FOUNDER HOLDINGS LIMITED
方正控股有限公司
(Incorporated in Bermuda with limited liability)
Stock Code: 00418

字美中华

ANNUAL REPORT 2021

方正

CONTENTS

字美中华

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive directors

Mr Cheung Shuen Lung *(Chairman)*
Mr Shao Xing *(President)*
Professor Xiao Jian Guo
Mr Hu Bin
Ms Liao Hang

Independent non-executive directors

Mr Chan Chung Kik, Lewis
Mr Lau Ka Wing
Mr Lai Nga Ming, Edmund

COMMITTEES

Audit Committee

Mr Chan Chung Kik, Lewis *(Chairman)*
Mr Lau Ka Wing
Mr Lai Nga Ming, Edmund

Remuneration Committee

Mr Lau Ka Wing *(Chairman)*
Mr Cheung Shuen Lung
Mr Lai Nga Ming, Edmund

Nomination Committee

Mr Cheung Shuen Lung *(Chairman)*
Mr Chan Chung Kik, Lewis
Mr Lai Nga Ming, Edmund

COMPANY SECRETARY

Ms Cheang Yee Wah Eva

AUTHORISED REPRESENTATIVES

Mr Cheung Shuen Lung
Mr Shao Xing

AUDITORS

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISERS

Freshfields Bruckhaus Deringer LLP

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1408, 14th Floor
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

Principal registrar

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

Hong Kong branch share registrar and transfer office

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Hong Kong

LISTING INFORMATION

Main board of The Stock Exchange of Hong Kong Limited
Stock code: 00418
Board lot: 2,000 shares

COMPANY WEBSITE

www.irasia.com/listco/hk/founder

FINANCIAL HIGHLIGHTS

	2021 HK$'million	2020 HK$'million	+/(-) Change
FINANCIAL PERFORMANCE			
Revenue	**1,074**	937	14.7%
Gross profit margin (%)	**48.0%**	47.4%	
Profit attributable to owners of the parent	**43**	54	(19.3%)
Net profit margin (%)	**4.0%**	5.8%	
KEY FINANCIAL INDICATORS			
Cash and cash equivalents	**599**	364	64.7%
Net current assets	**549**	493	11.4%
Total assets	**1,567**	1,516	3.4%
Total liabilities	**473**	469	0.9%
Equity attributable to owners of the parent	**1,093**	1,046	4.5%
Current ratio (times)	**2.31**	2.21	
Gearing ratio	**0.5%**	0.2%	
Basic earnings per share (HK cents)	**3.6**	4.5	

PERFORMANCE

The Group reported a profit for the year ended 31 December 2021 of approximately HK$43.5 million (year ended 31 December 2020: HK$53.9 million). The Group's turnover for the current year increased by 14.7% to HK$1,073.8 million (year ended 31 December 2020: HK$936.5 million) as the disruption caused by COVID-19 began to alleviate. Gross profit for the current year increased by 16.0% to HK$515.1 million compared with last year's HK$443.9 million. Gross profit ratio increased from 47.4% for the last year to 48.0% for the current year as a result of increase in proportion of sales of font library business with higher gross profit margin.

The decline in profit for the year was mainly the net results of:

a. an increase in the gross profit by 16.0% to approximately HK$515.1 million (year ended 31 December 2020: HK$443.9 million);

b. an increase in other income and gains by 12.4% to HK$74.3 million (year ended 31 December 2020: HK$66.1 million) attributable to the increase in government grants received for the sale of software approved by the PRC tax authority and the development of software in Mainland China as a result of increase in sales of software and increase in fair value gains on investment properties in Hong Kong; and

c. an increase in total selling and distribution expenses, administrative expenses and other operating expenses by 19.7% to HK$546.1 million (year ended 31 December 2020: HK$456.3 million) as a result of (i) the temporary reduction and exemption of enterprise's social insurance contributions granted for the year ended 31 December 2020 has been cancelled; and (ii) the operating expenses increased with the increase in revenue during the year.

Basic and diluted earnings per share for the year was HK3.6 cents (year ended 31 December 2020: HK4.5 cents).

OPERATING REVIEW AND PROSPECTS

Operating Review

Font Library Business

Against the backdrop that China is vigorously propelling cultural creative industries, the value of fonts has been recognized by more and more enterprises and the public. Meanwhile, with increasingly intense competition in the industry, new font design companies and individual font designers came into the font library market one after another. In 2021, in order to meet the ever-changing demand for fonts across all sectors of society and to cope with fierce domestic and overseas competition, Founder font library has made a number of attempts in terms of marketing methods:

1) Font design aspect: In 2021, the digitalization of classic calligraphy from different dynasties continued to be our priority in font design. 北大方正電子有限公司 (Beijing Founder Electronics Co., Ltd) ("Founder Electronics"), the wholly-owned subsidiary of the Company, launched 20 exquisite Chinese font libraries, including the "Oracle Bone Font Library (甲骨文字庫)", "Ode to Shimen Clerical Script Font (石門頌隸書)", "Wang Xianzhi-style Small Regular Script Font (王獻之小楷)", "Sun Guoting-style Cursive Script Font (孫過庭草書)" and "Mi Fu-style Semi-cursive Script Font (米芾行書)". At the same time, we cooperated with the prominent Japanese company Hakusyu Fonts to introduce 6 creative handwriting fonts. Based on our analysis of industry trends, we released several high-quality fonts as our key products, which included the "Huathink Classic Song-style Font (華思經宋)", "Woodblock Printing Song-style Font (雕版宋)", "New Mixed Art Gothic Font (新綜藝黑)", "Qianlong-style Font (乾隆體)", "Happy Font (喜體)" and "Art Regular Script Font (藝楷)". Inspired by the award-winning works in the Founder Award Design Contest (Latin Alphabet Category), we developed various fonts for Western alphabets including the FounderSilk and Founderbrush. Throughout 2021, we added a total of 376 Chinese and Western fonts to our product portfolio.

Furthermore, as enterprises increasingly recognized the importance of exclusive fonts in brand promotion, our customized font business continued to grow. Throughout 2021, the font customization team of Founder font library brought out customized fonts for well-known customers in a wide range of industries, which included Taobao (for its LOGO font), the One Foundation, Meituan, Shenzhen Graphic Design Association (GDC Award), Li Auto Inc. and HEYTEA etc.

2) Font design technology aspect: To ensure font quality and improve design efficiency, we continued to promote the use of artificial intelligence-aided font design technology in our major design works, such as the "Exquisite Chinese Font Library Project (中華精品字庫工程)" and other font customization projects. Keeping pace with the global technology trend, we further strengthened the research and application of variable font technology and rolled out the section for variable fonts at our official website, which fully demonstrated the superior technology, aesthetic appeal and application value of Founder's variable fonts. As of the end of 2021, we introduced a total of 50 variable fonts in different styles, including the "Founder Variable Relax Gothic Font (方正可變悠黑)", "Founder Variable Rounded Gothic Font (方正可變嘟黑)", "Founder Elegant Song-style Regular Script Font (方正風雅楷宋)" and "Founder Variable Dancing Font (方正可變勁舞體)".

3) Marketing and service aspect: On the basis of consolidating and expanding the cooperation with major corporate clients, we continued to scale up targeted marketing and increased collaboration with design companies and advertising firms. For uncommon words in the names of people or places, we provided the "Founder Demographic Information Font Library Solution (方正人口信息字庫解決方案)" to financial and social security institutions, including China CITIC Bank. With a focus on designers and micro, small and medium-sized enterprises, Founder offered the "Love-dynamic Authorization Model (心動授權模式)" for design projects on the "Font + (字加)" website. Under this model, designers were allowed to use 484 selected fonts freely at a price as low as RMB500 per design project. In addition, we continued to push forward the development of the comprehensive three-in-one service system comprising the official website of Founder font library, "Font + (字加)" mobile APP and "Font +" PC client end.

4) Promotion aspect: On the famous CCTV show "National Treasure (國家寶藏)", our font designer appeared as the "guardian of national treasure" and played a significant role in popularizing and disseminating the "Exquisite Chinese Font Library Project (中華精品字庫工程)" and Founder font library to the general public. In view of the rise of short-form videos, Founder font library started to operate its video channel. We also actively supported advertising through online streaming. Throughout 2021, we held 14 live and rebroadcast events on various platforms including Bilibili and the video channel of Founder font library. Combining offline and online means, we successfully organized the press conference for the second stage of "Beauty in Chinese Calligraphy – Exquisite Chinese Font Library Project Charity Program (字美中華－中華精品字庫工程公益應用計劃)", where hundreds of thousands of viewers joined our annual celebration. Besides, we held the 11th Founder Award Design Contest and introduced two new categories, namely the "Font Design" and "Font Application" categories, which opened a new chapter for the award. Apart from that, Founder font library actively participated in renowned international design contests and won several awards in Tokyo TDC, NY TDC, UK D&AD and GDC Award, thereby enhancing its influence in the global design sector.

The above measures not only enhanced the professional brand image and industry-leading position of Founder font library, but also raised the public awareness of our young and international image. The increasing recognition and appreciation for Founder font library and Founder brand will lay a solid foundation for our future innovation and development.

Printing Business

The year 2021 marked the beginning of China's "14th Five-year Plan". As proposed by the competent authority, the printing industry centered around the theme of "embarking on the '14th Five-year Plan' and striving for progress in the new journey". In pursuit of high-quality development, the industry promoted more in-depth restructuring on the supply side and accelerated the establishment of an industrial system that featured "high-quality capacity and supply, cutting-edge and safe technology, and green development, integration and openness". With its extensive expertise in the research and development of inkjet technology, 北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technical Co., Ltd*) ("Founder EasiPrint"), the wholly-owned subsidiary of the Company, remained the leader in the gradual replacement of traditional offset printing technology with the more advanced inkjet printing technology in production, thereby supporting capacity and supply ramp-up, technology development and green integration of the industry.

1) Market aspect: In the first half of 2021, the COVID-19 pandemic had a diminishing effect on business expansion. As a new and alternative technology for books and commercial printing, inkjet printing technology had a strong internal momentum, which was reflected in the fast-growing sales of Founder EagleJet inkjet printers during the first half of the year. Between January and May 2021, the installation volume doubled from last year. However, pressure built up in mid-year when the General Office of the Central Committee of the Chinese Communist Party and the General Office of the State Council issued the "Opinions on Further Alleviating the Burden of Homework and After-School Tutoring for Students in Compulsory Education (關於進一步減輕義務教育階段學生作業負擔和校外培訓負擔的意見)" on 24 July. Since then, China's education and training institutions exited the K12 education market. As a result, upstream demand for printing educational and training materials began to drop and printing companies changed from aggressive to conservative in procuring new equipment. Thus, installation volume declined drastically for the second half of 2021, as compared to the first half of the year. It is expected that business will resume, and the inkjet printing market will be back to growth after the printing industry recovers from the policy-induced psychological shock.

2) Product research and development aspect: In 2021, Founder EasiPrint consolidated the position of its leading printing software. With a focus on digital printing, it is developing the Founder Changyin software and is going to update the Founder Yunshu software to V3.0. In terms of hardware, it started the system test of high-resolution models which are expected to launch in 2022. Besides, it is planned that a lighter and more compact inkjet printer model, and the upgraded version of the currently well-received black and white and colour inkjet printer models will be put to the market at the same time. Founder EasiPrint is committed to promoting inkjet printing to Chinese printing companies extensively through ongoing technology replacement.

3) Marketing aspect: In 2021, Founder EasiPrint organized the "EagleJet Goddess (桀鷹女神)" online audition. Over 30 candidates participated in the campaign and fan vote. The event had more than 29 million views and over 1.5 million likes on TikTok, with the highest number of likes per video exceeding 300,000. On the WeChat voting page, it also attracted more than 180,000 visits and over 100,000 votes in total. During the year, the 10th Beijing International Printing Technology Exhibition was held in Beijing. The show featured several new products of Founder EasiPrint, including the Founder EagleJet P6600C HD colour inkjet printers which received wide attention from members of the industry and media. In the fourth quarter, Founder EasiPrint published a series of videos under the title of "Introduction on Functions of Founder's Software and Hardware Products" on TikTok. The program was well accepted by the audience and laid a solid foundation for future market expansion.

4) Product and project award aspect: The "Research and Development and Industrial Application of Key Technology for Founder EagleJet P Series One/Double Colour Inkjet Book Printing Equipment" won the 2020 Scientific Technology First Class Award from the Printing and Printing Equipment Industries Association of China and the 16th Bisheng Printing Technological Advancement Second Class Award. The project featured a broad range of advanced proprietary technology in high-speed data reconstruction and transmission, high precision synchronization control and refined inking control, which contributed to its leading performance in terms of production stability, high-load operation and ease of operation. In December 2021, the "Printing and Packaging Industrial Economy and Printing Manager Annual Conference 2021" was held in Wuhan. At the conference, Mr. Shao Xing, the President of the Company, was elected as the "2021 Economic Figure in the Printing and Packaging Industry". This demonstrated that the industry recognized Founder Electronics for its pioneer role in the "new business format of the inkjet printing industry and its contribution in the development of inkjet printing technology in China".

Media Business

In September 2020, the central government issued the "Opinion on Accelerating In-depth Integration and Development of Media (《關於加快推進媒體深度融合發展的意見》)" as the macro-policy on media integration. The opinion specified the three overall requirements of in-depth media integration and development in terms of its significance, target and mission and working principle. It planned to drive integration and development through advanced technology, while making full use of achievements from the IT revolution including 5G, big data, cloud computing, Internet of Things, blockchain and artificial intelligence. Additionally, it suggested enhancing the prospective research and application of new technology in the news dissemination field and supporting the independent innovation of key and core technology. The opinion aimed to push forward the in-depth reform on the mainstream media system and mechanism, so that an integrated organizational structure was established for all-rounded media to produce and disseminate content. The media was encouraged to develop new reporting and editorial procedures, so as to form an efficient and centralized content production system and dissemination chain. By exploring and building the operating model of "News + Government affairs + Service + Business", media shall develop new investment and financing policies to enhance competitiveness. In November 2020, the National Radio and Television Administration issued the "Opinion on Accelerating In-depth Integration and Development of Radio and Television Media (《關於加快推進廣播電視媒體深度融合發展的意見》)". Taking a top-down approach, these two policies on media integration jointly provided the principal direction and example to guide the in-depth integration of mainstream media in 2021. On 3 November 2020, the "Central Government Proposal on the 14th Five-Year Plan and 2035 Long-term Objectives for National Economic and Social Development (《中共中央關於制定國民經濟和社會發展第十四個五年規劃和二零三五年遠景目標的建議》)" was released. The proposal detailed the key strategy on in-depth media integration, all-rounded media dissemination and the establishment of integrated media centres at the county level. Apart from advancing the in-depth integration of media, the government shall develop all-rounded media dissemination and strengthen new types of mainstream media. For all-rounded media dissemination, content creation shall be supported with state-of-the-art technology as well as reform and innovation measures to achieve centralized resources management, structure optimization, differential development and efficiency from synergy. In regard to the market landscape, it was predicted that traditional media and new media shall co-exist, with the Internet as the battlefield, new media as the frontline, and mobile media and videos becoming more popular. Structurally, the system will comprise four vertical levels ranging from central, provincial, municipal to county-level media, and horizontally cover mainstream media and business platforms. The notions of "all-rounded media dissemination framework", "all-rounded media dissemination system" and "all-rounded media dissemination development" represent the major benchmark and focus of mainstream media in accelerating in-depth media integration and development. In 2021, media integration was characterized by the new development stage of technology and content integration, which allowed mainstream media to explore the new transitional model for sustainable development. Central, provincial, prefecture-level and industry media (or corporate media), integrated media at high schools, and district or county-level integrated media centres shall continue to facilitate media integration and develop the integrated media and new media platform.

As to the integration of the publishing industry, the Ministry of Science and Technology, the Central Propaganda Department, the Cyberspace Administration, the Ministry of Finance, the Ministry of Culture and Tourism, and the National Radio and Television Administration jointly issued the "Guidance on Facilitating In-depth Integration between Culture and Technology (《關於促進文化和科技深度融合的指導意見》)" in August 2019, which requested to accelerate the in-depth integration between culture and technology. In May 2020, the Cultural Reform Office of the Central Propaganda Department also published the "Notice on Proper Establishment of National Culture Big Data System (《關於做好國家文化大數據體系建設工作通知》)", which proposed a national culture big data system to be established as a key infrastructure for cultural development in the new era, and a major part in applying the outcomes of cultural digitization to develop network and intelligent technology. The notice drove the establishment of the cultural big data cloud platform and cultural database in the publishing sector, which enabled the industry to further centralize good quality resources, enhance the construction of the technology platform and expand boundaries for integration. In May 2021, the National Press and Publication Administration issued the "Notice on Organization and Implementation of Publishing Integration and Development Program (《關於組織實施出版融合發展工程的通知》)" and initiated the publishing integration and development program. The program aimed to encourage the digitalization strategies of the publishing industry and promote the in-depth integration and development between traditional publishing and emerging publishing in a systematic manner. Looking forward, the publishing sector will reshape its production procedures to adapt to integrated publishing, reform the organizational model based on such procedures, and improve publishing quality and efficiency through the use of smart technology.

1) Product and solution aspect:

For in-depth media integration: To better facilitate the application of mobile network, big data, artificial intelligence, 5G and other advanced and emerging technologies in in-depth integration and development of media, Founder Electronics launched the "Founder Solution for Hyper-integration of Media V3.0" after upgrade and optimization. It focused on the research and development of the data middle platform and AI middle platform by adopting a cloud computing-based and containerized microservice structure to build the new generation of supporting platforms for media integration technologies. At the same time, it continuously improved the intelligence and video-oriented capabilities of various products, such as Founder all-rounded media interview and compilation and media cloud through a component-based research and development model with fast upgrades, so as to help with the development of smart media. "Founder Solution for Hyper-integration of Media 3.0" realized not only the integration of media businesses, management, users and data, but also the optimization of new mobile media platforms and mobilization of core content creation businesses by adhering to our strategy that takes mobile media as the priority. Meanwhile, the solution strengthened and optimized the abilities of comprehensive and integrated production, comprehensive planning and interview, and comprehensive compilation and editing and distribution from various ends for audios, videos and new media. It could help with the digitalization and intelligent development for different application scenarios, including planning, interview, compilation, editing, publishing and distribution, through the data middle platform and AI middle platform.

For the publishing business: Founder Electronics has stepped up its efforts in the research and development of the new generation of the digital joint compilation system, covering technologies and products for joint compilation, smart review, automatic typesetting and others. In 2021, Founder Smart Review Cloud Service Platform V3.0 and the new V8.2 version of the Founder Flying content production software were launched, which enhanced the competitiveness of Founder Electronics in terms of content production software. Meanwhile, Founder began the research and development of technologies and products in relation to the cloud-based digital publishing resources management platform and the knowledge service, while actively participating in the establishment of the national cultural big data system. In 2021, it passed the final expert assessment and inspection for the completion of subcontracting work in relation to the national digital composite publishing project and the general contracting work for books.

2) Business model aspect:

We are committed to promoting the transformation from software solutions towards authorization service, SaaS service, software service and data service. In 2021, contracts in relation to the service-oriented business accounted for 42% of the newly signed contracts, among which contracts in relation to authorization service and SaaS service business accounted for 29%. Looking forward to 2022, we will continue to drive the transformation towards the authorization service, SaaS service, software service and data service.

3) Marketing aspect:

We actively established model customers and projects in media integration and publishing integration and development. In terms of the media market, Founder Electronics cooperated with new media clients at the central-, provincial- and ministerial-levels and those in provincial capitals in 2021, which included People's Daily, Guang Ming Daily, Science and Technology Daily, China Foreign Languages Publishing Administration, China Youth Daily, Gansu Daily, Anhui Daily, Ningxia Daily, Fuzhou Daily, Shenyang Daily, Changchun Daily and Xining Evening Post. In 2021, Founder Electronics extended its reach to state-owned new media by securing contracts with the state media Science and Technology Daily and the web client of Chinanews. Meanwhile, it signed contracts with China Youth Daily in relation to the smart video production and distribution management system, which became an example of the smart media resources system for audio and video content of state-owned media. Founder Electronics also entered into agreements with various parties, including Guang Ming Daily for its IT innovation project, National Immigration Administration for its integrated media platform project, Anhui Daily for its all-rounded media reporting and editorial platform, Xinmin Evening Post for its all-rounded media reporting and editorial upgrade, Fuzhou Daily for its APP, Gansu Daily for its photo gallery, Shenyang Daily for its official Weibo page Shenyang Release and its media library, Changchun Daily for its integrated media platform, Xian Daily for its official Weibo page Xian Release, Xining Evening Post for its all-rounded media and new media platform, Ningxia Daily for its APP and Xiamen Daily for its APP, among other integrated media and new media platform projects for media at the provincial level and those in provincial capitals. In addition, Founder Electronics participated in major integrated media projects of Inner Mongolia Power Group, Shengli Oil Field and Qilu Petrochemical. It undertook the district and county-level integrated media projects for the Integrated Media Centre in Fengtai District, Beijing, and the integrated media project in Shuangliu District, Chengdu. It carried out the integrated media platform projects for colleges including Beijing New Media Technical College and Kashgar University, and launched the new media platform projects for party journals such as the Contemporary Party Member Press in Chongqing and the publisher of the Fendou Journal in Heilongjiang. These projects have become the benchmark for central media, provincial media, prefecture-level media, industry media, integrated media of corporates, integrated media at colleges, integrated media at districts and counties, new media for party journals and other niche markets, thereby facilitating the in-depth media integration of mainstream media.

As for the publishing market, we put in more effort in promoting our product solutions. In 2021, Founder Electronics won the bid for the Jizhi platform project from Hebei Publishing Media Group. At the same time, it signed contracts with various parties, such as China Financial & Economic Publishing House for the knowledge service, China Social Sciences Press for the Yunshu project, People's Medical Publishing House for the Yunshu project and China Electric Power Press for the joint compilation project. Furthermore, Founder Electronics secured the Yunshu project from Jiangsu Education Press and won the bid from China Economic Management Press for the resources library and knowledge service project. It was also commissioned by Dalian Maritime University Press for the knowledge service platform project. Regarding project and service transformation, the newly signed contract for the "Smart Review" SaaS authorization service product exceeded RMB8 million in 2021, serving 2,177 institutional clients including domestic publishers, media, booksellers, cultural and media companies, and journal publishers.

In regard to the science and technology journal market, Founder Electronics established the "Founder Hongyun Cloud Service Platform for Academic Publishing" with artificial intelligence, big data and Internet technology. As of now, over 600 journal publishers have migrated their XML-based digital content production to the digital publishing platform. As to journal publication and distribution, Founder Electronics continued to enter into cooperation agreements with clusters of academic journals, including Light Academic Publishing Centre, the journal cluster of Zhejiang University Press and that of China Association of Chinese Medicine. It also signed contracts for cooperation on the distribution platform with individual journals, including the Journal of Remote Sensing. In the area of push service, Founder Electronics offered data value-added services to dozens of domestic journal publishers. In 2021, it signed another contract with the China Association for Science and Technology and worked on the "International Digital Publishing Service Platform Subproject-International Digital Production Platform for Science and Technology Journals under the China Science and Technology Journal Excellence Action Plan", so as to provide technical support and services for the digitalization and internationalization of science and technology journals.

4) Award-winning products and services:

Founder Electronics received the "2021 China Newspaper Technology Innovation Enterprise Award" from the China Newspaper Association. The "Founder Changxiang All-rounded Media News Interview and Compilation System" was elected as "Innovation Case Study for In-depth Integration and Development of China's Newspaper Industry". At the 5th China Digital Publishing Innovation Forum, the "content middle platform" of Founder Electronics was listed as an outstanding example of integrated publishing development. The "Founder Xinkong Cloud Pan-media Integrated Open Platform" was selected as the "2021 Outstanding Project of Innovation Technology and Service Application for Media Integration". Founder Electronics participated in six projects that won the project awards in the 2021 "Wang Xuan Newspaper Science and Technology Award". Among which, the "New Mobile Media Platform for Gansu Province: 'New Gansu Cloud'", the "All-rounded Media Control Center of Xinhua Daily Press" and the "Integrated Media Technology Platform of Yingda Media based on the Information Security and Protection System of National Grid" won the First Class Awards. Besides, the "Middle Technology Platform of Integrated Content Publishing" developed by Founder Electronics received the 2020–2021 Digital Publishing "Innovating Technology" Award. In 2021, Founder Electronics was also included in the fourth batch of national cultural and technological integration demonstration base.

PROSPECTS

The management of the Group will closely monitor changes in the economy and IT market of the People's Republic of China (the "PRC"). The Group will continue the development of innovative solutions and provide our customers with more cost-effective products and solutions to meet our customers' demands for enhancing their competitiveness. In addition, the Group will closely monitor the performance of each business sector to achieve effective cost control and maximise shareholders' value.

EMPLOYEES

The Group has developed its human resources policies and procedures based on performance and merit of employees. The Group ensures that the payments to its employees are competitive and the employees are rewarded based on their performance within the general framework of the Group's salary and bonus systems. The Group provides on-the-job training to its employees in addition to retirement benefit schemes and medical insurance. The Group maintained a share option scheme in place for the purpose of providing incentives and rewards to eligible directors and employees of the Group who contribute to the success of the Group's operations. The Group had not granted any share options to its eligible directors and employees during the current financial year.

As at 31 December 2021, the number of employees of the Group was 1,208 (31 December 2020: 1,256).

FINANCIAL REVIEW

Liquidity, financial resources and capital commitments

During the year, the Group generally financed its operations with internally generated resources. As at 31 December 2021, the Group had no interest-bearing bank borrowings (31 December 2020: Nil).

As at 31 December 2021, the Group recorded total assets of HK$1,566.8 million which were financed by liabilities of HK$473.4 million and equity of HK$1,093.4 million. The Group's net asset value per share as at 31 December 2021 amounted to HK$0.91 (31 December 2020: HK$0.87). The increase in net asset value per share was due to profit and exchange differences arising from translation of foreign operations during the year.

The Group had total cash and bank balances (including pledged deposits, structured deposits and cash and cash equivalents) of HK$606.3 million as at 31 December 2021 (31 December 2020: HK$552.1 million). As at 31 December 2021, the Group's gearing ratio, measured by the ratio of total borrowings (including lease liabilities) to total shareholders' equity, was 0.5% (31 December 2020: 0.2%) while the Group's working capital ratio was 2.31 (31 December 2020: 2.21). The increase in prepayments, deposits and other receivables by 18.6% to HK$71.0 million (31 December 2020: HK$59.9 million) was due to increase in prepayments arising from more purchase during the year. The increase in other payables and accruals by 3.4% to HK$273.5 million (31 December 2020: HK$264.5 million) was due to increase in accrual of subcontracting fee of system integration contracts.

As at 31 December 2021, the Group did not have any material capital expenditure commitments.

Treasury policies

The Group adopts conservative treasury policies and controls tightly over its cash and risk management. The Group's cash and cash equivalents are held mainly in Hong Kong Dollars ("HKD"), RMB and United States Dollars ("U.S. dollars"). Surplus cash is generally placed in banks as short term deposits denominated in HKD, RMB and U.S. dollars.

