



大同機械企業有限公司  
**COSMOS MACHINERY ENTERPRISES LIMITED**

Stock Code 股份代號: 118

# 2021

## Annual Report

### 年報



混合產品  
源自負責任的森林資源的紙張  
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FSC™ C134852

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# CORPORATE INFORMATION

## 公司資料

As at 30 March 2022 於二零二二年三月三十日

### BOARD OF DIRECTORS

#### Executive Directors

Tang To (*Chairman*)

Tang Yu, Freeman (*Chief Executive Officer*)

#### Non-executive Directors

Kan Wai Wah

Qu Jinping

#### Independent Non-executive Directors

Yeung Shuk Fan

Cheng Tak Yin

Huang Zhi Wei

#### Audit Committee

Yeung Shuk Fan (*Chairman*)

Cheng Tak Yin

Huang Zhi Wei

#### Remuneration Committee

Cheng Tak Yin (*Chairman*)

Huang Zhi Wei

Tang To

Yeung Shuk Fan

#### Nomination Committee

Tang To (*Chairman*)

Cheng Tak Yin

Huang Zhi Wei

Tang Yu, Freeman

Yeung Shuk Fan

#### Committee of Executive Directors

Tang To (*Chairman*)

Tang Yu, Freeman

### AUTHORISED REPRESENTATIVES

Tang To

Tang Yu, Freeman

### 董事會

#### 執行董事

鄧 燾 (*主席*)

鄧 愚 (*行政總裁*)

#### 非執行董事

簡衛華

瞿金平

#### 獨立非執行董事

楊淑芬

鄭達賢

黃志煒

#### 審核委員會

楊淑芬 (*主席*)

鄭達賢

黃志煒

#### 薪酬委員會

鄭達賢 (*主席*)

黃志煒

鄧 燾

楊淑芬

#### 提名委員會

鄧 燾 (*主席*)

鄭達賢

黃志煒

鄧 愚

楊淑芬

#### 執行董事委員會

鄧 燾 (*主席*)

鄧 愚

#### 授權代表

鄧 燾

鄧 愚

As at 30 March 2022 於二零二二年三月三十日

### **COMPANY SECRETARY**

Wong Lai Tong

### **公司秘書**

王勵瑋

### **AUDITOR**

Ting Ho Kwan & Chan

### **核數師**

丁何關陳會計師行

### **PRINCIPAL BANKERS**

Bank of China (Hong Kong) Limited  
BNP Paribas Hong Kong Branch  
Nanyang Commercial Bank, Limited  
The Hongkong and Shanghai Banking Corporation Limited

### **主要往來銀行**

中國銀行(香港)有限公司  
法國巴黎銀行香港分行  
南洋商業銀行有限公司  
香港上海滙豐銀行有限公司

### **REGISTERED OFFICE**

10/F., Billion Plaza 2  
No. 10 Cheung Yue Street  
Cheung Sha Wan  
Kowloon, Hong Kong

### **註冊辦事處**

香港九龍  
長沙灣長裕街10號  
億京廣場2期10樓

### **SHARE REGISTRAR**

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### **股份過戶登記處**

卓佳秘書商務有限公司  
香港皇后大道東183號  
合和中心54樓

### **COMPANY'S WEBSITE**

<http://www.cosmel.com>

### **公司網址**

<http://www.cosmel.com>

### **INVESTOR RELATIONS CONTACT**

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Kowloon, Hong Kong

E-mail: [ir@cosmel.com](mailto:ir@cosmel.com)  
Telephone: (852) 2376 6188  
Fax: (852) 2375 9626

### **投資者關係聯絡**

地址：香港九龍  
長沙灣長裕街10號  
億京廣場2期10樓

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電話：(852) 2376 6188  
傳真：(852) 2375 9626

### **STOCK CODE**

118

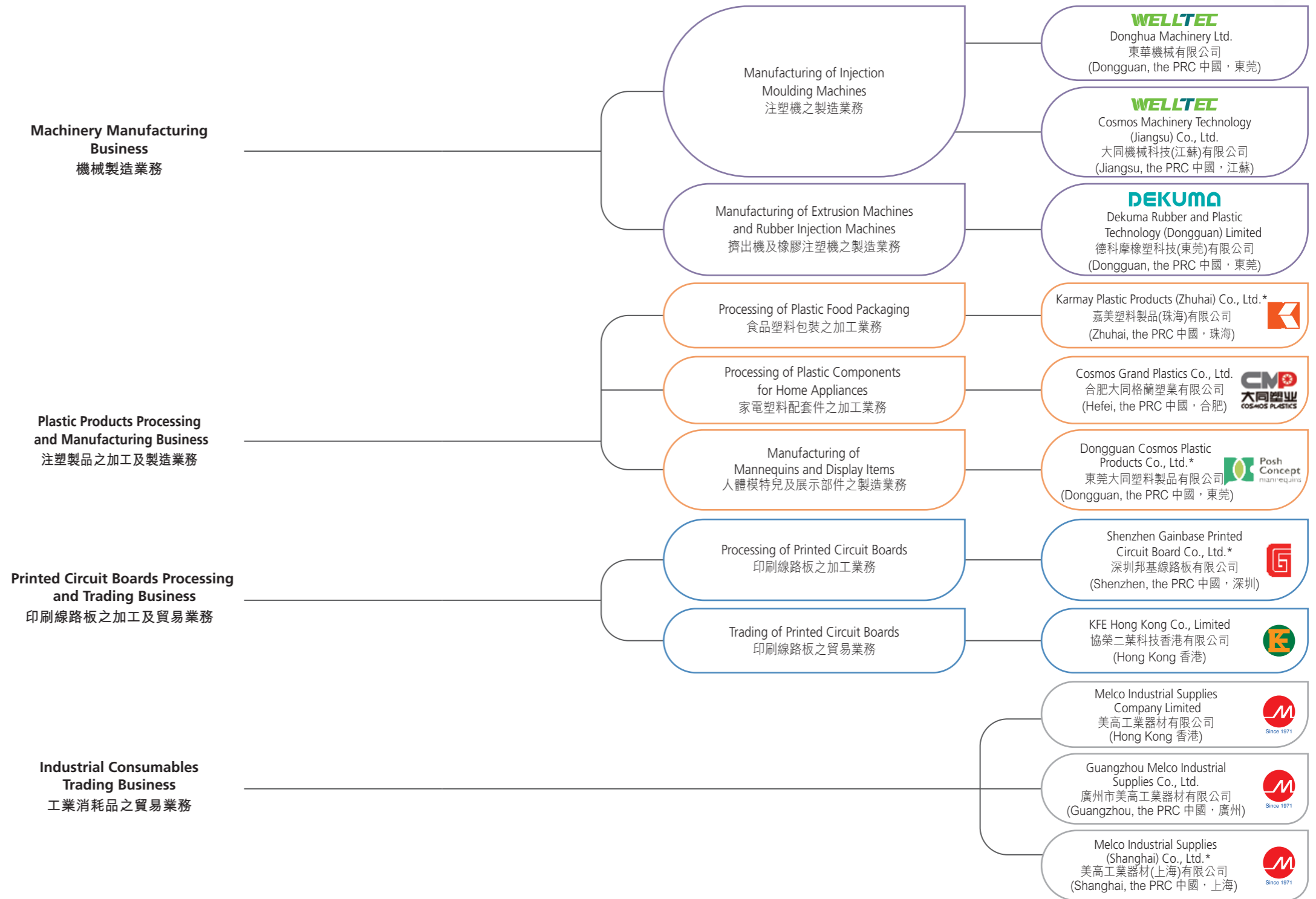
### **股份代號**

118

# MAIN OPERATIONAL STRUCTURE

## 主要業務架構

As at 30 March 2022 於二零二二年三月三十日



\* For identification purposes only.

\* 僅供識別。

Note: The details of the shareholding of each subsidiary held by the Company or its subsidiaries, please refer to note 41 of the consolidated financial statements of this annual report.

註：由本公司或其附屬公司持有各附屬公司的股權詳情，請參閱本年報綜合財務報表附註41。

# CHAIRMAN'S STATEMENT

## 主席報告

The COVID-19 pandemic continues to spread and is also getting worse across the globe, causing negative impacts on the society and economy. A new round of the large-scale fiscal and monetary stimulus policies rolled out in European and American countries to promote economic recovery, which boost the consumer spending. However, global supply chain disruptions, supply-demand imbalances, and a severe global pandemic continue to impact business environment. Following effective measures that brought the pandemic under control in the PRC and production resumption progressed smoothly last year, many international orders were placed in Mainland China. Exports of anti-pandemic items and various consumer goods increased significantly. Hence, many manufacturing companies maintained strong momentum from the latter half of last year and our subsidiaries also received strong order intakes.

However, operating environment is increasingly challenging since last year such as continuous surges in prices of various raw materials and energy, shortage of imported materials, key components and chips, multiple increases in freight and shipping costs due to shipment disruption and shortage of freight containers, uneven supply of parts and components from subcontractors and rising RMB exchange rate. Apart from the aforementioned challenges, the overall market also experienced unexpected difficulty in recruiting workers after the Chinese New Year holiday. In response to this difficulty, many companies engaged agencies to hire temporary workers for resumption of production. In addition, some manufacturing companies halted their production and operations due to wider curbs on electricity in the third quarter of the year. Enterprises not only faced the aforesaid challenges, but also confronted a more difficult business environment. The severe global pandemic slowed down the recovery in international demand in the latter part of the year. The PRC's economy has strongly recovered since the second quarter of 2020 and the growth momentum of various economic activities has been easing since the third quarter of 2021. On the one hand, our team had good opportunities in receiving bulk order, but on the other hand, we tackled some severe challenges during the year. Fortunately, all our employees put in great efforts in overcoming those challenges with their creativity. In summary, machinery manufacturing business and industrial consumables trading business achieved satisfactory results, plastic products processing business maintained steady growth and however printed circuit boards processing business is facing new challenges in the business environment.

新型冠狀病毒疫情延續至本年度不但沒有緩和，國際疫情更見加劇，民生與經濟備受打擊。歐美國家為推動經濟復甦推出大規模財政及貨幣刺激政策，對民生消費發揮了提振作用。惟國際疫情尚處嚴峻，全球供應鏈紊亂，供求失衡。中國內地疫情受控，承接去年復產順利，國際訂單繼續聚集內地，防疫物資、各類消費品等出口量顯著增長，眾多製造業皆延續去年末的旺景。本集團旗下的成員公司也有不同程度的豐量訂單。

然而去年營商的挑戰也於本年度延續並深化，各種原材料價格繼續上漲；能源價格持續攀升；海外供應的物料、關鍵部件及芯片供應短缺；航運失控，貨櫃供應短缺導致運輸費用倍數增長；外發加工的零部件失衡；人民幣匯率持續上揚。除了前述挑戰外，還有罕見的，今年初春節假期後出現招工困難，不少企業要通過仲介公司提供非長期勞工以應付復工復產，更於今年第三季度內發生電力異常的限量供應，導致製造業間歇停產。企業不但要應對種種挑戰與考驗，更要面對相當困難的營商環境。今年下半年全球疫情仍然在嚴峻境況下，國際需求復甦開始略為減慢。中國經濟自二零二零年第二季度以來強勁復甦後，各類經濟活動的增長勢頭由第三季度起開始顯現放緩。我們團隊於本年度在面對可謂訂單的良佳機遇與嚴峻的挑戰下備受考驗，猶幸全體同事持續奮力應對，發揮創意排除萬難。機械製造業務及工業消耗品貿易業務皆獲取了佳績；而注塑製品加工業務保持平穩增長；印刷線路板加工業務則正面對經營環境新挑戰。

2022 will be a year of continued challenges. The electricity supply would be back to normal under the PRC government's arrangement, but other unfavorable factors such as unforeseeable COVID-19 mutations, rising and fluctuating prices of raw materials, soaring energy prices due to volatile geopolitical factors as well as shipment disruption and abnormally high shipping costs that are likely to persist. The PRC poverty alleviation policy has achieved gratifying results, the cost is rising due to a change in labour supply. The implementation of strict control measures on the real estate market will bring benefits to the long-term development of Mainland China, but particular attention should be paid to the economic effect derived from the recent measures.

European and American countries previously rolled out monetary easing and fiscal stimulus policies are now causing serious inflation and are now "tapering" monetary-fiscal stimulus. In this connection, the recovery of the global economy may be softened. A new round of adjusted monetary policy implemented by the Federal Reserve may bring negative impacts on some emerging market economies. Business environment has become increasingly uncertain driven by Sino-US full-scale confrontation. With protectionism on the rise around the world, de-globalization's effects are more unpredictable. The effects derived from Russia-Ukraine military conflict are even more difficult to forecast. Enterprises face numerous uncertainties in a turbulent business environment.

According to the "Fourteenth Five-Year Plan", Mainland China actively directed the high-quality development of the manufacturing industries, and clearly guiding industries to develop through digital transformation through digitalization, networking and artificial intelligence. The PRC government attaches great importance to environmental protection and implemented more stringent measures on pollution and carbon reduction. It also advocates "Internal Circulation" and "Dual Circulation Economy" strategies, the "Belt and Road Initiative" and Regional Comprehensive Economic Partnership (RCEP), through deepening regional cooperation that will bring immense business opportunities to our subsidiaries. Under the domestic and global complex environment, relevant departments of the State Council of the PRC proactively introduced some measures for economic revitalization, such as reducing government fees, deferring taxation and employment subsidies, to help micro, small and medium-sized enterprises in overcoming the predicament.

充滿考驗挑戰的二零二二年，電力供應在國家調控下應將保持正常，其他不利因素定將持續：病毒變異如何實屬難料、原材料價格維持高位徘徊波動、能源價格更隨國際政治動盪形勢隨時飆漲及航運失控且費用仍將高昂。國家扶貧政策的可喜成就，勞動力供應會步入拐點，成本自然提升。房地產經濟調控有利國家長遠發展，然而近期派生的調整效應需多加關注。

歐美國家推出的寬鬆貨幣與財政刺激政策導致出現嚴重通貨膨脹，現正在部署「退市」，環球經濟的復甦動能應會放緩，美聯儲的新一輪貨幣政策調整可能引致部份新興市場經濟體受到負面衝擊。中美全面博弈對抗更為經營環境帶來不明朗的變幻要素。保護主義在全球擴散，去全球化的效果難以預料。俄烏軍事衝突派生的效應更為莫測。企業的經營環境存在眾多的不確定性。

國家的第十四個五年規劃積極推動製造業高質量發展，更明確製造業數碼化、網路化及智能化發展是必由之路，大力推進製造業數碼化轉型。國家對環保越見重視，對減污降碳的要求越加嚴謹。國家倡導「內循環」、「雙循環經濟」、「一帶一路」、區域全面經濟夥伴協定(RCEP)等區域合作蘊藏著巨大的市場機遇將為各成員公司帶來商機。在國內外錯綜複雜的環境下，國務院相關部門積極推出降減收費、延緩徵稅、獎勵用工等有利於振作工業經濟的舉措，扶持中小微企業順渡困境。

To kick-start 2022 with full of uncertainties, variables and challenges, the Group will pay attention to the changes in the domestic and foreign economic situations as the first priority, and then summarize all information and conduct analysis carefully as well as perform contingency plan in due course. We are not only actively encouraging our subsidiaries to invest in research, development and innovation, and using new technologies to improve the quality of services and products, but also upgrading the production equipment to address the new market requirements. Moreover, we will strengthen employees' training that inspire their new thoughts to tackle challenges ahead. In response to the challenges, the Group will continue to implement prudent financial policies and enhance the capability to improve cash flows.

2021 was a challenging but successful year for the Group. I deeply appreciate every employee incredibly dedicated efforts in overcoming various difficulties and I am pleased our management tackled challenges with their efforts and creativity to achieve satisfactory results in this year. I also express my thankfulness to all Directors for their contribution and supervision.

為積極應對極不明朗、充滿變數和富有挑戰的二零二二年，本集團首要高度關注國內外形勢變化；綜合各項動態信息；慎密分析研判並及時執行應變對策。不但要推動各成員公司積極研發持續創新，以嶄新的科技提升服務與產品的技術與質量水準，還要更新添置生產與管理的設備以應對市場的新要求，以及加強僱員的培訓，以新的思維應對新的挑戰。本集團將持續審慎的財務政策及提高現金流的能力來應對充滿不確定性的營商環境。

本集團度過了充滿嚴峻挑戰的一年，本人非常感恩全體僱員齊心奮力應對種種困難，更樂見管理層同事的創意迎接新考驗，誠摯祝賀他們的進步佳績，並對董事會各董事成員的積極建言與督導，致以衷心的謝意。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### RESULTS SUMMARY

Revenue	收入
Gross profit	毛利
Operating profit	經營溢利
Profit for the year	年度溢利

### FINANCIAL RESULTS

#### Revenue

Revenue of the Group for the year was approximately HK\$3,075,305,000 (2020: approximately HK\$2,432,021,000), an increase of 26.5% over the same period last year, which was mainly due to the increase of revenue of plastic products processing and manufacturing business and industrial consumables trading business.

#### Gross profit

Gross profit of the Group increased by 33.5% over last year's to approximately HK\$544,491,000 (2020: approximately HK\$407,978,000), which was mainly due to the increase of gross profit of plastic products processing and manufacturing business. Gross profit margin of the Group also increased by 0.9 percentage point to 17.7% for the year as compared to that of last year.

#### Profit for the year

The net profit of the Group greatly increased from approximately HK\$25,878,000 to approximately HK\$84,205,000. This increase was primarily due to gross profit margin of the Group has been significantly improved and for better cost control in this year.

### 業績摘要

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	Change 變動
Revenue	3,075,305	2,432,021	+26.5%
Gross profit	544,491	407,978	+33.5%
Operating profit	119,813	49,929	+140.0%
Profit for the year	84,205	25,878	+225.4%

### 財務業績

#### 收入

本集團本年度之收入報約3,075,305,000港元（二零二零年：約2,432,021,000港元），比去年同期增加了26.5%，主要是由於注塑製品加工及製造業務及工業消耗品之貿易業務的收入上升所致。

#### 毛利

本集團之毛利比去年上升33.5%至約544,491,000港元（二零二零年：約407,978,000港元），主要是由於注塑製品加工及製造業務的毛利上升所致。本集團本年度之毛利率亦比去年同期上升0.9個百分點至17.7%。

#### 年度溢利

本集團的溢利淨額由約25,878,000港元大幅上升至約84,205,000港元，該增長主要是由於本集團本年度之毛利率顯著改善及更有效成本控制。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

#### Administrative expenses

The administrative expenses of the Group was approximately HK\$213,423,000 for the year, decreased by 4.2% as compared to approximately HK\$222,678,000 for last year, mainly due to the implementation of effective cost measures by the Group.

#### Selling and distribution costs

The selling and distribution cost of the Group for 2021 amounted to approximately HK\$197,414,000, increased by 30.6% as compared to approximately HK\$151,200,000 for last year. This increase was mainly due to significant increase in sales commission.

#### Finance costs

The Group's finance costs amounted to approximately HK\$17,741,000 for the year, representing a decrease by 12.7% as compared to approximately HK\$20,315,000 last year which was mainly due to gradual repayment on bank borrowings. The Group will continue to improve the efficiency of capital utilisation and strive for the most favorable conditions for bank credits, so as to reduce the overall finance charges.

#### Other income

The net of other gains and income of the Group decreased by 58.0% from approximately HK\$15,829,000 for 2020 to approximately HK\$6,646,000 for 2021, which was mainly due to decrease in government grants.

#### 行政費用

本集團本年度行政費用約213,423,000港元，比去年的約222,678,000港元下降4.2%，主要是由於本集團的成本監控行之有效。

#### 分銷費用

本集團二零二一年度分銷費用約197,414,000港元，比去年同期約151,200,000港元上升30.6%，主要是由於銷售佣金大幅上升。

#### 財務費用

本集團本年度財務成本約17,741,000港元，較去年約20,315,000港元下降12.7%，主要原因是本集團逐步償還銀行借款。本集團將持續提高資金使用效率及爭取銀行最優授信條件，以降低整體財務費用。

#### 其他收入

本集團的其他收益及收入淨額由二零二零年約15,829,000港元減少58.0%至二零二一年約6,646,000港元，主要是由於政府補貼減少。

## BUSINESS REVIEW

### Machinery Manufacturing Business

The Group's injection moulding machine ("IMM") manufacturing business achieved sustained growth for 2021. Strong order intake for IMM was notable especially in the first half of the year, in line with other machinery manufacturers in Mainland China. Throughout the year, sales of our small and medium-sized machines continue to dominate. Robust sales were recorded in customer industry segments such as daily consumer products, packaging, PVC (Polyvinyl Chloride), and household appliances. A highlight of our sales growth was growing customer adoption of customized industry specific machine series catered for PET (Polyethylene Terephthalate) packaging and IT electronics, as our customized features and solutions fit customers' sophisticated needs. Furthermore, sales to the automotive and consumer electronics industries rebounded from depressed levels experienced last year. Our export business also achieved notable year on year growth. In all, net profits for this business recorded notable growth compared to last year.

However, despite strong order intake in the first half of 2021 which pushed our production capacity to peak levels, the expected pullback in demand was visible since the third quarter. Demand for IMM was notably weaker in the second half of the year as customers in multi-segments experienced soaring raw materials costs, abrupt electricity shortages, unprecedented surges of freight costs for shipment and limited supply of containers, which hindered customers' sales and investment sentiments. Despite pullback in order intake, orders for large-sized two-platen machines rebounded slightly in the second half of the year. Our latest version of full electric machines was successfully launched this year with satisfactory customer feedback on machine features and quality. We are confident our full electric series will suit the changing customer requirements in reduced energy consumption, injection moulding precision and stability, and digital transformation.

### 業務回顧

#### 機械製造業務

本集團注塑機(「注塑機」)製造業務在二零二一年實現了持續增長。與中國內地其他機械製造企業相若，上半年訂單量非常可觀，全年銷售的佔比仍以中小型機器系列為主，在日常消費用品、包裝、PVC(聚氯乙烯)及家電等行業的客戶錄得穩健佳績。越來越多的客戶採用的PET(聚對苯二甲酸乙二酯)包裝以及電子科技行業的專用機系列銷售表現最為亮麗，基於其特定的功能及解決方案均貼合客戶複雜的需求。此外，去年陷入市況低迷的汽車及消費電子行業銷售則呈現回升，而我們出口業務也取得顯著的同比增長。總括而言，此業務的淨溢利與去年同期相比錄得可觀增長。

然而，儘管本業務的訂單量在二零二一年上半年錄得強勁增幅，帶動產能攀升至高峰，但正如預期，自第三季度起需求回落。由此可見，於下半年注塑機需求確實出現大幅度的收縮，這主要因為多個板塊的客戶要面對原材料成本飆升、突發性電力短缺、貨運成本上漲幅度之大以往從未發生及集裝箱供應短缺，大大打擊了客戶的銷售及投資意欲。雖然訂單量有所回落，但大型兩板機系列的訂單卻於下半年有所反彈。年內，我們成功推出最新系列的全電機，客戶對機器功能及質量表示滿意。我們有信心該系列能滿足客戶對於節能、注塑精準度與穩定性，以及數碼化轉型方面多變的需求。

Amid strong growth in orders and sales, the business confronted key challenges in supply chain management and agile production management. Delivery of key components were disrupted and reduced our production efficiency in the first half of 2021, as our industry peers scrambled to secure timely supplies. Costs for raw materials namely cast iron, motion and drive components surged past record levels. In response, selling prices were adjusted slightly upwards but impact of increased raw materials costs was not fully passed onto customers and as a result, affected our profit margins. With high praise to our production teams, the two production plants responded in an agile fashion to ramp up production capacities and efficiencies to deliver the orders focused on small and medium-sized machines.

New machining centres and production equipment were successfully installed and on line in the latter half of 2021. In addition, water-based spray painting lines were further expanded to align with strict air pollutants emissions reduction goals. These new investments will further enhance our production capabilities and capacities to meet future growth targets.

Customer adoption of our self-developed smart digital industrial platform “iSee 4.0” are encouraging, while our production bases have further integrated our highly customized version of “iSee 4.0” to enhance digitalization of our production and management processes.

While the Group is confident in the IMM business’s progress in product development and its abilities to achieve growth in an expanding market in the longer term, we are cautious on our business outlook for 2022. Rising and volatile costs in terms of raw materials, parts and components, labour, and shipment are likely to affect our business and customers in the coming year. Forecast for domestic and global demands for plastic goods and machines are difficult to sustain previous high growth rate. Therefore, any change will have a material impact on the performance of this business. Furthermore, the IMM business will focus on further penetrating key industries such as renewable energy, electric vehicles, infrastructures, medicals, and consumer electronics to adapt with the changing economic environment. In order to further solidify our competitive strength and achieve sustainable business growth in the long run, the Group supports further investments in research and development, capital expenditures, talent recruitment and training development.

在訂單及銷售強勁增長的情況下，本業務卻要面臨著供應鏈管理及敏捷生產管理的重大挑戰。在二零二一年上半年，同業為了確保產品供應穩定而搶購關鍵零部件，導致關鍵零部件供應中斷拖累了生產。鑄鐵、驅動和運行組件等原材料成本飆升至創紀錄水平，迫使我們把產品售價略微上調，但成本漲幅無法完全轉嫁給客戶，業務的盈利率因而受影響。本集團對於兩廠的生產團隊為集中做好中小型機器的訂單而快速調整生產，使產量和生產效率得以大幅提升，給予高度的讚賞與肯定。

在二零二一年下半年，新加工中心及生產設備已完成安裝調試且成功投產。除此之外，為符合嚴格的空氣污染物減排目標，噴漆線已全面切換水性油漆噴塗。隨著上述新投資相繼啟用，我們的產能及產量將會再進一步提升，從而達到未來業務增長的目標。

我們自行研發之數碼智慧工業「iSee 4.0」平台迎來令人鼓舞的客戶增長，同時我們的生產基地採用更高效的「iSee 4.0」的高階定制版本，增強了我們的生產和管理流程數碼化。

本集團有信心，隨著注塑機業務加大產品開發力度及擴大市場拓展的帶動下，長遠而言，將會保持適度增長，但是對二零二二年的前景抱持審慎的態度。來年業務和客戶也許繼續受到原材料、零部件、勞工及貨運價格波動上揚所影響，而且難以預測國內外對塑料產品及機器的需求會否繼續增加，因此，任何變化將對業績表現造成重大影響。此外，注塑機業務進而向可再生能源、電動汽車、基建、醫療及消費電子重點行業滲透，以配合不斷轉變的經濟環境。為進一步鞏固競爭優勢並實現業務長期可持續增長，本集團將繼續投放更多資源在研發上，以及投入更多資本開支，同時，我們繼續著力人才招聘以及培訓發展。

For the extrusion and rubber injection moulding machines and hydraulic presses manufacturing business, it achieved steady growth in financial performance compared to last year. Sales of our customized and highly automated rubber injection moulding machine series catered to the transportation and automotive industries recorded satisfactory growth in Mainland China and export markets. Our five-layer co-extrusion machines specialized for the automotive market continues to attract support from key customers. Additionally, our highly automated hydraulic presses systems specially designed for automotive braking parts achieved breakthrough in orders from key customers. Further expansion on innovative applications will continue to strengthen our areas of competitive differentiation.

Despite achieving satisfactory growth momentum, the management team devoted significant effort to confront major challenges. Raw materials prices, namely cast iron, machining of parts, motion and drive components surged to new heights, while the management team worked closely with suppliers to ensure timely delivery of raw materials and components. The business alleviated the negative impact of high raw material costs by promoting higher-end customized models, revise selling price, and closely cooperate with suppliers. Moreover, overseas freight and shipment costs surged to record levels which affected our order intake, sales, and timely delivery to export markets.

The business also achieved notable awards and recognitions in terms of research and development and innovation. Our rubber track automatic production machines (全段橡膠履帶成型機) and multi-layer nylon automotive tubes and bellows extrusion line (多層尼龍複合管擠出生產線) obtained the awards of "The First (Set) Key Technical Equipment Project in Dongguan City (東莞市首台(套)重點技術裝備)" and "Famous Quality High-tech Products of Guangdong Province (廣東省名優高新技術產品)", respectively. In addition, our continuous efforts in research and development was recognized by the Department of Industry and Information Technology of Guangdong Province, being awarded as one of the "Specialized, Refined, Unique and Innovated Small and Medium-sized Enterprises in Guangdong Province in 2021 (2021年廣東省專精特新中小企業)".

至於擠出機、橡膠注射機及油壓機製造業務，業績增長較去年同期相比穩定。我們專注為交通和汽車行業定制的高度自動化橡膠注射機系列的銷售，在中國內地及出口市場均錄得滿意的增長，汽車行業專用的五層共擠出機亦不斷吸引主要客戶的青睞。除此之外，專為汽車剎車組件設計的高度自動化的油壓機系統的訂單也在重點客戶群中取得突破。為加強我們與別不同的競爭優勢，此業務會進一步增加創新研發。

儘管本業務增長勢頭良好，但管理團隊卻投入了大量精力沉著應對業務上帶來的艱巨挑戰。在鑄鐵、零件加工及驅動和運行組件等原材料價格屢創新高時，管理團隊與供應商緊密溝通，確保原材料及零部件得以按時交付。為了將原材料價格高漲對業務不利的影響減至最低，我們不但推廣更高端的專用型號和調整售價，更積極與供應商保持緊密溝通和合作。此外，海外貨運成本也大幅提升至創紀錄水平，皆對訂單和銷量造成影響，而且還導致我們可能無法及時向海外客戶交付產品。

此業務在研發及創新技術方面也獲得著名獎項及嘉許。我們的全段橡膠履帶成型機獲認定為「東莞市首台(套)重點技術裝備」，以及多層尼龍複合管擠出生產線被評選為「廣東省名優高新技術產品」。此外，憑藉我們多年在研發方面努力不懈，今年更獲得廣東省工業和信息化廳的認可，獲選為「2021年廣東省專精特新中小企業」之一。

For the upcoming year, the Group is cautiously optimistic of achieving steady growth. The automotive, heavy transportation and electric vehicle industries are the key markets for this business, and we expect these industries to remain vibrant and be in search of reliable and customized plastic processing solutions. However, key risks and challenges will be the uneven pace of domestic and global economic recovery, raw materials price volatility, fluctuating foreign currency rates and overseas shipment costs. In response to these risks and challenges, the business will devote resources for continuous research and development for customized solutions, cultivating talents and training development.

#### Plastic Products Processing and Manufacturing Business

The plastic food packaging processing plant in Zhuhai maintained moderate growth for 2021. Our efforts to ensure fine quality and timely delivery despite the ongoing pandemic earned increased orders from long-term major customers in the baby formula industry and health supplements industry. A number of key new projects were successfully obtained after months of design and engineering development. However, export business mainly serving customers in the confectionary industries achieved only slight growth, as overseas freight costs rose to record levels and scarce supply of shipping containers hindered growth on our export business.

Management team continued their focus on design and development of biodegradable plastics packaging solutions for our customers to cater for direction of future eco-friendly packaging that fit carbon reduction policies domestically and globally. Deployment of customized automation equipment were ongoing, and achieved the planned targets of direct labour reduction, quality improvements, and increased production efficiencies. Furthermore, our digital smart manufacturing systems were further enhanced, with wider applications in the pipeline, in order to strive for real-time production monitoring, quality control traceability, and data analytics for further improvements.

本集團對來年業務達致穩健增長抱謹慎樂觀態度，並期望業務主要市場，如汽車、重型運輸及電動汽車行業繼續興旺，我們會著手研發可靠且度身定制最切合塑料加工的解決方案。然而，業務面對著國內和全球各地經濟復甦步伐不平均，以及原材料價格、外幣匯率及海外運輸成本波動的種種重大風險和挑戰。為應對該等風險和挑戰，我們會不斷投放資源在定制化解決方案的研發上，以及培養人才和職業培訓。

#### 注塑製品之加工及製造業務

在二零二一年，位於珠海之食品塑料包裝加工工廠保持穩定增長。儘管疫情持續，但我們依然努力不懈，確保產品品質優良且按時交貨，因此獲得嬰幼兒配方奶粉及保健品行業的長期主要客戶支持，增添訂單。經過數月努力設計和工程開發，成功取得若干新重點項目。但是，主要與糖果行業客戶往來的出口業務因海外貨運成本上升至前所未有的新高及集裝箱供應短缺拖累，導致僅錄得輕微增長。

管理團隊繼續專注為客戶設計和開發可降解塑料包裝解決方案，迎合未來環保包裝的方向，切合國內和全球減碳排放的方針。我們繼續著手引進更多定制自動化設備，藉以減少直接勞工，大大提升產品質量及生產效率，繼而達到我們預期的目標。此外，我們再提升應用數碼化智能生產系統，令應用範圍更廣，實現實時呈現生產監控和產品品質追蹤，以及透過數據分析作進一步優化。

During the year, the major headwinds for this business were the consistent rise of prices for plastic resins due to rise of crude oil prices, limited supplies, and rising costs of shipment. Although a portion of raw materials price increase was passed onto end customers, following pre-determined pricing adjustment mechanisms, but a portion had to be borne by our business. Additionally, profitability of this business was also adversely affected by increasing direct labour costs and higher frontline worker turnover.

As a result of our consistent and continuous dedication to food-grade workshop sanitary control, design and engineering, customized automated production lines, and business development milestones, the business was awarded the "High-Tech Enterprises in Guangdong Province (廣東省高新技術企業)" honour. This achievement will help future business development as well as potential income tax savings.

The Group will support further investments in design capabilities, research and development, capital expenditures, production automation, talent recruitment, and training development. The Group is cautiously optimistic to maintain steady growth after successfully bidding new project partnerships with key customers. Moreover, new customer development in the dairy industry and other sophisticated food packaging industry will continue.

The plastic components processing plant for household appliances in Hefei achieved growth amid challenging conditions. During the year, sales growth of household appliances in Mainland China became saturated while rising costs affected profits for key players in the industry. The business faced intense pressure to discount selling prices throughout the course of the year. In view of this, our management team responded proactively by mobilizing all departments to refine 5S practices, improved management techniques including the use of customized automation and digital systems to achieve unit cost savings and lower wastages. Special attention was paid to enhance staff training and effective management culture to strengthen employees' technical skillsets and competencies in combating challenges which may arise from the dynamic marketplace.

年內，業務遇到了強大的阻力，原油價格竄升迫使塑料樹脂價格持續上升、供應受限及運輸成本上漲。即使按既定的價格調整機制把原材料價格升幅部份轉嫁給最終客戶，但我們也要承擔其餘升幅。除此之外，盈利能力亦受直接勞工成本不斷上升及前線員工流動增高造成不利影響。

憑著我們一直秉持食品級車間的衛生標準控制和工程設計、特制全自動生產線及發展業務的里程碑，該業務獲授予「廣東省高新技術企業」，這有助壯大業務未來的發展及降低潛在的所得稅。

本集團將投入更多資源以提升設計產品的能力、進行產品研發、增加資本投資、提高生產自動化、招聘人才和加強職業培訓，並與主要客戶成為合作夥伴成功競投新項目，本集團謹慎樂觀地認為來年業務持續穩步增長，況且我們更會繼續著力開拓奶類製品和其他時尚食品包裝行業的新客戶。

位於合肥主力為家電加工塑料配套件的工廠在嚴峻的狀況下實現增長。年內，中國內地的家電銷售增長趨於飽和，成本上升削弱了行業領導者的利潤，促使業務全年面臨著售價折扣的巨大壓力。有見及此，我們的管理團隊推動各部門積極響應5S管理實踐，改進管理技巧，包括使用專用自動及智能系統，從而節省單位成本和減少廢品，並且我們會特別著力加強僱員培訓及提升有效的管理文化，增強僱員的技能和競爭力，以應付現在及將來的挑戰。

## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層論述及分析 (續)

Sales orders gradually ramped up in the latter part of 2021, as our main customer's appliance export business recovered. In addition to intense price negotiations with customers and confronting rising raw materials and labour costs, the management team not only focused on prudent financial control to ensure a healthy operating cash flow for business operations, but also successful bidding of key new projects so as to provide a foundation for steady growth for the upcoming year.

The business obtained the honour of "High-Tech Enterprises in Anhui Province (安徽省高新技術企業)" as our long-term dedication to refined production technologies were recognized by Anhui provincial bureaus. This achievement will help with future customer development and potential income tax savings.

Outlook for the upcoming year is forecasted to be challenging. The market for household appliances is not forecasted to grow at significant pace as consumer spending is steady at best, and new home sales are weak in recent quarters, which affects household appliance demand. Meanwhile, raw materials costs are likely to remain high. Competition within the plastic processing industry for home appliances will continue to be intense. We will nevertheless continue to focus on lean manufacturing practices to ensure quality standards and unit cost savings and minimize the negative impact on the business.

The blow moulded plastic mannequin production plant in Dongguan recorded satisfactory growth despite a challenging year. As the pandemic outbreaks caused lockdowns and disruptions to our European retail based customers, sales and deliveries were weaker than expected in earlier parts of the year. Fortunately our major customer, a global sporting goods retailer, implemented their aggressive new shop expansion in Europe and in the PRC, ramped up our sales throughout the year. Our prior development efforts in terms of designs, rapid prototyping, quality assurance and reliable production capabilities are clearly paying off in earning the trust of this customer. Management team is confident the business grow further with close partnership with this customer and to leverage our reputation in fine quality blow moulded mannequins to expand our customer portfolio.

在二零二一年下半年，隨著主要客戶的家電出口復甦，訂單量逐步回升。管理團隊除了與客戶進行激烈的價格談判及應對原材料和勞動成本上漲之外，還要著眼於審慎的財務管理，以確保業務營運有充足的現金流，更要著手於成功競投的重點新項目，為我們來年的業務發展打下堅實的基礎。

經過我們長期不懈的努力，在精益生產技術上得到安徽省政府部門認為「安徽省高新技術企業」，這能有助於未來開發客戶和降低潛在的所得稅。

我們預計來年業務前景仍然充滿挑戰，這主要因為消費者消費意欲充其量也只會平穩增長，以及受最近幾個季度新房地產銷售表現疲軟拖累，抑制家電的需求，與此同時，原材料成本不斷大幅度漲價後也許持續於高位徘徊，以及行業競爭持續激烈，故此預期家電市場不會大幅增長。儘管上述情況，我們會繼續推動精益生產模式，從而確保產品質量和降低單位成本，盡可能將對業務的負面影響減到最低。

至於位於東莞之生產吹塑人體模型展示品的工廠，在今年充滿挑戰的環境下，業務仍能錄得滿意增長。受到疫情爆發隨之而實施的封城措施令歐洲零售客戶的供應中斷，今年初的銷售和交貨量都比預期銳減。年內，幸好一個從事全球運動用品零售業的主要客戶在歐洲和中國擴張門店，進而令銷售上升，並且憑著多年來努力發展設計、快速原型製造、質量保證和可靠的生產能力等範疇，成功贏取該客戶的信任。管理團隊有信心透過與該客戶緊密合作能加速業務增長，並借助我們於行業內優質吹塑人體模型的良好聲譽，擴大我們的客戶群。



Our production and engineering team performed well to confront various challenges. Plastic resins prices reached new heights during the year which raised our materials costs. Severe shortage in shipping containers and unprecedented rise in overseas freight costs affected our deliveries and costs. Market conditions for retailers have long been challenging as online retail continues eat into offline channels' market shares. Retailers also are paying close attention to recyclability and environmental concerns for their display items. Traditional mannequin manufacturers, especially those who produce fibreglass mannequins, are facing extreme difficulties as the PRC government and governments elsewhere continue to clamp down on pollution caused by fibreglass production and spray painting. Unit labour costs for traditional mannequin manufacturers are reaching historically high levels. We believe despite the overall slowdown of new retail store expansion, our eco-friendly and high quality blow moulded products will continue to attract more global brands in the future.

In view of the above, we will deploy resources in product designs and engineering, quality assurance processes, production capacity expansion, and market development. The Group is cautiously optimistic this business can sustain their growth trajectory if our fashion and sporting goods retail customers are able to execute their expansion plans as forecasted.

### Printed Circuit Boards ("PCB") Processing and Trading Business

The PCB processing business endured another difficult year in 2021. The price of copper soared to record highs and greatly affected our raw materials costs. Price of PCB base boards and other materials also consistently adjusted upwards to unprecedented levels. Our profits suffered even though sales volume increased. Our selling prices adjusted upwards in stages at varying times throughout the year, but could not dampen the large adverse impact of rising raw materials costs. Although orders from customers in automotive, consumer electronics, and gaming industries rebounded from low levels in the previous year, order inflows were uneven during the year.

我們的生產和工程團隊面對各種挑戰也表現出色。年內，塑料樹脂價格達至新高，帶動我們物料成本上升，加上船運集裝箱嚴重緊缺和前所未見的海外貨運成本上漲，迫使交貨延誤和成本急增。隨著網上零售不斷蠶食線下管道的市場份額，零售商的市場環境不但挑戰重重，而且他們更加要密切關注其展示品的可回收性和環保問題。由於中國和其他國家政府繼續遏制玻璃纖維製作以及噴漆過程造成的污染，令傳統人體模型的製造商，尤其是玻璃纖維人體模型製造商，正面臨著極大的困難，而且他們的單位勞動成本亦達到歷史高位，這讓我們相信，縱使整體零售店擴張放緩，但我們環保且優質吹塑產品在可見的將來可繼續吸引全球品牌。

鑒於上述，我們會投入資源在產品設計與工程、質量保證流程、產能擴展和市場開發中。如果我們的時尚運動用品零售客戶能夠按預期執行其擴張計劃，本集團謹慎樂觀地認為業務可以維持其增長軌跡。

### 印刷線路板(「印刷線路板」)之加工及貿易業務

本年度，印刷線路板加工業務又經歷了艱難的一年。隨著銅價升至歷史新高，連帶印刷線路板基板和其他物料的價格上漲至前所未有的水平，大大增加了原材料的成本，導致我們的利潤即使銷量增加的情況下依然下跌。於年內，儘管我們分階段上調售價，但仍無法抵消原材料成本上漲而帶來的重大不利影響。雖然來自汽車、消費電子和遊戲行業客戶的訂單從去年的低位反彈，但訂單量表現不及預期。

Global shortages of integrated circuits and semi-conductors affected downstream customers' production and deliveries. This scenario did not subside and will continue to affect industries relying on integrated circuits and semi-conductors as key components of their products. In addition to rising raw material costs, the business faced labour shortages and rising labour costs. It affected our optimal production processes and efficiencies, while it was significantly increasing subcontracting of various production processes, which raised our production costs further. To alleviate rising materials costs pressure, the business had to increase inventory levels and made earlier cash payments to suppliers to secure a stable supply of raw materials.

The outlook is not promising for the upcoming year, as raw materials costs will likely remain at high levels, while orders forecast from key customers remain cautious in the coming quarters. Our management team will focus on reengineering production processes and structures to suit our order patterns and target to decrease subcontracting needs. However, a quick turnaround may prove difficult. Nevertheless, cash flows remain healthy at the moment and our long-term prudent financial management focus will not be deviated.

The PCB trading business achieved slight growth in sales and profits. Previous years' business development efforts paid off in earning new projects from Japanese automotive and consumer electronics customers. Sourcing costs increased as manufacturers adjusted selling prices reflecting rising raw materials costs, however such increases did not materially impact our profits due to effective management. Trading of new products namely import PCB base boards, are progressing to plan, and new sales teams in various locations are delivering new business leads which will support future growth of the business. Additionally, we will continue to expand our service scope for PCB laboratory testing and quality control services.

全球集成電路及半導體供應緊絀，導致下游客戶生產和交付備受影響，情況仍在持續發酵，將繼續影響倚靠集成電路及半導體作為其產品關鍵零部件的行業。除了如上所述原材料成本上升外，此業務還要面臨勞工短缺和勞動成本增加，皆影響我們最佳的生產流程和效率，同時迫使我們大幅增加多項生產外包，繼而顯著增加了生產成本。為了緩解材料成本不斷上漲的壓力，此業務不得不提高庫存量，並提前以現金支付方式向供應商付款，以確保原材料供應穩定。

未來一年業務的前景並不樂觀，主要是由於原材料成本可能持續居高不下，預測主要客戶在接下來幾個季度下達訂單會更為審慎。為配合我們的訂單模式，管理團隊將著手於重組生產流程和結構，從而減少工序外包需求。然而，難以快速扭轉業務的不利局勢。儘管如此，業務目前的現金流維持穩健，並會秉承長期審慎的財務管理。

至於印刷線路板貿易業務，銷售和利潤均實現輕微增長。經過我們過去多年在業務發展上的努力，從日本汽車和消費電子產品客戶取得了新項目。由於原材料成本上升，製造商紛紛調整售價，因而令我們的採購成本增加，但是憑藉我們有效的管理，成本增加並沒有對利潤造成重大影響。另外，我們正在計劃進口印刷線路板基板的貿易新業務，各地的新銷售團隊亦瞄準這新商機蓄勢待發，將有助業務未來增長。除此之外，我們還會繼續加大印刷線路板測試和質量監控的服務範圍。

The Group is cautious on this business's outlook for the upcoming year as challenging conditions for the overall PCB industry persist. As PCB raw materials prices adjust downwards from peak levels, pressure to accordingly adjust selling prices may increase, thus potentially affecting our profit margins. New customer development investments and activities will ramp up in the upcoming year, however immediate significant success is unlikely to materialize as recoveries in the automotive and electronics industries are relatively weak. The business will continue to maintain optimal cost structures and focus on healthy operating cash flow.

#### Industrial Consumables Trading Business

The industrial consumables trading business achieved significant growth in sales and profits during 2021. As Mainland China maintained superb control of the pandemic, it created favourable conditions for its vibrant supply chain to stand out, compared to other countries and regions, thus the PRC manufacturers obtained robust sales orders for products domestically and globally, in particular during the first half of the year. Customer groups that contributed strong growth for this business include semi-conductors, consumer electronics, machineries, medical equipment, renewable clean energy, and lithium batteries. Customers from the automotive and household appliance industries rebounded from previous year's relatively low sales levels, and increased their purchases throughout the year. In addition, the elevator industry benefited from regional policies to install new elevation devices, and replace old ones, therefore our stronghold in Southern China for elevator component solutions continued to grow despite the wider scope slump in the housing market. Our motion and drive components and solutions achieved better than expected growth, while steel and fasteners products grew slightly ahead of plan as market conditions improved, as well as introducing new products and packaged solutions to customers.

由於整個印刷線路板行業的形勢持續嚴峻，本集團對本業務來年的前景持謹慎態度。隨著印刷線路板原材料價格從高峰水平下調，相應售價調整的壓力可能會增加，從而可能影響我們的利潤率。我們將於來年增加新客戶開發投資和活動，但由於汽車和電子行業的復甦相對較弱，因此未能立即取得重大成功。本業務將繼續保持最佳成本結構，並專注於穩健的經營現金流。

#### 工業消耗品之貿易業務

於二零二一年，工業消耗品貿易業務的銷售及利潤實現顯著增長。疫情在中國內地得到有效控制，與其他國家及地區相比，營造了有利活躍供應鏈的條件，使中國製造商尤其在今年上半年接獲來自國內和全球各地眾多的訂單。除此之外，半導體、消費電子、機械、醫療設備、可再生清潔能源和鋰電池等客戶群也為業務帶來了強勁的增長，而汽車和家電行業客戶從去年相對低迷銷售下反彈，促使他們年內增加採購。此外，縱使房產市場出現較大幅度下滑的情況，但電梯行業受惠於國內加裝新電梯及更換舊電梯的地區性政策，讓我們在華南地區的電梯零部件解決方案能繼續增長。隨著市場狀況改善及我們相繼推出新產品與相關解決方案，驅動和運行組件解決方案實現了略高過預期的增長，鋼材和緊固件產品升幅也高過預期。

While this business benefited from a better-than-expected market outlook alongside a broad customer base across many industries, it faced severe challenges on the supply side. With most industrial commodities surging in price, almost all our product sourcing costs increased significantly. Meanwhile, producers especially those located overseas, could not ramp up their production to meet sudden increase in demands, caused severe shipment delays while facing surging shipment costs. By proactive response and working together with customers, the business managed to minimize adverse impact to profitability. Management teams performed well by not only being focused on sales and bottom line growth, but maintained lean inventory levels and improved its receivables turnover.

Our cautious outlook for the second half of the year anticipating a pullback in orders did not materialize, as customer groups displayed sustained order placements. However, certain key challenges lay ahead in the upcoming year. Strong growth of orders will likely not continue, as the overall manufacturing sectors in the PRC are slowing down after rampant growth evident in the past two years. The pandemic is far from over and under control globally, a prolonged spread can affect consumer demands and disrupt global supply chains. Geopolitical tensions, especially between the US and the PRC, display no signs of easing. The impact to global economic recoveries, supply chain disruptions, and global trade are highly unpredictable. However, the Group is optimistic in the longer term, the PRC began to implement a visionary and pragmatic “Fourteenth Five-Year Plan” and shift its policies and resources to support high quality manufacturing industries in the PRC. This provides ample opportunities to businesses adapting to upgrade its technical breakthrough abilities in materials, production process, and digital solutions. Regardless of market conditions for the upcoming year, we will invest in and develop our sales and technical teams, recruit talents, staff training, and enhance our internal digital systems.

儘管本業務受惠於市場前景好於預期及擁有眾多行業的廣泛客戶基礎，但也要面對供應商帶來的嚴峻考驗。隨著大多數工業大宗商品價格飆升，令我們幾乎所有產品的採購成本都顯著增加。與此同時，尤其是海外生產商面對需求激增時，但卻無法提高產量，貨運成本又急劇上升，導致交貨嚴重落後。我們通過與客戶緊密合作，採取積極的應對措施，設法把對利潤負面的影響減至最低。管理團隊不僅在銷售及盈利增長方面表現優秀，在維持精簡高效庫存水平及改善應收賬周轉率方面也同樣出色。

從客戶群持續訂購的情況可見，我們原先保守估計訂單會在下半年回落的情況尚未發生，但是來年也要面臨種種巨大的挑戰。中國整體製造業在過去兩年迅速增長，但及後回穩，訂單量未必會持續保持向好的增長趨勢。疫情在全球各地持續擴散，且尚未有結束受控的跡象，令消費需求下跌，擾亂了全球供應鏈，加上地緣政治局勢惡化，尤其是中美之間緊張的局勢並沒有緩和的跡象，抑制經濟復甦、供應鏈中斷和全球貿易活動受阻。然而，本集團對長遠發展感到樂觀，這歸因於中國實施富遠見和務實的第十四個五年規劃，並調整政策和資源配置推動中國製造業高質量發展，提供充分的機會讓企業提升其在材料、生產流程和數碼化解決方案的技術有更大的突破。無論來年的市場狀況如何，我們都會發展我們的銷售和技術團隊，投放資源於人才招攬及僱員培訓，並加強我們的內部數碼化系統。

### Proposed Privatisation of the Company by Cosmos Holdings by Way of a Scheme of Arrangement under Section 673 of the Companies Ordinance

References were made to (i) the scheme document jointly issued by the Company and Cosmos Holdings (the "Offeror") dated 21 May 2021 (the "Scheme Document") in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance and the proposed withdrawal of listing of the Company; and (ii) the announcement jointly issued by the Company and the Offeror dated 18 June 2021 in relation to the results of the Court Meeting and General Meeting and lapse of the Proposal and the Scheme (the "Announcement"). Unless otherwise defined, capitalised terms used in this paragraph shall have the same meanings as those defined in the Scheme Document and the Announcement.

On 18 June 2021, the resolution to approve the Scheme was not approved by the Scheme Shareholders at the Court Meeting in accordance with the requirements of the Companies Ordinance and the Takeovers Code. On the same date, the Special Resolution was not passed by the Shareholders at the General Meeting.

As the Scheme was not approved in accordance with the requirements of the Companies Ordinance and the Takeovers Code at the Court Meeting by the Scheme Shareholders and the Special Resolution was not passed by the Shareholders at the General Meeting: (a) the Proposal and the Scheme were not implemented and have therefore lapsed; (b) the offer period has ended; and (c) the listing of the Shares on the Stock Exchange is maintained.

### Subsequent Events

There is no material event after the end of the reporting period.

### 大同控股建議根據《公司條例》第673條以協議安排的方式私有化本公司

茲提述(i)日期為二零二一年五月二十一日由本公司及大同控股(「要約人」)就(其中包括)要約人建議根據《公司條例》第673條以協議安排的方式私有化本公司及建議撤銷本公司之上市地位而聯合發佈的協議安排文件(「協議安排文件」);及(ii)日期為二零二一年六月十八日由本公司及要約人就法院會議及股東大會之結果和建議事項及協議安排失效而聯合發佈的公告(「該公告」)。除另有說明外,本段所採用的詞彙與協議安排文件及該公告所界定者具有相同涵義。

於二零二一年六月十八日,在法院會議上,批准協議安排的決議案根據《公司條例》及收購守則之規定不獲協議安排股東批准。於同日,在股東大會上,特別決議案不獲股東通過。

由於根據《公司條例》及收購守則之規定協議安排於法院會議上不獲協議安排股東批准及特別決議案於股東大會上不獲股東通過:(a)建議事項及協議安排不會實行及因此而失效;(b)要約期間已結束;及(c)股份維持於聯交所的上市地位。

### 結算日後事項

於報告結算日後,並無發生任何重大事項。

## LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2021, the Group's total outstanding bank borrowings amounted to approximately HK\$301,167,000 (31 December 2020: approximately HK\$322,344,000) which comprised mainly bank loans and trade finance facilities. The bank borrowings repayable within one year and in the second to the fifth year amounted to approximately HK\$289,469,000 and HK\$11,698,000 respectively (31 December 2020: approximately HK\$284,469,000 and HK\$37,875,000 respectively).

After including lease liabilities of approximately HK\$51,469,000 (31 December 2020: approximately HK\$55,839,000) and deducting cash and bank balances of approximately HK\$406,057,000 (31 December 2020: approximately HK\$494,669,000), the Group's net cash amounted to approximately HK\$53,421,000 (31 December 2020: net cash was approximately HK\$116,486,000). Total equity attributable to equity Shareholders as at 31 December 2021 was approximately HK\$1,410,809,000 (31 December 2020: approximately HK\$1,268,626,000).

The gearing ratio of the Group is measured as total of bank indebtedness and lease liabilities less cash and bank balance, pledged deposit and short-term bank deposits with maturity over three months divided by net assets. The Group had a net cash position as at 31 December 2021. As a result, no gearing ratio was presented.

The Group's financial statements are presented in Hong Kong dollars. The Group carried out its business transactions mainly in Hong Kong dollars, Renminbi, United States dollar and Japanese Yen. As the Hong Kong dollar remained pegged to the United States dollar, there was no material exchange risk in this respect. The Group continues to monitor its foreign exchange exposure in Japanese Yen and Renminbi, and enter into forward contracts when necessary. The Group's long-term bank loans were denominated mainly in Hong Kong dollars and carried interest at floating rates. Credit risk was hedged mainly through credit insurance.

## 流動資金及財務資源

於二零二一年十二月三十一日，本集團之未償還銀行借款總額約為301,167,000港元(二零二零年十二月三十一日：約322,344,000港元)，主要包括銀行貸款及貿易融資信貸。將於一年內到期以及於第二至第五年到期償還之銀行借款金額分別約為289,469,000港元及11,698,000港元(二零二零年十二月三十一日：分別約為284,469,000港元及37,875,000港元)。

連同租賃負債約為51,469,000港元(二零二零年十二月三十一日：約55,839,000港元)並扣除現金及銀行結餘約為406,057,000港元(二零二零年十二月三十一日：約494,669,000港元)後，本集團之現金淨額約為53,421,000港元(二零二零年十二月三十一日：現金淨額約為116,486,000港元)。於二零二一年十二月三十一日之股權持有人應佔權益總額約為1,410,809,000港元(二零二零年十二月三十一日：約1,268,626,000港元)。

本集團的負債比率乃按銀行債務和租賃負債總額減現金及銀行結餘、抵押存款和到期日超過三個月之短期銀行存款除以淨資產。於二零二一年十二月三十一日，本集團持有淨現金結餘。因此，並無呈報負債比率。

本集團之財務報表以港元呈列。本集團主要以港元、人民幣、美元及日圓進行業務交易。由於港元與美元掛鈎，故此方面並無重大外匯風險。本集團繼續監察來自日圓及人民幣之外匯風險，並於需要時透過訂立遠期合約加以調控。本集團之長期銀行貸款融資均主要以港元計值及以浮動利率計息。信貸風險主要透過信用保險對沖。

### MATERIAL ACQUISITION AND DISPOSAL

There were no material acquisitions and disposals by the Group during the year ended 31 December 2021.

### CAPITAL STRUCTURE

There was no change in the total number of issued Shares for the year ended 31 December 2021. The total number of issued Shares remained at 861,930,692 Shares as at 31 December 2021.

