取不可退還代價，則確認合約負債。在該等情況下，將會確認相應應收款項(見附註2(j))。

(n) *應付賬款及其他應付款*

應付賬款及其他應付款初步按公平值確認。初步確認後，應付賬款及其他應付款其後按攤銷成本列賬，惟貼現影響輕微時則除外，於此情況下按發票額列賬。

(o) *附息借款*

附息借款初步按公平值減交易成本計量。初步確認後，附息借款採用實際利率法以攤銷成本列賬。利息開支根據本集團借款成本之會計政策確認(見附註2(u))。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) *Employee benefits*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(q) *Income tax*

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 主要會計政策 (續)

(p) *僱員福利*

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及非貨幣性福利之成本會在僱員提供相關服務之年度內計提。如延遲付款或清償會產生重大影響，有關數額則按現值列賬。

(q) *所得稅*

本年度所得稅包括即期稅項和遞延稅項資產與負債之變動。即期稅項及遞延稅項資產和負債的變動均在損益內確認，惟與於其他全面收益或直接於權益內確認的項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於損益內確認。

即期稅項為根據年內應課稅收入採用於報告期末已頒佈或實質頒佈之稅率計算之預期應付稅項，並就過往年度應付的稅項作出任何調整。

遞延稅項資產和負債分別由可扣稅和應課稅暫時差額產生，暫時差額是指資產和負債在財務報告上的賬面值與這些資產和負債之稅基之差額。遞延稅項資產亦可以由未使用的稅項虧損及未動用稅項抵免產生。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 主要會計政策 (續)

(q) *所得稅 (續)*

除若干例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後產生應課稅溢利並將可動用資產予以抵銷時確認。可引證確認源自可扣稅暫時差額之遞延稅項資產之日後應課稅溢利，包括該等源自撥回現有應課稅暫時差額，惟該等差額與同一稅務機關及同一應課稅實體有關，並預期於撥回可扣稅暫時差額之同一期間或源自遞延稅項資產的稅項虧損可向前或向後結轉的期間撥回。在決定現有之應課稅暫時差額是否足以支持確認由未使用稅項虧損及稅項抵免所產生之遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用稅項虧損或稅項抵免之一段或多段期間內轉回。

不確認為遞延稅項資產和負債之暫時差額產生自以下有限之例外情況：不可扣稅的商譽，不影響會計或應課稅溢利之資產或負債之初次確認(如屬業務合併的一部分則除外)，以及於附屬公司投資之相關暫時差額(如屬應課稅差額，限於本集團可控制撥回時間且於可預見將來不大可能獲撥回之差額；或如屬可扣減差額，則限於可能於未來撥回之差額)。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 主要會計政策 (續)

(q) *所得稅 (續)*

已確認遞延稅項之金額按照資產及負債賬面值之預期變現或償還方式，使用於報告期末已生效或實質上已生效之稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產之賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項溢利，則扣減遞延稅項資產之賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減之數額。

股息分派產生之額外所得稅於支付相關股息之負債獲確認時予以確認。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 主要會計政策 (續)

(q) *所得稅 (續)*

即期稅項結餘及遞延稅項結餘以及相關變動分別呈列且不會互相抵銷。僅於本集團有可合法強制執行之權利以將即期稅項資產抵銷即期稅項負債，而且符合以下額外條件時，即期及遞延稅項資產和負債才可予對銷：

- 就即期稅項資產及負債而言，本集團擬按照淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘該等遞延稅項資產及負債與同一稅務當局所徵收的所得稅有關，且有關所得稅是向：
 - 同一應課稅實體徵收；或
 - 不同應課稅實體徵收，而該等實體計劃在未來各個預期有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回之期間內，按照淨額基準變現即期稅項資產及結算即期稅項負債，或同時變現該資產及結算該負債。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Provisions and contingent liabilities

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

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

(s) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of software platform services and revenue from mobile games and applications in the ordinary course of the Group's business.

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

2 主要會計政策 (續)

(r) 撥備及或然負債

因過去某一事件以致本集團出現法律或推定責任，而清償該責任可能需要流出經濟利益且能作出可靠估計，即計提撥備。倘貨幣時間價值為重大，則按預期清償責任開支現值計提撥備。

倘不大可能需要流出經濟利益，或倘有關金額不能可靠估計，則有關責任將披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任(其存在僅可由一項或多項未來事件出現與否確定)亦披露為或然負債，除非經濟利益流出之可能性極微。

(s) 收益及其他收入

倘收入於本集團日常業務過程中自銷售貨物、提供軟件平台服務及手機遊戲及應用所得收入產生，本集團則將收入分類為收益。

倘本集團按預計有權收取之已承諾代價之金額將商品或服務控制權轉讓予客戶(惟不包括代表第三方所收取之該等金額)，則確認收益。收益不包括增值稅或其他銷售稅，並扣減任何貿易折讓。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

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

(i) *Provision of software platform includes:*

- Sales of licensed software, which are recognised when the goods are delivered to customers and titles has been passed which is taken to be the point in time when the customer has accepted the goods;
- Software maintenance service income received or receivable from customers when the maintenance service contracts are entered into, which is recognised on a straight-line basis over the term of the maintenance service contract;
- Software subscription income from software application and website development, which are recognised at point in time when the relevant services are rendered; and
- Income from mobile application development, website conversion, website development deriving from providing software application and electronic learning platform to customers, which is recognised over time when services are rendered. Revenue is also recognised in profit or loss in respect of the contract liabilities over the term of the service contract.

2 主要會計政策 (續)

(s) 收益及其他收入 (續)

有關本集團收益及其他收入確認政策之進一步詳情如下：

(i) *提供軟件平台包括：*

- 銷售註冊軟件，於貨品付運予客戶及交付擁有權時(視為客戶已接納貨品之時間點)確認；
- 於訂立維護服務合約時已收或應收客戶之軟件維護服務收入，按維護服務合約期限以直線基準確認；
- 軟件應用及網站開發之軟件訂購收入於提供相關服務之時間點確認；及
- 手機應用開發、網站轉換及網站開發之收入來自向客戶提供軟件應用及電子學習平台，於提供服務時隨著時間確認。收益亦在服務合約期限就合約負債於損益內確認。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(i)(i)).

(iii) Revenue from mobile games and applications includes:

- Publishing income from online game platform owners, which is recognised at point in time on net basis from platform owners when the paying players purchase the game credits for the mobile games after deducting pre-determined commissions; and
- Service income from the provision of mobile games and applications development and related services, which are recognised over time when the services are rendered in accordance with the contracts.

(iv) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2 主要會計政策 (續)

(s) 收益及其他收入 (續)

(ii) 利息收入

利息收入於其應計時按實際利率法確認。就並無出現信貸減值之按攤銷成本計量之金融資產而言，實際利率適用於資產之總賬面值。就出現信貸減值之金融資產而言，實際利率適用於資產之攤銷成本(即總賬面值減虧損撥備)(見附註2(i)(i))。

(iii) 手機遊戲及應用收入包括：

- 來自網上遊戲平台擁有人之發行收入，於遊戲付費玩家購買手機遊戲之遊戲點數時(扣除預定佣金)按淨額於某一時間點就平台擁有人確認；及
- 來自提供手機遊戲及應用開發及相關服務之服務收入於按合約提供服務後隨著時間確認。

(iv) 政府補助

政府補助將於有合理保證可收到補助及本集團將符合附帶條件時，初步於綜合財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同期間按系統基準在損益內確認為收入。補償本集團一項資產成本的補助會於資產的賬面值中扣減，然後於資產的可使用年期內採用降低折舊費用法於損益內實際確認。



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綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) *Translation of foreign currencies*

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

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

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on the consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2 主要會計政策 (續)

(t) 外幣換算

年內的外幣交易均按交易日期之匯率換算，以外幣計值之貨幣資產與負債均按報告期末之匯率換算，而兌換盈虧於損益確認。

以外幣按歷史成本計量之非貨幣資產及負債按交易日期之匯率換算。交易日期為本公司最初確認該等非貨幣資產及負債之日期。以公平值呈列及以外幣計值之非貨幣資產及負債按照以公平值計量當日之匯率進行換算。

外國業務之業績按與交易日期之匯率相若之匯率換算為港元。財務狀況表項目(包括合併於二零零五年一月一日或之後收購之外國業務所產生之商譽)按報告期末之收市匯率換算為港元。因而所得之兌換差額於其他全面收益確認及獨立於兌換儲備之權益累算。

出售外國業務後，有關外國業務之累計兌換差額將於出售損益獲確認時從權益重新分類至損益。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) *Borrowing costs*

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(v) *Discontinued operations*

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2 主要會計政策 (續)

(u) *借款成本*

因收購、建造或生產資產(需於一段長時間方能達到其原定之用途或作出售用途的資產)而直接產生之借款成本，資本化為該資產成本之一部分。其他借款成本於發生期間支銷。

(v) *已終止經營業務*

終止經營業務屬本集團業務的組成部分，其營運及現金流量可與本集團其他業務清楚劃分，並代表獨立主要業務範圍或業務地區，或單一協調計劃之部分以出售獨立主要業務範圍或業務地區，或為轉售收購附屬公司。

於出售發生時或該經營業務符合分類為持作出售之標準(倘更早)，則被分類為終止經營業務。其亦發生於經營業務予以放棄時。

倘一項業務被分類為終止時，單項金額呈列於綜合損益表，其中包括：

- 終止經營業務之稅後溢利或虧損；及
- 公平值計量減構成終止經營業務之資產或出售集團之出售成本或出售時確認之稅後損益。



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綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2 主要會計政策 (續)

(w) 關聯方

- (i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
- (1) 能夠控制或共同控制本集團；
 - (2) 能夠對本集團施加重大影響；或
 - (3) 為本集團或本集團母公司之主要管理層成員。
- (ii) 倘符合下列任何條件，即實體與本集團有關聯：
- (1) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
 - (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - (3) 兩間實體均為同一第三方之合營企業。
 - (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (5) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions applies: (Continued)
- (6) The entity is controlled or jointly controlled by a person identified in (i).
 - (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 主要會計政策 (續)

(w) 關聯方 (續)

- (ii) 倘符合下列任何條件，即實體與本集團有關聯：(續)
- (6) 實體受(i)所識別人土控制或受共同控制。
 - (7) 於(i)(1)所識別人土對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
 - (8) 實體或其為成員公司之集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

(x) 分部報告

經營分部及綜合財務報表內報告各分部項目之金額，乃取自向本集團主要高級行政管理層定期提供用作向本集團各項業務及地點分配資源，並評估其表現之財務資料。

個別重大之經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似的產品及服務性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。



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3 REVENUE AND SEGMENT REPORTING

(a) Revenue

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform services and revenue generated from mobile games and applications development. An analysis of the Group's revenue within the scope of HKFRS 15 "Revenue from Contracts with Customers" disaggregated by major products or service lines is as follows:

3 收益及分部報告

(a) 收益

收益指透過提供軟件平台服務而供應予客戶之貨品及服務之銷售價值以及開發手機遊戲及應用所產生之收益。香港財務報告準則第15號「客戶合約收益」範圍內本集團收益按主要產品或服務線劃分之分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
From continuing operations	來自持續經營業務		
Provision of software platform services	提供軟件平台服務		
– Sales of licensed software	–銷售註冊軟件	4,421	8,516
– Software maintenance services	–軟件維護服務	7,871	5,840
– Software subscription	–軟件訂購	260	17
– Income from mobile application development, website conversion, website development	–手機應用開發、網站轉換及網站開發之收入	8,884	5,840
		21,436	20,213
Mobile games and applications	手機遊戲及應用	–	45
		21,436	20,258



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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(a) Revenue (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(ii) respectively.