Exposure to fluctuations in exchange rates and related hedges

The Group operates mainly in Hong Kong and the PRC. For the operations in Hong Kong, most of the transactions are denominated in HKD and U.S. dollars. The exchange rate of U.S. dollars against HKD is relatively stable and the related currency exchange risk is considered minimal. For the operations in the PRC, most of the transactions are denominated in RMB. The conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange controls promulgated by the PRC government. The Group has minimal exposure to exchange rate fluctuation. No financial instrument was used for hedging purposes. The Group will closely monitor the currency exchange risk of RMB in the near term as a result.

Contracts

As at 31 December 2021, the major contracts in hand amounted to approximately HK$297.0 million (31 December 2020: HK$283.5 million), which are all expected to be completed within one year.

Material acquisitions and disposals of subsidiaries, associates and joint ventures, and significant investments

The Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures, or significant investments during the year ended 31 December 2021.

Charges on assets

As at 31 December 2021, the Group's investment properties in Hong Kong of approximately HK$77.8 million and bank deposits of approximately HK$7.1 million were pledged to banks to secure banking facilities granted.

Future plans for material investments or capital assets

The Group did not have any concrete future plans for material investments or capital assets as at 31 December 2021. However, the Group always seeks for new investment opportunities in the software development and system integration business to broaden the revenue and profit base of the Group and enhance shareholders' value in long term.

Contingent liabilities

At 31 December 2021, the Group did not have any significant contingent liabilities.

Event after the reporting period

As disclosed in the announcement of the Company dated 8 February 2022, on 30 January 2022, the Company received a notification letter from Peking University Founder Group Company Limited, the substantial shareholder of the Company, stating that the China Banking and Insurance Regulatory Commission approved the application of Ping An Life Insurance Company of China, Ltd. (中國平安人壽保險股份有限公司) for its significant equity investment in New Founder Group. The incorporation of the subordinate business platform companies of New Founder Group has been completed. All six of the subordinate business platform companies of New Founder Group have been set up. Please refer to the announcement of the Company dated 8 February 2022 for further details.

* For identification purpose only

CORPORATE GOVERNANCE PRACTICES

The Company is firmly committed to the overall standards of corporate governance and has always recognized the importance of accountability and communication with its shareholders. The Company adopted all the code provisions of Corporate Governance Code (the "CG Code"), as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), as its own code on corporate governance practices.

In the opinion of the directors, the Company has fully complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2021.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules as the Company's code of conduct and rules governing dealings by all directors in the securities of the Company. Upon being made specific enquiries by the Company, all directors of the Company confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2021.

BOARD OF DIRECTORS

The board of directors of the Company (the "Board") comprises five executive directors and three independent non-executive directors. The executive directors are Mr Cheung Shuen Lung (Chairman), Mr Shao Xing (President), Professor Xiao Jian Guo, Mr Hu Bin and Ms Liao Hang, and the independent non-executive directors are Mr Chan Chung Kik, Lewis, Mr Lau Ka Wing and Mr Lai Nga Ming, Edmund. To the best knowledge of the directors, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. The biographical details of each director are disclosed on pages 55 to 56 of this Annual Report.

The Board oversees the Group's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls the operating and financial performance in pursuit of the Group's strategic objectives. Day-to-day management of the Group's business is delegated to the management of the Company under the supervision of the executive directors. The functions and powers that are so delegated are reviewed periodically to ensure that they remain appropriate. Matters reserved for the Board are the overall strategy of the Group, major acquisitions and disposals, major capital investments, dividend policy, significant changes in accounting policies, material contracts, appointment and retirement of directors, remuneration policy and other major operational and financial matters. It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives. The directors of the Company have access to appropriate business documents and information about the Group on a timely basis. All the directors of the Company have access to the Company Secretary who is responsible for ensuring that the Board procedures, and related rules and regulations, are followed. Minutes of Board/Committee meetings are kept by the Company Secretary and are open for inspection by the directors of the Company. All directors and Board committees have recourse to external legal counsels and other professionals for independent advice at the Group's expense upon their request. Appropriate directors' liability insurance cover has also been arranged to indemnify the directors of the Company for liabilities arising out of corporate activities.

The Board held four regular Board meetings at approximately quarterly intervals during the year ended 31 December 2021. Additional Board meetings were held when necessary. Due notices and Board papers were given to all directors prior to the meetings in accordance with the Listing Rules and the CG Code.

The attendance record of each director at the Board meetings and general meeting during the year is as follows:

Name of director	**Board meetings attended/ Eligible to attend**	**Annual General meeting attended/ Eligible to attend**
Executive Directors		
Mr Cheung Shuen Lung *(Chairman)*	4/4	1/1
Mr Shao Xing	4/4	0/1
Professor Xiao Jian Guo	4/4	0/1
Ms Zuo Jin (resigned on 2 December 2021)	3/4	0/1
Mr Hu Bin	4/4	0/1
Ms Liao Hang	4/4	0/1
Independent Non-executive Directors		
Mr Chan Chung Kik, Lewis	4/4	1/1
Mr Lau Ka Wing	4/4	1/1
Mr Lai Nga Ming, Edmund	4/4	1/1

There are also three Board committees under the Board, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee.

Each newly appointed director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operation and businesses as well as his/her responsibilities under the relevant statutes, laws, rules and regulations.

Directors' training is an ongoing process. During the year, directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each director to discharge their duties. In addition, all directors are encouraged to participate in continuous professional development trainings to develop and refresh their knowledge and skills. The Company updates the directors on the latest updates regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

All directors have participated in continuous professional development and have provided to the Company the records of the training they received during the year ended 31 December 2021. The individual training record of each director received for the year ended 31 December 2021 is summarised below:

Name of director	**Briefings and updates on the business, operations and corporate governance matters**	**Attending seminars, workshops or self-study of materials relevant to the business or directors' duties**
Executive Directors		
Mr Cheung Shuen Lung *(Chairman)*	✓	✓
Mr Shao Xing	✓	✓
Professor Xiao Jian Guo	✓	✓
Ms Zuo Jin (resigned on 2 December 2021)	✓	✓
Mr Hu Bin	✓	✓
Ms Liao Hang	✓	✓
Independent Non-executive Directors		
Mr Chan Chung Kik, Lewis	✓	✓
Mr Lau Ka Wing	✓	✓
Mr Lai Nga Ming, Edmund	✓	✓

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code. The Board 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 in compliance with legal and regulatory requirements, the compliance with the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

CHAIRMAN AND CHIEF EXECUTIVE

The roles of the Chairman and the Chief Executive are separate and are not exercised by the same individual. Mr Cheung Shuen Lung is the Chairman of the Board. The primary role of the Chairman is to provide leadership for the Board and to ensure that it works effectively in the discharge of its responsibilities. Mr Shao Xing is the President of the Company. The President is responsible for the day-to-day management of the Group's business. Their respective role and responsibilities are set out in writing which have been approved by the Board.

NON-EXECUTIVE DIRECTORS

There are currently three non-executive directors, and all of them are independent. Each independent non-executive director has entered into a letter of appointment with the Company for a period of one year. Pursuant to the Bye-laws of the Company, one third of all the directors, including the non-executive directors, shall be subject to retirement by rotation at each annual general meeting.

All of the three independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise. This composition is in compliance with the requirement of Rule 3.10 of the Listing Rules. Each independent non-executive director has, pursuant to Rule 3.13 of the Listing Rules, provided an annual confirmation of his independence to the Company and the Company also considers them to be independent.

REMUNERATION COMMITTEE

The Remuneration Committee of the Board was established in 2005 with specific written terms of reference which deal clearly with its authorities and duties. The role and functions of this committee include formulating the remuneration policy, making recommendations to the Board on the remuneration packages of all executive directors and senior management, making recommendations to the Board on the remuneration of non-executive directors, reviewing and approving performance-based remuneration, and ensuring that no director or any of his/her associates is involved in deciding his/her own remuneration.

In 2021, the Remuneration Committee met once to review and discuss the remuneration policy for the directors of the Company and the remuneration packages of all directors of the Company. The Company's policy on remuneration is to maintain fair and competitive packages based on business needs and industry practice. For determining the level of fees paid to the directors, market rates and factors such as each director's workload and required commitment will be taken into account. No individual director will be involved in decisions relating to his/her own remuneration. The Remuneration Committee adopts the model of making recommendations to the Board on the remuneration packages of individual executive directors and senior management. Information relating to the remuneration of each director for 2021 is set out in Note 8 to the Company's 2021 Financial Statements.

The members of the Remuneration Committee during the year and their attendance record at the meeting are as follows:

Name of member		**Meeting attended/Eligible to attend**
Mr Lau Ka Wing *(Chairman)*	*(Independent non-executive director)*	1/1
Mr Cheung Shuen Lung	*(Executive director)*	1/1
Mr Lai Nga Ming, Edmund	*(Independent non-executive director)*	1/1

NOMINATION COMMITTEE

The Nomination Committee of the Board was established in 2012 with specific written terms of reference which deal clearly with its authorities and duties. Its terms of reference amended and adopted by the Board in December 2018 can be found on the Company's website (www.irasia.com/listco/hk/founder) and The Stock Exchange of Hong Kong Limited's website (www.hkexnews.hk). The role and functions of the Nomination Committee include determining the policy for the nomination of directors, setting out the nomination procedures and the process and criteria adopted to select and recommend candidates for directorship. Only the most suitable candidates who are experienced and competent and able to fulfill the fiduciary duties and duties of skill, care and diligence would be recommended to the Board for selection. Appointments of directors are first considered by the Nomination Committee and recommendations of the Nomination Committee are then put to the Board for decision. The Nomination Committee is also responsible for reviewing the structure, size and diversity of the board.

The Board Diversity Policy was adopted by the Board on 30 August 2013. In designing the Board's composition, the diversity of the Board has been considered from a number of aspects including, but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of services. Candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. The Nomination Committee is responsible for reviewing the Board Diversity Policy, as appropriate; and reviewing the measurable objectives that have been set for implementing the board Diversity Policy, and reviewing the progress on achieving the objectives.

Out of the eight directors comprising the board, one of them is women. Three of the eight directors are independent non-executive directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, cultural and educational background, professional expertise and skills. The Board endeavours to steer forward and ensure that the Board has a balance of skills, experience and diversity of aspects appropriate to the requirements of the Company's business.

The nomination policy of directors of the Company was adopted by the Board on 28 December 2018. The policy sets out the procedures, process and criteria for identifying and recommending candidates for election to the Board.

Selection Criteria

When evaluating and selecting candidates for directorships, the members of the Nomination Committee or the Board shall consider the following criteria:

(a) Character and integrity;

(b) Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategies;

(c) The Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;

(d) Willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;

(e) In case of independent non-executive Directors, whether the candidates would be considered independent in accordance with the Listing Rules;

(f) In case of re-election, the overall contribution and service to the Company of the Director to be re-elected and the level of participation and performance on the Board and the other criteria set out in this section; and

(g) Such other perspectives appropriate to the Company's business.

These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

Nomination Procedures

(a) The Nomination Committee and/or the Board identifies potential candidates including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agencies and/or advisors. The Nomination Committee then develops a short list of candidates and agrees on proposed candidate(s);

(b) Proposed candidate(s) will be asked to submit the necessary personal information, biographical details, together with their written consent to be appointed as a director. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary;

(c) The Nomination Committee shall, upon receipt of the proposal on appointment of new director(s) and the personal information (or relevant details) of the proposed candidate(s), evaluate such candidate(s) based on the criteria as set out above to determine whether such candidate(s) is qualified for directorship;

(d) For any person that is nominated by a shareholder for election as a Director at the general meeting of the Company, the Nomination Committee shall evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship;

(e) If the process yields one or more desirable candidates, the Nomination Committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);

(f) The secretary of the Nomination Committee shall convene a meeting of the Nomination Committee. For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for re-election or election at a general meeting, the Nomination Committee shall make nominations or recommendations for the Board's consideration and the Board shall make recommendations to shareholders in respect of the proposed re-election or election of Director(s) at the general meeting;

(g) In order to provide information of the candidates nominated by the Board to stand for election or re-election at a general meeting, a circular will be sent to shareholders. The circular will set out the names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations including the Listing Rules, of the proposed candidates; and

(h) The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election or re-election at any general meeting.

In 2021, the Nomination Committee met once to review the structure, size and diversity of the Board, nomination procedure and the independence of the independent non-executive directors, and to recommend the Board on the appointment and reappointment of directors and the succession planning for directors.

The members of the Nomination Committee during the year and their attendance record at the meeting are as follows:

Name of member		**Meeting attended/Eligible to attend**
Mr Cheung Shuen Lung *(Chairman)*	*(Executive director)*	1/1
Mr Chan Chung Kik, Lewis	*(Independent non-executive director)*	1/1
Mr Lai Nga Ming, Edmund	*(Independent non-executive director)*	1/1

AUDIT COMMITTEE

The Audit Committee of the Board was established in 1998 in compliance with Rule 3.21 of the Listing Rules with specific written terms of reference which deal clearly with its authorities and duties. Its terms of reference amended and adopted by the Board in December 2018, can be found on the Company's website (www.irasia.com/listco/hk/founder) and The Stock Exchange of Hong Kong Limited's website (www.hkexnews.hk). The Audit Committee now solely comprises independent non-executive directors of the Company, namely, Mr Chan Chung Kik, Lewis (Chairman), Mr Lau Ka Wing and Mr Lai Nga Ming, Edmund. All the committee members possess appropriate professional accounting and financial qualifications.

The primary responsibilities of the Audit Committee include making recommendations to the Board on the appointment, reappointment and removal of the external auditors, approving the remuneration and terms of engagement of the external auditors, reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, developing and implementing policy on the engagement of external auditors to provide non-audit services, monitoring the integrity of the financial statements and the reports of the Company, overseeing the Company's financial reporting system, risk management and internal control systems and developing and reviewing policies and practices or corporate governance.

In 2021, the Audit Committee met three times. During the meetings, the Audit Committee reviewed the reports from the independent auditors regarding their audit on annual financial statements, review on interim financial results, discussed the internal control of the Group, and met with the independent auditors.

The attendance report of the members of the Audit Committee at the meetings during the year are as follows:

Name of member		**Meetings attended/Eligible to attend**
Mr Chan Chung Kik, Lewis *(Chairman)*	*(Independent non-executive director)*	3/3
Mr Lau Ka Wing	*(Independent non-executive director)*	3/3
Mr Lai Nga Ming, Edmund	*(Independent non-executive director)*	3/3

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the ultimate responsibility to maintain appropriate and effective risk management and internal control systems for the Group to safeguard the interests of shareholders and the Group as a whole and to ensure strict compliance with relevant laws, rules and regulations. The Audit Committee is responsible for reviewing the effectiveness of the risk management and internal control systems and reporting to the Board.

The Group's risk management and internal control systems comprise a well established organisational structure and comprehensive policies and standards. Areas of responsibilities for each business and functional unit are clearly defined to ensure effective checks and balances. Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information used within the business or for publication. The Board also clarifies that the system is designed to manage, rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

During the year, the internal audit department has carried out an overview on the effectiveness of the risk management and internal control systems of the Group. Based on the risk-based approach, the internal audit department continuously review and monitor the sufficiency of the risk control measures of every business unit of the Group and to examine if relevant measures have been implemented. The procedures involve assuring the existence of related risks in the first place, then assessing the levels to which the potential risks are attributed based on the following two risk factors, i.e., the level of significance of the risk and the possibility of occurrence. No material internal control aspects of any significant problems were identified. With reference to the assessment of the internal audit department, both the Audit Committee and the Board conducted review of the risk management and internal control systems maintained by the Group including the financial, operational and compliance controls and risk management functions for the year ended 31 December 2021 and were satisfied that the risk management and internal control systems of the Group had functioned effectively and was adequate during the year.

INSIDE INFORMATION DISCLOSURE POLICY

An Inside Information Policy was adopted by the Company which sets out guidelines to the directors of the Company, officers and all relevant employees of the Group to ensure inside information (as defined in the Listing Rules) (the "Inside Information") of the Group would be disseminated to the public in equal and timely manner in accordance with applicable laws and regulations. The Company also established Group Internal Notification Policies and Procedures for setting out guidelines for identification and notification of Inside Information and notifiable transactions (as defined in the Listing Rules). A whistleblowing policy was also adopted by the Group.

AUDITORS' REMUNERATION

During the year, the remuneration in respect of audit and non-audit services provided by the Company's auditor, Ernst & Young, is summarised as follows:

	HK$'000
Statutory audit services	2,560
Non-audit services:	
Agreed-upon procedures on interim results	406
Agreed-upon procedures on continuing connected transactions	51
Compliance and tax advisory services	94
	551
Total	3,111

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors of the Company acknowledge their responsibility for the preparation of the financial statements of the Group for the year ended 31 December 2021 which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis in accordance with the statutory requirements and applicable accounting standards. The statement of the Auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 64 to 67 of this Annual Report.

COMPANY SECRETARY

Ms Cheang Yee Wah Eva ("Ms Cheang"), who is responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, and the applicable laws, rules and regulations were followed, has been the company secretary of the Company since 11 May 2018. Ms Cheang has taken relevant professional trainings which are in compliance with Rule 3.29 of the Listing Rules for the year ended 31 December 2021.

COMMUNICATION WITH SHAREHOLDERS

The Company affirms its commitment to maintaining a high degree of corporate transparency, communicating regularly with its shareholders and ensuring, in appropriate circumstances, the investment community at large being provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile), in order to enable the shareholders to exercise their rights in an informed manner.

The Company's Annual General Meeting (the "AGM") is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to ask questions about the Company's performance. Separate resolutions will be proposed for each substantially separate issue at the AGM. Directors of the Company, including the Chairmen of the Board and Board committees and Board committee members, and the Company's external auditor attended the 2021 AGM and were available to answer questions from shareholders.

Under the Listing Rules, all resolutions proposed at general meetings must be voted by poll except where the chairman of a general meeting, in good faith and in compliance with the Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Details of the poll procedures will be explained during the proceedings of general meetings. The poll results will be released and posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/founder).

To provide effective communication, the Company maintains a website at www.irasia.com/listco/hk/founder. All the financial information and other disclosures including, inter alia, annual reports, interim reports, announcements, circulars, notices and Memorandum of Association and New Bye-Laws are available on the Company's website.

Shareholders may direct their questions about their shareholdings to the Company's Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong or contact the Customer Service Hotline of the Company's Registrar at (852) 2862 8555. Shareholders may send their enquiries to the Board or the Company Secretary in written form to the head office and principal place of business in Hong Kong of the Company.

THE SHAREHOLDERS' RIGHTS

Convene a Special General Meeting

Pursuant to Section 74 of the Companies Act 1981 of Bermuda and Bye-law 62 of the Bye-laws of the Company, special general meetings shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within three months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner.

Put forward proposals at shareholders' meetings

Shareholder(s) representing not less than one-twentieth (5%) of the total voting rights of all the shareholders of the Company or of not less than 100 shareholders of the Company may by requisition, at their own expense unless the Company otherwise resolves, to put forward proposals at general meetings of the Company pursuant to Clauses 79 and 80 of the Companies Act 1981 of Bermuda (as amended). A written notice to that effect signed by the shareholder(s) concerned together with a sum reasonably sufficient to meet the expenses in giving effect thereto must be deposited at the registered office of the Company not less than six weeks before the meeting for requisition(s) requiring notice of a resolution, or not less than one week before the meeting for any other requisition(s).

DIVIDEND POLICY

Policy on Payment of Dividend of the Company is in place setting out the factors in determination of dividend payment of the Company, including results of operations, working capital, financial position, future prospects, and capital requirements, as well as any other factors which the Board may consider relevant from time to time. The policy shall be reviewed periodically and submitted to the Board for approval if amendments are required.

CONSTITUTIONAL DOCUMENTS

The Company did not make any changes in its constitutional documents during the year.

ABOUT THIS REPORT

This Environmental, Social and Governance ("ESG") Report (the "Report") aims to describe the system construction and performances of Founder Holdings Limited (the "Company" or "Founder Electronics") and its subsidiaries (the "Group") in fulfilling environmental and social responsibilities. This Report is published on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/founder).The Report describes the Group's ESG performances during the financial year from 1 January 2021 to 31 December 2021 (the "Year").

Scope of reporting

The reporting scope of this ESG Report is discussed and confirmed by the senior management of the Group. This ESG Report covers the operating activities which are considered as material by the Group, including the operation of headquarter office and marketing campaigns of Founder Electronics. Founder Electronics is the Group's wholly-owned subsidiary with a headquarter office in Beijing, in which its business activities represent approximately 100% of the Group's total revenue.

Reporting standard

This Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "Guide") as set out in Appendix 27 to the Listing Rules of the Stock Exchange on the basis of the four reporting principles (i.e. materiality, quantitative, balance and consistency).

Materiality: The Group reviews and defines the reporting scope based on the significance of different operations. Business units and operations with significant ESG impacts are disclosed in the report.

Quantitative: The Group presents quantitative environmental and social key performance indicators ("KPIs") as well as historical data in the report for comparison where applicable.

Balance: The Report aims to disclose data in an objective way, which aims to provide stakeholders with a balance overview of the Group's overall ESG performance.

Consistency: Unless otherwise stated, the Group adopts consistent methodologies and retrieves social and environmental KPIs from the Group's internal record system. The scope of reporting and KPIs are consistent with those of the previous report to allow meaningful comparison over time.

Confirmation

As at the year ended 31 December 2021, the Group confirmed that it has established appropriate and effective management policies and internal control systems for ESG issues and confirmed that the disclosed contents are in compliance with the requirements of the Guide.

Feedback

The Group welcomes stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of the ESG Report or the Group's performances in sustainable development at ir@founder.com.hk.

BOARD STATEMENT ON ESG GOVERNANCE

The Group has established a sustainable corporate governance structure to ensure that the measures of sustainable development are integrated into the operations. The Group's corporate governance structure stipulates the responsibilities of the departments and subsidiaries, under the supervision of the Board of Directors (the "Board"), which has the overall responsibility for the Group's ESG strategy and reporting. The Board is responsible for evaluating and determining the Group's ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

The Board reviews issues and policies related to the Group's sustainable development annually, make amendments to the policies in a timely manner and review and approve the Report.

STAKEHOLDER ENGAGEMENT

The Group values our stakeholders and their views relating to its businesses and ESG issues. One of the key approaches is through stakeholder engagement, which enables two-way communication to receive valuable feedback and to act on improvement measures. The communication channels with respective stakeholder groups are highlighted as below:

Stakeholders	Communication channels	Possible issues concerned
Shareholders and Investors	• General meeting and shareholders' meetings • Financial reports, announcements and circulars • Company's website • Company hotline and email	• Business strategies and substainability • Financial performance • Corporate governance
Customers	• Company hotline and email • Business meetings	• Services quality and reliability • Fair and reasonable pricing • Customer information security
Employees	• Employee activities • Training, seminars and workshops	• Training and development • Occupational health and safety • Employee remuneration • Equal opportunity
Suppliers	• Business meetings	• Fair competition
The Public	• ESG Report • Company hotline and email	• Investor relationship

Intelligent consumption reduction, the use of resources in the headquarters office, staff training and social welfare are the most important factors for the Company in terms of environment, society and governance, so they constitute the important reporting divisions in this report. Other measures related to environment, energy and climate change will be reviewed and considered by the Company in the next annual report.

I. ENVIRONMENTAL PROTECTION

The Group serves in the fields of printing, media, publishing, big data and fonts library and is committed to providing leading information processing technology, products, system solutions and value-added services to customers, enabling customers to experience an information technology life in the era of mobile Internet via different devices without time and space limitation. Apart from continuously enhancing business quality and providing value-added services to customers, the Group also recognises the importance of greater environmental stewardship and sustainable development of the community in order to ensure the holistic and harmonious development of our business alongside the environment and communities in which we operate. Throughout the past years, the Group has been actively fulfilling its corporate social responsibilities. It has a proven record in utilizing technology and combining comprehensive staff on-the-job training with its well-established governance system to actively reduce its overall impact on the environment from various aspects.

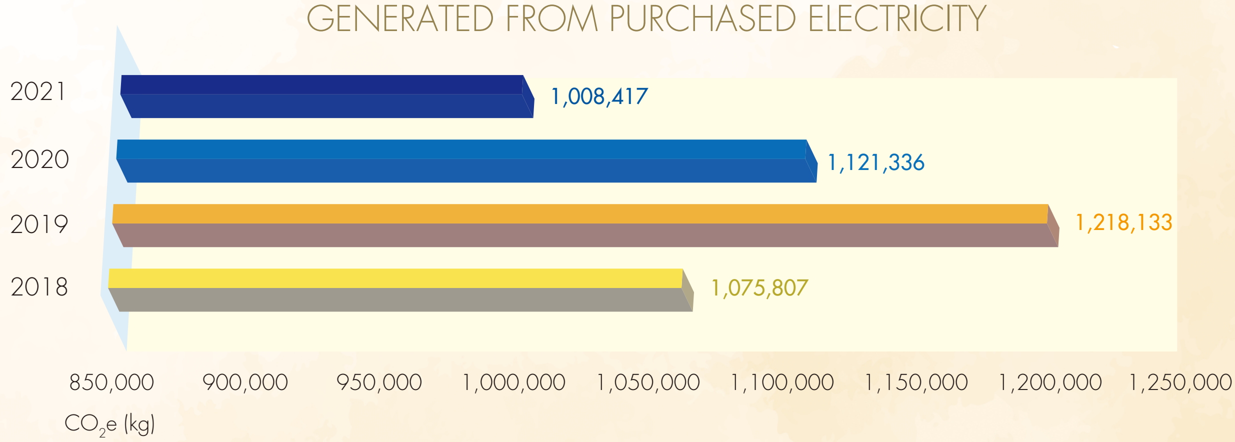
Due to the Group's office-based business nature, the Group does not cause a significant impact on the environment. The Group nevertheless continuously improves existing policies and incorporates new policies with the intention of mitigating potential direct and indirect negative environmental impacts arising from its business operations. Further details are included in the part of "Resource utilisation".