### EMPLOYEES, REMUNERATION POLICY AND TRAINING SCHEME

As at 31 December 2021, the Group had a total of 2,523 employees located in Hong Kong and Mainland China (31 December 2020: 2,779). The remuneration policy regarding the employees of the Group is based on qualifications, competence and performance of the employees as well as market trends. Employees' benefits include retirement benefits and medical insurance coverage.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to individual performance, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

The Group had also provided training programmes or courses for Mainland China employees at all levels from different departments, and also for Directors and employees of the Group so as to further enhance their technical skills in production operation and management, professional skills and knowledge, respectively.

### 重大收購與出售

截至二零二一年十二月三十一日止年度，本集團沒有任何重大收購與出售。

### 資本結構

截至二零二一年十二月三十一日止年度，已發行股份總數保持不變。於二零二一年十二月三十一日，已發行股份總數仍為861,930,692股。

### 僱員、薪酬政策及培訓計劃

於二零二一年十二月三十一日，本集團於香港及中國內地共有2,523名僱員（二零二零年十二月三十一日：2,779名）。本集團僱員的薪酬政策乃按僱員的資歷、能力及表現，亦以市場趨勢而釐定。僱員福利包括退休福利及醫療保險。

董事之酬金由薪酬委員會按照個人表現、本集團之業績及盈利狀況，亦以業界薪酬指標及當時市場環境而釐訂。

本集團亦分別向中國內地各部門各級僱員，以及董事和本集團僱員提供培訓計劃或課程，從而進一步提升他們在生產營運和管理上的技能、專業技巧和知識。

## OUTLOOK AND FORECAST

Looking ahead of the upcoming year, the Group does not anticipate a repeat of the broad-based strength in the manufacturing sectors in the PRC as experienced in the first half of 2021. A more likely scenario is the continuation of pullback in demand which was evident in the second half of the year. Headwinds and challenges such as, high raw materials costs, shipment disruptions and sustained high shipping costs, and high labour costs are likely to persist, that will inevitably shape a highly uncertain business outlook and uneven growth across various manufacturing industries.

On the macro level, geopolitical tensions between the US and PRC shows no signs of abating. Adverse effects on global trade and supply chains are on-going and highly unpredictable. Tightening monetary policies in the US and other Western countries has come into effect with primary objective to combat inflation. Without discussing effectiveness of such policies, it is safe to assume tightening and pullback of cash injections will dent consumer confidence and demand. The global pandemic still affects everyday lives of everyone, even though most Western countries are experimenting “co-existing with virus” policies to reopen their economies. The strength and source of recovery is uncertain.

Domestically the PRC’s positioning is favourable in the long term. The PRC government is implementing visionary and pragmatic policies to drive long-term growth of high quality manufacturing sectors, as laid out in the “Fourteenth Five-Year Plan”, to achieve sustainable growth in the areas of new materials, manufacturing of critical components, research and development of products and production processes, artificial intelligence, and digitalization of the whole value chain.

## 展望及前景

展望來年，本集團預期中國製造業不會重現二零二一年上半年的強勁勢頭，更有可能出現下半年需求明顯回落的情況延續。原材料成本高企、運輸受阻和貨運成本居高不下，以及勞動成本高昂等種種不利的因素和挑戰可能持續存在，將不可避免地形成一個高度不確定的業務前景，以及發生各個製造業增長參差的情況。

在宏觀層面上，中美之間的地緣政治緊張局勢沒有緩和的跡象，對全球貿易和供應鏈不利的影響依然持續且高度不可預測。美國和其他西方國家為對抗通貨膨脹，紛紛大舉推行緊縮貨幣政策，無論這些政策會否見效，可以肯定的是，收緊和撤回已注入資金定必削弱消費者的信心和需求。即使大多數西方國家正在實施「與病毒共存」政策，嘗試重啟開放經濟，但是疫情仍在全球肆虐影響著每個人的日常生活，經濟復甦走勢及力度是未知之數。

從長遠的角度來說，中國的定位是有利的。中國政府按第十四個五年規劃實施具遠見且務實的政策，推動製造業高質量的長遠發展，從而實現在新材料、關鍵零部件製造、產品研發和生產流程、人工智能和數碼化整個價值鏈等領域的可持續發展。



The Group will continue to commit to development of key industry markets such as renewable energy, electric vehicles, medical equipment, packaging, automotive, consumer electronics, and lithium batteries. We foresee the long-term growth potential in these strategic sectors. In addition, we will shift resources and focus for export businesses as we anticipate gradual economic recoveries in our export markets, previously dampened by the pandemic. Growth potential in different regions will vary, as it depends on our overseas partners and resources. Especially, we see potential in neighbouring “Belt and Road Initiative” countries.

Regardless of an anticipated pullback in growth for the upcoming year amid the previously stated challenges and uncertainties, the Group will commit to invest in research and development of technical innovations, especially our machinery manufacturing business. In addition, we will implement plans to gradually upgrade our production capacities and technologies, recruit talents, enhance training development and increase investment in sales and marketing, in order to capture future growth opportunities. Moreover, prudent financial management practices will continue as usual, with focus on maintaining a healthy cash flow for all our businesses.

本集團將繼續致力於可再生能源、電動汽車、醫療設備、包裝、汽車、消費電子和鋰電池等重點行業市場發展，我們預計這些戰略行業具長期增長潛力。此外，預期之前受疫情影響的出口市場將會逐步復甦，因此將會把資源重點轉移到出口業務，不同地區的增長潛力取決於我們的海外合作夥伴和資源部署而有所不同，特別是我們看到了「一帶一路」周邊國家的潛力。

儘管在上述種種挑戰和不確定性下，預計來年業務增長會回落，本集團將堅持投入更多資源以增加技術創新的研發，特別是我們的機械製造業務。此外，我們會落實計劃，逐步提升產能和技術、招聘人才、加強培訓發展、增加營銷投資，務求捕捉未來增長的機遇。除此之外，我們將繼續一貫審慎的財務管理模式，以及保持所有業務健康的現金流。

# DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIES

## 董事及高級管理人員簡歷

### EXECUTIVE DIRECTORS

**Mr. Tang To**, aged 73, was appointed as an executive Director and the chairman of the Board on 14 July 1988 and 18 September 1997, respectively. He is the chairman of each of Nomination Committee and committee of executive Directors of the Company, and a member of Remuneration Committee. He also acts as a director of certain subsidiaries of the Company. On 28 May 2010, Mr. Tang was appointed as the director of Suzhou Sanguang Science & Technology Co., Ltd., a company listed on the National Equities Exchange and Quotations and an associated company of the Company. Mr. Tang has over 40 years of experience in manufacturing and trading businesses. Mr. Tang is the father of Mr. Tang Yu, Freeman. As at the date of this annual report, Mr. Tang is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO.

**Mr. Tang Yu, Freeman**, aged 44, joined the Group in 2006 and was appointed as an executive Director and chief executive officer of the Company on 18 March 2011 and 1 July 2013, respectively. He is a member of each of Nomination Committee and committee of executive Directors of the Company. He also acts as a director of certain subsidiaries of the Company. Prior to joining the Group, Mr. Tang had worked in various commercial banks. Mr. Tang graduated from The University of Western Ontario in Canada and holds a Bachelor of Arts degree in Economics and a Diploma in Financial Planning. Mr. Tang is the son of Mr. Tang To. As at the date of this annual report, Mr. Tang is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO.

### 執行董事

**鄧燾先生**，年73歲，分別於一九八八年七月十四日及一九九七年九月十八日獲委任為執行董事及董事會主席。彼為本公司提名委員會及執行董事委員會之主席，以及薪酬委員會之成員。彼亦出任為本公司若干附屬公司之董事。於二零一零年五月二十八日，鄧先生獲委任為蘇州三光科技股份有限公司之董事，一間於全國中小企業股份轉讓系統上市之公司及本公司之一間聯營公司。鄧先生擁有逾四十年製造及貿易業務之經驗。鄧先生是鄧愚先生的父親。於本年報日期，鄧先生為按《證券及期貨條例》第XV部所述屬本公司若干主要股東之董事。

**鄧愚先生**，年44歲，於二零零六年加入本集團，分別於二零一一年三月十八日及二零一三年七月一日獲委任為本公司執行董事及行政總裁。彼為本公司提名委員會及執行董事委員會之成員。彼亦出任為本公司若干附屬公司之董事。加入本集團前，鄧先生曾任職於數間商業銀行。鄧先生畢業於加拿大西安大略大學，持有經濟學學士學位及財務策劃文憑。鄧先生為鄧燾先生的兒子。於本年報日期，鄧先生為按《證券及期貨條例》第XV部所述屬本公司若干主要股東之董事。

### NON-EXECUTIVE DIRECTORS

**Mr. Kan Wai Wah**, aged 64, was appointed as a non-executive Director on 22 May 1998. Mr. Kan holds a High Diploma in Accountancy. Mr. Kan has over 40 years of experience in corporate strategy and corporate management. Mr. Kan is the son of Ms. Law Kit Fong, a substantial Shareholder of the Company. As at the date of this annual report, Mr. Kan is a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO.

**Mr. Qu Jinping**, aged 65, was appointed as a non-executive Director on 8 September 2006. Mr. Qu is currently the professor and doctoral supervisor in the School of Mechanical and Automotive Engineering of The South China University of Technology. He acted as vice president of The South China University of Technology and elected as an academician of The Chinese Academy of Engineering in 2011. He obtained a Bachelor degree and a Master degree in Engineering from The South China University of Technology in 1982 and 1987, respectively, and a Doctorate degree in Engineering from The Sichuan University in 1999. He has been engaged in scientific research and teaching in polymer dynamic plasticizing processing technology and equipment for over 30 years and achieved a number of world-first scientific and technology achievements.

### 非執行董事

**簡衛華先生**，年64歲，於一九九八年五月二十二日獲委任為非執行董事。簡先生持有高級會計文憑。簡先生擁有逾四十年企業策劃及企業管理之經驗。簡先生為羅潔芳女士（為本公司主要股東）之兒子。於本年報日期，簡先生為按《證券及期貨條例》第XV部所述屬本公司若干主要股東之董事。

**瞿金平先生**，年65歲，於二零零六年九月八日獲委任為非執行董事。瞿先生現為華南理工大學機械與汽車工程學院教授及博士生導師。彼曾任華南理工大學副校長及於二零一一年當選中國工程院院士。彼分別於一九八二年及於一九八七年取得華南理工大學工學學士及碩士學位，隨後於一九九九年取得四川大學工學博士學位。彼從事高分子材料加工成型技術及裝備的科學研究與教學超過三十年，取得了多項世界首創的科技成果。

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Ms. Yeung Shuk Fan**, aged 57, was appointed as an independent non-executive Director on 18 June 2004. She is a chairman of Audit Committee and a member of each of Nomination Committee and Remuneration Committee. Ms. Yeung holds a Master degree in Business Administration. She is a member of the American Institute of Certified Public Accountants (AICPA), and an associate member of each of The Chartered Governance Institute (CGI) and The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as The Hong Kong Institute of Chartered Secretaries (HKICS)). Ms. Yeung held senior financial positions in several companies. She has over 30 years of experience in the finance sector.

**Mr. Cheng Tak Yin**, aged 83, was appointed as an independent non-executive Director on 30 January 2007. He is a chairman of Remuneration Committee and a member of each of Audit Committee and Nomination Committee. Currently, Mr. Cheng is the life honorary chairman, deputy secretary general and standing committee member of Hong Kong and Kowloon Machinery and Instrument Merchants Association Limited. He has almost 50 years of experience in business management.

**Mr. Huang Zhi Wei**, aged 83, was appointed as an independent non-executive Director on 2 November 2012. He is a member of each of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Huang graduated from The Huazhong University of Science & Technology, majoring in electrical engineering. Mr. Huang worked in the PRC government authorities for over 10 years. He served as the deputy director general of Guangdong Commission of Foreign Trade & Economic Cooperation and the director of General of Guangdong Board of Investment from 1993 to 2000. From 1984 to 1992, he served as the executive officer of Foshan Economic Committee. He worked as the engineer at power plant in Foshan for almost 10 years. From 1981 to 1984, he served as the chief engineer and deputy general manager of a household electrical appliances corporation in Foshan.

### **獨立非執行董事**

**楊淑芬女士**，年57歲，於二零零四年六月十八日獲委任為獨立非執行董事。彼為審核委員會之主席，以及提名委員會和薪酬委員會之成員。楊女士持有工商管理碩士學位。彼為美國註冊會計師協會(AICPA)之會員，以及特許公司治理公會(CGI)及香港公司治理公會(HKCGI) (前稱香港特許秘書公會(HKICS)) 之會士。楊女士曾於數家公司擔任高級財務職位。彼擁有逾三十年於財務範疇之經驗。

**鄭達賢先生**，年83歲，於二零零七年一月三十日獲委任為獨立非執行董事。彼為薪酬委員會之主席，以及審核委員會和提名委員會之成員。鄭先生現為港九機械電器儀器業商會有限公司永遠榮譽會長、副秘書長及常務會董。彼擁有近五十年業務管理之經驗。

**黃志煒先生**，年83歲，於二零一二年十一月二日獲委任為獨立非執行董事。彼為審核委員會、提名委員會、薪酬委員會之成員。黃先生畢業於華中科技大學，主修電機工程系。黃先生曾在中國政府機關任職超過十年，由一九九三年至二零零零年期間，彼出任廣東省外經貿委副主任及廣東省外商投資局局長；由一九八四年至一九九二年期間，彼擔任佛山市經濟委員會主任。彼曾於中國廣東省佛山市發電廠任職工程師近十年。由一九八一年至一九八四年期間，彼出任佛山市家電公司總工程師兼副總經理。

## SENIOR MANAGEMENT

**Mr. Man Chi Fai, Bruno**, aged 60, joined the Group in 2013. He is currently the general manager of various subsidiaries of the Company which are engaged in the processing and manufacturing of plastic products business. He also holds directorship in certain subsidiaries of the Company. Mr. Man holds a Bachelor of Science (Mechanical) from The University of London and a Master Science in Engineering (Industrial Management and Manufacturing) from The University of Hong Kong. He is a member of each of The Hong Kong Institution of Engineers (HKIE) and The Institution of Electrical Engineers in the United Kingdom (IEE). He had worked in various sizeable corporations. He has over 20 years of experience in plastic injection moulding, metals manufacturing, moulds design and manufacturing, manufacturing assembly process management and project management.

**Mr. Ye Yueran**, aged 48, joined the Group in 2002. He is currently the general manager of various subsidiaries of the Company which are engaged in the manufacturing of rubber injection machines, extrusion lines and hydraulic presses. He also holds directorship in certain subsidiaries of the Company. Mr. Ye has over 10 years of experience in manufacturing of machinery.

**Mr. Yip Kar Shun**, aged 74, joined the Group in 1994. He is the managing director of various subsidiaries of the Company which are engaged in the processing and trading of printed circuit boards. He also holds directorship in certain subsidiaries of the Company. Mr. Yip has over 40 years of experience in electronic production and management.

## 高級管理人員

**萬志輝先生**，年60歲，於二零一三年加入本集團。彼現為本公司從事注塑製品之加工及製造業務的附屬公司之總經理。彼亦擔任本公司若干附屬公司之董事。萬先生持有英國倫敦大學機械工程學士學位及香港大學工程學(工業管理與製造)碩士學位。彼為香港工程師學會(HKIE)及英國特許工程師學會(IEE)之會員。彼曾任職多間大型企業。彼在塑料注塑、五金製造、模具設計與製造、流水線生產製程管理及項目管理有逾二十年經驗。

**葉月然先生**，年48歲，於二零零二年加入本集團。彼現為本公司從事橡膠注射成型機、擠出生產線及油壓機製造業務的附屬公司之總經理。彼亦擔任本公司若干附屬公司之董事職位。葉先生擁有逾十年機械製造之經驗。

**葉嘉信先生**，年74歲，於一九九四年加入本集團。彼現為本公司從事印刷線路板加工及貿易業務的附屬公司之董事總經理。彼亦擔任本公司若干附屬公司之董事。葉先生擁有逾四十年電子生產及管理之經驗。

# REPORT OF THE DIRECTORS

## 董事會報告書

The Board is pleased to submit their report together with the audited consolidated financial statements for the year ended 31 December 2021.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Further details of the principal activities of the principal subsidiaries of the Group are set out in note 41 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

### RESULTS

The results of the Group for the year ended 31 December 2021 and the state of affairs of the Group at that date are set out in the audited consolidated financial statements on pages 133 to 284 of this annual report.

### FINAL DIVIDEND

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

### BUSINESS REVIEW

#### Review of operations

The Group recorded net profit of approximately HK\$84,205,000 for the year as compared with net profit of approximately HK\$25,878,000 from the previous year. Further details in respect of the fair review of the Group's businesses, please refer to the sections "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

董事會欣然提呈其報告連同截至二零二一年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。本集團旗下主要附屬公司之主要業務的進一步詳情載列於綜合財務報表附註41。本集團主要業務的性質於本年度內並無重大改變。

### 業績

本集團截至二零二一年十二月三十一日止年度之業績及於該日之財務狀況載列於本年報第133至284頁之經審核綜合財務報表。

### 末期股息

董事會不建議派發截至二零二一年十二月三十一日止年度末期股息（二零二零年十二月三十一日：無）。

### 業務回顧

#### 經營回顧

本集團於本年度錄得淨溢利額約84,205,000港元，去年淨溢利約25,878,000港元。有關本集團業務的中肯審視之進一步詳情，請參閱本年報「主席報告」及「管理層論述及分析」章節。

## PRINCIPAL RISKS AND UNCERTAINTIES

The operational complexities inherent in the Group's business together with the commercially competitive environment leave us exposed to some significant risks which may affect the Group's financial position and business operations. The Group believes that an effective risk management is critical to achieve our long-term strategic objectives and enhance the sustainability of value creation and business growth. The Board has overall accountability for ensuring that risks are effectively managed across the Group. The Group recognizes that adopting a proactive approach and establishing a robust business management system to risk mitigation must be balanced with a degree of flexibility so that we can safeguard the interests of Shareholders, customers, employees and other stakeholders.

During the year under review, the most impacted risks are dominated by the COVID-19 pandemic on the related policies and regulation affecting business performance and inducing pressure of market conditions on demand. The impact of pandemic has demonstrated the interconnected nature of risk which include business interruption risks, supply chain exposure and economic risks. The principal risks and uncertainties set out are known as below:

### Market risks

#### *Slow global economic recovery and concentration risk*

The Group's businesses are sensitive to the pace of global slow economic recovery environment. Deterioration in global economy may have a material impact on our financial position.

In 2021, the ongoing COVID-19 pandemic embedded with its highly transmissible variants has effected on governmental public health policies and customer behavior, which severely crippled the economy across the globe. Continual and compulsory quarantine measures imposed by the PRC and HKSAR governments to combat the pandemic, the Group strictly adhered to governmental policies that evolves business interruption threats.

## 主要風險及不確定因素

本集團業務的固有運營複雜性及所在的商業競爭環境，使本集團面臨若干可能影響財務狀況和業務運營的重大風險。本集團相信，有效的風險管理對實現長期戰略目標及加強創造價值和業務增長的可持續性至關重要。董事會有全面責任確保本集團有效管理風險。本集團意識到採用積極主動的方法和建立穩健的業務管理體系來緩解風險的同時，我們必須保持兩者具一定程度的靈活性，從而保障股東、客戶、僱員及其他持份者的利益。

於本年度回顧，最主要受影響的風險是與2019新型冠狀病毒疫情相關的政策和法規，影響業績和引發市場需求壓力。疫情的影響證明了風險的相互關聯，包括業務中斷風險、供應鏈風險敞口和經濟風險。本集團已知的主要風險和不確定因素載列如下：

### 市場風險

#### *全球經濟復蘇緩慢和風險集中*

本集團業務對全球經濟復蘇緩慢的環境敏感。全球經濟惡化可能會對我們的財務狀況產生重大影響。

於二零二一年，2019新型冠狀病毒疫情持續及其高傳染性的變異病毒株已經影響到政府公共衛生政策和客戶行為，並且嚴重損害了全球經濟。中國和香港政府實施持續強制檢疫措施以對抗疫情，本集團務必嚴格遵守政府政策，避免受到業務中斷威脅。

Simultaneously, the global economic sentiment and activities caused by the US-Sino trade war are still clouded by uncertainties prevailing in the external environment and induces unfavorable effect on manufacturing industries, especially in Mainland China, where the Group primarily conducts its business. The Group has implemented penetration strategies on customers and product portfolios through internal development and business model adjustment to improve businesses' competitiveness and agility from slow economic recovery and to reduce the dependency on specific customer segments.

**Keen market competition and commodity price risk due from scarcity of materials**

The disruptions to manufacturing activity along with transportation interruptions and port closures during the pandemic led to scarcities of materials and commodities resulting in surging up the price of commodities and materials. The Group has to compete on both price and product innovation as multi-national and regional or niche competitors attempt to enlarge its market share. Intensive competitive pressure may impede the profitability of the Group. Additionally, customers were also affected by the competitive pressure and their sales will fluctuate. The Group owns comparative resilience and then strives for agility by implementing cost-effective solutions and key performance indicators to enhance productivity and efficiency.

**Operation risks**

Confronted by the national climate governance, the PRC government has adopted carbon neutral policy and low-carbon approach especially on manufacturing enterprises to control the extensive use of fossil fuels i.e. electricity. In 2021, the Group's manufacturing business has experienced factory temporary lockdown, which resulted from the forced periodic stoppage of electricity, to fit with national carbon reduction strategies and hence advocate the global eco-environmental and sustainable gain.

同時，中美貿易戰影響全球經濟情緒和活動，外部環境仍存在諸多不確定性，均對本集團主要在中國內地從事製造業務產生不利影響。本集團對客戶和產品組合實施滲透策略，通過內部發展和調整業務模式以提高業務競爭力和靈活性，從而避免經濟復蘇緩慢帶來的負面影響和降低對特定客戶群的依賴。

**材料短缺導致的激烈市場競爭和商品價格風險**

製造活動在疫情期間受阻、運輸中斷和港口關閉導致材料和商品短缺，引發商品和材料價格急速上漲。由於跨國和地區或利基競爭對手謀求增加市場份額，本集團需在銷售價格和產品創新方面展開競爭，激烈的競爭會削弱本集團的盈利能力。此外，客戶受到競爭壓力的影響，使其銷量波動。本集團通過相對彈性方法，實施具成本效益的解決方案和關鍵績效指標來努力實現靈活性，以提高生產力和效率。

**經營風險**

面對國家氣候管治，中國政府採取了碳中和政策和低碳的方法，特別是在製造企業，以控制化石燃料(即電力)的廣泛使用。於二零二一年，本集團的製造業務因強制「錯峰限電」令工廠短暫停工，以符合國家的碳減排戰略和倡導全球生態環境和可持續收益。



The risk of operation loss caused by the COVID-19 pandemic on logistics bottlenecks and disruption in supply chain may result in unfavorable impact on businesses. The Group has experienced difficulties in a sudden shortage of materials which led to delay in delivery and inability to procure substitutes at reasonable prices on a temporary basis resulting in loss of sales opportunities and non-fulfillment of customers' expectations. The Group minimizes these occurrences by using supply chain management including strictly selecting suppliers with quality assurance, good reputation and high credibility who are honest in co-operation, and extending sourcing channels and strengthening inventory control management. The Group continues to monitor raw materials price movements efficiently by implementing detailed cost tracking and examining various scenario of hedging opportunities.

#### **Pandemic risk**

Pandemic risk has loomed on the horizon for a long time and the ongoing COVID-19 pandemic has impacted on public health policies, customer behavior and business performance. Protecting employees' health is the top priority of the Group. To reduce the risk of infection or serious illness, the headquarters and other offices situated in Hong Kong have coincided with HKSAR government encouragement for employees who receive vaccination can enjoy vaccine leave and occasionally implement work-from-home arrangement to reduce transmission risks in offices. The Group expects that the pandemic will continue to affect our business segments' operations and financial performance.

因2019新型冠狀病毒疫情引起物流樽頸和供應鏈中斷而造成的運營損失風險，可能會對業務造成不利影響。本集團遇到突發性材料短缺導致產品交付延遲，及未能以合理價格暫時採購替代材料導致錯失銷售機會及無法滿足客戶的期望。本集團通過供應鏈管理，包括：嚴選具品質保證、良好信譽和高信用能力及以誠合作的供應商，並且持續擴展採購渠道和加強庫存管控以降低此風險。本集團通過實施詳細的成本追蹤和審查各種沖方法，持續有效地監控原材料價格走勢。

#### **疫情風險**

疫情風險已經迫在眉睫，而且持續的2019新型冠狀病毒疫情影響公共衛生政策、客戶行為和業績。本集團視確保僱員健康為首要任務。為減低傳播或不幸染疫後患上重症風險，位於香港的總部及其他辦公室與香港政府一致，鼓勵接受接種疫苗的僱員享有疫苗假期，並按情況實施在家工作安排，以減少辦公室的傳播風險。本集團預計疫情將繼續影響各業務的運營和財務表現。

### Legal and Regulatory Compliance Risks

The Group has various production plants and offices across Mainland China and Hong Kong. Any failure to comply with the regulatory changes in these territories may result in penalties and even temporary production suspension. Failure to ensure compliance with laws and regulations could have an adverse effect on the Group's reputation and bring about potential risks impacting on the operations and profitability of the Group. Maintenance of legal and regulatory compliance is a core value of the Group. The Group would monitor the changes in legislation with legal consultation services from time to time and has internal control procedures in place to ensure the compliance of regulatory provisions and internal policies performed.

### Financial risks

The Group is exposed to financial risks, including foreign currency risk, interest rate risk, price risk, credit risk and liquidity risk arising in the normal course of its business and the commitment of its financial instruments. The details of such risks are shown in note 39 to the consolidated financial statements on pages 260 to 277.

Certain measures to manage the impact on these potential risks and uncertainties are described in the heading "Business Review" of the section of the "Management Discussion and Analysis" of this annual report.

### 法律及監管合規的風險

本集團在中國內地和香港設有多個生產廠房和辦公室。如未能遵守其經營地區的法規變更，則可能導致罰款甚至短暫停產。未能遵守法律及法規會對本集團聲譽產生不利影響，並對運營和盈利能力帶來潛在風險。維護法律及監管合規性是本集團的核心價值。本集團不時通過聘請法律諮詢服務以密切注視立法變更，並設立內部監控流程，以確保遵守監管規定和執行內部政策。

### 財務風險

本集團在日常業務過程中和運用金融工具而產生的財務風險，包括：外匯風險、利率風險、價格風險、信貸風險和流動資金風險。該等風險詳情載列於綜合財務報表附註39第260至277頁。

管理此等潛在的風險和不確定因素帶來的影響之若干措施已在本年報「管理層論述及分析」章節內的「業務回顧」標題中描述。

## FINANCIAL KEY PERFORMANCE INDICATORS

The financial key performance indicators of the Group for the years ended 31 December 2021 and 2020 are summarized as follows:

## 財務關鍵表現指標

本集團截至二零二一年和二零二零年十二月三十一日止年度的財務關鍵表現指標概述如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	Change 變動
<b>Operating Performance</b>	<b>經營表現</b>			
Revenue	收入	<b>3,075,305</b>	2,432,021	+26.5%
Operating profit	經營溢利	<b>119,813</b>	49,929	+140.0%
Profit before tax	稅前溢利	<b>113,119</b>	35,423	+219.3%
Profit for the year	年度溢利	<b>84,205</b>	25,878	+225.4%
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<b>10.41</b>	2.27	+358.6%
<b>Key Financial Information</b>	<b>關鍵財務資料</b>			
Cash and bank balances	現金及銀行結餘	<b>406,057</b>	494,669	-17.9%
Total assets	資產總值	<b>2,967,885</b>	2,834,678	+4.7%
Total liabilities	負債總值	<b>1,327,361</b>	1,334,695	-0.5%
Total equity attributable to equity shareholders	股東應佔權益總額	<b>1,410,809</b>	1,268,626	+11.2%
<b>Financial Ratios</b>	<b>財務比率</b>			
Current ratio	流動比率	<b>1.7</b>	1.6	+0.1pp百分點
Gross profit margin	毛利率	<b>17.7%</b>	16.8%	+0.9pp百分點
Earnings before interests, taxes, depreciation and amortization (EBITDA) margin <sup>(note)</sup>	未計利息、稅項、折舊及攤銷前的盈利率 <sup>(附註)</sup>	<b>6.8%</b>	5.5%	+1.3pp百分點
Net profit margin	淨盈利率	<b>2.7%</b>	1.1%	+1.6pp百分點

Note:

EBITDA margin is calculated as EBITDA divided by revenue. The following table sets forth the calculation of EBITDA:

附註：

未計利息、稅項、折舊及攤銷前的盈利率以未計利息、稅項、折舊及攤銷前的盈利除以收入計算。下表載列未計利息、稅項、折舊及攤銷前的盈利之計算：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before tax	除稅前溢利	113,119	35,423
Add:	加：		
Finance costs	財務費用	17,741	20,315
Depreciation and amortisation on:	折舊及攤銷：		
– Ownership interest in leasehold land and buildings held for own use	– 自用租賃土地及樓宇的所有權權益	15,990	15,171
– Other owned assets	– 其他自置資產	43,945	45,937
– Intangible assets	– 無形資產	1,383	1,383
– Right-of-use assets	– 使用權資產	16,086	15,239
EBITDA	未計利息、稅項、折舊及攤銷前的盈利	208,264	133,468

## FUTURE DEVELOPMENT OF THE GROUP'S BUSINESSES

In the light of the uncertainties in the market and operating environment caused by the ongoing pandemic and geopolitical tensions, the performance of various businesses of the Group might be affected. The Group will implement plans to gradually upgrade our production capacities and technologies, recruit talents, enhance training development, and increase investment in sales and marketing, in order to capture future growth opportunities. Details of future development of the Group's businesses, please refer to the sections "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

## 本集團業務未來發展

由於疫情持續及地緣政治緊張局勢對市場及經營環境產生的不確定性，本集團各業務的表現可能會受到影響。本集團將實施計劃以逐步提升產能和技術、招聘人才、提升培訓發展，以及增加銷售和市場營銷的投資，以捉緊未來的增長機會。就本集團業務未來發展的詳情，請參閱本年報「主席報告」及「管理層論述及分析」章節。

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to complying with the applicable environmental laws, rules and regulations on the prevention and control of wastage, waste gases emissions and sewage discharges in Hong Kong and the PRC during the production process. Various measures have been implemented within the Group, such as measures on effective energy conservation to reduce the use of energy and water, and measures on managing the reduction of waste and greenhouse gas emissions. Detailed discussion on the environmental policies and performance of the Group is set out in the section "Environmental, Social and Governance Report".

## COMPLIANCE WITH LAWS AND REGULATIONS

During the year under review, there was no material breach of or non-compliance with the laws and regulations applicable to the Group. Apart from complying with Hong Kong laws such as the Companies Ordinance, Listing Rules, SFO, Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong), we have also complied with laws of the PRC, including the Company Law of the PRC, Labour Law of the PRC, Labour Contract Law of the PRC, Measures on Enterprise Annuities, relevant laws, rules and regulations in relation to child and forced labour including the Provisions on the Prohibition of Child Labour and the Law of the PRC on the Protection of Minors, as well as other environmental laws, relevant rules, ordinances and regulations on the prevention and control of wastage, waste gases and sewage emission. These laws, ordinances and regulations include but not limited to the Law of Environmental Protection of the PRC, the Environmental Protection Tax Law of the PRC, the Law of the PRC, the Law of the PRC, the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), the Product Eco-responsibility Ordinance (Chapter 603 of the Laws of Hong Kong), Environmental Quality Standard for Surface Water, Wastewater Quality Standards for Discharge to Municipal Sewers, Measures for the Management of Transfer of Hazardous Waste and Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste etc.. These environmental laws will have impact on the Group's operation since if we do not dispose all wastages, discharges and waste gases properly, we might have to bear heavy environmental protection tax which will lead to an increase in the cost of disposal of wastages or temporary production suspension until the fulfillment of the emission standards.

## 環境政策及表現

本集團致力遵守於香港及中國的生產過程中防止及控制產生的廢物、廢氣排放和廢水排放的適用環保法律、規則及規定。本集團已實施多項措施，例如：有效的節能措施以減少使用能源和水，以及減廢管理及減少溫室氣體排放的措施。有關本集團環境政策及表現的詳細討論已載於「環境、社會及管治報告」章節內。

## 遵守法律及法規

於回顧年度內，本集團並無重大違反或不遵守適用的法律及規定。除了遵守香港法例，如《公司條例》、《上市規則》、《證券及期貨條例》、《僱傭條例》(香港法例第57章)及《打擊洗錢及恐怖分子資金籌集條例》(香港法例第615章)，我們亦遵守中國法例，包括《中國公司法》、《中國勞動法》、《中國勞動合同法》、《企業年金辦法》、有關童工和強制勞工的法律、規則及法規，包括《禁止使用童工規定》和《中國未成年人保護法》，以及其他環保法律，與防治及控制廢物、廢氣和廢水排放有關的規則、法例及規定。該等法律、法例及規定包括但不限於：《中國環境保護法》、《環境保護稅法》、《中國大氣污染防治法》、《中國水污染防治法》、《廢物處置條例》(香港法例第354章)、《產品環保責任條例》(香港法例第603章)、《地表水環境品質標準》、《污水排入城鎮下水道水質標準》、《危險廢物轉移管理辦法》、《中國固體廢物污染環境防治法》等。此等環保法律將對本集團的運營造成影響。若本集團不妥善處理所有廢物及廢氣排放，將須承擔巨額環境保護稅並增加處置廢物的成本或可能短暫停產直至廢氣排放達標。

## RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group's success depends on the support from key stakeholders which comprise of employees, customers, suppliers, Shareholders, government and regulators, as well as banks.

### Employees

Employees are regarded as the most important and valuable assets of the Group. Most of the management have been serving the Group for a long period of time. The Group offers competitive salaries and benefits and also provides training programmes or courses for Mainland China employees at all levels from different departments, as well as Directors and employees of the Group in order to further enhance their management skills, expertise and knowledge, and at the same time, make continual contribution to the Group. Different activities such as annual dinners, celebration of staff's birthday and ball games had been organized by various business units of the Group for general staffs together with the management to participate in order to strengthen their partnership and communication. However, in light of the continuous outbreak of the pandemic in 2021, the Group suspended most of our activities due to social distancing restriction, but continued to celebrate festive seasons with our employees, and presented gifts to them as a token of appreciation for their hard work over the year. During the year, the Group successfully protected the health and safety of its employees.

### Customers

The major customers of machinery manufacturing business, plastic products processing and manufacturing businesses, printed circuit boards processing and trading business, and industrial consumables trading business are the plastic pipe manufacturer, washing machine manufacturer, supplier of printed circuit boards for home appliances and automotive and lithium battery equipment manufacturer, respectively. Most of them have been customers for more than 3 years and in return for their loyalty, we provide them with good quality products and after-sale services.

## 與主要持份者的關係

本集團的成功依賴主要持份者的支持，包括：僱員、客戶、供應商、股東、政府及監管機構，以及銀行。

### 僱員

僱員被視為本集團最重要及具價值的資產。大部份管理層一直為本集團服務了很長時間。本集團提供具競爭力的薪酬及福利，亦分別向國內各部門所有級別僱員及董事及本集團僱員提供培訓計劃或課程，用以提升他們的管理技巧、專業技能和知識，並同時向本集團作出持續貢獻。本集團不同業務單位每年不時組織活動，例如：周年晚宴、僱員生日慶祝及球類比賽等活動予一般僱員連同管理層一起參與，從而加強彼此的合作關係及溝通。但鑑於二零二一年疫情持續，受社交距離的限制，本集團暫停舉行大部份活動，但仍繼續與僱員慶祝節日，並向僱員贈送禮物以感謝他們一年來的辛勤工作。於本年度，本集團成功保護好僱員的健康和安全。

### 客戶

機械製造業務、注塑製品之加工及製造業務、印刷線路板之加工及貿易業務及工業消耗品之貿易業務的主要客戶分別為塑料管道製造商、洗衣機製造商、家電及車用的印刷線路板供應商及鋰電裝備製造商。我們與大部份的客戶已合作超過三年，為了回報他們的忠誠，我們向他們提供優質的產品和售後服務。

### Suppliers

The major suppliers of machinery manufacturing business, plastic products processing and manufacturing businesses, printed circuit boards processing and trading business, and industrial consumables trading business are supplying the injection moulding machine castings, plastic raw material particles, copper clad laminate, and stepping motor and servo motor suppliers, respectively. Most of them have been suppliers for more than 3 years and have maintained good relationship with them in order to achieve cost effectiveness and obtain long-term commercial benefits.

### Shareholders

The major Shareholders are Cosmos Holdings and its controlled corporations, China Resources (Holdings) Company Limited and minority Shareholders. It is grateful to have Shareholders who are being supportive to the Group for a long period of time.

### Government and Regulators

It is important for us to maintain good relationships with local officials to anticipate legal or regulatory changes or community developments that may affect our business. In view of the need to maintain good relationship, we have arranged occasional visits and face-to-face meetings whenever necessary.

### Banks

Banks serve as the lenders of the Group in providing finance in our businesses operation and development, include trade finance and fixed assets purchasing. We maintain stable relationship with banks through regular meetings and visits.

### FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 285 of this annual report.

### 供應商

機械製造業務、注塑製品之加工及製造業務、印刷線路板之加工及貿易業務及工業消耗品之貿易業務的主要供應商分別供應注塑機鑄件、塑料原材料粒子、覆銅箔層壓板，以及步進馬達和伺服電機。我們與大部份供應商已合作了超過三年，並保持良好關係，以達致成本效益及促進長遠商業利益。

### 股東

本集團的主要股東為大同控股與其受控法團、華潤(集團)有限公司及少數股東。我們感激各股東長期支持本集團。

### 政府及監管機構

我們必須與當地官員保持良好關係，以預計法律或監管變更或社區發展可能會影響我們的業務。鑒於需要保持良好的關係，我們必要時會偶爾安排與他們拜訪和會面。

### 銀行

銀行作為本集團的貸款人，為我們的業務營運提供融資，包括貿易融資及購買固定資產。我們透過定期會面和拜訪保持雙方的關係穩定。

### 五年財務摘要

本集團過去五個財政年度之業績及資產與負債摘要載列於本年報第285頁。

### **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

### **SHARE CAPITAL**

Details of movements in the Company's share capital during the year are set out in note 30 to the consolidated financial statements.

### **RESERVES**

Details of movements in the reserves of the Group and the Company during the year are set out in the "Consolidated Statement of Changes in Equity" on pages 138 to 139 of this annual report and in notes 31 and 32 to the consolidated financial statements.

### **DISTRIBUTABLE RESERVES**

As at 31 December 2021, the Company's reserves available for distribution, as calculated in accordance with sections 291, 297 and 299 of the Companies Ordinance, amounted to approximately HK\$415,462,000.

### **DONATIONS**

During the year, the Group made HK\$71,000 of donation.

### **BIOGRAPHICAL DETAILS OF DIRECTORS**

The biographical details of the Directors are set out in the section "Directors and Senior Management's Biographies" on pages 26 to 29 of this annual report.

### **DIRECTORS' EMOLUMENTS**

Messrs. Qu Jinping, Huang Zhi Wei and Ho Wei Sem agreed to waive their Directors' fees under their letters of appointment. No payment shall be made by the Company to such Directors during the year ended 31 December 2021. Further details of the Directors' emoluments are set out in note 10A to the consolidated financial statements.

### **物業、廠房及設備**

本集團之物業、廠房及設備於本年度之變動詳情分別載列於綜合財務報表附註15。

### **股本**

本年度內，本公司股本變動之詳情載列於綜合財務報表附註30。

### **儲備**

本集團及本公司之儲備於本年度之變動詳情載列於本年報第138至139頁之「綜合權益變動表」及綜合財務報表附註31及32。

### **可供分派儲備**

於二零二一年十二月三十一日，按《公司條例》第291、297及299條之規定計算，本公司可供分派之儲備約為415,462,000港元。

### **捐款**

於本年度，本集團已作出71,000港元捐款。

### **董事簡歷**

董事簡歷載於本年報第26至29頁之「董事及高級管理人員簡歷」章節內。

### **董事酬金**

根據瞿金平先生、黃志煒先生及何偉森先生的委任書，彼等同意放棄收取董事酬金，故截至二零二一年十二月三十一日止年度本公司毋須向彼等支付董事酬金。進一步董事酬金之詳情載於綜合財務報表附註10A。



## DIRECTORS

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

### Executive Directors

Mr. Tang To (*Chairman*)

Mr. Tang Yu, Freeman (*Chief Executive Officer*)

### Non-executive Directors

Mr. Kan Wai Wah

Mr. Qu Jinping

### Independent Non-executive Directors

Ms. Yeung Shuk Fan

Mr. Cheng Tak Yin

Mr. Ho Wei Sem

(*Resigned with effect from 1 August 2021*)

Mr. Huang Zhi Wei

The Directors are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with article 102 of the Articles. Messrs. Tang Yu, Freeman, Qu Jinping and Huang Zhi Wei will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

## DIRECTORS OF SUBSIDIARIES

During the year and up to the date of this report, the persons who served as directors of the subsidiaries of the Company include Messrs. Cao Xiaowei, Ching Wang Ho, Diao Junde, Du Jiang, Fang Xirong, Ho Kwong Sang, Hu Ping, Hui Oi Chun, Jiang Shufeng, Liu Dangwei, Li Haihua, Lu Hank, Man Chi Fai, Bruno, Mei Zheqi, Miao Hongliang, Tang To, Tang Yu, Freeman, Tsutsumi Keiji, Wong Yiu Ming, Xie Jie, Yatsugi Atsushi, Ye Qingzhong, Ye Yueran, Yip Kar Shun, Yip Kin Keung, Zhang Xiaochen and Zhu Wenguang, and Ms. Ching Shuk Kwan and Yu Hong.

## 董事

於本年度內及截至本年報日期之董事如下：

### 執行董事

鄧燾先生 (*主席*)

鄧愚先生 (*行政總裁*)

### 非執行董事

簡衛華先生

瞿金平先生

### 獨立非執行董事

楊淑芬女士

鄭達賢先生

何偉森先生

(*於二零二一年八月一日起辭任*)

黃志煒先生

根據章程細則第102條之規定，董事須於本公司股東周年大會上輪值退任，惟可膺選連任。鄧愚先生、瞿金平先生及黃志煒先生均將在即將舉行之股東周年大會上輪值告退及願膺選連任。

## 附屬公司董事

於本年度內及截至本報告日期擔任本公司附屬公司董事的人士包括：曹小偉先生、程宏灝先生、刁俊德先生、杜江先生、方熙榮先生、何廣生先生、胡平先生、許凱駿先生、姜樹峰先生、劉黨委先生、李海華先生、盧熯先生、萬志輝先生、梅哲騏先生、繆虹亮先生、鄧燾先生、鄧愚先生、堤惠司先生、黃耀明先生、謝杰先生、八木篤先生、葉慶忠先生、葉月然先生、葉嘉信先生、葉建強先生、張笑塵先生及朱文光先生，以及程淑群女士及余紅女士。

### DIRECTORS' SERVICE CONTRACTS

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

### DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the headings "Directors' Interests and Short Positions in Shares, Debentures or Underlying Shares under the SFO", "Shareholders' Interests and Short Positions in Shares or Underlying Shares under the SFO" and "Related Party Transactions" of this report, and in the heading of "Subsequent Events" of the section "Management Discussion and Analysis" of this annual report, at no time during the year or at the end of the year has been/was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors or their respective spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors (including independent non-executive Directors) has entered into a letter of appointment setting out the key terms and conditions of his/her appointment as Director with the Company for a term of three years. They are all subject to retirement by rotation and re-election at least every three years at annual general meeting in accordance with the Articles.

### 董事之服務合約

在即將舉行之股東周年大會上候選連任之董事概無與本公司訂立不可由本公司於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

### 董事購買股份及債券權利

除於本報告「根據《證券及期貨條例》董事於股份、債權證或相關股份之權益及淡倉」、「根據《證券及期貨條例》股東於股份或相關股份之權益及淡倉」及「關聯方交易」標題，以及本年報「管理層論述及分析」章節中「結算日後事項」標題披露外，於本年度任何時間內或年終時，本公司、其控股公司或其任何附屬公司未曾／概無參與任何安排，致使董事或彼等各自之配偶或十八歲以下子女可藉購買本公司或任何其他法人團體的股份或債券而獲得利益。

### 獨立非執行董事

每位非執行董事(包括獨立非執行董事)已與本公司訂立委任書，訂明其委任為董事的主要條款及條件，任期為三年。彼等均須根據章程細則規定至少每三年一次在股東周年大會上輪席告退及膺選連任。

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to rule 3.13 of the Listing Rules. Although all independent non-executive Directors, Ms. Yeung Shuk Fan, Messrs. Cheng Tak Yin and Huang Zhi Wei have been serving the Board for more than nine years, they have not engaged in any executive management of the Group. Their familiarity and extensive experience with the Group's businesses place them in a better position to contribute independent views to the Company. Taking into consideration of their independent scope of works when performing duties as independent non-executive Directors over the past years, there is no evidence that length of tenure is having an adverse impact on their independence. Therefore, the Company considers all independent non-executive Directors are independent throughout the year under review.

#### **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT OR CONTRACTS**

Saved as disclosed in the heading of "Subsequent Events" of the section "Management Discussion and Analysis" of this annual report and related party transactions as disclosed in note 40 to the consolidated financial statements and in the heading "Related Party Transactions" below, no Director and his/her connected entity had a material interest, directly or indirectly, in a transaction, arrangement or contract or a proposed transaction, arrangement or contract that is significant in relation to the Group's businesses to which the Company or any of its subsidiaries was a party during the year.

根據《上市規則》第3.13條規定，本公司已收到每名獨立非執行董事有關其獨立性之年度確認書。雖然全部獨立非執行董事楊淑芬女士、鄭達賢先生及黃志煒先生服務董事會至今已超過九年，但概無參與本集團任何行政管理工作，而彼等對本集團業務之熟悉及資深經驗有助向本公司提供獨立意見。考慮到彼等於過往年度工作之獨立範疇及履行獨立非執行董事之職責，並無任何證據顯示服務年資對彼等獨立性產生負面影響。因此，本公司認為所有獨立非執行董事於本回顧年度內為獨立人士。

#### **董事在交易、安排或合約中之權益**

除於本年報「管理層論述及分析」章節中「結算日後事項」標題中披露及於綜合財務報表附註40及以下「關聯方交易」標題內披露的關聯方交易外，於本年度內各董事及其有關連實體於本公司或其任何附屬公司所訂立的任何對本集團業務可屬重大之交易、安排或合約中，不論直接或間接，概無擁有重大權益。

## INDEMNITIES AND INSURANCE

The Company has arranged appropriate Directors' and officers' liability insurance coverage in respect of legal actions brought for committed or alleged wrongful acts against the Directors and officers of the Group throughout the year, but exclude any criminal, dishonest or fraudulent acts or omission.

The Articles provide that every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done by him as Director, officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company.

The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance when the report of the directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

## 獲准許彌償條文

於年內，本公司已就其董事及高級管理人員因過失行為或涉嫌過失行為(但不包括任何刑事、不誠實或欺詐行為或疏忽)而引起的法律行動，安排適當的董事及高級管理人員責任保險。

章程細則規定，每名董事或本公司其他高級人員或核數師就其於任何民事或刑事法律程序中關於與其作為董事、本公司高級人員或核數師作出或遺漏作出之任何行為，而在判決中就有關行為之責任或就本公司代名人收購股份而應付款項之責任獲勝訴、獲裁定無罪或獲法院免除法律責任時所產生之任何責任、損失或開支，可從本公司資產中獲得彌償。

基於董事利益的獲准許彌償條文根據《公司條例》第470條的規定於董事編製之董事會報告書根據《公司條例》第391(1)(a)條獲通過時生效。

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, DEBENTURES OR UNDERLYING SHARES UNDER THE SFO

As at 31 December 2021, the interests and short positions of the Directors in the Shares, debentures or underlying Shares of the Company or any associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register referred therein pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange herein pursuant to the Model Code, were as follows:

#### Long position in Shares or underlying Shares:

### 根據《證券及期貨條例》董事於股份、債權證或相關股份之權益及淡倉

於二零二一年十二月三十一日，董事於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）之股份、債權證或相關股份中擁有須根據《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉（包括根據《證券及期貨條例》規定被當作或視為擁有之權益及淡倉），或須根據《證券及期貨條例》第352條登記於該條例所提及的登記冊內之權益及淡倉，或須根據《標準守則》知會本公司及聯交所之權益及淡倉如下：

#### 於股份或相關股份之好倉：

Name of Director 董事姓名	Number of Shares Held 持有股份數目				Approximate % of the total number of issued Shares 約佔已發行股份 總數目之 概約百分比
	Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 企業權益	Total number of Shares held 持有股份總數	
Tang To 鄧燾	4,970,005	226,000 <sup>(1)</sup>	445,617,458 <sup>(2)</sup>	450,813,463	52.30
Tang Yu, Freeman 鄧愚	–	–	442,157,052 <sup>(3)</sup>	442,157,052	51.30
Kan Wai Wah 簡衛華	136,400	–	–	136,400	0.02
Cheng Tak Yin 鄭達賢	1,406,000	–	–	1,406,000	0.16

Notes:

- (1) The 226,000 Shares were held by Mr. Tang To and his spouse jointly.
- (2) Mr. Tang To was deemed to be interested in 445,617,458 Shares under the SFO, comprising (i) 3,460,406 Shares held by Ginta Company Limited (incorporated in Hong Kong) which is approximately 99.999% owned by Fullwin Limited (incorporated in the Republic of Liberia), which in turn is owned as to 50% by Mr. Tang To and 50% by his spouse respectively; (ii) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (iii) 36,250,000 Shares held by Saniwell (as the trustee of The Saniwell Trust, the beneficiaries of which include Mr. Tang To and certain of his family members) which in turn is owned as to approximately 57.14% by Mr. Tang To.
- (3) Mr. Tang Yu, Freeman was deemed to be interested in 442,157,052 Shares under the SFO, comprising (i) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (ii) 36,250,000 Shares held by Saniwell (as the trustee of The Saniwell Trust, the beneficiaries of which include Mr. Tang To and certain of his family members) which in turn is owned as to approximately 42.86% by Mr. Tang Yu, Freeman.

Save as disclosed above, as at 31 December 2021, none of the Directors, chief executives of the Company and their associates had any interests or short positions in any Shares, debentures or underlying Shares of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 該226,000股股份由鄧熹先生及其配偶共同持有。
- (2) 根據《證券及期貨條例》，鄧熹先生被視為持有權益的445,617,458股股份，當中包括：(i)堅達有限公司(於香港註冊成立)持有的3,460,406股股份，堅達有限公司由Fullwin Limited(於利比里亞共和國註冊成立)擁有約99.999%權益，而Fullwin Limited由鄧熹先生及其配偶各自擁有50%權益；(ii)高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有的405,907,052股股份；及(iii)Saniwell(作為The Saniwell Trust的受託人，其受益人包括鄧熹先生及其若干家族成員)持有的36,250,000股股份，而Saniwell由鄧熹先生擁有約57.14%權益。
- (3) 根據《證券及期貨條例》，鄧愚先生被視為於442,157,052股股份中擁有權益，包括(i)由高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有的405,907,052股股份；及(ii)Saniwell(作為The Saniwell Trust的受託人，其受益人包括鄧熹先生及其若干家族成員)持有的36,250,000股股份，而Saniwell由鄧愚先生擁有約42.86%權益。

除上文披露外，於二零二一年十二月三十一日，並無董事、本公司最高行政人員及彼等聯繫人於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)之任何股份、債權證或相關股份中擁有記錄於根據《證券及期貨條例》第352條須予備存的登記冊內之權益或淡倉，或根據《標準守則》須知會本公司及聯交所之任何權益或淡倉。

## SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES UNDER THE SFO

As at 31 December 2021, so far was known to the Directors, the following parties had an interest or long position or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be entered in the register referred therein pursuant to section 336 of the SFO:

### Long position in Shares or underlying Shares:

Name of Shareholder 股東姓名	Capacity in which interests are held 持有權益之身份	Number of Shares Held 持有股份數目			Approximate % of the total number of issued Shares 約佔已發行股份總數目之概約百分比
		Direct Interests 直接權益	Deemed Interests 被當作持有之權益	Total number of Shares held 持有股份總數目	
Tai Shing	Beneficial owner 實益擁有人	170,104,452	-	170,104,452	19.74
Cosmos Holdings 大同控股	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	235,802,600	170,104,452 <sup>(1)</sup>	405,907,052	47.09
Codo 高度	Interest of controlled corporations 受控法團之權益	-	405,907,052 <sup>(2)</sup>	405,907,052	47.09
Law Kit Fong 羅潔芳	Interest of controlled corporations 受控法團之權益	-	405,907,052 <sup>(2)</sup>	405,907,052	47.09
Saniwell	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	36,250,000	405,907,052 <sup>(4)</sup>	442,157,052	51.30
China Resources (Holdings) Company Limited 華潤(集團)有限公司	Beneficial owner 實益擁有人	169,649,046	-	169,649,046	19.68
CRC Bluesky Limited	Interest of controlled corporations 受控法團之權益	-	169,649,046 <sup>(5)</sup>	169,649,046	19.68
China Resources Co., Limited 華潤股份有限公司	Interest of controlled corporations 受控法團之權益	-	169,649,046 <sup>(6)</sup>	169,649,046	19.68

## 根據《證券及期貨條例》股東於股份或相關股份之權益及淡倉

於二零二一年十二月三十一日，就董事所知，下列人士於本公司股份及相關股份中擁有須根據《證券及期貨條例》第XV部第2及3分部規定予以披露之權益或好倉或淡倉，或須根據《證券及期貨條例》第336條記錄於該條例所提及的登記冊內之權益或好倉或淡倉：

### 於股份或相關股份之好倉：

Notes:

- (1) Tai Shing was wholly-owned by Hung Cheong, which is a wholly-owned subsidiary of Cosmos Holdings. By virtue of the SFO, Cosmos Holdings was deemed to be interested in the 170,104,452 Shares held by Tai Shing.
- (2) Cosmos Holdings was approximately 99.999% owned by Codo and approximately 0.001% owned by Glad Season Investments Limited (incorporated in Hong Kong) ("Glad Season"). Glad Season was owned as to 50% by Codo and 50% by Cosmos Holdings (as trustee for Codo). By virtue of the SFO, Codo was deemed to be interested in the 405,907,052 Shares held by Cosmos Holdings.
- (3) Codo was owned as to approximately (i) 8.37% by Elegant Power Enterprises Limited (incorporated in Hong Kong) ("Elegant Power"); and (ii) 30.25% by Friendchain Investments Limited (incorporated in Hong Kong) ("Friendchain"), which was owned as to 40% by Elegant Power. Elegant Power was owned as to approximately 0.002% by Mr. Kan Wai Wah, a non-executive Director (as trustee for Ms. Law Kit Fong), and approximately 99.998% by Ms. Law Kit Fong. By virtue of the SFO, Ms. Law Kit Fong was deemed to be interested in the 405,907,052 Shares held by Codo.
- (4) Codo was owned as to approximately (i) 25.06% by Keepsound Investments Limited (incorporated in Hong Kong), which was owned as to 94% by Saniwell; and (ii) 30.25% by Friendchain, which was owned as to approximately 57.42% by Saniwell. By virtue of the SFO, Saniwell was deemed to be interested in the 405,907,052 Shares held by Codo.
- (5) By virtue of the SFO, CRC Bluesky Limited (incorporated in the British Virgin Islands) ("CRC Bluesky") was deemed to be interested in the 169,649,046 Shares held by China Resources (Holdings) Company Limited (incorporated in Hong Kong), which was a wholly-owned subsidiary of CRC Bluesky.
- (6) By virtue of the SFO, China Resources Co., Limited (incorporated in the PRC) was deemed to be interested in the 169,649,046 Shares held by CRC Bluesky, which was a wholly-owned subsidiary of China Resources Co., Limited.