For the IT service contracts in existence as at 31 December 2022 for which the performance obligations in the contracts were unsatisfied or partially satisfied as at that date, the Group will recognise the expected revenue in the future when the remaining performance obligations under the contracts are satisfied (see note 2(s)(i)). The Group has applied the practical expedient in paragraph 121 of HKFRS 15, as the Group recognizes revenue from the satisfaction of performance obligations in the amount to which it has a right to invoice, which corresponds directly with the value to the customer of the Group's performance completed to date.

(b) Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, which are used to make strategic decisions.

3 收益及分部報告 (續)

(a) 收益 (續)

按收益確認時間及地區市場劃分之客戶合約收益分別披露於附註3(b)(i)及3(b)(ii)。

就存續至二零二二年十二月三十一日但於該日尚未達成或部分達成合約之履約義務之資訊科技服務合約而言，本集團將於未來達成合約的剩餘履約義務時確認預期收益(見附註2(s)(i))。本集團已採用香港財務報告準則第15號第121段之可行權宜方法，原因是本集團確認自履行履約義務產生之其有權開具發票之收益金額，直接對應本集團迄今為止完成向客戶履約的價值。

(b) 分部報告

本集團根據主要營運決策者用於作出策略決定之審閱報告釐定其營運分部。



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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

The Group has two (2021: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

- Software platform : Developing and marketing of patented server based technology and the provision of communications software platform and software related services.
- Mobile games and applications : Game publishing, development of mobile games and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions.

In previous years, the Group had a reportable segment, as follows:

Discontinued operation

- Money lending ("Money Lending Business") : Provision of money lending business through Aurum Pacific Finance Limited ("AP Finance"), a wholly-owned subsidiary of the Company which was a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) up to 2 June 2021.

3 收益及分部報告 (續)

(b) 分部報告 (續)

本集團有兩個(二零二一年:兩個)可報告分部。由於各業務提供不同產品及服務,所需業務策略有所不同,故分部作個別管理。在設定本集團之可報告分部時,主要營運決策者並無將所識別之營運分部彙合。本集團各可報告分部之業務概述如下:

持續經營業務

- 軟件平台 : 開發及營銷以專利伺服器為基礎之技術及提供通訊軟件平台及軟件相關服務。
- 手機遊戲及應用 : 發行遊戲、開發手機遊戲和相關知識產權及平台、手機應用及數據解決方案,並提供相關資訊科技解決方案。

去年,本集團有一個可報告分部,載列如下:

終止經營業務

- 放債 (「放債業務」) : 直至二零二一年六月二日,透過本公司全資附屬公司奧栢財務有限公司(「奧栢財務」)提供放債服務,該公司為放債人條例(香港法例第163章)項下之香港持牌放債人。

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment revenues and results

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 分部收益及業績

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度		
		Continuing operations 持續經營業務		
		Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收益確認時間劃分			
Point in time	於某一時間點	12,588	-	12,588
Over time	隨著時間	8,848	-	8,848
Segment revenue from external customers	來自外界客戶之 分部收益	21,436	-	21,436
Segment profit/(loss)	分部溢利/(虧損)	(18,134)	(256)	(18,390)
Discontinued operation results	已終止經營業務業績			76
Unallocated income	未分配收入			72
Unallocated administration costs	未分配行政費用			(2,809)
Finance costs	融資成本			(274)
Loss before tax	除稅前虧損			(21,325)



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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment revenues and results (Continued)

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度		
		Continuing operations 持續經營業務		
		Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收益確認時間劃分			
Point in time	於某一時間點	11,953	45	11,998
Over time	隨著時間	8,260	–	8,260
Segment revenue from external customers	來自外界客戶之 分部收益	20,213	45	20,258
Segment profit (loss)	分部溢利(虧損)	(1,317)	(8,690)	10,007
Discontinued operation results	已終止經營業務業績			(75,191)
Unallocated income	未分配收入			229
Unallocated administration costs	未分配行政費用			(1,009)
Finance costs	融資成本			(793)
Loss before tax	除稅前虧損			(86,771)

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 分部收益及業績 (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

Continuing operations
持續經營業務

Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
11,953	45	11,998
8,260	–	8,260
20,213	45	20,258
(1,317)	(8,690)	10,007
		(75,191)
		229
		(1,009)
		(793)
		(86,771)

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 分部資產及負債

以下為本集團按可呈報及經營分部劃分的資產及負債分析如下：

		At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Reportable segment assets from continuing operations	來自持續經營業務的可呈報分部資產		
Software platform	軟件平台	10,288	7,985
Mobile games and applications	手機遊戲及應用	1,981	2,159
Total segment assets	分部資產總值	12,269	10,144
Assets of money lending discontinued operation	已終止經營業務的放債資產	5,115	5,051
Unallocated bank balances and cash	未分配銀行結餘及現金	88	241
Goodwill (Note)	商譽(附註)	1,728	20,236
Other unallocated assets	其他未分配資產	370	6
Consolidated assets	綜合資產	19,570	35,678

Note: Goodwill is not included in the measures of segment assets, but impairment loss on goodwill is included in the measures of segment results. The effects of this asymmetrical allocations to reportable segments are shown in the tables above.

附註：商譽並無包括分部資產計量，但商譽減值虧損則計入分部業績計量。此不對稱分配的影響於上表呈列。



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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities (Continued)

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 分部資產及負債 (續)

		At 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Reportable segment liabilities from continuing operations	來自持續經營業務的 可呈報分部負債		
Software platform	軟件平台	8,101	6,078
Mobile games and applications	手機遊戲及應用	166	126
Total segment liabilities	分部負債總額	8,267	6,204
Liabilities of money lending discontinued operation	已終止經營業務 放債負債	39	227
Interest-bearing borrowings	付息借款	3,808	908
Other unallocated liabilities	其他未分配負債	1,831	1,457
Consolidated liabilities	綜合負債	13,945	8,796

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綜合財務報表附註

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Other segment information

3 收益及分部報告 (續)

(b) 分部報告 (續)

(iii) 其他分部資料

		Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated-continuing operations 總計—持續經營業務 HK\$'000 千港元
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
Amounts included in measure of segment profit or loss or segment assets:	計入分部損益計量或分部資產的金額：				
Depreciation and amortisation	折舊及攤銷	900	–	71	971
Research and development expenses	研發開支	8,129	–	–	8,129
Interest on:	下列項目之利息：				
– lease liabilities	–租賃負債	46	–	5	51
– other loan	–其他貸款	–	–	223	223
Impairment loss recognised in respect of goodwill	就商譽確認減值虧損	18,508	–	–	18,508
Reversal of allowances in respect of trade and other receivables	就應收賬款及其他應收款撥回撥備	(67)	–	–	(67)
Additions to non-current assets	非流動資產增加	191	–	183	374



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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Other segment information (Continued)

3 收益及分部報告 (續)

(b) 分部報告 (續)

(iii) 其他分部資料 (續)

		Software platform	Mobile games and applications 手機遊戲及應用	Unallocated	Consolidated-continuing operations 總計-持續經營業務
		軟件平台	應用	未分配	持續經營業務
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	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				
Amounts included in measure of segment profit or loss or segment assets:	計入分部損益計量或分部資產的金額：				
Depreciation and amortisation	折舊及攤銷	887	37	3,260	4,184
Research and development expenses	研發開支	5,083	-	-	5,083
Impairment losses on:	下列項目之減值虧損：				
- deposits	- 按金	-	31	-	31
- trade receivables	- 應收賬款	4	-	-	4
Written-off of:	下列項目之撇銷：				
- deposits and other receivables	- 按金及其他應收款	-	4,567	10	4,577
- intangible assets	- 無形資產	-	3,680	-	3,680
Interest on:	下列項目之利息：				
- lease liabilities	- 租賃負債	27	1	-	28
- bank borrowings	- 銀行借款	-	635	758	1,393
- other loan	- 其他貸款	-	-	35	35
Income tax expense	所得稅開支	-	1,215	-	1,215
Net allowance made in respect of trade and other receivables	就應收賬款及其他應收款作出撥備淨額	4	-	-	4
Additions to non-current assets	非流動資產增加	1,622	920	-	2,542

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3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iv) Geographical information and major customers

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets and goodwill ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the assets, in case of property, plant and equipment and right-of-use assets, the location of the operation to which they are allocated, in case of intangible assets and goodwill.

		Revenue from external customers -continuing operations 來自外界客戶之收益 —持續經營業務		Specified non-current assets 指定非流動資產	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hong Kong	香港	21,284	20,195	2,639	21,744
Mainland China	中國內地	98	-	-	-
Others	其他	54	63	-	-
		21,436	20,258	2,639	21,744

Others mainly cover Europe, Macau, Taiwan and Thailand.

Revenue from major customer arising from provision of software platform services which accounted for 10% or more of the total revenue of the Group is set out below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A	客戶A	3,272	2,433

3 收益及分部報告 (續)

(b) 分部報告 (續)

(iv) 地區資料及主要客戶

下表載列有關(i)本集團來自外界客戶之收益及(ii)本集團之物業、廠房及設備、使用權資產、無形資產以及商譽(「指定非流動資產」)所在地區之資料。指定非流動資產所在地區按資產實際所在地點(就物業、廠房及設備以及使用權資產而言)及營運所在地點(就無形資產及商譽而言)劃分。

其他主要涵蓋歐洲、澳門、台灣及泰國。

佔本集團總收益10%或以上之來自主要客戶之收益產生自提供軟件平台服務，載列如下：



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4 OTHER INCOME, NET

4 其他收入淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
From continuing operations	來自持續經營業務		
Bank interest income	銀行利息收入	-*	-*
Foreign exchange loss/(gain), net	匯兌虧損／(收益)淨額	76	(30)
Gain on disposal of property, plant and equipment, net	出售物業、廠房及設備之收益淨額	-	9,274
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額	-	2,161
Government grants	政府補助	1,072	-
Sundry income	雜項收入	73	235
Reversal of provision of ECL on trade receivables	應收賬款預期信貸虧損撥備撥回	67	-
		1,288	11,640

* Below HK\$1,000.