1. Carbon emission

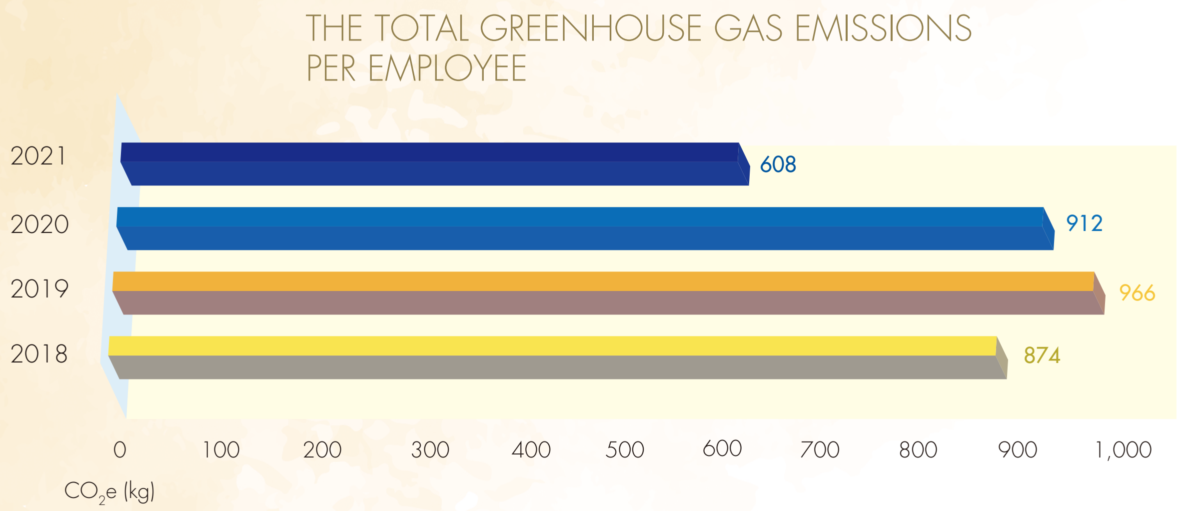
The Group comprehensively enhanced its corporate image on both the environment and the community aspects and actively responded to the challenges and impact of climate changes on the global economy. Starting from 2017, the Group discloses its carbon emission data every year and integrated energy conservation and emission reduction into its long-term plan, pursuant to which it has formulated corresponding carbon reduction measures to lower the impact of its total emission of greenhouse gases to the community and the environment. At Beijing Founder Electronics Co., Ltd. ("Founder Electronics"), the wholly-owned subsidiary of the Group, carbon emission was mainly resulted from energy consumption and electricity used in computers, printing systems, lighting systems and information technology ("IT") systems for its core media business as well as exhaust gas from commercial vehicles. As the major source of power generation in Beijing was coal burning, Founder Electronics has focused its work in relation to energy conservation and emission reduction by saving electricity and reducing consumption of resources with an aim to reduce the greenhouse gases generated from coal burning.

The total emission of greenhouse gases generated from purchased electricity for the year of Founder Electronics are as follows:

TOTAL EMISSION OF GREENHOUSE GASES GENERATED FROM PURCHASED ELECTRICITY



1. Carbon emission *(continued)*



The continuous increasing trend of total emission of greenhouse gases generated from purchased electricity by year is mainly due to the increasing business volume of Founder Electronics and the appropriate overtime work of employees. The total greenhouse gas emissions per employee decreased from approximately 912 kg in 2020 to approximately 608 kg in 2021 with a steady decrease. The Group will encourage employees to save electricity in accordance with the "Measurements for energy saving" in the "Resource utilization" section below.

2. Resource utilisation

The Group worked diligently to enhance the utilization rate of various materials and resources, including energy, water and paper, and strive to enhance the reutilization rate and recycling rate of resources and reduce the amount of waste produced so as to consistently implement its environmental protection concepts to all operational levels and production processes. Founder Electronics always exercises stringent control over its production process to minimize any hazardous or non-hazardous waste to be generated from the company's operation. By doing so, it has reduced waste from production, eased the pressure of waste handling of the community and enhanced the environmental standards of the company.

Reducing consumption by intelligent solution

Given its leading position in the printing industry and in terms of modern media technology, Founder Electronics actively undertook its environmental mission and launched the innovative "Founder All-in-one Solution". The solution integrates printing and digital network and applies intelligent printing to the whole production process, including automatic review, analysis and categorization of orders as well as automatic allocation of necessary materials and assessment of the amount of consumables needed for the orders. The accurate data on actual volume of production and demand would enable more precise control over utilization of materials and thus realize printing on demand, resulting in significant decrease in both consumption of materials and unnecessary paper and improvement in production efficiency.

Reducing waste by high-end digital printing technology

The high-end digital inkjet printing technology developed by Founder Electronics can maximize the utilization rate of ink and reduce the amount of unnecessary unrecyclable waste with the use of recyclable toner cartridge and ink cartridge. Looking forward, Founder Electronics will put consistent efforts in development and innovation, improving its production process, and enhancing productivity with an aim to truly realise green production.

2. Resource utilisation *(continued)*

Measurements for energy saving

The Group focused on reducing various pollutants and proactively reduced the volume of waste generated and enhanced the utilization efficiency of resources through various methods.

Light energy

The Group reduces unnecessary lighting energy consumption; maximize the use of daylight and turn off the light of office rooms that are not being used; clean the lighting and lamps regularly to improve energy efficiencies; use lighting with high energy efficiencies (e.g. T5 fluorescent light and LED).

Air conditioning resources

The Group established policies on better use of air conditioning resources with the lowest temperature of air conditioner being set at 25.5℃ and turn off the air conditioner of office rooms that are not being used during the office hours. After work, all departments shall turn off the power supply of office equipment in time. Special email will be sent before every holiday to remind all employees to turn off the power supply of office equipment.

Paper resources

The Group promotes paperless office by using an electronic working system that replaces paper records and communicate through electronic technical equipment to reduce paper documentation.

Printing resources

The computers and printers are preset for double-sided printing and ink-saving mode; staff are reminded to print documents on both sides and the files to be printed may use thinner fonts and row spacing.

Water resources

To enhance the utilization efficiency of water resources, the Group can obtain the suitable water source steadily, lower the water pressure to the lowest possible level; install double flush toilets in the washroom; conduct leakage testing of concealed water pipes regularly and use the products with first-class water efficiency label.

Information and communication technology equipment

The information and communication technology equipment are completely turned off during non-office hours, and the computers are set to enter automatic standby and sleep mode when it is idle. A wireless network recorder is installed to monitor the temperature and humidity of the data center, so as to better regulate the energy consumption of air conditioning.

Recycling and retrieve

The headquarters office building of the Group is equipped with recycling boxes and facilities. Evaluation for the material consumption is needed when purchasing office supplies so as to avoid excessive inventory. The Group also reduces the purchase and use of disposable and non-recyclable products, such as purchasing recyclable toner boxes and ink cartridges.

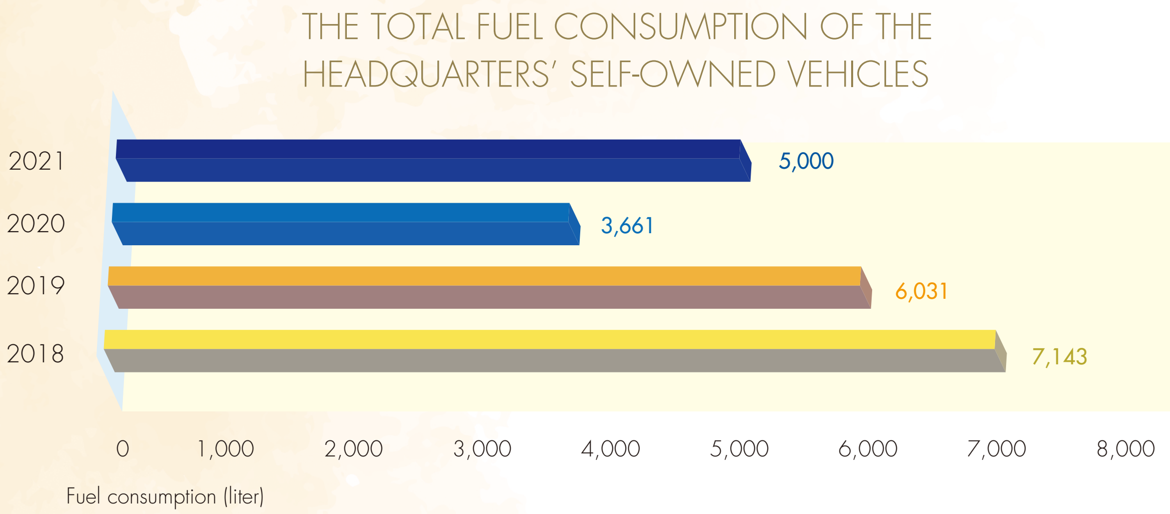
2. **Resource utilisation** *(continued)*

Measurements for energy saving *(continued)*

Staff commuting

Employees are encouraged to share the use of cars and choose public transportation and green commuting to alleviate road burden and vehicle exhaust gas emissions.

Starting from 2017, the Group discloses its utilization of resources to the public every year, the specific details of recent 4 years are as follows:



The total fuel consumption of the headquarters self-owned vehicles in 2021 was approximately 5,000 liters, an increase of 36.5%, mainly due to control of COVID-19, business travel gradually returned to normal, as compared to 3,661 liters in 2020. As the total fuel consumption of headquarters' self-owned vehicles in this reporting year has reached a low level and has declined significantly year by year, the Group aims to maintain the current level in the next year.

	Category	**Emission this year (kg)**
Exhaust gas	Sulphur oxides	0.074
	Nitrogen oxides	49.6
	Particulate matter	4.7

Scope	**GHG emission this year (CO 2-e kg)**
Scope 1: Direct GHG Emissions	13,593.3
Scope 2: Energy Indirect GHG Emissions	695,731.9
Scope 3: Other Indirect GHG Emissions	229.8
Total GHG emission	709,501.0
GHG intensity (CO_2-e kg/employee)	608.0

2. Resource utilisation *(continued)*

Due to the business nature of the Company, the non-hazardous waste produced is immaterial data, the Company considers to try and to collect more data and improve the report scope in the future.

	Category	Energy consumption of this year (1,000 kWh)
Energy use	Direct energy	48.5
	Indirect energy	1,140.4
	Total energy consumption	1,188.9
	Energy intensity (1,000 kWh/employee)	1.0
Resource use	Total water consumption (tonne)	259.7
	Water consumption intensity (tonne/employee)	0.4
	Total packing material used (tonne)	10

II. QUALITY OF WORKING ENVIRONMENT

1. Working environment

The Group has been actively devoting significant resources with a vision of providing a safe and comfortable working environment for its staff and creating a healthy, positive, harmonious and efficient corporate culture that supports its staff at different locations to unleash their potential and hence create more values for the Group continuously. The office building of headquarter rented by Founder Electronics in Beijing has an area of approximately 13,274 sqm. The building was divided into different sections according to departmental functions, which include sales department, research and development department, functional departments and public areas, complemented by pantries and staff rest areas, offering a spacious and comfortable working environment for 1,208 staff.

2. Health and safety

Occupational health of employee

Founder Electronics always regards staff interests as the foundation of long-term corporate development and cares for physical and mental wellness as well as safety of its staff. We understand that the staff would be devoted to the Group's business in their best conditions and continuously create values for the Group only if they have good physical fitness and mental being. Throughout the years, the Group has made strenuous efforts in maintaining occupational safety and caring for its staff. Previously, we have engaged professionals of Chinese medicine to organize a salon, at which the professionals made diagnosis for our staff and gave professional advice on healthcare.

2. Health and safety *(continued)*

Operational compliance

The Group has complied with local safety regulations, striving to place safety in the first place at every operational level. The Group organises fire drills on a regular basis, through which the staff gain knowledge regarding fire safety and their safety awareness raises. In the future, Founder Electronics will continue to adhere to the core people-oriented principle to care for its staff from various aspects and organize different activities to enhance the wellness and safety awareness of its staff.

Internal policy

The Group adopts the following occupational health and safety measures to ensure the occupational safety of staff.

The Group has formulated "The safety management rules of Beijing Founder Electronics Co., Ltd. (北京北大方正電子有限公司安全管理規則)" to provide all staff of the Group with safety guidance within the office and working scope, as well as management rules for safety supervision. In addition, the Group has formulated "The comprehensive emergency plan for safety incidents of Beijing Founder Electronics Co., Ltd. (北京北大方正電子有限公司安全事故綜合應急預案)" to provide emergency plans for emergencies and safety accidents caused by energy, fire protection, network safety and public health, so as to ensure the health and safety of staff and to enhance the strain capacity of the Group in continuous operation.

Employment contract

In the employment contract entered into between the Group and the staff, relevant provisions on labour protection and occupational hazard protection are included. For example, Article 3 states that Founder Electronics has to provide necessary office conditions and labour safety protection for the staff, and establish and improve the working process, job specification and system for labour safety and health. In addition, Article 5 also states that Founder Electronics has to create working environment and conditions for the staff that meet the national occupational health standards and health requirements, and effectively protects the safety and health of staff in production in accordance with the relevant national labour protection regulations. The Group has strictly implemented the above regulations.

In 2021, the number of work-related injuries was 0, so there was no loss of working days due to work-related injuries. In addition, the number and rate of work-related fatalities were both 0.

3. Development and trainings

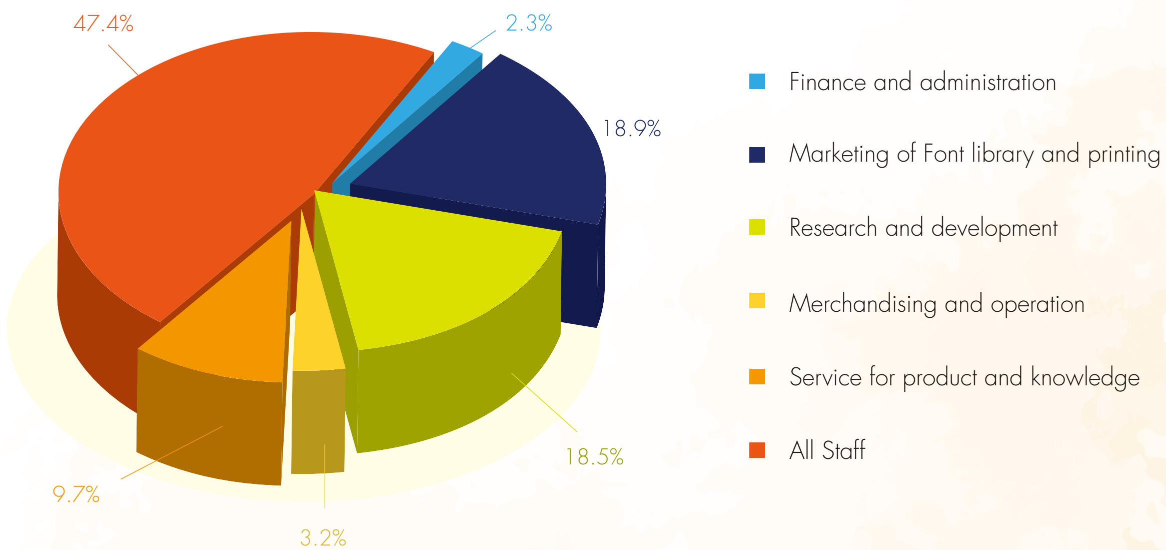
The Group always treats its staff as the most important asset and most valuable resource of the Group. They drive the continuous development of the Group and take the Group to new heights. The Group strives to provide diversified trainings for its staff at different aspects, so that its staff can gain a variety of professional knowledge and continue to develop their abilities, explore potential, enhance professional skills and broaden the horizons. In this regard, the Group launched a series of training programs, covering staff at all levels from new employees to senior management. Apart from free public courses organised by the Human Resources Department, the Group also provided diversified professional trainings targeting different business areas. In 2021, training activities organized by Founder Electronics attracted 3,088 participants in total. These activities have helped staff to better connect with the corporate culture and system and also enhanced their comprehensive capability as well as the capacity for sustainable development of the Group.

3. Development and trainings *(continued)*

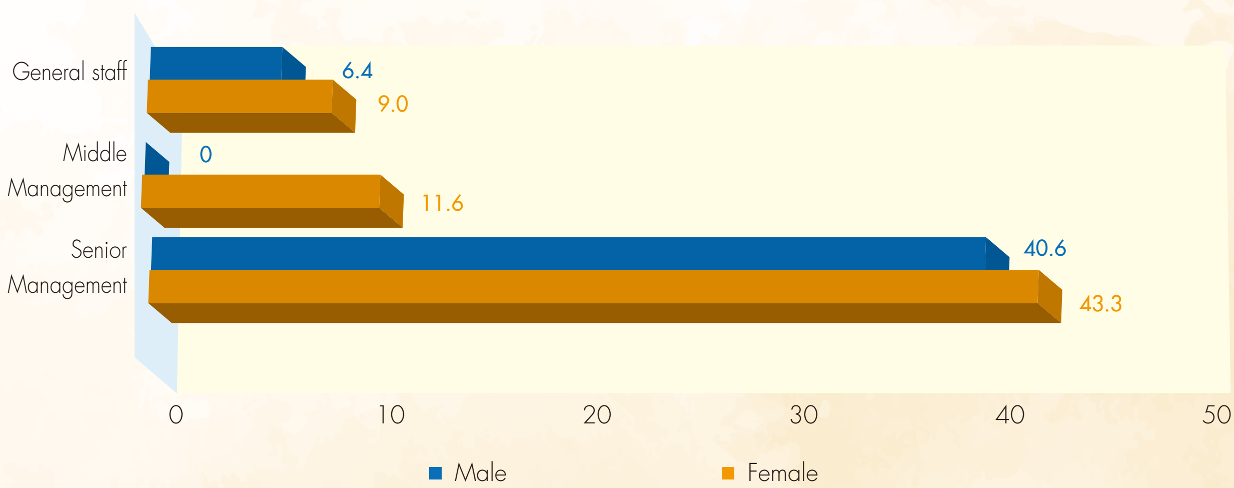
Target group for training

All kinds of training activities of the Group covered the staff of all levels and departments, including finance and administration, marketing of Font library and printing, research and development, merchandising and operation, service for product and knowledge and all staff, so that employees of all departments can have sufficient and comprehensive understanding of their jobs, industry development, innovative technology and corporate culture. In addition, training activities included workshops for workplace social and interest class. The number of participated employees from all departments is as follows:

PERCENTAGE OF PARTICIPANTS IN TOTAL



AVERAGE TRAINING HOURS PER CAPITA BY EMPLOYMENT TYPE



3. **Development and trainings** *(continued)*

Founder Electronics actively organized various activities targeting different types of business for its staff with a view to providing them with the most thoughtful and effective staff training programs.

Business innovation project training, which mainly focuses on the business level and the company level, enables everyone to pay more attention to "business thinking". For "business" field, Founder Electronics builds a unified dialogue platform for leaders, executives and general employees, so that general employees with more willingness and potential can participate, learn and practice the innovation project, and systematically improve their ability of "business thinking".

In order to provide best practice for new managers, helping new managers better transform and develop themselves, enriching the capability of new managers' individual and teams, Founder Electronics held a training camp for new managers. Through "case study", "typical" situations in actual work are extracted for sharing and practicing management experience.

3. Development and trainings *(continued)*

Founder Electronics holds a new employee training programme every quarter to provide new employees with opportunities to know the company, integrate into the enterprise and understand the enterprise business.

The training series of "Orange wisdom for new youth" is mainly to increase the retention rate of high potential employees who are with a company age of 2 to 4 years, providing them with a platform for direct dialogue with senior executives, and to expand their circle of friends and learning.

4. Labour standards

Equal and diversified employment opportunities

The Group strives to provide equal and diversified employment opportunities for its staff and strictly complied with the principle of fairness and anti-discrimination. Founder Electronics respects gender equality. Staff are provided with the same benefits and their remuneration are determined with the same method for new recruitment, promotion and determining level of remuneration. Promotion is based on personal competence instead of other factors such as gender and age. Furthermore, Founder Electronics includes its commitment to fairness and equity in the Company's rules, so that all employees are treated equally and all kinds of discrimination are strictly forbidden. The Group also encourages mutual respect among staff members in a view to creating a harmonious and friendly working environment.

In 2021, the Company had 1,208 regular employees, including the increase of 244 full-time employees and 13 part-time employees. In addition, the Company has 42 contract employees, including 29 interns and 13 retirees by reemployment. Regarding the data of part-time employees, contract employees and interns divided by gender, age group, employment type and region, due to the limitations of the data collected this year, it will be improved in the next annual report.

Ensure the rest time of staff

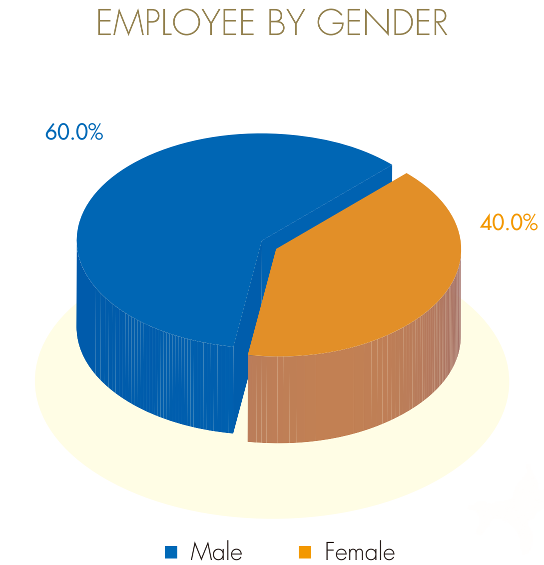
Moreover, the Group reviews its employment terms on a regular basis and issued the "Management Rules for Attendance and Holiday (考勤及假期管理制度)", which effectively avoids the problem of prolonged working hours or forced labour and ensures the rest time of its staff by imposing stipulated number of working hours.

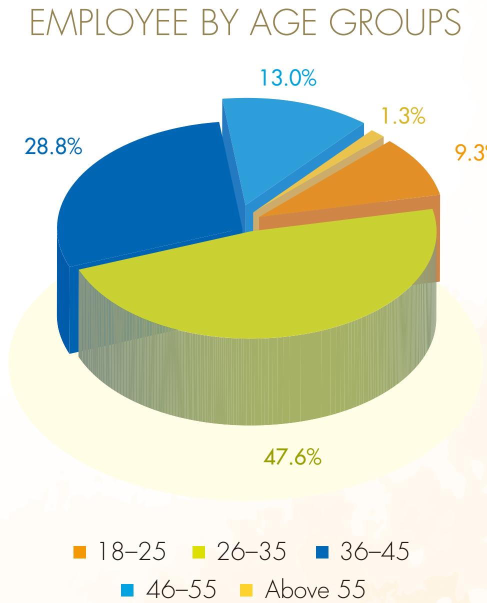
Prevention of the employment of child labour

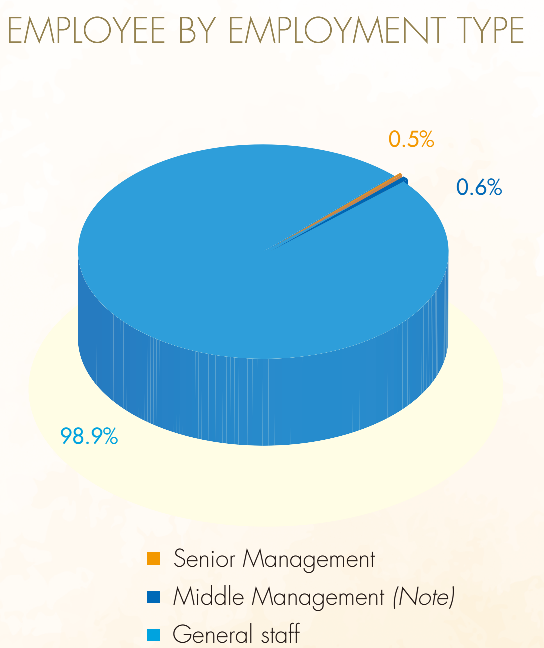
The Group strictly abides by the provision of Article 15 of the Labour Law of the PRC, Article 28 of the Law on the Protection of Minors of PRC and Article 2 of the Prohibition of Child Labour Provisions (Order No. 364 of the State Council) that all the minors under the age of 16 are forbidden to be recruited. For staff recruitment, Founder Electronics has established a requirement for minimum academic qualification for employment to ensure that no child labour is employed. If the Group finds and realizes any violation on the prevention of forced labour and the prevention of the employment of child labour, it will be handled by the department of Human Resources in accordance with the "Management Rules for Attendance and Holiday" and the "Prohibition of Child Labour Provisions (禁止使用童工規定)" or the applicable internal guidelines.

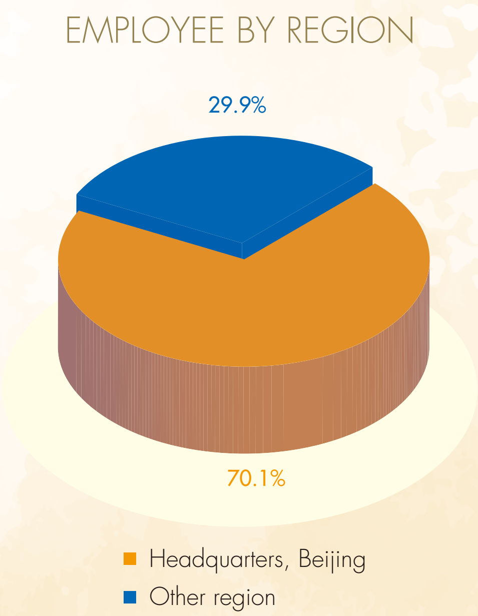
4. Labour standards *(continued)*

A detailed classification of our staff by gender, age groups, employment type and region set out as below:







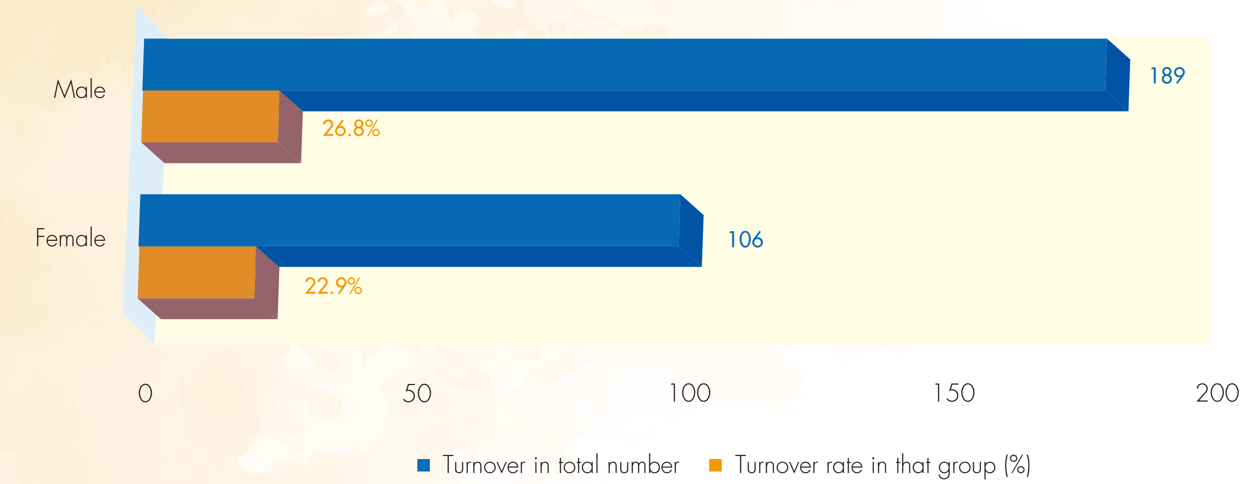


Note: The definition of employment type division in this reporting year has been updated internally. The definition of Middle Management in the past was "all cadre members except leading members and vice presidents of the Company", while in this reporting year, it defined as "the principal and deputy positions of the first level departments except the Senior Management", with a smaller scope than in the past. As a result, the proportion has also decreased to 0.6% in this reporting year, but actual human resources configuration has not changed so much.