附註：

- (1) Tai Shing由Hung Cheong全資持有，而Hung Cheong為大同控股的全資附屬公司。根據《證券及期貨條例》，大同控股被視為於Tai Shing所持有之170,104,452股股份中擁有權益。
- (2) 大同控股由高度及佳時投資有限公司（於香港註冊成立）（「佳時」）分別擁有約99.999%及約0.001%權益。佳時由高度及大同控股（作為高度的受託人）各自擁有50%權益。根據《證券及期貨條例》，高度被視為於大同控股所持有之405,907,052股股份中擁有權益。
- (3) 高度由(i)豪力企業有限公司（於香港註冊成立）（「豪力」）擁有約8.37%權益；及(ii)友昌投資有限公司（於香港註冊成立）（「友昌」）擁有約30.25%權益，而其為由豪力擁有40%權益。豪力由非執行董事簡衛華先生（作為羅潔芳女士的受託人）及羅潔芳女士分別擁有約0.002%及約99.998%權益。根據《證券及期貨條例》，羅潔芳女士被視為於高度所持有之405,907,052股股份中擁有權益。
- (4) 高度由(i)協生投資有限公司（於香港註冊成立）擁有約25.06%權益，而其為由Saniwell擁有94%權益；及(ii)友昌擁有約30.25%權益，而其為由Saniwell擁有約57.42%權益。根據《證券及期貨條例》，Saniwell被視為於高度所持有之405,907,052股股份中擁有權益。
- (5) 由於華潤（集團）有限公司（於香港註冊成立）為CRC Bluesky Limited（於英屬處女群島註冊成立）（「CRC Bluesky」）之全資附屬公司，故根據《證券及期貨條例》，CRC Bluesky被視為於華潤（集團）有限公司所持有之169,649,046股股份中擁有權益。
- (6) 由於CRC Bluesky為華潤股份有限公司（於中國註冊成立）之全資附屬公司，故根據《證券及期貨條例》，華潤股份有限公司被視為於CRC Bluesky所持有之169,649,046股股份中擁有權益。



Save as disclosed above, as at 31 December 2021, the Directors are not aware of any other persons who had interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO.

### RELATED PARTY TRANSACTIONS

The Group entered into certain transactions with parties regarded as “Related Parties” under applicable accounting standards. These transactions mainly relate to the contracts entered into by the Group in the ordinary and usual course of business which were negotiated on normal commercial terms and on an arm’s length basis. Further details are set out in note 40 to the consolidated financial statements.

The Directors confirm that the related party transactions do not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

### SUBSEQUENT EVENTS

Details of subsequent event occurring from the end of the reporting period to the date of this annual report, please refer to the heading of “Subsequent Events” of the section “Management Discussion and Analysis” of this annual report.

### MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the year.

### EQUITY-LINKED AGREEMENTS

No equity-linked agreement that will or may result in the Company issuing shares or that requires the Company to enter into any agreements that will or may result in the Company issuing shares was entered into by the Company during the year or subsisted at the end of the year.

除上文披露外，於二零二一年十二月三十一日，就各董事知悉，概無任何其他人士於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份或債權證中擁有根據《證券及期貨條例》第XV部須向本公司及聯交所披露之權益或淡倉。

### 關聯方交易

本集團與根據適用會計準則被視為「關聯方」訂立若干交易。此等交易主要涉及本集團於一般及日常業務過程中按一般商務條款經公平原則磋商而訂立之合約。進一步詳情載列於綜合財務報表附註40。

董事確認關聯方交易並不符合《上市規則》第十四A章所述關連交易或持續關連交易的定義。

### 結算日後事項

由報告結算日後至本年報日期止之結算日後事項詳情，請參閱本年報「管理層論述及分析」章節中「結算日後事項」標題。

### 管理合約

除僱傭合約外，本年度內概無訂立或存有與本公司的全部或任何重大部份的任何業務的管理及行政合約。

### 股票掛鈎協議

於年內或年終時，本公司概無訂立或存在將會或可導致本公司發行股份或要求本公司訂立任何協議將會或可導致本公司發行股份的股票掛鈎協議。

## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year, none of the Directors is considered to have interests in the businesses which are considered to compete or likely to compete, either directly or indirectly, with businesses of the Group pursuant to rule 8.10 of the Listing Rules.

## CORPORATE GOVERNANCE

The Group's corporate governance practices and procedures are set out in the section "Corporate Governance Report" on pages 52 to 72 of this annual report.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2021.

## EMOLUMENT POLICY

The emolument policy regarding the employees of the Group is based on the qualifications, competence and the performance of the employees as well as market trends. Remuneration packages, which include an element of discretionary bonuses, are generally reviewed annually. The emoluments of the Directors are decided by the Remuneration Committee, having regard to individual performance, the Company's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

## 董事於競爭業務之權益

於本年度內，根據《上市規則》第8.10條，概無董事擁有被視為與本集團業務構成競爭或可能構成競爭之利益。

## 企業管治

本集團的企業管治常規和程序列載於本年報第52至72頁「企業管治報告」章節內。

## 購買、售出或贖回本公司上市證券

本公司或其任何附屬公司概無於截至二零二一年十二月三十一日止年度內購買、售出或贖回本公司任何上市證券。

## 酬金政策

本集團僱員之酬金政策主要根據僱員的資歷、能力及表現，亦以市場趨勢而釐定。彼等之薪酬待遇包括酌情發放之花紅，一般會每年予以檢討。董事之酬金乃由薪酬委員會參照董事之個人表現、本公司之業績表現及盈利狀況，亦以業界薪酬指標及當時市場環境而釐定。

## 足夠公眾持股量

根據本公司可取得之公開參考資料及就董事所悉，於本年報日期，本公司已維持《上市規則》項下規定之公眾持股量。

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2021, the respective percentage of purchases attributable to the Group's five largest suppliers and the sales attributable to the Group's five largest customers, on a combined basis, was less than 30% of the total value of the Group's purchases and sales.

None of the Directors, their associates or Shareholder (who to the knowledge of the Directors, own more than 5% of the total number of issued shares of the Company) had any beneficiary interest in the Group's major suppliers or customers noted above.

## REVIEW BY AUDIT COMMITTEE

This annual report has been reviewed by the Audit Committee. Information on the main works of Audit Committee and its composition are set out in the section "Corporate Governance Report" on pages 62 to 63 of this annual report.

## AUDITOR

The Group's consolidated financial statements for the year ended 31 December 2021 have been audited by Ting Ho Kwan & Chan, which will retire from office and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

By order of the Board

**TANG To**  
*Chairman*

Hong Kong, 30 March 2022

## 主要客戶及供應商

截至二零二一年十二月三十一日止年度，本集團之五個最大供應商合計所佔之購貨額百分比及五個最大客戶合計所佔之銷售額百分比乃佔本集團之購貨額及銷售額總值少於30%。

董事、其聯繫人或就董事所知持有本公司已發行股份總數目5%以上之股東概無擁有上述本集團主要供應商或客戶之任何實益權益。

## 審核委員會的審閱

本年報經已由審核委員會審閱。有關審核委員會主要工作及組成之資料詳列於本年報第62至63頁之「企業管治報告」章節內。

## 核數師

本集團截至二零二一年十二月三十一日止年度之綜合財務報表經由核數師丁何關陳會計師行審核，其將任滿告退，再續聘其為本公司核數師之決議案將於即將舉行之本公司股東周年大會上提呈。

承董事會命

**主席**  
**鄧燾**

香港，二零二二年三月三十日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE CODE

The Board is committed to achieving and maintaining a high standard of corporate governance for the enhancement of Shareholders' value and safeguarding interests of Shareholders and other stakeholders, and reviews corporate governance practices and procedures of the Group from time to time.

### CORPORATE GOVERNANCE PRACTICES

The Company has made detailed disclosures in relation to the accounting period covered in this report in compliance with the requirements of the Corporate Governance Report as set out in the CG Code. In the opinion of the Board, the Company has complied with all the principles and applicable code provisions of the CG Code during the year ended 31 December 2021, except for the following deviation from code provision A.6.7 of the CG Code:

Code provision A.6.7 of the CG Code stipulates that independent non-executive directors and non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. During the year, Messrs. Kan Wai Wah and Qu Jinping, both non-executive Directors, and Mr. Ho Wei Sem, the then independent non-executive Director, and Mr. Huang Zhi Wei, an independent non-executive Director, had other business engagements. They were unable to attend the court meeting and extraordinary general meeting of the Company held on 18 June 2021, and annual general meeting of the Company held on 24 June 2021. However, the Company considered that the presence of the chairman of each of Nomination Committee, Remuneration Committee and Audit Committee, and other executive Directors at the said meetings, which were sufficient for addressing the queries from the attending Shareholders.

### 企業管治守則

董事會致力達致及維持高水準之企業管治，以提升股東價值及維護股東和其他持份者的權益，以及不時檢討本集團企業管治常規和程序。

### 企業管治常規

本公司已按照《企業管治守則》之企業管治報告的要求，詳細列載所涵蓋會計期間應披露的資料於本報告內。根據董事會之意見，於截至二零二一年十二月三十一日止年度，本公司已遵守《企業管治守則》中所有原則及適用之守則條文，惟偏離以下《企業管治守則》守則條文第A.6.7條除外：

《企業管治守則》之守則條文第A.6.7條規定獨立非執行董事及非執行董事應出席股東大會，以對公司股東的意見有全面、公正的了解。於年內，兩名非執行董事簡衛華先生和瞿金平先生，以及一名時任獨立非執行董事何偉森先生和一名獨立非執行董事黃志煒先生因有其他公務，彼等均未能出席本公司於二零二一年六月十八日舉行之法院會議和股東特別大會及於二零二一年六月二十四日舉行之股東周年大會。然而，本公司認為提名委員會主席、薪酬委員會主席和審核委員會主席，及其他執行董事已出席該等會議，足以回答與會股東的提問。

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a CMEL Code on terms no less exacting than the required standard of the Model Code as the Company's code of conduct and rules governing dealing by all Directors and relevant employees in the securities of the Company. The Board will revise the CMEL Code from time to time in order to keep it in line with the changes brought upon by the relevant amendments to the applicable laws, rules and regulations.

All Directors have confirmed, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code and CMEL Code for the year ended 31 December 2021.

## THE BOARD Composition

The Board currently consists of seven members, including two executive Directors (namely Messrs. Tang To and Tang Yu, Freeman), two non-executive Directors (namely Messrs. Kan Wai Wah and Qu Jinping) and three independent non-executive Directors (namely Ms. Yeung Shuk Fan, Messrs. Cheng Tak Yin and Huang Zhi Wei). The Directors' biographical details and the relationships among the Board members, if any, are set out on pages 26 to 29 under the section "Directors and Senior Management's Biographies" of this annual report.

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to rule 3.13 of the Listing Rules. Although all independent non-executive Directors, Ms. Yeung Shuk Fan, Messrs. Cheng Tak Yin and Huang Zhi Wei have been serving the Board for more than nine years, they have not engaged in any executive management of the Group. Their familiarity and extensive experience with the Group's businesses place them in a better position to contribute independent views to the Company. Taking into consideration of their independent scope of works when performing duties as independent non-executive directors over the past years, there is no evidence that length of tenure is having an adverse impact on their independence. Therefore, the Company considered all independent non-executive Directors are independent throughout the year under review.

## 董事證券交易

本公司已採納一套《大同企業守則》，作為本公司監管全體董事及相關僱員買賣本公司證券的操守準則和規則，而《大同企業守則》不比《標準守則》所訂明的要求寬鬆。為使《大同企業守則》能反映有關法律、規則及規定的修改，董事會將不時修改《大同企業守則》。

經本公司特定查詢後，全體董事已確認彼等於截至二零二一年十二月三十一日止年度內，一直遵守《標準守則》及《大同企業守則》所載之規定標準。

## 董事會 組成

董事會現由七名成員組成，包括兩名執行董事（即鄧燾先生及鄧愚先生）、兩名非執行董事（即簡衛華先生及瞿金平先生）及三名獨立非執行董事（即楊淑芬女士、鄭達賢先生及黃志煒先生）。董事之簡歷及董事會成員之間的關係（如有）詳情載於本年報第26至29頁之「董事及高級管理人員簡歷」之章節內。

根據《上市規則》第3.13條規定，本公司已收到每名獨立非執行董事有關其獨立性之年度確認書。雖然全體獨立非執行董事楊淑芬女士、鄭達賢先生及黃志煒先生服務董事會至今已超過九年，但彼等概無參與本集團任何行政管理工作，而對本集團業務之熟悉及資深經驗有助向本公司提供較佳之獨立意見。經考慮彼等於過往年度工作之獨立範疇及所履行的獨立非執行董事職責後，並無任何證據顯示服務年資對彼等獨立性產生負面影響。因此，本公司認為全體獨立非執行董事於本年度回顧內均為獨立人士。

Furthermore, all Directors, including independent non-executive Directors, should retire from office by rotation and, if eligible, be re-elected at least once every three years at the annual general meeting of the Company and the reasons the Nomination Committee and the Board believe that each independent non-executive Directors to be independent are set out in the relevant circulars. In addition to the disclosure in the section "Directors and Senior Management's Biographies" of this report, to the best knowledge of the Directors, there is no financial, business, family or other material/relevant relationship among members of the Board.

The Board has adopted a Board diversity policy. The Company maintains that Board appointment will take into account gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service of the selected candidates, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board will review and monitor from time to time to ensure its effectiveness that diversity of the Board is maintained.

Other than the elements of board diversity, in considering the nomination of new directors, the members of the Nomination Committee will be subject to the nomination policy of a Director (the "Nomination Policy") which was recommended by the Nomination Committee and approved by the Board, and adopted on 29 November 2018.

再者，所有董事（包括獨立非執行董事）須至少每三年一次輪值退任，並（如符合資格）在本公司股東周年大會上重選，以及提名委員會和董事會認為各獨立非執行董事乃屬於獨立人士的原因，已列載於有關通函內。除於本年報之「董事及高級管理人員簡歷」章節中的披露外，就董事所知，各董事會成員之間概無任何財務、業務、家族或其他重大／相關關係。

董事會已採納一套董事會成員多元化政策。本公司委任董事時，會考慮有關人選的性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，以及董事會不時認為相關及適用於達致董事會成員多元化之任何其他因素。最終將按有關人選的長處及可為董事會作出的貢獻而作決定。董事會將不時檢討及監察以確保維持多元化董事會之有效性。

除考慮董事會多元化的元素外，在考慮提名新董事時，提名委員會成員亦會依據提名董事的政策（「提名政策」）作考慮，提名政策於二零一八年十一月二十九日由提名委員會建議及經董事會批准後獲得採納。

The Nomination Policy is summarized as follows:

- state the objectives of the Nomination Policy, including ensuring the Board members have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's businesses;
- set out the procedure for the selection, appointment and reappointment of Directors;
- set out selection criteria, including but not limited to qualifications, skills, experience in assessing the suitability of a proposed candidate and the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates for independent non-executive Directors would be considered independence with reference to the independence criteria or guidelines set out in the Listing Rules; and
- list out the nomination of Directors applicable laws and procedures.

The Nomination Committee then put forward the recommendation in respect of the above factors, where appropriate, to the Board for consideration and adoption according to the Nomination Policy.

提名政策概述如下：

- 列明提名政策的目標，包括確保董事會成員俱備切合本集團業務所需的技巧、經驗及多元化觀點；
- 列出甄選、委任及重新委任董事的程序；
- 附有甄選準則，包括但不限於考慮建議候選人的資歷、技巧及經驗，以及要求董事會根據《上市規則》委任獨立非執行董事及參考《上市規則》所載之獨立準則或指引考慮獨立非執行董事候選人是否被視為獨立；及
- 列出委任董事適用的法律和程序。

提名委員會將根據提名政策就以上因素（如合適）提出建議給董事會考慮及採納。

During the year under review, the Nomination Committee made recommendations on re-appointment of retiring Directors and assessed the independence of all the independent non-executive Directors, and approved by the Board. The Board considered all independent non-executive Directors are independent throughout the year under review.

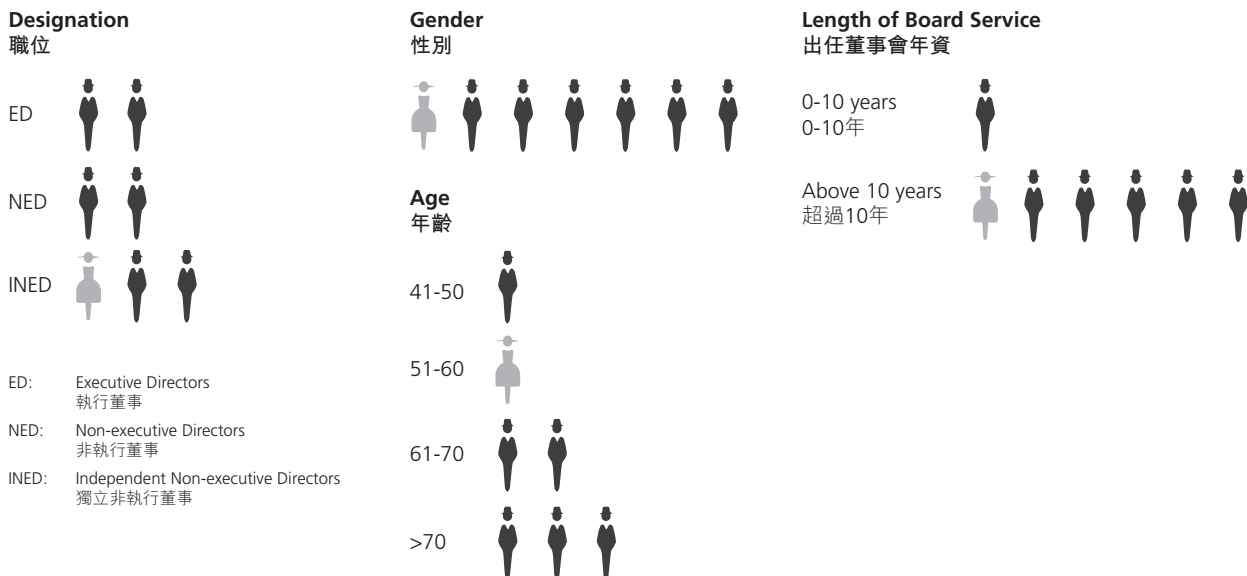
On 30 March 2022, after taking into account the Board's composition, the Board considered the nomination of Messrs. Tang Yu, Freeman (executive Director), Qu Jinping (non-executive Director) and Huang Zhi Wei (independent non-executive Director) who shall retire from office by rotation and will be eligible and willing to offer themselves for re-election at the forthcoming annual general meeting. The nomination and proposed re-election were made in accordance with the Nomination Policy. Each of the above Directors has abstained from voting on his own nomination when it was being considered.

An analysis of the Board's current composition is set out as follows:

於本年度回顧內，提名委員會就退任董事之續任提供建議，亦評估所有獨立非執行董事之獨立性，並經董事會批准。董事會認為所有獨立非執行董事於本回顧年度內均為獨立人士。

於二零二二年三月三十日，董事會經檢討其組成後考慮提名鄧愚先生（執行董事）、瞿金平先生（非執行董事）及黃志煒先生（獨立非執行董事）在即將舉行之股東周年大會上輪值退任及膺選連任。有關提名及重選建議乃根據提名政策而作出。上述各董事於董事會考慮其提名事宜時，並沒有參與表決。

現時董事會成員組成分析如下：





**Attendance Record of Directors at Meetings held during the Year**

The details of Directors' attendance at the meetings (including the Board meetings, Audit Committee meetings, Nomination Committee meetings, Remuneration Committee meetings and general meetings) held during the year are set out in the following table:

**董事於本年度舉行的會議出席紀錄**

下表列示董事於本年度舉行的會議(包括董事會會議、審核委員會會議、提名委員會會議、薪酬委員會會議及股東大會)之出席情況:

Name of Director	董事姓名	Attendance/number of meetings entitled to attend 出席次數/有權出席的會議次數				
		Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Nomination Committee Meetings 提名委員會會議	Remuneration Committee Meetings 薪酬委員會會議	General Meetings 股東大會
Tang To	鄧 燾	5/5	N/A 不適用	2/2	3/3	3/3
Tang Yu, Freeman	鄧 愚	5/5	N/A 不適用	2/2	N/A 不適用	3/3
Kan Wai Wah	簡衛華	4/5	N/A 不適用	N/A 不適用	N/A 不適用	0/3
Qu Jinping	瞿金平	3/5	N/A 不適用	N/A 不適用	N/A 不適用	0/3
Yeung Shuk Fan	楊淑芬	5/5	5/5	2/2	3/3	3/3
Cheng Tak Yin	鄭達賢	5/5	5/5	2/2	3/3	3/3
Ho Wei Sem <sup>(Note 1)</sup>	何偉森 <sup>(附註1)</sup>	2/2	2/2	N/A 不適用	1/1	0/3
Huang Zhi Wei <sup>(Note 2)</sup>	黃志煒 <sup>(附註2)</sup>	5/5	3/3	2/2	2/2	0/3

**Notes:**

- (1) Mr. Ho Wei Sem resigned as an independent non-executive Director, and ceased to be a member of each of Audit Committee, Nomination Committee and Remuneration Committee with effect from 1 August 2021.
- (2) Mr. Huang Zhi Wei appointed as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee with effect from 1 August 2021.

**附註:**

- (1) 何偉森先生由二零二一年八月一日起辭任獨立非執行董事，並不再擔任審核委員會成員、提名委員會成員及薪酬委員會成員。
- (2) 黃志煒先生由二零二一年八月一日起獲委任為審核委員會成員、提名委員會成員及薪酬委員會成員。

## DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Every newly appointed Director (if any) receives a comprehensive, formal and tailored induction package to ensure that he/she is sufficiently aware of his/her duties, responsibilities and obligations as a Director under the Companies Ordinance, Listing Rules and other regulatory requirement and ensure he/she has a proper understanding of the Company's operations and business.

The Company provides all Directors with relevant reading materials from time to time on the latest changes and development in the industry, legal, regulatory in which the Group operates its business to ensure the contribution of all Directors to the Board remains relevant. In addition, all Directors are encouraged to attend external seminar or training on relevant topics for their continuous professional development. Certain Directors have attended external trainings and seminars during the year.

The individual training record of each Director who held office during the year ended 31 December 2021 is set out below:

## 董事持續專業發展

每名新任命的董事(如有)均會接受全面、正式及為其而設的入職培訓,以確保他/她充分知悉《公司條例》、《上市規則》及其他法規規定下的董事職責、責任及義務,並確保他/她對本公司的營運和業務均有適當的了解。

本公司不時向全體董事提供相關閱讀文件,讓彼等知悉本集團經營的業務在行業、法律及監管之最新變動及發展,以確保所有董事能為董事會作出恰當貢獻。此外,我們鼓勵全體董事出席與彼等的持續專業發展相關之外部研討會或培訓,部份董事於本年度有參加外部培訓及研討會。

截至二零二一年十二月三十一日止年度每位董事之個人培訓記錄如下:

Name of Director	董事姓名	Area 範圍	
		Legal, Regulatory and Corporate Governance update 法律、法規及企業管治更新	The Group's Policies/Businesses 本集團的政策/業務
<b>Executive Directors</b>		<b>執行董事</b>	
Tang To	鄧 燾	✓	✓
Tang Yu, Freeman	鄧 愚	✓	✓
<b>Non-executive Directors</b>		<b>非執行董事</b>	
Kan Wai Wah	簡衛華	✓	✓
Qu Jinping	瞿金平	✓	✓
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>	
Yeung Shuk Fan	楊淑芬	✓	✓
Cheng Tak Yin	鄭達賢	✓	✓
Ho Wei Sem <i>(Note)</i>	何偉森 <i>(附註)</i>	✓	✓
Huang Zhi Wei	黃志煒	✓	✓

Note: Mr. Ho Wei Sem resigned as an independent non-executive Director with effect from 1 August 2021.

附註: 何偉森先生辭任獨立非執行董事,由二零二一年八月一日生效。

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and Chief Executive Officer are separate and performed by different individuals to reinforce their independence and accountability. Mr. Tang To is the chairman and Mr. Tang Yu, Freeman serves as the chief executive officer. Mr. Tang To was responsible for providing leadership to and overseeing the functioning of the Board to ensure that it acts in the best interest of the Group; while Mr. Tang Yu, Freeman, who is the chief operating decision maker, was responsible for managing the business of the Group, attending to the formulation and implementation of the Group's policies and strategic operating plans, and assuming full accountability to the Board for the Group's operations.

### NON-EXECUTIVE DIRECTORS

Non-executive Directors (including independent non-executive Directors) are appointed for a term of three years. Their terms of office are: (i) Mr. Kan Wai Wah (non-executive Director) and Ms. Yeung Shuk Fan (independent non-executive Director), who were appointed for a term commencing from 1 January 2020 and expiring on 31 December 2022; (ii) Mr. Qu Jinping (non-executive Director), who was appointed for a term commencing from 8 September 2021 and expiring on 7 September 2024; (iii) Mr. Huang Zhi Wei (independent non-executive Director), who was appointed for a term commencing from 2 November 2021 and expiring on 1 November 2024; and (iv) Mr. Cheng Tak Yin (independent non-executive Director), who was appointed for a term commencing from 30 January 2022 and expiring on 29 January 2025. They are all subject to retirement by rotation and re-election at least every three years at annual general meeting in accordance with the Articles.

### 主席及行政總裁

為加強主席與行政總裁的獨立性及問責性，主席與行政總裁之角色已區分，並由不同人士擔任。鄧燾先生為主席，而鄧愚先生擔任行政總裁。鄧燾先生負責領導董事會的運作，確保董事會以符合本集團最佳的利益方式行事；而鄧愚先生是主要營運決策者，負責管理本集團的業務，以及制訂和實施本集團的政策及策略性營運計劃，並就本集團整體營運向董事會負有全責。

### 非執行董事

非執行董事（包括獨立非執行董事）以為期三年任期委任，彼等之任期為：(i)簡衛華先生（非執行董事）及楊淑芬女士（獨立非執行董事），彼等的指定任期為由二零二零年一月一日起至二零二二年十二月三十一日止；(ii)瞿金平先生（非執行董事），其指定任期為由二零二一年九月八日起至二零二四年九月七日止；(iii)黃志煒先生（獨立非執行董事），其指定任期為由二零二一年十一月二日起至二零二四年十一月一日止；及(iv)鄭達賢先生（獨立非執行董事），其指定任期為由二零二二年一月三十日起至二零二五年一月二十九日止。彼等均須根據章程細則規定至少每三年一次在股東周年大會上輪席退任及膺選連任。

## BOARD COMMITTEES

The Board has established various board committees, namely committee of executive Directors, Audit Committee, Nomination Committee and Remuneration Committee to manage particular aspects of the Company's affairs and aid in sharing the responsibilities of the Board. Except the committee of executive Directors, all committees have their specific written terms of reference in accordance with the requirements of the CG Code. All resolutions passed by the committees will be reported to the Board at the forthcoming Board meeting.

No corporate governance committee has been established but respective board committees (as disclosed below) are responsible for performing corporate governance functions set out in the terms of reference in code provision D.3.1 of the CG Code.

### Committee of Executive Directors

A committee of executive Directors of the Company was established on 15 August 1997 which comprises all executive Directors. They meet frequently and are responsible for the management of day-to-day business operation of the Group.

### Nomination Committee

The Nomination Committee was established on 29 March 2012 and consists of five members with a majority of independent non-executive Directors. They are:

#### Executive Directors

Mr. Tang To (*Chairman*)

Mr. Tang Yu, Freeman

#### Independent Non-executive Directors

Mr. Cheng Tak Yin

Mr. Huang Zhi Wei

Ms. Yeung Shuk Fan

The terms of reference of the Nomination Committee is posted on the websites of the Stock Exchange and the Company respectively.

## 董事會轄下委員會

董事會已成立多個董事委員會，分別為執行董事委員會、審核委員會、提名委員會及薪酬委員會，藉以處理本公司特定範疇的事務及協助分擔董事會之職責。除執行董事委員會外，所有委員會已根據《企業管治守則》規定設有其特定職權範圍。委員會通過的所有決議案均須於下次董事會會議上向董事會匯報。

本公司並沒有成立企業管治委員會，但個別董事委員會(如下文所述)已負責履行根據《企業管治守則》之守則條文D.3.1條所列表載的企業管治職能的職權範圍。

### 執行董事委員會

本公司執行董事委員會於一九九七年八月十五日成立，由全體執行董事組成，彼等經常會面，負責管理本集團的日常業務運作。

### 提名委員會

提名委員會於二零一二年三月二十九日成立，並由五名成員組成，而其中大部份為獨立非執行董事，彼等為：

#### 執行董事

鄧燾先生 (主席)

鄧愚先生

#### 獨立非執行董事

鄭達賢先生

黃志煒先生

楊淑芬女士

提名委員會之職權範圍已分別登載於聯交所及本公司網站。

During the year, the Nomination Committee performed the duties and responsibilities under the terms of reference and other duties as required under the CG Code.

During the year under review, two Nomination Committee meetings were held and the main works performed by the Nomination Committee during the year included (i) review of current structure, size and diversity of the Board; (ii) assessment and review of the independence of independent non-executive Directors; (iii) review of the Board diversity policy; (iv) recommendations on the renewal of letters of appointment of a non-executive Directors and two independent non-executive Directors; and (v) review of terms of reference of the Nomination Committee.

The attendance record of the Nomination Committee members is set out in the heading "Attendance Record of Directors at Meetings held during the Year" on page 57 of this report.

#### Remuneration Committee

The Remuneration Committee was established on 27 June 2005 and consists of four members with a majority of independent non-executive Directors. They are:

#### Independent Non-executive Directors

Mr. Cheng Tak Yin (*Chairman*)  
Mr. Huang Zhi Wei  
Ms. Yeung Shuk Fan

#### Executive Director

Mr. Tang To

The terms of reference of the Remuneration Committee is posted on the websites of the Stock Exchange and the Company respectively.

During the year, the Remuneration Committee performed the duties and responsibilities under the terms of reference and other duties as required under the CG Code.

於本年度，提名委員會已執行職權範圍內的職務及責任，以及《企業管治守則》所規定的其他職務。

於本回顧年度內，本公司曾舉行兩次提名委員會會議，本年度提名委員會之主要工作包括(i)檢討現時董事會的結構、人數及多元化；(ii)評核和審閱獨立非執行董事的獨立性；(iii)檢討董事會多元化政策；(iv)建議更新一名非執行董事及兩名獨立非執行董事的委任書；及(v)檢討提名委員會職權範圍。

提名委員會成員之出席會議紀錄已列載於本報告第57頁內之「董事於本年度舉行的會議出席紀錄」標題內。

#### 薪酬委員會

薪酬委員會於二零零五年六月二十七日成立，並由四名成員組成，而其中大部份為獨立非執行董事，彼等為：

#### 獨立非執行董事

鄭達賢先生 (主席)  
黃志煒先生  
楊淑芬女士

#### 執行董事

鄧燾先生

薪酬委員會之職權範圍已分別登載於聯交所及本公司網站。

於本年度，薪酬委員會已執行職權範圍內的職務及責任，以及《企業管治守則》所規定的其他職務。

During the year under review, three Remuneration Committee meetings were held and the main works performed by the Remuneration Committee during the year included: (i) consideration and review of the remuneration package of executive Directors; (ii) review of directors' fees of non-executive Directors (including independent non-executive Directors); (iii) consideration of the directors' fees of a non-executive Director and two independent non-executive Directors during their re-appointment period; and (iv) review of terms of reference of Remuneration Committee.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to individual performance, the Group's performance and profitability, and remuneration benchmark in the industry and prevailing market condition. The Directors do not participate in the determination of their own remuneration.

Details of Directors' emoluments for the year ended 31 December 2021 are set out in note 10A to the consolidated financial statements.

The attendance record of the Remuneration Committee members is set out in the heading "Attendance Record of Directors at Meetings held during the Year" on page 57 of this report.

#### Audit Committee

The Audit Committee was established on 30 October 1998 and consists of three members, and all of them are independent non-executive Directors. They are:

Ms. Yeung Shuk Fan (*Chairman*)  
Mr. Cheng Tak Yin  
Mr. Huang Zhi Wei

The terms of reference of the Audit Committee is posted on the websites of the Stock Exchange and the Company respectively.

During the year, the Audit Committee performed the duties and responsibilities under the terms of reference and other duties as required under the CG Code.

於本回顧年度內，本公司曾舉行三次薪酬委員會會議，本年度薪酬委員會之主要工作包括(i)考慮及檢討執行董事之薪酬待遇；(ii)檢討非執行董事包括獨立非執行董事的董事袍金；(iii)考慮一名非執行董事及兩名獨立非執行董事於續任期間的董事袍金；及(iv)檢討薪酬委員會職權範圍。

董事之酬金乃由薪酬委員會參照董事之個人表現、本集團之業績表現及盈利狀況，以及業界指標及當時市場狀況而定。董事並不參與釐定其本身的薪酬。

截至二零二一年十二月三十一日止年度的董事酬金詳情列載於綜合財務報表附註10A。

薪酬委員會成員之出席會議紀錄已列載於本報告第57頁內之「董事於本年度舉行的會議出席紀錄」標題內。

#### 審核委員會

審核委員會於一九九八年十月三十日成立，並由三名成員組成，全體均為獨立非執行董事，彼等為：

楊淑芬女士 (*主席*)  
鄭達賢先生  
黃志煒先生

審核委員會之職權範圍分別登載於聯交所及本公司網站。

於本年度，審核委員會已執行職權範圍內的職務及責任，以及《企業管治守則》所規定的其他職務。

During the year under review, five Audit Committee meetings were held and the main works performed by the Audit Committee during the year included: (i) review of the final results of the Group for the year ended 31 December 2020; (ii) review of the interim results of the Group for the six months ended 30 June 2021; (iii) review of the progress and completion level of the internal audit plan for 2021; (iv) review of the internal audit plan for 2022; (v) recommendation to the Board on re-appointment of external auditor for Shareholders' approval and review its audit fees; and (vi) review of terms of reference of Audit Committee.

The Audit Committee meets with the financial controller and external auditor of the Company, where applicable to discuss their respective audit findings, the accounting principles and practices adopted by the Group, legal and regulatory compliance, internal control and risk management systems, and financial reporting matters (including annual financial statements before recommending them to the Board for approval). The Audit Committee also meets with the head of Internal Audit Department separately without the presence of management. The Audit Committee assists the Board in meeting its responsibilities for maintaining effective risk management and internal control systems. It reviews the Group's annual internal audit plan together with their resource requirements and considers the report submitted by the head of Internal Audit Department to the Audit Committee on the results of risk assessment and effectiveness of internal controls in the business operations of the Group.

The attendance record of the Audit Committee members is set out in the heading "Attendance Record of Directors at Meetings held during the Year" on page 57 of this report.

### Whistleblowing Policy

A whistleblowing policy has been adopted on 28 March 2019 for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Audit Committee about the possible improprieties in any matters related to the Company.

於本回顧年度內，本公司曾舉行五次審核委員會會議，本年度審核委員會之主要工作包括(i)審議本集團截至二零二零年十二月三十一日止年度的末期業績；(ii)審議本集團截至二零二一年六月三十日止六個月的中期業績；(iii)審閱二零二一年的內部審核計劃進度及完成度；(iv)審閱二零二二年的內部審核計劃；(v)向董事會提出續聘外聘核數師之建議供股東批准及審閱其審計費用；及(vi)審閱審核委員會職權範圍。

審核委員會與本公司財務總監及外聘核數師會面，討論各自的審核發現、本集團採納的會計原則及實務、法例及規例的遵守、內部監控和風險管理系統，以及財務報告事項（包括提呈予董事會批核前的全年財務報表）。審核委員會亦會在管理層避席的情況下與內部審核部門主管會面。審核委員會協助董事會達到維持有效的風險管理和內部監控機制之責任。審核委員會與內部審核部門主管審閱本集團的年度內部審核計劃和所需的資源，並審議由內部審核部門主管就本集團業務營運的風險管理和內部監控成效向審核委員會所提交的報告。

審核委員會成員之出席會議紀錄已列載於本報告第57頁內之「董事於本年度舉行的會議出席紀錄」標題內。

### 舉報政策

本公司已於二零一九年三月二十八日採納舉報政策，讓僱員及其他與本公司有往來者（如客戶及供應商）可暗中向審核委員會提出其對任何可能關於本公司的不當事宜的關注。

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems on an ongoing basis and reviews their effectiveness by the Audit Committee at least annually with the assistance of the Internal Audit Department. The Group's risk management and internal control systems, are systems of process performed by the Board and management to provide reasonable and not absolute assurance on the effectiveness and efficiency of operations in achieving the established corporate objectives, safeguarding assets of the Group, providing reliable financial reporting, and complying with applicable laws and regulations. The purpose of the risk management and internal control systems is to identify and manage various risks which are categorised as strategic, operational, compliance and financial risks of the Group so as to reduce, mitigate, transfer or avoid them. However, these systems are designed to manage rather than eliminating risk of failure in operational system, and can only provide reasonable but not absolute assurance against material misstatement or loss.

### Internal Audit

To comply with the CG Code in relation to the requirements of the establishment of internal audit function and appropriate and effective risk management and internal control systems, the Internal Audit Department is responsible for preparing an annual internal audit plan with use of appropriate risk-based methodology, evaluating the effectiveness of risk management and internal control processes through a systematic and disciplined approach, reviewing financial, operational and compliance controls and risk management functions, and reporting the findings with recommendations to the Audit Committee. The Audit Committee takes the responsibility to review the effectiveness of risk management and internal control systems, and ensure the internal audit function and its duties are in compliance with the CG Code.

The internal audit function is carried out by the Internal Audit Department and its purpose, authority, roles and responsibilities were formalized under internal audit charter adopted by the Audit Committee.

## 風險管理及內部監控

董事會確認有責任持續監督本集團風險管理及內部監控系統，而審核委員會在內部審核部門的協助下至少每年一次檢討其成效。本集團風險管理及內部監控系統由董事會及管理層負責執行，藉以合理而非絕對的保證營運有效及具效率地達致已確立的企業目標、保護本集團資產、提供可靠的財務報告，以及遵守適用的法例及規定。風險管理及內部監控系統的目的是為了辨認及管理本集團各類型風險，包括：策略、營運、合規及財務風險，從而減少、減輕、轉移或避免上述風險。然而，該等系統旨在管理而非消除未能維持營運制度之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。

### 內部審核

為符合《企業管治守則》有關建立內部審核功能和合適及有效的風險管理及內部監控系統之要求，內部審核部門負責使用適當的風險評估法來制定年度內部審核計劃，通過具系統性及規範性的方法評估風險管理和內部監控流程的有效性，檢討財務、營運及合規監控以及風險管理功能，並將檢討結果及建議提交至審核委員會。審核委員會負責審查風險管理及內部監控系統的有效性，以及確定內部審核功能及其職責遵守《企業管治守則》。

內部審核功能由內部審核部門負責，其目的、權限、角色及責任已確立於由審核委員會通過的內部審核章程內。



Confronting the temporary travel restrictions and quarantine measures implemented by the PRC and Hong Kong governments, the Internal Audit Department continuously improve on remote auditing by accelerating adoption of agile audit techniques, necessitating the greater use of technology, collaborative working and video conferencing. It includes the prioritization of operational resilience and assessment of any emerging risks that support the provision of reasonable assurance. The Internal Audit Department conducted reviews remotely on the selected business unit situated in the PRC for maintaining a sound and effective risk management and internal control systems of the Group to enhance and protect the organizational value by providing risk-based and objective assurance.

Internal Audit Department prepares an annual internal audit plan based on a risk assessment methodology upon the Audit Committee's approval. Internal audit works are carried out pursuant to the approved audit plan. Internal audit reports with audit findings and recommendations are prepared for the Audit Committee's review and discussion from time to time.

### Risk Management

Our risk management process is embedded in our daily operations, financial activities, compliance, strategy development and business planning, investment decision and external factors. The risk management process includes:

#### Risk Identification

- identifying the risks through department heads and general manager of each business;
- identifying the risks that may have a potential to negatively affect the business strategic plan of the Group;
- considering the materiality of the impact of the risk; and
- accessing the relevancy to the business strategic plan and the level of potential impact of the delivery of the business strategic plan.

面對中國和香港政府實施的臨時旅遊限制和檢疫措施，內部審核部門通過加快採用靈活審計技術和增加使用科技、協同工作和視訊會議，以不斷改進遠程審計方法，包括優先考慮運營彈性，並評估任何新興風險以提供合理保證。內部審核部門對位於中國選定的業務單位進行遠程審計，並通過提供基於風險的客觀保證，維持本集團的風險管理及內部監控系統健全有效來提高和保護企業價值。

內部審核部門以風險評估法制定年度內部審核計劃，並交由審核委員會批准。內部審核工作乃按經批准之審核計劃進行。內部審核部門將載有審核結果及建議的內部審核報告不時呈交至審核委員會審閱及討論。

### 風險管理

我們之風險管理過程融入我們日常營運、財務活動、合規、策略發展及業務規劃、投資活動及外部因素。風險管理過程包括：

#### 識別風險

- 由部門主管和各業務總經理識別風險；
- 識別可能對本集團業務策略計劃有不利影響之風險；
- 考慮風險所產生之影響是否重大；及
- 評估對業務策略計劃之相關程度及對執行業務策略計劃之潛在影響幅度。

### Risk Analysis

- conducting a quantity measurement to evaluate the risk level;
- assessing the risk severity according to its level of consequence and the likelihood of the risk event becoming actual event; and
- determining the risk severity with reference to the historical data, industry norms and own judgment.

### Risk Evaluation

- identifying the risks and assess the options available to accept, mitigate, transfer or avoid the risks; and
- deciding the appropriate response in terms of its effectiveness and establishing the priorities.

### Risk Treatment

- selecting the risk treatment options; and
- preparing and implementing risk treatment plans and reporting to Audit Committee regularly.

### Internal Control

The internal control system consists of a set of rules, policies and procedures and organizational structures which aims to:

- ensure the corporate strategies are properly implemented;
- achieve the effective and efficient corporate processes;
- safeguard the value of corporate assets;
- ensure the reliability and integrity of accounting and management data; and
- ensure the business operations comply with laws, rules, policies and regulations.

### 分析風險

- 對風險程度進行量化分析；
- 根據風險後果及風險事件成為真實事件之可能性，而評估風險的嚴重程度；及
- 參考過往數據、行業常態及自身判斷，釐定風險的嚴重程度。

### 評估風險

- 識別風險及評估可供選取之做法，以接受、減輕、轉移或避免風險；及
- 根據有效性，決定適當之回應，然後設立回應風險之次序。

### 處理風險

- 挑選處理風險的選擇；及
- 編製及實施處理風險計劃，並定期向審核委員會匯報。

### 內部監控

內部監控系統包含一套規則、政策和程序及組織架構，旨在：

- 確保企業策略妥當執行；
- 達致有效及高效的企業程序；
- 保障企業資產的價值；
- 確保會計及管理數據的可靠性和完整性；及
- 確保業務營運符合法律、規則、政策及規定。

### Review of Risk Management and Internal Control, and Corporate Governance Compliance

The Board, through the Audit Committee, has concluded a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2021, covering all material financial, operational, compliance controls and risk management functions, and therefore considered that such systems were effective and adequate. In addition, the Audit Committee also reviewed the adequacy of resources, staff qualifications and experience of staff and the training programs and budget of the Company's accounting and financial reporting function. During the reporting period, the Audit Committee was not informed of any audit findings that indicated material weaknesses in the internal control system or the risk management system.

### Procedures for handling and dissemination of inside information

With a view to identifying, handling and disseminating inside information in compliance with the Listing Rules, SFO and other regulatory requirements, the Company has adopted a policy on disclosure of inside information (the "Inside Information Disclosure Policy") to regulate procedures and internal controls in handling of inside information. The Directors and senior management of the Company are obliged to take all reasonable measures stipulated in the said policy to ensure that proper safeguards exist to prevent the Company from breaching the statutory disclosure requirement. The Inside Information Disclosure Policy covers the following:

- setting out the processes for identifying and assessing potential inside information, and convening a board meeting to consider and discuss potential inside information;
- setting out the responsibilities of officers in preserving the confidentiality of inside information; and
- identifying who the Company's authorized spokespersons are and their responsibilities for communications with the stakeholders of the Company.

### 檢討風險管理及內部監控，以及遵守企業管治

董事會已透過審核委員會檢討截至二零二一年十二月三十一日止年度本集團風險管理及內部監控成效，包括所有重大財務、營運、合規監控及風險管理職能，並確認該等系統有效及足夠。此外，審核委員會已檢討本集團在會計及財務匯報職能方面是否有充足的資源、僱員資歷及經驗，以及僱員所接受充足的培訓課程及有關預算。報告期內，審計委員會未獲悉在內部控制系統或風險管理系統中存在任何重大缺陷的審計結果。

### 處理及披露內幕消息的程序

為遵守《上市規則》、《證券及期貨條例》及其他監管規定識別、處理及發佈內幕消息，本公司已採納一套內幕消息披露政策（「內幕消息披露政策」），以規管程序及內部監控處理內幕消息。董事及本公司高級管理人員有責任按該政策採取一切合理措施，以確保有妥善的預防措施，防止本公司違反法定披露之規定。內幕消息披露政策涵蓋以下內容：

- 說明識別和評估潛在的內幕消息，以及召開董事會會議以考慮及商討潛在的內幕消息之程序；
- 說明高級職員保密內幕消息的責任；及
- 識別本公司授權的發言人及其與本公司持份者溝通的責任。

The Board considers that the Company's existing measures are effective and compliance mechanisms are appropriate to safeguard the Company and its officers in discharging their disclosure obligations in respect of inside information.

#### External Auditor's Remuneration

During the year ended 31 December 2021, the fee paid/payable to the external auditor in respect of audit and non-audit services provided by the external auditor to the Group were as follows:

董事會認為本公司現有措施屬有效，及合規機制足以保障本公司及其高級職員履行內幕消息的披露責任。

#### 外聘核數師酬金

於截至二零二一年十二月三十一日止年度，有關已付／應付外聘核數師為本集團提供核數及非核數服務之酬金如下：

		Fee paid/payable 已付／應付費用 HK\$'000 千港元
Services rendered	所提供服務	
Audit services	核數服務	2,848
Non-audit services	非核數服務	-
<hr/>		
Total	合計	2,848

#### RESPONSIBILITY FOR PREPARATION AND REPORTING OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting and financial reporting standards to enable the presentation of these financial statements that are free from material misstatement, whether due to fraud or error. The Directors will subject to statutory requirements and applicable accounting standards, select suitable accounting policies and apply them consistently, make prudent, fair and reasonable judgements and estimates and prepare the financial statements on a going concern basis.

#### 編製及呈報財務報表之責任

董事知悉彼等有責任根據法定要求及適用會計及財務報告準則編製本集團綜合財務報表，以確保此等財務報表不會因欺詐或錯誤而出現重大錯誤陳述。董事將受制於法定要求及適用之會計準則下，選擇並貫徹運用合適的會計政策，作出審慎、公平及合理之判斷及估算，並按持續經營基準編製財務報表。

### COMPANY SECRETARY

Ms. Wong Lai Tong acts as the sole company secretary of the Company. She is a full-time employee of the Group and reports to the chairman and/or chief executive officer. During the year, she has duly complied with the relevant professional training requirement under rule 3.29 of the Listing Rules.

### SHAREHOLDERS' RIGHTS

The Company has opportunities to directly communicate with Shareholders at various annual general meetings and other general meetings where Shareholders are encouraged to actively attend. In addition, the chairman of the Board and the chairman of each of Nomination Committee, Remuneration Committee and Audit Committee were present to answer any attending Shareholder's questions at the annual general meeting. The auditor had also attended the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

Furthermore, the Company provides information in its annual reports and interim reports, and announcements. All Shareholders' communications are also available on the Company's website at <http://www.cosmel.com>.

### Convening of a general meeting

Pursuant to section 566 of the Companies Ordinance, Shareholder(s) representing at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings can request the directors to call a general meeting. The request must state the general nature of the business to be dealt with at the general meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such request must be authenticated by the person(s) making it and sent to the Company at its registered office in hard copy form or in electronic form to [ir@cosmel.com](mailto:ir@cosmel.com) for the attention of the company secretary.

### 公司秘書

王勵瑋女士擔任本公司唯一公司秘書。彼為本集團之全職僱員及需向主席及／或向行政總裁匯報。於本年度，彼已遵守《上市規則》第3.29條有關專業培訓之規定。

### 股東權利

本公司於股東周年大會及其他股東大會有機會與股東直接溝通，並鼓勵他們積極參與。另外，於股東周年大會上，董事會主席，以及提名委員會、薪酬委員會及審核委員會主席，均有出席解答任何與會股東之提問。而核數師亦有出席股東周年大會以回答有關審計工作、編製核數師報告及其內容、會計政策，以及核數師的獨立性問題。

此外，本公司在其年報、中期報告，以及公告中提供資料。所有股東通訊亦載列於本公司網站<http://www.cosmel.com>。

### 舉行股東大會

根據《公司條例》第566條，佔全體有權在股東大會上表決的股東總表決權的最少5%的股東，可要求董事召開股東大會。該要求須述明有待在有關股東大會上處理的事務的一般性質及可包含可在該股東大會上恰當地動議並擬在股東大會上動議的決議的文本。該要求須經提出要求的人士認證及以印本形式送交本公司註冊辦事處，或以電子形式發送至[ir@cosmel.com](mailto:ir@cosmel.com)列明收件人為公司秘書。

### Shareholders' Power to Request Circulation of Statement

Pursuant to section 580 of the Companies Ordinance, Shareholder(s) representing at least 2.5% of the total voting rights of all Shareholders or at least 50 Shareholders who have a relevant right to vote at a general meeting, may request the Company to circulate to the Shareholders entitled to receive notice of a general meeting, a statement of not more than 1,000 words with respect to a matter mentioned in a proposed resolution or other business to be dealt with at that meeting. The request (i) must identify the statement to be circulated; (ii) must be authenticated by the person(s) making it; and (iii) may be sent to the Company at its registered office in hard copy form or in electronic form to ir@cosmel.com for the attention of the company secretary at least 7 days before the meeting to which it relates.

### Procedures for Shareholders to put forward proposals at an annual general meeting

Pursuant to section 615 of the Companies Ordinance, Shareholder(s) representing at least 2.5% of the total voting rights of all Shareholders of the total voting rights of all Shareholders who have a right to vote on the resolution at annual general meeting or at least 50 shareholders who have a right to vote on the resolution at an annual general meeting to which the request relate, may request the Company to give to the Shareholders notice of a resolution that may properly be moved and is intended to be moved at that meeting. The request (i) must identify the resolution of which notice is to be given; (ii) must be authenticated by the person(s) making it; and (iii) may be sent to the registered office of the Company in hard copy form or in electronic form to ir@cosmel.com for the attention of the company secretary no later than 6 weeks before the annual general meeting; or if later, the time at which notice of the meeting is given.

### 股東有權力傳閱陳述書

根據《公司條例》第580條，佔全體在股東大會上表決的股東總表決權的最少2.5%的股東或最少50名在股東大會上有相關表決權利的股東，可要求本公司向股東傳閱有待在該股東大會上處理的、某被提出的決議所述的事宜；或其他有待在該股東大會上處理的事務，而字數不多於1,000字的陳述書。該要求(i)須指出將予傳閱的陳述書；(ii)須經所有提出該要求的人認證；及(iii)須在該要求所關乎的股東大會前最少七日以印本形式送交本公司註冊辦事處，或以電子形式發送至ir@cosmel.com列明收件人為公司秘書。

### 股東在股東周年大會提呈動議的程序

根據《公司條例》第615條，佔全體有權在該求所關乎的股東周年大會上表決的股東總表決權的最少2.5%的股東，或最少50名有權在該股東周年大會就決議表決的股東可要求本公司向股東發出關於可在股東周年大會上恰當地動議並在該大會上動議的決議的通知。該要求(i)須指出有待發出通知所關乎的決議；(ii)須經所有提出該要求的人認證；及(iii)須在提呈該要求所關乎的股東周年大會舉行前六個星期之前或(如在前述時間之後送抵本公司的話)有關會議通知發出之時以印本形式送交本公司註冊辦事處，或以電子形式發送至ir@cosmel.com列明收件人為公司秘書。

### Procedure for Shareholders and other stakeholders to send enquiries and concerns to the Board

Shareholders and other stakeholders are invited to access the Company's website at <http://www.cosmel.com> for up-to-date information of the Company. They are advised to send enquires and concerns to the Board:

- (i) by post at the registered office of the Company; or
- (ii) by email to [ir@cosmel.com](mailto:ir@cosmel.com); and

for the attention of the company secretary.

The Board has adopted a revised shareholders' communication policy of the Company on 28 March 2019 which is available on the Company's website. Shareholders and other stakeholders can read the said policy at the Company's website for details.

### DIVIDEND POLICY

A dividend policy of the Company (the "Dividend Policy") has been adopted by the Board on 28 November 2018. The Dividend Policy sets out the factors in determination of dividend payment of the Company, the frequency and form of dividend payments.

When considering the decision on dividend declaration, the Board will take into account, among other things, the following factors:

- (i) financial performance and financial conditions of the Group;
- (ii) cash flows position of the Group;
- (iii) capital requirements for business plans of the Company;
- (iv) investment opportunities available with the Company;
- (v) borrowing capacity of the Company so as to capture any growth opportunities;
- (vi) expected commitment of the research and development on new products and technology; and

### 股東及其他持份者向董事會提出查詢與關注的程序

誠邀股東和其他持份者瀏覽本公司網站 <http://www.cosmel.com>，獲取本公司的最新資料。建議股東和其他持份者可將有關對董事會的查詢與關注：

- (i) 郵寄至本公司註冊辦事處；或
- (ii) 電郵至 [ir@cosmel.com](mailto:ir@cosmel.com)；並

列明收件人為公司秘書。

董事會已於二零一九年三月二十八日採納經修訂的本公司之股東通訊政策，並已載於本公司網站。股東及其他持份者可在本公司網站上查閱該政策了解詳情。

### 股息政策

本公司已於二零一八年十一月二十八日獲董事會採納股息政策（「股息政策」）。股息政策載明釐定本公司派付股息的因素、股息支付的次數及形式。

在決定宣派股息時，董事會會考慮以下（其中包括）因素：

- (i) 本集團之財務業績及財務狀況；
- (ii) 本集團之現金流；
- (iii) 本公司業務計劃的資本要求；
- (iv) 本公司的投資機會；
- (v) 本公司的借貸能力以抓住其他增長機會；
- (vi) 預期研發新產品及技術的承諾；及

(vii) future outlook of the macro economic environment that have an impact on the business or financial performance and position of the Group.

The dividend shall be paid in the form of (i) cash; or (ii) a scrip dividend; or (iii) a combination of partly in (i) and partly in (ii) above.

The Board may declare interim dividends at its absolute discretion in line with the Dividend Policy and may recommend final dividend payable to the Shareholders who are qualified to attend the annual general meeting in line with the Dividend Policy, subject to the approval of the Shareholders in the annual general meeting. The Company may recommend a special dividend in special circumstances.

The Dividend Policy would be subject to revision and amendment under the Articles and the Hong Kong law, including the Companies Ordinance and the Listing Rules from time to time.

### **CONSTITUTIONAL DOCUMENTS**

During the year, there is no significant change in the Company's constitutional documents.

(vii) 對宏觀經濟環境之未來展望，對本集團的業務或財務業績及狀況產生之影響。

股息應以(i)現金；或(ii)以股代息；或(iii)部份按上列(i)項與部份按上列(ii)項之組合。

董事會可根據股息政策行使絕對酌情權派發中期股息。經股東於股東周年大會上批准，董事會可根據股息政策建議應付末期股息予合資格出席股東周年大會的股東。本公司亦可能會在特殊情況下建議派發特別股息。

股息政策可根據章程細則及香港法律（包括《公司條例》及《上市規則》）不時修改及修訂。

### **組織章程文件**

本公司的組織章程文件於年內並無重大變動。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THIS REPORT

Cosmos Machinery Enterprises Limited (the “Company”; together with its subsidiaries collectively the “Group”) issues its environmental, social and governance (the “ESG”) report (the “ESG Report”) for the year ended 31 December 2021. The report expounds the Group’s ESG management strategies and performance in 2021.

### Reporting Scope

The Group principally engages in the manufacturing of machinery. Hence, the ESG Report discloses the ESG information and data for the year ended 31 December 2021 of the Group’s (i) headquarters in Hong Kong (“Hong Kong Headquarters”); (ii) manufacturing of injection moulding machines (the “Injection Moulding Machine Business”), including Donghua Machinery Ltd. in Dongguan (“Donghua Machinery”) and Cosmos Machinery Technology (Jiangsu) Co., Ltd. in Wuxi (“Jiangsu Machinery”); and (iii) manufacturing of extrusion machines and rubber injection machines (the “Extrusion Machine Business”), including Dekuma Rubber and Plastic Technology (Dongguan) Ltd. in Dongguan (“Dekuma”).

In light of the business contributions to the Group’s overall revenue from the plastic products processing and manufacturing business, printed circuit boards processing and trading business, and industrial consumables trading business separately attributing a relatively small proportion, this ESG Report does not cover those businesses.

During the year, the Group expanded its reporting scope of business to include the Extrusion Machine Business. Therefore, the relevant ESG information and data in 2020 and 2019 did not include the said business in this report.