In 2022, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government from Hong Kong Special Administrative Region. The purpose of the funding was to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

* 低於1,000港元。

於二零二二年，本集團成功申請香港特別行政區政府成立的防疫抗疫基金下的「保就業」計劃資助。政府設立該項補貼是為了向企業提供財政支援，保留可能會被遣散的僱員。根據補貼的條款，本集團於接受補貼期間不得裁員並且須把補貼全數用於支付僱員工資。

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5 LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

Loss before taxation from continuing operations is arrived at after charging/(crediting):

5 來自持續經營業務之除稅前虧損

來自持續經營業務之除稅前虧損已扣除／(計入)：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(a) Finance costs:		
Interest on lease liabilities	51	28
Interest on bank borrowings	–	1,393
Interest on other borrowings	223	35
	274	1,456
(b) Staff costs (including directors' remuneration (note 8)):		
Salaries, wages and other benefits	16,011	16,126
Contributions to defined contribution retirement plan	676	665
	16,687	16,791
(c) Other items:		
Auditor's remuneration	370	370
Depreciation of property, plant and equipment	155	3,409
Depreciation of right-of-use assets	816	775
Expense relating to short-term leases	–	32
Loss on disposal of property, plant and equipment, net	–	(9,274)
(Reversal of) impairment losses on:		
– Deposits	–	31
– trade receivables	(67)	4
Write-off of:		
– deposits and other receivables	–	4,577
– intangible assets	–	3,680
Subcontracting costs included in cost of sales	440	4,433



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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS

(a) *Taxation in the consolidated statement of profit or loss represents:*

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax	即期稅項 – 香港利得稅		
Over-provision in respect of prior years	以往年度超額撥備	–	(33)
Deferred tax expense (note 22)	遞延稅項開支(附註22)		
Origination and reversal of temporary differences	產生及撥回暫時性差額	–	1,248
Actual tax expense	實際稅項開支	–	1,215

(i) *Hong Kong Profits Tax*

No provision for Hong Kong Profits Tax has been made for 2022 (2021: HK\$Nil) as the subsidiaries incorporated in Hong Kong have no assessable profits for the year.

(ii) *PRC Enterprise Income Tax*

The subsidiaries incorporated in the People's Republic of China ("PRC") are subject to the PRC Enterprise Income Tax rate of 25% (2021: 25%) for the year.

No provision for the PRC Enterprise Income Tax has been made for 2022 and 2021 as the subsidiaries incorporated in the PRC have estimated tax losses for the year.

6 與持續經營業務有關之綜合損益表所得稅

(a) *綜合損益表之稅項指：*

(i) *香港利得稅*

由於在香港註冊成立之附屬公司於二零二二年並無任何應課稅溢利，故本年度並無作出香港利得稅撥備(二零二一年：零港元)。

(ii) *中國企業所得稅*

於本年度，於中華人民共和國(「中國」)註冊成立之附屬公司須按稅率25%繳納中國企業所得稅(二零二一年：25%)。

由於在中國註冊成立之附屬公司於本年度估計將錄得稅項虧損，故並無於二零二二年及二零二一年就中國企業所得稅作出撥備。

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS (CONTINUED)

(a) Taxation in the consolidated statement of profit or loss represents: (Continued)

(iii) Income tax from other tax jurisdictions

Pursuant to the income tax rules and regulations, the Group is not subject to income tax in Cayman Islands and the British Virgin Islands (the "BVI").

6 與持續經營業務有關之綜合損益表所得稅 (續)

(a) 綜合損益表之稅項指：(續)

(ii) 其他稅務司法權區之所得稅

根據所得稅規則及規例，本集團毋須繳納開曼群島及英屬處女群島（「英屬處女群島」）所得稅。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(21,401)	(9,762)
Notional tax credit on loss before taxation at Hong Kong statutory tax rate	按香港法定稅率計算之除稅前虧損之名義稅項抵免	(3,531)	(1,610)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	3,856	1,229
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(453)	(545)
Tax effect of unused tax losses not recognised	尚未確認未動用稅項虧損之稅務影響	134	1,577
Tax effect of utilisation of tax losses not recognised previously	運用過往未確認稅項虧損之稅務影響	-	(5)
Tax effect of temporary differences not recognised	尚未確認臨時差額之稅務影響	(6)	(944)
Write-off of deferred tax assets	撇銷遞延稅項資產	-	1,248
Effect of difference tax rates of subsidiaries	附屬公司不同稅率之影響	-	298
Over-provision in respect of prior years	以往年度超額撥備	-	(33)
Actual tax expense	實際稅項開支	-	1,215



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7 DISCONTINUED OPERATION

The Group's loans and interest receivables arose from the Money Lending Business of providing loans in Hong Kong with the money lenders licence granted under Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) held by AP Finance, a wholly-owned subsidiary of the Company.

Due to keen market competition, and the challenging environment together with the consideration of the risks associated with the possible default by the loan borrowers, owing to prolonged impact of COVID-19 pandemic, the Group did not renew its money lender licence after the licence expiration on 2 June 2021 and ceased the operation of the Money Lending Business with effect from September 2021.

As the business operation of the Money Lending Business is considered as a separate major line of business segment of the Group, it is accounted for as a discontinued operation from the year ended 31 December 2021.

7 已終止經營業務

本集團的應收貸款及利息來自於香港提供貸款之放債業務，由本公司一間全資附屬公司奧栢財務持有香港法例第163章放債人條例項下授出的放債人牌照。

由於激烈的市場競爭及具有挑戰性的環境以及考慮到貸款借款人可能違約的相關風險，因COVID-19疫情之持續影響，於二零二一年六月二日牌照屆滿後，本集團並無重續其放債人牌照，在二零二一年九月停止放債業務營運。

由於放債業務的業務營運被視為本集團一個獨立業務分部，於截至二零二一年十二月三十一日止年度，其已入賬列作已終止經營業務。

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7 DISCONTINUED OPERATION (CONTINUED) 7 已終止經營業務 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(a) Results of discontinued operation:	(a) 已終止經營業務業績：		
Revenue	收益	-	773
Other income, net	其他收入淨額	166	280
Impairment loss on loans and interest receivables	應收貸款及利息減值虧損	-	(77,714)
Other administrative expenses	其他行政開支	(90)	(348)
Profit/(loss) from operations	經營溢利／(虧損)	76	(77,009)
Finance costs	融資成本	-	-
Profit/(loss) before taxation	除稅前溢利／(虧損)	76	(77,009)
Income tax	所得稅	-	-
Profit/(loss) for the year	年度溢利／(虧損)	76	(77,009)
(b) Profit/(loss) for the year from discontinued operation is arrived at after charging/ (crediting):	(b) 來自已終止經營業務的年度溢利／(虧損)已扣除／(計入)：		
Auditor's remuneration	核數師酬金	-	180
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	110
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	-	(280)
(c) Cash flows from discontinued operation:	(c) 來自已終止經營業務的現金流量：		
Net cash used in operating activities, net	經營活動所用之現金淨額	(16)	(673)
Net cash generated from investing activities	投資活動所得之現金淨額	-	1,550
Net cash used in financing activities	融資活動所用之現金淨額	(70)	(900)
		(86)	(23)

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8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

8 董事酬金

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及GEM上市規則所披露之董事酬金如下：

		Directors' fees		Salaries, allowance and benefits in kind		Retirement scheme contributions		Total	
		董事袍金		薪金、津貼及實物利益		退休計劃供款		總計	
		2022	2021	2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Present directors	現任董事								
Executive directors	執行董事								
Chung Man Lai	鍾文禮	-	-	240	240	12	2	252	242
Choi Pun Lap (note 1)	蔡本立(附註1)	-	-	240	140	12	2	252	142
Independent non-executive directors	獨立非執行董事								
Fu Yan Ming (note 2)	符恩明(附註2)	120	70	-	-	-	-	120	70
Lam Yuen Man Maria	林婉雯	120	120	-	-	-	-	120	120
Tai Man Tai (note 3)	戴文泰(附註3)	60	15	-	-	-	-	60	15
Former directors	前任董事								
Executive directors	執行董事								
Chow Yik (note 4)	周翊(附註4)	-	-	-	200	-	7	-	207
Independent non-executive directors	獨立非執行董事								
Lee G. Lam (note 5)	林家禮(附註5)	-	20	-	-	-	-	-	20
Leung Man Chun (note 6)	梁文俊(附註6)	-	90	-	-	-	-	-	90
		300	315	480	580	24	11	804	906



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8 DIRECTORS' EMOLUMENTS (CONTINUED)

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Notes:

1. Appointed on 1 June 2021.
2. Appointed on 31 May 2021.
3. Appointed on 1 October 2021.
4. Resigned on 1 June 2021.
5. Resigned on 1 March 2021.
6. Resigned on 1 October 2021.

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the directors and chief executive officer as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year (2021: HK\$Nil).

8 董事酬金 (續)

上述執行董事的酬金主要用於有關彼等管理本公司及本集團的事務的服務。上述獨立非執行董事的酬金主要用於其擔任本公司董事所提供的服務。

附註：

1. 於二零二一年六月一日獲委任。
2. 於二零二一年五月三十一日獲委任。
3. 於二零二一年十月一日獲委任。
4. 於二零二一年六月一日辭任。
5. 於二零二一年三月一日辭任。
6. 於二零二一年十月一日辭任。

截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向董事及行政總裁支付酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。此外，概無董事於年內放棄任何酬金(二零二一年：零港元)。



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9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, none of the five highest emoluments are directors (2021: nil) whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of these five individuals (2021: five) are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	3,164	2,715
Retirement scheme contributions	退休計劃供款	90	86
		3,254	2,801

The emoluments of the five individuals (2021: five) with the highest emoluments are within the following band:

		2022 二零二二年 Number of employees 僱員人數	2021 二零二一年 Number of employees 僱員人數
HK\$Nil – HK\$1,000,000	零港元至1,000,000港元	5	5

During the year ended 31 December 2022, no emoluments were paid by the Group to any of the individuals with highest emoluments of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

9 最高薪酬人士

於五名最高薪酬人士當中，該等五名最高薪酬人士中並無董事(二零二一年：無)，而董事之酬金詳情於附註8披露。五名(二零二一年：五名)個別人士之酬金總額如下：

五名(二零二一年：五名)最高薪酬之個別人士之酬金介乎以下範圍：

截至二零二二年十二月三十一日止年度，本集團並未向本公司任何最高薪酬人士支付酬金作為加入本集團或加入本集團後的獎勵，或作為離職補償。

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10 (LOSS)/EARNING PER SHARE

(a) Basic loss or earning per share

The calculation of basic loss or earning per share is based on the following loss or profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利		
- From continuing operations	-源自持續經營業務	(21,299)	6,328
- From discontinued operation	-源自已終止經營業務	76	77,009
		(21,223)	83,337
		2022 二零二二年 Number of shares 股份數目 '000 千股	2021 二零二一年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	1,272,640	1,272,640

(b) Diluted loss or earning per share

The diluted loss or earning per share for the years ended 31 December 2022 and 2021 is the same as the basic loss or earning per share as there were no potential ordinary shares in issue.