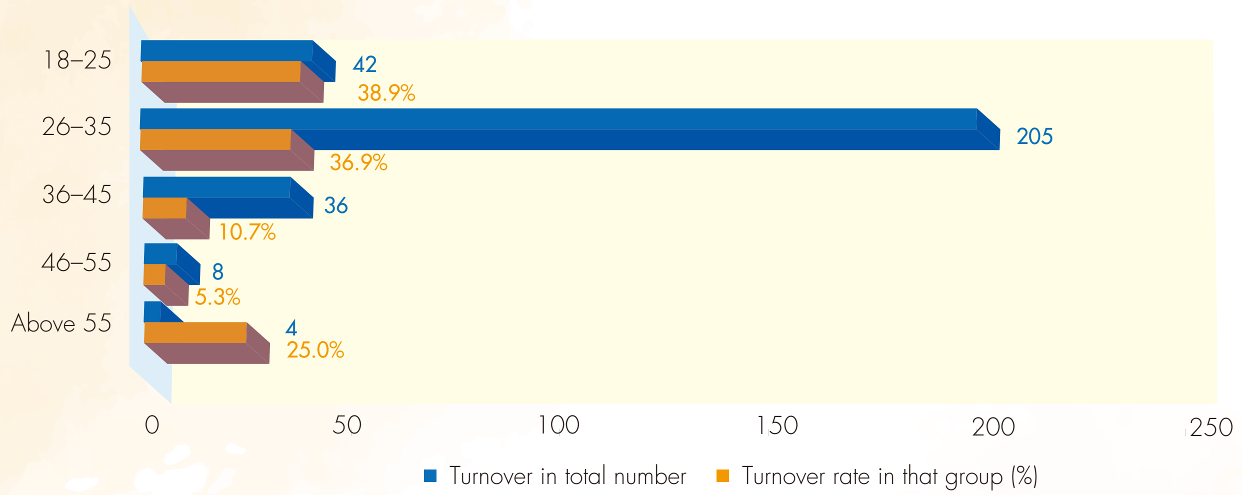
4. **Labour standards** *(continued)*

A detailed classification of staff turnover rate by gender, age groups, employment type and region set out below:

STAFF TURNOVER IN NUMBER AND IN RATE BY GENDER

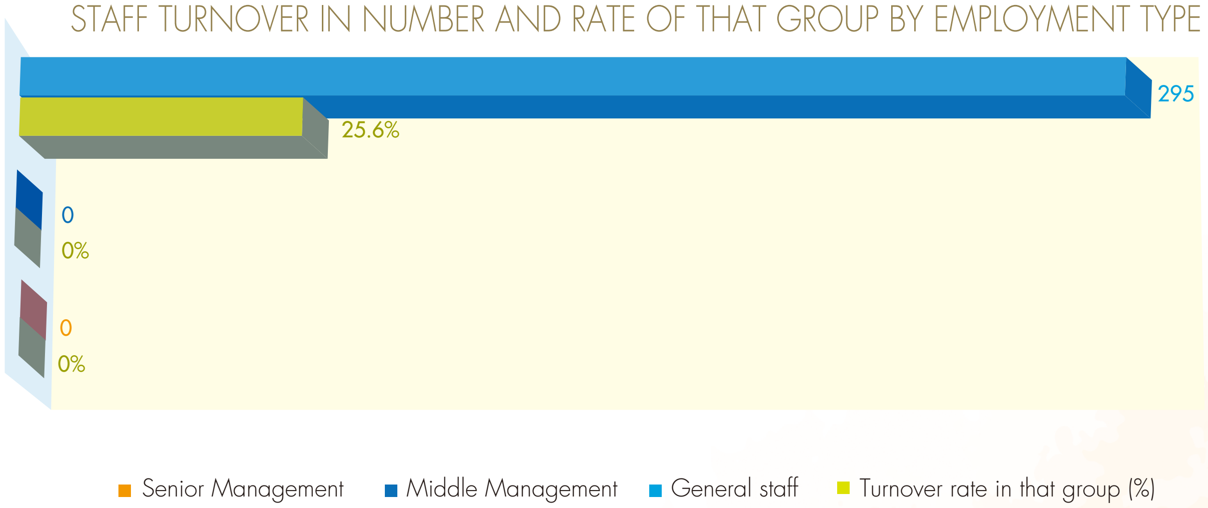


STAFF TURNOVER IN NUMBER AND IN RATE BY AGE GROUPS

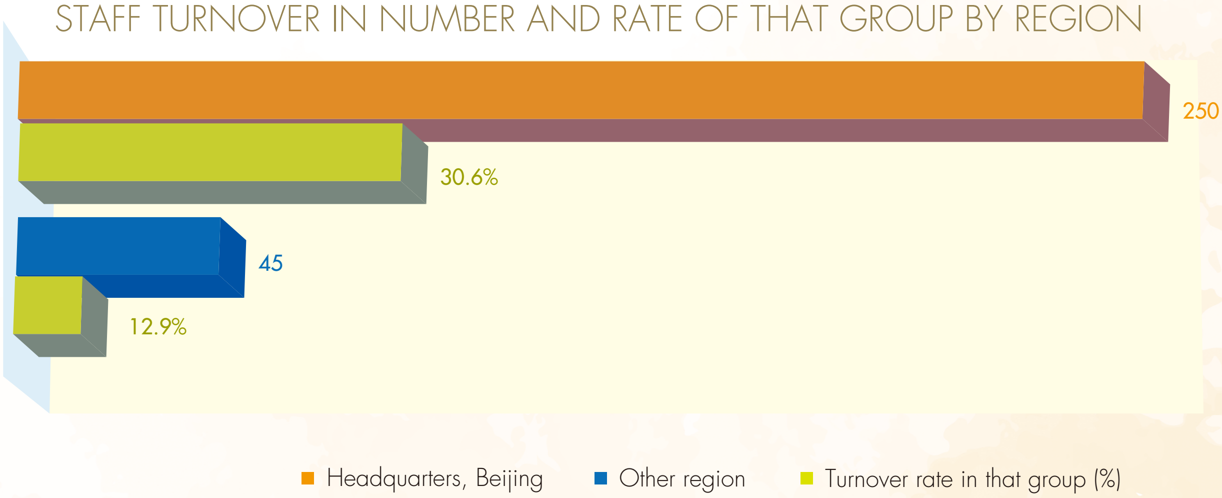


4. Labour standards *(continued)*

STAFF TURNOVER IN NUMBER AND RATE OF THAT GROUP BY EMPLOYMENT TYPE



STAFF TURNOVER IN NUMBER AND RATE OF THAT GROUP BY REGION



5. Staff welfare

The Group adhere to the core people-oriented principle, respecting the rights and interests of our employees and has already established a comprehensive welfare system, providing its staff with statutory benefits in strict compliance with the provisions of the Labour Law in the People's Republic of China, the scope of which covers provident fund, pension insurance, social insurance, additional commercial insurance, medical insurance, unemployment, maternity and work injury, etc.

Social insurance

Regarding the various bases of premium of social insurance for staff, Founder Electronics implements and pays the premium in accordance with the national and local regulations to ensure that staff is guaranteed of statutory social protection.

Additional commercial insurance

Founder Electronics provides comprehensive medical insurance, personal accident insurance for staff and provides traffic accident insurance for staff with specific job needs, in order to provide staff with better medical and accident protection and more caring as well as comprehensive medical benefits.

Staff dormitory

Founder Electronics offered first-class accommodation for its staff. The dormitory was equipped with thoughtful facilities that take care of all aspects of lives of our staff, making every effort to show its care for the staff and providing them with comfortable, home-like dormitory equipment. Furthermore, Founder Electronics added one more laundry room for the staff living in youth apartment in order to satisfy the demand for washing and drying of clothes, and reduce their waiting time. In addition, there were 8 old air conditioners being replaced for improving the quality of lives of staff. Founder Electronics ceaselessly enhanced the overall living standards of the dormitory, which has in turn enhanced staff morale and their sense of belonging to the company.

Other benefits

To show the Company's care and attention to staff, Founder Electronics provides working lunch allowance of RMB30 per workday for staff, so that staff can enjoy a rich and nutritious lunch. In addition, the company provides free health check-ups, wedding cash gifts, travelling expenses of family visits for staff and so on.

5. Staff welfare *(continued)*

Staff activities

In 2021, Founder Electronics held a number of large staff activities, so that staff could feel more belonging to the Company, and enhance the cohesion of the Company, reflecting the company's care for staff, showing a harmonious corporate culture.

Happy guessing lantern riddles

With the arrival of the new year, bowls of sweet sticky rice balls with the meaning of "Reunion" were sent to employees, and employees of Founder Electronic felt the warmth of the big family.

Goddess Festival of Electronics Family

On 8 March, Founder Electronics held the "Goddess DIY Workshop". "Opening the heart by fragrance, lighting up the life by color", Goddess Festival of Electronics Family took lipstick DIY Workshop as the theme. The employees personally made their own "goddess" color, giving this spring more beautiful colors.

5. **Staff welfare** *(continued)*

Staff activities *(continued)*

Spring blessings 4.0

Four years like a day, Founder Electronics invited staff calligraphers to send unique New year's blessings to Electronics Family by splashing ink for Chinese Calligraphy, so that employees could fully feel the unique "Chinese New Year's flavor" given by the company on the eve of the Spring Festival.

5. Staff welfare *(continued)*

Staff activities *(continued)*

Fairy in Flowers Festival

During the Flowers Festival, employees of Founder Electronics discussed and experienced the traditional "Han" clothing culture and wore the clothing together as demonstration. Through study and communication, the employees could have a deeper understanding and understanding of "Han" clothing culture.

Blessing in Dragon Boat Festival

In the coming of Dragon Boat Festival, Electronics Family specially invited the employees with delicate hands to cut silk satin, pack wormwood and sew their own exclusive DIY wormwood sachet with the blessing to the employees, in order to made employees felt the caring of the Company so as to establish more sense of belonging.

5. Staff welfare *(continued)*

Staff activities *(continued)*

Reunion in Mid-Autumn Festival

In the coming of Mid-Autumn Festival, over 500 employees of Founder Electronic participated in the "Peach Garden Party". The five-star mysterious barrier was set in the Garden Party, the employee who successfully broke through the barrier could be awarded the moon cakes. Employees could fully feel the rich and colorful atmosphere of the corporate culture. With the youthful and interesting culture and activity, more close relationship was built with the employees.

Staff reward

In the aspect of environmental governance, Founder Electronics sets incentive targets for staff's performance according to two criteria. One is to reward the staff who carried out the replacement of plug-in board with a small commemorative prize. The second is the staff who actively put forward effective suggestions on environmental improvement to the department of administration, who will be rewarded with an exquisite gift if the suggestions were adopted.

III. OPERATING PRACTICE

1. Supply chain guidance on environmental and social risks

The Group puts great emphasis on quality of supply chain management and the possible impact on the environment and society in the supply process, such as how to save on the transportation process of the supply chain, so as to reduce the emissions of greenhouse gases and pollutants released from the transportation process. Therefore, the selection of suppliers will be based on the supply mode, supply content, supply cycle, location of customer, special policy requirements of manufacturers or users, business terms and other comprehensive conditions. The Group provides the internal guidance on the selection of the following four categories of suppliers:

Product suppliers

The Group selects long-term cooperative suppliers in priority and choose to deliver the products from manufacturers to the customer's location directly according to the customer's location, the delivery date, the actual situation of the project and the company's audit requirements. If there are requirements on the limitation of the supplying area by product manufactures or special requirements by users, it will give priority to the local suppliers, and deliver the product directly to the customer's location, instead of arranging shipment through the Company's warehouse, so as to save transportation cost and resources and reduce the emission of greenhouse gases and pollutants.

Software products suppliers

The Group will give priority to the suppliers that can provide virtual authorization with non-physical supply methods in order to reduce transportation.

On site implementation and service suppliers

Based on the actual project situation, the Group will prioritise customers' location when considering supply made thereto.

Production and processing suppliers

In the early stage of cooperation, the Group will conduct a comprehensive assessment on its business qualification, and require it to have environmental qualification to prove that the production and processing does not constitute a negative impact on the environment, otherwise the Group will not cooperate with such suppliers.

2. Supply chain management

The background for introduction of suppliers

In response to the changes in the business environment and needs for business development, the Company exercises caution in introducing new suppliers while reviewing the existing structure of supply chain on a regular basis. The introduction of new suppliers is due to the needs of new business development. First, there are no existing suppliers in the original supplier system that can meet the needs of new business supply. Second is regarding the original business. There are already suppliers in the original supplier system that can meet the supply requirements, but in order to improve the capacity of the supply channel, suppliers with better quality, pricing or business conditions can be introduced to form a more competitive supplier system.

Supplier Introduction Rules

The Group puts great emphasis on business quality, thereby adhering to the principles of fairness, justice and openness in terms of selection of suppliers. Therefore, Founder Electronics has formulated the "Supplier Introduction Rules (供應商引入規則)" to select appropriate suppliers in strict compliance with the rules and regulations. Any supplier that have never traded with the Group are required to complete comprehensive assessment on business qualification and the relevant approval procedures for introduction of supplier before a new transaction.

2. Supply chain management *(continued)*

The procedures for introduction of suppliers

The Group will arrange on-site visits to the manufacturers regularly in light of its attention to the testing and verification on product quality. In addition, a set of stringent standards for selection of suppliers with qualifications is in place and the specific requirements are as follows:

- Basic qualification requirement: Suppliers shall provide respective records of their qualifications, including the certificate of Unified Social Credit Number, identity card of legal person, basic information and financial statements of suppliers. If the supplier is a channel provider, it is also required to provide the qualification document proving that it is duly authorised by the manufacturers;

- Focus of Review: Founder Electronics will perform due diligence on basic information of suppliers and evaluate if their operating condition is excellent from the corporate financial statements to estimate its performance ability;

- Requirements on commercial conditions: Founder Electronics will enter into supplier contracts/agreements and non-corruption agreement with the suppliers who satisfy the qualification requirements. The agreements will specify the terms upon mutual agreement, such as the payment condition, delivery date and after-sale terms and will be subject to approval by the legal, operation, procurement and financial departments;

- Qualifications of environmental assessment: For suppliers engaging in processing, Founder Electronics maintains strict qualification requirement on the environmental assessment of manufacturers, otherwise such cooperation will not be considered;

- Special requirements: Founder Electronics exercises caution to a certain extent in introducing new suppliers, in which the differences of commercial conditions between newly introduced and the existing suppliers must be specified. For long-term corporate suppliers, Founder Electronics pays attention to where the supplier is located, whether the supplier can supply high-quality products in a long-term and stable manner, and whether it will continue to offer at relatively reasonable costs; while for project-specific based corporate suppliers, we pay attention to the degree to which the project is satisfied, such as delivery date and after-sales guarantee of the project, etc..

Scope of application

The relevant management system for introduction of new suppliers is applicable to all suppliers cooperating for the first time. Moreover, with the controlling by the system, suppliers that have not been imported for approval will not be able to complete the approval, signing and payment of subsequent contracts. In the evaluation year, the cooperative suppliers shall participate in the evaluation if there is any purchase transaction.

Evaluation mechanism for existing cooperative suppliers

1. *Evaluation cycle*

   For the suppliers in cooperation, the supplier evaluation is carried out annually. Specifically, a comprehensive assessment is carried out in the following year for the overall condition of the contract of the previous year.

2. *Evaluators*

   According to the type of the supplier and the kind of service business, etc., each supplier shall be evaluated by at least 2 evaluators. At least one evaluator from non-purchasing department shall be included.

2. Supply chain management *(continued)*

Evaluation mechanism for existing cooperative suppliers *(continued)*

3. *Evaluation dimension*

   According to the different service contents of suppliers, the evaluation dimensions of suppliers include but are not limited to the aspects of quality, price, service, delivery, business qualification, etc..

Founder Electronics will conduct regular assessment on the existing suppliers. Comprehensive evaluation will be conducted on product or service quality, delivery timeliness, transportation and packaging quality, after-sales service quality, service improvement, product or technical safety and other dimensions. If there are bad records in the annual cooperation, evaluation points will be deducted according to different degrees. If the total score is less than 60 marks, the cooperation will be terminated.

Selecting criteria for suppliers that meet environmental protection products and services

1. In relation to product solution, according to the requirements of national environmental protection policies in the field, enterprises meeting environmental protection requirements shall be selected for strategic cooperation, and relevant products meeting environmental protection requirements shall be used, or equipped with environmental protection, so as to provide customers with high-quality products in the form of comprehensive solutions.

2. Product suppliers in special fields shall provide relevant certification recognized by the field such as 3C certification, quality management system certification, etc. before the first cooperation. If there is no relevant certification, the approval for new supplier introduction will not be passed.

3. For products delivered in short distance, on the premise of ensuring product quality and safety, unnecessary packaging materials will be reduced so as to reduce procurement costs on the one hand and save resources on the other hand. The relevant implementation and supervision of this part can be reflected through the optimization of case's procurement cost.

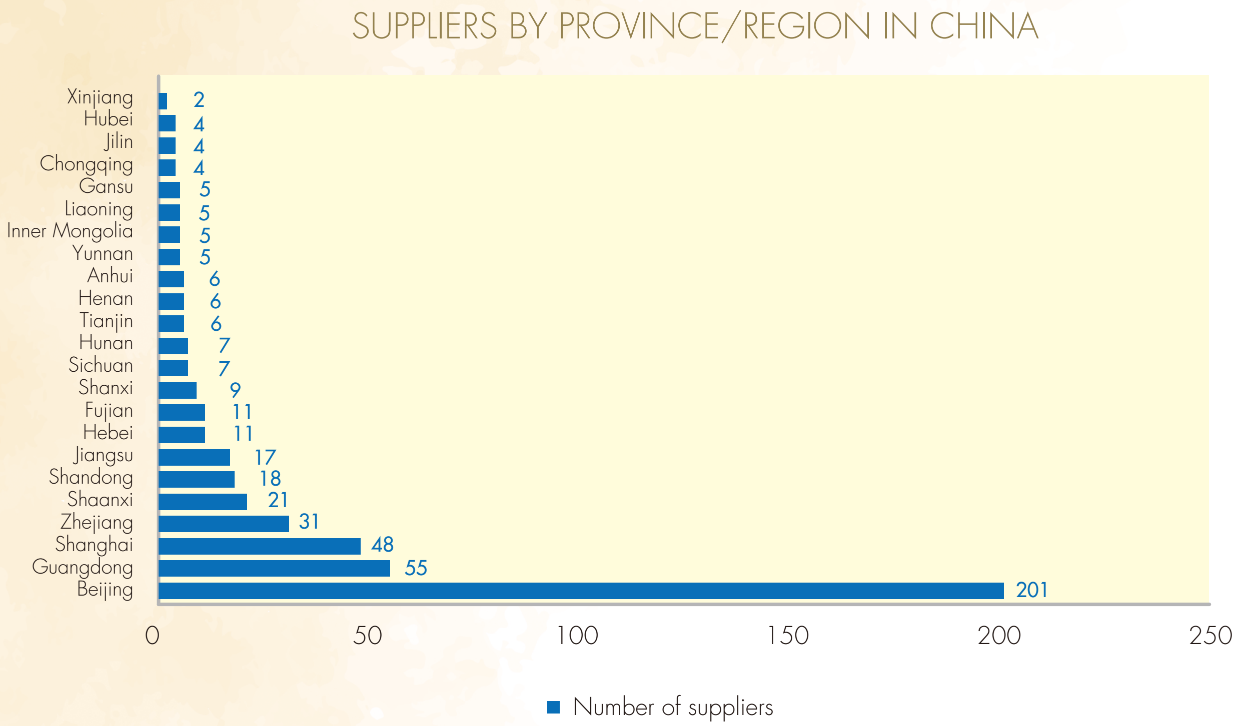
4. For the strategic co-operative suppliers that supplying the liquated products, it will be requested to alter the quality and specification of the products, under the predominance status and market satisfaction of the Group. By using the environmental materials which are difficult to damage and increasing the capacity of specification packing material will be reduced in the mass. In addition, the decreased volume of delivery can be achieved by further altering the ordering habit of customers, changing the order mode of high-frequency-low-capacity to low-frequency-appropriate-amount.

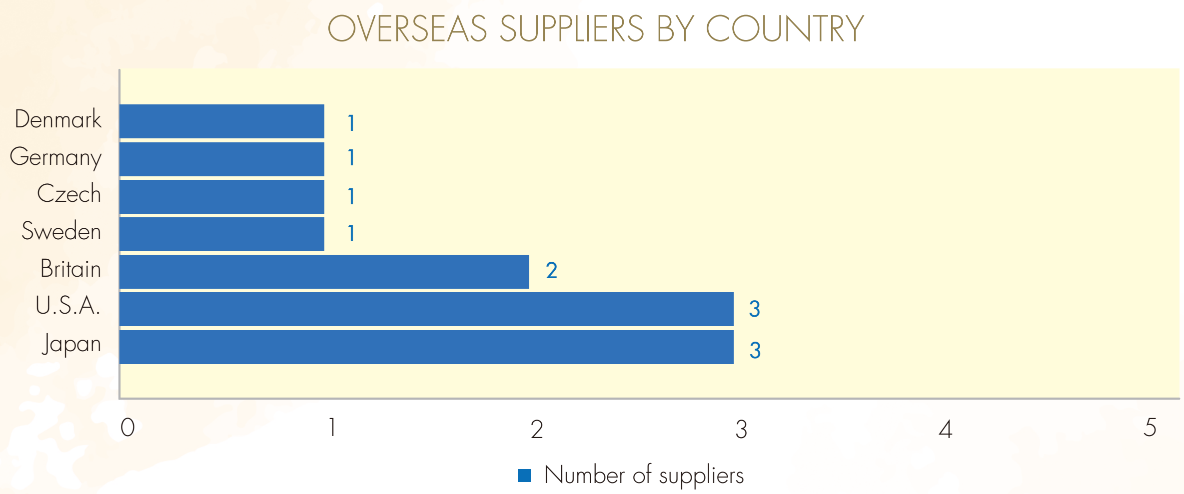
5. Concerning the situation of damaged and hurt to environment during the transportation, the Group will increase the strength of management towards the suppliers. The goods should be insured in light of appropriate proportion before delivery. If the situation of the damage still exists, the procurement department should inform the business department immediately in order to claim the equal or above-equal compensation cooperatively towards the suppliers and alert the attention of suppliers. Furthermore, grade deducting will be conducted in the suppliers' annual evaluation by examining from the after-sale defection record.

6. For production-oriented suppliers, field inspection shall be carried out before the introduction. The requirements of the inspectors include not only the personnel of product technical direction, but also personnel of procurement. The key points of the inspection shall include: production environment management, production personnel management, production equipment management, production efficiency management, etc., and meeting minutes shall be formed according to the investigation process and results. After the supplier passes the inspection, it will be reflected when the supplier is officially introduced.

7. For product services, if there is no need for on-site solution, remote solutions such as network and telephone are preferred in order to void waste of human and material resources.

3. Source of suppliers





4. Product responsibility

Printing development promoted by innovation products

Founder Electronics is always committed to research and development of innovative products, with a view to providing customers with leading information processing technology, products, solutions and value-added services with high efficiency and quality through enhancement in service quality of business and advanced technologies. In 2020, the Company continued to deepen its strategic goal of realizing POD service (on-demand publishing) for PRC's publishing industry, aiming at promoting the current situation of lagging behind in the process of intelligence and automation in the industry by pouring the resources. A comprehensive solution which is suitable for POD on-demand printing system has been constructed, specifically including:

- Jieying P5600 digital inkjet production line (桀鷹P5600數位噴墨生產線): an industrial grading piezoelectric nozzle on demand, the first-to-none paper circuit design, a brand new structure of inkjet module, an open interface standards.

- Founder Yunshu Cloud Platform for Books and Periodicals Production (方正雲舒書刊製作雲平台): build a digital management platform for book production process, and get through the publishing and printing chain.

- New Generation of On-Demand Intelligent Production System (新一代按需智慧生產體系): using digital printing, information and communication technology to realize the connection between people and things, to help enterprises construct flexible, efficient and intelligent work paradigm.

For the press, publishing and printing industries, the promotion of the progress of the industry with technique and technology has always been the company's diligent pursuit, tireless exploration and development goals. In the future, Founder Electronics will build a Chinese version of the intelligent and digital on-demand printing factory, through the Internet cloud service platform to form an integrated information system as a whole with publishers and distributors.

The Group is in strict compliance with the stringent requirements laid down by the national and local regulatory authorities on customer services and products. Founder Electronics, adhering to the principle of being customer-oriented, has developed a stringent system on controlling product quality in addition to the legal requirements, checking every process in respect of products and services to ensure steady and reliable quality of products, so as to provide the best customer service experience.

The main business of the Group is research and development of software, and there is no major production activity related to hardware, the products thus are not polluted to the environment and do not involve in the environmental protection issues. During the reporting period, there were no products sold or delivered that need to be reclaimed for safety and health reasons and no complaints about products and services sold.

Handling procedures for customer complaints

The Group's handling procedures for customer complaints has the following correspondent management process, which describe the acceptance of customer complaints, handling of complaints, supervision of the handling process, confirmation of complaint results and analysis of complaints, etc., so as to ensure the timely and efficient handling of complaints.

4. **Product responsibility** *(continued)*

Handling procedures for customer complaints *(continued)*

Complaints' acceptance and recording

The business support department has set up a complaint hotline, fax and mailbox, where a specially assigned person (customer service specialist) handles complaints from customers about the company's products, services, sales and other aspects. The customer service specialist shall fill in the "complaint acceptance record form" in a timely and detailed manner to record the information and handling process of complaints from the beginning of accepting complaints from customers.

Handling of complaints

Handling of complaints by responsible department

The business support department shall determine the department responsible for handling the complaint and submit the complaint to the relevant responsible person. The responsible department includes the relevant business departments, regions and business departments involved in the leftover problems and complaints. The person in charge of handling must complete the problem analysis, preliminarily decision plan and notify the customer and business support department within 2 working days to ensure that the complaints are handled as soon as possible. The person in charge of handling shall coordinate the relevant departments to implement the solutions and timely inform the business support department of the service center concerning the development. If necessary, the business support department can participate in coordinating and solving problems.

Tracking the process by Business support department

The business support department shall follow up and supervise the handling process, and the frequency of follow-up shall be determined according to the solution provided by the person in charge of handling, and coordinate with the customer if necessary.

The handling results for complaint

When the complaint is solved, the business support department will communicates with the customer to obtain the customer's approval. The complaint will be filed when the handling result is approved by the customer. The business support department shall coordinate with the person in charge of handling if the handling result is not accepted by customer. If no agreement is reached by the customer and the person in charge of handling, the director of the business support department shall give handling opinions according to the investigation, and the general manager of the service center shall give handling opinions in case of serious problems. If the customer does not accept the final solution or adopt other solutions such as appeal, or arbitration, the business support department can terminate the coordination and the follow-up of this complaint.

After-complaint

After handling each complaint, the business support department shall sort out the complaint record, summarize and analyze the complaint, and form a report to the relevant management. The Group's management process for handling customer complaints complies with the requirements of ISO 9001 quality control system. During the reporting year, the Group received 0 complaint.