### 關於本報告

大同機械企業有限公司（「大同機械」／「本公司」；連同其附屬公司統稱「本集團」）發佈截至二零二一年十二月三十一日止年度的環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」）。本報告闡述本集團二零二一年度的環境、社會及管治管理策略及表現。

### 報告範疇

本集團主要從事機械製造，因此，本環境、社會及管治報告中涵蓋本集團(i)位於香港的總部（「香港總部」）；(ii)製造注塑機業務（「注塑機業務」），包括位於東莞的東華機械有限公司（「東華機械」）和位於無錫的大同機械科技（江蘇）有限公司（「江蘇機械」）；及(iii)製造擠出機及橡膠注塑機業務（「擠出機業務」），即位於東莞的德科摩橡膠科技（東莞）有限公司（「德科摩」）截至二零二一年十二月三十一日止年度的環境、社會及管治資料及數據。

鑑於注塑製品之加工及製造業務、印刷線路板之加工及貿易業務，以及工業消耗品之貿易業務分別佔本集團總收入的比重較輕，本環境、社會及管治報告不涵蓋該等業務。

本年度，本集團把報告業務範圍擴展至擠出機業務，故此於本報告中二零二零年度及二零一九年度的環境、社會及管治相關資料和數據並沒有涵蓋該業務。

### Reporting Standards

The ESG Report follows all the “comply or explain” provisions set out in the ESG Reporting Guide (the “ESG Reporting Guide”) of Appendix 27 of the Listing Rules, and reports certain recommended disclosures for the purpose of providing our investors and stakeholders with comprehensive and comparative non-financial information. The figures of 2021 and 2020 have not been assured by third party.

In preparing of this ESG Report, the four reporting principles outlined in the ESG Reporting Guide below formed the backbone:

- **Materiality**  
To determine the focus of this report, materiality assessment was conducted through stakeholder engagement to identify the material issues of our core business units.
- **Quantitative**  
Environmental and social responsibility data were collected from core business units to monitor our progress in implementing environmental and social responsibility initiatives.
- **Balance**  
The Board reviewed the ESG Report and confirmed there were no omissions of any information related to material ESG topics. This report was prepared without bias.
- **Consistency**  
This report adopted consistent methodologies to allow a fair comparison of our performance over time. Where applicable, we disclosed the changes to the methods or key performance indicators (“KPIs”) used.

### 報告準則

本環境、社會及管治報告採納了《上市規則》附錄二十七的《環境、社會及管治報告指引》（「《環境、社會及管治報告指引》」）所載的所有「不遵守就解釋」條文和報告若干建議披露資料，旨在向投資者及持份者提供全面及可比較的非財務資料。二零二一年和二零二零年的數字沒有經過第三方認證。

在編製本環境、社會及管治報告時採用了《環境、社會及管治報告指引》中所列明的以下四大報告原則作為骨幹：

- **重要性**  
為界定本報告的重點，我們諮詢各界持份者進行重要性評估以釐定核心業務單位的重要議題。
- **量化**  
本集團蒐集核心業務單位的環境及社會責任數據，藉以監察推行環境及社會責任措施的進展。
- **平衡**  
董事會已審閱環境、社會及管治報告並確認無遺漏任何關於重大環境、社會及管治議題的資料。本報告的內容並無偏頗。
- **一致性**  
本報告採用一致的方法，以便公平地比較我們歷來的表現。在適用的情況下，我們亦披露所採用的方法或關鍵績效指標（「關鍵績效指標」）的變化。

In addition to following the ESG Reporting Guide, reference has been taken from international standards or guidelines in preparation of our ESG Report. The scopes of emissions and their emission factors are defined in accordance with Hong Kong and the international reporting framework published as shown below and quoted from relevant websites:

- the Hong Kong Environmental Protection Department's (the "EPD") Vehicle Emission Calculation model;
  - Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 Edition) published by the EPD and the Electrical and Mechanical Services Department (the "EMSD");
  - 2006 IPCC Guidelines for National Greenhouse Gas Inventories and Fifth Synthesis Report (2014) published by Intergovernmental Panel on Climate Change ("IPCC");
  - 2021 Sustainability Report of CLP Holdings Limited;
  - 2019/20 Annual Report of Hong Kong Water Supplies Department;
  - Emission Factors of the PRC's Regional Power Grid Baseline of 2019 and Corporate Greenhouse Gas Emission Accounting Methods and Report Guidelines – Power Generation Facilities issued on 29 March 2021, published by the Ministry of Ecology and Environment of the PRC;
  - The International Civil Aviation Organization (the "ICAO") Carbon Emissions Calculators; and
  - Practical guidance on how to collect, calculate and report the information called for under each of the KPIs as reported in the updated version of "How to prepare an ESG Report, Appendix 2: Reporting Guidance on Environmental KPIs", published by the Stock Exchange on 25 March 2022.
- 除遵守《環境、社會及管治報告指引》外，我們亦會參考國際標準或指引以擬備我們的環境、社會及管治報告。排放物範圍及其排放系數乃根據以下香港及國際報告框架發表的定義，並取自相關網站：
- 香港環境保護署（「環保署」）汽車排放計算模型；
  - 環保署及機電工程署（「機電署」）編製的《香港建築物（商業、住宅或公共用途）的溫室氣體排放及減除的核算和報告指引（二零一零年版本）》；
  - 政府間氣候變化專門委員會發表的《二零零六年政府間氣候變化專門委員會國家溫室氣體清單指南》和第五次評估報告（二零一四年）；
  - 中電控股有限公司《2021可持續發展報告》；
  - 香港水務署《二零一九至二零年年報》；
  - 中國生態環境部發表的《二零一九年度減排項目中國區域電網基準線排放因子》及於二零二一年三月二十九日發表的《企業溫室氣體排放核算方法與報告指南—發電設施》；
  - 國際民航組織碳排放計算器；及
  - 聯交所於二零二二年三月二十五日發出的《如何編備環境、社會及管治報告之附錄二：環境關鍵績效指標匯報指引》的更新版如何收集、計算及匯報各項關鍵績效指標所要求的資料的實用指引。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED) 環境、社會及管治報告 (續)

The ESG Report can be downloaded from the websites of the Stock Exchange and the Company. If there are any comments or suggestions relating to the ESG Report, please share by post or email at the addresses below:

- Postal address: 10th Floor, Billion Plaza 2,  
No. 10 Cheung Yue Street,  
Cheung Sha Wan, Kowloon,  
Hong Kong
- E-mail address: ir@cosmel.com

本環境、社會及管治報告可在聯交所和本公司網站下載。如對本環境、社會及管治報告有任何意見或建議，請透過郵寄或電郵到以下地址分享：

- 郵寄地址：香港  
九龍長沙灣  
長裕街10號  
億京廣場2期10樓
- 電郵地址： ir@cosmel.com

### ESG reporting structure and responsibilities

### 環境、社會及管治報告架構和職責

Parties 參與方	Responsibilities 職責
The Board 董事會	<ul style="list-style-type: none"> <li>Monitor corporate governance practices and procedures 監察企業管治常規及程序</li> <li>Maintain appropriate and effective risk management and internal control systems of the Group to ensure compliance with applicable rules and regulations 維持適當及有效的本集團風險管理及內部監控系統以確保符合適用的規則及規例</li> <li>Review and approve the ESG Report 審閱並批准本環境、社會及管治報告</li> </ul>
Company Secretarial Department and Human Resources and Administration Department 公司秘書部及人力資源及行政部	<ul style="list-style-type: none"> <li>Review the principles regarding ESG 審閱有關環境、社會及管治的原則</li> <li>Monitor the progress on ESG and community engagement programs 監察環境、社會及管治進展和社區參與計劃</li> <li>Ensure good corporate governance standards and practices are maintained 確保維持良好的企業管治標準和慣例</li> <li>Prepare the ESG Report 擬備環境、社會及管治報告</li> </ul>
ESG Working Group 環境、社會及管治工作組	<ul style="list-style-type: none"> <li>Develop a list of key internal and external stakeholders, and identify their main concerns and expectations 編製一份主要的內部和外部持份者名單，並識別彼等的主要關注和期望</li> <li>Data input, collection and analysis, computing all relevant KPIs 數據輸入、收集和分析，以及計算所有相關關鍵績效指標</li> <li>Organize and implement community engagement programs 組織和實施社區參與計劃</li> </ul>
Principal business units/subsidiaries 主要業務單位／附屬公司	<ul style="list-style-type: none"> <li>Gather ESG related data and data entry 收集環境、社會及管治相關數據和數據輸入</li> <li>Formulate, improve and implement related ESG aspects policies/guidelines/procedures 制訂、完善和實施有關環境、社會及管治方面的政策／指引／程序</li> </ul>

### Statement of the Board

The Board attaches great importance to sustainable development. The Company has established an effective ESG management mechanism to form an ESG governance structure with clear hierarchy.

The Board is accountable for our ESG strategies and reporting, as well as responsible for overseeing and managing our ESG-related risks. The Board, assisted by an ESG Working Group, formulates strategies and oversees our ESG performance to ensure the Group's operations in compliance with the relevant ESG policies as well as applicable laws, rules and regulations.

During the year, the Board completed the review and assessment of ESG issues, and discussed, reviewed and confirmed the ESG work results of this year. This ESG Report has been reviewed and approved by the Board.

### STAKEHOLDER ENGAGEMENT

We believe feedback from our stakeholders could help us to navigate towards sustainable growth and are dedicated to developing long-term relationships of mutual trust with our stakeholders through internal and external communication channels to ensure our operation is responsive to their suggestions.

### 董事會聲明

董事會向來高度重視可持續發展。本公司建立了有效的環境、社會及管治管理機制，明確環境、社會及管治治理結構。

董事會負責本公司的環境、社會及管治策略和報告，以及監察和管理環境、社會及管治相關風險。董事會在環境、社會及管治工作組的協助下制定策略，並負責監督本公司的環境、社會及管治表現，以確保本集團的運營符合相關的環境、社會及管治政策以及適用的法律、規則和法規。

於本年度，董事會已完成環境、社會及管治事項的回顧與評估，並就本年度環境、社會及管治工作成果進行了討論、審閱及確認。本環境、社會及管治報告經董事會審閱及批准。

### 持份者參與

我們深明持份者的意見能有助本集團推動可持續發展，我們透過多種內部及外界渠道與持份者溝通，確保業務可回應各界需要，致力與持份者建立長遠的互信關係。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

### 環境、社會及管治報告 (續)

We identify any individuals or entities having significant interests in principal activities of the Group as our stakeholders. These stakeholders are classified as shareholders, employees, customers, suppliers, governments and regulators, and banks and financial institutions. We engage with stakeholders through various communication channels categorised as follows:

所有與本集團主要業務有重大利益關係的個人或實體均是我們的持份者，本集團的持份者組別包括股東、僱員、客戶、供應商、政府及監管機構，以及銀行及金融機構。我們與各持份者的溝通渠道如下：

Stakeholder category 持份者類別	Communication Channels 溝通渠道
Shareholders 股東	Emails, telephone calls and postal correspondence 電郵、電話及郵件 Company's website 本公司網站 Annual general meetings and general meetings 股東周年大會及股東大會 Annual and interim reports 年報及中期報告 Circulars, announcements, notices and publications 通函、公告、通告及刊物 Investor relations enquiries 投資者關係查詢
Employees 僱員	Annual appraisals 年度評核 Training and seminars 培訓及研討會 Company internal notices and communications 公司內部通告及通訊
Customers 客戶	Face-to-face and virtual meetings and visits 直接及虛擬會面及探訪 Day-to-day communications via frontline staff 通過前線僱員的日常溝通 Industry exhibitions 業界展覽 Customer service hotline and email 客戶服務熱線及電郵
Suppliers 供應商	Emails, telephone calls and postal correspondence 電郵、電話及郵件 Face-to-face and virtual meetings and visits 直接及虛擬會面及探訪 On-going direct engagements 持續直接參與
Governments and regulators 政府及監管機構	Emails, telephone calls and postal correspondence 電郵、電話及郵件 Face-to-face and virtual meetings and visits 直接及虛擬會面及探訪 Reports and submissions pursuant to regulatory requirements 按照監管規定發表報告及提交資料
Banks and financial institutions 銀行及金融機構	Emails, telephone calls and postal correspondence 電郵、電話及郵件 Face-to-face and virtual meetings and visits 直接及虛擬會面及探訪

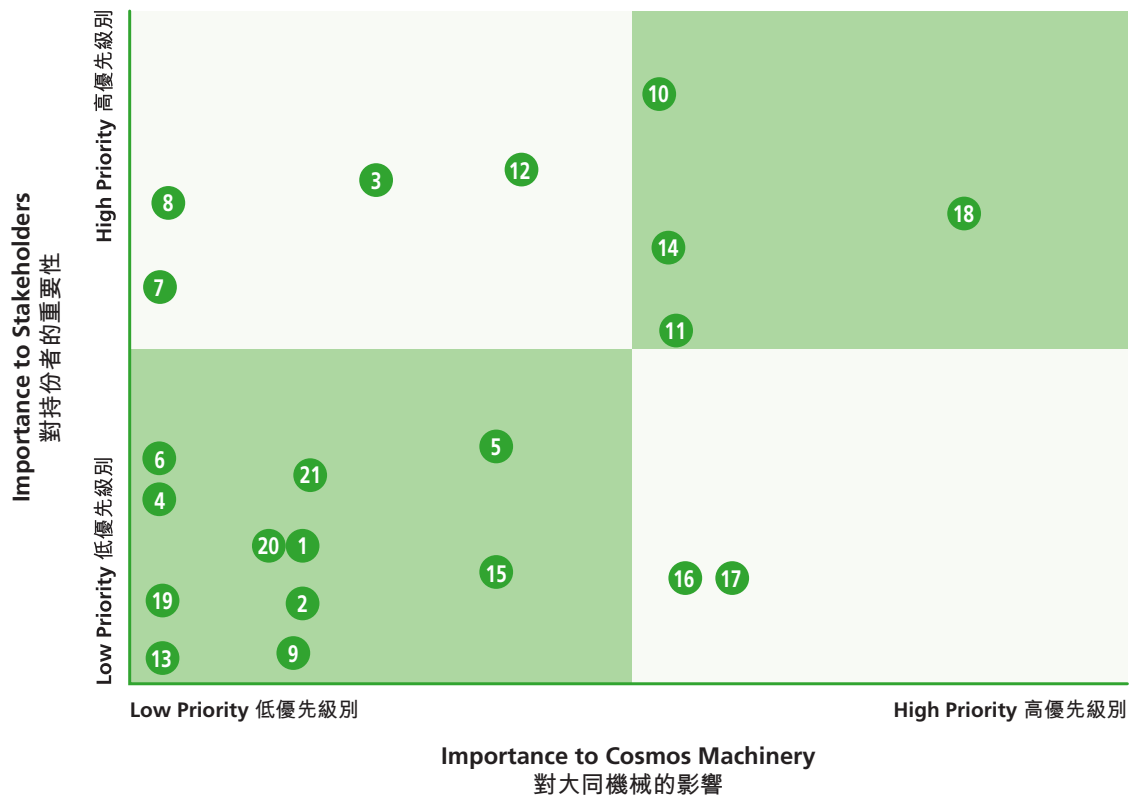
**Materiality Assessment**

The Group has carried out a number of stakeholder engagement exercises and updated the materiality assessment in 2021 to determine the significance level of topics and prioritise the corresponding topics.

**重要性評估**

本集團於二零二一年推行多項持份者參與計劃並且更新重要性評估，從而界定各議題的重要程度並相應地排列優先次序。

**Cosmos Machinery – Materiality Matrix**  
 大同機械 – 重要性矩陣



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

### 環境、社會及管治報告 (續)

The Group reviews the material topics regularly and a stakeholder survey has been designed to seek stakeholders' feedback on the significance level of material topics. The materiality assessment was updated in 2021 and a materiality matrix was developed from the results of stakeholder questionnaires. Material topics related to the Group's businesses and daily operations have been prioritised. Their importance to stakeholders and the Group is shown below:

本集團定期檢討重要議題，並會進行持份者問卷調查，蒐集持份者對重要議題重要程度的意見。於二零二一年，我們更新了重要性評估，根據持份者問卷調查結果繪畫成重要性矩陣圖，並排列與本集團業務及日常營運相關各重要議題的優先次序。此等議題對持份者及本集團的重要性列述如下：

Aspect 範疇	Level of Materiality 重要性程度	Impact within the Group 對本集團內的影響	Impact outside the Group 對本集團外的影響
<b>Environmental 環境</b>			
1. Air pollutants emission 廢氣排放	Low 低		
2. Greenhouse gas emission 溫室氣體排放	Low 低		
3. Hazardous waste 有害廢物	Medium 中		☆
4. Non-hazardous waste 非有害廢物	Low 低		
5. Energy consumption 能源消耗	Medium 中	☆	
6. Water consumption 耗水	Low 低		
7. Packaging consumption 包裝耗材	Medium 中		☆
8. Other impacts on environment 對環境之其他影響	Medium 中		☆
9. Climate change 氣候變化	Low 低		
<b>Social 社會</b>			
10. Employment 僱傭	High 高	☆	☆
11. Occupational health and safety 職業健康及安全	High 高	☆	☆
12. Vocational training 職業培訓	High 高	☆	☆
13. Child labour and forced labour 童工及強制勞工	Low 低		
<b>Operating practices 營運慣例</b>			
14. Supply chain management 供應鏈管理	High 高	☆	☆
15. Product safety 產品安全	Low 低		
16. Customer satisfaction 客戶滿意度	Medium 中	☆	
17. Intellectual property 知識產權	Medium 中	☆	
18. Quality of products 產品質量	High 高	☆	☆
19. Data protection and privacy 資料保護和私隱	Low 低		
20. Anti-corruption practices and whistle-blowing procedures 反貪污慣例及舉報程序	Low 低		
<b>Community 社區</b>			
21. Community investment 社區投資	Low 低		



## ENVIRONMENT

The Group is committed to protecting environment proactively and complying with relevant environmental laws, rules and regulations in Hong Kong and the PRC in which it operates its businesses. We have implemented proper measures to reduce wastes and greenhouse gas (“GHG”) emissions in our plants in the PRC and office in Hong Kong to mitigate wastes, and use energy and resources wisely. Employees have been nurtured and encouraged to have energy conservation and environmental protection consciousness.

## EMISSIONS

We strictly monitor and control the generation of wastes, GHG emissions and sewage discharges during production process and ensure all sewage discharges, GHG emissions and wastes disposal are within the applicable environmental laws, ordinances and rules and regulations as set out by the local government in which our businesses operate. These laws, ordinances and regulations include but not limited to the Environmental Protection Law of the PRC, Environmental Protection Tax Law of the PRC (《中國環境保護稅法》), Law of the PRC on the Prevention and Control of Atmospheric Pollution, Water Pollution Prevention and Control Law of the PRC, Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Product Eco-responsibility Ordinance (Chapter 603 of the Laws of Hong Kong), Environmental Quality Standard for Surface Water, Wastewater Quality Standards for Discharge to Municipal Sewers, the Measures for the Administration of Permit for Operation of Dangerous Wastes (《危險廢物經營許可證管理辦法》) and Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste. These environmental laws will have impact on the Group’s operation since if we do not dispose all wastages, discharges and waste gases properly, we might have to bear heavy environmental protection tax and so increase the cost of disposal of wastages.

## 環境

本集團承諾主動地保護環境，以及遵守香港及中國內地即其經營業務所在地的相關環保法律、規則及規定。我們已在國內的廠房及香港辦公室採取適當措施減少廢物和溫室氣體排放，從而減少廢物和明智地使用能源和資源，以及培養和鼓勵僱員擁有節能和環保意識。

## 排放物

我們嚴格監控生產過程中產生的廢物、溫室氣體排放及污水排放，以及確保所有污水排放、溫室氣體排放和廢物處置均符合我們經營業務所在地適用的環境法律、條例以及規則和法規，包括但不限於《中國環境保護法》、《中國環境保護稅法》、《中國大氣污染防治法》、《中國水污染防治法》、《廢物處置條例》（香港法例第354章）、《產品環保責任條例》（香港法例第603章）、《地表水環境品質標準》、《污水排入城鎮下水道水質標準》、《危險廢物經營許可證管理辦法》及《中國固體廢物污染環境防治法》。若本集團不妥善處理所有廢物處置及廢氣排出，可能須承擔沉重的環境保護稅並增加處置廢物的成本，該等環保法律將對本集團的營運造成影響。

### Climate Change, and GHG and Other Pollutants Emissions

Climate change affects our business operations significantly. An increase in temperature may lead to higher electricity consumption for cooling and extreme weather such as storms and floods may result in financial loss and cause physical damage to infrastructure of our plants.

Subject to national carbon neutrality policy, several Chinese provinces, including Guangdong and Jiangsu suffered severe electricity supply shortages since late September 2021. The PRC government imposed power cuts and rationing on industrial enterprises and even residences. In this connection, both Injection Moulding Machine Business and Extrusion Machine Business implemented a series of measures to ensure orderly production and align with national carbon reduction strategies. All production workers were staggered working hours. Other employees work in office with natural light during daytime and elevators, air conditioners, water heaters and other non-essential electrical facilities were also suspended operations.

In 2021, Jiangsu Machinery has set up a power consumption monitoring system to the waste gas treatment facilities to monitor all waste gas emissions and ensure air, GHG and other pollutants' emissions are in compliance with the standard requirements as set out by the PRC environmental regulatory authority. Donghua Machinery has set up a volatile organic compounds ("VOCs") waste gas catalytic combustion equipment at waste gas treatment facilities to reduce VOCs significantly and ensure emissions in accordance with the relevant environmental laws and regulations. Both injection moulding machines manufacturing plants, Donghua Machinery and Jiangsu Machinery use waterborne paint for a replacement of solvent borne paint to reduce the release of VOCs as well. Moreover, we engaged qualified inspection organizations to conduct inspection on waste gas treatment facilities for strengthening the maintenance of waste gas treatment facilities. Details of the data of air emissions is set out under the headings "Air Emissions" and "GHG Emissions".

### 氣候變化和溫室氣體及其他污染物排放

氣候變化有可能令我們的業務營運受到明顯影響，氣溫上升或會導致用於製冷的電力消耗增加，風暴和洪水等極端天氣亦可能導致經濟損失，並且會對我們工廠的基礎設施造成實質損壞。

受國家碳中和政策的影響，自二零二一年九月下旬以來，多個中國省份包括廣東和江蘇經歷了嚴重的電力供應短缺，中國政府對多地工業企業甚至住宅實施限電。有見及此，注塑機業務和擠出機業務均推行了一系列措施，確保工廠有序地進行生產及符合國家碳減排戰略。所有車間僱員均實行交錯工作時間上班，其他在辦公室工作的僱員白天使用天然採光工作，而電梯、空調、熱水器和其他非必要的電力設施也暫停使用。

於二零二一年，江蘇機械已在廢氣處理設施安裝用電管理監控系統以監測廠房所有廢氣排放，確保廢氣、溫室氣體和其他污染物的排放量符合中國環境監管機構的標準規定。而東華機械則在廢氣處理設施安裝揮發性有機化合物廢氣催化燃燒設備，有效減少廢氣和揮發性有機化合物排放，確保排放量符合有關環保法律和規定所定下的標準。東華機械及江蘇機械的注塑機製造廠房均有採用水性油漆代替油性油漆，均有助降低揮發性有機化合物的排放。此外，我們還委託合資格的檢測機構對廢氣處理設施及廢氣排放進行檢測，加強廢氣處理設施維護。廢氣排放數據的詳情載於以下「廢氣排放」及「溫室氣體排放」標題內。

### Sewage Discharge Management

The Group rigorously complies with the standards under the Environmental Quality Standard for Surface Water and Wastewater Quality Standards for Discharge to Municipal Sewers of the PRC to release of sewage to sewer. To reduce water consumption, a water recycling system was set up in the industrial paint booth both at Donghua Machinery and Jiangsu Machinery. During the spray painting process, we used water for paint dirt removal to keep the tanks and pumps of the paint booths clean. Water is filtered from the wash paint and recycled several times before being replaced. We engaged qualified disposal enterprises to dispose of industrial sewage properly and regular engages local environmental certifications organization to detect the pH value, chemical oxygen demand (COD), ammonia nitrogen, total amount of phosphorus, nitrogen etc. of industrial sewage in the sewer to ensure all emissions are in compliance with the standard requirements as set out by the PRC environmental regulatory authority. Water saving reminders were placed in our plants' kitchens and lavatories to remind employees to reduce water consumption.

### Waste Management

We have formulated a waste treatment procedure to collect, store and dispose of hazardous and non-hazardous wastes generated in production lines. We reported information on the generation, storage, transfer, utilization and disposal of hazardous wastes to the hazardous wastes monitoring system established by the PRC environmental regulatory authority timely and engaged qualified disposal enterprises in accordance with the Measures for the Management of Transfer of Hazardous Waste (《危險廢物轉移管理辦法》) and Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste to dispose of hazardous wastes properly. Most of the non-hazardous wastes, including kitchen wastes were disposed of by recycling enterprises for recycling and reusing. Further details in respect of the disposal of hazardous and non-hazardous wastes are illustrated in the heading of "Hazardous and Non-hazardous Wastes" in the ESG Report.

### 污水排放管理

本集團嚴格按照中國《地表水環境品質標準》及《污水排入城鎮下水道水質標準》的規定標準將污水在排放口排出。東華機械及江蘇機械均已在車間的工業噴漆房設立污水回收系統，藉以減少用水。在噴漆工序中，我們會用水清洗油漆污垢，以保持噴漆車間的水缸及水泵清潔，而系統可濾除水中的油漆污垢，淨化後的水會多次循環再才徹底更換。我們已聘用合資格的廢水處置企業對工業污水進行妥善處理，以及定期委託當地環保認證的公司檢測在排放口排出的工業污水酸鹼值、化學需氧量、氨氮、總磷及總氮，以確保所有排放物符合中國環境監管機構的標準規定。我們亦在工廠廚房及洗手間標貼溫馨提示，提醒僱員節約用水。

### 廢物管理

我們已建立一套廢物處理程序，以收集、貯存和處理在生產線上產生的有害及非有害廢物。根據《危險廢物轉移管理辦法》及《中國固體廢物污染環境防治法》，我們實時申報危險廢物的產生、貯存、轉移、利用和處置等信息至由中國環境監管機構建立的危險廢物監控系統，以及我們已聘用合資格的處置企業妥善處理有害廢物。而大部份非有害廢物，包括廚餘，則已交由回收企業進行回收和循環再用。有關處置有害及非有害廢物的進一步詳情請見本環境、社會及管治報告的「有害及非有害廢物」標題內。

### Air Emissions

The data of air emissions<sup>(1)</sup> of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 is as follows:

Air Emissions (kg) 廢氣排放 (千克)	2021	2020
Sulphur oxides (SO <sub>x</sub> ) 硫氧化物 (二氧化硫)	0.77	0.53
Nitrogen oxides (NO <sub>x</sub> ) 氮氧化物	198.50	104.27
Respiratory suspended particles (RSP) 懸浮顆粒	16.23	8.11
Total air pollutants 空氣污染物總量	215.50	112.91
Total air pollutants per million sales (kg/HK\$ million) 每百萬銷售額的空氣污染物總量 (千克/每百萬港元)	0.20	0.16

### 廢氣排放

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務的廢氣排放<sup>(1)</sup>相關數據如下：

- |   |   |
|---|---|
| <p>(1) The air emissions data are generated from petrol and diesel fuel combustion in vehicles and forklift, and the emissions factors are based on the EPD Vehicle Emission Calculation model and the United States Environmental Protection Agency's Vehicle Emission Modeling Software.</p> <p>(2) The amount of diesel for forklift of Jiangsu Machinery in 2020 has been restated, therefore the total amount of sulphur oxides (SO<sub>x</sub>) in 2020 has been restated accordingly.</p> <p>(3) In 2021, we reclassified the vehicle type for Donghua Machinery, therefore the amount of nitrogen oxides (NO<sub>x</sub>) and respiratory suspended particles in 2020 have been restated.</p> <p>(4) The total amount of air pollutants of 2021 increased when compared to that of 2020 attributable to the more frequent use of light goods vehicle of Injection Moulding Machine Business (whose emission factor adopted is far greater than the others) in 2021.</p> <p>(5) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of air emissions for 2020 in the above table did not include that business.</p> | <p>(1) 廢氣排放數據乃由汽車和叉車消耗汽油及柴油所產生，該等排放系數乃按照環保署汽車排放計算模型及美國環境保護署的Vehicle Emission Modeling Software汽車排放模型軟件計算。</p> <p>(2) 江蘇機械二零二零年叉車用柴油重新列述，因此二零二零年硫氧化物的總數量已重列。</p> <p>(3) 於二零二一年，我們對東華機械的汽車類別重新分類，故二零二零年氮氧化物及懸浮顆粒的總數量已重列。</p> <p>(4) 由於在二零二一年注塑機業務較常使用輕型貨車，而其所採用的排放系數遠遠大於其他排放系數，因此於二零二一年的空氣污染物總排放量對比二零二零年有所增加。</p> <p>(5) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年廢氣排放數據並不包括該業務。</p> |
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### GHG Emissions

The data of GHG emissions<sup>(1)</sup> of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 are as follows:

GHG Emissions (tonnes CO <sub>2</sub> -e) 溫室氣體排放 (噸二氧化碳當量)	2021	2020
Scope 1 Direct GHG Emissions <sup>(2)</sup> 範圍一 直接溫室氣體排放 <sup>(2)</sup>	202.55	199.26
Scope 2 Energy Indirect GHG Emissions <sup>(3)</sup> 範圍二 能源間接溫室氣體排放 <sup>(3)</sup>	4,632.38	4,606.70
Scope 3 Other Indirect GHG Emissions <sup>(4)</sup> 範圍三 其他間接溫室氣體排放 <sup>(4)</sup>	84.39	51.53
Total GHG Emissions (Scope 1+2+3) 溫室氣體排放總量 (範圍1+2+3)	4,919.32	4,857.49
Total GHG Emissions per million sales (tonnes CO <sub>2</sub> -e-HK\$ million) 每百萬銷售額的溫室氣體排放總量 (噸二氧化碳當量/每百萬港元)	4.52	6.90

### 溫室氣體排放

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務的溫室氣體排放<sup>(1)</sup>的相關數據如下：

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|---|--|
| <p>(1) GHG emissions were calculated based on Guidelines to Account for and Report on GHG Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 Edition) published by the EPD and EMSD, unless otherwise stated in the following notes.</p> <p>(2) Scope 1 emissions comprise vehicle fleet that run on petrol and diesel as well as our forklift that run on diesel, natural gas and HFC and PFC emissions from the use of refrigerants. GHG emissions factors were also calculated with reference to emission factors stated in the 2006 IPCC Guidelines for National GHG Inventories and Fifth Synthesis Report (2014) published by IPCC.</p> <p>(3) Scope 2 emissions are generated from the electricity consumption. Emissions were calculated with reference to emission factors stated in 2021 Sustainability Report of CLP Holdings Limited, and the PRC's Regional Power Grid Baseline of 2019 and Corporate GHG Emission Accounting Methods and Report Guidelines – Power Generation Facilities issued on 29 March 2021, published by the Ministry of Ecology and Environment of the PRC.</p> | <p>(1) 除非另有註明，溫室氣體排放量的計算是根據環保署及機電署編製的《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引(二零一零年版本)》。</p> <p>(2) 範圍一排放量涵蓋由車隊使用汽油、叉車使用柴油、天然氣及HFC和PFC製冷劑產生的排放。溫室氣體排放系數的計算亦參照了政府間氣候變化專門委員會發出的《二零零六年政府間氣候變化專門委員會國家溫室氣體清單指南》和第五次評估報告(二零一四年)載列的排放系數計算。</p> <p>(3) 範圍二排放量是由電力消耗所產生的排放。排放量是參照了中電控股有限公司《2021可持續發展報告》，以及中國生態環境部發表的《二零一九年度減排項目中國區域電網基準線排放因子》及於二零二一年三月二十九日發表的《企業溫室氣體排放核算方法與報告指南—發電設施》載列的排放系數計算。</p> |
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- (4) Scope 3 emissions are generated by paper consumption, water consumption and business travel by air. Emissions were calculated with reference to emission factors stated in 2019/20 Annual Report of Hong Kong Water Supplies Department, 2021 Sustainability Report of CLP Holdings Limited, the PRC's Regional Power Grid Baseline of 2019 and Corporate GHG Emission Accounting Methods and Report Guidelines – Power Generation Facilities issued on 29 March 2021, published by the Ministry of Ecology and Environment of the PRC, and ICAO.
- (4) 範圍三排放量涵蓋由耗紙量、耗水量及商務航空旅程所產生的排放。我們亦參照了香港水務署《二零一九至二零年年報》、中電控股有限公司《2021可持續發展報告》、中國生態環境部發表的《二零一九年度減排項目中國區域電網基準線排放因子》及於二零二一年三月二十九日發表的《企業溫室氣體排放核算方法與報告指南—發電設施》，以及國際民航組織載列的排放系數作計算。
- (5) The amount of diesel for forklift of Jiangsu Machinery in 2020 has been restated and we reclassified the vehicle type for Donghua Machinery, therefore the total amount of Direct GHG Emissions (Scope 1) has been restated accordingly.
- (5) 江蘇機械二零二零年叉車用柴油重新列述及我們對東華機械的汽車類別重新分類，因此二零二零年直接溫室氣體排放（範圍一）的總數量已重列。
- (6) Emissions from corporate fleet only include the transportation of employees as we do not have our own corporate fleet to transport/deliver our products to customers in Injection Moulding Machine Business and Extrusion Machine Business.
- (6) 由於注塑機業務及擠出機業務均沒有自己的車隊向客戶運輸／交付產品，故此車用汽油的排放量計算只包括接載僱員。
- (7) Since the production volume of Injection Moulding Machine Business in 2021 was increased, the total GHG Emissions was hence increased.
- (7) 由於二零二一年注塑機業務的產量增加，因此溫室氣體排放總量有所增加。
- (8) The GHG emission for purchased electricity in 2020 was calculated with reference to the PRC's Regional Power Grid Baseline of 2019 published by the Ministry of Ecology and Environment of the PRC, and the GHG emission for purchased electricity in 2021 was calculated with reference to national grid average emission factors from Corporate GHG Emission Accounting Methods and Report Guidelines – Power Generation Facilities published by the Ministry of Ecology and Environment of the PRC on 29 March 2021.
- (8) 二零二零年購買電力的溫室氣體排放根據中國生態環境部發表《二零一九年度減排項目中國區域電網基準線排放因子》計算，而二零二一年購買電力的溫室氣體排放則根據中國生態環境部於二零二一年三月二十九日發表的《企業溫室氣體排放核算方法與報告指南—發電設施》的全國電網平均的排放因子計算。
- (9) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of GHG emissions for 2020 in the above table did not include that business.
- (9) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年溫室氣體排放數據並不包括該業務。

**Measures have been taken to Mitigate Emissions, Energy Use and Water Efficiency Initiatives, and Results Achieved**

We have implemented a number of energy saving measures such as using energy efficient equipment and reducing electricity, water and paper consumption in offices and plants to mitigate emissions. We have taken the following actions for the efficient use of resources in the production lines:

- (1) Using waterborne paint for a replacement of waterborne paint to reduce activated carbon produced and release of VOCs in the production lines in Injection Moulding Machine Business;
- (2) Using new Enterprise Resource Planning (ERP) system to achieve paperless office; and
- (3) Delivering products with minimal packaging.

Moreover, an old diesel forklift was replaced with an electric forklift, leading to a potential reduction of GHG emissions per year. We plan to further phase out three diesel forklift in the next year.

The Group has also implemented energy saving measures in offices as stated under the heading "The Environment and Natural Resources" in the ESG Report. With our concerted efforts in 2021, the total amount of water consumption of Hong Kong Headquarters decreased by 7.18% when compared to that of 2020. We aim to reduce 2% of our energy intensity by 2024, compared with 2019 baseline.

**已採取減少排放、能源使用及用水效益的措施和取得的成果**

為減低排放量，我們已在辦公室及工廠實施多項節能措施，例如使用節能設備，減少辦公室和工廠的電力、水和紙張的消耗。我們在生產線上採取以下行動以有效地使用資源：

- (1) 於注塑機業務的生產線上使用水性油漆代替油性油漆，以降低活性碳產生和揮發性有機化合物的釋放；
- (2) 使用新企業資源規劃系統，實現無紙化辦公室；及
- (3) 用最少的包裝交付產品。

此外，我們更換了一台電動叉車以取代原有的柴油叉車，從而減少每年溫室氣體排放量。我們計劃明年進一步更換三台柴油叉車。

本集團亦在辦公室實施列於本環境、社會及管治報告內標題為「環境及天然資源」的節能措施。我們於二零二一年齊心協力，香港總部的總用水量較二零二零年下降7.18%。我們期望在二零二四年前將能源密度減少2%（以二零一九年數據作比較）。

### Hazardous and Non-hazardous Wastes

The hazardous and non-hazardous wastes discharged of by Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 are as follows:

### 有害及非有害廢物

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務產生的有害及非有害廢物如下：

#### Injection Moulding Machine Business and Extrusion Machine Business

#### 注塑機業務及擠出機業務

Types of Hazardous Wastes (tonne) 有害廢物類型 (噸)	2021	2020
<b>Solid wastes 固體廢物</b>		
Wasted oil containers 廢油桶	7.58	6.72
Wasted oil paint containers 廢油漆桶	3.18	4.10
Others (e.g. waste filter, activated carbon and waste paint residue) 其他 (如廢過濾棉、活性碳、廢漆渣、油漆渣)	7.34	6.13
<b>Total solid wastes 固體廢物總量</b>	<b>18.10</b>	16.95
Total solid wastes per million sales (tonne/HK\$ million) 每百萬銷售額的固體廢物總量密度 (噸/每百萬港元)	0.02	0.02
<b>Liquid wastes 液體廢物</b>		
Waste oil 廢油	5.90	5.67
Industrial sewage 工業污水	305.49	278.58
<b>Total liquid wastes 液體廢物總量</b>	<b>311.39</b>	284.25
Total liquid wastes per million sales (tonne/HK\$ million) 每百萬銷售額的液體廢物總量密度 (噸/每百萬港元)	0.29	0.40

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| <p>(1) In accordance with the List of National Hazardous Wastes formulated by the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste, all the captioned wastes we have recorded are defined as hazardous wastes.</p> | <p>(1) 根據《中國固體廢物污染環境防治法》制定的「國家危險廢物名錄」規定，上述所有我們有記錄的廢物被定義為有害廢物。</p>      |
| <p>(2) Most of hazardous wastes amount increased in 2021 when compared with that of 2020. All the hazardous wastes generated were disposed of properly by those qualified disposal contractors to mitigate the impact on the environment.</p>        | <p>(2) 於二零二一年大部份有害廢物數量較二零二零年增加。所有產生的有害廢物會交由合資格處置承辦商妥善處理，以減少對環境的影響。</p> |
| <p>(3) Since the production volume of Injection Moulding Machine Business in 2021 was increased, most of the amount of hazardous wastes were hence increased.</p>  | <p>(3) 由於二零二一年注塑機業務的產量增加，因此大部份有害廢物數量有所增加。</p>                          |



(4) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of hazardous wastes for 2020 in the above table did not include that business.

(4) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年有害廢物數據並不包括該業務。

### Injection Moulding Machine Business and Extrusion Machine Business

### 注塑機業務及擠出機業務

Types of Non-hazardous Wastes (tonne) 非有害廢物類型 (噸)	2021	2020
Paper wastes 廢紙	24.17	26.43
Plastics 塑膠	4.58	4.54
Metallic wastes 金屬廢物	833.01	881.59
Others wastes 其他廢物	363.82	213.21
Kitchen wastes 廚餘	22.50	20.80
Total non-hazardous wastes 非有害廢物總量	1,248.08	1,146.57
Total non-hazardous wastes per million sales (tonne/HK\$ million) 每百萬銷售額的非有害廢物總量 (噸/每百萬港元)	1.15	1.63

(1) All the captioned non-hazardous wastes are defined as non-hazardous wastes in accordance with the List of National Hazardous Wastes formulated by the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste.

(1) 上述界定為非有害廢物乃根據《中國固體廢物污染環境防治法》制定的「國家危險廢物名錄」規定被定義為非有害廢物。

(2) Most of non-hazardous wastes amount increased in 2021 when compared with that of 2020. Most of non-hazardous wastes amount increased in 2021 when compared with that of 2020. Most of the non-hazardous wastes generated were disposed of properly by those qualified contractors to mitigate the impact on the environment.

(2) 於二零二一年大部份非有害廢物數量較二零二零年增加。大部份的非有害廢物會交由合資格承辦商妥善處理，以減少對環境的影響。

(3) In 2021 and 2020, the Hong Kong Headquarters did not produce any hazardous wastes. Hong Kong Headquarters arranges the disposal of paper waste to recycling enterprises for recycling or reusing.

(3) 於二零二一年及二零二零年，香港總部沒有產生任何有害廢物。香港總部一直把產生的廢紙交由回收企業回收或重用。

(4) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of non-hazardous wastes for 2020 in the above table did not include that business.

(4) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年非有害廢物數據並不包括該業務。

**Hong Kong Headquarters**

**香港總部**

Types of Non-hazardous Wastes (kg) 非有害廢物類型 (千克)	2021	2020
Paper wastes collected for recycling 回收廢紙	1,105	967

(1) In 2021 and 2020, Hong Kong Headquarters did not produce any hazardous wastes.

(1) 於二零二一年及二零二零年，香港總部沒有產生任何有害廢物。

(2) Paper wastes collected for recycling included shredded paper and old newspapers.

(2) 回收廢紙包括紙碎及舊報紙。

**Disposal and Reduction Initiatives of Hazardous and Non-hazardous Wastes, and Results Achieved**

**處置及減少有害和非有害廢物的行動和取得的成果**

The Group has entered into contracts with qualified disposal enterprises in respect of the disposal of the waste oil, industrial sewage, waste paint residue, waste oil containers, waste paint containers and activated carbon. These hazardous wastes generated in production lines of the Injection Moulding Machine Business and Extrusion Machine Business were reported to the hazardous wastes monitoring system established by the PRC environmental regulatory authority and disposed of properly by those qualified disposal enterprises in accordance to the Standard for Pollution Control on Hazardous Waste Storage regulated in the PRC. The Group also has entered into contracts with recycling enterprises in respect of the disposal of the non-hazardous wastes, such as scrapped cast iron, scrap, scrapped iron and steel, scrapped aluminum sheets and wasted electrical wires plastics and wood for recycling or reusing. In the past, Hong Kong Headquarters have arranged the disposal of paper waste to recycling enterprises for recycling or reusing, and also donated some computer equipment to the Caritas Computer Workshop, details of which are set out under the heading “Caring for the Environment” in the ESG Report. We set a target to reduce office paper consumption by 5% by 2024, as compared to the 2019 baseline.

本集團與合資格的處置企業訂立合約處置廢油、工業污水、廢油漆渣、廢油桶、廢油漆桶及活性碳，該等由注塑機業務及擠出機業務的生產線上所產生的有害廢物會根據中國《危險廢物貯存污染控制標準》的規定申報至由中國環境監管機構建立的危險廢物監控系統及交由合資格的處置企業妥善處理。本集團亦有與回收企業訂立合約處置非有害廢物，例如：廢鑄鐵和鑄鐵屑、邊角料、廢鋼鐵屑、廢鋁板、廢電線、廢塑料及廢木材。在過去，香港總部把產生的廢紙交由回收企業回收或重用，亦有轉贈電腦設備予明愛電腦工場，詳情載列於本環境、社會及管治報告內標題為「愛護環境」內。我們的目標是在二零二四年前將辦公室用紙量減少5%（以二零一九年數據作比較）。

## USE OF RESOURCES

The Group has implemented various measures to reduce the use of water, papers and electricity consumption in our plants and office and has been encouraging employees to have practices for energy and resources conservation. Details of the green measures are set out under the heading “The Environment and Natural Resources” in the ESG Report.

### Direct and Indirect Energy Consumption

The direct and indirect energy consumption data<sup>(1)</sup> of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 is as follows:

Energy Consumption (GJ) 能源消耗 (千兆焦耳)	2021	2020
Direct energy consumption 直接能源耗量		
Petrol fuel – vehicle fleet 汽油燃料—車隊	732.11	367.23
Diesel fuel – vehicle fleet 柴油燃料—車隊	72.90	48.55
Diesel fuel – forklift <sup>(3)</sup> 柴油燃料—叉車 <sup>(3)</sup>	1,031.76	840.07
Natural gas 天然氣	928.82	979.35
Indirect energy consumption 間接能源耗量		
Electricity <sup>(2)</sup> 電力消耗 <sup>(2)</sup>	27,563.99	21,115.15
Total energy consumption 能源總耗量	30,329.57	23,350.34
Total energy consumption per million sales (GJ/HK\$ million) 每百萬銷售額的能源總耗量 (千兆焦耳/每百萬港元)	27.89	33.16

(1) Energy consumption data was measured based on the amount of electricity, and fuels and gas consumed and energy conversion factors had taken reference from the Bioenergy Feedstock Development Program at Oak Ridge National Laboratory and a Beginner’s Guide to Energy and Power, an article submitted by N Packer, Staffordshire University, UK, February 2011.

## 資源使用

本集團在工廠及辦公室實施措施減少用紙和水以及電力的消耗，以及鼓勵員工養成節約能源和資源的習慣。節能措施之詳情載列於本環境、社會及管治報告內標題為「環境及天然資源」內。

### 直接及間接能源耗量

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務的直接和間接能源消耗數據<sup>(1)</sup>列示如下：

(1) 能源消耗量數據乃依據耗電和燃料及氣體數量計算及能源轉換系數是參考橡樹嶺國家實驗室(Oak Ridge National Laboratory)的生物能源材料再生發展計劃(Bioenergy Feedstock Development Program)及由英國斯塔福德郡大學 N Packer於二零一一年二月提交的《a Beginner’s Guide to Energy and Power》文章。

- |   |  |
|---|--|
| <p>(2) In the past, the office of Hong Kong Headquarters co-used with a wholly-owned subsidiary which engages industrial consumables trading business (the "Industrial Consumables Trading Business"). We consider sub-meter for individual office is not feasible. Hence, the data electricity consumption of Hong Kong Headquarters was included Industrial Consumables Trading Business.</p> | <p>(2) 過去，香港總部與一間從事工業消耗品之貿易業務（「工業消耗品貿易業務」）的全資附屬公司共用一個辦公室。我們認為，為個別辦公室分錶並不可行。因此，香港總部的用電量的數據包括了工業消耗品貿易業務。</p> |
| <p>(3) The amount of diesel for forklift of Jiangsu Machinery in 2020 has been restated, therefore the total direct energy consumption has been restated accordingly.</p>   | <p>(3) 江蘇機械二零二零年叉車用柴油重新列述，因此二零二零年直接能源耗量的總耗量已重列。</p>  |
| <p>(4) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of direct and indirect energy consumption for 2020 in the above table did not include that business.</p>  | <p>(4) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因上表的二零二零年直接和間接能源消耗數據並不包括該業務。</p>                                      |

### Water Consumption

The water consumption data of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 is set out as follows:

Water Consumption (m <sup>3</sup> ) 耗水量 (立方米)	2021	2020
Total water consumption 總耗水量	65,785.00	48,131.00
Total water consumption per million sales (m <sup>3</sup> /HK\$ million) 每百萬銷售額的總耗水量 (立方米/每百萬港元)	60.49	68.34

### 耗水量

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務的耗水量數據列示如下：

- |   |  |
|---|--|
| <p>(1) In the past, the office of Hong Kong Headquarters co-used with a wholly-owned subsidiary which engages Industrial Consumables Trading Business where both the water supply and discharge of are solely controlled by the property management. We consider sub-meter for individual office is not feasible. Hence, only the data regarding drinking water which included Industrial Consumables Trading Business was collected.</p> | <p>(1) 過去，香港總部與一間從事工業消耗品之貿易業務的全資附屬公司共用一個辦公室。我們認為，為個別辦公室分錶並不可行，而該辦公室的供水和排水為物業管理處自行控制，因此，香港總部的只收集飲用水之數據，其中也包括了工業消耗品貿易業務。</p> |
| <p>(2) The data of amount of water is quoted by the water consumed as stated in the bills received.</p>   | <p>(2) 耗水量數據乃根據收到的水費單所列的耗水量計算。</p>   |

(3) The water consumption of the Hong Kong Headquarters and Injection Moulding Machine Business decreased compared to 2020 if excluding the water consumption Extrusion Machine Business in 2021. This reflected the effectiveness of the usage of water in 2021.

(4) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of water consumption for 2020 in the above table did not include that business.

(3) 撇除二零二一年擠出機業務的耗水量，香港總部和注塑機業務的耗水量比二零二零年有所減少，這反映二零二一年有效地用水。

(4) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年耗水量數據並不包括該業務。

### Packaging Materials for Finished Products

Our finished products would be packed by stretch films properly so as to avoid any damage during transportation. Since the production volume of Injection Moulding Machine Business in 2021 was increased, the amount of stretch films was hence increased. The data of packaging materials for respective Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 are as follows:

### 製成品所用包裝材料

我們的製成品會用拉伸膜妥善包裝，以避免在運輸過程中有任何損壞。由於二零二一年注塑機業務的產量增加，因此拉伸膜用量有所增加。截至二零二一年及二零二零年十二月三十一日止年度的注塑機業務和擠出機業務包裝材料數據分別列示如下：

#### Injection Moulding Machine Business

#### 注塑機業務

Type of Packaging Materials (tonne) 包裝材料類型 (噸)	2021	2020
Stretch films 拉伸膜	15.23	13.68
Total stretch films per million sales (tonne/HK\$ million) 每百萬銷售額的拉伸膜總數量 (噸/每百萬港元)	0.02	0.02

#### Extrusion Machine Business

#### 擠出機業務

Type of Packaging Materials (tonne) 包裝材料類型 (噸)	2021
Stretch films 拉伸膜	2.00
Total stretch films per million sales (tonne/HK\$ million) 每百萬銷售額的拉伸膜總數量 (噸/每百萬港元)	0.01
Metallic pallets 金屬托盤架	25.00
Wooden box and wooden pallets 木箱和木托盤架	10.00
Total wooden box and metallic and wooden pallets per million sales (tonne/HK\$ million) 每百萬銷售額的木箱、以及金屬和木托盤架總數量 (噸/每百萬港元)	0.16

- |  |  |
|--|--|
| <p>(1) Since the production volume of Injection Moulding Machine Business in 2021 increased as compared to that of the last year, the amount of stretch films used increased accordingly.</p>  | <p>(1) 由於在二零二一年注塑機業務的產量比去年增加，拉伸膜使用的數量因而增加。</p>                       |
| <p>(2) Notwithstanding the increase of sales of Injection Moulding Machine Business in 2021, the total packaging materials per million of sales of Injection Moulding Machine Business did not increase. This reflected the effectiveness of the usage of packaging materials in 2021.</p> | <p>(2) 儘管注塑機業務的產量於二零二一年有增長，惟每百萬銷量的包裝材料總數量沒有增加，這反映二零二一年有效地使用包裝材料。</p> |
| <p>(3) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of packaging materials for 2020 in the above table did not include that business.</p>  | <p>(3) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年包裝材料數據並不包括該業務。</p>    |

## THE ENVIRONMENT AND NATURAL RESOURCES

We aware that our business would have an impact on the environmental and natural resources. Hence, we must implement various measures in our plants and offices to reduce carbon footprint and environmental impact. Continuing to the idea of “go green” in our offices, we encourage all employees to implement the following green measures:

## 環境及天然資源

我們明白到我們的業務對環境和自然資源帶來影響，因此我們必須在工廠和辦公室實施各項措施，以減少碳足跡及減低對環境的影響。我們持續在辦公室推廣環保信息，我們鼓勵全體僱員採取下列環保措施：

<p>Electricity 電力</p>	<ul style="list-style-type: none"> <li>• Energy saving labels are placed on all electrical appliances and light switches to remind employees to conserve energy. 在所有電器及電燈開關掣貼上節約能源標籤，提醒僱員節約能源。</li> <li>• To reduce electricity consumption, all computers are set to auto energy-saving mode. 將電腦設定為自動節能模式，節約用電。</li> <li>• Employees are reminded to switch off all lighting, air conditioning and electrical appliances before leaving the workplace. 提醒僱員離開工作間時關掉所有電燈、冷氣及電器。</li> <li>• Lighting would be switched off during non-business hours, unless for safety and security purposes. 除因安全及保安理由，否則在非辦公時間內將關掉照明。</li> </ul>
<p>Water 水</p>	<ul style="list-style-type: none"> <li>• Water saving labels are in place to remind employees not to leave the tap running in the pantry. 張貼節約用水標籤，提醒僱員不要讓茶水間的水龍頭長期開著。</li> <li>• Strengthen the daily maintenance of water supply equipment. Employees should inform the maintenance company through Human Resources and Administration Department for carrying out repairing work promptly once water supply equipment is damaged. 加強供水設備的日常維護。一旦供水設備損壞，僱員會盡快透過人力資源及行政部通知維修公司進行維修工程。</li> </ul>

Waste 廢物	<ul style="list-style-type: none"> <li>Recycling bins are placed at the office to encourage employees to separate recyclables, such as paper, plastic and metal. 於辦公室擺放回收箱，鼓勵僱員分類回收，如廢紙、塑膠及廢金屬。</li> <li>Used envelopes, folders and eco-friendly reusable bags are collected in recycling bins for employees to reuse. 設置回收箱收集舊信封、文件夾及環保袋供僱員再用。</li> </ul>
Office Equipment 辦公室設備	<ul style="list-style-type: none"> <li>Employees are encouraged to purchase environment-friendly stationery and office equipment as a priority. Stop purchasing stationery and office equipment with potential adverse environmental impact. 鼓勵僱員優先採購環保文具及辦公室設備，不再購買對環境造成潛在損害的文具及辦公室設備。</li> <li>Affix "Save Energy" stickers near the main switches as a reminder to our employees. 在主要電源開關掣附近會貼上「節約能源」的標籤，以向僱員作出提示。</li> </ul>
Air-conditioning 空調	<ul style="list-style-type: none"> <li>Individual air-conditioner can be adjusted manually to suitable temperature. It is recommended to adjust the temperature of individual air-conditioner to 24.5°C or above to save energy. 獨立空調能手動調節到合適的溫度，建議將獨立空調的溫度調節到24.5°C或以上，以節省能源。</li> <li>The last-man-out should check and switch off the air-conditioning of all areas of the office. Individual office users should check and ensure that the air-conditioner is turned off before leaving. 最遲離開辦公室的僱員應檢查並關掉辦公室所有區域的空調。獨立辦公室使用者應在離開前檢查並確保空調已關掉。</li> </ul>
Others 其他	<ul style="list-style-type: none"> <li>To reduce paper consumption, employees are encouraged to adjust document margins and font size before printing, use double-sided copying, and reduce colour printing. 鼓勵僱員打印前調校文件邊界和字型大小及採用雙面影印以減少用紙量和減少彩色打印。</li> <li>The Group's annual report is printed with environment-friendly (wood-free) paper. 採用環保紙品(無木紙品)印製本集團年報。</li> <li>Employees should reuse stationeries, e.g. paper clips, folders, binders and envelopes. 僱員會重用文具，例如紙夾、文件夾、活頁夾及信封。</li> <li>Use reusable utensils and refuse to use disposable cups, plates, forks and other utensils. 使用可重複使用的器具，並拒絕使用一次性杯子、盤子、叉子和其他器具。</li> </ul>

Through implementing the aforesaid measures, we believe that we can manage the negative impact on the environment and use resources effectively and efficiently to the greatest extent. We also continue to improve our environmental performance in our production lines by the installation of more environmental friendly machines.

通過實施以上措施，我們相信可以在最大程度上控制對環境帶來的負面影響，以及高效益地使用資源。我們亦會繼續在生產線上安裝更多環保機械，致力改善我們生產線上的環境績效。

## EMPLOYMENT

### Our People and Safety

Guided by our corporate philosophy of being “people-orientated, pragmatic and continuously learning”, the Group maintains a highly-efficient workforce with caring interpersonal relationships. Provision of safe and pleasant working environment to our staff and attracting talents are integral in supporting our sustainable growth. As a responsible manufacturer, we actively manage our supply chain to ensure that our suppliers adhere to the Group’s sustainable business practices and make every effort to safeguard product quality. Apart from minimizing environmental impacts, seeking ways to develop a caring society is also one of our commitments. We are honoured to be awarded the 15 Years Plus Caring Company Logo by the Hong Kong Council of Social Service’s Caring Company Scheme, in recognition of our having been a caring company for consecutive 15 years, and “Happy Company” by Promoting Happiness Index Foundation.