10 每股(虧損)/盈利

(a) 每股基本虧損或盈利

每股基本虧損或盈利乃按以下本公司擁有人應佔年度虧損或溢利及年內已發行普通股之加權平均數計算：

(b) 每股攤薄虧損或盈利

由於概無任何潛在已發行普通股，截至二零二二年及二零二一年十二月三十一日止年度之每股攤薄虧損或盈利與每股基本虧損或盈利相同。



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11 PROPERTY, PLANT AND EQUIPMENT

11 物業、廠房及設備

		Land and buildings	Leasehold improvements	Furniture and fixtures	Computers and other equipment	Motor vehicles	Total
		土地及樓宇	租賃物業裝修	傢俬及裝置	電腦及其他設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Cost	成本						
At 1 January 2021	於二零二一年一月一日	49,484	2,305	986	1,601	4,779	59,155
Additions	添置	-	-	27	107	-	134
Disposals	出售	(49,484)	(2,038)	(721)	(392)	(4,779)	(57,414)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	-	267	292	1,316	-	1,875
Additions	添置	-	-	28	163	-	191
Written off	撇銷	-	-	(55)	(613)	-	(668)
At 31 December 2022	於二零二二年十二月三十一日	-	267	265	866	-	1,398
Accumulated depreciation	累計折舊						
At 1 January 2021	於二零二一年一月一日	18,901	2,044	828	1,496	1,090	24,359
Charge for the year	本年度扣除	2,983	146	77	86	227	3,519
Eliminated on disposals	於出售時對銷	(21,884)	(2,004)	(682)	(384)	(1,317)	(26,271)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	-	186	223	1,198	-	1,607
Charge for the year	本年度扣除	-	47	23	85	-	155
Eliminated on written off	於撇銷時對銷	-	-	(55)	(613)	-	(668)
At 31 December 2022	於二零二二年十二月三十一日	-	233	191	670	-	1,094
Carrying amount	賬面值						
At 31 December 2022	於二零二二年十二月三十一日	-	34	74	196	-	304
At 31 December 2021	於二零二一年十二月三十一日	-	81	69	118	-	268

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12 INTANGIBLE ASSETS

12 無形資產

		Development		Total
		costs	Mobile games	
		開發成本	手機遊戲	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1 January 2021	於二零二一年一月一日	2,760	69,783	72,543
Additions	添置	920	-	920
Write-off (note (a))	撇銷(附註(a))	(3,680)	-	(3,680)
At 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	-	69,783	69,783
Accumulated amortisation and impairment	累計攤銷及減值			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	-	69,783	69,783
Carrying amount	賬面值			
At 31 December 2022	於二零二二年十二月三十一日	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	-	-	-

(a) Write-off

During the year ended 31 December 2021, the Group re-assessed the diminishing return expected in relation to the development costs capitalised for website development project and decided to suspend its project development in taking into consideration the expected fierce competition for market demand for the website development in the foreseeable future. As a result, the Group decided to write off the capitalised development costs and its carrying amount of HK\$3,680,000 was written off in "Administrative expenses" in the consolidated statement of profit or loss.

(a) 撇銷

於截至二零二一年十二月三十一日止年度，本集團重新評估有關網站開發項目資本化開發成本的預期回報遞減，決定暫停其項目開發，此乃經考慮到於可預見未來網站開發市場需求預計激烈競爭。因此，本集團決定撇銷資本化開發成本，其賬面值3,680,000港元於綜合損益表中「行政開支」內撇銷。



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13 GOODWILL

13 商譽

		Software platform	Mobile games and applications 手機遊戲 及應用	Total
		軟件平台 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	20,236	89,433	109,669
Accumulated impairment	累計減值			
At 1 January 2021, 31 December 2021 and 1 January 2022	於二零二一年一月一日、 二零二一年十二月三十一日及 二零二二年一月一日	-	89,433	89,433
Impairment loss	減值虧損	18,508	-	18,508
At 31 December 2022	於二零二二年十二月三十一日	18,508	89,433	107,941
Carrying amount	賬面值			
At 31 December 2022	於二零二二年十二月三十一日	1,728	-	1,728
At 31 December 2021	於二零二一年十二月三十一日	20,236	-	20,236

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13 GOODWILL (CONTINUED)

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to country of operation and operating segment as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Software platform – Hong Kong ("Software Platform")	軟件平台－香港(「軟件平台」)	1,728	20,236
Mobile games and applications – Hong Kong ("Mobile Games")	手機遊戲及應用－香港 (「手機遊戲」)	-	-
		1,728	20,236

Impairment test for cash-generating units containing goodwill

The directors have reviewed the carrying amount of goodwill in accordance with HKAS 36 "Impairment of Assets" as follows:

Software Platform

The recoverable amount of the CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the pre-tax discount rate of approximately 16.5% (2021: 16.5%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2021: 3.0%) per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market.

13 商譽 (續)

商譽分配至本集團根據經營所在國家及經營分部識別之現金產生單位(「現金產生單位」)，詳情如下：

包含商譽之現金產生單位之減值測試

董事已根據香港會計準則第36號「資產減值」審閱商譽之賬面值，如下所示：

軟件平台

現金產生單位之可收回金額根據收入法按使用價值之計算釐定，包括來自管理層所批准涵蓋五年期間之財政預算之已貼現現金流量，以及反映現時市場對貨幣時間價值之評估及現金產生單位特有風險之稅前貼現率約16.5% (二零二一年：16.5%)。

於預算期間之現金流量預測基於整個預算期間來自現有及潛在客戶之預期收益作出。超過五年期之現金流量已採用穩定年增長率3.0% (二零二一年：3.0%) 推算。該增長率不超過市場之長期平均增長率。



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13 GOODWILL (CONTINUED)

Software Platform (Continued)

The key assumptions used in the value-in-use calculations for the CGU are as follows:

Budgeted market share The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

Number of service contracts In order to maintain successive business operations of the CGU, the directors believe that there is no particular difficulty in renewal of the service contracts of the existing customers in the CGU.

The directors and the management had performed sensitivity analysis and believed that any reasonably possible change in the key assumptions on which the recoverable amount as at 31 December 2021 was based would not cause the carrying amount of the CGU to exceed its recoverable amount as at that date.

Based on the results for the aforesaid impairment assessments, the directors concluded that no provision for impairment on goodwill regarding the Software Platform had to be recognised as of 31 December 2021. Due to the increase of expected other operating expenses in the budget period as a result of expected increases in manpower costs due to the manpower shortage in the relevant labour market experienced in 2022, impairment loss of HK\$18,508,000 was recognised in respect of goodwill as of 31 December 2022. As a result, the carrying amount of the CGU was reduced and became the same as its recoverable amount of HK\$2,523,000 as at 31 December 2022.

Mobile Games

The CGU of Mobile Games has been fully impaired since the year ended 31 December 2020 in view of the deterioration in revenue level and poor operating results of the CGU in the prior years and economic environment in Hong Kong.

13 商譽 (續)

軟件平台 (續)

現金產生單位之使用價值計算所用之主要假設如下：

預算市場份額 假設所指定之價值反映過往經驗(增長因素除外)，與董事對來自現有及潛在客戶之收益所作估計一致。董事相信，未來五年之每年計劃收益增長可合理實現。

服務合約數目 為維持現金產生單位持續經營業務，董事相信，重續現金產生單位中現有客戶之服務合約並無特別困難。

董事及管理層進行敏感度分析後認為，於二零二一年十二月三十一日的可收回金額依據之主要假設如有任何合理可能變動，不會造成現金產生單位之賬面值超過其可收回金額。

根據上述減值評估的結果，董事認為於二零二一年十二月三十一日無需就有關軟件平台商譽計提減值。由於二零二二年相關勞動力市場人力短缺導致人力成本預期增加，預期其他經營開支於預算期間有所增加，截至二零二二年十二月三十一日已就商譽確認減值虧損18,508,000港元。因此，該現金產生單位於二零二二年十二月三十一日的賬面金額減少並與可收回金額相同，為2,523,000港元。

手機遊戲

鑒於在香港過往年度之經濟環境下，現金產生單位收益水平及經營業績惡化，自截至二零二零年十二月三十一日止年度，手機遊戲的現金產生單位已悉數減值。

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14 RIGHT-OF-USE ASSETS

14 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
Cost	成本	
At 1 January 2021	於二零二一年一月一日	1,555
Additions	添置	1,488
Derecognition	終止確認	(1,556)
Exchange adjustments	外匯調整	1
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	1,488
Additions	添置	183
At 31 December 2022	於二零二二年十二月三十一日	1,671
Accumulated depreciation	累計折舊	
At 1 January 2021	於二零二一年一月一日	1,027
Charge for the year	本年度扣除	775
Eliminated on derecognition	終止確認對銷	(1,556)
Exchange adjustments	外匯調整	2
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	248
Charge for the year	本年度扣除	816
At 31 December 2022	於二零二二年十二月三十一日	1,064
Carrying amount	賬面值	
At 31 December 2022	於二零二二年十二月三十一日	607
At 31 December 2021	於二零二一年十二月三十一日	1,240



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14 RIGHT-OF-USE ASSETS (CONTINUED)

The Group has obtained the right to use certain properties as its office premises through tenancy agreements. The leases typically run for an initial period of 2 years (2021: 2 years). None of the leases include variable lease payments.

Amounts included in the consolidated statement of cash flows comprise cash outflow for leases of HK\$Nil and HK\$856,000 (2021: HK\$32,000 and HK\$815,000) in operating and financing activities respectively.

Details of the maturity analysis of lease liabilities are set out in note 21.

15 TRADE AND OTHER RECEIVABLES

Gross amount of trade receivables	應收賬款總額	5,757	5,537
Less: loss allowance	減：虧損撥備	(3,891)	(3,958)
Deposits and other receivables	按金及其他應收款	1,866	1,579
Prepayments	預付款	2,257	2,366
		3,455	1,290
		7,578	5,235

All of the Group's trade and other receivables, apart from certain deposits and prepayments of HK\$18,000 (2021: HK\$216,000), are expected to be recovered or recognised as expenses within one year.

The prepayments include HK\$2,104,000 (2021: HK\$685,000) for hardware procurement, licenses and testing fees.

14 使用權資產 (續)

本集團已透過租賃協議獲得若干物業之使用權作為其辦公室物業。該等租賃通常初始為期二年(二零二一年：二年)。該等租賃均不包含可變租賃付款。

列入綜合現金流量表的金額包括經營及融資活動中的租賃現金流出，分別為零港元及856,000港元(二零二一年：32,000港元及815,000港元)。

租賃負債之期限分析詳情載於附註21。

15 應收賬款及其他應收款

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Gross amount of trade receivables	5,757	5,537
Less: loss allowance	(3,891)	(3,958)
Deposits and other receivables	1,866	1,579
Prepayments	2,257	2,366
	3,455	1,290
	7,578	5,235

除金額為18,000港元(二零二一年：216,000港元)之若干按金及預付款外，本集團所有應收賬款及其他應收款預期可於一年內收回或確認為開支。

預付款包括2,104,000港元的硬件採購、許可證及測試費(二零二一年：685,000港元)。

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15 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 month	少於一個月	1,136	762
More than 1 but less than 3 months	超過一個月但少於三個月	660	743
More than 3 but less than 6 months	超過三個月但少於六個月	-	71
More than 6 but less than 12 months	超過六個月但少於十二個月	70	3
More than 12 months past due	逾期超過十二個月	-	-
		1,866	1,579

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 26(a).

15 應收賬款及其他應收款 (續)

賬齡分析

截至報告期末，應收賬款根據發票日期及扣除虧損撥備之賬齡分析如下：

本集團信貸政策以及應收賬款產生之信貸風險之更多詳情載於附註26(a)。



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16 LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables arose from the Money Lending Business which has been classified as discontinued operation in September 2021 as a result of the Group's decision to cease the operation. Further details on the discontinued operation are set out in note 7.