Protection on intellectual property

The Group has developed an internal patent application process in which the patent review committee of the technology management department assists in reviewing the writing and the submission of application for technical patent documents, and employs an external patent agent to assist in patent application, so as to protect the intellectual property of the Group. In addition, the Group will conduct annual assessment on patents every year, abandon invalid patents, and carry out patent early warning locally and abroad from time to time to avoid infringement and being infringed. The Group also applies for and protects intellectual property in accordance with the Patent Law of the PRC, the Trademark Law of the PRC and the Copyright Law of the PRC.

4. Product responsibility *(continued)*

Verification process for product quality

The Group has developed "Test Regulations (測試規程)" internally, with a special team to verify the quality of software products. The verification process includes test planning, test implementation, test evaluation and program error handling post-product release, so as to ensure customers to receive high-quality products.

Protection on customer data

The relevant customer data is stored and maintained in the enterprise resource planning system (ERP). The Group sets the access authority of the corresponding operation module. Unauthorized personnel cannot access and use the customer data, and the aforesaid operation does not involve the export of customer so that the customers are protected.

5. Anti-corruption

The Group firmly opposes corruption, favoritism and irregularities. To eliminate corruption and deceit and uphold the principle of impartiality and integrity, Founder Electronics has formulated a series of standards and regulations to eliminate such acts in every business. Staff is prohibited from accepting advantages from suppliers, customers, colleagues and others when performing duties. The Group is also committed to promoting the style of honesty and justice, setting up the "management rules for business ethics and integrity construction (商業道德及廉潔建設管理規則)" in which the specific requirements and management mechanism for integrity construction have been specified to prevent corruption, and requiring staff to comply with the ethical standards and develop business adhering to the highest standard of integrity, so as to enhance the overall integrity of the Group. During the reporting period, there were no legal cases regarding corruption practices brought against the Group or its employees.

Measures and trainings on Anti-corruption

Enrolled employees of the Group are required to participate in the training of business ethics and incorruptibility construction according to the training arrangement for new employees. In daily work, the heads of each department shall publicize and implement the business ethics and incorruptibility construction requirements of their own employees or in the business scope under their administration. The legal department will also carry out the corresponding training of business ethics and incorruptibility construction from time to time every year.

In 2021, the Company mainly conducted anti-corruption training in the Founder Electronics's internal business meetings for senior management, with a total of 12 participants.

5. Anti-corruption *(continued)*

Compliance training

During the training in "Successful Start for New Staff", the Group mainly carried out compliance training, which involves the popularization of some common legal knowledge, emphasizing law-abiding and discipline abiding, and not conducting illegal things such as encroachment on occupation, misappropriation of funds, bribery and so on. In addition, the Group also regularly carried out the class or issued guidance documents for employees to learn by themselves.

In 2021, the compliance training of Founder Electronics was mainly held in the induction training and all new employees were required to participate, with a total of 244 participants.

Reporting mechanism

The Group encourages employees to report the possible corruption of the company. Employees and departments of the Group both have the right and obligation to report the violations concerning such behaviours. Employees can directly file the complaint with materials to the working team of risk management.

The working team of risk management is the administrator for business ethics and incorruptibility construction. Employees can directly report the complaint with materials to the working team of risk management. The working team accepts complaints of corruption, conducts independent investigation on corruption, and gives handling opinions on the investigation results.

IV. SOCIAL WELFARE

In order to earnestly honour our corporate citizenship, the Company is always committed to serving and contributing to the society by proactively participating in various public services. As a leading enterprise in the modern printing and media technology in China, Founder Electronics has made strenuous efforts in understanding the needs of society, sharing the results of technological innovation and research and development of the Company with the society. It also enhanced the cultural development of the society by organising activities involving social education, cultural diffusion and internet, so as to promote social civilisation.

Release conference of Phase II achievement of "Beauty in Chinese Calligraphy – Exquisite Chinese Font Library Project Charity Program"

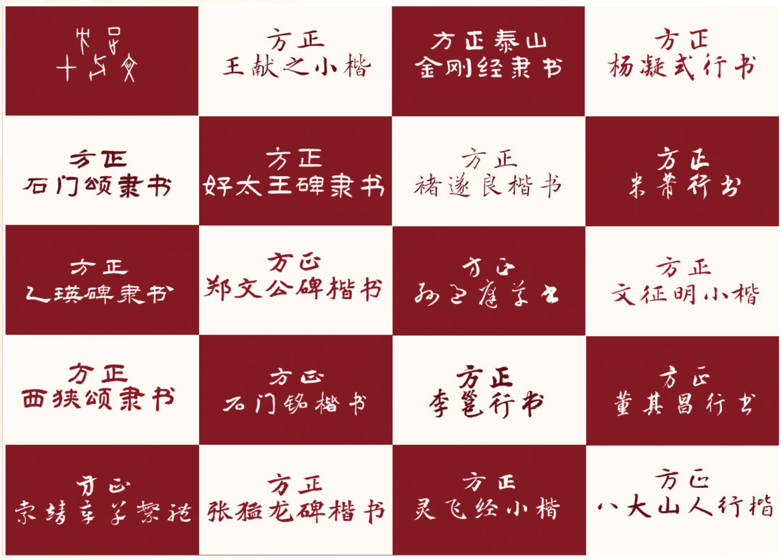
Cultural contribution – "Exquisite Chinese Font Library Project"

In the field of culture, Founder Electronics actively promotes the integration of calligraphy art, information technology and application for Chinese character, and innovatively promotes the inheritance and development of Chinese character culture. In the project of "Exquisite Chinese Font Library Project (中華精品字庫工程)" which is supported by the Project of "Heritage and Development of Excellent Chinese Tradition and Culture (中華優秀傳統文化傳承發展工程)", Founder Electronics is responsible for the development of font library for the masterpieces of classical calligraphers under the guidance of the China Federation of Literary and Art Circles and the State Language Commission, and the Chinese Calligrapher Association is responsible for the selection and quality auditing of the developed fonts.

Phase II of "Beauty in Chinese Calligraphy – Exquisite Chinese Font Library Project Charity Program"

In order to make popular the calligraphy classics, integrate the Exquisite Chinese Font Library into the public life, enable the social public welfare and enhance the visual aesthetics of public welfare propaganda, Founder Electronics held a release conference of Phase II achievement for "Beauty in Chinese Calligraphy-Exquisite Chinese Font Library Project Charity Program", where 20 latest calligraphy Font Libraries were grandly launched to continuously enrich Exquisite Chinese Font Library.

Meanwhile, in order to vigorously promote the use of Exquisite Chinese Font Library by the whole citizens and let calligraphy classics "enter" daily life and "use" in an all-round way, Founder Electronics will further add these 20 latest calligraphy Font Libraries, granting a 5-year using authorization free of charge for the 35 fonts in total of the "Exquisite Chinese Font Library Project" for public welfare organizations, press and publishing units, government agencies, schools and individuals for non-commercial use. Among them, Font Library of oracle bone is open to the whole society and is permanently free of charge for use.



The latest achievements of 20 projects launched this time

V. AN OVERVIEW OF SUSTAINABLE DEVELOPMENT

Pursuant to the Appendix 27 of Listing Rules, the Company has complied with the relevant laws and regulations of Environmental, Social and Governance Indicator as follows:

Environmental, Social and Governance Aspect	Compliance with National Laws and Regulations	Internal Policies
A Environmental	Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Wastes Law of the PRC on the Environmental Protection	–
B1 Employment	Labour Law of the PRC Labour Contract Law of the PRC Social Insurance Law of the PRC Prohibition of Child Labour Provisions Regulation on Management of Housing Provident Fund	Management Rules for Attendance and Holiday
B2 Health and Safety	Labour Law of the PRC Work Safety Law of the PRC Regulation on Work-Related Injury Insurances	The safety management rules of Beijing Founder Electronics Co., Ltd. The comprehensive emergency plan for safety accidents of Beijing Founder Electronics Co., Ltd. The assessment rules for safety production of Beijing Founder Electronics Co., Ltd.
B4 Labour Standard	Labour Law of the PRC Labour Contract Law of the PRC Law on the Protection of Minors of the PRC Prohibition of Child Labour Provisions	Management Rules for Attendance and Holiday Emergency plan on COVID-19 prevention and control of Beijing Founder Electronics Co., Ltd.
B5 Supply Chain Management	–	Supplier Introduction Rules
B6 Product Responsibility	Patent Law of the PRC Copyright Law of the PRC Trademark Law of the PRC	Testing Regulation
B7 Anti-corruption	Criminal Law of the PRC Company Law of the PRC Anti-Money Laundering Law of the PRC	–

CONCLUSION AND PROSPECT

Founder Electronics will continuously invest the resources on research and development and actively promote the integration among technology, education and culture. During the development process of Font Library in computer and the artificial intelligence products on calligraphy education, Founder Electronics has invested professional human resources including font designers and engineers of research and development, and has continued to cultivate and train relevant professionals. At the same time, in the process of promoting the inheritance and development of Chinese character culture, Founder Electronics is actively mobilizing communication resources, giving full play to the advantages of media communication, and helping to enhance the attention and influence of Chinese character culture in the public.

EXECUTIVE DIRECTORS

Mr Cheung Shuen Lung, aged 65, is an executive director and chairman of the Company since December 2016. He is the director of Peking University Founder Group Company Limited* (北大方正集團有限公司) ("Peking Founder"), the substantial shareholder of the Company, and is one of the founders of Peking Founder. He is also a director of a number of subsidiaries of the Company. He was the executive director and chairman of Peking University Resources (Holdings) Company Limited ("PKU Resources") (stock code: 00618), a company listed on the main board of The Stock Exchange of Hong Kong Limited ("Main Board") from October 2015 to November 2021. He is a research fellow of the Enterprise Research Institute at Peking University and is an MBA alumni trainer of Peking University Guanghua School of Management. Mr Cheung is famed for his prestige and has extensive experience in the information technology industry in the People's Republic of China (the "PRC").

Mr Shao Xing, aged 57, is the president and executive director of the Company since July 2016. He joined the Group in April 2016 and has extensive experience in the operation of software development and system integration business. He is the director of a number of subsidiaries of the Company. He is the vice president of Peking University Founder Information Industry Group Co., Ltd.* ("PKU Founder Information") (北大方正信息產業集團有限公司), the subsidiary of Peking Founder and substantial shareholder of the Company. He received his bachelor's degree in industrial electrical automation and master degree in biomedical engineering and instrument at Zhejiang University in the PRC. He is also a senior engineer in the PRC. He is responsible for long-term strategic development of the Group.

Professor Xiao Jian Guo, aged 65, is an executive director of the Company since April 2019. He was an executive director of the Company from May 2001 to December 2016 and was re-designated from Deputy Chairman of the Company to the Chairman of the Company on 1 March 2016. He is also the director of Peking Founder and PKU Founder Information. He is a director of associated companies of Peking Founder and a director of a subsidiary of the Company. He is a professor and a supervisor of PhD students of the Peking University. He graduated from the Department of Computer Science at the College of Dalian Ocean Communication with a bachelor's degree in 1982 and obtained a master's degree in Computer Science at Peking University.

Mr Hu Bin, aged 43, is an executive director of the Company since December 2016. He is the general manager of assets management department of Peking Founder. He is a director of (i) China Hi-Tech Group Co., Ltd. ("China Hi-Tech") (中國高科集團股份有限公司) (stock code: 600730), a company in which 20.03% of equity interest is held by Peking Founder; (ii) Founder Securities Co., Ltd. ("Founder Securities") (方正證券股份有限公司) (stock code: 601901), a company in which 27.75% of equity interest is held by Peking Founder; and (iii) Founder Technology Group Corporation ("Founder Technology") (方正科技集團股份有限公司) (stock code: 600601), a company in which 12.59% of equity interest is held by PKU Founder Information. The shares of China Hi-Tech, Founder Securities and Founder Technology are listed on the Shanghai Stock Exchange. He is also a director of associated companies of Peking Founder and a subsidiary of the Company. Mr Hu received his bachelor's degree in accounting at Beijing University of Technology in the PRC. He is a Certified Public Accountant in the PRC, member of the Association of Chartered Certified Accountants in the United Kingdom and CFA charterholder. Prior to joining Peking Founder in 2016, he was a senior manager of an international firm of Certified Public Accountants. Mr Hu has extensive knowledge and experience in financial management.

Ms Liao Hang, aged 43, is an executive director of the Company since December 2016. She is the general manager of legal department of Peking Founder. She is the director of associated companies of Peking Founder and a subsidiary of the Company. She was the director of Founder Securities from November 2016 to November 2021. She was the executive director of PKU Resources from March 2017 to November 2021. Ms Liao received her bachelor's degree in trading economy and economic law and master degree in economic law at Minzu University of China in the PRC. She obtained legal professional qualification certificate in the PRC and has extensive experience in legal professional experience.

* *For identification purpose only*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr Chan Chung Kik, Lewis, aged 49, is an independent non-executive director of the Company since March 2017. He serves as the independent non-executive director of (i) HongGuang Lighting Holdings Company Limited, a company which was previously listed on the GEM (stock code: 8343) in December 2016 and was subsequently transferred to the Main Board (stock code: 6908) in November 2019, since December 2016; and (ii) Wing Chi Holdings Limited (stock code: 6080), a company listed on the Main Board, since September 2017. He also served as an independent non-executive director of (i) Shandong Xinhua Pharmaceutical Company Limited (山東新華製藥股份有限公司), a company listed on the Main Board (stock code: 719) and the Shenzhen Stock Exchange (stock code: 000756) from May 2014 to June 2018; (ii) Hong Kong Aerospace Technology Group Limited (formerly known as "Eternity Technology Holdings Limited") (stock code: 1725), a company listed on the Main Board, from July 2018 to July 2021; and (iii) PKU Resources from March 2017 to September 2021. Mr Chan obtained a bachelor degree of commerce in accounting from the University of Canberra in Australia in September 1997. He is currently a fellow of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and a member of CPA Australia. He has extensive experience in auditing, accounting and corporate finance.

Mr Lau Ka Wing, aged 38, is an independent non-executive director of the Company since April 2020. He is the sole proprietor of Lau Ka Wing Certified Public Accountant since March 2015, and a practicing director of Unity CPA Limited since August 2019. Mr Lau is an executive director of abc Multiactive Limited (stock code: 8131), a company listed on the GEM, since September 2021. He is also an independent non-executive director of (i) Green Energy Group Limited (stock code: 979), a company listed on Main Board, since February 2020; and (ii) PKU Resources from April 2020 to September 2021. Mr Lau joined HLB Hodgson Impey Cheng Limited in February 2006 and left as a manager in October 2014. Mr Lau obtained a Bachelor of Arts (Honours) in Accountancy and a Master of Corporate Governance from The Hong Kong Polytechnic University in 2005 and 2016, respectively. He is currently a fellow member of the HKICPA, an associate of the Hong Kong Institute of Chartered Secretaries and an associate of the Institute of Chartered Secretaries and Administrators. Mr Lau is experienced in the accounting and audit fields.

Mr Lai Nga Ming, Edmund, aged 38, is an independent non-executive director of the Company since April 2020. He is (i) the company secretary of Luxxu Group Limited (stock code: 1327), a company listed on Main Board; and (ii) the company secretary and authorised representatives of C&N Holdings Limited (stock code: 8430), a company listed on the GEM, since July 2021. He was an independent non-executive director of PKU Resources from April 2020 to September 2021. Mr Lai received a Bachelor of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University and is a member of HKICPA. He has accumulated extensive experience in auditing and accounting by working in various international firms of Certified Public Accountants, listed and multinational companies in Hong Kong such as Grant Thornton Hong Kong, BDO Hong Kong and SDM Group Holdings Limited (stock code: 8363), a company listed on the GEM.

The directors present their report and the audited financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the financial statements. There were no significant changes in the nature of the principal activities of the Company and its subsidiaries (collectively the "Group") during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2021 and the Group's financial position at that date are set out in the financial statements on pages 68 to 153.

The directors do not recommend the payment of any dividend in respect of the year.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are set out in the section headed "Management Discussion and Analysis" on pages 4 to 12 of the annual report.

The financial risk management objectives and policies of the Group are set out in note 39 to the financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is set out in the sections headed "Management Discussion and Analysis" on pages 4 to 12 and "Financial Highlights" on page 3 of the annual report.

Discussion on the Group's environment policies, relationships with its employees, customers, suppliers and other key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are set out in the section headed "Environmental, Social and Governance Report" on pages 23 to 54 of the annual report.

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 156. This summary does not form part of the audited financial statements.

SHARE CAPITAL

There were no movements in the Company's share capital during the year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

MANAGEMENT CONTRACT

No contracts in respect of the management or administration of the whole or any substantial part of the business of the Group were entered into or subsisted during the year.

DISTRIBUTABLE RESERVES

At 31 December 2021, the Company's reserves available for distribution amounted to approximately HK$169,441,000. In addition, the Company's share premium account, in the amount of approximately HK$53,597,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchase for the year.

None of the directors of the Company or any of their associates or any shareholders of the Company (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interests in the Group's five largest suppliers and customers.

DIRECTORS

The directors of the Company during the year were:

Executive directors:
Mr Cheung Shuen Lung
Mr Shao Xing
Professor Xiao Jian Guo
Ms Zuo Jin (resigned on 2 December 2021)
Mr Hu Bin
Ms Liao Hang

Independent non-executive directors:
Mr Chan Chung Kik, Lewis
Mr Lau Ka Wing
Mr Lai Nga Ming, Edmund

In accordance with the bye-laws of the Company, Professor Xiao Jian Guo, Ms Liao Hang and Mr Lau Ka Wing will retire at the forthcoming annual general meeting. Except for Professor Xiao Jian Guo who will not seek for re-election after his retirement at the forthcoming annual general meeting, Ms Liao Hang and Mr Lau Ka Wing, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from each of its independent non-executive directors, and as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 55 to 56 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' EMOLUMENTS

The emoluments of the directors of the Company are determined by reference to the market rates, commitments, contribution and their duties, responsibilities within the Group.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its directors and officers.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

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

At 31 December 2021, the interests and short positions of the directors in the share capital, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

Name of director	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
Mr Shao Xing	Directly beneficially owned	12,053,556	1.00

Save as disclosed above, as at 31 December 2021, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2021, none of the directors of the Company had any interest in a business (other than those businesses where the Directors of the Company were appointed as directors to represent the interests of the Company and/or any member of the Group) which is considered to compete or is likely to compete, either directly or indirectly, with the businesses of the Group.

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

At 31 December 2021, so far it is known to the directors of the Company, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long positions:

Name	*Notes*	**Capacity and nature of interest**	**Number of ordinary shares held**	**Percentage of the Company's issued share capital**
中國平安保險（集團）股份有限公司 (Ping An Insurance (Group) Company of China, Ltd.*)	*1*	Through a controlled corporation	367,179,610	30.60
中國平安人壽保險股份有限公司 (Ping An Life Insurance Company of China, Ltd.*) ("Ping An Life")	*2*	Through a controlled corporation	367,179,610	30.60
北大方正集團有限公司 (Peking University Founder Group Company Limited*) ("Peking Founder")	*3*	Through a controlled corporation	367,179,610	30.60
新方正控股發展有限責任公司 (New Founder Holdings Development Co., Ltd.*) ("New Founder Group")	*4*	Directly beneficially owned	367,179,610	30.60

Notes:

1. Ping An Insurance (Group) Company of China, Ltd. was deemed to be interested in the 367,179,610 shares under the SFO by virtue of its interest in Ping An Life.

2. On 30 April 2021, Ping An Life entered into the restructuring investment agreement with others pursuant to which Ping An Life participated in the substantive consolidated restructuring of Peking University Founder Group Company Limited, Peking University Founder Information Industry Group Co., Ltd., Founder Industry Holdings Co., Ltd., Peking University Healthcare Industry Group Co., Ltd., and Peking University Resource Group Limited (collectively "the Five Companies including Peking Founder"). Under the restructuring plan, Ping An Life will hold the retained assets of the Five Companies including Peking Founder (including shares in the Company) through a new company ("New Founder Group") and its subordinate business platform companies.

3. Peking Founder was deemed to be interested in the 367,179,610 shares under the SFO by virtue of its interest in New Founder Group.

4. New Founder Group was established on 21 October 2021. Please refer to the announcements of the Company dated 30 April 2021, 8 July 2021 and 21 October 2021 for details.

Save as disclosed above, so far it is known to the directors of the Company, as at 31 December 2021, no person had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

CONTINUING CONNECTED TRANSACTIONS

During the year, the Company and the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

(a) On 29 December 2020, 北京北大方正電子有限公司 (Beijing Founder Electronics Co., Ltd.) ("Founder Electronics"), 北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technology Co., Ltd.*) ("Founder EasiPrint") and 北京方正數字印刷技術有限公司 (Beijing Founder Digital Printing Technology Co., Ltd.*) ("Founder Digital Printing") renewed the lease agreements and management agreements with the subsidiary of Peking Founder to lease the premises in Beijing from 1 January 2021 to 31 December 2021, for the total amount of rental of RMB12,365,000 and management fees of RMB4,845,000 (equivalent to approximately HK$14,881,000 and HK$5,831,000). Further details of the transaction were set out in the announcement of the Company dated 29 December 2020.

During the year, the management fees and rental expenses of Founder Electronics, Founder EasiPrint and Founder Digital Printing payable to the subsidiary of Peking Founder are approximately HK$5,831,000 (2020: HK$5,450,000) and HK$14,881,000 (2020: HK$13,908,000), respectively. The directors consider that the rental and management fees were accrued in accordance with the terms of the lease agreements and management agreements.

On 31 December 2021, Founder Electronics and Founder EasiPrint renewed the lease agreements and management agreements with the subsidiary of Peking Founder to lease the premises in Beijing from 1 January 2022 to 31 December 2022, for the total amount of rental of RMB12,365,000 and management fees of RMB4,845,000 (equivalent to approximately HK$14,881,000 and HK$5,831,000). Further details of the transaction were set out in the announcement of the Company dated 31 December 2021.

(b) On 30 October 2019, the Company and Peking Founder entered into a new master purchase agreement with term of three years for the period from 1 January 2020 to 31 December 2022 to set up annual caps for 2020, 2021 and 2022. Further details of the transaction were set out in the announcement of the Company dated 30 October 2019.

During the year, products and services of approximately HK$2,135,000 (2020: HK$2,575,000) were purchased from Peking Founder Group. The directors consider that the purchases of products and services were made in accordance with the master agreement.

(c) On 25 October 2018, the Company and Peking Founder renewed a master sales agreement for the sales of information products, hardware and software development services and system integration services to Peking Founder Group for the period from 1 January 2019 to 31 December 2021. Further details of the transaction were set out in the announcement of the Company dated 25 October 2018.

During the year, sales of information products, hardware and software development services and system integration services of approximately HK$3,168,000 (2020: HK$1,156,000) were made to Peking Founder Group. The directors consider that the sales of information products and system integration services were made in accordance with the master sales agreement.

(d) On 30 October 2019, the Company renewed an entrusted loan master agreement with Peking Founder, pursuant to which the Group would provide short term loans through a financial institution to Peking Founder Group for the three years ending 31 December 2022. Such loans are unsecured and interest-bearing at the prevailing benchmark Renminbi lending rate for a loan period of six months offered by the PBOC plus 15%. Further details of the transaction were set out in the announcement of the Company dated 30 October 2019.

As at 31 December 2019, entrusted loans together with interest receivable in the amounts of RMB375,591,000 (equivalent to approximately HK$418,408,000) and RMB7,014,000 (equivalent to approximately HK$7,814,000) were due from Peking Founder and Peking Founder Handwriting Digital Technology Co., Ltd.* ("Founder Handwriting"), a subsidiary of Peking Founder, respectively and were included in prepayments, deposits and other receivables.

After considering the operating results and financial position of Peking Founder and Founder Handwriting, provision for impairment in an aggregate amount of RMB382,605,000 (equivalent to approximately HK$426,222,000) was made by the Company in 2019.

The entrusted loans lent to Founder Handwriting together with interest receivable were settled on 3 February 2020 as to the amount of RMB3,026,000 (equivalent to approximately HK$3,776,000), 25 May 2020 as to the amount of RMB2,051,000 (equivalent to approximately HK$2,560,000) and 5 June 2020 as to the amount of RMB2,051,000 (equivalent to approximately HK$2,560,000). The provision for impairment in the amount of RMB7,014,000 (equivalent to approximately HK$8,754,000) was reversed in 2020.

For the year ended 31 December 2020, entrusted loans in amount of RMB7,500,000 (equivalent to approximately HK$8,910,000) were provided to Founder Handwriting, which were settled on 25 May 2020.

As at 31 December 2020 and 2021, the outstanding entrusted loans in an aggregate amount of RMB370,000,000 (equivalent to approximately HK$452,511,000) (2020: equivalent to approximately HK$439,560,000) and the related interest receivable of RMB5,591,000 (equivalent to approximately HK$6,837,000) (2020: equivalent to approximately HK$6,642,000) receivable from Peking Founder remained outstanding and the provision for impairment in the aggregate amount of RMB375,591,000 (equivalent to approximately HK$459,348,000) (2020: equivalent to approximately HK$446,202,000) remained unchanged.

For the year ended 31 December 2020, interest income received by the Group from Founder Handwriting amounted to HK$335,000.

The directors consider that the provision of entrusted loans and the receipt of interest income from Peking Founder and Founder Handwriting were made in accordance with the entrusted loan master agreement.

The independent non-executive directors of the Company have reviewed the continuing connected transactions as set out above and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 (Revised) *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unmodified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

AUDITORS

Ernst & Young will retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting. The Company has not changed its auditor in the preceding three years.

ON BEHALF OF THE BOARD

Cheung Shuen Lung
Chairman

Hong Kong
29 March 2022

* *For identification purpose only*

Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

EY 安永

To the shareholders of Founder Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Founder Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 68 to 153, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Valuation of land and buildings and investment properties The Group measures its land and buildings and investment properties at fair value as at 31 December 2021, the carrying amounts of these properties were HK$287,818,000 and HK$146,969,000, respectively, which in aggregate represented 28% of the Group's total assets. The fair value measurement of these properties is subjective and requires management to make significant estimates. To assist with their determination of the fair value, management engaged external property valuation appraisers to perform the valuations. The valuations are based on various assumptions, such as estimated rental revenue, adopted yield, market knowledge and historical transactions. Relevant disclosures are included in note 2.4 "Summary of significant accounting policies", note 3 "Significant accounting judgements and estimates", note 12 "Property, plant and equipment" and note 13 "Investment properties" to the consolidated financial statements.	Our audit procedures included the evaluation of the quality, objectivity, independence and expertise of the external property valuation appraisers, and the selected property-related information (such as, location, age, area, rental income, etc.) used for the valuation. In addition, we assessed the underlying assumptions through comparison with available external data. We also involved our internal valuation specialists to assist us in assessing the valuation model and the parameters used. We also focused on the adequacy of the disclosures of the valuation of the land and buildings and investment properties in the financial statements.
Impairment of trade receivables As at 31 December 2021, the carrying amount of trade receivables before provision for impairment was HK$190,509,000, which was included in the balance of trade and bills receivables. The Group recognised an impairment provision based on the expected credit loss ("ECL") approach under HKFRS 9 *Financial Instruments*. The measurement of ECLs requires the application of significant judgement and estimates, such as the expected future cash flows and forward-looking factors specific to the debtors and the economic environment. As at 31 December 2021, the impairment provision recorded for trade receivables was HK$41,662,000. Relevant disclosures are included in note 2.4 "Summary of significant accounting policies", note 3 "Significant accounting judgements and estimates" and note 19 "Trade and bills receivables" to the consolidated financial statements.	Our audit procedures included the understanding of the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimate of ECLs. We assessed the reasonableness of ECL determined by management by examining the information used to form such judgement and estimates, including the historical default information, and the historical loss rates as adjusted for current economic conditions and forward-looking information. We evaluated the reasonableness of the provision for impairment of trade receivables by reference to the Group's subsequent collection. We also reviewed the adequacy of the disclosures of impairment of trade receivables in the financial statements.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Man Kit.