15 Years Plus Caring Company Logo  
 15年Plus「商界展關懷」標誌

To show our appreciation for employees’ commitment and dedication, the Group continues to organize the “Best Staff Award in 2021” to recognise outstanding performance and achievements of our employees.

### Celebrating Festive Seasons with Our Employees

While most of our activities were suspended considering the health concern during pandemic, we continue to celebrate festive seasons such as Mid-Autumn Festival, Mother’s Day and Father’s Day with our employees. We presented gifts to employees as a token of appreciation for their hard work over the year.



Fathers’ Day  
 父親節



Mothers’ Day  
 母親節

## 僱傭

### 我們的僱員及安全

「以人為本，務實進取，持續學習」是本集團恪守的企業價值觀，我們本著這套理念培育效率超卓的團隊，倡導同事之間互相關懷扶持。我們致力為僱員提供安全及愉快的工作環境，並廣泛吸納人才，為本集團的持續發展穩建磐基。作為負責任的製造商，本集團積極管理我們的供應鏈，確保供應商嚴格遵守本集團的可持續發展業務守則，並盡力保障產品質量。我們一方面努力減少對環境的影響，另一方面推廣社會各界關懷互助。本集團很榮幸再度榮獲香港社會服務聯會的「商界展關懷」計劃授予15年Plus標誌，以表彰我們連續15年獲得此嘉許，我們亦同時獲香港提升快樂指數基金授予「開心企業」殊榮。



“Happy Company” Certificate  
 「開心企業」證書

為感謝僱員辛勤致志地為本集團服務，我們繼續推出「二零二一年度優秀僱員獎」計劃，以嘉許僱員的卓越表現及成就。

### 與僱員一起慶祝節日

雖然我們的大多數活動於疫情期間暫停舉行，但我們繼續與僱員一起慶祝節日，如中秋節、母親節及父親節。我們向僱員贈送了禮物，以表示對他們一年來的辛勤工作的感謝。



### Management Systems for the Employees of the Group

The Group has prepared human resources policies, which are stipulated in employees' handbooks, notices, and codes of conduct in its business units. The said handbooks, notices and codes cover the area of relevant rules and regulations in respect of compensation and dismissal, recruitment and promotion, working hours, rest periods, and other benefits and welfare. Regulations and rules set out in those handbooks, notices, codes and systems are in line with the applicable laws and regulations in Hong Kong and the PRC, including the anti-discrimination ordinances (e.g. Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong)), Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Company Law of the PRC, Labour Law of the PRC, Labour Contract Law of the PRC, etc. During the year under review, there was no material breach of or non-compliance with those applicable laws and regulations by the Group.

### Compensation and Dismissal

We have formulated procedures in the employees' handbooks to deal with those employees who violate any regulations set out by the Group. An oral warning or written warning notice will be given or immediate dismissal will be imposed to those employees according to the level of severity of each case. The Company should consult Human Resources and Administration Department prior to the proposed dismissal of any employee so as to ensure the compliance with the legal requirements. We will pay sufficient compensation to those employees subject to the aforesaid laws and regulations.

### Working Hours and Rest Periods

The employees' handbooks and employment contracts have stated the working hours for employees. For employees who require to work on irregular hours or public holidays are offered overtime pay and additional compensation as defined in their employees' job description. The Group has complied with the relevant employment laws and regulations in respect of working hours and rest periods in Hong Kong and the PRC respectively.

### 本集團僱員管理制度

本集團已於其業務單位之僱員手冊、通告及行為守則內制定人力資源政策。上述之手冊、通告和守則的範圍涵蓋補償及解僱、招聘及晉升、工作時數、休息時間及其他利益及福利的相關法規及規則。該等僱員手冊、通告、守則和僱員管理制度所載的法規及規則乃根據香港及中國適用法律及法規，包括反歧視條例（例如《性別歧視條例》（香港法例第480章））、《僱傭條例》（香港法例第57章）、《僱員補償條例》（香港法例第282章）、《職業安全及健康條例》（香港法例第509章）、《中國公司法》、《中國勞動法》、《中國勞動合同法》等而編製。於本年度回顧，本集團並無重大違反或不遵守該等適用的法律及法規。

### 補償及解僱

我們已在僱員手冊明文制訂了處理違反本集團任何規例的僱員的程序。我們會視乎每宗個案的嚴重程度，向違規僱員發出口頭或書面警告，甚至即時解僱。本公司擬解僱任何僱員之前會諮詢人力資源及行政部，確保符合法律規定。我們將依上述法律及法例規定向解僱僱員支付應有的補償。

### 工作及休假時間

僱員手冊及僱傭合約均已列明僱員的工作時間。在非正常辦公時間或公眾假期上班的僱員可按工種支取超時補薪及額外補償。本集團分別遵守了香港和中國內地相關僱傭法律及法例內有關工作及休假時間的規定。

### Emolument Policies of the Directors and Employees

The emoluments of the Directors are decided by the remuneration committee of the Company having regard to individual's performance, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition. The emolument policy of the Group's employees is also based on their merit, qualifications and competence as well as the prevailing market condition of the industry. On the whole, remuneration packages, which include an element of discretionary bonuses, are reviewed annually. In addition to salary payments, other employee benefits including medical subsidies, in-patient hospitalization scheme and a defined contribution provident fund stipulated by State Regulators of the PRC, Mandatory Provident Fund Scheme stipulated by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and other retirement scheme or other similar defined contribution provident fund have been provided as retirement benefits to employees in Hong Kong and Mainland China. There are also other holiday benefits provided to the employees in Mainland China subject to the Labour Law of the PRC. The Group also offers employees various leave entitlements, including annual leave, marriage leave, maternity and paternity leave, bereavement leave, examination leave, sick leave and injury leave.

### Equal opportunity, Abuse and Harassment, and Recruitment and Promotion

The Group fosters a diverse and inclusion working environment and strictly prohibits any discrimination, harassment, victimisation or vilification in terms of age, gender, marital status, pregnancy, disability, family status or race, nationality or religion in the working environment for protection of human rights. Hence, procedures regarding recruitment, promotion and retention of talents are implemented according to the equal opportunity principles under the Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong), Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong) and Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong), Family Status Discrimination Ordinance (Chapter 527 of the Laws of Hong Kong), Law of the PRC on the Protection of Rights and Interests of Women and Law of the PRC on Protection of Disabled Persons.

### 董事及僱員酬金政策

董事的酬金由本公司薪酬委員會根據董事的個人表現、本集團的業績表現和盈利狀況、業界薪酬指標及當時市場環境釐定。本集團僱員的薪酬政策乃基於僱員個人的功績、資歷及能力和行業市場現況作考慮。僱員的薪酬待遇包括酌情發放的獎金，本公司每年均會檢討整體薪酬。除薪金支付外，其他僱員福利包括醫療津貼、住院津貼計劃及中國國家監管部門監管規定的定額供款公積金計劃、《強制性公積金計劃條例》(香港法例第485章)規定的強制性強積金計劃，及其他退休計劃或其他類似定額供款公積金計劃分別為香港及中國內地僱員提供僱員退休福利。此外，根據《中國勞動法》，在中國內地的僱員亦享有其他假期福利待遇，本集團同時為所有僱員提供各類休假，包括年假、婚假、產假及侍产假、喪假、考試休假、病假和工傷假。

### 平等機會、虐待與騷擾及招聘與晉升

本集團用心營造多元共融的工作環境。為保障人權，我們嚴禁在工作環境進行任何基於年齡、性別、婚姻狀況、懷孕、殘疾、家庭崗位或種族、國籍或宗教的歧視、騷擾、傷害或誹謗行為以保障人權，並就此按照《性別歧視條例》(香港法例第480章)、《殘疾歧視條例》(香港法例第487章)、《種族歧視條例》(香港法例第602章)、《家庭崗位歧視條例》(香港法例第527章)、《中國婦女權益保障法》及《中國殘疾人保障法》訂明的平等機會原則，實施招聘、晉升及挽留人才的程序。

Moreover, we have adopted the Policy for Nomination of a Director of the Company, setting out the procedures for the selection, appointment and re-appointment of Directors containing the selection criteria, including but not limited to considering the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.

### Personal Data Privacy

The Group respects personal data privacy and is committed to implement and comply with the data protection principles and all relevant provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and codes of practice and guidelines issued by the Office of the Privacy Commissioner for Personal Data, Hong Kong, for the collection of personal data from employees for the purpose of provision of welfare, compensation, salary payments, performance assessment, promotion etc.

### Diversity and Gender Mainstreaming

The Board has adopted a board diversity policy to attract and retain talented people as board members, mainly increasing diversity at the Board level, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as an essential element in supporting the attainment of the Company's objectives and its sustainable development. A summary regarding the board diversity policy and measurable objectives can refer to the heading of "The Board" of the section "Corporate Governance Report" on pages 53 to 56 of the 2021 annual report of the Company.

此外，我們已採納本公司董事提名政策，訂明甄選、委任和續任董事的程序及甄選標準，包括但不限於考慮董事候選人的資格、技能、經驗、獨立性和性別多元性對董事會的貢獻。

### 個人資料私隱

本集團尊重個人私隱並承諾實施和遵守保障資料原則，以及《個人資料(私隱)條例》(香港法例第486章)的所有相關規定及香港個人資料私隱專員公署發出的實務守則及指引，以收集僱員的個人資料，用於向他們提供福利、補償、薪酬支付、表現評核和晉升等範疇上。

### 多元化及性別主流化

董事會採納一套董事會成員多元化政策，用以吸引和保留住優秀人才成為董事會成員，主要是提高董事會層面的多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，作為實現本公司目標和可持續發展的重要因素。有關董事會成員多元化政策及可計量目標的概要可參閱本公司二零二一年年報第53至56頁「企業管治報告」章節中「董事會」標題。

**Total Workforce and Employee Turnover Rate by Gender, Employment Type, Age Group and Work Location**

Total workforce by gender, employment type, age group and work location of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 are as follows:

**按性別、僱傭類型、年齡組別及工作地點的僱員總數和僱員流失比率**

截至二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務按性別、僱傭類型、年齡組別及工作地點劃分的僱員總數如下：

<b>Number of Employees 僱員人數</b>	<b>2021</b>	<b>2020</b>
Total number of employees 僱員總數	<b>699</b>	516
By gender 按性別劃分		
Male 男	<b>596</b>	431
Female 女	<b>103</b>	85
By employment type 按僱傭類型劃分		
Full time 全職	<b>698</b>	515
Part-time 兼職	<b>1</b>	1
By age group 按年齡組別劃分		
30 or below 三十歲或以下	<b>119</b>	75
31 to 50 三十一歲至五十歲	<b>447</b>	339
Over 50 五十歲以上	<b>133</b>	102
By work location 按工作地點劃分		
Hong Kong 香港	<b>28</b>	31
Mainland China 中國內地	<b>671</b>	485

(1) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of total workforce by gender, employment type, age group and work location for 2020 in the above table did not include that business.

(1) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年按性別、僱傭類型、年齡組別及工作地點的僱員總數的數據並不包括該業務。

The number and rate of employee turnover by gender, employment type, age group and work location of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years ended 31 December 2021 and 2020 are as follows:

截止二零二一年及二零二零年十二月三十一日止年度，香港總部、注塑機業務及擠出機業務按性別、僱傭類型、年齡組別及工作地點劃分的僱員流失人數及流失率如下：

Number of Employee Turnover (%) 僱員流失人數 (百分比)	2021	2020
Total employee turnover 僱員流失總數	<b>85 (12.16%)</b>	76 (14.73%)
By gender 按性別劃分		
Male 男	<b>76 (12.75%)</b>	63 (14.62%)
Female 女	<b>9 (8.74%)</b>	13 (15.29%)
By employment type 按僱傭類型劃分		
Full time 全職	<b>85 (12.18%)</b>	75 (14.56%)
Part-time 兼職	<b>0 (0%)</b>	1 (100%)
By age group 按年齡組別劃分		
30 or below 三十歲或以下	<b>45 (37.82%)</b>	23 (30.67%)
31 to 50 三十一歲至五十歲	<b>33 (7.38%)</b>	42 (12.39%)
Over 50 五十歲以上	<b>7 (5.26%)</b>	11 (10.78%)
By work location 按工作地點劃分		
Hong Kong 香港	<b>3 (10.71%)</b>	8 (25.81%)
Mainland China 中國內地	<b>82 (12.22%)</b>	68 (14.02%)

(1) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of the number and rate of employee turnover by gender, employment type, age group and work location for 2020 in the above table did not include that business.

(1) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年按性別、僱傭類型、年齡組別及工作地點劃分的僱員流失人數及流失率的數據並不包括該業務。

## HEALTH AND SAFETY

Workplace health and safety is priority issue and we are committed to maintain a safe, healthy and productive workplace for its employees. We provide orientation training and ongoing safety trainings to our employees, in particular to those who worked at workshops and production lines of the plants to raise employees' awareness of work safety and help mitigate the risk of accidents.

Both Injection Moulding Machine Business and Extrusion Machine Business have formulated various production safety regulations, which provide clear guidelines on handling personal injuries and operating equipment accidents in case of occurrence, handling dangerous chemicals and operating machines in accordance with the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Law of the PRC on Prevention and Treatment of Occupational Diseases (《中國職業病防治法》), and Production Safety Laws of the PRC (《中國安全生產法》). A safety production committee made up of safety officers has been put in charge of monitoring and managing safety initiatives and preventing workplace accidents to monitor and reduce the risk of occupational diseases.

The Group continues to focus on providing production safety training for employees to raise employees' awareness of occupational safety and provide them physical body check annually. They have to take and/or wear full set occupational protective equipment provided by the Group when they are handling dangerous chemicals or operating machines to protect their health and safety. They should check if the operating machines or equipment are in order and safe before use. All the operating machines and equipment have been inspected regularly to ensure safety.

## 健康與安全

保障工作間健康與安全是我們優先關注的任務，我們承諾為僱員維持一個安全、健康、具生產力的工作地點。我們為工廠，特別是於車間和生產線上工作的僱員提供入職培訓及持續的安全訓練，以提高員工的安全意識，有助於降低發生事故的風險。

注塑機業務及擠出機業務均遵照《職業安全及健康條例》(香港法例第509章)、《中國職業病防治法》及《中國安全生產法》制訂各種生產安全規章制度，對處理工傷及操作設備時發生的事故、處理危險化學品及操作機器等提供清晰的指引。我們設有由安全管理人員組成的安全生產委員會，專責監察及管理安全措施和預防工傷意外，以監督和降低罹患職業病的風險。

本集團將繼續以僱員的安全生產培訓作為重點工作，提高僱員的職業安全意識，並每年為每位僱員提供身體檢查。僱員處理危險化學品或操作機器時必須佩戴及／或穿上本集團提供的全套工作防護設備，以保護他們的健康和安全。他們在使用機器或設備前需檢查該等機器或設備是否操作正常及安全。所有的機器和設備均須通過定時檢查以確保安全。

The Group has regulated that all new employees in Mainland China must take production safety trainings before taking up their duties. Employees who have special job duties, such as electricians, cranes, welders, forklift operators etc., must follow the operation safety rules. We also provide trainings to Hong Kong and the PRC employees, aiming to deliver a message of the importance of occupational health and safety in offices. Apart from providing intensive trainings to employees, we have also arranged complimentary annual body check for all employees at manufacturing sites to ensure their health and well-being.

Our employees' safety and health remain our first priority. We have established and updated from time to time a number of preventive measures to ensure health and wellness of our employees, such as implementing work from home arrangement occasionally, enhancing cleaning and disinfection of premises, providing hand sanitisers, measuring body temperature for all employees and visitors at the workplace, minimizing business travel and attending virtual meetings instead of face-to-face meetings as far as practicable since the outbreak of COVID-19.

#### Number and Rate of Work-related Fatalities and Lost Days due to Work Injury

Pursuant to Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), the Company should have a policy of insurance to cover its legal liabilities for work-related injuries in Hong Kong under both the Ordinance and common law. All employees working at the PRC are protected from work injury and work-related disease under China's social security system. If an employee has suffered from work-related injury, fatalities or disease in his/her course of employment, we must report in writing to the Labour Department of Hong Kong or Ministry of Human Resources and Social Security of the PRC within the period stipulated by the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Regulation on Work-Related Injury Insurances (《工傷保險條例》) of the PRC and The State Council of the PRC.

本集團已規定國內所有新入職的僱員在上崗前必須先進行安全生產培訓。任職特殊工種的僱員，如電工、起重機操作員、焊工、叉車工等則必須遵守安全操作規則工作。我們亦向香港及中國內地的僱員提供培訓，旨在向他們傳達辦公室職業健康和安全性的重要性。除為僱員提供深造培訓外，我們每年亦為生產基地的全體僱員提供免費體檢，確保他們身心健康。

本集團一直以員工的安全與健康為優先考慮。自2019新型冠狀病毒爆發以來，我們已制定及不定時更新多項預防措施以確保僱員的健康和福祉，例如按情況實施在家工作、加強工作場所清潔和消毒、在工作場所提供洗手液、測量僱員和訪客的體溫、減少出行公幹及盡可能參加虛擬會議而非面對面會議。

#### 與工作有關的死亡的人數及比率以及因工傷而損失的工作日數

根據《僱員補償條例》(香港法例第282章)，本集團必須為僱員投購僱員補償保險，以承擔其在該條例及普通法下對在香港發生的工傷的法律責任。所有中國內地的僱員均受到根據中國社會保障系統涵蓋工傷和與工作有關的疾病的保護。如僱員在工作期間遭遇與工作有關的受傷、死亡或疾病，我們必須按《職業安全及健康條例》(香港法例第509章)或中國《工傷保險條例》及中國國務院規定的期限內，以書面形式向香港勞工處或中國人力資源和社會保障部報告。

	2021	2020	2019
Number (rate) of work-related fatalities 與工作相關的致命意外宗數 (比率)	– (0%)	– (0%)	– (0%)
Number of employee’s occupational injury incidents 僱員工傷事故宗數	9	9	3
Number of working days lost due to employee’s occupational injury incidents 僱員因工傷損失工作日數	275	260.5	275

- (1) The reporting scope of 2019 and 2020 ESG reports did not cover Extrusion Machine Business. Therefore, the number and rate of work-related fatalities and lost days due to work injury for 2019 and 2020 in the above table did not include that business.
- (2) Reportable injuries refer to work-related accidents of employees resulting in incapacity for a period exceeding 3 days in Hong Kong under the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) and the days as defined under the Regulation on Work-Related Injury Insurances in the PRC.

- (1) 二零一九年及二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零一九年及二零二零年與工作相關的致命意外宗數及損失工作日數的數據並不包括該業務。
- (2) 須予報告的工傷是指僱員因工作相關意外，按《僱員補償條例》(香港法例第282章) 導致無法工作超過三天及按中國《工傷保險條例》所界定的天數。

### Compensation for Work Injuries

The Group complies with the laws, rules and regulations in relation to compensation for work injuries or occupational diseases in Hong Kong and the PRC, which include the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Compensation Standard for Work Injury (《工傷賠償標準》), Regulation on Work-Related Injury Insurances (《工傷保險條例》), Social Insurance Law of the PRC and Regulation on Work-Related Injury Insurance in Guangdong Province (《廣東省工傷保險條例》) to pay compensation to employee who has suffered from work-related injuries or work-related diseases.

### 工傷賠償

本集團遵守香港及中國內地與工傷或職業病賠償有關的法律、法規和條例，包括《僱員補償條例》(香港法例第282章)、《工傷賠償標準》、《工傷保險條例》、《中國社會保險法》及《廣東省工傷保險條例》向遭受工傷或得到與工作相關的疾病的僱員支付補償。



### Development and Training

The Group provides all Directors and employees of the Company with continuous development training programmes/courses which are designed to enhance their technical skills in production and management, and professional skills and knowledge. Thus, the Group has adopted training course management policies which set out training structures to provide internal and external training programmes/courses to different levels of employees of the Group, such as at managerial grade or above, general staff and frontline production workers. These training programmes/courses offered to employees include orientation training, on-the-job training, safety education, on-site training, simulative practice, vocational training.

### The Percentage of Employees Trained and Average Training Hours Completed per Employee by Gender and Employee Category

As at 31 December 2021 and 2020, the percentage of employees trained by gender and employee category of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business are as follows:

Percentage of Employees Trained 接受培訓僱員百分比	2021	2020
Percentage of employees trained 接受培訓僱員百分比	96.42%	92.64%
Percentage of employees who received trainings by gender 按性別劃分接受培訓僱員百分比		
Male 男	96.14%	91.88%
Female 女	98.06%	96.47%
Percentage of employees who received trainings by employee category 按僱員類別劃分接受培訓僱員百分比		
Senior level 高級人員	51.85%	88.89%
Middle level 中級人員	54.93%	79.31%
General staff 一般職級僱員	103.33%	94.55%

(1) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of percentage of employees trained by gender and employee category for 2020 in the above table did not include that business.

### 發展及培訓

本集團致力向董事及僱員提供持續發展培訓計劃／課程以提升他們在生產和管理方面的技術能力，以及專業技能和知識。因此，本集團採納了培訓課程管理政策，為本集團不同級別的僱員，包括管理層或以上、一般僱員和前線生產人員提供內部及外部培訓計劃／課程，該等培訓計劃／課程包括入職培訓、在職培訓、安全教育、現場培訓、模擬實習、職能培訓等。

### 按性別及僱員類別劃分的受訓僱員百分比及每名僱員完成受訓的平均時數

於二零二一年及二零二零年十二月三十一日止，香港總部、注塑機業務及擠出機業務按性別及僱員類別劃分的受訓僱員百分比如下：

(1) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年按性別及僱員類別劃分的接受培訓僱員百分比的數據並不包括該業務。

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)**  
**環境、社會及管治報告 (續)**

As at 31 December 2021 and 2020, the average training hours completed per employee by gender and employee category of Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business are as follows:

於二零二一年及二零二零年十二月三十一日止，香港總部、注塑機業務及擠出機業務按性別及僱員類別劃分的每名僱員完成受訓的平均時數如下：

<b>Training Hours Completed by Employees (hours) 僱員完成受訓時數 (小時)</b>	<b>2021</b>	<b>2020</b>
Total training hours completed by employees 僱員完成培訓總時數	<b>8,542.80</b>	10,664.50
Average hours of training per employee 每名僱員平均培訓時數	<b>12.22</b>	20.67
Average hours of training per employee by gender 按性別劃分僱員平均培訓時數		
Male 男	<b>11.86</b>	22.65
Female 女	<b>14.31</b>	10.64
Average hours of training per employee by employee category 按僱員類別劃分僱員平均培訓時數		
Senior level 高級人員	<b>7.09</b>	5.86
Middle level 中級人員	<b>19.67</b>	10.30
General staff 一般職級僱員	<b>11.57</b>	22.62

(1) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of average training hours completed per employee by gender and employee category for 2020 in the above table did not include that business.

(1) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年按性別及僱員類別劃分的每名僱員完成受訓的平均時數的數據並不包括該業務。

## LABOUR STANDARDS

We have formulated a comprehensive set of human resources policies, including but not limited to stipulating rules on recruitment, and also formulated a strict recruitment policy to prevent child and forced labour.

### Management Systems for Recruitment

We ensure that applicants and employees are treated equally in respect of recruitment, assignment, development, evaluation and reward. The Group has taken all practical measures to ensure that applicant is lawfully employable subject to the Provisions on the Prohibition of Child Labour (《禁止使用童工規定》) of the PRC and relevant laws and regulations in Hong Kong and the PRC and request new employee truthfully fill in their personal information in the personal data form, and provide identification documents and/or working visa (if any) to Human Resources and Administration Department in a fair and equitable manner and also under legitimate procedures. The procedures include but not limited to verification of identity to prevent the Group from recruiting employees under the age of 16 and forced labour.

### Prevention of Child Labour and Forced Labour

In accordance with the Provisions on the Prohibition of Child Labour (《禁止使用童工規定》) of the PRC and the Law of the PRC on the Protection of Minors, the Group prohibits to recruit employees under the age of 16 and forced labour. During the year of 2021, the Group was not aware of any breach of or non-compliance with applicable laws and regulations in relation to child labour and forced labour.

## 勞工準則

本集團制定了一套全面的人力資源政策，包括但不限於招聘規則，並制定了嚴格的招聘政策，以防止童工及強制勞工。

### 招聘管理系統

我們確保求職者和僱員均在招聘、分配工作、發展、評估和獎勵各方面受到平等的對待。本集團根據中國《禁止使用童工規定》及其他香港及中國內地相關法律及規定採取所有切實可行的措施，確保求職者為合法受僱，並按公平及公正的方式及合法的程序，要求新入職僱員填寫真實的個人資料在個人資料表格上，以及提供身份證明文件及／或工作簽證(如有)予人力資源及行政部。該等程序包括但不限於核實身份以防止本集團招聘十六歲以下的人士及強制勞工。

### 嚴禁強制勞工及童工

根據中國《禁止使用童工規定》及《中國未成年人保護法》，本集團禁止招聘十六歲以下的人士及強制勞工。於二零二一年期間，本集團並沒有知悉任何違反或不遵守任何關於童工及強制勞工適用的法律及法規。

## SUPPLY CHAIN MANAGEMENT

The Group maintains good and long-term business relationship with suppliers and conveys our concern on environmental issues to them to guarantee better procurement and suit our production requirement, as well as implementing similar practices. We are committed to deliver fine quality injection moulding machines and extrusion machines and rubber injection machines to our customers. Both Injection Moulding Machine Business and Extrusion Machine Business have established strictly procedures in procurement management system, which manage the verification of suppliers and purchased products. For the selection of new suppliers, an evaluation procedure is in place in both Injection Moulding Machine Business and Extrusion Machine Business to ensure the suppliers and supplies quality fit our production requirement. We rate supplier's qualification based on a number of factors, including price, quality, convenience in transportation, reputation, financial condition, philosophy of environmental protection and social responsibility etc. to select suppliers. Besides, we mainly procure locally or in nearby places rather than overseas so as to reduce carbon emissions from transport or shipping.

Moreover, we constantly evaluate the performance of the existing suppliers based on quality, on-time delivery, price, service etc. All approved suppliers are incorporated into our qualified supplier list. If any unsatisfactory practices are identified, we will communicate with those suppliers and encourage them to improve their practices. Unqualified suppliers will be excluded from our qualified supplier list to ensure the quality of products and services provided by the suppliers up to our requirements and standards.

We aim to choose suitable suppliers with high quality raw materials and good services. A series of procedures on supplier management of the Injection Moulding Machine Business and Extrusion Machine Business have been implemented on their purchasing department to strictly monitor the quality of raw materials, such as castings and steel, and review the rating of those suppliers regularly.

## 供應鏈管理

本集團一直與供應商保持良好和長久業務關係並向彼等傳達環保事宜及期望，以確保更穩定的採購及符合我們的生產要求，同時配合我們履行社會責任。我們致力為我們的客戶提供優質的注塑機，以及擠出機及橡膠注塑機。注塑機業務及擠出機業務均設有嚴格的採購管理制度，對供應商和採購產品的核查進行管理，並設有評審程序以選擇新的供應商，確保供應商和供貨質量符合我們的生產要求。我們根據價格、質量、運輸便利性、信譽、財務狀況、環保理念及社會責任等多個因素來選擇供應商。另外，我們主要在本地或鄰近地區而非海外採購，以減少因運輸或船運產生的碳排放。

此外，我們根據質量、交貨期、價格、服務等持續評估現有供應商的表現。所有合格的供應商會納入我們合資格的供應商名單。如發現供應商的行為未如理想，我們會與供應商密切溝通，鼓勵供應商採取措施進行改善。不合格的供應商將會被淘汰並在我們的合格供應商名單內除名，以確保供應商所提供的產品及服務質量水平達到我們的要求和標準。

我們的目標是確保挑選可提供高質量原材料和優質服務之供應商。注塑機業務和擠出機業務的採購部門已實施一系列供應商管理程序，以嚴格監控原材料（如鑄件和鋼材）的品質，並會定時對該等供應商審查評分。

### Number of Suppliers by Geographical Region

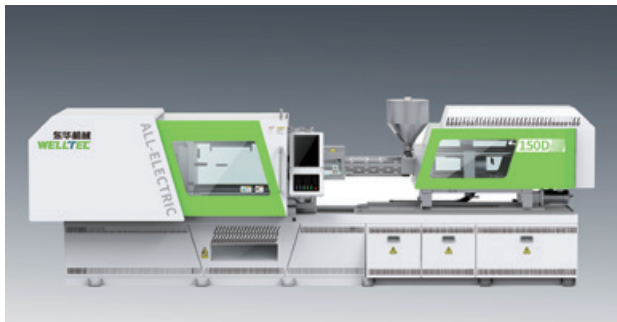
The number of suppliers by geographical region for Hong Kong Headquarters, Injection Moulding Machine Business and Extrusion Machine Business for the years of 2021 and 2020 is as follows:

Number of Suppliers 供應商數目	2021	2020
Hong Kong 香港	50	41
Mainland China 中國內地	492	390
Total 總計	542	431

(1) The reporting scope of 2020 ESG report did not cover Extrusion Machine Business. Therefore, the data of number of suppliers by Geographical Region for 2020 in the above table did not include that business.

### PRODUCT QUALITY AND SAFETY

The Group pays utmost importance to the provision of products with good quality and high safety standard to its customers, aiming to maintain our “Welltec” and “Dekuma” brands recognition in injection moulding machines and extrusion machines and rubber injection machines industries. We monitor the quality of different specifications of injection moulding machines constantly to ensure that customers are pleased with our products and obtain their long-term support and trust and thus raise the profitability of the Group. To maintain the customers’ confidence in our product quality, the Group provides after-sale services to its customers.



D Series All-electric Injection Moulding Machine  
D 系列全電動注塑機

### 按地區劃分的供應商數目

於二零二一年及二零二零年年度香港總部、注塑機業務及擠出機業務按地區劃分的供應商數目如下：

(1) 二零二零年環境、社會及管治報告的報告範圍並無涵蓋擠出機業務，因此上表的二零二零年按地區劃分的供應商數目的數據並不包括該業務。

### 產品質量及安全

本集團高度重視為客戶提供優質及安全性極高的產品，以保持「東華機械」和「德科摩」品牌在注塑機和擠出機及橡膠注塑機行業中的知名度和美譽。我們持續監控不同規格的注塑機質量，以確保客戶滿意我們的產品，並獲得他們的長期支持和信任，從而提高本集團的盈利能力。為了保持客戶對我們產品質量的信心，本集團為客戶提供售後服務。



Extrusion Lines  
管材擠出生產線

In 2019, a certificate was issued to Dekuma by Vouching Technical Inspection Ltd., a commercial services company specializing in third-party certification business, providing quality management systems certification to domestic and international clients, which will be valid until 28 November 2022. In 2021, two certificates were issued to Donghua Machinery and Jiangsu Machinery by Vouching Technical Inspection Ltd. and Beijing ZhongDaHuaYuan Certification Center (a third-party certification body with an independent legal status which is authorized by Certification and Accreditation Administration of the PRC (CNCA) and accredited by China National Accreditation Service for Conformity Assessment (CNAS) and ANSI National Accreditation Board (ANAB)), which will be valid until 16 December 2024 and 14 July 2024 respectively. These certificates are intended to build up or enforce the confidence of customers towards product quality control, in particular for the design, development and production of injection moulding machines, extrusion machines and rubber injection machines and hydraulic presses.

For Injection Moulding Machine Business, it has customers' complaint procedures and customer complaint form for customers to make complaints. When customer complaints are received, customer service department will first communicate with our customer and arrange technical personnel to visit customer's site for inspection. Then, they will fine tune the products to suit the requirements of customers (if necessary). Any corrective actions will then be recorded and continued to follow up. All products must be carefully tested and inspected by relevant departments before delivery to customers. Unqualified or defective products will be repaired or scrapped, and shall not be shipped to customers, and relevant departments will make analysis and take corrective actions. In addition, customers' satisfaction surveys are conducted every year to collect comments from customers about our quality of products, efficiency on delivery and after-sale service.

於二零一九年，由華信技術檢驗有限公司（一家專門從事第三方認證業務及為國內和國際客戶提供品質管理體系認證的商業服務公司）頒授證書予德科摩，有效期至二零二二年十一月二十八日。於二零二一年，由華信技術檢驗有限公司和北京中大華遠認證中心（一家經中國國家認證認可監督管理委員會(CNCA)批准和中國合格評定國家認可委員會(CNAS)和美國國家標準學會國家認可委員會(ANAB)認可的具有獨立法人資格的權威協力廠商認證機構）分別授證書予東華機械和江蘇機械，有效期至二零二四年十二月十六日及二零二四年七月十四日。這些證書旨在建立或加強客戶對產品質量控制的信心，特別是注塑機、擠出機、橡膠注塑機及油壓機的設計、開發和生產。

對於注塑機業務，我們制定了客戶投訴處理程序及客戶投訴表格供客戶作出必要的投訴。收到客戶投訴後，客戶服務部會先與客戶溝通，並安排技術人員拜訪客戶以進行檢查。然後，他們將對產品進行微調以符合客戶的要求（如需要）。任何糾正行動將會被記錄並繼續跟進。所有產品須經過相關部門仔細試驗及檢查才交貨給客戶，不合格品或瑕疵品會進行返修或報廢處理，不得向客戶發貨，而有關部門亦會進行分析及作出糾正。此外，該業務每年亦會進行客戶滿意度調查，收集客戶對我們的產品質量、交付效率和售後服務的意見。

For Extrusion Machine Business, it has pre-product quality control procedures and a compliant channel for customer to make complaint. All products must be inspected and approved by the relevant departments before shipment to customers. If a complaint about quality of product is received, relevant department will conduct an investigation. Follow up actions and feedback on the status will be reported to the customer to ensure that the complaints are effectively handled.

In addition, in order to provide customers with perfect product after-sales service, both Injection Moulding Machine Business and Extrusion Machine Business are provided with after-sales service including repair, replacement and return within the warranty period of the machine.

We recognise the importance of intellectual property rights protection. Intellectual properties are our Company's critical assets, so we put effort to safeguard their rights and interests. We sign confidentiality agreements with our customers and adhere to our stringent policies to protect customers' information from unauthorized access, usage and leakage and maintain their data properly. When we develop a new product or technology, we will register a patent from the local or relevant intellectual property administration to protect our rights and interests.

至於擠出機業務，則設有產品前期質量監控程序和投訴渠道予客戶作出投訴。所有產品要先經相關部門檢驗後獲同意才向客戶發貨。如接獲產品涉及質量的投訴，相關部門將進行調查和跟進，並向客戶反饋處理情況，確保客戶投訴得到有效處理。

除此之外，為了提供客戶完善的產品售後服務，注塑機業務和擠出機業務均提供售後服務，包括機器保修期內的維修、更換及退貨。

我們深明保護知識產權的重要性，知識產權是我們公司的重要資產，因此我們努力保護知識產權的權益。我們與客戶簽訂保密協議，以保護客戶的資料在未經授權下被存取、使用和洩漏，並適當地保存其資料。當我們研發新產品或新技術時，我們會向營運當地相關知識產權部門申請專利註冊，以保障自身權益。

There was no issue regarding material non-compliance with the relevant laws and regulations that have any significant impact on the Group relating to health and safety, advertising, labelling and privacy matters during the year.

本集團於本年度並沒有在健康與安全、廣告、標籤及私隱方面有不遵守相關法律與法規而對本集團構成重大影響的事件。

There are no products of the Group sold or shipped subject to recalls for safety and health reasons for the year 2021.

本集團於二零二一年沒有因安全與健康理由而須回收的已售或已運送產品。

**Number of Products and Service Related Complaints Received and How to Deal With**

**與產品和服務相關之投訴數量及處理方法**

The complaint rate of Injection Moulding Machine Business and Extrusion Machine Business is as follows:

注塑機業務及擠出機業務之投訴率如下：

***Injection Moulding Machine Business***

***注塑機業務***

	Unit 單位	2021	2020
Total number of products related complaints received per million sales	No. of complaints/ million sales	0	0
每百萬銷售額的接獲關於產品的投訴總數目	投訴次數／每百萬港元		

***Extrusion Machine Business***

***擠出機業務***

	Unit 單位	2021
Total number of products related complaints received per million sales	No. of complaints/ million sales	0.01
每百萬銷售額的接獲關於產品的投訴總數目	投訴次數／每百萬港元	



## ANTI-CORRUPTION

### Ethics and Integrity

We are committed to maintaining high ethical standards and integrity in our business and operations. The Group strictly regulates the behaviour of employees, and requires all employees to obey national and local laws and regulations on preventing bribery, extortion, fraud and money laundering, including but not limited to the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and Anti-money Laundering and Counter-Terrorist Financing Ordinance (Chapter 615 of the Laws of Hong Kong) in Hong Kong, the anti-corruption laws of the PRC, the Anti-Unfair Competition Law of the PRC and Interim Provisions on Prohibiting Commercial Bribery (《關於禁止商業賄賂行為的暫行規定》).

The Group did not provide anti-corruption training to Directors and employees this year, but we have formulated guideline and policies for the Directors, management and employees of the Group, including the follows:

- Conflicts of interest
- Bribery, gifts and entertainment
- Whistleblowing to report improper conduct
- Discrimination, harassment and inappropriate conduct
- Inside information
- Equal opportunities
- Privacy and information protection

## 反貪污

### 道德及誠信

我們致力在業務營運中秉持崇高的道德標準及誠信原則。本集團嚴格規範僱員的行為，要求所有員工必須遵守國家及地方有關防止賄賂、勒索、欺詐及洗黑錢等方面的法律法規，包括但不限於守《防止賄賂條例》(香港法例第201章)和《打擊洗錢及恐怖分子資金籌集條例》(香港法例第615章)、中國的反貪腐法規、《中國反不正當競爭法》及《關於禁止商業賄賂行為的暫行規定》。

本集團本年度並沒有向董事及僱員提供反貪污培訓，但我們已制定了指引和政策。這些政策適用於本集團董事、高級管理人員及各職級的僱員，包括如下：

- 利益衝突
- 賄賂、饋贈及款待
- 舉報不當行為
- 歧視、騷擾及不當行為
- 內幕資料
- 平等機會
- 保護私隱及相關資料

### Whistle-blowing Mechanism

The Group has zero tolerance for corruption or bribery in our operations. We have put in place preventative measures on whistleblowing policy among the Company and all our subsidiaries. This policy provides procedures to whistle blowers who have concerns about any form of suspect misconduct or malpractice identified across our operations. Various reporting channels are provided to employees who are allowed to submit information anonymously. Following a report, the investigation process will start and the Company will prepare an investigation report and then submit to the audit committee of the Company upon completion of the investigation. The audit committee of the Company is responsible for monitoring and reviewing the operation of the whistleblowing policy and providing any recommendations attributable from the investigation of complaints.

During the year, the Group complied with relevant laws and regulations with significant impact relating to bribery, extortion, fraud and money laundering, and was not informed of any litigation of corruption involving the Group or its employees, or the involvement in or occurrence of any violations related to anti-corruption.

### 舉報機制

本集團絕對不會容忍旗下任何業務出現貪污舞弊。我們在舉報政策的框架下，於本公司和所有附屬公司推行防範措施。這項政策協助舉報人向我們通報本集團旗下業務中任何形式的不當或瀆職行為。僱員可通過多種渠道且能匿名提交資料。接獲舉報後，調查過程將會展開，且將於完成後向本公司審核委員會提供調查報告。本公司審核委員會有責任監管和審查有關舉報政策的實施情況，並對投訴的調查提供任何建議。

於本年度，本集團遵守在賄賂、勒索、欺詐及洗黑錢方面有關的具有重大影響的相關法律法規，以及並無接獲任何指控本集團或其員工貪污的訴訟案件，亦無涉及或發現任何與反貪污相關的違規事件。

## COMMUNITY INVESTMENT

The Group actively promotes and engages in community activities, aiming to contribute to a cohesive community. Our staff volunteer team has participated in charitable events regularly and gathered donations and supplies for people in need.

A good team spirit is essential. It makes employees feel they have a real role to play and creates a feeling of unity and promote their pursuit of excellence. The Group organized some activities outside work to promote team spirit and enhance cohesion. Jiangsu Machinery held a rope pull game in January 2021. The winner of the game would get the high cash prize, so it attracted many employees to participate actively. In addition, Hong Kong Headquarters participated in an online Zentangle Drawing co-organized by Kowloon City District Office under Home Affairs Department and the Lok Sin Tong Benevolent Society, Kowloon, on 20 March 2021 and held an online seminar on mindfulness-based stress reduction on 30 June 2021 to alleviate employees' stress at work.

We continued to join "Konica Minolta Green Concert – 2021 Starcatcher Championship" with an aim to promote team spirit and made monetary donations to Children's Thalassaemia Foundation through this activity. Further, we also made monetary donations to Fu Hong Society.



Konica Minolta Green Concert –  
2021 Starcatcher Championship  
柯尼卡美能達綠色音樂會—  
2021摘星決戰

## 社區投資

本集團熱心推廣及參與社區活動，推動社群關懷互愛的文化。我們的僱員組成義工隊參與各類慈善活動，並為有需要的人士籌募善款和物資。

良好的團隊精神是必不可少的，它讓僱員知道他們的努力能夠發揮作用，並凝聚團隊合作的力量，推動他們追求卓越成就。為激勵僱員的團結合作精神以及增強凝聚力，本集團安排了一些工作以外活動，江蘇機械在二零二一年一月舉辦了拔河比賽。比賽勝出者可獲得高額獎金，吸引了很多僱員積極參與。此外，香港總部於二零二一年三月二十日參加由九龍城民政事務處及九龍樂善堂合辦的網上禪繞畫，以及於二零二一年六月三十日舉行一個「靜觀認知療法」網上講座，紓緩僱員的工作壓力。

我們繼續參加「柯尼卡美能達綠色音樂會—2021摘星決戰」，旨在加強團隊合作，並通過此次活動為兒童地中海貧血基金會捐贈了一筆善款，另外，我們亦有捐款予扶康會。



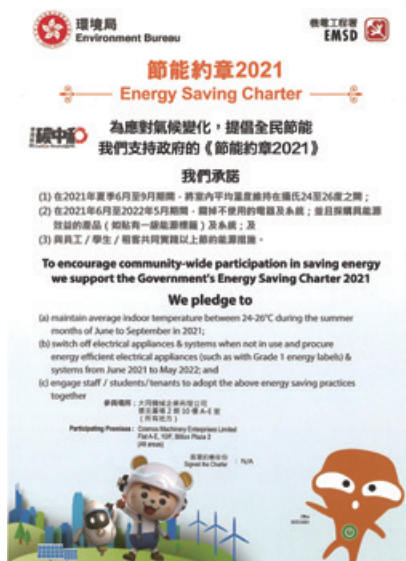
Rope Pull Game held by Jiangsu Machinery  
江蘇機械舉辦的拔河比賽

### Caring for the Environment

Promoting internal environment awareness is important to achieve an overall reduction of our carbon footprint. We participated the Energy Saving Charter 2021 co-organized by the EPD and EMSD. We share energy saving tips with our employees by emails to encourage behavioural change. To reduce food waste produced during festive periods, we participated in the food waste recycling program to promote sharing and waste reduction culture.

### 愛護環境

提高內部環境意識對於實現全面減少我們的碳足印的目標至關重要。我們參加了由環保署和機電署合辦的節能約章2021。我們通過電子郵件與僱員分享節能提示，鼓勵他們改變習慣。為減少於節日期間所產生的廚餘，我們參加了「2021飛奔去回收」廚餘回收計劃，促進共享和減廢文化。



Energy Saving Charter 2021  
節能約章2021

We actively promote environmental awareness among our employees through various communication channels, as well as encouraging them to participate in green activities.

我們積極透過各種溝通渠道向僱員推廣環保意識，並鼓勵員工參與環保活動。

We participated in the Lai See Recycling Campaign organized by Greeners Action during the Chinese New Year holidays. A box was placed at office to collect used Lai See. Through this campaign, we were able to minimize our impact on the environment, as well as raise our employees' awareness of the importance of waste reduction.



Lai See Recycling Campaign  
利是封回收重用大行動

我們在農曆新年假期期間參加了由綠領行動舉辦的利是封回收重用大行動。我們在辦公室設置一個回收箱收集用過的利是封。透過這次活動，我們能夠減少對環境的影響，並提高僱員對減少廢物重要性的意識。

We continued our support to WWF Earth Hour by switching off all lighting in our office for one hour on 27 March 2021.

我們繼續支持世界自然基金會的「地球一小時」行動，於二零二一年三月二十七日關掉辦公室的所有照明。

We also donated 6 LCD screens, 5 desktop computers and 6 servers to Caritas Computer Workshop while reducing computer and electronic waste to landfills, we can also transfer reusable computers to people in need.

我們亦捐贈了6台LCD屏幕、5台座枱電腦和6台伺服器予明愛電腦工場，在減少電腦廢物的同時，亦能將可重用的電腦轉贈有需要的人士。

### Caring for the Elderly

Apart from implementing green initiatives in office, the Company has also contributed to the communities with love and care by engaging in charitable activities.

### 關懷長者

除了在辦公室落實綠色措施外，本公司還通過參與慈善活動為我們的社區貢獻愛心與關懷。

We also took part in various volunteer activities, such as elderly home visits organized by Home of Loving Care for the Elderly organized by Hong Kong Sheng Kung Hui (HKSKH) and gift donations.

我們亦有參與義工活動，如由香港聖公會恩慈長者之家舉辦的長者家訪和向他們捐贈禮物。

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<b>Subject Area A – Environmental 主要範疇A – 環境</b>		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer  relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	81-83
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	84-86
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	85-86
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	88-89
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	89-90
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	87
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	90

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層面A2：資源使用

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KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源 (如電、氣或油) 總耗量 (以千個千瓦時計算) 及密度 (如以每產量單位、每項設施計算)。	91-92
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度 (如以每產量單位、每項設施計算)。	92-93
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	91
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	87
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量 (以噸計算) 及 (如適用) 每生產單位佔量。	93-94

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層面A3：環境及天然資源

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KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	94-95

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<b>層面A4: 氣候變化</b>		
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KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	82
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<b>僱傭及勞工常規</b>		
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<b>層面B1：僱傭</b>		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	96-99
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。	100
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	101



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KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	108
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**ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)**  
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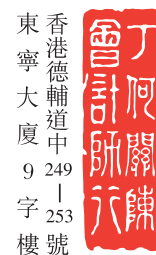
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KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	114
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	114
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	113
<b>Community</b>		
<b>社區</b>		
<b>Aspect B8: Community Investment</b>		
<b>層面B8：社區投資</b>		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	115-117
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇 (如教育、環境事宜、勞工需求、健康、文化、體育)。	115-117
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源 (如金錢或時間)。	115-117

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### TING HO KWAN & CHAN CERTIFIED PUBLIC ACCOUNTANTS (PRACTISING)

9th Floor, Tung Ning Building  
249-253 Des Voeux Road Central  
Hong Kong



#### TO THE MEMBERS OF COSMOS MACHINERY ENTERPRISES LIMITED (incorporated in Hong Kong with limited liability)

#### OPINION

We have audited the consolidated financial statements of Cosmos Machinery Enterprises Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 133 to 284, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated income statement, 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 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.

#### 致大同機械企業有限公司股東 (於香港註冊成立之有限公司)

#### 意見

本核數師(以下簡稱「我們」)已審計列載於第133至284頁大同機械企業有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二一年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註(包括主要會計政策概要)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「《香港財務報告準則》」)真實而公平地反映貴集團於二零二一年十二月三十一日的綜合財務狀況及截至該日止年度貴集團的綜合財務表現及其綜合現金流量,並已遵照香港《公司條例》妥為編製。

#### 意見基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「《香港審計準則》」)進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表的責任」部分中作進一步闡述。根據香港會計師公會的《專業會計師道德守則》(「守則」),我們獨立於貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審核憑證足夠及能適當地為我們的意見提供基礎。

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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.

## 關鍵審計事項

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

### Key Audit Matters 關鍵審計事項

#### Impairment of goodwill

Refer to note 18 to the Group consolidated financial statements.

請參閱貴集團綜合財務報表附註18。

As at 31 December 2021, the Group has goodwill of HK\$53,483,000 relating to the acquisition of KFE Hong Kong Co., Limited in 2013 which is engaged in trading of printed circuit boards.

於二零二一年十二月三十一日，貴集團就於二零一三年收購協榮二葉科技香港有限公司（其從事印刷線路板貿易），產生商譽金額為53,483,000港元。

As further disclosed in notes 2(6) and 18 to the consolidated financial statements, determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units ("CGU") to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU by considering the budgeted sales and gross margin which are based on past performance and management's expectations for the future change in the market and to determine a suitable discount rate in order to calculate its present value. Key assumptions for the value in use calculation are future cash flow forecast, growth rate and discount rate, where small changes of them can result in a significant change in the value in use.

如綜合財務報表附註2(6)及18進一步所述，釐定商譽是否減值需對獲分配商譽的現金產生單位（「現金產生單位」）使用價值的估計而作出。計算使用價值時，貴集團須考慮基於過往表現及管理層對市場未來變化的預期來預測的預算銷售及毛利率，從而估計預期自現金產生單位產生的未來現金流及釐定合適的貼現率以計算現值。計算使用價值的主要假設為未來現金流預測、增長率及貼現率，若該等項目出現小變動，可對使用價值構成重大變動。

### How our audit addressed the key audit matters 我們的審核如何處理關鍵審核事項

#### 商譽減值

Our procedures in relation to management's impairment assessment included:

我們就管理層之減值評估之程序包括：

- Obtaining the cash flow forecast prepared by management, reviewing and discussing with management on the major assumptions adopted in the cash flow forecast for each CGU and checking arithmetic accuracy of the forecast calculation.  
取得管理層編製的現金流預測，與管理層審閱及討論有關現金流預測就各個現金產生單位採用的主要假設，並檢查計算預測的運算是否準確。
- Comparing the growth rate, budgeted sales and gross margin to historical results and reference to the market information based on our knowledge of the retail markets to determine their reasonableness.  
將增長率、預算銷售及毛利率與過往業績作比較並根據我們對零售市場的了解來參考市場信息，以確定假設是否合理。
- Assessing the discount rate used by management in the cash flow forecast by benchmarking against the required rate of return adjusted for industrial specific factors.  
以行業特定因素調整的所需回報率為基準，對管理層於現金流預測中所用的貼現率作出評估。

**Key Audit Matters**  
關鍵審計事項

**How our audit addressed the key audit matters**  
我們的審核如何處理關鍵審計事項

**Impairment of goodwill** *(Continued)*

Based on the management's assessment, impairment loss on goodwill of HK\$20,487,000 was recognised in the consolidated income statement for the year ended 31 December 2021.

根據管理層之評估，截至二零二一年十二月三十一日止年度，商譽之減值20,487,000港元於綜合收益表內確認。

The impairment assessment involves significant judgements made by management and therefore is identified as a key audit matter.

減值評估涉及管理層作出的重大判斷，因此被識別為關鍵審計事項。

**商譽減值** (續)

- Reviewing the sensitivity analysis prepared by management on the significant assumptions including the growth rate and the discount rate to evaluate the extent of impact of these assumptions on the cash flow forecast.  
審閱管理層就重大假設(包括增長率及貼現率)編製的敏感度分析，以評估該等假設對現金流預測的影響程度。
- Evaluating the accuracy of historical cash flow forecast prepared by the management by comparing the historical cash flow forecast with the actual performance; and  
透過將歷史現金流量預測與實際表現進行比較，評估由管理層準備的歷史現金流量預測的準確性；及
- Evaluating the sufficiency of the disclosure of impairment assessment by management in the consolidated financial statements.  
評估管理層在綜合財務報表中減值評估之披露的充分性。

**Key Audit Matters**  
關鍵審計事項

**Valuation of inventories**

Refer to note 23 to the Group consolidated financial statements.

請參閱貴集團綜合財務報表附註23。

As at 31 December 2021, the Group has inventories of approximately HK\$542,429,000 which are carried at the lower of cost and net realisable value ("NRV"). The Group carried out an inventory review at the end of the reporting period and made necessary allowance for obsolete and slow moving items so as to write off or write-down inventories to their NRV after considering the ageing analysis of inventories and the relevant historical sales and usage reports.

於二零二一年十二月三十一日，貴集團的存貨約為542,429,000港元，乃按成本與可變現淨值（「可變現淨值」）中較低者列賬。貴集團於報告期末進行了存貨審查，並對陳舊和滯銷的物品計提了必要的撥備，以便在考慮存貨的賬齡分析及相關的歷史銷售和使用情況報告後，將存貨撇銷或撇減至其可變現淨值。

The Group has made a reversal of written-down inventories of approximately HK\$1,094,000 to their NRV for the year ended 31 December 2021.

截至二零二一年十二月三十一日止年度，貴集團已回撥撇減存貨約1,094,000港元至其可變現淨值。

We identified the valuation of inventories as a key audit matter due to the use of significant judgment and estimates in identifying obsolete and slow moving inventories and determining the NRV to assess the amount of allowance/write-down.

由於使用了重大判斷和估計來識別陳舊和滯銷的存貨並釐定其可變現淨值來評估撥備／撇減的金額，因此我們將存貨的估值識別為關鍵審計事項。

**How our audit addressed the key audit matters**  
我們的審核如何處理關鍵審核事項

**存貨估值**

Our procedures in relation to management's assessment on inventory provision included:

我們就管理層之存貨撥備評估之程序包括：

- Inquiring and understanding from management the inventory provision policy of the Group.  
向管理層查詢及了解貴集團的存貨撥備政策。
- Assessing the reasonableness of the inventories allowance/write-down made by the Group by obtaining the aging analysis and slow-moving inventory lists from management and discussing with management on the basis of inventories allowance/write-down.  
向管理層取得庫存賬齡分析及慢流存貨清單，並與管理層討論存貨撥備／撇減的基準，從而評估貴集團所作出的存貨撥備／撇減是否合理。
- Performing testing on the inventory aging to assess the accuracy of the basic data used to determine the allowance/write-down and re-performing the allowance/write-down calculation to check arithmetic accuracy.  
就存貨的庫存期進行測試，以評估用作判斷撥備／撇減的基本數據是否準確，並重新計算撥備／撇減以核實運算的準確性。
- Understanding from management the rationale for the specific adjustments and assessing the assumptions made where there are specific adjustments on the inventories allowance/write-down.  
向管理層了解特定調整的理據，評估就存貨撥備／撇減作出特定調整時所作出的假設。
- Reviewing subsequent sales on the inventory samples selected to assess whether the inventories were able to be sold at prices above their carrying values.  
審閱經選取的存貨樣本之後續銷售狀況，評估存貨是否可按高於其賬面值的價格售出。



## OTHER INFORMATION 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 DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

## 載於年報的其他資料

貴公司董事負責其他資料。其他資料包括年報所載資料，但不包括綜合財務報表及相關核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑒證結論。

審核綜合財務報表時，我們的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或我們於審計過程中所瞭解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

## 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及《公司條例》編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會負責監督貴集團財務報告過程。

## 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 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照香港《公司條例》第405條的規定，僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

根據香港審計準則進行審核時，我們運用專業判斷，於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高；
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見；
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理；

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

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- 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 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 Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

## 核數師就審計綜合財務報表的責任 (續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘我們總結認為存在重大不確定因素，我們需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論以截至核數師報告日期止所獲得的審計憑證為基礎，惟未來事件或情況可能導致貴集團不再具有持續經營的能力；
- 評估綜合財務報表(包括資料披露)的整體列報、架構及內容，以及綜合財務報表是否已公允反映及列報相關交易及事項；及
- 就貴集團屬下實體或經營活動的財務資料取得足夠而恰當的審計憑證，以於綜合財務報表內發表意見。我們對集團審計的指引、監察及落實負責。我們為審計意見承擔全部責任。

我們與審核委員會就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括我們於審核期間識別出內部監控的任何重大缺陷進行溝通。

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施(若適用)。

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

From the matters communicated with 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 the independent auditor's report is Mr. Chow Chi Tong.