16 應收貸款及利息

於二零二一年九月，本集團自放債業務產生之應收貸款及利息已分類為已終止經營業務，原因為本集團決定終止其營運。有關已終止經營業務的更多詳情載於附註7。

		2022 二零二二年			2021 二零二一年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loans secured by mortgage	按揭抵押貸款	5,000	298	5,298	5,000	298	5,298
Personal guaranteed loans	個人擔保貸款	47,300	4,589	51,889	47,300	4,589	51,889
Unsecured loans	無抵押貸款	42,018	5,343	47,361	42,166	5,360	47,526
		94,318	10,230	104,548	94,466	10,247	104,713
Less: loss allowance	減：虧損撥備	(89,410)	(10,230)	(99,640)	(89,558)	(10,247)	(99,805)
		4,908	-	4,908	4,908	-	4,908

Loans receivable were interest-bearing at rates ranging from 10.0% to 58.9% (2021: 10.0% to 58.9%) per annum and repayable on maturity dates under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10.0%至58.9% (二零二一年：10.0%至58.9%) 計息，並由本集團於到期日根據合同協議條款或按書面要求償還。

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16 LOANS AND INTEREST RECEIVABLES (CONTINUED)

Ageing analysis was prepared based on contractual due date:

		2022 二零二二年			2021 二零二一年		
		Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan portion 貸款部分 HK\$'000 千港元	Interest portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Current (not past due)	流動(未逾期)	-	-	-	-	-	-
Less than 3 months past due	逾期少於三個月	-	-	-	-	-	-
3 to 6 months past due	逾期三至六個月	-	-	-	-	-	-
Over 6 months past due	逾期六個月以上	4,908	-	4,908	4,908	-	4,908
		4,908	-	4,908	4,908	-	4,908

The credit quality of loans and interest receivables that are neither past due nor impaired was assessed by reference to historical information about counterparties' default rates.

Further details on the Group's credit policy are set out in note 26(a).

16 應收貸款及利息(續)

賬齡分析根據合同到期日編製：

無逾期或減值之應收貸款及利息之信貸質素參考有關交易方違約率之過往資料作評估。

有關本集團信貸政策的更多詳情載於附註26(a)。

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise cash at bank and on hand

As at 31 December 2022, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$52,000 (2021: HK\$1,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

17 現金及現金等值物及其他現金流量資料

(a) 組成銀行及手頭現金之現金及現金等值物

於二零二二年十二月三十一日，本集團以人民幣(「人民幣」)計值之現金及現金等值物為52,000港元(二零二一年：1,000港元)。人民幣不能自由兌換至其他貨幣，然而，根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。



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17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities 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.

17 現金及現金等值物及其他現金流量資料 (續)

(b) 自融資活動產生之負債對賬

下表載列本集團來自融資活動之負債變動(包括現金及非現金變動)詳情。自融資活動產生之負債為其現金流量或未來現金流量將在本集團綜合現金流量表中分類為融資活動所得之現金流量之負債。

		Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	37,060	543	37,603
Changes from financing cash flows:	融資活動現金流量變動：			
Capital element of lease rentals paid	已付租賃租金之本金部分	-	(787)	(787)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(28)	(28)
Interest paid	已付利息	(1,428)	-	(1,428)
New loans from a third party	來自第三方之新貸款	908	-	908
Repayment of bank loans	償還銀行貸款	(37,060)	-	(37,060)
		(37,580)	(815)	(38,395)
Other changes:	其他變動：			
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	-	1,488	1,488
Interest expenses (note 5(a))	利息開支(附註5(a))	1,428	28	1,456
		1,428	1,516	2,944
At 31 December 2021	於二零二一年十二月三十一日	908	1,244	2,152

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17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (Continued)

17 現金及現金等值物及其他現金流量資料 (續)

(b) 自融資活動產生之負債對賬 (續)

		Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21)	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	908	1,244	2,152
Changes from financing cash flows:	融資活動現金流量變動：			
Capital element of lease rentals paid	已付租賃租金之本金部分	-	(805)	(805)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(51)	(51)
Interest paid	已付利息	(223)	-	(223)
New loans from a third party	來自第三方之新貸款	2,900	-	2,900
		2,677	(856)	1,821
Other changes:	其他變動：			
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	-	183	183
Interest expenses (note 5(a))	利息開支(附註5(a))	223	51	274
		223	234	457
At 31 December 2022	於二零二二年十二月三十一日	3,808	622	4,430



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18 TRADE AND OTHER PAYABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade payables	應付賬款	-	-
Accrued charges and other payables	應計費用及其他應付款	2,154	1,992
		2,154	1,992

All trade and other payables are expected to be settled within one year or repayable on demand.

Included in trade payables are trade creditors with the following ageing analysis, based on the invoice date, as of the end of the reporting period:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 month	一個月內	-	-

18 應付賬款及其他應付款

所有應付賬款及其他應付款預期將於一年內清償或按要求償還。

根據發票日期計入應付賬款的應付貿易賬項於報告期末的賬齡分析如下：

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19 CONTRACT LIABILITIES

These represent billings in advance of performance under IT service contracts with customers.

When the Group receives a deposit before the service commences, this will give rise to contract liabilities at the start of a contract until the revenue recognised on the project exceeds the amount of the deposits. The Group typically receives a certain deposit, which is negotiated on case by case basis with customers, on acceptance of IT service contracts.

19 合約負債

該等金額為與客戶訂立之資訊科技服務合約項下履約預收款項。

倘本集團於服務開始前收取按金，有關按金會於合約開始時產生合約負債，直至有關項目確認收益超過按金金額為止。本集團一般會收取若干按金，有關按金在接納資訊科技服務合約時會根據個別情況與客戶協商。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	4,652	3,830
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	由於在年內確認之收益計入於年初之合約負債導致合約負債減少	(2,114)	(2,210)
Increase in contract liabilities as a result of billing in advance of performance under IT service contracts	由於資訊科技服務合約項下履約預收款項導致合約負債增加	24,144	21,035
Decrease in contract liabilities as a result of recognising revenue in respect of the new contract liabilities entitled during the year	由於在年內確認新合約負債相關收益導致合約負債減少	(19,321)	(18,003)
At 31 December	於十二月三十一日	7,361	4,652

The amount of billings in advance of performance expected to be recognised as revenue after more than one year is HK\$163,000 (2021: HK\$134,000).

預期將於逾一年後確認為收益之履約預收款項金額為163,000港元(二零二一年：134,000港元)。



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20 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings are repayable within one year or on demand (including those with repayable on demand clause).

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loan from a third party	來自一名第三方之貸款	3,808	908
		3,808	908

The maturity of interest-bearing borrowings, based on the scheduled repayment dates set out in the loan agreements, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 year	一年內	3,808	908
After 1 year but within 2 years	一年後至兩年內	-	-
After 2 years but within 5 years	兩年後至五年內	-	-
More than 5 years	五年以上	-	-
		3,808	908

Details on the interest rate profile of the Group are set out in note 26(c).

The interest-bearing borrowings at 31 December 2022 were unsecured.

20 附息借款

附息借款須於一年內償還或按要求償還(包括設有按要求償還條款之借款)。

附息借款基於貸款協議所載預定還款日期之期限如下：

本集團之利率情況詳情載於附註26(c)。

於二零二二年十二月三十一日之附息借款為無抵押。

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21 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 1 year	一年內	603	734
After 1 year but within 2 years	一年後至兩年內	19	510
		622	1,244

21 租賃負債

下表顯示本集團租賃負債之剩餘合約期限：

22 DEFERRED TAXATION

The component of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

22 遞延稅項

於本年度，於綜合財務狀況表確認的遞延稅項資產組成部分及變動如下：

Deferred tax assets arising from:	遞延稅項資產產生自：	Tax loss 稅項虧損 HK\$'000 千港元
At 1 January 2021	二零二一年一月一日	1,248
Charged to profit or loss	於損益扣除	(1,248)
At 31 December 2021, 1 January 2022 and 31 December 2022	二零二二年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	-

As at 31 December 2022, the Group has cumulative tax losses of approximately HK\$76,161,000 (2021: HK\$78,315,000). The Group has not recognised deferred tax assets in respect of these unutilised tax losses due to the unpredictability of future profit streams. The tax losses of HK\$79,129,000 (2021: HK\$75,346,000) have no expiry date under the current tax legislation. Other temporary differences are not material.

於二零二二年十二月三十一日，本集團的累計稅項虧損約為76,161,000港元（2021年：78,315,000港元）。由於未來溢利來源無法估計，本集團並無就稅項虧損確認遞延稅項資產。根據目前稅項法例，稅項虧損79,129,000港元（二零二一年：75,346,000港元）並無屆滿日期。其他暫時性差額並不重大。



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23 DEFINED CONTRIBUTION RETIREMENT PLANS

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 Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately, and there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

The employees of a subsidiary in the PRC are members of the state-sponsored retirement benefit scheme organised by the relevant local government authority in the PRC. The subsidiary is required to contribute, based on a certain percentage of the basic salary of its employees, to the retirement benefit scheme and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement benefit scheme represents for the entire pension obligations payable to retired employees. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

In the opinion of the directors of the Company, the Group did not have any significant contingent liabilities as at 31 December 2022 and 2021 in respect of the retirement of its employees.

22 定額供款退休計劃

本集團根據香港法例第485章強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立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之定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃供款，最高為每月相關收入之30,000港元。計劃供款即時歸屬，並無本集團可用於減低現有供款水平的已沒收供款。

一間中國附屬公司之僱員為中國相關地方政府當局管理之國家資助退休福利計劃之成員。該附屬公司須按其僱員之基本薪金之若干百分比向退休福利計劃供款，除年度供款外，毋須承擔有關實際退休金付款或退休福利之進一步責任。國家資助退休福利計劃就應向退休僱員支付之全部退休金負責。計劃供款即時歸屬，本集團不會動用已被沒收的供款減低現有的供款水平。

本公司董事認為，本集團於二零二二年及二零二一年十二月三十一日，並無任何有關其僱員退休之重大或然負債。



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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting regarding the termination of the old share option scheme which was adopted on 25 November 2003 (the “Old Share Option Scheme”) and adopted a new share option scheme (the “New Share Option Scheme”) whereby the board of directors of the Company may, at its discretion, grant share options to the eligible participants including any employees, directors, suppliers, consultants, agents and advisers or any person in the sole discretion of the board of directors for the primary purpose to recognise and motivate their contributions to the Group.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the New Share Option Scheme and the definition of “Invested Entity” be added to the New Share Option Scheme (“Amendments to the New Share Option Scheme”).

Unless it is approved by shareholders in a general meeting of the Company, the maximum number of shares available for subscription under Amendments to the New Share Option Scheme or any other option scheme adopted by the Company is subject to:

- (i) The maximum number of shares of the Company which may be issued upon exercise of all options granted under Amendments to the New Share Option Scheme or any other share option scheme adopted by the Company must not exceed 30% of its issued share capital from time to time; and
- (ii) The total number of shares which may be issued upon exercise of all options to be granted under Amendments to the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue at the date of the approval of Amendments to the New Share Option Scheme/at the date of passing the relevant resolution in general meeting.