Ernst & Young
Certified Public Accountants
Hong Kong

29 March 2022

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

YEAR ENDED 31 DECEMBER 2021

	Notes	**2021** **HK$'000**	2020 HK$'000
REVENUE	*5*	**1,073,838**	936,545
Cost of sales		**(558,748)**	(492,689)
Gross profit		**515,090**	443,856
Other income and gains	*5*	**74,319**	66,096
Selling and distribution expenses		**(249,317)**	(203,556)
Administrative expenses		**(88,790)**	(81,824)
Other expenses, net		**(207,946)**	(170,891)
Finance costs	*7*	**(169)**	(1,594)
Share of profits of associates	*15*	**11**	142
PROFIT BEFORE TAX	*6*	**43,198**	52,229
Income tax credit	*10*	**286**	1,668
PROFIT FOR THE YEAR		**43,484**	53,897
Attributable to:			
Owners of the parent		**43,484**	53,897
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted	*11*	**HK3.6 cents**	HK4.5 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2021

	Notes	2021 HK$'000	2020 HK$'000
PROFIT FOR THE YEAR		**43,484**	53,897
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Share of other comprehensive (loss)/income of associates	*15*	**(119)**	335
Exchange differences on translation of foreign operations		**20,215**	42,717
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods		**20,096**	43,052
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Changes in fair value of equity investments at fair value through other comprehensive income	*16*	**(172)**	(747)
Revaluation (deficit)/surplus of land and buildings, net of tax		**(16,255)**	8,666
Net other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods		**(16,427)**	7,919
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**3,669**	50,971
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**47,153**	104,868
Attributable to:			
Owners of the parent		**47,153**	104,868

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 DECEMBER 2021

	Notes	2021 HK$'000	2020 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	12	**309,469**	336,072
Investment properties	13	**146,969**	142,923
Right-of-use assets	14(a)	**6,257**	2,550
Investments in associates	15	**3,003**	3,111
Equity investments at fair value through other comprehensive income	16	**1,667**	1,902
Intangible assets	17	**–**	–
Deferred tax assets	29	**130,753**	125,038
Pledged deposits	24	**2,510**	3,188
Total non-current assets		**600,628**	614,784
CURRENT ASSETS			
Inventories	18	**110,150**	75,400
Trade and bills receivables	19	**165,054**	199,897
Contract assets	20	**15,026**	16,317
Prepayments, deposits and other receivables	21	**71,014**	59,902
Financial assets at fair value through profit or loss	22	**1,194**	387
Structured deposits	23	**–**	178,359
Pledged deposits	24	**4,580**	6,777
Cash and cash equivalents	24	**599,166**	363,785
Total current assets		**966,184**	900,824
CURRENT LIABILITIES			
Trade and bills payables	25	**64,169**	67,950
Contract liabilities	26	**70,983**	69,116
Other payables and accruals	27	**273,510**	264,549
Lease liabilities	14(b)	**4,261**	1,724
Tax payable		**4,511**	4,785
Total current liabilities		**417,434**	408,124
NET CURRENT ASSETS		**548,750**	492,700
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,149,378**	1,107,484
NON-CURRENT LIABILITIES			
Lease liabilities	14(b)	**1,451**	438
Deferred tax liabilities	29	**54,524**	60,796
Total non-current liabilities		**55,975**	61,234
Net assets		**1,093,403**	1,046,250

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 DECEMBER 2021

	Notes	**2021 HK$'000**	2020 HK$'000
EQUITY			
Equity attributable to owners of the parent			
Issued capital	*30*	**119,975**	119,975
Reserves	*32*	**973,428**	926,275
Total equity		**1,093,403**	1,046,250

Cheung Shuen Lung
Director

Shao Xing
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2021

	Attributable to owners of the parent								
	Issued capital HK$'000	Share premium account (note 32) HK$'000	Contributed surplus (note 32) HK$'000	Land and buildings revaluation reserve HK$'000	Equity investments at fair value through other comprehensive income revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	General reserve (note 32) HK$'000	Accumulated losses HK$'000	Total equity HK$'000
At 1 January 2020	119,975	53,597	867,910	251,234	(11,409)	(30,355)	79,868	(389,438)	941,382
Profit for the year	–	–	–	–	–	–	–	53,897	53,897
Other comprehensive income for the year:									
Revaluation surplus of land and buildings, net of tax	–	–	–	8,666	–	–	–	–	8,666
Changes in fair value of equity investments	–	–	–	–	(747)	–	–	–	(747)
Share of other comprehensive income of associates	–	–	–	–	–	335	–	–	335
Exchange differences on translation of foreign operations	–	–	–	–	–	42,717	–	–	42,717
Total comprehensive income for the year	–	–	–	8,666	(747)	43,052	–	53,897	104,868
Transfer of revaluation reserve of land and buildings to accumulated losses	–	–	–	(8,633)	–	–	–	8,633	–
At 31 December 2020	119,975	53,597*	867,910*	251,267*	(12,156)*	12,697*	79,868*	(326,908)*	1,046,250

	Attributable to owners of the parent								
	Issued capital HK$'000	Share premium account (note 32) HK$'000	Contributed surplus (note 32) HK$'000	Land and buildings revaluation reserve HK$'000	Equity investments at fair value through other comprehensive income revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	General reserve (note 32) HK$'000	Accumulated losses HK$'000	Total equity HK$'000
At 1 January 2021	119,975	53,597*	867,910*	251,267*	(12,156)*	12,697*	79,868*	(326,908)*	1,046,250
Profit for the year	-	-	-	-	-	-	-	43,484	43,484
Other comprehensive loss for the year:									
Revaluation deficit of land and buildings, net of tax	-	-	-	(16,255)	-	-	-	-	(16,255)
Changes in fair value of equity investments	-	-	-	-	(172)	-	-	-	(172)
Share of other comprehensive loss of associates	-	-	-	-	-	(119)	-	-	(119)
Exchange differences on translation of foreign operations	-	-	-	-	-	20,215	-	-	20,215
Total comprehensive income for the year	-	-	-	(16,255)	(172)	20,096	-	43,484	47,153
Transfer of revaluation reserve of land and buildings to accumulated losses	-	-	-	(8,023)	-	-	-	8,023	-
At 31 December 2021	119,975	53,597*	867,910*	226,989*	(12,328)*	32,793*	79,868*	(275,401)*	1,093,403

* These reserve accounts comprise the consolidated reserves of HK$973,428,000 (2020: HK$926,275,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2021

	Notes	2021 HK$'000	2020 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**43,198**	52,229
Adjustments for:			
Finance costs	7	**169**	1,594
Share of profits of associates	15	**(11)**	(142)
Interest income	5	**(7,301)**	(7,649)
Fair value (gains)/losses on investment properties	6	**(3,810)**	3,756
Gain on disposal of items of property, plant and equipment	5	**(52)**	(26)
Fair value gains on financial assets at fair value through profit or loss	6	**(383)**	(14)
Fair value gains on structured deposits	6	**(1,046)**	(1,305)
Gain on disposal of financial assets at fair value through profit or loss	6	**–**	(248)
(Reversal of impairment)/impairment of trade receivables and contract assets	6	**(2,735)**	5,063
Loss on lease revision		**144**	–
COVID-19-related rent concessions from lessors	14	**–**	(301)
Depreciation of property, plant and equipment	6	**20,188**	18,870
Depreciation of right-of-use assets	6	**2,687**	2,739
Impairment/(reversal of impairment) of deposits and other receivables	6	**1,590**	(7,977)
Write-off of inventories	6	**7,427**	1,753
Provision for obsolete inventories	6	**9,018**	3,599
		69,083	71,941
Increase in inventories		**(51,195)**	(9,621)
Decrease in contract assets		**3,346**	1,784
Decrease/(increase) in trade and bills receivables		**35,523**	(27,708)
(Increase)/decrease in prepayments, deposits and other receivables		**(13,883)**	17,857
Increase/(decrease) in contract liabilities		**1,867**	(8,269)
(Decrease)/increase in trade and bills payables		**(3,781)**	5,910
Increase in other payables and accruals		**8,961**	9,469
Exchange differences		**(5,116)**	(4,022)
Cash generated from operations		**44,805**	57,341
Interest received		**7,301**	7,314
Interest paid		**–**	(1,473)
Interest element of lease liabilities		**(169)**	(121)
Hong Kong profits tax (paid)/recovered		**(125)**	1,206
Corporate income tax paid in the Mainland of the People's Republic of China ("Mainland China" or the "PRC")		**(3,995)**	(4,086)
Net cash flows from operating activities		**47,817**	60,181

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED 31 DECEMBER 2021

	Notes	2021 HK$'000	2020 HK$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		–	335
Purchases of items of property, plant and equipment		(9,911)	(3,825)
Proceeds from disposal of items of property, plant and equipment		1,810	71
Purchases of financial assets at fair value through profit or loss		(424)	(117)
Purchases of structured deposits		(192,560)	(475,200)
Proceeds from disposal of structured deposits		371,965	298,146
Proceeds from disposal of financial assets at fair value through profit or loss		–	555
Decrease in non-pledged time deposits with original maturity of more than three months when acquired		–	77,803
Advances of entrusted loans to related companies		–	(8,910)
Repayment of entrusted loans from related companies		–	17,226
Decrease in pledged deposits		2,875	4,267
Net cash flows from/(used in) investing activities		173,755	(89,649)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of bank loans		–	(114,207)
Principal portion of lease payments		(1,708)	(2,081)
Net cash flows used in financing activities		(1,708)	(116,288)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		219,864	(145,756)
Cash and cash equivalents at beginning of year		363,785	476,063
Effect of foreign exchange rate changes, net		15,517	33,478
CASH AND CASH EQUIVALENTS AT END OF YEAR	24	599,166	363,785
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	24	477,731	237,966
Non-pledged time deposits	24	121,435	125,819
Cash and cash equivalents as stated in the consolidated statement of cash flows	24	599,166	363,785

1. CORPORATE AND GROUP INFORMATION

Founder Holdings Limited (the "Company") is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda. The head office and principal place of business of the Company is located at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were principally engaged in software development, system integration and the distribution of information products.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Founder (Hong Kong) Limited ("Founder HK")	Hong Kong	Ordinary HK$977,974,378	100	–	Information product distribution and investment holding
北京北大方正電子有限公司 Beijing Founder Electronics Co., Ltd. ("Founder Electronics")#	PRC/ Mainland China	Registered HK$230 million	–	100	Software development, system integration and information product distribution
北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technology Co., Ltd.@) ("Founder EasiPrint")^	PRC/ Mainland China	Registered RMB50 million	–	100	Software development and information product distribution
北京方正數字印刷技術有限公司 (Beijing Founder Digital Printing Technology Co., Ltd.@) ("Founder Digital Printing")^	PRC/ Mainland China	Registered RMB5 million	–	100	Information product distribution
Founder Electronics (HK) Limited	Hong Kong	Ordinary HK$2	–	100	Information product distribution
Royal Bright Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Royal Leader Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Royal Power Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
Sharp Century Limited	Hong Kong	Ordinary HK$2	–	100	Property holding
PUC Founder (M) Sdn. Bhd.	Malaysia	Ordinary RM500,000	–	100	Investment holding

1. CORPORATE AND GROUP INFORMATION *(continued)*

Information about subsidiaries *(continued)*

@ For identification purposes only

Registered as a wholly-foreign-owned enterprise under PRC law

^ Registered as limited liability companies under PRC law

The above table lists the subsidiaries of the Company which, in the opinion of the Company's directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all 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. They have been prepared under the historical cost convention, except for investment properties, land and buildings classified as property, plant and equipment, equity investments at fair value through other comprehensive income, bills receivable, structured deposits and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2021. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 BASIS OF PREPARATION *(continued)*

Basis of consolidation *(continued)*

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	*Interest Rate Benchmark Reform – Phase 2*
Amendment to HKFRS 16	*COVID-19-Related Rent Concessions beyond 30 June 2021 (early adopted)*

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

The nature and the impact of the revised HKFRSs are described below:

(a) Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative risk-free rate ("RFR"). The amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount of financial assets and liabilities when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of HKFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy.

The Group had no interest-bearing bank or other borrowings or outstanding hedging transactions based on the Hong Kong Interbank Offered Rate ("HIBOR") and the London Interbank Offered Rate ("LIBOR") as at 31 December 2021.

(b) Amendment to HKFRS 16 issued in April 2021 extends the availability of the practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic by 12 months. Accordingly, the practical expedient applies to rent concessions for which any reduction in lease payments affects only payments originally due on or before 30 June 2022, provided the other conditions for applying the practical expedient are met. The amendment is effective retrospectively for annual periods beginning on or after 1 April 2021 with any cumulative effect of initially applying the amendment recognised as an adjustment to the opening balance of retained profits at the beginning of the current accounting period. Earlier application is permitted.

The Group has early adopted the amendment on 1 January 2021. However, the Group has not received COVID-19-related rent concessions and plans to apply the practical expedient when it becomes applicable within the allowed period of application.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	*Reference to the Conceptual Framework*[1]
Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
HKFRS 17	*Insurance Contracts*[2]
Amendments to HKFRS 17	*Insurance Contracts*[2, 5]
Amendment to HKFRS 17	*Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information*[6]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current*[2, 4]
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*[2]
Amendments to HKAS 8	*Definition of Accounting Estimates*[2]
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[2]
Amendments to HKAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*[1]
Amendments to HKAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*[1]
Annual Improvements to HKFRSs 2018–2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41[1]

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

2 Effective for annual periods beginning on or after 1 January 2023

3 No mandatory effective date yet determined but available for adoption

4 As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised in October 2020 to align the corresponding wording with no change in conclusion

5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

6 The HKICPA amends HKFRS 17 to permit a classification overlay for financial assets presented in comparative periods on initial application of HKFRS 17

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

Amendments to HKFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the Conceptual Framework for Financial Reporting issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently assessing the impact of the amendments on the Group's accounting policy disclosures.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

The Group has applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group will recognise a deferred tax asset and a deferred tax liability for deductible and taxable temporary differences associated with right-of-use assets and lease liabilities, and recognise the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained profits at the beginning of the earliest comparative period presented.

Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

Annual Improvements to HKFRSs 2018–2020 sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.

- HKFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying HKFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying HKFRS 16.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Fair value measurement

The Group measures its land and buildings, investment properties, financial assets at fair value through profit or loss, structured deposits, bills receivable and equity investments at fair value through other comprehensive income at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties *(continued)*

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) 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 parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in a revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the statement of profit or loss. Any subsequent revaluation surplus is credited to the statement of profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation surplus to accumulated losses is made for the difference between depreciation based on the revalued carrying amount of the assets and depreciation based on its original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to accumulated losses as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	Over the lease term
Leasehold improvements	20% or 33⅓%
Furniture, fixtures and office equipment	20% to 33⅓%
Machinery and equipment	12.5% to 20%
Motor vehicles	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investment properties *(continued)*

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Patents and licences

Purchased patents and patent application rights are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of three years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding three years, commencing from the date when the products are put into commercial production.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases

The Group assesses at contract inception whether a 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.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) *Short-term leases and leases of low-value assets*

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Leases *(continued)*

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments*: *Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes structured deposits, derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred assets to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Impairment of financial assets *(continued)*

General approach *(continued)*

The Group considers a financial asset in default when contractual payments are aged more than three years. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables and other financial liabilities included in other payables and accruals.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost

After initial recognition, trade and bills payables and other payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

The Group provides for warranties in relation to the sale of certain products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) *Sale of information products and software*
Revenue from the sale of information products and software is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the information products and software.

(b) *Sale of software development and system integration services*
Revenue from the provision of software development and system integration services is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the services.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Pension schemes

The Group operates defined contribution retirement benefit schemes for those employees who are eligible to participate. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the respective schemes. The assets of the schemes are held separately from those of the Group in an independently administered fund.

When an employee leaves the Mandatory Provident Fund Exempted Occupational Retirement Schemes Ordinance retirement benefits scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group will be reduced by the relevant amount of forfeited employer contributions. In respect of the Mandatory Provident Fund retirement benefit scheme, the Group's employer mandatory contributions vest fully with the employees when contributed into the scheme except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. Contributions are made based on a certain percentage of the participating employees' salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Employee benefits *(continued)*

Termination benefits

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies *(continued)*

The functional currencies of certain subsidiaries and associates not operating in Hong Kong are currencies other than Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries not operating in Hong Kong are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries not operating in Hong Kong which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on the invoice date for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast industry conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets are disclosed in notes 19 and 20 to the financial statements, respectively.

Provision for expected credit losses on loan receivables

Impairment of loan receivables is assessed on a 12-month ECL basis when there has been no significant increase in credit risk since initial recognition. However, when there has been a significant increase in credit risk since origination, the allowances will be based on the lifetime ECL. Assessment is done based on the Group's historical credit loss experience, general conditions, external credit ratings and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The provision for ECLs is sensitive to changes in estimates. The information about the ECLs on the Group's loan receivables is disclosed in note 21 to the financial statements.

Fair value of structured deposits

The structured deposits with principal protected have been valued based on the expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics. This valuation requires the Group to make estimates about expected future cash flows, credit risk volatility and discount rates and hence they are subject to uncertainty.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Provision for obsolete inventories

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. If the market condition was to deteriorate so that the actual provision might be higher than expected, the Group would be required to revise the basis of making the provision and its future results would be affected.

Stage of completion of software development and system integration contracts

The Group recognises revenue and costs according to the stage of completion of individual contracts. The stage of completion is estimated by reference to the proportion of work completed to date to the estimated total work of the relevant contract. Because of the nature of the activity undertaken in software development and system integration contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. Management reviews and revises the estimates of both contract revenue and contract costs for each contract as the contract progresses.

Fair value of investment properties and land and buildings

Investment properties and land and buildings are carried in the statement of financial position at their fair values. The fair value was based on a valuation on the properties conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair values of the Group's investment properties and land and buildings and the corresponding adjustments to the gain or loss recognised in the statement of profit or loss and the land and buildings revaluation reserve, respectively. Further details, including the key assumptions used for fair value measurement are given in notes 12 and 13 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and other deductible temporary differences to the extent that it is probable that taxable profits will be available against which the losses and the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total amount of unrecognised deductible temporary differences and unrecognised tax losses at 31 December 2021 was approximately HK$471,285,000 (2020: HK$423,377,000). Further details are included in note 29 to the financial statements.

4. OPERATING SEGMENT INFORMATION

The Group is primarily engaged in the sales of information products and software and sales of software development and system integration. Given that the chief operating decision maker of the Company considers that the Group's business is operated and managed as a single segment, accordingly, no segment information is presented.

Geographical information

(a) Revenue from external customers

	2021 HK$'000	2020 HK$'000
Mainland China	**1,069,224**	931,786
Hong Kong	**4,486**	4,554
Others	**128**	205
	1,073,838	936,545

The revenue information above is based on the locations of the customers.

(b) Non-current assets

	2021 HK$'000	2020 HK$'000
Mainland China	**252,091**	271,833
Hong Kong	**210,571**	209,712
Others	**3,036**	3,111
	465,698	484,656

The non-current asset information above is based on the locations of the assets and excludes financial instruments, deferred tax assets and pledged deposits.

Information about major customers

During the year, there was no revenue derived from transactions with a single external customer which individually accounted for 10% or more of the Group's revenue (2020: Nil).

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2021 HK$'000	2020 HK$'000
Revenue from contracts with customers	**1,068,862**	931,511
Revenue from other sources		
Rental income from investment property operating leases	**4,976**	5,034
	1,073,838	936,545

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2021	Total HK$'000
Types of goods or services	
Sale of information products and software	**1,056,196**
Sale of software development and system integration service	**12,666**
Total revenue from contracts with customers	**1,068,862**
Geographical markets	
Mainland China	**1,068,734**
Others	**128**
Total revenue from contracts with customers	**1,068,862**
Timing of revenue recognition	
Goods transferred at a point in time	**1,056,196**
Services transferred over time	**12,666**
Total revenue from contracts with customers	**1,068,862**

5. REVENUE, OTHER INCOME AND GAINS *(continued)*

Revenue from contracts with customers *(continued)*

(i) Disaggregated revenue information *(continued)*

For the year ended 31 December 2020	Total HK$'000
Types of goods or services	
Sale of information products and software	898,199
Sale of software development and system integration service	33,312
Total revenue from contracts with customers	931,511
Geographical markets	
Mainland China	931,306
Others	205
Total revenue from contracts with customers	931,511
Timing of revenue recognition	
Goods transferred at a point in time	898,199
Services transferred over time	33,312
Total revenue from contracts with customers	931,511

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2021 HK$'000	2020 HK$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of information products and software	**52,074**	43,256
Sale of software development and system integration service	**3,897**	8,500
	55,971	51,756

5. REVENUE, OTHER INCOME AND GAINS *(continued)*

Revenue from contracts with customers *(continued)*

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of information products and software

The performance obligation is satisfied upon delivery of information products and software and payment is generally due within 90 days from the invoice date, except for new customers, where payment in advance is normally required. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the goods' quality by the customers over a certain period as stipulated in the contracts.

Sale of software development and system integration

The performance obligation is satisfied over time as services are rendered and payment is generally due within 15 days from the invoice date. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2021 **HK$'000**	2020 HK$'000
Amounts expected to be recognised as revenue:		
Within one year	**108,636**	56,204
After one year	**871**	2,677
	109,507	58,881

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to software development and system integration services, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. REVENUE, OTHER INCOME AND GAINS *(continued)*

	2021 HK$'000	2020 HK$'000
Other income		
Bank interest income	**7,301**	7,314
Other interest income	**–**	335
Government grants *(note)*	**52,253**	50,457
Others	**5,108**	4,018
	64,662	62,124
Gains		
Gain on disposal of items of property, plant and equipment	**52**	26
Fair value gains on structured deposits	**1,046**	1,305
Foreign exchange differences, net	**4,366**	2,627
Fair value gains on investment properties	**3,810**	–
Fair value gains on financial assets at fair value through profit or loss	**383**	14
	9,657	3,972
	74,319	66,096

Note: Various government grants have been received for the sale of software approved by the PRC tax authority and the development of software in Mainland China. The government grants have been recognised upon sales of approved software and completion of the development of related software. There are no unfulfilled conditions or contingencies relating to these grants.

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2021 HK$'000	2020 HK$'000
Auditor's remuneration		**2,560**	2,560
Cost of inventories sold and services provided**		**549,730**	489,090
Depreciation of property, plant and equipment	*12*	**20,188**	18,870
Depreciation of right-of-use assets	*14(a)*	**2,687**	2,739
Lease payments not included in the measurement of lease liabilities	*14(c)*	**24,720**	22,367
(Reversal of impairment)/impairment of trade receivables and contract assets*	*19/20*	**(2,735)**	5,063
Impairment/(reversal of impairment) of deposits and other receivables*	*21*	**1,590**	(7,977)
Loss on write-off of inventories*		**7,427**	1,753
Provision for obsolete inventories**		**9,018**	3,599
Research and development costs:			
Current year expenditure*		**191,030**	157,428
Employee benefit expenses (including directors' and chief executive's remuneration – *note 8*):			
Wages and salaries		**263,037**	243,700
Pension scheme contributions***		**43,767**	22,435
		306,804	266,135
Foreign exchange differences, net		**(4,366)**	(2,627)
Direct operating expenses (including repair and maintenance) arising on rental-earning investment properties		**531**	405
Fair value gains on financial assets at fair value through profit or loss		**(383)**	(14)
Fair value (gains)/losses on investment properties	*13*	**(3,810)**	3,756
Gain on disposal of financial assets at fair value through profit or loss		**–**	(248)
Fair value gains on structured deposits		**(1,046)**	(1,305)

* These items are included in "Other expenses, net" in the consolidated statement of profit or loss.

** These items are included in "Cost of sales" in the consolidated statement of profit or loss.

*** At 31 December 2021, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (2020: Nil).

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2021 HK$'000	2020 HK$'000
Interest on lease liabilities	**169**	121
Interest on bank borrowings	**–**	1,473
	169	1,594

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2021 HK$'000	2020 HK$'000
Fees	**540**	506
Other emoluments:		
Salaries, allowances and benefits in kind	**2,728**	2,489
Performance related bonuses*	**2,985**	1,742
Pension scheme contributions	**136**	117
	5,849	4,348
	6,389	4,854

* Certain executive directors of the Company are entitled to bonus payments which are determined with reference to the performance of the Group's operations.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2021 HK$'000	2020 HK$'000
Mr Li Fat Chung[1]	**–**	35
Ms Wong Lam Kit Yee[1]	**–**	33
Mr Chan Chung Kik, Lewis	**180**	168
Mr Lau Ka Wing[2]	**180**	135
Mr Lai Nga Ming, Edmund[2]	**180**	135
	540	506

There were no other emoluments payable to the independent non-executive directors during the year (2020: Nil).

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION *(continued)*

(b) Executive directors

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Performance related bonuses HK$'000	Pension scheme contributions HK$'000	Total remuneration HK$'000
2021					
Mr Cheung Shuen Lung	**–**	**1,481**	**–**	**73**	**1,554**
Mr Shao Xing#	**–**	**1,247**	**2,985**	**63**	**4,295**
Ms Zuo Jin[3]	**–**	**–**	**–**	**–**	**–**
Professor Xiao Jian Guo	**–**	**–**	**–**	**–**	**–**
Mr Hu Bin	**–**	**–**	**–**	**–**	**–**
Ms Liao Hang	**–**	**–**	**–**	**–**	**–**
	–	**2,728**	**2,985**	**136**	**5,849**
2020					
Mr Cheung Shuen Lung	–	1,352	–	73	1,425
Mr Shao Xing#	–	1,137	1,742	44	2,923
Ms Zuo Jin[3]	–	–	–	–	–
Professor Xiao Jian Guo	–	–	–	–	–
Mr Hu Bin	–	–	–	–	–
Ms Liao Hang	–	–	–	–	–
	–	2,489	1,742	117	4,348

Mr Shao Xing is also the chief executive officer of the Group

1 Resigned on 1 April 2020

2 Appointed on 1 April 2020

3 Resigned on 2 December 2021

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2020: one) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2020: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2021 HK$'000	2020 HK$'000
Salaries, allowances and benefits in kind	**2,904**	3,849
Performance related bonuses	**1,865**	3,307
Pension scheme contributions	**190**	135
	4,959	7,291

The number of non-director and non-chief executive, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2021	2020
HK$1,000,001 to HK$1,500,000	**1**	–
HK$1,500,001 to HK$2,000,000	**2**	3
HK$2,000,001 to HK$2,500,000	**–**	1
	3	4

10. INCOME TAX

	2021 HK$'000	2020 HK$'000
Current – Hong Kong		
Charge for the year	**111**	1
Current – Mainland China		
Charge for the year	**692**	2,214
Underprovision/(overprovision) in prior years	**3,042**	(521)
Deferred *(note 29)*	**(4,131)**	(3,362)
Total tax credit for the year	**(286)**	(1,668)

Hong Kong profits tax has been provided at the rate of 16.5% (2020:16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for the first HK$2,000,000 of assessable profits for Founder Electronics (HK) Limited which is taxed at the rate of 8.25% as Founder Electronics (HK) Limited elects the two-tiered profits tax rates in 2021 and 2020.