**TING HO KWAN & CHAN**

*Certified Public Accountants (practising)*

Hong Kong, 30 March 2022

**核數師就審計綜合財務報表的責任**  
*(續)*

我們從與審核委員會溝通的事項中，決定那些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審計事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

出具本獨立核數師報告的審計項目合夥人是周志堂先生。

**丁何關陳會計師行**

*執業會計師*

香港，二零二二年三月三十日

# CONSOLIDATED INCOME STATEMENT

## 綜合收益表

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>	5	<b>3,075,305</b>	2,432,021
Cost of sales	銷售成本	23(b)	<b>(2,530,814)</b>	(2,024,043)
<b>Gross profit</b>	<b>毛利</b>		<b>544,491</b>	407,978
Other income, gain and loss, net	其他收入，收益及虧損淨額	6	<b>6,646</b>	15,829
Selling and distribution costs	分銷費用		<b>(197,414)</b>	(151,200)
Administrative expenses	行政費用		<b>(213,423)</b>	(222,678)
Impairment loss on goodwill	商譽減值虧損	18	<b>(20,487)</b>	–
<b>Operating profit</b>	<b>經營溢利</b>		<b>119,813</b>	49,929
Investment income	投資收入	7	<b>6,255</b>	4,578
Share of results of associates	應佔聯營公司業績	20	<b>5,140</b>	2,617
Loss on disposal of an associate	出售一間聯營公司之虧損		–	(49)
Loss on disposal of subsidiaries	出售附屬公司之虧損		–	(1,231)
Loss on deregistration of a subsidiary	註銷一間附屬公司之虧損		<b>(348)</b>	(106)
Finance costs	財務費用	8	<b>(17,741)</b>	(20,315)
<b>Profit before tax</b>	<b>除稅前溢利</b>	9	<b>113,119</b>	35,423
Income tax expense	所得稅費用	11	<b>(28,914)</b>	(9,545)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>84,205</b>	25,878
<b>Profit attributable to:</b>	<b>應佔溢利：</b>			
– Equity shareholders of the Company	– 本公司股權持有人		<b>89,732</b>	19,578
– Non-controlling interests	– 非控股權益		<b>(5,527)</b>	6,300
			<b>84,205</b>	25,878
Earnings per share – Basic	每股盈利—基本	12	<b>10.41HK cents 港仙</b>	2.27HK cents 港仙

The notes on pages 143 to 284 are an integral part of these consolidated financial statements.

第143至284頁之附註屬本綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Profit for the year</b>	<b>年度溢利</b>		<b>84,205</b>	25,878
Other comprehensive income/ (expense) for the year, net of tax:	年度扣除稅項後之其他全面 收益／(支出)：	13		
Items that have been reclassified or may be reclassified subsequently to profit or loss:	已重新分類或其後可重新 分類至損益之項目：			
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時 產生之滙兌差額		<b>37,306</b>	74,494
Share of reserves of associates	應佔聯營公司儲備	20	<b>934</b>	1,904
Reclassification adjustments:	重新分類調整：			
Release of translation reserve upon disposal of an associate	出售一間聯營公司時從滙兌 儲備撥出		–	49
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時從滙兌儲備 撥出		–	(1,621)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從滙兌 儲備撥出		<b>348</b>	106
			<b>38,588</b>	74,932
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目：			
Surplus on revaluation of properties held for own use	自用物業重估盈餘		<b>16,787</b>	11,049
			<b>55,375</b>	85,981
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>139,580</b>	111,859
<b>Total comprehensive income attributable to:</b>	<b>應佔全面收益總額：</b>			
– Equity shareholders of the Company	– 本公司股權持有人		<b>139,892</b>	96,957
– Non-controlling interests	– 非控股權益		<b>(312)</b>	14,902
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>139,580</b>	111,859

The notes on pages 143 to 284 are an integral part of these consolidated financial statements.

第143至284頁之附註屬本綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	610,196	595,173
Right-of-use assets	使用權資產	17	85,578	93,638
Goodwill	商譽	18	32,996	53,483
Intangible assets	無形資產	19	2,305	3,688
Interests in associates	聯營公司權益	20	41,524	38,510
Finance lease receivables	應收融資租賃款項	21	76,205	28,434
Deferred tax assets	遞延稅項資產	22	28,722	34,470
			<b>877,526</b>	847,396
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨	23	542,429	450,208
Finance lease receivables	應收融資租賃款項	21	200,143	171,526
Trade and other receivables	貿易及其他應收款項	24	887,400	865,814
Other financial assets	其他金融資產	25	53,571	4,998
Current tax recoverable	本期可收回稅項		759	67
Cash and bank balances	現金及銀行結餘	26	406,057	494,669
			<b>2,090,359</b>	1,987,282

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
**綜合財務狀況表 (續)**

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	27	853,744	809,969
Contract liabilities	合約負債	27	77,064	107,687
Bank borrowings	銀行借款	28	289,469	284,469
Lease liabilities	租賃負債	29	15,283	15,020
Current tax payable	本期應付稅項		10,683	10,464
			<b>1,246,243</b>	1,227,609
<b>Net Current Assets</b>	<b>淨流動資產</b>		<b>844,116</b>	759,673
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>1,721,642</b>	1,607,069
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Bank borrowings	銀行借款	28	11,698	37,875
Lease liabilities	租賃負債	29	36,186	40,819
Deferred tax liabilities	遞延稅項負債	22	33,234	28,392
			<b>81,118</b>	107,086
<b>Net Assets</b>	<b>淨資產</b>		<b>1,640,524</b>	1,499,983



**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
綜合財務狀況表(續)

At 31 December 2021 於二零二一年十二月三十一日

		Note 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Equity</b>	<b>權益</b>			
Capital and reserves attributable to equity shareholders of the Company:	本公司股權持有人應佔資本及儲備：			
Share capital	股本	30	609,027	609,027
Reserves	儲備		801,782	659,599
			<b>1,410,809</b>	1,268,626
<b>Non-controlling Interests</b>	<b>非控股權益</b>		<b>229,715</b>	231,357
<b>Total Equity</b>	<b>權益總值</b>		<b>1,640,524</b>	1,499,983

The consolidated financial statements on pages 133 to 284 were approved and authorised for issue by the Board of Directors on 30 March 2022 and were signed on its behalf by:

第133至284頁之綜合財務報表於二零二二年三月三十日獲董事會批准並授權刊發，並由下列董事代表簽署：

**TANG TO**  
鄧燾  
DIRECTOR  
董事

**TANG YU, FREEMAN**  
鄧愚  
DIRECTOR  
董事

The notes on pages 143 to 284 are an integral part of these consolidated financial statements.

第143至284頁之附註屬本綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to equity shareholders of the Company 本公司股權持有人應佔				Non-controlling interests 非控股權益	Total equity 權益總值
		Share capital 股本	Other reserves 其他儲備	Retained profits 保留溢利	Total 總額		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Balance at 1 January 2020	於二零二零年一月一日結餘	609,027	92,772	469,870	1,171,669	214,772	1,386,441
Profit for the year	年度溢利	-	-	19,578	19,578	6,300	25,878
Other comprehensive income/(expense) for the year:	年度其他全面收益/(支出):						
Share of reserves of associates	應佔聯營公司儲備	-	1,904	-	1,904	-	1,904
Surplus on revaluation of properties held for own use	自用物業重估盈餘	-	12,584	-	12,584	1,123	13,707
Deferred taxation adjustment	遞延稅項調整	-	(2,486)	-	(2,486)	(172)	(2,658)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之滙兌差額	-	66,843	-	66,843	7,651	74,494
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時從滙兌儲備撥出	-	(1,621)	-	(1,621)	-	(1,621)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從滙兌儲備撥出	-	106	-	106	-	106
Release of translation reserve upon disposal of an associate	出售一間聯營公司時從滙兌儲備撥出	-	49	-	49	-	49
Total other comprehensive income for the year	年度其他全面收益總額	-	77,379	-	77,379	8,602	85,981
Total comprehensive income for the year	年度全面收益總額	-	77,379	19,578	96,957	14,902	111,859
Disposal of subsidiaries	出售附屬公司	-	-	-	-	1,683	1,683
Balance at 31 December 2020	於二零二零年十二月三十一日結餘	609,027	170,151	489,448	1,268,626	231,357	1,499,983

Details of other reserves of the Group during the year are set out in note 31 to the consolidated financial statements.

本集團於本年度之其他儲備變動詳情載於綜合財務報表附註31內。

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)**  
綜合權益變動表(續)

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

		Attributable to equity shareholders of the Company 本公司股權持有人應佔				Non- controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總值 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Other reserves 其他儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元		
Balance at 1 January 2021	於二零二一年一月一日結餘	609,027	170,151	489,448	1,268,626	231,357	1,499,983
Profit for the year	年度溢利	-	-	89,732	89,732	(5,527)	84,205
Other comprehensive income/(expense) for the year:	年度其他全面收益/ (支出):						
Share of reserves of associates	應佔聯營公司儲備	-	934	-	934	-	934
Surplus on revaluation of properties held for own use	自用物業重估盈餘	-	15,699	-	15,699	1,762	17,461
Deferred taxation adjustment	遞延稅項調整	-	(402)	-	(402)	(272)	(674)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時 產生之滙兌差額	-	33,581	-	33,581	3,725	37,306
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時 從滙兌儲備撥出	-	348	-	348	-	348
Total other comprehensive income for the year	年度其他全面收益總額	-	50,160	-	50,160	5,215	55,375
Total comprehensive income for the year	年度全面收益總額	-	50,160	89,732	139,892	(312)	139,580
Partial disposal of a subsidiary without loss of control	出售一間附屬公司股份權益 但不影響控制權	-	2,291	-	2,291	(1,330)	961
Balance at 31 December 2021	於二零二一年 十二月三十一日結餘	609,027	222,602	579,180	1,410,809	229,715	1,640,524

Details of other reserves of the Group during the year are set out in note 31 to the consolidated financial statements.

本集團於本年度之其他儲備變動詳情載於綜合財務報表附註31內。

The notes on pages 143 to 284 are an integral part of these consolidated financial statements.

第143至284頁之附註屬本綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>			
Profit before tax	除稅前溢利		<b>113,119</b>	35,423
Adjustments for:	經下列各項調整：			
Bank and other interest income	銀行及其他利息收入	7	<b>(1,911)</b>	(3,759)
Covid-19-related rent concessions from lessors	來自出租人與2019 新型冠狀病毒相關 的租金寬免		-	(405)
Finance costs	財務費用	8	<b>17,741</b>	20,315
Impairment loss on goodwill	商譽減值虧損	18	<b>20,487</b>	-
Realised and unrealised gain on other financial assets	其他金融資產之已變現 及未變現收益	7	<b>(4,344)</b>	(819)
Loss on disposal of an associate	出售一間聯營公司之虧損		-	49
Loss on disposal of subsidiaries	出售附屬公司之虧損		-	1,231
Loss on deregistration of a subsidiary	註銷一間附屬公司之 虧損		<b>348</b>	106
Share of results of associates	應佔聯營公司業績	20	<b>(5,140)</b>	(2,617)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9	<b>59,935</b>	61,108
Depreciation of right-of-use assets	使用權資產折舊	9	<b>16,086</b>	15,239
Amortisation of intangible assets	無形資產攤銷	9	<b>1,383</b>	1,383
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	6	<b>(416)</b>	(1,630)
(Reversal of allowance)/allowance for impairment of bad and doubtful debts	呆壞賬減值(回撥) / 撥備	9	<b>(16,616)</b>	11,053
(Written back)/written down of inventories, net	存貨減值(回撥) / 撥備 淨額	23(b)	<b>(1,094)</b>	4,661

**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**  
綜合現金流量表(續)

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Operating cash flows before changes in working capital</b>	<b>營運資金變動前之經營現金流</b>	<b>199,578</b>	141,338
(Increase)/decrease in inventories	存貨(增加)／減少	<b>(78,060)</b>	5,876
Increase in finance lease receivables	應收融資租賃款項增加	<b>(56,838)</b>	(49,569)
Decrease in trade and other receivables	貿易及其他應收款項減少	<b>1,523</b>	57,210
(Decrease)/increase in trade and other payables and contract liabilities	貿易及其他應付款項及合約負債(減少)／增加	<b>(10,210)</b>	114,522
Cash generated from operations	經營活動產生之現金	<b>55,993</b>	269,377
Hong Kong profits tax paid	已付香港利得稅	<b>(1,446)</b>	(2,874)
Overseas tax paid	已付海外稅款	<b>(17,884)</b>	(10,006)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>經營活動產生之現金淨額</b>	<b>36,663</b>	256,497
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Increase in pledged bank deposits	已抵押銀行存款增加	<b>(2,122)</b>	(2,702)
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(39,765)</b>	(26,348)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之款項	<b>2,357</b>	5,315
Interest received	已收利息	<b>1,911</b>	3,759
Net proceeds on disposal of other financial assets	出售其他金融資產之款項淨額	<b>2,182</b>	819
Net payment for other financial assets	支付其他金融資產淨額	<b>(45,586)</b>	(9)
Dividend received from associates	收取聯營公司股息	<b>1,528</b>	571
Repayment from/(advance to) associates	聯營公司之還款／(墊付款)	<b>1,532</b>	(1,751)
Increase in short-term bank deposits with maturity over three months	到期日超過三個月之短期銀行存款增加	<b>(3,875)</b>	(3,110)
Proceeds from disposal of a subsidiary	出售一間附屬公司權益之款項	<b>961</b>	4,190
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動使用之現金淨額</b>	<b>(80,877)</b>	(19,266)

**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)**  
**綜合現金流量表 (續)**

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

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>			
Repayment of bank loans	償還銀行貸款	33	(203,244)	(246,558)
Interest paid	已付利息	33	(13,442)	(15,780)
Capital element of lease rentals paid	已付租賃租金的本金部份	33	(17,685)	(14,360)
Interest element of lease rentals paid	已付租賃租金的利息部份	33	(4,299)	(4,535)
New bank loans raised	新增銀行貸款	33	180,842	212,654
Repayment to an associate	償還一間聯營公司之款項	33	–	(169)
Repayment to the non-controlling shareholders	償還結欠非控股股東款項	33	–	(9,600)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動使用之現金淨額</b>		<b>(57,828)</b>	<b>(78,348)</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值 (減少) / 增加淨額</b>		<b>(102,042)</b>	<b>158,883</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初現金及現金等值</b>		<b>485,532</b>	<b>309,731</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>滙率改變影響</b>		<b>7,007</b>	<b>16,918</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>年終現金及現金等值</b>	26	<b>390,497</b>	<b>485,532</b>

The notes on pages 143 to 284 are an integral part of these consolidated financial statements.

第143至284頁之附註屬本綜合財務報表之一部份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1. GENERAL

Cosmos Machinery Enterprises Limited is a public limited company domiciled and incorporated in Hong Kong and its shares are listed on the Stock Exchange.

The Company is an investment holding company. The address of its registered office is 10/F., Billion Plaza 2, No. 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong. The principal activities of its principal subsidiaries are set out in note 41.

Saniwell Holding Inc. (a company incorporated in Cook Islands) is the ultimate holding company of the Company.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (1) Basis of preparation

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as “the Group”) have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which also include Hong Kong Accounting Standards (“HKAS”) and Interpretations (“Int”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Listing Rules. A summary of the significant accounting policies adopted by the Group is set out below. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of interest in leasehold land and buildings where the Group is the registered owner of the property interest and certain financial assets, which are carried at fair value.

### 1. 簡介

大同機械企業有限公司乃於香港註冊成立之公眾有限公司，而其股份於聯交所上市。

本公司為一間投資控股公司。註冊地址為香港九龍長沙灣長裕街10號億京廣場2期10樓。其主要附屬公司之主要業務列載於附註41。

Saniwell Holding Inc. (於科克群島註冊成立的有限公司) 為本公司最終控股公司。

### 2. 主要會計政策摘要

編製本綜合財務報表採用之主要會計政策載於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

#### (1) 編製基準

本公司及其附屬公司(以下統稱「本集團»)的綜合財務報表是按香港會計師公會(「香港會計師公會»)頒佈的香港財務報告準則(「香港財務報告準則」)(包括《香港會計準則》及《詮釋》)、香港公認會計原則及《公司條例》的規定編製。本綜合財務報表同時符合《上市規則》的適用披露條文。本集團採用之主要會計政策載於下文。綜合財務報表已按照歷史成本法編製，並就本集團為物業權益註冊擁有人之租賃土地及樓宇的權益及部份金融資產的重估按公平價值列賬而作出修訂。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (1) Basis of preparation (Continued)

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRS that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 4.

### 2. 主要會計政策摘要 (續)

#### (1) 編製基準 (續)

根據香港財務報告準則編製綜合財務報表要求管理層作出判斷、估計和假設，這些判斷、估計和假設會影響會計政策的應用以及資產、負債、收入及支出的呈報金額。這些估計和有關假設乃依據歷史經驗及其他在有關情況下屬合理的因素所作出，並作為確定無法從其他途徑直接獲取資產和負債的賬面價值的判斷基礎。實際情況可能與這些估計不同。

這些估計及相關假設會持續予以檢討。如會計估計的修訂僅對修訂期間產生影響，則其影響只會在當期確認；如會計估計的修訂對修訂期間及未來期間均產生影響，相關影響則在當期和未來期間進行確認。

管理層判斷在應用香港財務報告準則是否對本綜合財務報表有重要影響及估算不確定性之主要因素將在附註4中討論。



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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (2) Basis of consolidation

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

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

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

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

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

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

## 2. 主要會計政策摘要(續)

### (2) 綜合原則

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

- 對被投資方擁有控制權；
- 於來自參與被投資方業務的可變回報上承受風險或擁有權利；及
- 擁有使用其權力影響回報的能力。

倘事實及情況表明上述控制之三個要素的其中一項或多項出現變動，則本集團重新評估其是否控制被投資方。

對一間附屬公司之綜合入賬於本集團獲得對該附屬公司之控制權之時開始，並於本集團失去對該附屬公司之控制權之時終止。具體而言，自本集團取得控制權當日起直至本集團不再控制附屬公司當日止，於年內收購或出售的附屬公司收入及開支均計入綜合收益表。

損益及其他全面收益之各項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額乃歸屬至本公司擁有人及非控股權益，即使此舉會引致非控股權益出現虧絀結餘。

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

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (2) Basis of consolidation (Continued)

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

#### *Changes in the Group's ownership interests in existing subsidiaries*

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 (note 2(9)), when applicable, the cost on initial recognition of an investment in an associate or a joint venture (note 2(3)).

## 2. 主要會計政策摘要(續)

### (2) 綜合原則(續)

本集團各成員公司間與交易有關之所有集團內公司間資產、負債、權益、收入、開支及現金流量乃於綜合賬目時悉數撇銷。

#### *本集團於現有附屬公司之擁有權益的變動*

本集團於附屬公司之擁有權益的變動如並無導致本集團對其失去控制權，將作為股權交易入賬。本集團的權益與非控股權益的賬面值經調整以反映附屬公司之相關權益變動。所調整非控股權益金額與已付或已收代價的公平價值之間的任何差額直接於股本權益確認並歸屬於本公司擁有人。

當本集團失去對附屬公司的控制權時，盈虧於損益表確認並以(i)已收代價公平價值及任何保留權益公平價值的總額與(ii)附屬公司資產(包括商譽)及負債以及任何非控股權益的原賬面值之間的差額計算。過往於其他全面收益確認與該附屬公司有關的所有金額，採用如同本集團已直接出售該附屬公司之相關資產或負債的方法入賬(即按適用香港財務報告準則之規定／許可條文重新分類至損益表或轉撥至另一類權益)。在前附屬公司保留的任何投資公平價值在失去控制權之時於其後的會計處理中被視為按照香港財務報告準則第9號(附註2(9))進行初始確認的公平價值，或(如適用)於聯營公司或合營企業(附註2(3))之投資初始確認的成本。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (2) Basis of consolidation (Continued)

#### Business combinations

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

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income taxes and HKAS 19 Employee benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based payment at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current assets held for sale and discontinued operations are measured in accordance with that standard.

## 2. 主要會計政策摘要(續)

### (2) 綜合原則(續)

#### 業務合併

業務收購乃採用收購法入賬。業務合併中轉讓的代價以公平價值計量，而計算為本集團轉讓之資產，本集團產生之負債及本集團於交換被收購公司之控制權所發行之股權於收購日期之公平價值總和。與收購有關的成本一般會於發生時在損益表確認。

於收購日期，被收購的可識別資產及負債應按其於收購日期的公平價值予以確認，惟下列項目除外：

- 遞延稅項資產或負債及僱員福利安排的相關資產或負債應分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利予以確認和計量；
- 與被收購方的以股份支付之支出安排或本集團所訂立以取代被收購方的以股份支付之支出安排有關之負債或股本工具乃於收購日期(參照以下會計政策)根據香港財務報告準則第2號以股份支付之支出予以計量；以及
- 根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務劃分為持作出售之資產(或出售組合)乃根據該準則予以計量。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (2) Basis of consolidation (Continued)

#### **Business combinations (Continued)**

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

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

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

## 2. 主要會計政策摘要(續)

### (2) 綜合原則(續)

#### **業務合併(續)**

商譽按所轉讓之代價、於被收購方的任何非控股權益及收購公司之前持有被收購方(如有)之股權的公平價值總和超出所收購之可識別資產及承擔負債於收購日的淨額計量。倘(評估過後)所收購可識別資產及所承擔負債之收購日淨額超出所轉讓的代價、於被收購方的任何非控股權益金額以及收購方之前持有被收購方的權益(如有)的公平價值之總額,超出的部份即時於損益表中確認為折價購買收益。

屬現時擁有之權益且於清盤時讓持有人有權按比例分佔實體淨資產之非控股權益,可初步按公平價值或非控股權益應佔被收購方可識別資產淨值之已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平價值或(倘若適用)按其他香港財務報告準則所規定之基準計量。

倘本集團於業務合併中轉讓之代價包括或然代價安排產生之資產或負債,或然代價按其收購日期公平價值計量,並視為於業務合併中所轉讓之代價一部份。或然代價之公平價值變動(證實為計量期間調整)可回顧調整,而就商譽作出相應調整。計量期間調整乃於「計量期間」(其不可超過自收購日期起計一年)內所獲得有關於收購日期存在之事實及情況的額外資料所產生之調整。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (2) Basis of consolidation (Continued)

#### *Business combinations (Continued)*

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depend on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with HKFRS 9, or HKAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

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

### (3) Associates and joint ventures

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

## 2. 主要會計政策摘要 (續)

### (2) 綜合原則 (續)

#### *業務合併 (續)*

或然代價之公平價值變動之隨後入賬並無確認為計量期間調整，而取決於或然代價如何劃分。劃分為權益之或然代價並無於隨後申報日期重新計量，而其隨後結算於權益內入賬。劃分為資產或負債之或然代價根據香港財務報告準則第9號或香港會計準則第37號撥備、或然負債及或然資產(如適用)於隨後申報日期重新計量，而相應之盈虧於損益表中確認。

倘業務合併之最初入賬於合併發生之報告結算日尚未完成，則本集團將報告未完成列賬項目之臨時金額。該等臨時金額乃於計量期間內作出調整(見上文)，而新增資產或負債則獲確認以反映關於在收購日期已存在之事實及情況的新資訊(倘已知)將對於該日期已確認的金額所產生之影響。

### (3) 聯營公司及合營企業

聯營公司指本集團或本公司對其管理層有重大影響力(而非控制或共同控制)，包括參與財務及經營決策之實體。

合營企業為一項安排，據此，本集團或本公司與其他方訂約協定分佔此安排的控制權，並有權擁此安排的資產淨值。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (3) Associates and joint ventures (Continued)

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated income statement, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income.

When the Group's share of losses exceeds its interest in the associates or the joint ventures, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associates or the joint ventures.

## 2. 主要會計政策摘要 (續)

### (3) 聯營公司及合營企業 (續)

於一間聯營公司或合營企業之投資按權益法於綜合財務報表入賬，除非該投資分類為持作出售（或計入分類為持作出售之出售組別）。根據權益法，投資初步按成本記賬，並按本集團應佔被投資公司於收購日期可識別淨資產之公平值超出投資成本之差額（如有）作出調整。其後，投資乃就本集團應佔被投資公司收購後之淨資產變動及與投資有關之任何減值虧損作出調整。收購日期超出成本之任何差額，本集團應佔被投資公司於收購後及除稅後業績以及年內任何減值虧損於綜合收益表內確認，以及本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於其他全面收益表內確認。

當本集團應佔聯營公司或合營企業之虧損超出其權益時，本集團之權益將減至零，除非本集團已承擔法律或推定責任，或代表被投資公司作出付款，否則將不再確認進一步虧損。就此而言，本集團之權益為根據權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營企業之淨投資一部分之本集團長期權益。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (3) Associates and joint ventures (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates and the joint ventures are eliminated to the extent of the Group's interests in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost, is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (note 2(9)).

In the Company's statement of financial position, investments in associates and joint ventures are stated at cost less impairment losses, unless classified as held for sale (or included in a disposal group that is classified as held for sale).

## 2. 主要會計政策摘要(續)

### (3) 聯營公司及合營企業(續)

本集團與其聯營公司及合營企業間之交易所產生之未變現損益，乃以本集團於被投資公司之權益為限予以對銷，除非未變現虧損提供已轉讓資產之減值證據，在此情況下，則該等未變現虧損即時於損益中確認。

倘於聯營公司之投資變成於合營公司之投資，或是於合營公司之投資變成於聯營公司之投資，保留權益將不予重新計量。反之，該投資繼續根據權益法入賬。

在所有其他情況下，倘本集團不再對一間聯營公司有重大影響力或不再對一間合營企業擁有共同控制權時，其乃被視作出售於該被投資公司之全部權益，而其導致的收益或虧損將於損益中確認。任何在喪失重大影響力日期仍保留在該前度被投資公司之權益將按公平值確認，而此金額被視為初始確認金融資產之公平值(附註2(9))。

於本公司之財務狀況表內，於聯營公司及合營企業之投資乃按成本扣除減值虧損列賬，除非該投資被分類為持作出售(或計入分類為持作出售之出售組別)，則作別論。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (4) Property, plant and equipment

Interests in leasehold land and buildings held for own use where the Group is the registered owner of the property interest is stated at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in profit or loss during the financial period in which they are incurred.

Revaluations on properties held for own use are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from which would be determined using fair values at the end of the reporting period.

## 2. 主要會計政策摘要 (續)

### (4) 物業、廠房及設備

本集團為物業權益註冊擁有人之自用租賃土地及樓宇的所有權權益乃按其重估值列賬，即重估當日之公平價值減去任何其後的累計折舊。

在估值日的任何累計折舊與資產的賬面值總額對銷，而淨額則重列至資產的重估金額。

其後成本只有在與該項目有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產(如適用)。所有其他維修及保養在產生的財政期間內於損益表中支銷。

自用物業之重估為定期進行，以確保其賬面值與報告結算日所釐定之公平價值沒有重大差距。



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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (4) Property, plant and equipment (Continued)

Changes arising on the revaluation of properties held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values (if any) over their estimated useful lives, as follows:

Ownership interest in leasehold land held for own use	Unexpired term of the leases
Ownership interest in buildings held for own use	40 years or unexpired term of the leases, if shorter
Furniture, fixtures and equipment	3 – 10 years
Plant and machinery	5 – 10 years
Motor vehicles	3 – 10 years

## 2. 主要會計政策摘要 (續)

### (4) 物業、廠房及設備 (續)

因重估自用物業產生之變動一般在其他全面收益內處理並在物業重估儲備之權益中單獨累計。僅有例外情況如下：

- 倘產生重估虧絀，超出緊接重估前就有關資產於儲備內持有之金額的虧絀將在損益表內扣除；及
- 倘產生重估盈餘，盈餘將計入損益表，但以就同一項資產先前已於損益表內支銷之重估虧絀為限。

物業、廠房及設備的折舊採用估計可使用年期將成本或重估值按直線法分攤至剩餘價值(如有)如下：

自用租賃土地的所有權權益	剩餘租賃年期
自用樓宇的所有權權益	40年或短於此之剩餘租賃年期
傢俬、裝置及設備	3至10年
廠房及機器	5至10年
汽車	3至10年

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (4) Property, plant and equipment (Continued)

The assets' residual values (if any) and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Assets under construction represent buildings, structures, plant and machinery and other fixed assets under construction or installation and are stated at cost less any accumulated impairment losses, and are not depreciated. Cost comprises direct costs of construction, installation and testing as well as capitalised borrowing costs on related borrowed funds during the period of construction or installation. Assets under construction are reclassified to the appropriate category of property, plant and equipment or investment properties when completed and ready for use.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 2(10)(ii)).

### 2. 主要會計政策摘要 (續)

#### (4) 物業、廠房及設備 (續)

資產的剩餘價值(如有)及可使用年期在每個結算日進行檢討,及在適當時調整。物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時不再確認。

在建工程乃指興建及裝設之樓宇、結構、廠房及機器以及其他固定資產,以成本值扣除減值虧損而不予折舊入賬。成本值包括興建、裝設及測試之直接成本,及於興建及裝設期間有關借入資金之資本化借貸成本。在建工程於完成及可供啟用時重新分類為物業、廠房及機器適當類別。

報廢或出售物業、廠房及設備所產生的收益或虧損以出售所得淨額(如有)與項目的賬面金額之間的差額釐定,並於報廢或出售當日在損益表確認。任何相關的重估盈餘會由重估儲備轉入保留溢利及不會重新分類至損益表。

若資產的賬面值高於其估計可收回價值,其賬面值即時撇減至可收回金額(附註2(10)(ii))。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (5) Leases

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

#### (i) As a lessee

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

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

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

## 2. 主要會計政策摘要(續)

### (5) 租約

在合約開始時，本集團評估合約是否為租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。當客戶擁有指示使用可識別資產的權利及有權從使用可識別資產獲得絕大部分經濟利益時，便傳達了控制權。

#### (i) 作為承租人

當合約包含租賃部分和非租賃部分，本集團選擇不將非租賃部分分開，並將所有租賃的各租賃部分和任何關聯的非租賃部分列為單個租賃部分入賬。

於租賃開始日，本集團確認使用權資產和租賃負債，但租賃期為十二個月或以下的短期租賃和低價值資產的租賃則除外。當本集團就低價值資產訂立租賃時，本集團按個別租賃基準決定是否將租賃資本化。與該等未資本化租賃相關的租賃付款於租期內按系統基準確認為開支。

當租賃已資本化，租賃負債初步按租期應付租賃款現值確認，並按租賃中所隱含的利率貼現，或倘該利率不能輕易釐定，則以相關遞增借款利率貼現。於初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計量。租賃負債的計量並不包括不依賴指數或利率的可變租賃付款，因此可變租賃付款於其產生的會計期間在損益中扣除。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (5) Leases (Continued)

##### (i) As a lessee (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 2(10)(ii)).

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

The Group presents right-of-use assets and lease liabilities separately in the consolidated statement of financial position.

### 2. 主要會計政策摘要 (續)

#### (5) 租約 (續)

##### (i) 作為承租人 (續)

於資本化租賃時確認的使用權資產初步按成本計量，其中包括租賃負債的初始金額，加上於開始日期或之前作出的任何租賃付款以及任何所產生的初始直接成本。倘適用，使用權資產的成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在工地而產生的估計成本，按其現值貼現並扣減任何所收的租賃優惠。使用權資產一般按資產的可使用壽命和租賃期限中較短的期限以直線法計提折舊。使用權資產隨後按成本減累計折舊及減值虧損列賬（見附註2(10)(ii)）。

倘指數或利率變化引致未來租賃付款出現變動，或本集團預期根據剩餘價值擔保應付的估計金額產化變化，或就本集團是否合理確定將行使購買、續租或終止選擇權的有關重新評估產生變化，則租賃負債將重新計量。倘以這種方式重新計量租賃負債，則應當對使用權資產的賬面值進行相應調整，而倘使用權資產的賬面值已調減至零，則應於損益列賬。

本集團在綜合財務狀況表中分別列示使用權資產和租賃負債。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (5) Leases (Continued)

#### (ii) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

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. The rental income from operating leases is recognised in accordance with note 2(23)(ii)(a).

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in note 2(5)(i), then the Group classifies the sub-lease as an operating lease.

### (6) Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

## 2. 主要會計政策摘要(續)

### (5) 租約(續)

#### (ii) 作為出租人

當本集團作為出租人時，在租賃開始時本集團判斷每份租賃是融資租賃還是經營租賃。如果租賃將其下的資產資產所有權附帶的幾乎所有風險和報酬轉移給承租人，則歸類該租賃為融資租賃。如果情況並非如此，則歸類該租賃為經營租賃。

當合約包含租賃和非租賃組成部分時，本集團以相對獨立的銷售價格為基礎將合約中的代價分配至各成分。經營租賃的租金收入根據附註2(23)(ii)(a)確認。

當本集團為中間出租人時，轉租乃根據主租賃產生的使用權資產被分為融資租賃或經營租賃。如果主租賃是本集團應用附註2(5)(i)所述豁免的短期租賃，則本集團將該轉租歸類為經營租賃。

### (6) 商譽

就收購業務產生的商譽以收購業務當日所確立的成本減去累計減值虧損入賬(如有)。

就減值檢測而言，商譽會分配至預期可自合併的協同效益獲益的本集團旗下各個現金產生單位(或組)。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (6) Goodwill (Continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### (7) Research and development

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

- (i) it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- (ii) management intends to complete the intangible asset and use or sell it;
- (iii) there is an ability to use or sell the intangible asset;
- (iv) it can be demonstrated how the intangible asset will generate probable future economic benefits;
- (v) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and

## 2. 主要會計政策摘要 (續)

### (6) 商譽 (續)

獲分配商譽的現金產生單位會每年進行減值測試，或於單位出現減值跡象時增加測試次數。倘現金產生單位的可收回金額低於其賬面值，則減值虧損會先用作減低任何分配至該單位的商譽的賬面值，其後則按該單位內各項資產賬面值的比例分配至該單位的其他資產。商譽的減值虧損直接於損益表確認，就商譽確認的減值虧損不可於往後期間撥回。

出售有關現金產生單位時，在釐定出售溢利或虧損時會計入商譽應佔金額。

### (7) 研究及開發

研究支出在產生時確認為費用。開發項目（涉及新產品或改良產品的設計及測試）產生的成本若符合下列條件，則確認為無形資產：

- (i) 技術上可完成該無形資產，以供未來使用或出售；
- (ii) 管理層有意完成該無形資產並使用或出售；
- (iii) 有能力去使用或出售該無形資產；
- (iv) 能展示該無形資產如何帶來未來經濟利益；
- (v) 具有足夠的技術、財力及其他資源完成該項開發並使用或出售該無形資產；及

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (7) Research and development (Continued)

- (vi) the expenditure attributable to the intangible asset during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful life.

### (8) Intangible assets (Other than goodwill)

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation (where the estimated useful life is finite) and accumulated impairment losses (see note 2(10)(ii)), on the same basis as intangible assets that are acquired separately.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

## 2. 主要會計政策摘要(續)

### (7) 研究及開發(續)

- (vi) 能可靠計量該無形資產於其開發時產生的支出。

不符合以上條件的其他開發支出於產生時確認為費用。先前已確認為費用的開發成本不會在往後期間確認為資產。資本化的開發成本列為無形資產，並由有關資產達到可使用狀態起在其預計可使用年內以直線法攤銷。

### (8) 無形資產(商譽除外)

業務合併所收購及與商譽分開確認之無形資產初步按收購日期之公平價值(視為彼等的成本)確認。

於初始確認後，業務合併中所收購之無形資產乃按成本值減累計攤銷當估計可用年期為有限)及累計減值虧損(見附註2(10)(ii))，按個別收購之無形資產之相同基準予以呈報。

具有有限使用年期之無形資產之攤銷乃於彼等之估計使用年期按直線法攤銷。估計使用年期及攤銷方法乃於各報告結算日結束時檢討，估計變動之影響按前瞻基準入賬。

無形資產乃於出售時或當預期不會從使用或出售中獲得未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損(按出售所得款項淨額與資產賬面值間之差額計量)乃於資產終止確認時在損益表中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 綜合財務報表附註(續)

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (9) Financial assets

#### (i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

See Note 39(a) for details of each type of financial asset.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## 2. 主要會計政策摘要(續)

### (9) 金融資產

#### (i) 分類

本集團將其金融資產分為以下計量類別：

- 隨後將按公平價值計量（其變動計入其他全面收益或計入損益）的金融資產；及
- 將按攤銷成本計量的金融資產。

該分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

就按公平價值計量之資產而言，收益及虧損將計入損益或其他全面收益。就債務工具投資而言，收益及虧損的入賬將取決於持有該投資之業務模式。就非持作交易的權益工具投資而言，收益及虧損的入賬將取決於本集團是否已於初始確認時行使不可撤銷選擇權，將權益投資入賬列為以公平價值計量且其變動計入其他全面收益。

有關各類金融資產的詳情，請參閱附註39(a)。

本集團只會在管理該等資產之業務模式變動時才重新分類債務投資。



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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (9) Financial assets (Continued)

#### (ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### (iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are recorded in profit or loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

## 2. 主要會計政策摘要(續)

### (9) 金融資產(續)

#### (ii) 確認及終止確認

常規購入及出售之金融資產在交易日予以確認，交易日指本集團承諾購入或出售該資產之日。當收取金融資產所得現金流量之權利已經到期或已經轉讓，而本集團已將擁有權之絕大部份風險及回報轉讓時，即終止確認金融資產。

#### (iii) 計量

初始確認時，本集團按其公平價值加(倘屬並非以公平價值計量且其變動計入損益的金融資產)直接歸屬於購買金融資產的交易成本計入金融資產。以公平價值計量且其變動計入損益的金融資產的交易成本在損益中入賬。確定具有嵌入衍生工具的金融資產的現金流量是否僅為支付本金和利息時，應整體考慮金融資產。

#### 債務工具

債務工具的后續計量視乎本集團管理該資產之業務模式及該資產之現金流量特徵而定。本集團將其債務工具分類為三個計量類別：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (9) Financial assets (Continued)

##### (iii) Measurement (Continued)

Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement. Interest income from these financial assets is included in finance income or other income using the effective interest method.

Fair value through other comprehensive income ("FVTOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses) – net. Interest income from these financial assets is included in finance income or other income using the effective interest method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the consolidated income statement.

### 2. 主要會計政策摘要(續)

#### (9) 金融資產(續)

##### (iii) 計量(續)

債務工具(續)

攤銷成本：倘為收回合約現金流量而持有之資產的現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。終止確認產生的任何收益或虧損直接於損益確認，並於其他收益／(虧損)中與滙兌收益及虧損一併列示。減值虧損於綜合收益表中作為單獨項目列示。該等金融資產的利息收入按實際利息法計入財務收入或其他收益。

以公平價值計量且其變動計入其他全面收益(「以公平價值計量且其變動計入其他全面收益」)：倘為收回合約現金流量及出售金融資產而持有之資產的現金流量僅為支付本金及利息，則該等資產以公平價值計量且其變動計入其他全面收益。賬面值變動計入其他全面收益，惟於損益確認之減值收益或虧損、利息收入及滙兌收益及虧損之確認除外。終止確認金融資產時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益並確認為其他收益／(虧損)一淨額。該等金融資產的利息收入按實際利息法計入財務收入或其他收益。滙兌收益及虧損計入其他收益／(虧損)及減值費用於綜合收益表中作為單獨項目列示。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (9) Financial assets (Continued)

#### (iii) Measurement (Continued)

##### Debt instruments (Continued)

Fair value through profit or loss ("FVTPL"): Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL and is not part of a hedging relationship is recognised in profit or loss and presented net in the consolidated income statement within other losses/gains, net in the period in which it arises.

##### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at FVTPL are recognised in other gains/(losses) – net in the consolidated income statement. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

## 2. 主要會計政策摘要(續)

### (9) 金融資產(續)

#### (iii) 計量(續)

##### 債務工具(續)

以公平價值計量且其變動計入損益(「以公平價值計量且其變動計入損益」): 未達按攤銷成本或以公平價值計量且其變動計入其他全面收益標準的資產以公平價值計量且其變動計入損益。後續以公平價值計量且其變動計入損益且並非對沖關係一部分之債務投資的收益或虧損於損益確認, 並於產生期間在綜合收益表的其他虧損/收益淨額列報淨額。

##### 權益工具

本集團後續按公平價值計量所有權益投資。倘本集團管理層選擇於其他全面收益中呈列權益投資的公平價值收益及虧損, 則於終止確認投資後, 公平價值的收益及虧損後續並無重新分類至損益。當本集團確立收取付款的權利時, 該等投資的股息繼續於損益確認為其他收入。以公平價值計量且其變動計入損益的金融資產公平價值變動於綜合收益表其他收益/(虧損) – 淨額確認。以公平價值計量且其變動計入其他全面收益之股權投資的減值虧損(及減值虧損撥回)並無與其他公平價值變動分開呈報。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets

#### (i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("ECLs") on the following items:

- financial assets measured at amortised cost (including cash and bank balances, trade and other receivables); and
- finance lease receivables

Financial assets measured at fair value including other financial assets are not subject to the ECLs assessment.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值

#### (i) 金融工具產生之信貸虧損

本集團就以下項目的預期信貸虧損(「預期信貸虧損」)確認虧損撥備:

- 按攤銷成本計量之金融資產(包括現金及銀行結餘及貿易及其他應收款項);及
- 應收融資租賃款項

按公平價值計量之金融資產(包括其他金融資產)毋須進行預期信貸虧損評估。

#### 預期信貸虧損的計量

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以所有預期現金流缺口的現值計量(即本集團根據合約應收的現金流量與本集團預期收到的現金流量之間的差額)。

倘貼現影響重大,則預期現金缺口將採用以下貼現率貼現:

- 定息金融資產及貿易及其他應收款項:於初始確認時釐定的實際利率或其近似值;

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

- variable-rate financial assets: current effective interest rate;
- finance lease receivables: discount rate used in the measurement of the finance lease receivable;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECLs model applies.

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (i) 金融工具產生之信貸虧損(續)

預期信貸虧損的計量(續)

- 浮息金融資產：即期實際利率；
- 應收融資租賃款項：以貼現率計量應收融資租賃款項；

估計預期信貸虧損時所考慮的最長期間為本集團承受信貸風險的最長合約期間。

於計量預期信貸虧損時，本集團會考慮無須花費不必要成本或精力即可獲取的合理且有依據的資料，包括關於過去事件、當前狀況及未來經濟狀況預測的資料。

預期信貸虧損按以下方式之一計量：

- 十二個月預期信貸虧損：預計報告日期後十二個月內可能發生的違約事件而導致的虧損；及
- 全期預期信貸虧損：預計應用預期信貸虧損模式的項目在整個期間所有可能發生的違約事件而導致的虧損。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

Measurement of ECLs (Continued)

Loss allowances for trade receivables and finance lease receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (i) 金融工具產生之信貸虧損(續)

預期信貸虧損的計量(續)

貿易應收款項及應收融資租賃款項之虧損撥備一直按等同於全期預期信貸虧損的金額計量。於報告日期，該等金融資產之預期信貸虧損乃根據本集團的過往信貸虧損經驗利用撥備矩陣進行估計，並根據債務人的特定因素及對當前及預計一般經濟狀況的評估進行調整。

就所有其他金融工具而言，本集團確認之虧損撥備相等於十二個月預期信貸虧損，除非自初始確認以來金融工具之信貸風險大幅增加，於此情況下，虧損撥備乃按相等於全期預期信貸虧損之金額計量。

信貸風險大幅上升

於評估金融工具的信貸風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初始確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘(i)借款人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產已逾期90日，則構成違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及無需付出過多成本或努力下即可獲得的前瞻性資料。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

Significant increases in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

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

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

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (i) 金融工具產生之信貸虧損(續)

信貸風險大幅上升(續)

具體而言，於評估信貸風險自初始確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸評級的實際或預期顯著惡化(倘適用)；
- 債務人經營業績的實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人履行其對本集團責任的能力有重大不利影響。

取決於金融工具的性质，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments

(Continued)

Significant increases in credit risk (Continued)

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECLs amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVTOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

Basis of calculation of interest income

Interest income recognised in accordance with note 2(23) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

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

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (i) 金融工具產生之信貸虧損

(續)

信貸風險大幅上升(續)

預期信貸虧損於各報告日期進行重新計量以反映金融工具自初始確認以來的信貸風險變動。預期信貸虧損金額的任何變動均於損益中確認為減值收益或虧損。本集團就所有金融工具確認減值收益或虧損，並透過虧損撥備賬對彼等之賬面值作出相應調整，惟於按公平價值計入其他全面收益(可劃轉)計量的債券證券之投資除外，就此，虧損撥備乃於其他全面收益確認並於公平價值儲備(可劃轉)累計。

利息收入計息基準

根據附註2(23)確認之利息收入按金融資產的總賬面值計算，除非該金融資產出現信貸減值，則利息收入按金融資產的攤銷成本(即總賬面值減虧損撥備)計算。

於各報告日期，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產之估計未來現金流量帶有害影響之事件時，金融資產即出現信貸減值。



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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

Basis of calculation of interest income (Continued)

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

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

#### Write-off policy

The gross carrying amount of a financial asset or finance lease receivable is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (i) 金融工具產生之信貸虧損(續)

利息收入計息基準(續)

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財務困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人出現財務困難，證券活躍市場消失。

#### 撇銷政策

若日後實際上不可收回款項，本集團則會撇銷(部分或全部)金融資產或應收融資租賃款項的總賬面值。該情況通常出現在本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還應撇銷的金額。

隨後收回先前撇銷之資產於收回期間在損益內確認為減值撥回。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of other non-current assets

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

- property, plant and equipment, including right-of-use assets (other than ownership interest in leasehold land and buildings held for own use carried at fair value);
- investments in subsidiaries and associates (except for those classified as held for sale or included in a disposal group that is classified as held for sale) in the Company's statement of financial position;
- goodwill; and
- intangible assets.

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

## 2. 主要會計政策摘要 (續)

### (10) 信貸虧損及資產減值 (續)

#### (ii) 其他非流動資產減值

本集團於每個報告期末均對內部及外間資料來源進行評估，以識別有否跡象顯示下列資產是否已出現減值，或（除商譽外）先前已確認之減值虧損已不存在或可能已減少：

- 物業、廠房及設備，包括使用權資產（除以公平價值計量的自用租賃土地及樓宇的所有權權益之外）；
- 在本集團財務狀況表中的附屬公司及聯營公司權益（除分類為持作出售或包含在持作出售組別之外）；
- 商譽；及
- 無形資產。

若出現任何此等跡象，本集團將估計資產之可收回金額。此外，就商譽而言，此無形資產並不可供使用及不定可用年期，每年按有否跡象需減值來估計其可收回金額。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (10) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of other non-current assets (Continued)

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

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

## 2. 主要會計政策摘要(續)

### (10) 信貸虧損及資產減值(續)

#### (ii) 其他非流動資產減值(續)

- 計算可收回金額

資產之可收回金額為其公平值減銷售成本與使用價值兩者之較高者。於評估使用價值時，採用反映當時市場對金錢時間值及有關資產特有風險之評估之稅前貼現率貼現估計未來現金流量至其現值。倘資產產生之現金流入大致上不能獨立於其他資產，可收回金額則按可獨立產生現金流入之最小資產組合(即現金產生單位)釐定。

- 確認減值虧損

倘某項資產或其所屬之現金產生單位之賬面值超過其可收回金額，則於損益內確認減值虧損。就現金產生單位確認之減值虧損，按比例分配以減少單位(或單位組別)內其他資產之賬面值，惟資產之賬面值不得減少至低於其個別公平值減銷售成本(如可計量)或使用價值(如可釐定)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (10) Credit losses and impairment of assets (Continued)

##### (ii) Impairment of other non-current assets

(Continued)

- Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

#### (11) 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. Other borrowing costs are expensed in the period in which they are incurred. 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.

### 2. 主要會計政策摘要 (續)

#### (10) 信貸虧損及資產減值 (續)

##### (ii) 其他非流動資產減值 (續)

- 撥回減值虧損

就商譽之外之資產而言，倘用於釐定可收回金額之估計出現有利改變，則撥回減值虧損。商譽的減值虧損則不會撥回。

撥回之減值虧損僅限於倘於過往年度未確認減值虧損而釐定之資產賬面值。減值虧損之撥回在確認撥回之年度計入損益。

#### (11) 借貸成本

直接因收購、建設或產生一項必須經歷一段頗長時間才可用作擬定用途或出售的資產而產生的借貸成本，均撥充資產成本的一部分、其他借貸成本將在產生當期支銷。資本化的借貸成本將在資產大致上可準備投入作擬定用途或出售時隨之中止。個別借貸於等待使用於有關合資格的資產時用作短暫投資所得的投資收入於撥充資本的借貸成本中扣除。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (12) Government grants

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

### (13) Financial guarantees issued, provisions and contingent liabilities

#### (i) Financial guarantees issued

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

## 2. 主要會計政策摘要 (續)

### (12) 政府補貼

倘可合理確定能夠收取政府補貼，而本集團將符合政府補貼所附帶的條件，則政府補貼在綜合財務狀況表中初始確認。補償集團所產生開支的補貼於產生開支的同一期間有系統地於損益表中確認為收入。補償本集團資產成本的補貼在相關資產賬面值中扣除，其後於該項資產的可用年期以減少折舊開支方式於損益表中實際確認。

### (13) 發出財務擔保、撥備及或然負債

#### (i) 所發出財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失而向持有人支付特定款項的合約。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (13) Financial guarantees issued, provisions and contingent liabilities (Continued)

#### (i) Financial guarantees issued (Continued)

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transactions for similar services, when such information is obtainable, is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2(13)(iii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee, i.e. the amount initially recognised, less accumulated amortisation.

## 2. 主要會計政策摘要(續)

### (13) 發出財務擔保、撥備及或然負債(續)

#### (i) 所發出財務擔保(續)

倘本集團發出財務擔保，該擔保的公平價值（即交易價格，除非該公平價值能確實地估計）初始確認為貿易應付賬款及其他應付賬款內的遞延收入。已發出財務擔保於發出時之公平價值於可獲得有關資料時，乃參考就涉及類似服務之公平交易所收取費用釐定，或（倘無有關資料）參考透過將貸方於提供擔保時所收取實際利率與在不獲提供擔保時原應收取之估計利率作出比較下得出的利率差距加以估計（指可就有關資產指示出可靠估計之情況下）。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產之本集團政策而予確認。倘有關代價尚未收取或應予收取，於初始確認任何遞延收入時，即時開支於損益表內確認。

初始確認為遞延收入的擔保款額，按擔保年期於損益表內攤銷為所發出的財務擔保收入。此外，倘(i)擔保持有人有可能根據本集團已作出的財務擔保向集團提出索償通知時；及(ii)本集團的申索款額預期超過現時列於該擔保的應付賬款及其他應付款項（即初始確認的金額）減累計攤銷，便根據附註2(13)(iii)確認並作出撥備。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (13) Financial guarantees issued, provisions and contingent liabilities (Continued)

#### (ii) Contingent liabilities acquired in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(13)(iii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or where not present obligations at the date of acquisition are disclosed in accordance with note 2(13)(iii).

#### (iii) Other provisions and contingent liabilities

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

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

## 2. 主要會計政策摘要(續)

### (13) 發出財務擔保、撥備及或然負債(續)

#### (ii) 業務合併取得的或然負債

因業務合併而承擔或然負債於收購日屬即期責任，則最初按公平價值確認，惟公平價值能可靠計量。按公平價值確認後，該等或然負債按初始確認數額扣除累計攤銷(如適用)後的數額，與根據本附註2(13)(iii)所釐定的數額兩者的較高者確認。倘不能於收購日可靠地計量公平價值或並非為即期責任，因業務合併而承擔的或然負債則按本附註2(13)(iii)所述披露。

#### (iii) 其他撥備及或然負債

如果本集團或本公司須就已發生之事件承擔法律或推定義務，而會導致經濟利益外流及在可以作出可靠之估計時，則就該時間或數額不定之其他負債計提撥備。如果貨幣時間值重大，則按履行義務預計所需支出之現值計提撥備。

如果流出經濟利益之可能性較低，或無法對有關數額作出可靠之估計，則會將該義務披露為或然負債，但經濟利益外流之可能性極低則除外。如果有關義務須視乎某宗或多宗未來事件是否發生才能確定是否存在，則會披露為或然負債，除非經濟利益外流可能性極低。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (14) Inventories and other contract costs

#### (i) Inventories

Inventories are assets which are held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process or in the rendering of services.

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

## 2. 主要會計政策摘要(續)

### (14) 存貨及其他合約成本

#### (i) 存貨

存貨是指日常業務過程中持有以作銷售、處在為該等銷售的生產過程中，或在生產過程或提供勞務過程中耗用的材料或物料形式持有的資產。

存貨按成本或可變現淨值兩者中的較低者列賬。成本按加權平均法計算。製成品及在製品的成本包括原材料、直接工資、其他直接成本及相關生產開支(根據正常經營能力)，惟不包括貸款成本。可變現淨值乃按正常業務過程中的估計售價，減去適用的變動銷售開支計算。

將存貨撇減至可變現淨值的金額及存貨的所有虧損，乃於撇減或虧損產生的期間確認為開支。撥回任何存貨撇減的金額乃確認為減少該存貨於期間確認為開支的金額。



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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (14) Inventories and other contract costs (Continued)

#### (ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 2(14)(i)), property, plant and equipment (see note 2(4)) or intangible assets (see note 2(8)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

## 2. 主要會計政策摘要(續)

### (14) 存貨及其他合約成本(續)

#### (ii) 其他合約成本

其他合約成本是取得客戶合約的增量成本或履行客戶合約的成本，其並無撥充資本為存貨(見附註2(14)(i))，物業、廠房及設備(見附註2(4))或無形資產(見附註2(8))。

取得合約的增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生的成本(例如增量銷售佣金)。倘有關收益的成本將在未來報告期內確認，而成本預期可收回，取得合約的增量成本於產生時會撥充資本。取得合約的其他成本在產生時支出。

倘履行合約的成本與現有合約或可識別的預期合約直接有關；產生或提升將於未來用於提供產品或服務的資源；並預期可收回，則會撥充資本。與現有合約或可識別的預期合約直接有關的成本可能包括直接勞工、直接材料、成本分配、明確向客人收取的成本及僅由於本集團訂立合約而產生的其他成本(例如向分包商支付款項)。其他履行客戶合約的成本(其並無撥充資本為存貨，物業、廠房及設備或無形資產)在產生時支銷。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (14) Inventories and other contract costs (Continued)

#### (ii) Other contract costs (Continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 2(23).

### (15) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 2(23)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 2(10)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 2(16)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 2(23)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(16)).

## 2. 主要會計政策摘要(續)

### (14) 存貨及其他合約成本(續)

#### (ii) 其他合約成本(續)

撥充資本的合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產賬面值超過(i)本集團預期收取以交換有關該資產的產品或服務的餘下代價金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支的成本的淨額，則會確認減值虧損。

當與資產有關的收益獲確認時，撥充資本的合約成本攤銷將自損益扣除。收益確認的會計政策載於附錄2(23)。

### (15) 合約資產及合約負債

倘本集團於根據合約所載之付款條款符合資格無條件收取代價之前確認收入(見附註2(23))，則確認合約資產。合約資產根據載於附註2(10)(i)之政策評估預期信貸虧損，並於收取代價之權利成為無條件時被重新分類至應收款項(見附註2(16))。

倘客戶於本集團確認相關收入之前支付代價，則確認合約負債(見附註2(23))。倘本集團擁有無條件權利可於本集團確認相關收入之前收取代價，亦將確認合約負債。在該等情況下，亦將確認相應的應收款項(見附註2(16))。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (15) Contract assets and contract liabilities (Continued)

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

### (16) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (note 2(15)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

### (17) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2(10)(i).

Pledged bank deposits are not included in cash and cash equivalents.

## 2. 主要會計政策摘要(續)

### (15) 合約資產及合約負債(續)

就與客戶訂立的單一合約而言，以合約資產淨值或合約負債淨值呈列。就多種合約而言，不相關合約的合約資產及合約負債不以淨值基準呈列。

### (16) 貿易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價的權利僅需經過一段時間方為無條件。如收益在本集團有無條件權利收取代價前經已確認，則金額呈列為合約資產(見附註2(15))。

應收款項利用實際利率法按攤銷成本減信貸虧損撥備列賬。

### (17) 現金及現金等值

現金及現金等值包括銀行存款及現金、在銀行及其他金融機構的活期存款以及流動性極高的短期投資。這些投資可以在未經通知下即時轉換為已知數額的現金，而在價值變動方面的風險並不巨大，且獲取時的到期日在三個月之內。就編製綜合現金流量表而言，須應要求償還並構成本集團現金管理之一部份的銀行透支亦列入現金及現金等值的組成部份。現金及現金等值按附註2(10)(i)所示評估預計信貸虧損。

抵押存款不包括於現金及現金等值內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (18) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction (net of tax) from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity shareholders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity shareholders.