24 以股本結算之股份交易

於二零一三年五月八日，本公司於股東週年大會通過有關終止舊購股權計劃（「舊購股權計劃」，乃於二零零三年十一月二十五日採納）之普通決議案，並採納新購股權計劃（「新購股權計劃」），據此，本公司董事會可酌情向合資格參與者（包括僱員、董事、供應商、諮詢顧問、代理及顧問或董事會全權酌情決定之任何人士）授出購股權，旨在肯定及鼓勵彼等對本集團作出貢獻。

於二零一六年四月二十九日，本公司於股東特別大會上通過普通決議案，對新購股權計劃下「合資格參與者」及「投資實體」之定義進行修訂並加入新購股權計劃（「新購股權計劃修訂」）。

除非於本公司股東大會上獲股東批准，於新購股權計劃修訂或本公司採納之任何其他購股權計劃項下可供認購之最高股份數目受限於以下各項：

- (i) 本公司根據新購股權計劃修訂或本公司採納之任何其他購股權計劃授出之所有購股權獲行使時可能發行之本公司股份數目上限，不得超過其不時已發行股本之30%；及
- (ii) 根據新購股權計劃修訂及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可能發行之股份總數合共不得超過於新購股權計劃修訂獲批准之日期／相關決議案於股東大會獲通過之日期已發行股份之10%。



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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless it is approved by shareholders in general meeting of the Company.

Any grant of options under Amendments to the New Share Option Scheme to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by independent non-executive directors (excluding any independent non-executive director who is the proposed grantee of the options).

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of each grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of the offer of the option. The consideration for a grant of options by the Company is HK\$1.00. The exercise period of the share options granted is determined by the board of directors.

The exercise price of the share options is determined by the board of directors providing that the price shall not be less than the highest of (i) the closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets on the date of the offer, which must be a trading day; (ii) the average closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

24 以股本結算之股份交易 (續)

於任何十二個月期間，根據購股權可向每名合資格參與者發行之最高股份數目為已發行股份之1%，除非於本公司股東大會上經股東批准則作別論。

根據新購股權計劃修訂向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，必須經獨立非執行董事(不包括其本身為購股權建議承授人之獨立非執行董事)批准。

於任何十二個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，如超過已發行股份0.1%及總值(根據授出日期之各自股份收市價計算)超過5,000,000港元，均須於本公司股東大會上獲股東批准。

購股權授出建議可於授出購股權建議日期起計28日內接納。接納本公司授出購股權之代價為1.00港元。授出購股權之行使期間由董事會釐定。

購股權行使價乃由董事會釐定，惟行使價不得低於以下最高者：(i)建議授出日期(必須為交易日)於聯交所每日報價表所報股份於GEM之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價表所報股份於GEM之平均收市價；及(iii)股份面值。

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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The total number of share options that could be granted was limited to 127,264,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the New Share Option Scheme limit at the annual general meeting on 25 June 2018.

No share option under the Old Share Option Scheme or Amendments to the New Share Option Scheme was granted or outstanding during the years ended 31 December 2022 and 2021.

25 CAPITAL AND RESERVES

(a) Share capital

Authorised and issued share capital

24 以股本結算之股份交易 (續)

可授出之購股權總數上限為127,264,000股每股面值0.04港元之股份，佔於二零一八年六月二十五日股東週年大會通過更新新購股權計劃之決議案當日本公司之已發行股份總額約10%。

截至二零二二年及二零二一年十二月三十一日止年度內並無根據舊購股權計劃或新購股權計劃修訂授出或尚未行使之購股權。

25 資本及儲備

(a) 股本

法定及已發行股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares	普通股		
At 31 December 2022 and 2021 of HK\$0.04 each	於二零二二年及二零二一年 十二月三十一日 每股面值0.04港元	3,000,000	120,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares	普通股		
At 31 December 2022 and 2021 of HK\$0.04 each	於二零二二年及二零二一年 十二月三十一日 每股面值0.04港元	1,272,640	50,906



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25 CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

The capital reserve represents capital contribution from shareholders in relation to interest-free loans granted by the shareholders. The amounts are estimated by discounting the nominal value of their non-interest-bearing loans to the Group at current market interest rate for similar financial instruments. An early repayment of interest-free loans represents a reduction in contribution from shareholders and reduces capital reserve accordingly.

(iii) Capital surplus

Capital surplus comprises the unconditional waiver of loans and advances by shareholders of the Company and the Group's former subsidiary.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(t).

25 資本及儲備 (續)

(b) 儲備之性質及用途

(i) 股份溢價

根據開曼群島法例第22章公司法(一九六一年第3號法例，經綜合及修訂)，本公司股份溢價賬之資金可分派予本公司股東，惟緊隨建議派發股息日期後，本公司將於其日常業務過程中可償還到期之債務。

(ii) 資本儲備

資本儲備指與股東授出免息貸款有關的股東注資。金額以給予本集團免息貸款之面值按類似金融工具之現行市場利率貼現估算。提早償還免息貸款指減少股東注資，而資本儲備亦因此相應減少。

(iii) 資本盈餘

資本盈餘包括本公司股東及本集團前度附屬公司之無條件豁免貸款及墊款。

(iv) 匯兌儲備

匯兌儲備包括因換算國外業務財務報表而產生之所有外匯差額。此儲備乃根據附註2(t)所載之會計政策處理。



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25 CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves (Continued)

(v) Other reserve

The other reserve represents the excess of cash consideration paid for acquisition of additional interests in non-wholly owned subsidiaries over the decrease in the carrying amount of the non-controlling interests of HK\$102,000 (2021: HK\$102,000) in prior years.

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments as to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest-bearing borrowings and lease liabilities), less cash and cash equivalents. Adjusted capital comprises all components of equity.

25 資本及儲備 (續)

(b) 儲備之性質及用途 (續)

(v) 其他儲備

其他儲備指於以往年度收購非全資附屬公司之額外權益已付之現金代價超過非控股權益賬面值降幅之102,000港元(二零二一年:102,000港元)。

(c) 資本管理

本集團管理資本之首要目標為透過將產品及服務之價格訂於與風險相稱之水平及按合理成本籌措融資，保障本集團持續經營業務之能力，從而繼續為股東提供回報及為其他權益持有人帶來裨益。

本集團積極及定期對資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

本集團以經調整債務淨額對資本比率為基準，監控其資本結構。就此而言，經調整債務淨額之定義為債務總額(包括付息借款及租賃負債)減現金及現金等值物。經調整資本包括所有權益項目。



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25 CAPITAL AND RESERVES (CONTINUED)

(c) Capital management (Continued)

The directors of the Company review the capital structure on an ongoing basis. As part of this review, the directors consider the cost of debt and cost of capital. Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts.

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

(d) Distributability of reserves

At 31 December 2022, the aggregate amounts of reserves available for distribution to owners of the Company was HK\$Nil (2021: HK\$Nil).

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and loans and interest receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

25 資本及儲備 (續)

(c) 資本管理 (續)

本公司董事持續審閱資本結構。作為此審閱之部分，董事考慮債務及資本成本。本集團將根據董事之推薦意見透過支付股息、發行新股以及發行新債務平衡其整體資本結構。

本公司及其任何附屬公司均不受外界施加之資本規定所限制。

(d) 分派儲備

於二零二二年十二月三十一日，可供分派予本公司擁有人之儲備總額為零港元(二零二一年：零港元)。

26 財務風險管理及金融工具公平值

信貸、流動資金、利率及貨幣風險乃於本集團一般業務過程中產生。本集團所面對之該等風險及本集團管理該等風險而採用之財務風險管理政策及常規列述如下。

(a) 信貸風險

信貸風險指交易方將違反其合約責任而導致本集團蒙受財務虧損之風險。本集團之信貸風險主要源自應收賬款及其他應收款以及應收貸款及利息。本集團來自現金及現金等值物之信貸風險有限，由於交易方為本集團認為具有低信貸風險之銀行。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, the Group has a concentration of credit risk as 21% (2021: 9%) and 60% (2021: 38%) of total trade receivables were due from the largest customer and five largest customers respectively. Most of them are from government sectors which are having considered as high creditworthiness.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These take into account the customer's past payment history, financial position and other factors. Trade receivables are due within 30 days from the billing date.

(i) Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

本集團所承受之信貸風險主要受各客戶之個別特性影響。於報告期末，本集團應收最大客戶及五大客戶之應收賬款總額之信貸風險集中度分別為21% (二零二一年：9%) 及60% (二零二一年：38%)。彼等大部分來自被認為擁有良好信譽的政府部門。

對於所有要求超過若干信貸金額之客戶均會進行個別信貸評估。該等評估考慮客戶之過往付款記錄、財務狀況及其他因素。應收賬款於發票日期起計30日內到期。

(i) 應收賬款

本集團按相等於使用撥備矩陣計算之全期預期信貸虧損之金額計量應收賬款之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶群之間進一步區分。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2022 二零二二年			
		Expected average loss rate 預期平均虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Current (not past due)	流動(未逾期)	0.71%	643	(4)	639
Less than 1 month past due	逾期少於一個月	0.77%	501	(4)	497
1 to 3 months past due	逾期一至三個月	9.83%-0.89%	666	(6)	660
3 to 6 months past due	逾期三至六個月	0.95%-1.07%	-	-	-
6 to 12 months past due	逾期六至十二個月	1.12%-1.42%	122	(52)	70
More than 12 months past due	逾期十二個月以上	100.00%	3,825	(3,825)	-
			5,757	(3,891)	1,866

		2021 二零二一年			
		Expected average loss rate 預期平均虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元
Current (not past due)	流動(未逾期)	1.08%	770	(8)	762
Less than 1 month past due	逾期少於一個月	1.17%	474	(6)	468
1 to 3 months past due	逾期一至三個月	1.28%	347	(4)	343
3 to 6 months past due	逾期三至六個月	1.44%	3	-*	3
6 to 12 months past due	逾期六至十二個月	1.90%	3	-*	3
More than 12 months past due	逾期十二個月以上	100.00%	3,940	(3,940)	-
			5,537	(3,958)	1,579

* Below HK\$1,000.

* 低於1,000港元。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

Expected loss rates are based on actual loss experience in current year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of forward-looking economic conditions over the expected lives of the receivables.

Movements in loss allowance in respect of trade receivables are as follows:

		Trade receivables 應收賬款 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	5,554
Disposal of subsidiaries	出售附屬公司	(1,600)
Impairment losses recognised	已確認減值虧損	4
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	3,958
Reversal of impairment losses	減值虧損撥回	(67)
At 31 December 2022	於二零二二年十二月三十一日	3,891

No significant changes to estimation techniques or assumptions were made during the reporting period.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(i) 應收賬款 (續)

預期虧損率根據本年度實際虧損經驗得出。該等比率已作出調整，以反映已取得過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之前瞻性經濟狀況之意見之間之差異。

應收賬款之虧損撥備變動如下：

於報告期間，估計方法或假設概無出現重大變動。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息

本集團會考慮於初步確認資產後之違約可能性及信貸風險於各報告期間是否持續出現大幅增加。於評估信貸風險是否出現大幅增加時，本集團會比較於報告日期資產發生違約之風險與初步確認日期發生違約之風險。本集團會考慮可取得之合理可靠前瞻性資料。尤其會將以下指標計入考量：

- 內部信貸評級；
- 外部信貸評級 (如有)；及
- 預期將導致交易方履行債務之能力出現重大變動之商業、金融或經濟環境之實際或預期重大不利變動。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

A summary of the assumptions underpinning the Group's ECL model for the loans and interest receivables is as follows:

Category 類別	Definition of category 類別定義	Basis for recognition of ECL provision 預期信貸虧損撥備之確認基準
Stage 1 第1階段	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 信貸風險自初步確認以來尚未出現大幅增加且於產生後並未出現信貸減值之風險。	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來十二個月內發生違約事件之可能性相關之全期預期信貸虧損部分。
Stage 2 第2階段	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 信貸風險自初步確認以來出現大幅增加惟並未出現信貸減值之風險。	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認全期預期虧損(即反映餘下金融資產之可使用年期)。
Stage 3 第3階段	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 倘發生對該資產之估計未來現金流產生不利影響之一項或多項事件，則風險評估為出現信貸減值。	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 確認全期預期虧損並應用實際利率於攤銷成本(扣除撥備)而非賬面總值以計算利息收益。

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

本集團關於應收貸款及利息之預期信貸虧損模式所依據之假設概要如下：



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loans and interest receivables are set out in notes 15 and 16 respectively.