10. INCOME TAX *(continued)*

Taxes on profits assessable in Mainland China have been calculated at the statutory PRC corporate income tax ("CIT") rate of 25%. Certain subsidiaries of the Group are entitled to preferential tax treatments of reduction in the CIT rate to 15%.

The share of tax attributable to associates amounting to negative HK$2,000 (2020: negative HK$28,000) is included in "Share of profits of associates" in the consolidated statement of profit or loss.

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates are as follows:

	2021		2020	
	HK$'000	**%**	HK$'000	%
Profit before tax	**43,198**		52,229	
Tax at the statutory tax rate	**9,658**	**22.4**	14,926	28.6
Lower tax rate for specific provinces or enacted by local authority	**(4,919)**	**(11.4)**	(11,832)	(22.7)
Adjustment in respect of current tax of previous periods	**3,042**	**7.0**	(521)	(1.0)
Effect on changes in tax rates	**(565)**	**(1.3)**	(1,670)	(3.2)
Profits attributable to associates	**(2)**	**–**	(28)	–
Income not subject to tax	**(2,832)**	**(6.6)**	(1,851)	(3.5)
Expenses not deductible for tax	**6,081**	**14.1**	4,516	8.7
Research and development super deduction	**(18,776)**	**(43.5)**	(10,905)	(20.9)
Tax losses utilised from previous periods	**(4)**	**–**	(153)	(0.3)
Tax losses not recognised	**8,031**	**18.6**	5,850	11.2
Tax credit at the Group's effective rate	**(286)**	**(0.7)**	(1,668)	(3.2)

11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 1,199,746,993 (2020: 1,199,746,993) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2021 and 2020.

12. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings HK$'000	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Machinery and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2021						
At 1 January 2021:						
Cost or valuation	313,921	16,657	46,063	18,956	7,656	403,253
Accumulated depreciation	–	(10,513)	(39,700)	(10,327)	(6,641)	(67,181)
Net carrying amount	313,921	6,144	6,363	8,629	1,015	336,072
At 1 January 2021, net of accumulated depreciation	313,921	6,144	6,363	8,629	1,015	336,072
Additions	–	3,893	5,666	10	342	9,911
Disposals	–	–	(287)	(1,471)	–	(1,758)
Deficit on revaluation	(22,150)	–	–	–	–	(22,150)
Depreciation provided during the year *(note 6)*	(11,044)	(2,664)	(4,443)	(1,669)	(368)	(20,188)
Exchange realignment	7,091	56	199	206	30	7,582
At 31 December 2021, net of accumulated depreciation	287,818	7,429	7,498	5,705	1,019	309,469
At 31 December 2021:						
Cost or valuation	287,818	19,659	50,047	10,037	7,397	374,958
Accumulated depreciation	–	(12,230)	(42,549)	(4,332)	(6,378)	(65,489)
Net carrying amount	287,818	7,429	7,498	5,705	1,019	309,469

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

	Land and buildings HK$'000	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Machinery and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
31 December 2020						
At 1 January 2020:						
Cost or valuation	298,216	16,878	44,149	16,701	7,306	383,250
Accumulated depreciation	–	(8,387)	(36,605)	(7,950)	(6,007)	(58,949)
Net carrying amount	298,216	8,491	7,544	8,751	1,299	324,301
At 1 January 2020, net of accumulated depreciation	298,216	8,491	7,544	8,751	1,299	324,301
Additions	–	–	2,743	1,082	–	3,825
Disposals	–	–	(45)	–	–	(45)
Surplus on revaluation	11,134	–	–	–	–	11,134
Depreciation provided during the year *(note 6)*	(10,203)	(2,347)	(4,219)	(1,750)	(351)	(18,870)
Exchange realignment	14,774	–	340	546	67	15,727
At 31 December 2020, net of accumulated depreciation	313,921	6,144	6,363	8,629	1,015	336,072
At 31 December 2020:						
Cost or valuation	313,921	16,657	46,063	18,956	7,656	403,253
Accumulated depreciation	–	(10,513)	(39,700)	(10,327)	(6,641)	(67,181)
Net carrying amount	313,921	6,144	6,363	8,629	1,015	336,072

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

The Group's land and buildings consist of one residential property and one commercial property in the PRC and certain commercial properties and car parking spaces in Hong Kong. The directors of the Company have determined that the land and buildings consist of three classes of asset, i.e., commercial properties, residential property and car parking spaces, based on the nature, characteristics and risks of each property. The Group's land and buildings were revalued on 31 December 2021 and 2020 based on valuations performed by LCH (Asia-Pacific) Surveyors Limited, independent professionally qualified valuers, at HK$287,818,000 and HK$313,921,000, respectively. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's land and buildings. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

Had these land and buildings been carried at historical cost less accumulated depreciation, their carrying amount would have been approximately HK$17,755,000 (2020: HK$18,182,000).

At 31 December 2021 and 2020, none of the Group's land and buildings was pledged to secure general banking facilities granted to the Group.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's land and buildings:

	Fair value measurement as at 31 December 2021 using			
Recurring fair value measurement for:	**Quoted prices in active markets (Level 1) HK$'000**	**Significant observable inputs (Level 2) HK$'000**	**Significant unobservable inputs (Level 3) HK$'000**	**Total HK$'000**
Commercial properties	**–**	**–**	**61,540**	**61,540**
Residential properties	**–**	**–**	**219,895**	**219,895**
Car parking spaces	**–**	**–**	**6,383**	**6,383**
	–	**–**	**287,818**	**287,818**

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy *(continued)*

	Fair value measurement as at 31 December 2020 using			
Recurring fair value measurement for:	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	62,150	62,150
Residential properties	–	–	245,441	245,441
Car parking spaces	–	–	6,330	6,330
	–	–	313,921	313,921

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial properties HK$'000	**Residential properties** HK$'000	**Car parking spaces** HK$'000
Carrying amount at 1 January 2020	62,712	228,927	6,577
Net gain/(loss) from a fair value adjustment recognised in other comprehensive income	1,696	9,466	(28)
Depreciation provided during the year	(2,258)	(7,726)	(219)
Exchange realignment	–	14,774	–
Carrying amount at 31 December 2020 and 1 January 2021	**62,150**	**245,441**	**6,330**
Net (loss)/gain from a fair value adjustment recognised in other comprehensive income	**1,625**	**(24,039)**	**264**
Depreciation provided during the year	**(2,235)**	**(8,598)**	**(211)**
Exchange realignment	**–**	**7,091**	**–**
Carrying amount at 31 December 2021	**61,540**	**219,895**	**6,383**

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy *(continued)*

Below is a summary of the valuation techniques used and the key inputs to the valuation of land and buildings:

	Valuation techniques	Significant unobservable inputs	Range	
			2021	2020
Commercial properties	Market approach	Adjustment on market unit price (per s.q.m.)	**–32.1% to –0.5%**	–23.8% to –6.6%
Residential properties	Market approach	Adjustment on market unit price (per s.q.m.)	**–21.0% to –10.50%**	–12.9% to 6.0%
	Income approach	Adjustment on market rental (per s.q.m. and per month)	**–10.0% to –9.9%**	–13.5% to –9.5%
		Adopted yield	**1.7%**	1.4%
Car parking spaces	Market approach	Adjustment on market unit price (per s.q.m.)	**–2.5% to 6.0%**	–24.9% to 3.9%

Under the market approach, fair value is estimated based on the unit prices of comparable properties with certain adjustments made to reflect the differences in location, neighbourhood, environment, facilities, etc. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values. Physical, locational and economical characteristics are important criteria to be analysed when comparing such comparable properties against the subject properties.

The adjustment on the market unit price is determined by referring to the differences of the subject properties against the comparable properties in terms of time, building facilities, floor, view, size, loading and the listing nature of the comparable properties.

A significant increase/(decrease) in the unit price of comparable properties in isolation would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on the unit price would result in a significant increase/(decrease) in the fair value of the land and buildings.

Under the income approach, fair value is estimated by capitalising the adjusted market rental income at an adjusted market capitalisation rate. Market rental and the market capitalisation rate are determined by making reference to market listing prices and rentals of comparable properties.

The adjustment on market rental is determined by referring to the differences of the subject property against the comparable properties in terms of building facilities, size, floor and the listing nature of the comparable properties. The adjustment on the market capitalisation rate is determined by referring to the class of comparable properties.

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Fair value hierarchy *(continued)*

A significant increase/(decrease) in market rental in isolation would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on market rental would result in a significant increase/(decrease) in the fair value of the land and buildings. A significant increase/(decrease) in the capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the land and buildings. A significant increase/(decrease) in the adjustment to the capitalisation rate in isolation would result in a significant decrease/(increase) in the fair value of the land and buildings.

13. INVESTMENT PROPERTIES

	2021 **HK$'000**	2020 HK$'000
Carrying amount at 1 January	**142,923**	146,184
Net gains/(losses) from a fair value adjustment	**3,810**	(3,756)
Exchange realignment	**236**	495
Carrying amount at 31 December	**146,969**	142,923

The Group's investment properties consist of certain commercial properties, residential properties and car parking spaces in Hong Kong and one commercial property and one residential property in the PRC. The directors of the Company have determined that the investment properties consist of three classes of asset, i.e., commercial, residential and car parking spaces, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2021 and 2020 based on valuations performed by LCH (Asia-Pacific) Surveyors Limited, independent professionally qualified valuers, at HK$146,969,000 and HK$142,923,000, respectively. Each year, the Group's management decides to appoint which external valuer to be responsible for the external valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussions with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further details of which are included in note 14 to the financial statements.

At 31 December 2021, certain of the Group's investment properties with a carrying value of approximately HK$77,769,000 (2020: HK$75,589,000) were pledged to secure general banking facilities granted to the Group (note 28).

Further particulars of the Group's investment properties are included on pages 154 to 155 of the annual report.

13. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

Recurring fair value measurement for:	**Fair value measurement as at 31 December 2021 using** Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	**–**	**–**	**119,589**	**119,589**
Residential properties	**–**	**–**	**24,252**	**24,252**
Car parking spaces	**–**	**–**	**3,128**	**3,128**
	–	**–**	**146,969**	**146,969**

Recurring fair value measurement for:	Fair value measurement as at 31 December 2020 using Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Commercial properties	–	–	116,273	116,273
Residential properties	–	–	23,660	23,660
Car parking spaces	–	–	2,990	2,990
	–	–	142,923	142,923

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2020: Nil).

13. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy *(continued)*

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial properties HK$'000	Residential properties HK$'000	Car parking spaces HK$'000
Carrying amount at 1 January 2020	118,848	24,103	3,233
Net losses from a fair value adjustment	(3,023)	(490)	(243)
Exchange realignment	448	47	–
Carrying amount at 31 December 2020 and 1 January 2021	**116,273**	**23,660**	**2,990**
Net gains from a fair value adjustment recognised in profit or loss	**3,102**	**570**	**138**
Exchange realignment	**214**	**22**	**–**
Carrying amount at 31 December 2021	**119,589**	**24,252**	**3,128**

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques	Significant unobservable inputs	Range 2021	Range 2020
Commercial properties	Income approach	Adjustment on market unit price (per s.q.m.)	**–35.3% to –2.5%**	–27.6% to 0.6%
		Adopted yield	**3.0% to 6.2%**	3.1% to 6.8%
	Market approach	Adjustment on market unit price (per s.q.m.)	**–32.0% to –0.6%**	–23.7% to –16.5%
Residential properties	Income approach	Adjustment on market unit price (per s.q.m.)	**–38.2% to 7.4%**	–49.6% to 12.4%
		Adopted yield	**1.6% to 5.3%**	2.1% to 5.3%
Car parking spaces	Income approach	Adjustment on market unit price (per s.q.m.)	**–6.2% to 3.2%**	–18.9% to 6.4%
		Adopted yield	**2.1% to 3.0%**	2.3% to 3.0%

13. INVESTMENT PROPERTIES *(continued)*

Fair value hierarchy *(continued)*

Under the income approach, fair value is estimated by capitalising the current rental income and the reversionary value of the properties after tenancies expire and by referring to market sales transactions after making relevant adjustments.

The adjustment on the market unit price is determined by referring to the differences of the subject properties against the comparable properties in terms of time, size, view, floor and floor loading. The yields adopted are determined by referring to the current yields of the subject properties and the market yields published by the Rating and Valuation Department regarding the respective property types.

A significant increase/(decrease) in the market unit price in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on the market unit price would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in the yield in isolation would result in a significant decrease/(increase) in the fair value of the investment properties.

Under the market approach, fair value is estimated based on the unit prices of comparable properties with certain adjustments made to reflect the differences in location, neighbourhood, environment, facilities, etc. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values. Physical, locational and economical characteristics are important criteria to be analysed when comparing such comparable properties against the subject properties.

The adjustment on the market unit price is determined by referring to the differences of the subject properties against the comparable properties in terms of time, building facilities, floor, view, size, loading and the listing nature of the comparable properties.

A significant increase/(decrease) in the unit price of comparable properties in isolation would result in a significant increase/(decrease) in the fair value of the investment properties. A significant increase/(decrease) in a positive adjustment or a significant decrease/(increase) in a negative adjustment on the unit price would result in a significant increase/(decrease) in the fair value of the investment properties.

14. LEASES

The Group as a lessee

The Group leases certain of its offices and warehouse properties under operating lease arrangements, which are negotiated for terms ranging from six months to three years.

(a) ***Right-of-use assets***

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	2021 **HK$'000**	2020 HK$'000
Carrying amount at 1 January	**2,550**	2,805
Additions	**6,981**	2,321
Depreciation charge	**(2,687)**	(2,739)
Revision of a lease term arising from a change in the non-cancellable period of a lease	**(720)**	–
Exchange realignment	**133**	163
Carrying amount at 31 December	**6,257**	2,550

(b) ***Lease liabilities***

The carrying amount of lease liabilities and the movements during the year are as follows:

	2021 **HK$'000**	2020 HK$'000
Carrying amount at 1 January	**2,162**	2,439
New leases	**5,800**	1,966
Accretion of interest recognised during the year	**169**	121
COVID-19-related rent concessions from lessors	**–**	(301)
Payments	**(1,877)**	(2,202)
Revision of a lease term arising from a change in the non-cancellable period of a lease	**(576)**	–
Exchange realignment	**34**	139
Carrying amount at 31 December	**5,712**	2,162

14. LEASES *(continued)*

The Group as a lessee *(continued)*

(b) ***Lease liabilities*** *(continued)*

	2021 HK$'000	2020 HK$'000
Analysed into:		
Current portion	**4,261**	1,724
Non-current portion	**1,451**	438
Total	**5,712**	2,162

The maturity analysis of lease liabilities is disclosed in note 39 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2021 HK$'000	2020 HK$'000
Interest on lease liabilities	**169**	121
Depreciation charge of right-of-use assets	**2,687**	2,739
Expense relating to short-term leases	**24,720**	22,367
COVID-19-related rent concessions from lessors	**–**	(301)
Total amount recognised in profit or loss	**27,576**	24,926

(d) The total cash outflow for leases and future cash outflows relating to leases that have not yet commenced are disclosed in notes 33(c) and 35, respectively, to the financial statements.

(e) The Group has no termination options expected to be exercised.

14. LEASES *(continued)*

The Group as a lessor

The Group leases its investment properties (note 13) under operating lease arrangements. The terms of the leases generally also require the tenants to pay security deposits. Rental income recognised by the Group during the year was HK$4,976,000 (2020: HK$5,034,000), details of which are included in note 5 to the financial statements.

At 31 December 2021 and 2020, the undiscounted lease payments receivable by the Group in future periods under non- cancellable operating leases with its tenants are as follows:

	2021 **HK$'000**	2020 HK$'000
Within one year	**4,379**	4,477
After one year but within two years	**3,223**	597
	7,602	5,074

15. INVESTMENTS IN ASSOCIATES

	2021 **HK$'000**	2020 HK$'000
Share of net assets	**2,972**	3,080
Due from associates	**31**	31
	3,003	3,111

The amounts due from associates are unsecured, interest-free and repayable on demand. In the opinion of the Company's directors, the amounts due from associates are unlikely to be repaid in the foreseeable future and are considered as part of the Group's net investments in the associates. There was no recent history of default and past due amounts for loans to associates. As at 31 December 2021 and 2020, the loss allowance was assessed to be minimal.

The Group's shareholdings in the associates are held through certain wholly-owned subsidiaries of the Company.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2021 **HK$'000**	2020 HK$'000
Share of the associates' profits for the year	**11**	142
Share of the associates' other comprehensive (loss)/income	**(119)**	335
Share of the associates' total comprehensive (loss)/income	**(108)**	477
Aggregate carrying amount of the Group's investments in associates	**3,003**	3,111

16. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2021 **HK$'000**	2020 HK$'000
Equity investments at fair value through other comprehensive income		
Listed equity investments, at fair value:		
PUC Berhad	**1,667**	1,902

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

During the year ended 31 December 2021, the gross loss in respect of the Group's equity investments at fair value through other comprehensive income recognised in other comprehensive loss amounted to HK$172,000 (2020: HK$747,000).

17. INTANGIBLE ASSETS

	Patents and acquired software HK$'000	**Development expenditure on media software** HK$'000	**Total** HK$'000
At 31 December 2020			
Cost	2,376	10,729	13,105
Accumulated amortisation and impairment	(2,376)	(10,729)	(13,105)
Net carrying amount	–	–	–
At 31 December 2021			
Cost	**2,446**	**11,045**	**13,491**
Accumulated amortisation and impairment	**(2,446)**	**(11,045)**	**(13,491)**
Net carrying amount	**–**	**–**	**–**

18. INVENTORIES

	2021 HK$'000	2020 HK$'000
Finished goods	**78,961**	56,598
Work in progress	**31,189**	18,802
	110,150	75,400

19. TRADE AND BILLS RECEIVABLES

	2021 HK$'000	2020 HK$'000
Trade receivables	**190,509**	231,664
Bills receivable	**16,207**	17,845
Impairment	**(41,662)**	(49,612)
	165,054	199,897

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Payment is generally due within 90 days from the invoice date. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade and bills receivable balances. Trade and bills receivables are non-interest-bearing.

Included in the Group's trade and bills receivables are amounts due from Peking University Founder Group Company Limited ("Peking Founder"), a substantial shareholder of the Company, and its subsidiaries (collectively "Peking Founder Group") of HK$201,000 (2020: HK$609,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

An ageing analysis of the trade receivables, based on the invoice date and net of loss allowance, is as follows:

	2021 HK$'000	2020 HK$'000
Within 6 months	**116,313**	150,327
7 to 12 months	**11,133**	11,718
13 to 24 months	**17,464**	16,294
Over 24 months	**3,937**	3,713
	148,847	182,052

19. TRADE AND BILLS RECEIVABLES *(continued)*

The movements in the loss allowance for impairment of trade receivables are as follows:

	2021 **HK$'000**	2020 HK$'000
At beginning of year	**49,612**	40,648
(Reversal of impairment)/impairment losses, net *(note 6)*	**(680)**	7,707
Amount written off as uncollectible	**(8,226)**	–
Exchange realignment	**956**	1,257
At end of year	**41,662**	49,612

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the ageing of groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The decrease in the loss allowance of HK$7,950,000 was a result of an decrease in credit risk exposure of all age groups and the written off of uncollectible accounts receivables. The individually impaired trade receivables are related to customers that were credit-impaired or in default of payments and no receivable is expected to be recovered.

Set out below is the information about the credit risk exposure on the Group's trade receivables:

As at 31 December 2021

	Ageing				
	Less than 6 months	**7 to 12 months**	**13 to 24 months**	**Over 24 months**	**Total**
Impairment of credit loss assessed by credit risk portfolio					
Expected credit loss rate	**2.10%**	**8.75%**	**22.98%**	**86.55%**	**18.64%**
Gross carrying amount (HK$'000)	**118,808**	**12,201**	**22,674**	**29,265**	**182,948**
Expected credit losses (HK$'000)	**2,495**	**1,068**	**5,210**	**25,328**	**34,101**
Impairment of credit loss assessed individually					
Expected credit loss rate	**100%**	**100%**	**100%**	**100%**	**100%**
Gross carrying amount (HK$'000)	**–**	**159**	**1,673**	**5,729**	**7,561**
Expected credit losses (HK$'000)	**–**	**159**	**1,673**	**5,729**	**7,561**

19. TRADE AND BILLS RECEIVABLES *(continued)*

As at 31 December 2020

	Ageing				
	Less than 6 months	7 to 12 months	13 to 24 months	Over 24 months	Total
Impairment of credit loss assessed by credit risk portfolio					
Expected credit loss rate	2.27%	9.41%	22.19%	88.06%	16.79%
Gross carrying amount (HK$'000)	153,815	12,935	20,941	31,107	218,798
Expected credit losses (HK$'000)	3,488	1,217	4,647	27,394	36,746
Impairment of credit loss assessed individually					
Expected credit loss rate	100%	100%	100%	100%	100%
Gross carrying amount (HK$'000)	3,457	31	4,617	4,761	12,866
Expected credit losses (HK$'000)	3,457	31	4,617	4,761	12,866

Transferred financial assets that are derecognised in their entirety

At 31 December 2021, the Group endorsed certain bills receivable accepted by banks in Mainland China (the "Derecognised Bills") to certain of its suppliers in order to settle the trade payables due to such suppliers at the amount of nil (2020: HK$890,000). The Derecognised Bills had a maturity of one to twelve months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the Company's directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their carrying amounts. In the opinion of the Company's directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

During the year ended 31 December 2021, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Bills. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively. The endorsement has been made evenly throughout the year.

20. CONTRACT ASSETS

	2021 HK$'000	2020 HK$'000
Contract assets arising from:		
Sale of software development and system integration services	**4,814**	11,087
Sale of information products and software	**11,910**	10,001
	16,724	21,088
Impairment	**(1,698)**	(4,771)
	15,026	16,317

Contract assets are initially recognised for revenue earned from the sale of information products and software and the sales of software development and system integration services as the receipt of consideration is conditional on successful delivery of goods or completion of services. Included in contract assets for the sale of information products and software, and the sales of software development and system integration services also comprised retention receivables. Upon delivery of goods or services and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The decrease in contract assets in 2021 was the result of the decrease in the ongoing sales of software development and system integration services at the end of each the year.

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

	2021 HK$'000	2020 HK$'000
Within one year	**12,817**	15,210
After one year	**3,907**	5,878
Total contract assets	**16,724**	21,088

20. CONTRACT ASSETS *(continued)*

The movements in the loss allowance for impairment of contract assets are as follows:

	2021 **HK$'000**	2020 HK$'000
At beginning of year	**4,771**	7,093
Reversal of impairment losses, net *(note 6)*	**(2,055)**	(2,644)
Amount written off	**(1,126)**	–
Exchange realignment	**108**	322
At end of year	**1,698**	4,771

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on the ageing of trade receivables for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The individually impaired contract assets are related to customers that were credit-impaired or in default of payments and no receivable is expected to be recovered.

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

	2021	2020
Expected credit loss rate	**10.2%**	22.6%
Gross carrying amount (HK$'000)	**16,724**	21,088
Expected credit losses (HK$'000)	**1,698**	4,771

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2021 **HK$'000**	2020 HK$'000
Prepayments	**29,327**	21,202
Deposits and other receivables	**48,613**	44,983
Loan receivables *(Note)*	**461,794**	448,578
	539,734	514,763
Impairment allowance		
– Deposits and other receivables	**(6,926)**	(6,283)
– Loan receivables *(Note)*	**(461,794)**	(448,578)
	71,014	59,902

21. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(continued)*

The movements in the loss allowance for impairment of deposits, other receivables and loan receivables are as follows:

	Note	**2021 HK$'000**	2020 HK$'000
At beginning of year		**454,861**	434,205
Impairment/(reversal of impairment) losses recognised	6	**1,590**	(7,977)
Amount written off as uncollectible		**(804)**	–
Exchange realignment		**13,073**	28,633
At 31 December		**468,720**	454,861

Deposits and other receivables mainly represent rental deposits and deposits with customers. Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Included in the Group's other receivables as at 31 December 2020 are amounts due from Peking Founder Group of approximately HK$181,000.

Note: As at 31 December 2019, an entrusted loan receivable in the principal amount of RMB370,000,000 (approximately HK$412,180,000) and the related interest amount of RMB5,591,000 (equivalent to approximately HK$6,228,000) (collectively the "Outstanding Entrusted Loan") were receivable from Peking Founder. On 18 February 2020, the Company received a notification letter from Peking Founder, regarding a notice received by Peking Founder from The First Intermediate People's Court of Beijing (the "Court"). According to such notice, Bank of Beijing Co., Ltd. applied to the Court for a restructuring of Peking Founder. On 19 February 2020, according to the civil order and decision letter received by Peking Founder from the Court, the Court decided to accept the application made by Bank of Beijing Co., Ltd. for the initiation of restructuring procedure against Peking Founder and appointed Peking Founder's liquidation team as the administrator of Peking Founder. On 3 March 2020, the Company declared the Outstanding Entrusted Loan became due. According to the relevant laws and regulations about judicial restructuring, Peking Founder is not allowed to settle individual debts during the restructuring period, including the Outstanding Entrusted Loan. Considering the deterioration of financial condition and repayment ability of Peking Founder and the possibility of recovering the balances, the management of the Company determined the recoverability was remote, therefore, full provision for impairment was made on the Outstanding Entrusted Loan in 2019.

On 31 July 2020, the Company received a notification letter from Peking Founder regarding a civil order and decision letter received by the administrator of Peking Founder from the Court. Pursuant to the civil order and decision letter, the Court decided to accept the substantive consolidated restructuring of Peking University Founder Group Company Limited, Peking University Founder Information Industry Group Co., Ltd., Founder Industry Holdings Co., Ltd., Peking University Healthcare Industry Group Co., Ltd., and Peking University Resource Group Limited (collectively "the Five Companies including Peking Founder") and appoint the administrator of Peking Founder as the administrator of substantive consolidated restructuring of the Five Companies including Peking Founder.