#### (19) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities (if any) measured in accordance with note 2(13)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 2. 主要會計政策摘要 (續)

#### (18) 股本

普通股歸類為權益。

發行新股份或購股權直接應佔之新增成本乃於股本權益中列為所得款項(扣除稅項)之扣減。

倘任何集團公司購買本公司之權益股本(庫存股份)，所支付之代價(包括任何增加之直接應佔成本(扣除所得稅))從本公司股權持有人應佔之權益中扣除，直至股份被註銷、重新發行或出售為止。倘有關股份其後被售出或重新發行，則任何所收取之代價(扣除任何增加之直接應佔交易成本及有關所得稅影響)計入本公司股權持有人應佔之權益。

#### (19) 貿易及其他應付款項

貿易及其他應付款項初步按公平價值確認。除了按照附註2(13)(i)計算之財務擔保負債外，貿易及其他應付款項其後按攤銷成本入賬，惟倘貼現影響並不重大，則按成本入賬。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (20) Bank and other borrowings

Bank and other borrowings are initially recognised at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Bank and other borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Bank and other borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### (21) Income tax

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

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

## 2. 主要會計政策摘要(續)

### (20) 銀行及其他借款

銀行及其他借款最初按公平價值扣除交易成本後的淨額確認。交易成本為直接關於收購、發行或出售金融資產或財務負債的新增成本，包括支付代理、顧問、經紀及交易商的費用及佣金、監管機構及證券交易所的徵費，以及轉讓的稅項及印花稅。銀行及其他借款其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值之間的差額在借款期限內以實際利息法計入當期收入報表中確認。

除非本集團有權無條件將債項結算期限延長至報告結算日後最少十二個月，否則借款乃分類為流動負債。

### (21) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動在損益表確認，除非與屬於其他全面收益確認或直接計入權益的項目有關者，則有關稅項金額分別於其他全面收益確認或直接計入權益。

本期稅項乃根據已執行或於報告結算日已實質執行之稅率，按本年度應課稅收入以及過往年度應付稅項之任何調整而計算預期應付稅項。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (21) Income tax (Continued)

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

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

## 2. 主要會計政策摘要(續)

### (21) 所得稅(續)

遞延稅項資產及負債乃因作財務報告用途之資產及負債賬面值與作稅基用途之資產及負債賬面值兩者之可予扣減及應課稅之暫時差異所產生。遞延稅項資產亦可由未經使用之稅務虧損及未經使用之稅項優惠所產生。

除了若干有限之例外情況外，所有遞延稅項負債，以及所有遞延稅項資產（僅限於將來很可能取得應課稅盈利而令該項資產得以運用之部份）均予確認。容許確認由可予扣減暫時差異所產生之遞延稅項資產之未來應課稅盈利包括其將由目前之應課稅暫時性差異撥回之部份，惟此等應課稅暫時差異應由同一稅務當局向同一應課稅單位徵收，並預期在可予扣減暫時差異預期撥回之同一期間內撥回或在由遞延稅項資產產生之稅務虧損能轉回或轉入之期間內撥回。在評定目前之應課稅暫時差異是否容許確認由未經使用之稅務虧損及優惠所產生之遞延稅項資產時，亦會採用上述相同之標準，即該等暫時差異由同一稅務當局向同一應課稅單位徵收，並預期在稅務虧損或優惠能應用之期間內撥回方計算在內。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (21) Income tax (Continued)

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

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

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

## 2. 主要會計政策摘要 (續)

### (21) 所得稅 (續)

確認遞延稅項資產及負債之有限例外情況包括由商譽引起並不可在稅務方面獲得扣減之暫時差異、初始確認但並不影響會計盈利及應課稅盈利之資產或負債（惟其不可為業務合併之部份），以及有關於附屬公司投資所引致之暫時差異。如為應課稅差異，只限於本集團可以控制撥回時間，且在可預見將來不太可能撥回之暫時差異；或如為可予扣減差異，則只限於可能在未來撥回之差異。遞延稅項資產及負債均不作貼現計算。

本集團會在每個報告期末評估遞延稅項資產之賬面值。如果不再可能取得足夠之應課稅盈利以運用有關之稅務利益，便會調低賬面金額。在日後可能取得足夠之應課稅盈利時，則會撥回已扣減金額。

來自分派股息的額外所得稅，確認支付有關股息的責任時確認。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (21) Income tax (Continued)

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

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

## 2. 主要會計政策摘要(續)

### (21) 所得稅(續)

本期稅項結餘及遞延稅項結餘及其變動，乃各自分開列示及不會相互抵銷。若本公司或本集團在法律上擁有抵銷本期稅項資產及本期稅項負債之行使權利，並能符合下列額外條件，則本期稅項資產可抵銷本期稅項負債，以及遞延稅項資產可抵銷遞延稅項負債：

- 若為本期稅項資產及負債：本集團計劃以淨額清償，或計劃同時變現資產及清償負債；或
- 若為遞延稅項資產及負債：如其與同一稅務當局向下述者徵收之所得稅有關：
  - 同一應課稅單位；或
  - 如為不同之應課稅單位，預期在未來每一個週期將清償或追償顯著數目之遞延稅項負債或資產及計劃變現本期稅項資產及以淨額基準清償本期稅項負債或計劃同時變現本期稅項資產及清償本期稅項負債。



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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (22) Employee benefits

#### (i) Retirement benefit costs

Payments to defined contribution plans under the mandatory provident fund scheme, the ORSO scheme and state-managed retirement benefits scheme are charged as expenses as they fall due.

#### (ii) Profit-sharing and bonus plans

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### (iii) Share-based compensation

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is measured at grant date using the Hull White Trinomial Model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the options will vest.

## 2. 主要會計政策摘要(續)

### (22) 僱員福利

#### (i) 退休福利計劃

對強制性公積金計劃、職業退休計劃及其他國有退休福利計劃作出之供款乃於其到期時列作開支予以扣除。

#### (ii) 分享溢利及花紅計劃

本集團根據一條公式，按本公司股東應佔溢利作若干調整，計算並確認花紅及分享溢利為負債及開支。本集團按合約規定或過往慣例責任產生時確認撥備。

#### (iii) 股份為本之補償

賦予員工的購股權之公平價值被確認為員工成本，並在股東權益內的購股權儲備作相應的增加。公平價值乃採用霍爾－懷特三元模型，按購股權授予日計算，並顧及授予購股權的條款。當僱員須符合歸屬期條件才可無條件享有該等購股權，預計公平價值總額在歸屬期內攤分入賬，並已考慮購股權歸屬的或然率。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (22) Employee benefits (Continued)

#### (iii) Share-based compensation (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged or credited to the income statement for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share option reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share option reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share option reserve until either the option is exercised (when it is transferred to the share capital) or the option expires (when it is released directly to retained profits).

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

## 2. 主要會計政策摘要(續)

### (22) 僱員福利(續)

#### (iii) 股份為本之補償(續)

估計可歸屬購股權的數目須在歸屬期內作出檢討。除非原本支出符合資產確認之要求，任何已在往年確認的累積公平價值之調整須在檢討期內的收入報表支銷或回撥，並在購股權儲備作相應調整。在歸屬日，除非因未能符合歸屬條件引致權利喪失純粹與本公司股份的市價有關，確認為支出之金額按歸屬購股權的實際數目作調整（並在購股權儲備作相應調整）。屬股東權益的金額在購股權儲備確認，直到當購股權被行使時（轉入股本），或當購股權之有效期屆滿時（轉入保留溢利）。

#### (iv) 辭退福利

如果本集團在正常退休日期前終止僱用，或員工接受自願離職以換取這些福利，則應支付辭退福利。本集團於下列日期較早時確認辭退福利：(a)本集團不能撤回該等福利的提議；及(b)當該實體確認重組的成本在香港會計準則第37號範圍內，並涉及支付辭退福利。在提出鼓勵自願離職的提議的情況下，辭退福利是根據預期接受報價的僱員人數計算的。在報告結算日結束後超過12個月到期的福利，按貼現現值折現。

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## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (23) Revenue recognition and other income

#### (i) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied or service performed, stated net of rebates and returns. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of returns on historical results, taking into consideration the type of customers, the nature of transactions and the specifics of each arrangement.

#### Sales of products

Revenue from the sale of goods directly to the customers is recognised at the point that the control of the inventory have passed to the customers, which is primarily upon the acceptance of the products by the customers. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. The Group collects cash or bank acceptance notes from the customers before or upon deliveries of products through banks. Cash or bank acceptance notes collected from the customers before product delivery is recognised as contract liabilities (Note 2(15)).

## 2. 主要會計政策摘要(續)

### (23) 收益確認及其他收入

#### (i) 收益確認

收入按已收或應收代價的公平價值計算，為就所供應商品或所履行的服務扣除折扣及退貨應收款項。當收入金額能夠可靠計量；未來經濟利益有可能流入實體；及本集團各項活動符合具體條件時(如下文所述)，本集團會確認收入。本集團根據其過往業績並考慮客戶類別、交易性質及每項安排的特點作出回報估計。

#### 產品銷售

直接向客戶銷售商品所得收入於存貨的控制權已轉移予客戶時(主要於客戶接受產品後)確認。客戶對產品有充分酌情權且並無未履行責任可影響客戶對該等產品的接納。本集團在產品交付之前或之後透過銀行向客戶收取現金或銀行承兌票據。在產品交付前自客戶收取的現金或銀行承兌票據確認為合約負債(附註2(15))。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(23) Revenue recognition and other income (Continued)**

**(i) Revenue recognition (Continued)**

Installation services income

Installation services income is recognised when the relevant services are provided.

The Group's obligation to repair or replace faulty products under the standard warranty terms, which cannot be purchased separately and serve as an assurance that the products sold comply with agreed-upon specifications at the time of sale.

Finance lease income

Interest income from the finance lease is recognised on a basis that reflect a constant periodic rate of return on the net investment in the finance lease.

**(ii) Other income**

- (a) Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

**2. 主要會計政策摘要(續)**

**(23) 收益確認及其他收入(續)**

**(i) 收益確認(續)**

安裝服務收入

安裝服務收入乃按已提供有關服務後確認。

本集團有責任根據標準質保條款修理或更換缺陷產品(該等質保條款不可單獨購買且用作所出售產品在銷售時符合協定規格的保證)。

融資租賃收入

融資租賃利息收入的基礎是反映融資租賃的淨投資回報之恆常週期性回報率。

**(ii) 其他收入**

- (a) 經營租賃下的應收租金收入乃按租約之年期以直線法確認,或按其他更能反映使用租賃資產所產生利益模式的方式予以確認。所給予之租賃獎勵按其作為組成應收租賃淨付款總額之組成部分於損益中確認。或然租金乃於賺取之會計期間內確認為收入。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (23) Revenue recognition and other income (Continued)

#### (ii) Other income (Continued)

- (b) Handling and services income are recognised when services are provided.
- (c) Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(10)(i)).
- (d) Dividend income is recognised when the shareholder's right to receive payment is established prior to the end of the reporting period.

### (24) Dividend distribution

Final dividends proposed by the Board are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

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.

## 2. 主要會計政策摘要(續)

### (23) 收益確認及其他收入(續)

#### (ii) 其他收入(續)

- (b) 加工及服務收入乃按已提供服務後確認。
- (c) 利息收入乃採用實際利息法確認。對於以攤銷成本計量的金融資產或以公平價值計量且其變動計入其他全面收益(重新歸入)並無信貸減值,實際利率乃應用於資產的總帳面值。對於以信用減值的金融資產,實際利率乃應用於攤銷成本(即總帳面值扣除虧損撥備)計量的資產(見附註2(10)(i))。
- (d) 由投資所取得之股息收入之確認為當股東早於報告結算日已確立收取股息之權利。

### (24) 股息分派

由董事會建議派發的末期股息在財務狀況表股東權益內作為對保留溢利的分配單獨列示,直至股東於股東大會上批准派發。這些股息被股東批准和宣派後,確認為負債。

由於本公司之公司組織章程大綱及細則授予董事權力以宣派中期股息,故中期股息會同時建議及宣派。因此,當建議及宣派中期股息時,中期股息直接被確認為負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註 (續)

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

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (25) Segment reporting

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

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

### 2. 主要會計政策摘要 (續)

#### (25) 分部報告

營運分部及本財務報表所呈報之各分部項目之款項，於定期向本集團高級管理層提供之綜合財務報告中識別，管理層依據該等報告分配資源予本集團不同業務及地域以及評估該等業務及地域之表現。

就財務報告而言，個別重大營運分部不會累積計算，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務之方法以及監管環境性質方面相類似則除外，倘並非個別重大之經營分部符合大部份此等準則，則該等營運分部可能會被累積計算。終止營運分部與持續營運分部會分別呈列。

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (26) Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK dollars, which is the Company's functional and the Group's presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

#### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except those arising from qualifying cash flow hedges or qualifying net investment hedges which are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities, such as equity instruments held at fair value through profit or loss, are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as financial assets at fair value through other comprehensive income, are recognised in other comprehensive income and accumulated separately in equity in the fair value reserve.

## 2. 主要會計政策摘要(續)

### (26) 外幣換算

#### (i) 功能及呈報貨幣

本集團各實體之財務報表所列之項目，乃按該實體經營所在地之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表乃以本公司之功能及呈報貨幣港元呈列。除非另有說明，所有數值都會四捨五入到最接近的千位數。

#### (ii) 交易及結餘

外幣交易均按交易當日之滙率換算為功能貨幣。因結算該等交易及因按年結日滙率換算以外幣為貨幣單位之貨幣資產及負債而產生之外滙損益，乃於損益表中確認，惟由現金流量對沖或投資淨額對沖所產生的，則於其他全面收益中確認。

非貨幣金融資產及負債如按公平價值持有並於損益表中處理之股本工具之換算差額，均於損益表內確認為公平價值盈虧之一部分。非貨幣金融資產如分類為公平價值計入其他全面收益之金融資產之換算差額，均於其他全面收益確認並獨立累計於權益中的公平價值儲備內。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(26) Foreign currency translation (Continued)**

**(iii) Group companies**

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

**2. 主要會計政策摘要(續)**

**(26) 外幣換算(續)**

**(iii) 集團公司**

集團旗下所有公司(全部均非採用高通脹經濟體系之貨幣)之功能貨幣倘有別於呈報貨幣,其業績及財務狀況須按如下方式換算為呈報貨幣:

- (i) 各財務狀況表所列資產及負債按其結算日之收市匯率換算;
- (ii) 各收入報表所列收入及開支按平均匯率換算(除非此平均匯率不足以合理地概括反映於交易日期適用匯率之累計影響,則在此情況下,收入及開支則按交易日期之匯率換算);及
- (iii) 一切因此而產生之滙兌差額均於其他全面收益確認並獨立累計於權益中的滙兌儲備內。



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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (26) Foreign currency translation (Continued)

#### (iii) Group companies (Continued)

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and accumulated separately in equity in the translation reserve. When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss when gain or loss on disposal is recognised.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the year-end closing rate.

### (27) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
- (1) has control or joint control of the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or of a parent of the Group.

## 2. 主要會計政策摘要(續)

### (26) 外幣換算(續)

#### (iii) 集團公司(續)

在編製綜合賬時，換算海外公司投資淨額和換算被指定為此等投資之對沖工具的借貸及其他貨幣工具而產生的滙兌差異，均於其他全面收益確認並獨立累計於權益中的滙兌儲備內。當出售海外業務時，此等滙兌差異將於確認於出售時由權益重新分類至損益表。

因收購海外公司而產生之商譽及公平價值調整，均視作為該海外公司之資產及負債處理，並按結算日的收市滙率換算。

### (27) 關聯方

- (i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
- (1) 控制或共同控制本集團；
  - (2) 對本集團有重大影響；或
  - (3) 為本集團或本集團母公司的主要管理層成員。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 綜合財務報表附註 (續)

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

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (27) Related parties (Continued)

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in note 2(27)(i).
- (7) A person identified in note 2(27)(i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

## 2. 主要會計政策摘要 (續)

### (27) 關聯方 (續)

(ii) 倘符合下列任何條件，即實體與本集團有聯連：

- (1) 該實體與本集團屬同一集團之成員公司 (即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
- (2) 一間實體為另一實體的聯營公司或合營企業 (或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (3) 兩間實體均為同一第三方的合營企業。
- (4) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (5) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
- (6) 實體受附註2(27)(i)所識別人士控制或受共同控制。
- (7) 於附註2(27)(i)(1)所識別人士對實體有重大影響力或屬該實體 (或該實體的母公司) 主要管理層成員。
- (8) 該實體或屬該實體其中一部份的集團旗下任何成員公司為向本集團或本集團母公司提供主要管理人員服務。

任何人士之近親為與該實體交易時預期可影響該人士或受該人士影響的家庭成員。

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### 3. APPLICATION OF AMENDMENTS TO HKFRSs Amendments to HKFRSs that are mandatorily effective for the current year

In current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual reporting periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2

In addition, the Group has early adopted the amendment to HKFRS 16, Covid 19-Related Rent Concessions beyond 30 June 2021, which is effective for the annual reporting periods beginning on or after 1 April 2021.

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

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The assumptions, estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (i) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 2(10). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and assumptions. Where the expectation is different from the original estimate, such difference will impact the carrying amount of goodwill and the impairment (if any) in the period in which such estimate has been changed.

### 3. 應用香港財務報告準則之修訂 於本年度強制生效的香港財務報告準則之修訂

於本年度，本集團已就編製綜合財務報表首次應用香港會計師公會頒佈的下列香港財務報告準則之修訂本，該等準則於二零二一年一月一日或之後開始之年度報告期間強制生效：

- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂，利率基準改革—第二階段

此外，本集團已提早採納香港財務報告準則第16號的修訂：二零二一年六月三十日以後與2019新型冠狀病毒相關的租金寬免，此修訂於二零二一年四月一日或之後開始之年度期間生效。

於本年度應用香港財務報告準則之修訂對本集團於本年度及過往年度的財務狀況及表現及／或綜合財務報表所載之披露並無重大影響。

### 4. 重要會計估計及判斷

假設、估計及判斷會不斷按照歷史經驗及其他因素進行評估，包括在各情況下相信是合理之未來事件預測。

#### (i) 商譽減值估計

本集團每年按照附註2(10)所述之會計政策測試商譽是否有任何減值。現金產生單位之可收回金額按使用價值計算而釐定，該等計算須採用若干計量及假設。倘預期金額與原定估計有差異時，則該差額將會影響該估計出現變動期間內之商譽及減值撥備(如有)之賬面值。

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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (i) Estimated impairment of goodwill (Continued)

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate and growth rate in order to calculate the present value of those cash flows. The net carrying amount of goodwill as at 31 December 2021 was approximately HK\$32,996,000 (2020: HK\$53,483,000).

More details of the impairment assessment are given in note 18.

##### (ii) Allowance for impairment of trade receivables and finance lease receivables

For trade receivables and finance lease receivables, the Group applies the simplified approach to provide for ECLs as prescribed by HKFRS 9, which requires the use of the lifetime expected loss allowance for all trade receivables and finance lease receivables. The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. A considerable level of judgement is exercised by the directors when assessing the financial condition and credit worthiness of each customer.

#### 4. 重要會計估計及判斷 (續)

##### (i) 商譽減值估計 (續)

本集團至少每年釐定商譽是否減值，對已獲分配商譽之現金產出單位之使用價值作出估計。估計使用價值要求本集團對來自現金產出單位之預期未來現金流量作出估計，亦要選擇合適折現率及增長率計算該等現金流量之現值。於二零二一年三月三十一日，商譽之賬面淨值約32,996,000港元（二零二零年：53,483,000港元）。

減值評估之詳情載列於附註18。

##### (ii) 貿易應收款項及融資租賃應收款項減值撥備

就貿易應收款項及應收融資租賃款項而言，本集團應用香港財務報告準則第9號規定的簡化方法就預期信貸虧損計提撥備，該準則允許採用所有貿易應收款項及應收融資租賃款項存續期的預期虧損撥備。金融資產虧損撥備乃基於有關違約風險及預期虧損率之假設作出。於各報告期末，本集團根據其過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算之輸入數據。董事於評估各獨立客戶的財務狀況及信譽時需作出一定程度的判斷。

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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (iii) Income taxes

The Group is subject to income taxes mainly in Hong Kong and Mainland China. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Recognition of deferred tax assets, which principally relate to allowance for doubtful debts and tax losses, depends on the management's expectation of future taxable profits that will be available against which the tax losses can be utilised. The outcome of their actual utilisation may be different.

##### (iv) Provision for inventories

The Group reviews the carrying amounts of inventories at the end of each reporting period to determine whether the inventories are carried at lower of cost and net realisable value in accordance with the accounting policy set out in note 2(14). The directors estimate the net realisable value based on the current market situation and historical experience on similar inventories. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down and affect the Group's net asset value.

#### 4. 重要會計估計及判斷 (續)

##### (iii) 所得稅

本集團須繳納香港及中國內地之所得稅。釐定所得稅之撥備須作出審慎判斷。於日常業務過程中，本集團用作釐定最終稅項之多項交易及計算方法並不確定。本集團根據預期稅務審查所引致的附加稅務確認為負債。倘該最終稅項結果與初步錄得之款額不同，則有關差額將影響釐定期間之所得稅及遞延稅項撥備。

遞延稅項資產的確認主要涉及呆壞賬撥備及稅項虧損，並取決定於管理層對可用於抵銷可動用稅項虧損之日後須課稅溢利之預期。該等實際利用之結果或有不同。

##### (iv) 存貨撥備

本集團在每一結算日均評估存貨之賬面值，以確定有關存貨是否按照附註2(14)所述會計政策以成本及可變現值兩者中較低數額入賬。董事們根據類似存貨之現行市況及過往經驗估計可變現價值淨額。任何假設之改變將增加或減少存貨撇減值或撇減之相應回撥，並因此影響本集團之資產價值淨額。

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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (v) Classification of interests in leasehold land and buildings held for own use

In accordance with HKAS 16, Property, plant and equipment, the Group chooses to apply either the cost model or the revaluation model as its accounting policy for items of property, plant and equipment held for own use on a class-by-class basis. In applying this policy, the Group has concluded that its registered ownership interests in leasehold properties and the right to use other properties leased under tenancy agreements are two separate groupings of assets which differ significantly in their nature and use. Accordingly, they are regarded by the Group as separate classes of asset for subsequent measurement policies in accordance with notes 2(4), 2(5) and 2(10)(ii). Specifically, registered ownership interests are carried under the revaluation model, while rights to use properties under tenancy agreements are carried at depreciated cost.

In making this judgement, the Group has taken into account that, as the registered owner of leasehold property, the Group is able to benefit fully from any changes in the valuation of these properties whether as holding gains or by selling the property interest to others, as well as being able to use the properties in its operation free of paying market rents. In contrast, the shorter term tenancy agreements are typically for periods of no more than 10 years and are subject to other restrictions, in particular on transferability of the Group's tenancy rights to others. These shorter term tenancy agreements are executed in order to retain operational flexibility and to reduce the Group's exposure to the property market fluctuation.

#### 4. 重要會計估計及判斷(續)

##### (v) 持作自用的租賃土地及樓宇的權益之分類

根據香港會計準則第16號，物業、廠房及設備，本集團選擇採納成本模式或重估模式作為其持作自用之物業、廠房及設備的會計政策。通過應用該政策，本集團認為其持作自用之租賃物業中的註冊所有權權益和租賃協議下其他已租賃物業的使用權為兩組在性質及使用上存在明顯差異的獨立資產。因此，有關資產被本集團判定為獨立類別的資產並根據附註2(4)、2(5)及2(10)(ii)所述的會計政策作後續計量。具體而言，註冊所有權權益按重估模式列賬，而租賃協議項下的物業使用權則按折舊後成本列賬。

在作出該判斷時，本集團已考慮作為租賃物業之登記擁有人，無論是持有收益或將物業權益出售予他人，本集團均能從該等物業的估值變動中全面獲益，且能在毋需支付市場租金的情況下於其營運中使用該等物業。相反，短期租賃協議通常為期不超過十年，同時受到其他限制，尤其是本集團將租賃權轉讓予他人的可轉讓性。實行這些短期租賃協議是為了維持營運彈性度及減低本集團的物業市場浮動性風險。

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#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

##### (vi) Determining the lease term

As explained in note 2(5), the lease liability is initially recognised at the present value of the lease payments payable over the lease term. In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation. The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. Any increase or decrease in the lease term would affect the amount of lease liabilities and right-of-use assets recognised in future years.

#### 4. 重要會計估計及判斷(續)

##### (vi) 釐定租賃期

誠如附註2(5)所闡述，租賃負債以租賃期內應付租賃款的現值進行初步確認。於開始日期釐定包含本集團可行使的續租權的租賃租期時，本集團會評估行使續租權之可能性，並考慮到所有能形成經濟誘因促使本集團行使續租權之相關事實及情況(包括有利條款、已作出之租賃裝修及該相關資產對本集團經營之重要性)。倘發生重大事件或情況出現重大變動而該等事件或變動受本集團控制，則將重新評估租賃期。租賃期的任何延長或縮短均會影響於未來年度確認的租賃負債及使用權資產金額。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**5. REVENUE AND SEGMENT REPORTING**

**(a) Revenue**

Revenue, which is also the Group's turnover, represents the amounts received and receivable for goods sold to customers, less returns and discounts and interest income from finance lease receivables during the year.

An analysis of revenue is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Revenue</b>	<b>收入</b>		
Sales of goods	產品銷售	3,025,320	2,398,764
Installation services for machinery	機械安裝服務	7,271	6,482
Revenue from contracts with customers	來自客戶合約之收益	3,032,591	2,405,246
Finance lease income	融資租賃收入	42,714	26,775
Total revenue	總收入	3,075,305	2,432,021

**Disaggregation of revenue**

Disaggregation of revenue from contracts with customers by major products is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trading of industrial consumables	工業消耗品貿易	501,130	339,105
Sales of plastic products	注塑製品銷售	554,370	435,523
Sales of machinery	機械銷售	1,175,910	933,693
Sales of printed circuit boards	印刷線路板銷售	793,910	690,443
Installation services for machinery	機械安裝服務	7,271	6,482
		3,032,591	2,405,246

The timing of revenue recognition of all revenue from contracts with customers is at a point in time when customers obtain control of goods or services.

**5. 收入及分部報告**

**(a) 收入**

收入，亦即本集團之銷售額，指年內本集團向集團以外客戶銷售貨品減退貨及折扣後之已收及應收款項及應收融資租賃款項產生之利息收入。本集團之收入分析如下：

**收入分類**

按主要產品類別分類的客戶合約收入如下：

所有來自客戶合約之收入均於客戶取得貨品或服務控制權的時間點確認。



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## 5. REVENUE AND SEGMENT REPORTING

(Continued)

### (b) Segment Reporting

The Group manages its business by a mixture of both business lines and geographical location. In a manner consistent with the way in which information is reported internally to the Group's top management for the purposes of assessing segment performance and allocating resources between segments, the Group has identified, on a product basis, the following four reportable segments.

- (1) trading of industrial consumables;
- (2) processing and manufacturing of plastic products;
- (3) manufacturing of machinery; and
- (4) processing and trading of printed circuit boards.

#### **Segment results, assets and liabilities**

For the purposes of assessing segment performance and allocating resources between segments, the Group's top executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables, right-of-use assets and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets and corporate expenses.

## 5. 收入及分部報告 (續)

### (b) 分部報告

本集團按其業務及地理位置來管理業務。為使分部資料之呈報方式與提供予本集團高級管理層供其評估分部之表現及分配資源內部報告更一致，本集團根據產品基準，已識別以下四項呈報分部。

- (1) 工業消耗品貿易；
- (2) 注塑製品加工及製造；
- (3) 機械製造；及
- (4) 印刷線路板加工及貿易。

#### **分部業績、資產及負債**

在評估分部表現及分配部間資源時，本集團的高級行政管理層根據以下基準監控可歸屬每一可滙報分部之業績、資產及負債：

分部收入、支出、業績、資產及負債包括一個分部直接應佔之項目，以及可按合理基準向有關分部分配之項目。例如，分部資產可包括存貨、應收貿易賬款，使用權資產及物業、廠房及設備。分部收益、支出、資產及負債在集團內公司間結餘及集團內公司間交易互相對銷（此乃綜合賬目過程之一部份）前釐定，惟倘此等集團內公司間結餘及交易乃在集團間某單一分部內產生者，則作別論。分部間之定價乃以類似其他外界人士提供之條款為基礎。

分部資本開支乃購入且預期可使用一個期間以上之分部資產所產生之總成本。

未分配項目主要包括金融及企業資產及企業費用。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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**5. REVENUE AND SEGMENT REPORTING**  
**(Continued)**

**(b) Segment Reporting (Continued)**

**Segment results, assets and liabilities (Continued)**

The segment results for the year ended 31 December 2021 are as follows:

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 抵銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>							
External sales	對外銷售	501,130	554,370	1,183,181	793,910	42,714	-	3,075,305
Inter-segment sales (Note)	分部間銷售 (附註)	27,857	260	3,433	-	4	(31,554)	-
<b>Total revenue</b>	<b>總收入</b>	<b>528,987</b>	<b>554,630</b>	<b>1,186,614</b>	<b>793,910</b>	<b>42,718</b>	<b>(31,554)</b>	<b>3,075,305</b>
<b>Segment results</b>	<b>分部業績</b>	<b>44,763</b>	<b>31,285</b>	<b>50,432</b>	<b>(19,670)</b>	<b>39,957</b>	<b>-</b>	<b>146,767</b>
Unallocated corporate expenses	未可分配之企業費用							(26,954)
Operating profit	經營溢利							119,813
Investment income	投資收入							6,255
Share of results of associates	應佔聯營公司業績							5,140
Loss on deregistration of a subsidiary	註銷一間附屬公司之虧損							(348)
Finance costs	財務費用							(17,741)
Profit before tax	除稅前溢利							113,119
Income tax expense	所得稅費用							(28,914)
Profit for the year	年度溢利							84,205

Note:

Inter-segment sales are determined at prevailing market rates.

**5. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

**分部業績、資產及負債 (續)**

截至二零二一年十二月三十一日止年度之分部業績如下：

附註：

分部間銷售按現行市場價格釐定。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**5. REVENUE AND SEGMENT REPORTING**  
(Continued)

**(b) Segment Reporting (Continued)**

**Segment results, assets and liabilities (Continued)**

The segment assets and liabilities as at 31 December 2021 are as follows:

**5. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

**分部業績、資產及負債 (續)**

於二零二一年十二月三十一日之  
分部資產及負債如下：

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	334,356	330,963	1,099,893	525,802	521,359	2,812,373
Interests in associates	聯營公司權益						41,524
Unallocated corporate assets	未可分配之企業資產						113,988
Consolidated total assets	綜合資產總值						2,967,885
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	107,810	115,011	510,766	204,078	40,255	977,920
Current tax payable	本期應付稅項						10,684
Borrowings	借款						301,167
Unallocated corporate liabilities	未可分配之企業負債						37,590
Consolidated total liabilities	綜合負債總值						1,327,361
<b>OTHER INFORMATION</b>	<b>其他資料</b>						
Capital additions	資本增加	6,841	8,632	29,504	6,066	102	51,145
Depreciation and amortisation	折舊及攤銷	5,402	15,534	24,096	26,481	5,891	77,404
Allowance for impairment of bad and doubtful debts	呆壞賬減值撥備	10	15	(3,955)	-	(12,686)	(16,616)
Share of results of associates	應佔聯營公司業績	-	-	5,140	-	-	5,140
Interest income	利息收入	78	173	1,000	554	106	1,911
Finance costs	財務費用	401	5,285	4,957	3,998	3,100	17,741
Income tax expense	所得稅費用	10,461	3,262	2,403	2,098	10,690	28,914
Other non-cash item: (Reversal of write down)/ written down of inventories	其他非現金項目： 存貨(撇減回撥)/ 撇賬	(3,633)	-	2,539	-	-	(1,094)
Impairment loss on goodwill	商譽減值虧損	-	-	-	20,487	-	20,487

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**5. REVENUE AND SEGMENT REPORTING**  
**(Continued)**

**(b) Segment Reporting (Continued)**

**Segment results, assets and liabilities (Continued)**

The segment results for the year ended 31 December 2020 are as follows:

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 抵銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>							
External sales	對外銷售	339,105	435,523	940,175	690,443	26,775	-	2,432,021
Inter-segment sales (Note)	分部間銷售 (附註)	27,839	325	4,312	-	40	(32,516)	-
<b>Total revenue</b>	<b>總收入</b>	<b>366,944</b>	<b>435,848</b>	<b>944,487</b>	<b>690,443</b>	<b>26,815</b>	<b>(32,516)</b>	<b>2,432,021</b>
<b>Segment results</b>	<b>分部業績</b>	<b>20,522</b>	<b>9,361</b>	<b>25,777</b>	<b>14,086</b>	<b>6,768</b>	<b>-</b>	<b>76,514</b>
Unallocated corporate expenses	未可分配之企業費用							(26,585)
Operating profit	經營溢利							49,929
Investment income	投資收入							4,578
Share of results of associates	應佔聯營公司業績							2,617
Loss on disposal of an associate	出售一間聯營公司之虧損							(49)
Loss on disposal of subsidiaries	出售附屬公司之虧損							(1,231)
Loss on deregistration of a subsidiary	註銷一間附屬公司之虧損							(106)
Finance costs	財務費用							(20,315)
Profit before tax	除稅前溢利							35,423
Income tax expense	所得稅費用							(9,545)
Profit for the year	年度溢利							25,878

Note:

Inter-segment sales are determined at prevailing market rates.

**5. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

**分部業績、資產及負債 (續)**

截至二零二零年十二月三十一日止年度之分部業績如下：

附註：

分部間銷售按現行市場價格釐定。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**5. REVENUE AND SEGMENT REPORTING**  
(Continued)

**(b) Segment Reporting (Continued)**

**Segment results, assets and liabilities (Continued)**

The segment assets and liabilities as at 31 December 2020 are as follows:

	Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>					
Segment assets	274,225	308,919	1,053,292	577,948	467,784	2,682,168
Interests in associates						38,510
Unallocated corporate assets						114,000
Consolidated total assets						2,834,678
<b>LIABILITIES</b>	<b>負債</b>					
Segment liabilities	75,678	110,967	546,003	225,996	7,893	966,537
Current tax payable						10,464
Borrowings						322,344
Unallocated corporate liabilities						35,350
Consolidated total liabilities						1,334,695
<b>OTHER INFORMATION</b>	<b>其他資料</b>					
Capital additions	166	11,760	8,923	8,026	950	29,825
Depreciation and amortisation	4,828	15,693	21,747	29,453	6,009	77,730
Allowance for impairment of bad and doubtful debts	1,154	101	5,826	-	3,972	11,053
Share of results of associates	-	-	2,617	-	-	2,617
Interest income	83	1,570	1,090	311	705	3,759
Finance costs	454	3,890	7,244	4,192	4,535	20,315
Income tax expense	1,978	2,662	805	1,763	2,337	9,545
Other non-cash item:	<b>其他非現金項目：</b>					
Written down of inventories	2,242	7	2,412	-	-	4,661

**5. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

**分部業績、資產及負債 (續)**

於二零二零年十二月三十一日之  
分部資產及負債如下：

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**5. REVENUE AND SEGMENT REPORTING**

*(Continued)*

**(b) Segment Reporting** *(Continued)*

**Geographical information**

The Group's operations are located in Hong Kong, Mainland China, other Asia-Pacific countries, North America and Europe. The Group's trading of industrial consumables division is located in Hong Kong and Mainland China. The manufacturing of plastic products, machinery and printed circuit boards divisions are located in Mainland China.

The following table provides an analysis of the Group's revenue by geographical market:

		<b>2021</b>	2020
		<b>二零二一年</b>	二零二零年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Hong Kong	香港	<b>356,623</b>	305,626
Mainland China	中國內地	<b>2,164,007</b>	1,731,421
Other Asia-Pacific countries	其他亞太國家	<b>434,691</b>	317,556
North America	北美洲	<b>30,154</b>	19,563
Europe	歐洲	<b>89,830</b>	57,855
		<b>3,075,305</b>	2,432,021

**5. 收入及分部報告 (續)**

**(b) 分部報告 (續)**

**地區資料**

本集團的業務位於香港、中國內地、其他亞太國家、北美洲及歐洲。本集團之工業消耗品貿易類別位於香港及中國內地。注塑製品、機械及印刷線路板等製造業類別均位於中國內地。

本集團收入按地區市場之分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment Reporting (Continued)

**Geographical information (Continued)**

The following is an analysis of the Group's property, plant and equipment, right-of-use assets, goodwill and intangible assets ("specified non-current assets"), and additions to specified non-current assets, analysed by the geographical area in which the assets are located:

		Specified non-current assets 指定非流動資產		Additions to specified non-current assets 指定非流動資產之增添	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	香港	176,114	197,645	473	867
Mainland China	中國內地	554,961	548,337	50,672	28,958
		<b>731,075</b>	745,982	<b>51,145</b>	29,825

**Information about major customers**

No customer of the Group has individually accounted for over 10% of the Group's total revenue during the year (2020: Nil) and no information about major customers is presented accordingly.

**主要客戶的資料**

本集團概無個別客戶佔本集團年內收入總額超過10% (二零二零年：無)，故並無呈列主要客戶資料。

5. 收入及分部報告 (續)

(b) 分部報告 (續)

**地區資料 (續)**

本集團的物業、廠房及設備、使用權資產、商譽及無形資產 (「指定非流動資產」) 及指定非流動資產之增添按地區之分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

6. OTHER INCOME, GAIN AND LOSS, NET

6. 其他收入、收益及虧損淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Other income</b>	<b>其他收入</b>		
Gross rental income from properties and equipment	物業及設備之租金收益	<b>2,008</b>	3,460
Handling, tooling and sales of scrapped materials	處理、工裝及銷售廢料	<b>1,695</b>	2,613
Government grants	政府補貼	<b>5,669</b>	9,156
Sundry income	其他收入	<b>1,452</b>	4,619
		<b>10,824</b>	19,848
<b>Gain and loss, net</b>	<b>收益及虧損淨額</b>		
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	<b>416</b>	1,630
Exchange loss, net	滙兌虧損淨額	<b>(4,594)</b>	(5,649)
		<b>(4,178)</b>	(4,019)
		<b>6,646</b>	15,829



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**7. INVESTMENT INCOME**

**7. 投資收入**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank and other interest income	銀行及其他利息收入	1,911	3,759
Total interest income on financial assets not at fair value through profit or loss	並非按公平價值計量通過損益之金融資產之總利息收入	1,911	3,759
Realised and unrealised gain on other financial assets	其他金融資產之已變現及未變現收益	4,344	819
		<b>6,255</b>	4,578

**8. FINANCE COSTS**

**8. 財務費用**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest on:	由下列借貸產生的利息：		
Bank borrowings wholly repayable within 5 years	須於五年內償還之銀行借款	13,442	15,780
Lease liabilities	租賃負債	4,299	4,535
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平價值計量通過損益之金融負債之總利息支出	<b>17,741</b>	20,315

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**9. PROFIT BEFORE TAX**

Profit before tax has been arrived at after charging/  
 (crediting) the following:

**9. 除稅前溢利**

除稅前溢利已扣除／(計入)下列各項：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Staff costs (including directors' emoluments)	員工成本 (包括董事酬金)		
– Salaries and other benefits	– 薪金及其他福利	<b>377,548</b>	338,859
– Retirement benefits scheme contributions	– 退休福利計劃供款	<b>38,116</b>	21,046
Total staff costs	總員工成本	<b>415,664</b>	359,905
(Reversal of allowance)/allowance for impairment of bad and doubtful debts	呆壞賬減值 (回撥) / 撥備	<b>(16,616)</b>	11,053
Auditors' remuneration	核數師酬金		
– Group auditor	– 集團核數師	<b>2,848</b>	2,648
Depreciation and amortisation on:	折舊及攤銷：		
– Property, plant and equipment	– 物業、廠房及設備		
– Ownership interest in leasehold land and buildings held for own use	– 自用租賃土地及樓宇的所有權權益	<b>15,990</b>	15,171
– Other owned assets	– 其他自置資產	<b>43,945</b>	45,937
– Intangible assets	– 無形資產	<b>1,383</b>	1,383
– Right-of-use assets	– 使用權資產	<b>16,086</b>	15,239
Research and development expenditure	研發費用	<b>66,177</b>	21,112
Short-term lease payments	短期租賃租金	<b>2,077</b>	2,416

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**10A. BENEFITS AND INTERESTS OF DIRECTORS**

**(i) Directors' emoluments**

The emoluments of each Director are set out as below.

**For the year ended 31 December 2021:**

**10A. 董事福利及權益**

**(i) 董事酬金**

每名董事之酬金載列如下：

**截至二零二一年十二月三十一日止年度：**

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就個人擔任董事(不論為本公司或其附屬公司業務)職務已付或應收酬金					
		Employer's contribution to a retirement benefit scheme 僱主的退休福利計劃供款					
	Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind		Total	
	袍金	薪金	酌情花紅	津貼及實物福利	退休福利計劃供款	合計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
<b>Executive Directors</b>	<b>執行董事</b>						
Mr. Tang To	-	1,524	1,323	-	105	2,952	
Mr. Tang Yu, Freeman	-	2,032	2,645	-	18	4,695	
<b>Non-executive Directors</b>	<b>非執行董事</b>						
Mr. Kan Wai Wah	60	-	-	-	-	60	
Mr. Qu Jinping (Note 1)	-	-	-	-	-	-	
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Ms. Yeung Shuk Fan	168	-	-	-	-	168	
Mr. Cheng Tak Yin	60	-	-	-	-	60	
Mr. Ho Wei Sem (Note 2)	-	-	-	-	-	-	
Mr. Huang Zhi Wei (Note 1)	-	-	-	-	-	-	
	<b>288</b>	<b>3,556</b>	<b>3,968</b>	<b>-</b>	<b>123</b>	<b>7,935</b>	

Notes:

- During the year, Mr. Qu Jinping and Mr. Huang Zhi Wei waived their directors' fees under their letters of appointment.
- Mr. Ho Wei Sem resigned as an independent non-executive Director with effect from 1 August 2021 and waived his director's fee during his term of office under his letter of appointment.

None of the Directors received or will receive any emoluments in respect of a person accepting office as a director during the year.

附註：

- 根據瞿金平先生及黃志煒先生的委任書，彼等於年內放棄收取董事酬金。
- 何偉森先生由二零二一年八月一日起辭任獨立非執行董事，根據其委任書，彼於任期內放棄收取董事酬金。

年內，概無任何董事就接納董事職位而收取或將收取任何酬金。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**10A. BENEFITS AND INTERESTS OF DIRECTORS**  
**(Continued)**

**(i) Directors' emoluments (Continued)**

For the year ended 31 December 2020:

**10A. 董事福利及權益 (續)**

**(i) 董事酬金 (續)**

截至二零二零年十二月三十一日止年度：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking  
 就個人擔任董事（不論為本公司或其附屬公司業務）職務已付或應收酬金

	Fees	Salaries	Discretionary bonuses	Pension fund	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Total
	袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	退休金 HK\$'000 千港元	津貼及實物福利 HK\$'000 千港元	僱主的退休福利計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
<b>Executive Directors 執行董事</b>							
Mr. Tang To 鄧燾先生	-	1,440	-	-	-	100	1,540
Mr. Wong Yiu Ming (Note 1) 黃耀明先生 (附註1)	-	4,456	2,140	4,037	-	287	10,920
Mr. Tang Yu, Freeman 鄧愚先生	-	1,920	359	-	-	18	2,297
Mr. Mei Zheqi (Note 2) 梅哲騏先生 (附註2)	-	583	-	-	-	4	587
<b>Non-executive Directors 非執行董事</b>							
Mr. Kan Wai Wah 簡衛華先生	60	-	-	-	-	-	60
Mr. Qu Jinping (Note 3) 瞿金平先生 (附註3)	-	-	-	-	-	-	-
<b>Independent Non-executive Directors 獨立非執行董事</b>							
Ms. Yeung Shuk Fan 楊淑芬女士	168	-	-	-	-	-	168
Mr. Cheng Tak Yin 鄭達賢先生	60	-	-	-	-	-	60
Mr. Ho Wei Sem (Note 3) 何偉森先生 (附註3)	-	-	-	-	-	-	-
Mr. Huang Zhi Wei (Note 3) 黃志煒先生 (附註3)	-	-	-	-	-	-	-
	288	8,399	2,499	4,037	-	409	15,632

Notes:

- Mr. Wong Yiu Ming retired from his position as the executive Director and executive vice chairman of the Company with effect from 1 January 2021.
- Mr. Mei Zheqi resigned as the executive Director with effect from 12 November 2020.
- During the year, Mr. Ho Wei Sem, Mr. Qu Jinping and Mr. Huang Zhi Wei waived their directors' fees under their letters of appointment.

None of the Directors received or will receive any emoluments in respect of a person accepting office as a director during the year.

附註：

- 黃耀明先生於二零二一年一月一日起榮休，並同日退任執行董事及本公司執行副主席。
- 梅哲騏先生辭任執行董事，由二零二零年十一月十二日生效。
- 根據何偉森先生、瞿金平先生及黃志煒先生的委任書，彼等於年內放棄收取董事酬金。

年內，概無任何董事就接納董事職位而收取或將收取任何酬金。

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

## 10A. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

### (ii) Directors' retirement benefits and termination benefits

None of the Directors received or will receive any retirement benefits or termination benefits during the year (2020: HK\$4,036,500).

### (iii) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2021, the Company did not pay consideration to any third parties for making available directors' services (2020: same).

### (iv) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2021, there were no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and connected entities with such directors (2020: same).

### (v) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in the heading of "Subsequent Events" of the section "Management Discussion and Analysis" of this annual report and related party transactions as disclosed in note 40 to the consolidated financial statements and in the heading of "Related Party Transactions" of the section "Report of the Directors", no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2020: same).

## 10A. 董事福利及權益 (續)

### (ii) 董事退休福利及離職福利

年內，概無董事已經或將會收取任何退休福利或離職福利(二零二零年：4,036,500港元)。

### (iii) 就獲取董事服務向第三方支付之代價

於截至二零二一年十二月三十一日止年度，本公司並無就獲取董事服務而向任何第三方支付代價(二零二零年：相同)。

### (iv) 有關以董事、該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於截至二零二一年十二月三十一日止年度，概無以董事、或該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易安排(二零二零年：相同)。

### (v) 董事於交易、安排或合約之重大權益

除於本年報「管理層論述及分析」一節中「結算日後事項」標題中描述及於綜合財務報表附註40及「董事會報告書」一節中「關聯方交易」標題內一節披露的關聯方交易外，本公司概無就其業務訂立本公司為其中訂約方及本公司董事直接或間接擁有重大權益而於年終或年內任何時間仍然存續的重大交易、安排或合約(二零二零年：相同)。

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**綜合財務報表附註 (續)**

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**10B. EMPLOYEE BENEFIT EXPENSE**

**10B. 僱員福利開支**

		<b>2021</b> 二零二一年 <i>HK\$'000</i> 千港元	2020 二零二零年 <i>HK\$'000</i> 千港元
Wages, salaries, allowances and other benefits	薪金、工資、津貼及其他福利	<b>377,548</b>	338,859
Pension costs – defined contributed plans	退休福利計劃之供款	<b>2,063</b>	2,536
Pension costs – social securities in the PRC	退休福利計劃之位於中國的社會保障金	<b>36,053</b>	18,510
		<b>415,664</b>	359,905

**Five highest paid individuals**

Of the five individuals with the highest emoluments in the Group, two (2020: three) were the Directors, details of whose emoluments are included in note 10A to the consolidated financial statements. The emoluments of all of the five individuals with the highest emoluments for the years ended 31 December 2021 and 2020 were as follows:

**最高五位薪酬之僱員**

本集團最高酬金五位僱員之中，兩位（二零二零年：三位）乃董事，其出任為董事之酬金已詳列於綜合財務報表附註10A。截至二零二一年及二零二零年十二月三十一日止年度最高酬金的五位僱員的酬金詳列如下：

		<b>2021</b> 二零二一年 <i>HK\$'000</i> 千港元	2020 二零二零年 <i>HK\$'000</i> 千港元
Fees	袍金	–	–
Salaries, allowances and other benefits	薪金、津貼及其他福利	<b>7,366</b>	9,734
Discretionary bonuses	酌情花紅	<b>8,483</b>	6,831
Pension fund	退休金	–	4,037
Pension costs – defined contribution plans	退休福利計劃之供款	<b>311</b>	447
		<b>16,160</b>	21,049

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**10B. EMPLOYEE BENEFIT EXPENSE (Continued)**

**Five highest paid individuals (Continued)**

Their emoluments are within the following bands:

**10B. 僱員福利開支(續)**

**最高五位薪酬之僱員(續)**

彼等之酬金介乎下列組別：

		Number of individuals 僱員數目	
		2021 二零二一年	2020 二零二零年
Emolument bands	酬金範圍		
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	-	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至 3,000,000港元	2	-
HK\$3,500,001 to HK\$4,000,000	3,500,001港元至 4,000,000港元	1	-
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至 5,000,000港元	1	1
HK\$10,500,001 to HK\$11,000,000	10,500,001港元至 11,000,000港元	-	1
		<b>5</b>	<b>5</b>

For the years ended 31 December 2020 and 2021, no emoluments were paid by the Group to any of the directors or other members of the five highest paid individuals as an inducement to join, upon joining the Group, leave the Group or as compensation for loss of office.

截至二零二零年及二零二一年十二月三十一日止年度，本集團概無向任何最高五位薪酬之董事或其他成員支付酬金，以作為吸引彼等加入、於加入本集團或離開本集團時之獎金或作為離職補償。

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

## 11. INCOME TAX EXPENSE

### Hong Kong profits tax

The provision for Hong Kong profits tax for 2021 is calculated at 16.5% (2020: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

### The PRC enterprise income tax

(i) Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and implementation of the EIT Law, the rate of the PRC subsidiaries is 25%. The Group's subsidiaries in the PRC are subject to the PRC income tax at 25% unless otherwise specified.

### (ii) High and New Technology Enterprise ("HNTE")

According to the EIT Law and its relevant regulations, entities that qualified as HNTE are entitled to a preferential income tax rate of 15%. Certain of the Group's subsidiaries are qualified as HNTE and are subject to income tax at 15% for 2021.

The 15% preferential tax rate applicable to HNTE is subject to renewal approval jointly by the relevant authorities, upon expiry of the three-year grant period, according to the prevailing income tax regulations.

## 11. 所得稅費用

### 香港利得稅

計提二零二一年香港利得稅撥備乃就年內估計應課稅溢利按稅率16.5% (二零二零年：16.5%) 計算，除了本集團一間附屬公司是兩級利得稅率制度下的合資格公司外。該附屬公司的首2,000,000港元應課稅溢利將以8.25%的稅率徵稅，而餘下之應課稅溢利將以16.5%的稅率徵稅。

### 中國企業所得稅

(i) 根據《中華人民共和國企業所得稅法》(「《企業所得稅法》」)及《企業所得稅法》實施條例，位於中國的附屬公司的稅率均為25%。除另有規定者外，本集團於中國的附屬公司須按25%的稅率繳納中國所得稅。

### (ii) 高新技術企業

根據《企業所得稅法》及其相關規定，符合高新技術企業資格的實體有權享受15%的優惠所得稅稅率。本集團的若干附屬公司符合高新技術企業資格，於二零二一年需繳納15%的所得稅。

適用於高新技術企業的15%優惠稅率在三年授予期到期時須經相關機構根據現行的所得稅法規共同進行續新審批。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**11. INCOME TAX EXPENSE (Continued)**

**11. 所得稅費用 (續)**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Tax charge comprises:</b>	<b>稅項支出包括：</b>		
<b>Current tax</b>	<b>本期稅項</b>		
<b>Hong Kong profits tax</b>	<b>香港利得稅</b>		
Current year	本年度	<b>2,388</b>	1,429
Over-provision in prior years	往年度多提	<b>(124)</b>	(191)
		<b>2,264</b>	1,238
<b>The PRC enterprise income tax</b>	<b>中國企業所得稅</b>		
Current year	本年度	<b>18,677</b>	16,059
(Over-provision)/Under-provision in prior years	往年度(多提)/少提	<b>(2,294)</b>	164
		<b>16,383</b>	16,223
<b>Deferred tax (note 22)</b>	<b>遞延稅項(附註22)</b>		
Deferred taxation relating to the origination and (reversal) of temporary differences	因暫時差異產生及(逆轉)之遞延稅項	<b>7,373</b>	(7,916)
Impact of change in tax rate	稅率變動影響	<b>2,894</b>	-
		<b>10,267</b>	(7,916)
Income tax expense for the year	年度之所得稅費用	<b>28,914</b>	9,545

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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**11. INCOME TAX EXPENSE (Continued)**

The taxation on the Group's profit before taxation differs from the theoretical amount that would arise using the domestic taxation rates applicable to profits of the consolidated companies as follows:

**11. 所得稅費用 (續)**

本集團除稅前溢利與以適用於綜合公司溢利之本地稅率所產生之理論性金額差異如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit before tax	除稅前溢利	113,119	35,423
Tax calculated at the domestic income tax rate of 16.5% (2020: 16.5%)	以本地所得稅率16.5% (二零二零年：16.5%) 計算	18,665	5,845
Tax effect of share of results of associates	應佔聯營公司業績對稅項之影響	(848)	(432)
Tax effect of expenses that are not deductible in determining taxable profit	評定應課稅溢利時不可扣減的開支對稅項之影響	7,295	6,945
Tax effect of income that is not taxable in determining taxable profit	評定應課稅溢利時無須繳稅的收入對稅項之影響	(606)	(2,019)
Under-provision of current tax in current year, net	本年度本期稅項撥備少提淨額	603	313
Over-provision of current tax in prior years, net	過往年度本期稅項撥備多提淨額	(2,418)	(27)
Tax effect of utilisation of deductible temporary differences previously not recognised	使用過往未確認之可扣減暫時性差異稅項之影響	-	(3,150)
Tax effect of temporary differences/tax losses not recognised	未確認之暫時性差異／稅項虧損對稅務之影響	5,827	810
Tax effect of utilisation of tax losses previously not recognised	使用過往未確認之稅項虧損之影響	(3,259)	(1,494)
Impact of change in tax rate	稅率變動影響	2,894	-
Additional deductible allowance for research and development expense	研發費用的額外稅務扣減	(5,485)	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司稅率差異之影響	6,246	2,754
		<b>28,914</b>	<b>9,545</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

## 12. EARNINGS PER SHARE – BASIC

The calculation of basic earnings per ordinary share attributable to equity shareholders of the Company is based on the Group's profit for the year attributable to the equity shareholders of the Company approximately HK\$89,732,000 (2020: approximately HK\$19,578,000) and the weighted average number of 861,930,692 (2020: 861,930,692) ordinary shares in issue during the year.

No diluted earnings per share is presented as there were no potential ordinary shares in issue for the years ended 31 December 2021 and 2020.