Loans to the top borrower and top five borrowers constituted approximately 26% and 51% (2021: 26% and 51%) of the Group's net loans receivable balance respectively as at 31 December 2022.

The directors consider that the credit risk arising from the loans receivable which are not fully impaired is significantly mitigated by the collaterals held, if required. The Group does not provide any guarantees which would expose the Group to credit risk.

Prior to the discontinuance of operation of the Money Lending Business as detailed in note 7, the Group rebutted the presumption of default under ECL model for loans and interest receivables over 90 days past due based on continuous business with the Group. They were assessed individually based on their probability of default and exposure of default with reference to historical credit loss experience, adjusted by current and forward-looking factors.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

有關本集團因其他應收款以及應收貸款及利息而承受之信貸風險之進一步數據披露分別載於附註15及16。

借予最大借方和前五名借方之借款分別佔本集團於二零二二年十二月三十一日之應收貸款餘額淨額約26%及51% (二零二一年：26%及51%)。

董事認為未悉數減值的應收貸款產生之信貸風險因所持有之抵押品(倘需要)而顯著降低。本集團並無提供會令本集團面對信貸風險之任何擔保。

於終止經營放貸業務前(詳見附註7)，基於與本集團持續進行業務，本集團已推翻逾期超過90日之應收貸款及利息於預期信貸虧損模式下屬違約之假設，而根據其違約可能性及違約風險，經參考過往信貸虧損經驗，並就現有及前瞻性因素調整後作出個別評估。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Movements in the gross amount of loans and interest receivables are as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	66,782	38,075	-	104,857
New originated	新產生	381	392	-	773
Transfer	轉撥	(66,863)	66,863	-	-
Repaid during the year	於年內償還	(300)	(617)	-	(917)
At 31 December 2021 and 1 January 2022	於二零二一年十二月 三十一日及二零二二年 一月一日	-	104,713	-	104,713
Transfer	轉撥	-	(99,640)	99,640	-
Repaid during the year	於年內償還	-	(165)	-	(165)
At 31 December 2022	於二零二二年 十二月三十一日	-	4,908	99,640	104,548
By class at 31 December 2022	按分類呈列， 於二零二二年 十二月三十一日				
- Loans receivable	- 應收貸款	-	4,908	89,410	94,318
- Interest receivables	- 應收利息	-	-	10,230	10,230
		-	4,908	99,640	104,548
By class at 31 December 2021	按分類呈列， 於二零二一年 十二月三十一日				
- Loans receivable	- 應收貸款	-	94,466	-	94,466
- Interest receivables	- 應收利息	-	10,247	-	10,247
		-	104,713	-	104,713

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

應收貸款及利息總額之變動如下：



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

An analysis of changes in the corresponding ECL allowances is as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	1,342	20,749	-	22,091
New originated	新產生	198	14,633	-	14,831
Transfer to lifetime ECLs not credit-impaired	轉撥至未出現信貸減值之全期預期信貸虧損	(1,540)	1,540	-	-
Impact on year ended ECLs of exposures transferred between stages during the year	年內各階段之間轉撥對年末預期信貸虧損之影響	-	62,883	-	62,883
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	-	99,805	-	99,805
Transfer to lifetime ECLs not credit-impaired	轉撥至未出現信貸減值之全期預期信貸虧損	-	-	-	-
Impact on year ended ECLs of exposures transferred between stages during the year	年內各階段之間轉撥對年末預期信貸虧損之影響	-	(99,640)	99,640	-
Repaid during the year	於年內償還	-	(165)	-	(165)
At 31 December 2022	於二零二二年十二月三十一日	-	-	99,640	99,640
By class at 31 December 2022	按分類呈列， 於二零二二年十二月三十一日				
- Loans receivable	- 應收貸款	-	-	89,410	89,410
- Interest receivables	- 應收利息	-	-	10,230	10,230
		-	-	99,640	99,640
By class at 31 December 2021	按分類呈列， 於二零二一年十二月三十一日				
- Loans receivable	- 應收貸款	-	89,558	-	89,558
- Interest receivables	- 應收利息	-	10,247	-	10,247
		-	99,805	-	99,805

No significant changes to estimation techniques or assumptions were made during the reporting period.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

相應預期信貸虧損撥備之變動分析如下：

於報告期間，估計方法或假設概無出現重大變動。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(iii) Other financial assets at amortised cost

Other financial assets at amortised cost include cash and cash equivalents, deposits and other receivables. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(iii) 按攤銷成本列賬之其他金融資產

按攤銷成本列賬之其他金融資產包括現金及現金等值物、按金及其他應收款。本集團透過及時就預期信貸虧損適當計提撥備，以將其信貸風險入賬。於計算預期信貸虧損率時，本集團會考慮各類應收款之過往虧損率，並就前瞻性宏觀經濟數據作出調整。

(b) 流動資金風險

本集團內個別營運實體負責其本身之現金管理，包括現金盈餘之短期投資及增加貸款以應付預期現金需要。本集團之政策是定期監控其流動資金需求，以確保維持充足現金儲備及足夠信貸資金，以應付其短期及長期流動資金需求。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which is based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

26 財務風險管理及金融工具公平值 (續)

(b) 流動資金風險 (續)

下表列示本集團之金融負債於報告期末之餘下訂約到期日，乃基於已訂約未貼現現金流量(包括使用訂約利率計算之利息付款，或如為浮息，則根據報告期末之現行利率計算)以及本集團可能被要求付款之最早日期：

		2022 二零二二年			
		Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	
		已訂約未貼現現金流量總額	一年內到期或按需求	多於一年但少於兩年	
		賬面值	賬面值	賬面值	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade and other payables	應付賬款及其他應付款	2,154	2,154	2,154	-
Lease liabilities	租賃負債	622	636	616	20
Interest-bearing borrowings	付息借款	3,808	4,189	4,189	-
		6,584	6,979	6,959	20

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

		2021 二零二一年			
		Total contractual amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years
		Carrying amount	cash flow	cash flow	cash flow
		已訂約未貼現	一年內到期或	按要求	多於一年
		賬面值	現金流量總額	現金流量總額	現金流量總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade and other payables	應付賬款及其他應付款	1,992	1,992	1,992	-
Lease liabilities	租賃負債	1,244	1,300	780	520
Interest-bearing borrowings	付息借款	908	916	916	-
		4,144	4,208	3,688	520

(c) Interest rate risk

The Group's interest rate risk arises primarily from lease liabilities and interest-bearing borrowings. Borrowings, which are issued at fixed rate, expose the Group to fair value interest rate risk. The Group's interest rate profile as monitored by management is set out below.

(c) 利率風險

本集團之利率風險主要來自租賃負債及付息借款。定息借款令本集團須承受公平值利率風險。管理層監控的本集團之利率組合載列如下。



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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing borrowings at the end of the reporting period.

26 財務風險管理及金融工具公平值 (續)

(c) 利率風險 (續)

利率組合

下表詳述於報告期末本集團計息借款之利率組合。

		2022 二零二二年		2021 二零二一年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Fixed rate borrowings:	定息借款：				
Interest-bearing borrowings	附息借款	10.0%	3,808	10.0%	908
Lease liabilities	租賃負債	5.0%	622	5.0%	1,244
			4,430		2,152

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk

The Group's business activities and its assets and liabilities were denominated in HK\$ and RMB. The management considers the Group is not exposed to significant foreign currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(e) Categories of financial instruments

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之金融資產	13,476	12,644
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	6,584	4,144

(f) Fair value measurement

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2022 and 2021.

26 財務風險管理及金融工具公平值 (續)

(d) 貨幣風險

本集團業務活動及其資產與負債以港元及人民幣列值。管理層認為本集團並無面對重大外幣風險，因為大部分銷售、收入、購買及開支均以其相關業務之功能貨幣計值。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險及將於有需要時考慮對沖重大外幣風險。

(e) 金融工具類別

(f) 公平值計量

本集團按成本或攤銷成本列值之金融工具之賬面值與其於二零二二年及二零二一年十二月三十一日之公平值並無重大差異。



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(Expressed in Hong Kong dollars)
(以港元列示)

27 MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	3,944	3,610
Post-employment benefits	離職後福利	112	97
		4,056	3,707

(b) Material related party transactions

The Group has not entered into any material related party transactions during the years ended 31 December 2022 and 2021.

(c) Balances with related parties

The Company's balances with related parties are disclosed in the Company's statement of financial position (note 30(a)).

28 EVENTS AFTER THE REPORTING PERIOD

The Group does not have any significant events after the end of the reporting period.

27 重大關連方交易及結餘

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註8所披露之已付本公司董事款項及附註9所披露之已付若干最高薪酬僱員之款項，詳情如下：

(b) 重大關連方交易

截至二零二二年及二零二一年十二月三十一日止年度，本集團並無訂立任何重大關連方交易。

(c) 與關連方有關之結餘

本公司與關連方有關之結餘於本公司之財務狀況表披露(附註30(a))。

28 報告期後事項

本集團並無於報告期後發生任何其他重大事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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29 SUBSIDIARIES

(a) Details of the principal subsidiaries as at 31 December 2022 and 2021

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company 公司名稱	Country of incorporation and operation 註冊成立及營運所在國家	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest		Proportion of effective ownership interest		Principal activity 主要業務
			2022 二零二二年		2021 二零二一年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
KanHan Technologies Limited 看漢科技有限公司	Hong Kong 香港	363,636 shares (HK\$7,200,000) 363,636股股份 (7,200,000港元)	-	100%	-	100%	Provision of software platform 提供軟件平台
AP Finance (note (i)) 奧柏財務(附註(i))	Hong Kong 香港	1 share (HK\$1) 1股股份(1港元)	-	100%	-	100%	Provision of money lending business up to 2 June 2021 提供放貸業務(直至二零二一年六月二日)
First Surplus Investment Ltd. First Surplus Investment Ltd.	BVI 英屬處女群島	10 shares of US\$1 each 10股每股面值1美元的股份	-	60%	-	60%	Investment holding 投資控股
Mooff Games Limited Mooff Games Limited	Hong Kong 香港	10,000 shares (HK\$10,000) 10,000股股份 (10,000港元)	-	60%	-	60%	Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務

29 附屬公司

(a) 於二零二二年及二零二一年十二月三十一日之主要附屬公司詳情

下表僅載有對本集團業績、資產或負債有主要影響之附屬公司之詳情。除另有註明外，持有股份之類別屬普通股。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars)
(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(a) Details of the principal subsidiaries as at 31 December 2022 and 2021 (Continued)

Name of company 公司名稱	Country of incorporation and operation 註冊成立及營運所在國家	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest		Proportion of effective ownership interest		Principal activity 主要業務
			實際擁有權權益比例		實際擁有權權益比例		
			2022 二零二二年		2021 二零二一年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Side Quest Limited	Hong Kong	3,020,000 shares (HK\$4,510,001)	-	60%	-	60%	Development and provision of mobile data solutions and related services
Side Quest Limited	香港	3,020,000股股份 (4,510,001港元)					開發及提供移動數據解決方案及相關服務
Smart City Technology Limited	Hong Kong	12,000 shares (HK\$1,010,000)	-	60%	-	60%	Development of mobile games and applications
智慧城市科技有限公司	香港	12,000股股份 (1,010,000港元)					開發手機遊戲及應用
Top Banana Limited	Hong Kong	1 share (HK\$1)	-	60%	-	60%	Development of mobile games and related services
高蕉有限公司	香港	1股股份(1港元)					開發手機遊戲及相關服務
廣州泛達科技有限公司 (note (ii))	PRC	RMB3,600,000	-	60%	-	60%	Development of mobile games and related services
廣州泛達科技有限公司(附註(ii))	中國	人民幣3,600,000元					開發手機遊戲及相關服務

Notes:

- (i) Discontinued operation as a result of the Group's decision in September 2021 (see note 7).
- (ii) Registered as wholly-owned foreign enterprise under PRC law.