On 5 July 2021, the Company received a notification letter from the administrator of Peking Founder stating that a "written civil ruling" No. (2020)京01破13號之五 served by the Court was received on the same day, which ruled that the restructuring proposal of the Five Companies including Peking Founder (the "Proposal") was approved and the restructuring procedure was terminated. Therefore, the Proposal is in the phase of execution. Pursuant to the Proposal, among the equity assets, debt assets and other assets, of which the Five Companies including Peking Founder have the right to dispose, the majority will be used to set up New Founder Holdings Development Co., Ltd. (the "New Founder Group") and its six subordinate business platform companies. The equity interest of New Founder Group will be transferred to the restructuring investors. The equity interest of the Company indirectly held by Peking Founder will be held directly or indirectly by the restructuring investors. According to the provisions of the Enterprise Bankruptcy Law of the People's Republic of China, the Five Companies including Peking Founder as the debtors are responsible to implement the Proposal. Pursuant to the Proposal, the Five Companies including Peking Founder will complete the follow up work of the Proposal within 12 months from the date of approval of the Proposal by the Court.

On 30 January 2022, the Company received a notification letter from Peking Founder, stating that the China Banking and Insurance Regulatory Commission approved the application of Ping An Life Insurance Company of China, Ltd. ("Ping An Life") for its significant equity investment in New Founder Group. On 8 February 2022, all approvals required from regulatory authorities at this stage in relation to Ping An Life's investment in New Founder Group have been obtained.

As at 31 December 2021, given the restructuring of Peking Founder is still in progress and the recoverability of the Outstanding Entrusted Loan is uncertain, the management of the Company considered the provision for impairment remain unchanged.

The principal amount of RMB370,000,000 (equivalent to approximately HK$452,511,000) and related interest amount of RMB5,591,000 (equivalent to approximately HK$6,837,000) included in the above balances are under the continuing connected transaction as set out in the report of the directors.

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2021 HK$'000	2020 HK$'000
Listed equity investments, at fair value	1,065	186
Listed derivative investments, at fair value	129	201
	1,194	387

The above equity and derivative investments at 31 December 2021 were classified as financial assets at fair value through profit or loss as they were held for trading.

23. STRUCTURED DEPOSITS

The structured deposits at 31 December 2020 were financial products with principal protected issued by banks in the PRC. They were classified as financial assets at fair value through profit and loss as their contractual cash flows are not solely payments of principal and interest. At 31 December 2020, the fair value of structured deposits was HK$178,359,000.

24. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	2021 HK$'000	2020 HK$'000
Cash and bank balances	477,731	237,966
Time deposits	128,525	135,784
	606,256	373,750
Less: Pledged time deposits		
Pledged for long term letters of guarantee	(2,510)	(3,188)
Pledged for short term letters of guarantee	(4,580)	(6,777)
Cash and cash equivalents	599,166	363,785

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to approximately HK$455,564,000 (2020: HK$208,631,000). 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.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between seven days and six months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

25. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date or bills payment date, is as follows:

	2021 **HK$'000**	2020 HK$'000
Within 6 months	**54,028**	61,281
7 to 12 months	**3,697**	994
13 to 24 months	**1,956**	1,694
Over 24 months	**4,488**	3,981
	64,169	67,950

Included in the Group's trade and bills payables are amounts due to Peking Founder Group of approximately HK$915,449 (2020: HK$1,327,000), which are repayable on agreed terms similar to those offered by other third party supplier.

The trade payables are non-interest-bearing and are normally settled on terms of 15 to 90 days.

26. CONTRACT LIABILITIES

Details of contract liabilities as at 31 December 2020 and 31 December 2021 are as follows:

	2021 **HK$'000**	2020 HK$'000
Sale of information products and software	**70,913**	65,219
Sale of software development and system integration services	**70**	3,897
	70,983	69,116

Contract liabilities include short-term advances received for delivery of information products and software and rendering of software development and system integration services and amounts due to contract customers. The increase in contract liabilities in 2021 was mainly due to the increase in the sale of information products and software at the end of the year.

Included in the Group's short-term advances as at 31 December 2020 are amounts received from Peking Founder Group of approximately HK$1,321,000.

27. OTHER PAYABLES AND ACCRUALS

	2021 HK$'000	2020 HK$'000
Accrued salaries and bonuses	**113,467**	111,052
Subcontracting fee	**78,666**	63,250
Other tax payables	**19,613**	31,023
Deferred revenue	**16,268**	21,935
Due to Peking Founder Group	**29,078**	13,881
Others	**16,418**	23,408
	273,510	264,549

Other payables are non-interest-bearing and have an average term of three months.

28. INTEREST-BEARING BANK BORROWINGS

The Group's trade finance facilities amounting to nil (2020: HK$50,000,000), of which nil (2020: nil) had been utilised as at the end of the reporting year. As at 31 December 2021, the trade finance facilities are secured by the Group's investment properties situated in Hong Kong, which had an aggregate carrying value at the end of the reporting period of HK$77,769,000 (2020: HK$75,589,000).

29. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

	Revaluation of properties HK$'000	Temporary difference on depreciation of properties HK$'000	Accelerated amortisation of intangible assets HK$'000	Accrued expenses HK$'000	Losses available for offsetting future taxable profits HK$'000	Impairment of assets HK$'000	Others HK$'000	Total HK$'000
At 1 January 2020	(71,447)	8,853	1,279	3,798	6,028	107,113	3,603	59,227
Deferred tax credited/(charged) to the statement of profit or loss for the year *(note 10)*	(37)	1,177	(555)	159	750	1,823	45	3,362
Deferred tax charged to other comprehensive income during the year	(2,468)	–	–	–	–	–	–	(2,468)
Exchange realignment	(4,459)	806	54	261	–	7,217	242	4,121
At 31 December 2020 and 1 January 2021	**(78,411)**	**10,836**	**778**	**4,218**	**6,778**	**116,153**	**3,890**	**64,242**
Deferred tax credited/(charged) to the statement of profit or loss for the year *(note 10)*	**(18)**	**2,036**	**(199)**	**4,685**	**115**	**(1,555)**	**(933)**	**4,131**
Deferred tax credited to other comprehensive income during the year	**5,895**	**–**	**–**	**–**	**–**	**–**	**–**	**5,895**
Exchange realignment	**(2,179)**	**423**	**20**	**200**	**–**	**3,397**	**100**	**1,961**
At 31 December 2021	**(74,713)**	**13,295**	**599**	**9,103**	**6,893**	**117,995**	**3,057**	**76,229**

For presentation purposes, at the end of the reporting period, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2021 HK$'000	2020 HK$'000
Net deferred tax assets recognised in the consolidated statement of financial position	**130,753**	125,038
Net deferred tax liabilities recognised in the consolidated statement of financial position	**(54,524)**	(60,796)
	76,229	64,242

29. DEFERRED TAX *(continued)*

Deferred tax assets have not been recognised in respect of the following items:

	2021 HK$'000	2020 HK$'000
Tax losses	**410,990**	355,646
Deductible temporary differences	**60,295**	67,731
	471,285	423,377

The Group has tax losses arising in Hong Kong of approximately HK$337,191,000 (2020: HK$322,909,000), that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. As at 31 December 2021, the Group had tax losses arising in Mainland China of HK$73,799,000 (2020: HK$32,737,000) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses and other deductible temporary differences as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries and associates established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the Company's directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK$422,534,000 at 31 December 2021 (2020: HK$338,559,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

30. SHARE CAPITAL

Shares

	2021 HK$'000	2020 HK$'000
Authorised:		
2,100,000,000 (2020: 2,100,000,000) ordinary shares of HK$0.10 each	**210,000**	210,000
Issued and fully paid:		
1,199,746,993 (2020: 1,199,746,993) ordinary shares of HK$0.10 each	**119,975**	119,975

There were no movements in the Company's issued share capital during the years ended 31 December 2021 and 2020.

31. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, senior management, employees of the Group, any substantial shareholders or any companies controlled by a substantial shareholder, any one or entity, who in the sole opinion of the Board, has contributed or will contribute to the Group or any substantial shareholder. The Scheme became effective on 31 May 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue unless (i) a circular is despatched to the shareholders; (ii) the shareholders approve the grant of the share options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant eligible person and his associates shall abstain from voting. The number and terms (including the exercise price) of share options to be granted to such eligible person(s) must be fixed before shareholders' approval.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

31. SHARE OPTION SCHEME *(continued)*

The offer of a grant of share options may be accepted within 30 days inclusive of the day on which such offer was made, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences on such date or after the date on which the share option is granted as the board may determine in granting the share options and expires at the close of business on such date as the board may determine in granting the share options but in any event shall not exceed 10 years from the date of grant (which is the date of offer of grant if the offer for the grant of the share option is accepted).

There is no specified minimum period under the Scheme for which a share option must be held or the performance target which must be achieved before a share option can be exercised under the terms of the Scheme.

The exercise price of share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of offer of the share options; and (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No share options were granted during the years ended 31 December 2021 and 2020 and there were no outstanding options as at 31 December 2021 and 2020.

32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 72 and 73 of the financial statements.

The Group's share premium account includes the premium arising from the issue of new shares in prior years, and amount transferred from share-based compensation reserve upon exercise of share options in prior years. The application of the share premium account is governed by the Companies Act 1981 of Bermuda.

The Group's contributed surplus represents the excess of the nominal value of the shares and the share premium account of Founder HK acquired pursuant to the Group reorganisation on 31 March 2000 over the nominal value of the Company's shares issued in exchange therefor.

In accordance with the relevant PRC regulations, each of the Group's PRC subsidiaries is required to transfer not less than 10% of its profit after tax, as determined in accordance with PRC accounting standards and regulations, to the general reserve until such reserve reaches 50% of its registered capital. The quantum of the annual transfer is subject to the approval of the board of directors of each PRC subsidiary in accordance with its articles of association.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK$5,800,000 (2020: HK$1,966,000) and HK$5,800,000 (2020: HK$1,966,000), respectively, in respect of lease arrangements for offices and warehouse properties.

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(continued)*

(b) Changes in liabilities arising from financing activities

2021

	Lease liabilities HK$'000
At 1 January 2021	**2,162**
Changes from financing cash flows	**(1,708)**
New leases	**5,800**
Interest expense	**169**
Interest paid classified as operating cash flows	**(169)**
Revision of a lease term arising from a change in the non-cancellable period of a lease	**(576)**
Foreign exchange movement	**34**
At 31 December 2021	**5,712**

2020

	Interest-bearing bank borrowings HK$'000	Lease liabilities HK$'000
At 1 January 2020	107,093	2,439
Changes from financing cash flows	(114,207)	(2,081)
New leases	–	1,966
Interest expense	–	121
Interest paid classified as operating cash flows	–	(121)
COVID-19-related rent concessions from lessors	–	(301)
Foreign exchange movement	7,114	139
At 31 December 2020	–	2,162

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2021 HK$'000	2020 HK$'000
Within operating activities	**24,889**	22,488
Within financing activities	**1,708**	2,081
	26,597	24,569

34. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities (2020: Nil).

35. COMMITMENTS

(a) At the end of the reporting period, the Group did not have any significant commitments.

(b) The Group has various lease contracts that have not yet commenced as at 31 December 2021. The future lease payments for these non-cancellable lease contracts are HK$22,217,000 (2020: HK$20,515,000) due within one year, and HK$951,000 (2020: Nil) due in the second to fifth years, inclusive.

36. RELATED PARTY TRANSACTIONS

(I) Transactions with related parties

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	Notes	**2021 HK$'000**	2020 HK$'000
Management fee income earned from subsidiaries of Peking Founder	*(i)*	**–**	597
Interest income from a subsidiary of Peking Founder	*(ii)*	**–**	335
Sales of goods to Peking Founder Group	*(i)*	**3,168**	1,156
Rental and management expense to a subsidiary of Peking Founder	*(iii)*	**20,712**	19,358
Purchase of goods from Peking Founder Group	*(i)*	**2,135**	2,575

Notes:

(i) These transactions were conducted on the terms agreed between the parties involved.

(ii) The interest income for the year 2020 was attributable to the entrusted loans provided to Founder Handwriting, a subsidiary of Peking Founder which were unsecured and bore interest at rates of 7.0% per annum.

(iii) The expenses were attributable to the lease agreement and management agreement with a subsidiary of Peking Founder to lease the premises in Beijing with market price.

The above related party transactions for the current year in respect of items (i), (ii) and (iii) also constitute connected transactions as defined in Chapter 14A of the Listing Rules.

36. RELATED PARTY TRANSACTIONS *(continued)*

(II) Outstanding balances with related parties

(a) Details of the Group's other receivables and other payables with its related companies as at the end of the reporting period are disclosed in notes 21 and 27 to the financial statements.

(b) Details of the Group's amounts due from its associates as at the end of the reporting period are included in note 15 to the financial statements.

(c) Details of the Group's trade balances with its related companies as at the end of the reporting period are disclosed in notes 19, 20, 25 and 26 to the financial statements.

(III) Compensation of key management personnel of the Group

	2021 **HK$'000**	2020 HK$'000
Short term employee benefits	**6,253**	4,737
Pension scheme contributions	**136**	117
Total compensation paid to key management personnel	**6,389**	4,854

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2021

Financial assets

	Fair value through profit or loss	Financial assets at amortised cost	Financial assets at fair value through other comprehensive income		Total
			Debt	Equity	
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Due from associates	–	31	–	–	31
Equity investments at fair value through other comprehensive income	–	–	–	1,667	1,667
Trade and bills receivables	–	148,847	16,207	–	165,054
Financial assets included in prepayments, deposits and other receivables	–	41,687	–	–	41,687
Financial assets at fair value through profit or loss	1,194	–	–	–	1,194
Pledged deposits	–	7,090	–	–	7,090
Cash and cash equivalents	–	599,166	–	–	599,166
	1,194	796,821	16,207	1,667	815,889

Financial liabilities – financial liabilities at amortised cost

	HK$'000
Trade and bills payables	64,169
Financial liabilities included in other payables and accruals	124,160
Lease liabilities	5,712
	194,041

37. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

2020

Financial assets

	Fair value through profit or loss – held for trading HK$'000	Financial assets at amortised cost HK$'000	Financial assets at fair value through other comprehensive income		Total HK$'000
			Debt HK$'000	Equity HK$'000	
Due from associates	–	31	–	–	31
Equity investments at fair value through other comprehensive income	–	–	–	1,902	1,902
Trade and bills receivables	–	182,052	17,845	–	199,897
Financial assets included in prepayments, deposits and other receivables	–	38,700	–	–	38,700
Financial assets at fair value through profit or loss	387	–	–	–	387
Structured deposits	178,359	–	–	–	178,359
Pledged deposits	–	9,965	–	–	9,965
Cash and cash equivalents	–	363,785	–	–	363,785
	178,746	594,533	17,845	1,902	793,026

Financial liabilities – financial liabilities at amortised cost

	HK$'000
Trade and bills payables	67,950
Financial liabilities included in other payables and accruals	100,540
Lease liabilities	2,162
	170,652

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair value, are as follows:

	Carrying amounts		Fair values	
	2021	2020	**2021**	2020
	HK$'000	HK$'000	**HK$'000**	HK$'000
Financial assets				
Due from associates	**31**	31	**31**	31
Equity investments at fair value through other comprehensive income	**1,667**	1,902	**1,667**	1,902
Pledged deposits, non-current portion	**2,510**	3,188	**2,221**	2,995
Bills receivable	**16,207**	17,845	**16,207**	17,845
Structured deposits	**–**	178,359	**–**	178,359
Financial assets at fair value through profit or loss	**1,194**	387	**1,194**	387
	21,609	201,712	**21,320**	201,519

Management has assessed that the fair values of cash and cash equivalents, the current portion of pledged deposits, trade receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of the pledged deposits and bills receivable have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for the non-current portion of the pledged deposits as at 31 December 2021 was assessed to be insignificant.

The fair values of listed financial assets at fair value through profit or loss and listed equity investments at fair value through other comprehensive income are based on quoted market prices.

The Group made structured deposits, which represent financial products with principle protected issued by banks in Mainland China. The Group has estimated the fair value of these structured deposits by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	**Significant observable inputs (Level 2) HK$'000**	**Significant unobservable inputs (Level 3) HK$'000**	**Total HK$'000**
Equity investments at fair value through other comprehensive income	**1,667**	**–**	**–**	**1,667**
Financial assets at fair value through profit or loss	**1,194**	**–**	**–**	**1,194**
Bills receivable	**–**	**16,207**	**–**	**16,207**
	2,861	**16,207**	**–**	**19,068**

As at 31 December 2020

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Equity investments at fair value through other comprehensive income	1,902	–	–	1,902
Financial assets at fair value through profit or loss	387	–	–	387
Structured deposits	–	–	178,359	178,359
Bills receivable	–	17,845	–	17,845
	2,289	17,845	178,359	198,493

The Group did not have any financial liabilities measured at fair value as at 31 December 2021 and 31 December 2020.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2020: Nil).

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy *(continued)*

Assets for which fair values are disclosed:

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Pledged deposits, non-current portion	–	2,221	–	2,221

As at 31 December 2020

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Pledged deposits, non-current portion	–	2,995	–	2,995

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade and bills payables, which arise directly from its operations.

It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	HK$'000
Due from associates	31	–	–	–	31
Contract assets*	–	–	–	16,724	16,724
Trade and bills receivables*	16,207	–	–	190,509	206,716
Financial assets included in prepayments, deposits and other receivables					
– Normal**	43,172	–	–	–	43,172
– Doubtful**	–	5,441	461,794	–	467,235
Pledged deposits					
– Not yet past due	4,870	–	–	–	4,870
– Past due	2,220	–	–	–	2,220
Cash and cash equivalents					
– Not yet past due	599,166	–	–	–	599,166
	665,666	5,441	461,794	207,233	1,340,134

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

Maximum exposure and year-end staging*(continued)*

As at 31 December 2020

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	HK$'000
Due from associates	31	–	–	–	31
Contract assets*	–	–	–	21,088	21,088
Trade and bills receivables*	17,845	–	–	231,664	249,509
Financial assets included in prepayments, deposits and other receivables					
– Normal**	39,591	–	–	–	39,591
– Doubtful**	–	5,392	448,578	–	453,970
Pledged deposits					
– Not yet past due	9,272	–	–	–	9,272
– Past due	693	–	–	–	693
Cash and cash equivalents					
– Not yet past due	363,785	–	–	–	363,785
	431,217	5,392	448,578	252,752	1,137,939

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 19 and 20 to the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade and bills receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and lease liabilities. In addition, banking facilities have been put in place for contingency purposes.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	Within 1 year or on demand HK$'000	**Over 1 year HK$'000**	**2021 Total HK$'000**
Trade and bills payables	**64,169**	**–**	**64,169**
Financial liabilities included in other payables and accruals	**124,160**	**–**	**124,160**
Lease liabilities	**4,261**	**1,451**	**5,712**
	192,590	**1,451**	**194,041**

	Within 1 year or on demand HK$'000	Over 1 year HK$'000	2020 Total HK$'000
Trade and bills payables	67,950	–	67,950
Financial liabilities included in other payables and accruals	100,540	–	100,540
Lease liabilities	1,724	438	2,162
	170,214	438	170,652

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss (note 22) and equity investments at fair value through other comprehensive income (note 16) as at 31 December 2021 and 31 December 2020. The Group's listed investments are listed on the ACE Market of Bursa Malaysia Securities Berhad, New York Stock Exchange, Hong Kong Stock Exchange and the Taiwan Stock Exchange and are valued at quoted market prices at the end of the reporting period.

The following table demonstrates the sensitivity to every 1% change in the fair values of the Group's principal equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the equity investments at fair value through other comprehensive income, the impact is deemed to be on equity investments at fair value through other comprehensive income revaluation reserve.

	Carrying amount of investments HK$'000	**Increase/ (decrease) in profit before tax** HK$'000	**Increase/ (decrease) in equity*** HK$'000
2021			
Investments listed in:			
Malaysia – Equity investments at fair value through other comprehensive income	**1,667**	**–**	**17**
New York – Financial assets at fair value through profit or loss	**523**	**5**	**–**
Hong Kong – Financial assets at fair value through profit or loss	**509**	**5**	**–**
Malaysia – Financial assets at fair value through profit or loss	**129**	**1**	**–**
Taiwan – Financial assets at fair value through profit or loss	**33**	**–**	**–**
2020			
Investments listed in:			
Malaysia – Equity investments at fair value through other comprehensive income	1,902	–	19
New York – Financial assets at fair value through profit or loss	14	–	–
Hong Kong – Financial assets at fair value through profit or loss	146	1	–
Malaysia – Financial assets at fair value through profit or loss	201	2	–
Taiwan – Financial assets at fair value through profit or loss	26	–	–

* Excluding retained profits.

39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 31 December 2020.

The Group monitors capital using a debt to equity ratio, which is interest-bearing bank borrowings and lease liabilities divided by total equity attributable to owners of the parent. The debt to equity ratios as at the end of the reporting periods were as follows:

	31 December 2021 HK$'000	31 December 2020 HK$'000
Lease liabilities *(note 14)*	**5,712**	2,162
Total equity attributable to owners of the parent	**1,093,403**	1,046,250
Debt to equity ratio	**0.5%**	0.2%

40. SUBSEQUENT EVENTS

References are made to the announcements of the Company dated 18 February 2020, 19 February 2020, 17 July 2020, 31 July 2020, 25 January 2021, 29 January 2021, 30 April 2021, 5 May 2021, 28 May 2021, 28 June 2021, 8 July 2021, 28 July 2021, 27 August 2021, 27 September 2021, 21 October 2021, 23 November 2021, 23 December 2021 and 21 January 2022 in relation to, among other things, the Proposal. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in such announcements.

On 30 January 2022, the Company received a notification letter from Peking Founder, stating that the China Banking and Insurance Regulatory Commission approved the application of Ping An Life for its significant equity investment in New Founder Group. As disclosed in the announcement of the Company dated 8 February 2022, approvals required from regulatory authorities at this stage in relation to Ping An Life's investment in New Founder Group have been obtained. The incorporation of the subordinate business platform companies of New Founder Group has been completed. All six of the subordinate business platform companies of New Founder Group have been set up.

Pursuant to the Proposal, the applicable equity assets, debt assets and other assets of the Five Companies including Peking Founder will be transferred to the New Founder Group and the subordinate business platform companies, and the equity interest of New Founder Group will then be transferred to the restructuring investors. The equity interest of the Company indirectly held by Peking Founder will be held indirectly by the restructuring investors. According to the provisions of the Enterprise Bankruptcy Law of the People's Republic of China, the Five Companies including Peking Founder as the debtors are responsible for implementing the Proposal. Pursuant to the Proposal, the Five Companies including Peking Founder will complete the follow up work of the Proposal within 12 months from the date of approval of the Proposal by the Court, being 28 June 2021. The transfer of the equity interest of the Company to the subordinate business platform companies of New Founder Group remains subject to the satisfaction of certain condition precedent and the follow up work of the Proposal depending on how and when the steps will be implemented and the Company does not know the exact timing as to when such transfer will take place.

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2021	2020
	HK$'000	HK$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**559,088**	559,088
CURRENT ASSETS		
Prepayments, deposits and other receivables	**344**	1,129
Cash and cash equivalents	**1,002**	1,088
Total current assets	**1,346**	2,217
CURRENT LIABILITIES		
Other payables and accruals	**2,182**	1,659
NET CURRENT (LIABILITIES)/ASSETS	**(836)**	558
TOTAL ASSETS LESS CURRENT LIABILITIES	**558,252**	559,646
NON-CURRENT LIABILITY		
Due to a subsidiary	**215,239**	212,090
Net assets	**343,013**	347,556
EQUITY		
Issued capital	**119,975**	119,975
Reserves	**223,038**	227,581
Total equity	**343,013**	347,556

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

A summary of the Company's reserves is as follows:

	Share premium account HK$'000	Contributed surplus HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2020	53,597	448,209	(271,182)	230,624
Total comprehensive loss for the year	–	–	(3,043)	(3,043)
At 1 January 2021	**53,597**	**448,209**	**(274,225)**	**227,581**
Total comprehensive loss for the year	**–**	**–**	**(4,543)**	**(4,543)**
At 31 December 2021	**53,597**	**448,209**	**(278,768)**	**223,038**

The Company's contributed surplus represents the excess of the fair value of the shares of Founder HK acquired pursuant to the Group reorganisation on 31 March 2000 over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981 (as amended), the Company may make distributions to its shareholders out of the contributed surplus in certain circumstances.

42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2022.

PARTICULARS OF INVESTMENT PROPERTIES

31 DECEMBER 2021

Location	Use	Tenure	Percentage of interest attributable to the Group
Units 1, 2a, 2b, 3a, 3b, 4a, 4b, 5, 6a, 6b, 7a, 7b, 11b and 12 on 14th Floor Cable TV Tower 9 Hoi Shing Road Tsuen Wan New Territories Hong Kong	Office premises/ warehouse for rental	Medium term lease	100
Office car parking space P38 on 3rd Floor Cable TV Tower 9 Hoi Shing Road Tsuen Wan New Territories Hong Kong	Car parking space for rental	Medium term lease	100
Residential car parking space No. 324 on Podium Level 2 Rhine Garden 38 Castle Peak Road Sham Tseng New Territories Hong Kong	Car parking space for rental	Medium term lease	100
Flat B, 29th Floor, Block 3 Locwood Court Kingswood Villas 1 Tin Wu Road Tin Shui Wai Yuen Long New Territories Hong Kong	Residential premises for rental	Medium term lease	100

PARTICULARS OF INVESTMENT PROPERTIES

31 DECEMBER 2021

Location	Use	Tenure	Percentage of interest attributable to the Group
Flat B, 8th Floor, Block 2 and car parking space No. 60 on Level 1 Dragon Inn Court 9 Tsing Ha Lane Tuen Mun New Territories Hong Kong	Residential premises and car parking space for rental	Medium term lease	100
Flat D, 12th Floor, Block 2 Belvedere Garden Phase 2 620 Castle Peak Road Tsuen Wan New Territories Hong Kong	Residential premises for rental	Medium term lease	100
Units 1-7-1, 8-7-1 No.126 Yuzhou Road Jiulongpo District Chongqing China	Office premises for rental	Medium term lease	100
6th Floor, Block 4 Youyi Garden 52 Kaixuan Road Kuancheng District Changchun China	Residential premises for rental	Medium term lease	100

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

RESULTS

	Year ended 31 December				
	2021	2020	2019	2018	2017
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
REVENUE	**1,073,838**	936,545	1,058,424	1,058,857	993,493
PROFIT/(LOSS) FOR THE YEAR	**43,484**	53,897	(238,790)	87,511	89,829
Attributable to:					
Owners of the parent	**43,484**	53,897	(238,790)	87,336	89,836
Non-controlling interests	**–**	–	–	175	(7)
	43,484	53,897	(238,790)	87,511	89,829

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2021	2020	2019	2018	2017
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
TOTAL ASSETS	**1,566,812**	1,515,608	1,509,142	1,811,099	1,823,382
TOTAL LIABILITIES	**(473,409)**	(469,358)	(567,760)	(625,398)	(684,248)
NON-CONTROLLING INTERESTS	**–**	–	–	–	(184)
	1,093,403	1,046,250	941,382	1,185,701	1,138,950