附註：

- (i) 由於本集團於二零二一年九月決定已終止經營業務(見附註7)。
- (ii) 根據中國法律註冊為外商獨資企業。

29 附屬公司 (續)

(a) 於二零二二年及二零二一年十二月三十一日之主要附屬公司詳情 (續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries in 2021

On 25 October 2021, the Group disposed of several subsidiaries with minimal or no revenue contribution to the Group in the past years for the purpose of the simplification of the Group's structure. All the obligations and liabilities owing or incurred by these subsidiaries have been disposed to an independent third party (the "Purchaser") for a total cash consideration of HK\$1.

The assets and liabilities of these subsidiaries disposed at the completion date comprised of:

29 附屬公司 (續)

(b) 於二零二一年出售附屬公司

於二零二一年十月二十五日，本集團於過去年度出售為本集團帶來些微或零收益的若干附屬公司，以簡化本集團的架構。該等附屬公司欠付或產生之所有責任及負債均已出售予一名獨立第三方（「買方」），現金代價為1港元。

於完成日期出售之該等附屬公司之資產及負債包括：

		HK\$'000 千港元
Cash and cash equivalents	現金及現金等值物	11
Trade and other payables	應付賬款及其他應付款	(2,152)
Current tax payable	應付即期稅項	(20)
Amounts due to the Group	應付本集團款項	(39,322)
Net liabilities disposed of	已出售負債淨值	(41,483)
Gain on disposal of subsidiaries	出售附屬公司之收益	
Cash consideration	現金代價	—*
Assignment of amounts from the Group to the Purchaser	將應收本集團款項轉讓予買方	(39,322)
Net liabilities disposed of	已出售負債淨值	41,483
		2,161
Net cash outflow from disposal of subsidiaries	出售附屬公司所得現金流出淨額	
Cash consideration received	已收現金代價	—*
Cash and cash equivalents disposed	已出售現金及現金等值物	(11)
		(11)

* Below HK\$1,000.

* 低於1,000港元。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(c) Information of material non-controlling interest ("NCI")

The following table lists out the information relating to First Surplus Investment Ltd. and its subsidiaries which has material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

29 附屬公司 (續)

(c) 重大非控股權益 (「非控股權益」) 資料

下表呈列有關擁有屬重大非控股權益之First Surplus Investment Ltd. 及其附屬公司之資料。下列財務資料概要顯示公司間對銷前之金額。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NCI percentage	非控股權益百分比	40%	40%
Non-current assets	非流動資產	-	-
Current assets	流動資產	1,981	2,160
Current liabilities	流動負債	(13,395)	(13,394)
Non-current liabilities	非流動負債	-	-
Net liabilities	負債淨值	(11,414)	(11,234)
Carrying amount of NCI	非控股權益賬面值	(4,566)	(4,493)
Revenue	收益	-	45
Loss for the year	年度虧損	(256)	(11,623)
Total comprehensive expense	全面開支總額	(180)	(11,586)
Loss allocated to NCI	分配至非控股權益虧損	(102)	(4,649)
Cash flows (used in)/generated from operating activities, net	經營活動(所用)/所得之現金流量淨額	(52)	15,176
Cash flows used in investing activities, net	投資活動所用之現金流量淨額	-	(920)
Cash flows used in financing activities, net	融資活動所用之現金流量淨額	-	(15,030)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY

(a) Statement of financial position

30 本公司之財務資料

(a) 財務狀況表

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	-	-
Amounts due from subsidiaries	應收附屬公司款項	24,668	-
		24,668	-
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	-	24,392
Deposits, prepayments and other receivables	按金、預付款及其他應收款	174	5
Cash and cash equivalents	現金及現金等值物	88	241
		262	24,638
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	20,826	20,835
Interest-bearing borrowings	付息借款	3,808	908
Other payables and accrued charges	其他應付款及應計費用	1,673	1,403
		26,307	23,146
Net current (liabilities)/assets	流動(負債)/資產淨值	(26,045)	1,492
NET (LIABILITIES)/ASSETS	(負債)/資產淨值	(1,377)	1,492
Capital and reserves	資本及儲備		
Share capital	股本	50,906	50,906
Reserves	儲備	(52,283)	(49,414)
TOTAL EQUITY	權益總額	(1,377)	1,492



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(b) Details of changes in the Company's individual components of capital and reserves during the year:

		Share capital	Share premium	Capital reserve	Capital surplus	Accumulated losses	Total
		股本	股份溢價	資本儲備	資本盈餘	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(note 25(b)(i))					
		(附註25(b)(i))					
At 1 January 2021	於二零二一年一月一日	50,906	381,490	2,261	1,609	(360,757)	75,509
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	(74,017)	(74,017)
At 31 December 2021	於二零二一年十二月三十一日	50,906	381,490	2,261	1,609	(434,774)	1,492
At 1 January 2022	於二零二二年一月一日	50,906	381,490	2,261	1,609	(434,774)	1,492
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	(2,869)	(2,869)
At 31 December 2022	於二零二二年十二月三十一日	50,906	381,490	2,261	1,609	(437,643)	(1,377)

(c) Contingent liabilities

At 31 December 2022, the Company has no contingent liabilities.

30 本公司之財務資料 (續)

(b) 本公司年內資本及儲備個別組合之變動詳情如下：

(c) 或然負債

於二零二二年十二月三十一日，本公司並無或然負債。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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31 ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements. The principal accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(a) *Impairment loss on intangible assets*

The carrying amounts of intangible assets that are not yet available for use are reviewed annually in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, the expected cash flows generated by the intangible assets are discounted to their present value, which requires significant judgement relating to the level of future software revenue and the amount of service costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of software revenue and the amount of service costs, and discount rate.

31 會計估計及判斷

估計及判斷會持續進行評估，並以過往經驗及其他因素(包括在某些情況下被視為對未來事件之合理預計)為依據。

在審閱綜合財務報表時，需要考慮主要會計政策之選用、影響會計政策應用之判斷及其他不確定因素，以及所呈報業績是否較易受情況及假設變動影響。主要會計政策載於附註2。本集團相信，下列主要會計政策涉及在編製綜合財務報表時採用之最重要判斷及估計。

(a) *無形資產減值虧損*

尚未可供使用之無形資產之賬面值會按年檢討，以評估可收回金額是否已跌至低於賬面值。當出現上述下跌情況時，賬面值會減至可收回金額。

可收回金額為公平值減出售成本與使用價值間之較高者。釐定使用價值時，預期無形資產產生之現金流量乃貼現至其現值，而釐定現值須對未來軟件收益及服務成本金額作出重大判斷。本集團使用一切可取得之資料，釐定可收回金額合理約數之金額，包括根據合理及有力之假設及預測，估計軟件收益及服務成本金額以及貼現率。



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31 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) *Impairment loss on goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill have been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the impairment loss calculation are set out in note 13.

(c) *Deferred tax assets*

No deferred tax asset in relation to unused tax losses and deductible temporary differences has been recognised in the consolidated statement of financial position. In case where taxable future profits are generated, an understatement of current year accounting profit due to the unrecognised deferred tax asset may arise, which deferred tax asset would be recognised in the statement of profit or loss and other comprehensive income for the period in which such event takes place.

(d) *Impairment allowances on financial assets at amortised cost*

The Group estimates the loss allowances for financial assets at amortised cost by assessing the ECLs. This requires the use of significant estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of financial assets at amortised cost and thus the impairment loss in the period in which such estimate is changed.

31 會計估計及判斷 (續)

(b) *商譽減值虧損*

釐定商譽是否減值時，須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時，董事須估計預期源自現金產生單位之未來現金流量及適合貼現率，以計算現值。減值虧損之計算詳情載於附註13。

(c) *遞延稅項資產*

概無與未動用的稅項虧損及可扣除暫定差額有關的遞延稅項資產已於綜合財務狀況表中確認。倘產生應課稅未來溢利，則可能會出現少計本年度因尚未確認的遞延稅項資產所產生的會計溢利的情況。在此情況下，遞延稅項資產將於有關情況發生期間的損益及其他全面收益表中確認。

(d) *按攤銷成本計量之金融資產之減值撥備*

本集團透過評估預期信貸虧損，就按攤銷成本計量之金融資產估計虧損撥備。此舉需要使用重大估計及判斷。預期信貸虧損按本集團之過往信貸虧損經驗，並根據債務人之特定因素以及就報告期末整體經濟現況及預測之評估作出調整而定。倘估計有別於先前估計，有關差額將影響按攤銷成本計量之金融資產之賬面值，繼而影響估計變動期間之減值虧損。

FIVE-YEARS FINANCIAL SUMMARY

五年財務摘要

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Revenue from continuing and discontinued operations	持續及已終止經營業務之收益	21,436	21,031	31,420	40,073	53,968
Loss before taxation	除稅前虧損	(21,325)	(86,771)	(93,155)	(69,601)	(43,534)
Income tax (expense)/credit	所得稅(開支)/抵免	-	(1,215)	5,158	2,118	1,462
Loss for the year	年度虧損	(21,325)	(87,986)	(87,997)	(67,483)	(42,072)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(21,223)	(83,337)	(71,611)	(61,470)	(38,967)
Non-controlling interests	非控股權益	(102)	(4,649)	(16,386)	(6,013)	(3,105)
		(21,325)	(87,986)	(87,997)	(67,483)	(42,072)
Loss per share	每股虧損					
Basic and diluted (HK cents)	基本及攤薄(港仙)	(1.66)	(6.55)	(5.63)	(4.83)	(3.21)
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	19,570	35,678	159,519	260,698	324,784
Total liabilities	負債總額	(13,945)	(8,796)	(44,688)	(57,979)	(54,208)
		5,625	26,882	114,831	202,719	270,576
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	10,197	31,375	114,690	186,544	248,383
Non-controlling interests	非控股權益	(4,572)	(4,493)	141	16,175	22,193
		5,625	26,882	114,831	202,719	270,576