## 12. 每股盈利—基本

本公司股權持有人應佔每股普通股基本盈利乃按本公司股權持有人應佔本年度本集團溢利約為89,732,000港元(二零二零年：約19,578,000港元)及年內已發行普通股加權平均股數861,930,692股(二零二零年：861,930,692股)計算。

由於截至二零二一年及二零二零年十二月三十一日止年度內並無潛在需發行之普通股，因此並無呈列每股攤薄後之盈利。

## 13. OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE YEAR, NET OF TAX

Tax effects relating to each component of other comprehensive income/(expense) are as follows:

## 13. 本年扣除稅項後之其他全面收益／(支出)

有關其他全面收益／(支出)各組成部份之稅務影響如下：

		2021 二零二一年			2020 二零二零年		
		Before tax amount 除稅前 金額 HK\$'000 千港元	Tax expenses 稅項費用 HK\$'000 千港元	Net-of-tax amount 扣除稅項 金額 HK\$'000 千港元	Before tax amount 除稅前 金額 HK\$'000 千港元	Tax expenses 稅項費用 HK\$'000 千港元	Net-of-tax amount 扣除稅項 金額 HK\$'000 千港元
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	934	-	934	1,904	-	1,904
Surplus on revaluation of properties held for own use	自用物業重估盈餘	17,461	(674)	16,787	13,707	(2,658)	11,049
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之滙兌差額	37,306	-	37,306	74,494	-	74,494
Reclassification adjustments:	重新分類調整：						
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時從滙兌儲備撥出	-	-	-	(1,621)	-	(1,621)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從滙兌儲備撥出	348	-	348	106	-	106
Release of translation reserve upon disposal of an associate	出售一間聯營公司時從滙兌儲備撥出	-	-	-	49	-	49
		<b>56,049</b>	<b>(674)</b>	<b>55,375</b>	<b>88,639</b>	<b>(2,658)</b>	<b>85,981</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註(續)**

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

**14. DIVIDEND**

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

**14. 股息**

董事會不建議派發截至二零二一年十二月三十一日止年度末期股息(二零二零年十二月三十一日：無)。

**15. PROPERTY, PLANT AND EQUIPMENT**

**15. 物業、廠房及設備**

		Ownership interest in leasehold land and buildings held for own use 自用租賃土地及樓宇的所有權益 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Assets under construction 在建工程 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>COST OR VALUATION</b>	<b>成本或估值</b>						
At 1 January 2020	於二零二零年一月一日	422,764	195,132	654,673	31,274	2,327	1,306,170
Exchange realignment	滙兌調整	18,469	10,426	29,656	1,305	150	60,006
On disposal of subsidiaries	出售附屬公司	-	(1,878)	(7,913)	(190)	-	(9,981)
Reclassification	重新分類	-	-	148	-	(148)	-
Additions	添置	118	10,814	13,732	1,677	7	26,348
Disposals	出售	-	(19,940)	(40,650)	(2,409)	-	(62,999)
Adjustment on revaluation	重估調整	(2,039)	-	-	-	-	(2,039)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	<b>439,312</b>	<b>194,554</b>	<b>649,646</b>	<b>31,657</b>	<b>2,336</b>	<b>1,317,505</b>
Exchange realignment	滙兌調整	<b>8,902</b>	<b>5,073</b>	<b>13,962</b>	<b>609</b>	<b>314</b>	<b>28,860</b>
Transfer from right-of-use assets upon exercise of purchase option (note 17)	於行使購買權時從使用權資產轉移(附註17)	-	-	<b>8,519</b>	-	-	<b>8,519</b>
Reclassification	重新分類	-	<b>2,404</b>	-	-	<b>(2,404)</b>	-
Additions	添置	<b>82</b>	<b>7,510</b>	<b>12,630</b>	<b>2,236</b>	<b>17,307</b>	<b>39,765</b>
Disposals	出售	-	<b>(7,148)</b>	<b>(29,330)</b>	<b>(3,103)</b>	-	<b>(39,581)</b>
Adjustment on revaluation	重估調整	<b>1,317</b>	-	-	-	-	<b>1,317</b>
At 31 December 2021	於二零二一年十二月三十一日	<b>449,613</b>	<b>202,393</b>	<b>655,427</b>	<b>31,399</b>	<b>17,553</b>	<b>1,356,385</b>
<b>Analysis of cost or valuation:</b>	<b>成本或估值之分析：</b>						
At 31 December 2021	於二零二一年十二月三十一日						
At cost	按成本價	-	202,393	655,427	31,399	17,553	906,772
At valuation	按估值	449,613	-	-	-	-	449,613
		<b>449,613</b>	<b>202,393</b>	<b>655,427</b>	<b>31,399</b>	<b>17,553</b>	<b>1,356,385</b>
At 31 December 2020	於二零二零年十二月三十一日						
At cost	按成本價	-	194,554	649,646	31,657	2,336	878,193
At valuation	按估值	439,312	-	-	-	-	439,312
		<b>439,312</b>	<b>194,554</b>	<b>649,646</b>	<b>31,657</b>	<b>2,336</b>	<b>1,317,505</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**15. PROPERTY, PLANT AND EQUIPMENT**  
(Continued)

**15. 物業、廠房及設備 (續)**

		Ownership interest in leasehold land and buildings held for own use 自用租賃 土地及樓宇的 所有權權益 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Assets under construction 在建工程 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>ACCUMULATED DEPRECIATION, AMORTISATION AND IMPAIRMENT</b>	<b>累計折舊、攤銷及減值</b>						
At 1 January 2020	於二零二零年一月一日	-	173,545	511,443	23,765	-	708,753
Exchange realignment	滙兌調整	575	8,944	20,986	943	-	31,448
On disposal of subsidiaries	出售附屬公司	-	(767)	(3,025)	(125)	-	(3,917)
Depreciation provided for the year	本年折舊撥備	15,171	9,136	34,289	2,512	-	61,108
Written back on disposals	出售後撥回	-	(19,641)	(37,395)	(2,278)	-	(59,314)
Eliminated on revaluation	重估撇銷	(15,746)	-	-	-	-	(15,746)
<b>At 31 December 2020 and 1 January 2021</b>	<b>於二零二零年十二月三十一日 及二零二一年一月一日</b>	<b>-</b>	<b>171,217</b>	<b>526,298</b>	<b>24,817</b>	<b>-</b>	<b>722,332</b>
Exchange realignment	滙兌調整	154	4,343	10,145	455	-	15,097
Transfer from right-of-use assets upon exercise of purchase option (note 17)	於行使購買權時從 使用權資產轉移 (附註17)	-	-	2,609	-	-	2,609
Depreciation provided for the year	年度折舊撥備	15,990	9,671	31,681	2,593	-	59,935
Written back on disposals	出售後撥回	-	(6,963)	(27,984)	(2,693)	-	(37,640)
Eliminated on revaluation	重估撇銷	(16,144)	-	-	-	-	(16,144)
<b>At 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>-</b>	<b>178,268</b>	<b>542,749</b>	<b>25,172</b>	<b>-</b>	<b>746,189</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>						
<b>At 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>449,613</b>	<b>24,125</b>	<b>112,678</b>	<b>6,227</b>	<b>17,553</b>	<b>610,196</b>
At 31 December 2020	於二零二零年十二月三十一日	439,312	23,337	123,348	6,840	2,336	595,173

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 綜合財務報表附註 (續)

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

#### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The ownership interest in leasehold land and buildings of the Group were revalued as at 31 December 2021 on the open market existing use basis by Cushman & Wakefield Limited, independent firms of professional valuers. The surplus arising on revaluation attributable to the Group has been credited to other comprehensive income for the year and is accumulated separately in equity in property revaluation reserve.

Depreciation expense of approximately HK\$44,037,000 (2020: approximately HK\$46,238,000) has been expensed in cost of sales, approximately HK\$814,000 (2020: approximately HK\$755,000) in selling and distribution costs and approximately HK\$15,084,000 (2020: approximately HK\$14,115,000) in administrative expenses.

Had ownership interest in leasehold land and buildings been carried at cost less accumulated depreciation and amortisation, the carrying value of leasehold land and buildings would have been approximately HK\$304,508,000 (2020: approximately HK\$312,198,000).

At 31 December 2021, certain of the Group's ownership interest in leasehold land and buildings held for own use with an aggregate carrying value of approximately HK\$159,970,000 (2020: approximately HK\$158,958,000) were pledged to secure certain bank borrowings granted to the Group (note 38).

#### 15. 物業、廠房及設備 (續)

戴德梁行有限公司 (獨立之專業估值師) 於二零二一年十二月三十一日，以現行公開市場之基準，為本集團租賃土地及樓宇的所有權權益進行重估。因重估而產生之盈餘已轉入本年度其他全面收益及獨立累計於物業重估儲備內。

折舊費用約為44,037,000港元 (二零二零年：約46,238,000港元) 已被計入於銷售成本，約814,000港元 (二零二零年：約755,000港元) 於分銷費用及約15,084,000港元 (二零二零年：約14,115,000港元) 於行政費用。

假設租賃土地及樓宇的所有權權益以成本減除累計折舊及攤銷，租賃土地及樓宇之現行賬面值約為304,508,000港元 (二零二零年：約312,198,000港元)。

於二零二一年十二月三十一日，本集團已抵押部份自用租賃土地及樓宇的所有權權益，其賬面值約為159,970,000港元 (二零二零年：約158,958,000港元)，作為授予本集團有關銀行借款之擔保 (附註38)。

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

## 16. FAIR VALUE MEASUREMENT OF PROPERTIES

### (i) Fair value hierarchy

The following table presents the fair value of the Group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

## 16. 物業公平價值計量

### (i) 公平價值架構

下表呈列於報告結算日所計算本集團的物業之公平價值，並按香港財務報告準則第13號，公平價值計量所界定之公平價值三層架構中持續性基礎計算。將公平價值計量分類之等級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

第一層次估值：僅使用第一層次輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公平價值。

第二層次估值：使用第二層次輸入數據（即未能達到第一層次之可觀察輸入數據，且並未使用重大不可觀察輸入數據）計量之公平價值。不可觀察輸入數據為無市場數據之輸入數據。

第三層次估值：採用重大不可觀察數據計量之公平價值。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**16. FAIR VALUE MEASUREMENT OF PROPERTIES**

(Continued)

(i) Fair value hierarchy (Continued)

**Recurring fair value measurement of assets:**  
 Ownership interest in leasehold land and buildings held for own use

持續的公平價值計量資產：  
 自用租賃土地及樓宇的所有權權益

**16. 物業公平價值計量 (續)**

(i) 公平價值架構 (續)

Fair value measurement at 31 December 2021 categorised into 於二零二一年十二月三十一日 公平價值計量作以下分類				
31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	
449,613	-	-	449,613	

Fair value measurement at 31 December 2020 categorised into 於二零二零年十二月三十一日 公平價值計量作以下分類				
31 December 2020 於二零二零年 十二月三十一日 HK\$'000 千港元	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	
439,312	-	-	439,312	

**Recurring fair value measurement of assets:**  
 Ownership interest in leasehold land and buildings held for own use

持續的公平價值計量資產：  
 自用租賃土地及樓宇的所有權權益



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**16. FAIR VALUE MEASUREMENT OF PROPERTIES**

(Continued)

**(i) Fair value hierarchy (Continued)**

During the years ended 31 December 2020 and 2021, there were no transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's ownership interest in leasehold land and buildings held for own use were revalued as at 31 December 2021. The valuations were carried out by independent firm of professional valuers, Cushman & Wakefield Limited, which is a world-wide commercial real estate services firm with recent experience in the location and category of property being valued. The Group's property manager and the chief financial officer have discussion with the valuers on the valuation assumptions and valuation results when the valuations are performed at the annual reporting date.

**(ii) Information about Level 3 fair value measurement**

	Valuation techniques 估值技術	Unobservable input 不可觀察數據	Range 範圍
Ownership interest in leasehold land and buildings held for own use 自用租賃土地及樓宇的所有權權益	(a) Direct comparison approach 直接比較計算法	(Discount)/premium on quality of building 樓宇質量的(折扣)/溢價	-1% to 10% -1%至10%
	(b) Income approach 收入計算法	Capitalisation rate 資本化率	4% to 7.5% 4%至7.5%

**16. 物業公平價值計量 (續)**

**(i) 公平價值架構 (續)**

於二零二零年及二零二一年十二月三十一日年度內並沒有轉撥到第三層次或從第三層次轉出。當有公平價值架構層間之轉撥發生，會按照本集團之政策，於報告結算日確認。

所有本集團之自用租賃土地及樓宇的所有權權益於二零二一年十二月三十一日進行重估。該重估工作由獨立之專業估值師－戴德梁行有限公司(全球性的商業房地產服務公司並擁有對當地及物業種類的近期重估經驗)完成。於年度報告日，本集團之物業經理及首席財務總監曾就年度重估之假設及評估結果與估值師討論。

**(ii) 第三層次公平價值計量資料**

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

## 16. FAIR VALUE MEASUREMENT OF PROPERTIES

(Continued)

### (ii) Information about Level 3 fair value measurement

(Continued)

- (a) The fair value of properties located in Hong Kong is determined using direct comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount specific to the quality of the Group's properties compared to the recent sales. The valuations take into account the characteristic of the properties which included the location, size, view, floor level, year of completion and other factors collectively. Higher premium for higher quality properties will result in a higher fair value measurement.
- (b) The fair value of properties in the PRC is determined using income approach by the capitalisation of the net rental income derived from the existing leases and/or achievable in existing market with reversionary income potential by adopting appropriate capitalisation rates. Capitalisation is estimated by the valuer based on the risk profile of the properties being valued. The higher the rates, the lower the fair value. Prevailing market rents are estimated based on recent lettings within the subject properties and other comparable properties. The lower the rents, the lower the fair value.

## 16. 物業公平價值計量 (續)

### (ii) 第三層次公平價值計量資料 (續)

- (a) 位於香港的物業之公平價值是按直接比較計算法釐定，當中已參考可比較物業近期銷售之每平方英尺售價，並按本集團物業質量作出溢價或折扣調整。估值方法會顧及物業之特性，包括物業之地點、面積、景觀、樓層、落成年份及其他因素等，一併加以考慮。由於高質量物業可享有較高溢價，所以會得出較高之公平價值計量數值。
- (b) 在中國的物業之公平價值採用收入計算法按適當資本化率將現有租約及／或當前市況假設的未來租約的淨租金收入資本化。資本化由估值師按投資物業的風險因素評估。利率越高，公平價值越低。現行市場租金按該物業及其他類似物業的當前市場租值估計。租金越低，公平價值越低。

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綜合財務報表附註(續)

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16. FAIR VALUE MEASUREMENT OF PROPERTIES

(Continued)

(ii) Information about Level 3 fair value measurement

(Continued)

(b) (Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Ownership interest in leasehold land and buildings held for own use:	自用租賃土地及樓宇的所有權權益：		
At 1 January	於一月一日	439,312	422,764
Additions	添置	82	118
Exchange realignment	滙兌調整	8,748	17,894
Depreciation provided for the year	年度折舊撥備	(15,990)	(15,171)
Surplus on revaluation	重估盈餘	17,461	13,707
At 31 December	於十二月三十一日	449,613	439,312

Surplus on revaluation and currency adjustment of ownership interest in leasehold land and buildings held for own use is recognised in other comprehensive income in "property revaluation reserve" and "translation reserve" respectively.

自用租賃土地及樓宇的所有權權益之重估盈餘及貨幣調整已分別確認於其他全面收益中的「物業重估儲備」和「滙兌儲備」。

16. 物業公平價值計量 (續)

(ii) 第三層次公平價值計量資料 (續)

(b) (續)

第三層次公平價值計量的結算於本年度內之變動如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
自用租賃土地及樓宇的所有權權益：		
於一月一日	439,312	422,764
添置	82	118
滙兌調整	8,748	17,894
年度折舊撥備	(15,990)	(15,171)
重估盈餘	17,461	13,707
於十二月三十一日	449,613	439,312

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Land use rights 土地使用權 (note a) (附註a) HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Land and buildings 土地及樓宇 (note b) (附註b) HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>COST</b>	<b>成本</b>					
At 1 January 2020	於二零二零年一月一日	54,033	7,775	67,804	608	130,220
Exchange realignment	滙兌調整	3,788	677	3,937	-	8,402
Additions	添置	-	3,137	340	-	3,477
Early termination of lease contracts	提前終止租賃合同	-	-	(290)	-	(290)
Written off	撇銷	-	-	(1,210)	-	(1,210)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	<b>57,821</b>	<b>11,589</b>	<b>70,581</b>	<b>608</b>	<b>140,599</b>
Exchange realignment	滙兌調整	1,714	369	1,831	-	3,914
Additions	添置	-	2,007	9,373	-	11,380
Transfer to property, plant and equipment upon exercise of purchase option (note 15)	於行使購買權時轉移到物業、廠房及設備(附註15)	-	(8,519)	-	-	(8,519)
Written off	撇銷	-	-	(6,531)	-	(6,531)
<b>At 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>59,535</b>	<b>5,446</b>	<b>75,254</b>	<b>608</b>	<b>140,843</b>
<b>ACCUMULATED DEPRECIATION</b>	<b>累計折舊</b>					
At 1 January 2020	於二零二零年一月一日	16,103	1,316	12,767	61	30,247
Exchange realignment	滙兌調整	1,403	135	1,239	-	2,777
Depreciation provided for the year	年度折舊撥備	1,165	902	13,050	122	15,239
Early termination of lease contracts	提前終止租賃合同	-	-	(92)	-	(92)
Written off	撇銷	-	-	(1,210)	-	(1,210)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	<b>18,671</b>	<b>2,353</b>	<b>25,754</b>	<b>183</b>	<b>46,961</b>
Exchange realignment	滙兌調整	579	82	697	-	1,358
Depreciation provided for the year	年度折舊撥備	1,249	924	13,791	122	16,086
Transfer to property, plant and equipment upon exercise of purchase option (note 15)	於行使購買權時轉移到物業、廠房及設備(附註15)	-	(2,609)	-	-	(2,609)
Written off	撇銷	-	-	(6,531)	-	(6,531)
<b>At 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>20,499</b>	<b>750</b>	<b>33,711</b>	<b>305</b>	<b>55,265</b>
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>					
At 31 December 2021	於二零二一年十二月三十一日	<b>39,036</b>	<b>4,696</b>	<b>41,543</b>	<b>303</b>	<b>85,578</b>
At 31 December 2020	於二零二零年十二月三十一日	39,150	9,236	44,827	425	93,638

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**17. RIGHT-OF-USE ASSETS (Continued)**

*Note a:* The land use rights had a remaining lease term of between 10 to 50 years. At 31 December 2021, certain of the Group's land use rights with an aggregate carrying value of approximately HK\$3,217,000 (2020: approximately HK\$3,345,000) were pledged to secure certain bank borrowings granted to the Group (*note 38*).

*Note b:* The Group has leased several land and buildings for offices and factories. Lease terms are negotiated on an individual basis and contain a wide range of terms and conditions. Tenures of the leases range from 1 to 10 years.

**17. 使用權資產(續)**

*附註a:* 土地使用權的剩餘租賃期為10至50年。於二零二一年十二月三十一日，本集團賬面值總額約3,217,000港元(二零二零年：約3,345,000港元)的部份土地使用權已作抵押，作為授予本集團有關銀行借款之擔保(*附註38*)。

*附註b:* 本集團已租用一些土地及樓宇作辦公室及廠房用途。租賃條款是個別協商的，並包含不同的條款及條件。租賃期為1至10年。

**18. GOODWILL**

**18. 商譽**

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2020, 31 December 2020 and 31 December 2021	於二零二零年一月一日、 二零二零年十二月三十一日及 二零二一年十二月三十一日	53,483
<b>ACCUMULATED IMPAIRMENT</b>	<b>累計減值</b>	
At 1 January 2020 and 31 December 2020	於二零二零年一月一日及 二零二零年十二月三十一日	-
Impairment loss recognised for the year	本年度已確認減值虧損	20,487
At 31 December 2021	於二零二一年十二月三十一日	20,487
<b>CARRYING AMOUNT</b>	<b>賬面值</b>	
At 31 December 2021	於二零二一年十二月三十一日	32,996
At 31 December 2020	於二零二零年十二月三十一日	53,483

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### 18. GOODWILL (Continued)

The amount represents goodwill arising from the acquisition of 100% equity interest in KFE Hong Kong Co., Limited ("KFE") in 2013. For the purpose of impairment testing, goodwill has been allocated to an individual cash-generating unit, representing KFE, a subsidiary in the processing and trading of printed circuit boards segment.

The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a five-year period and a pre-tax discount rate of 20.2% (2020: 19.0%) per annum. The cash flows beyond that five-year period have been extrapolated using a steady 3% (2020: 3%) per annum growth rate. This growth rate is based on the printed circuit boards industry growth forecasts and does not exceed the average long-term growth rate for the printed circuit boards industry. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin. Such estimations are based on KFE's past performance and management's expectations for the market development. The Directors believe that any reasonably possible change in any of these assumptions would not cause the carrying amount of KFE to exceed the aggregate recoverable amount of KFE.

The Directors reviewed the carrying value of the goodwill, taking into account an independent valuation report prepared by a professional valuer, Cushman & Wakefield Limited. Based on the assessment and the valuation report, as a result of facing more operational challenges due to a squeeze in supply chains resulting from shortages in labour, raw materials and components, as well as tight logistics capacity, all putting upward pressure on costs which led to decrease in gross margin of KFE's products, an impairment loss of HK\$20,487,000 was recognised in the consolidated income statement during the year ended 31 December 2021.

### 18. 商譽(續)

此商譽為於二零一三年因收購協榮二葉科技香港有限公司(「協榮二葉」)其100%股本權益而產生。減值測試是以商譽分配至個別現金產生單位，即印刷線路板加工及貿易分部的附屬公司協榮二葉。

該現金產生單位的可收回金額乃按其使用價值計算，其採用基於管理層批准的五年期財務預算，年利率為20.2% (二零二零年：19.0%) 的稅前貼現率。之後的每年現金流每年增長速度採用3% (二零二零年：3%) 的平穩五年期推算。該增長率是基於印刷線路版加工行業增長預測，並不超過印刷線路版加工行業的平均長期增長率。計算使用價值的其他關鍵假設與現金流入／流出的估計有關，其中包括預算銷售及毛利率的估算。此估計是基於協榮二葉之過往表現及管理層對市場發展的預期。董事相信，在任何合理的可變動情況下，任何該等假設不會造成協榮二葉的賬面價值超過協榮二葉之可收回金額。

董事已審閱商譽的賬面價值，同時考慮到由專業估值師－戴德梁行有限公司之獨立估值報告。根據評估和估值報告，由於勞動力、原材料和零部件短缺導致供應鏈緊縮，以及物流能力緊張，運營面臨更多挑戰，都給成本帶來了上行壓力，導致協榮二葉產品的毛利率下降，於截至二零二一年十二月三十一日止年度於綜合收益表確認減值虧損20,487,000港元。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**19. INTANGIBLE ASSETS**

**19. 無形資產**

		<b>Customer relationship</b>
		<b>客戶關係</b>
		<i>HK\$'000</i>
		千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2020, 31 December 2020 and 31 December 2021	於二零二零年一月一日、二零二零年十二月三十一日及二零二一年十二月三十一日	13,831
<b>ACCUMULATED AMORTISATION</b>	<b>累計攤銷</b>	
At 1 January 2020	於二零二零年一月一日	8,760
Amortisation for the year	年度攤銷	1,383
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	<b>10,143</b>
Amortisation for the year	年度攤銷	<b>1,383</b>
At 31 December 2021	於二零二一年十二月三十一日	<b>11,526</b>
<b>CARRYING AMOUNT</b>	<b>賬面值</b>	
At 31 December 2021	於二零二一年十二月三十一日	<b>2,305</b>
At 31 December 2020	於二零二零年十二月三十一日	3,688

Customer relationship is amortised on a straight-line basis over its useful life of 10 years.

客戶關係採用直線法按10年使用年期攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

20. INTERESTS IN ASSOCIATES

20. 聯營公司權益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，成本值	7,680	7,680
Share of post-acquisition profits and reserves, net of dividends received	分佔收購後之溢利及儲備 (扣除已收股息)	31,393	26,847
		<b>39,073</b>	34,527
Amounts due from associates	應收聯營公司款項	8,729	10,261
Less: allowance for impairment of bad and doubtful debts	減：呆壞賬減值撥備	<b>(6,278)</b>	(6,278)
		<b>2,451</b>	3,983
		<b>41,524</b>	38,510

- (a) Amounts due from associates are unsecured, interest free and have no fixed terms of repayment. In the opinion of the Directors, the amounts will not be repayable within 12 months of the end of the reporting period and are accordingly classified as non-current assets. The individually impaired receivable of approximately HK\$6,278,000 (2020: HK\$6,278,000) is mainly a debt due from an associate which is of age over three years. The other amounts due from associates do not contain impaired assets.
- (b) Interests in associates at the end of the reporting period include goodwill of approximately HK\$313,000 (2020: HK\$313,000).

- (a) 應收聯營公司之款項並沒有抵押，不計算利息及沒有固定償還條款。董事認為，此款項並不會於報告結算日十二個月內償還，故列作非流動資產。該個別應收聯營公司款項減值約6,278,000港元(二零二零年：6,278,000港元)，主要由於該聯營公司欠款賬齡已超過三年期以上。其他應收聯營公司款項並不包含已減值資產。
- (b) 於報告結算日，聯營公司權益已包括商譽約313,000港元(二零二零年：313,000港元)。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**20. INTERESTS IN ASSOCIATES (Continued)**

Details of the principal associates of the Group at 31 December 2021 are as follows:

**20. 聯營公司權益 (續)**

本集團主要聯營公司於二零二一年十二月三十一日之詳情如下：

Name of associate 聯營公司名稱	Place of incorporation/ registration and operation 成立/ 註冊及營業 所在地方	Proportion of nominal value of registered capital attributable to the Group 本集團應佔 註冊資本 面值之比例 %	Principal activities 主要業務
Suzhou Sanguang Science & Technology Co., Ltd. 蘇州三光科技股份有限公司	The PRC 中國	21.1	Manufacturing of industrial machinery, equipment and supplies 工業機械、設備及工業用品製造
Guangzhou Potop Experimental Analysis Instrument Co., Ltd. 廣州市普同實驗分析儀器有限公司	The PRC 中國	22.5	Manufacturing and trading of the experimental analysis instrument 實驗分析儀製造及貿易

The above table lists out the associates of the Group which, in the opinion of the Directors, principally affect the results of the Group for the year or form a substantial portion of the net assets of the Group at the end of the year.

以上本集團聯營公司乃基於董事認為其對本年度業績或本集團年末淨資產有重要影響性而表列。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**20. INTERESTS IN ASSOCIATES (Continued)**

In the opinion of the Directors, the associates of the Group are all individually not material. Aggregate financial information in respect of the Group's associates is set out below:

**20. 聯營公司權益 (續)**

董事認為本集團之聯營公司全部為個別非重大。本集團之聯營公司綜合財務資料表列如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	於綜合財務報表中個別非重大聯營公司綜合賬面值	<b>39,073</b>	34,527
Aggregate amounts of the Group's share of those associates	本集團應佔聯營公司綜合價值		
Profit from continuing operations	持續經營之溢利	<b>5,140</b>	2,617
Other comprehensive income	其他全面收益	<b>934</b>	1,904
Total comprehensive income	總全面收益	<b>6,074</b>	4,521

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

21. FINANCE LEASE RECEIVABLES

21. 應收融資租賃款項

		Minimum lease receipts 最低租賃收入		Present value of minimum lease receipts 最低租賃收入之現值	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Amounts receivable under finance leases:	應收融資租賃款項 金額：				
Not later than one year	一年內	152,773	100,415	141,408	93,953
Later than one year and not later than five years	第二至五年	82,542	31,343	76,976	29,014
		235,315	131,758	218,384	122,967
Less: Unearned finance income	減：未實現財務收入	(16,931)	(8,791)	N/A 不適用	N/A 不適用
		218,384	122,967	218,384	122,967
Overdue finance lease receivables	逾期應收融資租賃 款項	65,860	97,164	65,860	97,164
Present value of minimum lease receipts	最低租賃收入之 現有價值	284,244	220,131	284,244	220,131
Less: Allowance for impairment of bad and doubtful debts	減：呆壞賬減值撥備	(7,896)	(20,171)	(7,896)	(20,171)
		276,348	199,960	276,348	199,960
Less: Finance lease receivables under current assets	減：列入流動資產之 應收融資租賃 款項			(200,143)	(171,526)
Non-current finance lease receivables	非流動應收融資租賃 款項			76,205	28,434

The Group has entered into finance lease arrangements with their customers. The terms of finance leases entered into for periods ranged from one to four years.

集團有與客戶簽訂融資租賃安排。融資租賃租約簽訂期限為一年到四年。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**21. FINANCE LEASE RECEIVABLES (Continued)**

The movements on the allowance for impairment of bad and doubtful debts are as follows:

		<b>2021</b>	2020
		<b>二零二一年</b>	二零二零年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
Balance at 1 January	於一月一日結餘	<b>20,171</b>	15,008
Exchange realignment	滙兌調整	<b>411</b>	1,191
Impairment loss recognised	確認之減值虧損	<b>3,461</b>	4,969
Unused amount reversed	回撥未動用數額	<b>(16,147)</b>	(997)
Balance at 31 December	於十二月三十一日結餘	<b>7,896</b>	20,171

At 31 December 2021, the allowance for credit loss represents lifetime expected credit loss recognised for finance lease receivables under simplified approach. Details of impairment assessment of finance lease receivables for the year ended 31 December 2021 are set out in note 39(b) (iv).

All leases are on a fixed repayment basis and there were no unguaranteed residual values in connection with finance lease arrangements or contingent lease arrangements of the Group that need to be recorded as at 31 December 2021 (2020: Nil).

Finance lease receivable balances are secured over the plant and equipment leased. The Group is not permitted to sell or re-pledge the collateral in the absence of default by the lessee.

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The effective interest rates are ranging from 2.7% to 26.9% per annum (2020: from 3.2% to 24.3% per annum).

**21. 應收融資租賃款項 (續)**

呆壞賬減值撥備變動情況如下：

	<b>2021</b>	2020
	<b>二零二一年</b>	二零二零年
	<b>HK\$'000</b>	HK\$'000
	<b>千港元</b>	千港元
Balance at 1 January	<b>20,171</b>	15,008
Exchange realignment	<b>411</b>	1,191
Impairment loss recognised	<b>3,461</b>	4,969
Unused amount reversed	<b>(16,147)</b>	(997)
Balance at 31 December	<b>7,896</b>	20,171

於二零二一年十二月三十一日，信貸虧損撥備代表根據簡化法就應收融資租賃款項確認的使用年期預期信貸虧損。截至二零二一年十二月三十一日止年度有關應收融資租賃款項之減值評估詳載於附註39(b)(iv)。

所有租約都依據一個固定的還款基準，於二零二一年十二月三十一日本集團並無需要記錄與融資租賃安排或或然租賃安排的任何未擔保餘值（二零二零年：無）。

應收融資租賃款項餘額獲得租賃之機械及設備作抵押。若承租人沒有違約，本集團不得出售或重新抵押該等抵押品。

內含租賃利率於合同日釐定，並適用於整個租賃期內。實際年利率從2.7%至26.9%（二零二零年：年利率3.2%至24.3%）。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**22. DEFERRED TAX ASSETS/LIABILITIES**

The following are the major components of deferred tax assets/(liabilities) recognised by the Group and movements thereon during the current and prior years:

**22. 遞延稅項資產／負債**

以下為本集團已確認的遞延稅項資產／(負債)的主要成份於本年度及上年度之變動：

		Intangible assets arising from business combination 業務合併 產生之 無形資產 HK\$'000 千港元	Decelerated tax depreciation 減速 折舊免稅額 HK\$'000 千港元	Revaluation of land and building 土地及 樓宇重估 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	(838)	441	(17,429)	1,338	16,432	(56)
Exchange realignment	滙兌調整	-	-	(435)	8	1,303	876
Charged to equity	於權益扣除	-	-	(2,658)	-	-	(2,658)
Credited to income statement (note 11)	於收益表列入(附註11)	228	314	-	898	6,476	7,916
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日 及二零二一年一月一日	<b>(610)</b>	<b>755</b>	<b>(20,522)</b>	<b>2,244</b>	<b>24,211</b>	<b>6,078</b>
Exchange realignment	滙兌調整	-	-	(264)	-	615	351
Impact of change in tax rate	稅率變動影響	-	-	2,048	-	(2,894)	(846)
Charged to equity	於權益扣除	-	-	(2,722)	-	-	(2,722)
(Charged)/credited to income statement (note 11)	於收益表(扣除)/列入(附註11)	<b>228</b>	<b>86</b>	<b>-</b>	<b>(2,244)</b>	<b>(5,443)</b>	<b>(7,373)</b>
At 31 December 2021	於二零二一年十二月三十一日	<b>(382)</b>	<b>841</b>	<b>(21,460)</b>	<b>-</b>	<b>16,489</b>	<b>(4,512)</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**22. DEFERRED TAX ASSETS/LIABILITIES**  
**(Continued)**

For the purposes of consolidated statement of financial position presentation, certain deferred tax assets/(liabilities) have been offset in accordance with the conditions set out in HKAS 12. The following is the analysis of the deferred tax balances shown in the consolidated statement of financial position:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	28,722	34,470
Deferred tax liabilities	遞延稅項負債	(33,234)	(28,392)
		<b>(4,512)</b>	6,078

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. At 31 December 2021, the Group has unrecognised tax losses of approximately HK\$501,113,000 (2020: HK\$503,027,000) available for offset against future profits. Included in unrecognised tax losses are losses of approximately HK\$136,615,000 (2020: HK\$146,861,000) that will expire in five years and the remaining balance does not expire under the current tax legislation.

Temporary differences arising in connection with interests in associates are insignificant.

**22. 遞延稅項資產／負債 (續)**

於綜合財務狀況表之陳述，乃根據香港會計準則第12號之條件有相當程度的遞延稅項資產／(負債) 經已抵銷，下列是已呈列於綜合財務狀況表內的遞延稅項餘額分析：

有關承前稅項虧損的遞延稅項資產，只會在相關稅項收益有可能透過未來應課稅溢利變現時才會確認。於二零二一年十二月三十一日，本集團有未確認稅務虧損約為501,113,000港元(二零二零年：503,027,000港元) 用作抵銷未來溢利。於未確認稅務虧損中，當中包括虧損約為136,615,000港元(二零二零年：146,861,000港元) 將於五年後到期，而根據現行稅例餘下結餘將不會有期限。

於聯營公司權益相關的暫時性差異並不重大。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**23. INVENTORIES**

- (a) Inventories in the consolidated statement of financial position comprise:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trading inventories and finished goods	貿易存貨及製成品	190,400	148,546
Work in progress	在製品	114,520	126,662
Raw materials	原材料	237,509	175,000
		<b>542,429</b>	450,208

At 31 December 2021, the carrying amount of inventories that were stated at fair value less costs to sell is approximately HK\$151,340,000 (2020: HK\$76,537,000).

於二零二一年十二月三十一日，存貨之賬面值乃按公平價值減銷售成本淨值約為151,340,000港元(二零二零年：76,537,000港元)列賬。

- (b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount of inventories sold	已出售商品的賬面值	2,531,908	2,019,382
Write-down of inventories	存貨撇賬	18,576	8,357
Reversal of write-down of inventories	存貨撇減回撥	(19,670)	(3,696)
		<b>2,530,814</b>	2,024,043

- (b) 確認為開支並計入損益的存貨金額分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

24. TRADE AND OTHER RECEIVABLES

24. 貿易及其他應收款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade and bills receivables	貿易及應收票據款項	907,240	853,447
Less: allowance for impairment of bad and doubtful debts	減：呆壞賬減值撥備	(106,000)	(112,031)
		<b>801,240</b>	741,416
Other receivables	其他應收款項	65,685	113,267
Less: allowance for impairment of bad and doubtful debts	減：呆壞賬減值撥備	(16,705)	(17,544)
		<b>48,980</b>	95,723
Prepayments	預付款	37,153	28,623
Amounts due from related parties	應收關聯方之款項	27	52
		<b>887,400</b>	865,814

The Directors consider that the carrying amounts of trade and other receivables approximate to their fair values. All trade and other receivables are expected to be recovered or recognised as expense within one year.

董事們認為貿易與其他應收款之賬面值與其公平價值相近，所有貿易及其他應收款項預期將於一年內收回或確認為開支。



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綜合財務報表附註(續)

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**24. TRADE AND OTHER RECEIVABLES (Continued)**

The Group grants an average credit period of 90 days to 120 days to customers. Further details on the Group's credit policy and credit risk arising from trade debtors and bills receivable are set out in note 39(b)(iv). An aging analysis of the trade and bills receivables at the end of the reporting period based on the invoice date and net of allowance for impairment of bad and doubtful debt is as follows:

		<b>2021</b> 二零二一年 <i>HK\$'000</i> 千港元	2020 二零二零年 <i>HK\$'000</i> 千港元
0 to 3 months	零至三個月	<b>550,778</b>	586,318
4 to 6 months	四至六個月	<b>156,189</b>	74,156
7 to 9 months	七至九個月	<b>52,790</b>	41,456
Over 9 months	超過九個月	<b>41,483</b>	39,486
		<b>801,240</b>	741,416

The movements on the allowance for impairment of bad and doubtful debts of the Group are as follows:

**24. 貿易及其他應收款項(續)**

本集團給予其客戶之平均信貸期為90天至120天。關於本集團之信貸政策及由貿易及應收票據款產生之信貸風險，詳細見附註39(b)(iv)。於報告結算日，按發票日期之已扣除呆壞賬減值撥備的貿易及應收票據款項賬齡分析如下：

本集團的呆壞賬減值撥備之變動載列如下：

		<b>Trade receivables</b> 貿易應收款項	
		<b>2021</b> 二零二一年 <i>HK\$'000</i> 千港元	2020 二零二零年 <i>HK\$'000</i> 千港元
Balance at 1 January	於一月一日結餘	<b>112,031</b>	103,553
Exchange realignment	滙兌調整	<b>2,996</b>	6,438
Impairment loss recognised	確認之減值虧損	<b>7,708</b>	9,903
Unused amounts reversed	回撥未動用數額	<b>(10,307)</b>	(2,818)
Uncollectible amounts written off	撇銷不可收回的款項	<b>(6,428)</b>	(5,045)
Balance at 31 December	於十二月三十一日結餘	<b>106,000</b>	112,031

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**24. TRADE AND OTHER RECEIVABLES (Continued)**

**24. 貿易及其他應收款項 (續)**

		<b>Other receivables</b> 其他應收款項	
		<b>2021</b> 二零二一年 <i>HK\$'000</i> 千港元	2020 二零二零年 <i>HK\$'000</i> 千港元
Balance at 1 January	於一月一日結餘	<b>17,544</b>	16,486
Exchange realignment	滙兌調整	<b>492</b>	1,062
Impairment loss recognised	確認之減值虧損	<b>15</b>	-
Unused amounts reversed	回撥未動用數額	<b>(1,346)</b>	(4)
<hr/>			
Balance at 31 December	於十二月三十一日結餘	<b>16,705</b>	17,544

The above allowance for impairment of bad and doubtful debts is a provision for individually impaired trade receivables and impaired other receivables. The individually impaired trade receivables mainly represent sales made to the PRC customers which have remained long overdue. The impaired other receivables relate to debtors that have been long outstanding without settlement or having any business relationship with the Group. The Group does not hold any collateral or other credit enhancements over these balances.

Included in trade and other receivables are the following amounts denominated in the following currencies:

上述呆壞賬減值撥備為個別已減值應收款項及已減值其他應收款項撥備。個別已減值應收款項撥備主要為銷售予中國客戶之逾期欠款額。已減值的其他應收款項欠款已長期逾期及與本集團沒有任何業務關係。本集團對上述應收款項沒有獲得任何抵押或增強之信用安排。

貿易及其他應收款項原屬貨幣如下：

		<b>2021</b> 二零二一年	2020 二零二零年
United States Dollars	美元	<b>26,436,000</b>	22,582,000
Renminbi	人民幣	<b>531,257,000</b>	559,347,000
Japanese Yen	日元	<b>210,520,000</b>	136,110,000

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**25. OTHER FINANCIAL ASSETS**

**25. 其他金融資產**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Measured at fair value through profit or loss	按公平價值計入損益		
Unlisted equity investment (note a)	非上市權益投資 (附註a)	7,085	4,753
Unlisted unit trust funds (note b)	非上市單位信託基金 (附註b)	46,486	245
		<b>53,571</b>	<b>4,998</b>

Notes:

- (a) The investment engaged in providing environmental service in the PRC.
- (b) The fair values of the unlisted unit trust funds were based on net assets value of the investment funds at the end of the reporting period provided by the financial institutions.

附註：

- (a) 投資事項主要在中國從事提供環境服務。
- (b) 非上市單位信託基金的公平價值是基於金融機構提供在報告結算日當天投資基金的淨資產價值。

**26. CASH AND BANK BALANCES**

**26. 現金及銀行結餘**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Short-term bank deposits with maturity over three months (note a)	到期日超過三個月之短期銀行存款 (附註(a))	7,339	3,196
Pledged bank deposits (note (b)) (note 38)	已抵押之銀行存款 (附註(b)) (附註38)	8,221	5,941
Cash and cash equivalents (note (c))	現金及現金等值 (附註(c))	390,497	485,532
		<b>406,057</b>	<b>494,669</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**26. CASH AND BANK BALANCES (Continued)**

Notes:

**(a) Short-term bank deposits with maturity over three months**

Included in short-term bank deposits with maturity over three months in the consolidated statement of financial position are the following amounts denominated in the following currency:

		2021 二零二一年	2020 二零二零年
Renminbi	人民幣	6,000,000	-
United States Dollars	美元	-	410,000

**(b) Pledged bank deposits**

Included in pledged bank deposits in the consolidated statement of financial position are the following amounts denominated in the following currency:

		2021 二零二一年	2020 二零二零年
Renminbi	人民幣	6,721,000	5,000,000

**(c) Cash and cash equivalents**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金	390,497	485,532

Included in bank balances and cash in the consolidated statement of financial position are the following amounts denominated in the following currencies:

		2021 二零二一年	2020 二零二零年
United States Dollars	美元	10,229,000	10,533,000
Renminbi	人民幣	171,863,000	256,633,000
Japanese Yen	日元	116,586,000	55,566,000
Euro Dollars	歐元	180,000	99,000

**26. 現金及銀行結餘 (續)**

附註：

**(a) 到期日超過三個月之短期銀行存款**

於綜合財務狀況表中到期日超過三個月之短期銀行存款之原屬貨幣如下：

**(b) 已抵押之銀行存款**

於綜合財務狀況表中已抵押之銀行存款之原屬貨幣如下：

**(c) 現金及現金等值**

於綜合財務狀況表中銀行結餘及現金之原屬貨幣如下：

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**27. TRADE AND OTHER PAYABLES/CONTRACT LIABILITIES**

**(i) Trade and other payables**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade and bills payables	貿易及應付票據款項	<b>697,510</b>	650,120
Accruals and other payables	應付未付及其他應付款項	<b>156,234</b>	159,849
		<b>853,744</b>	809,969

The Directors consider that the carrying amount of trade and other payables approximates to their fair values. All trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The aging analysis of the Group's trade and bills payables at the end of the reporting period based on the date of invoice is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 3 months	零至三個月	<b>480,862</b>	485,431
4 to 6 months	四至六個月	<b>147,803</b>	128,812
7 to 9 months	七至九個月	<b>21,583</b>	14,262
Over 9 months	超過九個月	<b>47,262</b>	21,615
		<b>697,510</b>	650,120

**27. 貿易及其他應付款項／合約負債**

**(i) 貿易及其他應付款項**

董事們認為貿易及其他應付款項之賬面值與其公平價值相近。所有貿易及其他應付款項預期將於一年內支付或確認為收益或按要求支付。

於報告結算日，本集團按發票日期的貿易及應付票據款項之賬齡分析如下：

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 綜合財務報表附註(續)

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

**27. TRADE AND OTHER PAYABLES/CONTRACT LIABILITIES (Continued)**

**(i) Trade and other payables (Continued)**

Included in trade and other payables are the following amounts denominated in the following currencies:

		2021 二零二一年	2020 二零二零年
United States Dollars	美元	6,049,000	6,782,000
Renminbi	人民幣	614,672,000	610,538,000
Japanese Yen	日元	137,424,000	93,718,000
Euro Dollars	歐元	-	14,000

**(ii) Contract liabilities**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Billings in advance of performance	預收款項	77,064	107,687

When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue is recognised. The Group receives deposits on acceptance of orders on a case by case basis with customers before work commences.

The balance of contract liabilities at 1 January 2021 was all recognised as revenue during the year of 2021. The amount of billings in advance of performance received is expected to be recognised as income within one year.

**27. 貿易及其他應付款項／合約負債 (續)**

**(i) 貿易及其他應付款項 (續)**

貿易及其他應付款項原屬貨幣如下：

		2021 二零二一年	2020 二零二零年
United States Dollars	美元	6,049,000	6,782,000
Renminbi	人民幣	614,672,000	610,538,000
Japanese Yen	日元	137,424,000	93,718,000
Euro Dollars	歐元	-	14,000

**(ii) 合約負債**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Billings in advance of performance	預收款項	77,064	107,687

當本集團在生產活動開始前收取訂金，合約負債將在合約開始時產生，直至收入確認為止。本集團在接受訂單在生產前收取訂金是按情況而定的。

於二零二一年一月一日的合約負債結餘已全數於二零二一年度內確認為收入。預收款項之金額預期在一年內會確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

28. BANK BORROWINGS

28. 銀行借款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current</b>	<b>非流動</b>		
Bank loans	銀行貸款		
– secured	– 有抵押	6,700	26,208
– unsecured	– 無抵押	4,998	11,667
		<b>11,698</b>	37,875
<b>Current</b>	<b>流動</b>		
Bank loans	銀行貸款		
– secured	– 有抵押	44,957	49,601
– unsecured	– 無抵押	244,512	234,868
		<b>289,469</b>	284,469
Total borrowings	總借款	<b>301,167</b>	322,344

The aggregate carrying amount of the Group's bank loans as at 31 December 2021 (that are repayable more than one year after the end of the reporting period but contain a repayment on demand clause) that have been reclassified as current liabilities is approximately HK\$4,050,000 (2020: HK\$5,850,000).

These loans are callable by the lenders, but the management does not expect the lenders to exercise their rights to demand repayment in normal circumstances.

於二零二一年十二月三十一日，本集團總賬面值約4,050,000港元(二零二零年：5,850,000港元)之銀行貸款(須於報告結算日後的一年後償還，但載有按要求還款條款)已從非流動負債重新分類為流動負債。

放款人可按要求償還貸款，但管理層預期放款人在一般情況下不會行使有關權利要求償還貸款。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 綜合財務報表附註 (續)

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

**28. BANK BORROWINGS (Continued)**

The maturity of the bank borrowings based on the scheduled repayment date set out in the loan agreements ignoring the effect of any repayment on demand clause are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 year	一年內	285,419	278,619
Between 1 and 2 years	一至二年	13,280	27,975
Between 2 and 5 years	二至五年	2,468	15,750
		<b>301,167</b>	<b>322,344</b>

The non-current bank borrowings are stated at amortised cost.

The effective interest rate as at 31 December 2021 for bank borrowings is 2.65% per annum (2020: 2.98% per annum).

**28. 銀行借款 (續)**

根據貸款協議無視按要求還款條款影響，按還款計劃日程之應償還金額如下：

非流動銀行借款以攤分成本入賬。

銀行借款於二零二一年十二月三十一日之有效年息率為2.65厘(二零二零年：年息率為2.98厘)。



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**28. BANK BORROWINGS (Continued)**

The carrying amounts of borrowings are denominated in the following currencies:

		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元	2020 二零二零年 <b>HK\$'000</b> 千港元
Hong Kong Dollars	港元	<b>240,799</b>	246,536
Renminbi	人民幣	<b>60,368</b>	75,808
		<b>301,167</b>	322,344

The Group has the following undrawn borrowing facilities:

		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元	2020 二零二零年 <b>HK\$'000</b> 千港元
Floating rate	浮息		
– expiring within one year	– 於一年內到期	<b>277,440</b>	288,183

The facilities expiring within one year are annual facilities subject to review at various dates during 2021.

Bank borrowings are secured by certain ownership interest in leasehold land and buildings held for own use and land use rights of the Group (note 38).

**28. 銀行借款(續)**

借款的賬面值以原貨幣列值如下：

		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元	2020 二零二零年 <b>HK\$'000</b> 千港元
Hong Kong Dollars	港元	<b>240,799</b>	246,536
Renminbi	人民幣	<b>60,368</b>	75,808
		<b>301,167</b>	322,344

本集團未動用之借貸額度如下：

		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元	2020 二零二零年 <b>HK\$'000</b> 千港元
Floating rate	浮息		
– expiring within one year	– 於一年內到期	<b>277,440</b>	288,183

一年內到期融資額度乃年度額度，須於二零二一年期內不同日期進行檢討。

銀行借款以本集團部份自用租賃土地及樓宇的所有權權益及土地使用權作抵押(附註38)。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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**29. LEASE LIABILITIES**

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current and previous reporting periods:

		31 December 2021 二零二一年 十二月三十一日		31 December 2020 二零二零年 十二月三十一日	
		Present value of the minimum lease payments 最低租賃 支出之現值 HK\$'000 千港元	Minimum lease payments 最低租賃 支出 HK\$'000 千港元	Present value of the minimum lease payments 最低租賃 支出之現值 HK\$'000 千港元	Minimum lease payments 最低租賃 支出 HK\$'000 千港元
Within 1 year	一年內	15,283	18,725	15,020	18,903
After 1 year but within 2 years	一年後但二年內	14,184	16,542	10,785	13,719
After 2 years but within 5 years	二年後但五年內	22,002	23,881	30,034	33,888
		<b>36,186</b>	<b>40,423</b>	40,819	47,607
		<b>51,469</b>	<b>59,148</b>	55,839	66,510
Less: total future interest expenses	減：未來利息總支出		<b>(7,679)</b>		(10,671)
Present value of lease liabilities	租賃負債現值		<b>51,469</b>		55,839

The Group leases office properties, factories and plant and machinery. Leases are negotiated mostly for terms ranging from 1 to 10 years and rentals are almost fixed for the said term.

At 31 December 2021, lease liabilities of HK\$4,217,000 (2020: HK\$5,548,000) are secured by the lessors' charges over the leased assets.

**29. 租賃負債**

下表說明本集團在當前和先前報告期末的租賃負債的剩餘合約到期期限：

本集團租用辦公物業、工廠以及廠房和機械。租約年期乃以一至十年進行商討，而租金通常於租約年期內不變。

於二零二一年十二月三十一日，本集團之租賃負債中有4,217,000港元（二零二零年：5,548,000港元）是以租賃資產抵押予出租人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

30. SHARE CAPITAL

30. 股本

		2021 二零二一年		2020 二零二零年	
		Number of ordinary shares 普通股股數	Amount 總額 HK\$'000 千港元	Number of ordinary shares 普通股股數	Amount 總額 HK\$'000 千港元
Ordinary shares, issued and fully paid:	已發行及繳足普通股：				
At 1 January	於一月一日	861,930,692	609,027	861,930,692	609,027
At 31 December	於十二月三十一日	861,930,692	609,027	861,930,692	609,027

All ordinary shares rank equally with regard to the Company's residual assets.

所有普通股享有同等關於本公司的剩餘資產。

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

**31. OTHER RESERVES**

**31. 其他儲備**

		Property revaluation reserve 物業重估儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年一月一日結餘	77,830	14,263	679	92,772
Share of reserves of associates	應佔聯營公司儲備	-	1,904	-	1,904
Surplus on revaluation of properties held for own use	自用物業重估盈餘	12,584	-	-	12,584
Deferred taxation adjustment	遞延稅項調整	(2,486)	-	-	(2,486)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之匯兌差額	-	66,843	-	66,843
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時從匯兌儲備撥出	-	(1,621)	-	(1,621)
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從匯兌儲備撥出	-	106	-	106
Release of translation reserve upon disposal of an associate	出售一間聯營公司時從匯兌儲備撥出	-	49	-	49
<b>Balance at 31 December 2020 and 1 January 2021</b>	<b>於二零二零年十二月三十一日及二零二一年一月一日結餘</b>	<b>87,928</b>	<b>81,544</b>	<b>679</b>	<b>170,151</b>
Share of reserves of associates	應佔聯營公司儲備	-	934	-	934
Surplus on revaluation of properties held for own use	自用物業重估盈餘	15,699	-	-	15,699
Deferred taxation adjustment	遞延稅項調整	(402)	-	-	(402)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之匯兌差額	-	33,581	-	33,581
Release of translation reserve upon deregistration of a subsidiary	註銷一間附屬公司時從匯兌儲備撥出	-	348	-	348
Partial disposal of a subsidiary without loss of control	出售一間附屬公司部份權益但不影響控制權	-	(209)	2,500	2,291
<b>Balance at 31 December 2021</b>	<b>於二零二一年十二月三十一日結餘</b>	<b>103,225</b>	<b>116,198</b>	<b>3,179</b>	<b>222,602</b>

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綜合財務報表附註(續)

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

32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

32. 本公司財務狀況表

(a) Company-level statement of financial position

(a) 本公司財務狀況表

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
<b>Non-current Assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	274	276
Interests in subsidiaries	附屬公司權益	1,166,517	1,196,437
		<b>1,166,791</b>	1,196,713
<b>Current Assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	722	836
Cash and bank balances	現金及銀行結餘	81,890	78,604
		<b>82,612</b>	79,440
<b>Current Liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	1,186	3,878
Amounts due to subsidiaries	結欠附屬公司款項	142,153	139,748
Bank borrowings	銀行借款	81,575	88,019
		<b>224,914</b>	231,645
<b>Net Current Liabilities</b>	<b>淨流動負債</b>	<b>(142,302)</b>	(152,205)
Total Assets less Current Liabilities	總資產減流動負債	<b>1,024,489</b>	1,044,508
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Bank borrowings	銀行借款	-	15,277
<b>Net Assets</b>	<b>淨資產</b>	<b>1,024,489</b>	1,029,231
<b>Capital and Reserves (note 32(b))</b>	<b>資本及儲備 (附註32(b))</b>		
Share capital	股本	609,027	609,027
Retained profits	保留溢利	415,462	420,204
<b>Total Equity</b>	<b>權益總值</b>	<b>1,024,489</b>	1,029,231

The statement of financial position of the Company was approved and authorised for issue by the Board on 30 March 2022 and is signed on its behalf by:

本公司財務狀況表於二零二二年三月三十日獲董事會批准並授權刊發，並由下列董事代表簽署：

TANG TO  
鄧燾  
DIRECTOR  
董事

TANG YU, FREEMAN  
鄧愚  
DIRECTOR  
董事

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 綜合財務報表附註(續)

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**32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)**

**(b) Movement in components of equity of the Company**

		Share capital 股本 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年一月一日結餘	609,027	490,810	1,099,837
Loss for the year	年度虧損	-	(70,606)	(70,606)
Balance at 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日結餘	609,027	420,204	1,029,231
Loss for the year	年度虧損	-	(4,742)	(4,742)
<b>Balance at 31 December 2021</b>	<b>於二零二一年 十二月三十一日結餘</b>	<b>609,027</b>	<b>415,462</b>	<b>1,024,489</b>

**(c) Distributability of reserves**

At 31 December 2021, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of Companies Ordinance, was approximately HK\$415,462,000 (2020: HK\$420,204,000). After the end of the reporting period, the Board did not recommend the payment of a final dividend for the year ended 31 December 2021 (31 December 2020: Nil).

**32. 本公司財務狀況表(續)**

**(b) 本公司權益變動**

		Share capital 股本 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年一月一日結餘	609,027	490,810	1,099,837
Loss for the year	年度虧損	-	(70,606)	(70,606)
Balance at 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日結餘	609,027	420,204	1,029,231
Loss for the year	年度虧損	-	(4,742)	(4,742)
<b>Balance at 31 December 2021</b>	<b>於二零二一年 十二月三十一日結餘</b>	<b>609,027</b>	<b>415,462</b>	<b>1,024,489</b>

**(c) 儲備分派**

於二零二一年十二月三十一日，根據《公司條例》第六部分的條文計算，本公司可供分派予股權持有人的儲備約為415,462,000港元(二零二零年：420,204,000港元)。於結算日後，董事會不建議派發截至二零二一年十二月三十一日止年度末期股息(二零二零年十二月三十一日：無)。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

### 33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

### 33. 來自融資活動的負債及相關資產的對賬

下表詳列本集團的來自融資活動的相關負債的變動，包括現金及非現金的變動。來自融資活動的負債是指其現金流量或未來的現金流量會於本集團的綜合現金流量表中被分類為來自融資活動的現金流量。

		Bank loans	Lease liabilities	Amount due to an associate 結欠一間 聯營公司 款項	Amounts due to non- controlling interests 結欠 非控股權益 之款項	Total
		銀行貸款 HK\$'000 千港元	租賃負債 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	353,219	63,302	149	9,600	426,270
<b>Changes from financing cash flow</b>	<b>來自融資活動現金流之變動</b>					
New bank loans raised	新增銀行貸款	212,654	-	-	-	212,654
Repayment of bank loans	償還銀行貸款	(246,558)	-	-	-	(246,558)
Bank loans interest paid	已付銀行貸款利息	(15,780)	-	-	-	(15,780)
Capital element of lease rentals paid	已付租賃租金的本金部分	-	(14,360)	-	-	(14,360)
Interest element of lease rentals paid	已付租賃租金的利息部份	-	(4,535)	-	-	(4,535)
Repayment to an associate	償還一間聯營公司之款項	-	-	(169)	-	(169)
Repayment to the non-controlling Shareholders	償還結欠非控股股東款項	-	-	-	(9,600)	(9,600)
<b>Total changes from financing cash flows</b>	<b>來自融資活動現金流之變動總額</b>	(49,684)	(18,895)	(169)	(9,600)	(78,348)
Exchange adjustments	滙兌調整	3,029	3,209	20	-	6,258
<b>Other changes</b>	<b>其他變動</b>					
Increase in lease liabilities from entering into new leases during the year	年度因訂立新租賃而增加的租賃負債	-	4,279	-	-	4,279
Covid-19-related rent concessions from lessors	來自出租人與2019 新型冠狀病毒相關的租金寬免	-	(405)	-	-	(405)
Early termination of lease contracts	提前終止租賃合同	-	(186)	-	-	(186)
Interest expenses (note 8)	利息費用 (附註8)	15,780	4,535	-	-	20,315
<b>Total other changes</b>	<b>其他變動總額</b>	15,780	8,223	-	-	24,003
At 31 December 2020	於二零二零年十二月三十一日	322,344	55,839	-	-	378,183

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**33. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)**

**33. 來自融資活動的負債及相關資產的對賬 (續)**

		<b>Bank loans</b>	<b>Lease liabilities</b>	<b>Total 合計</b>
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	322,344	55,839	378,183
<b>Changes from financing cash flow</b>	<b>來自融資活動現金流之變動</b>			
New bank loans raised	新增銀行貸款	180,842	-	180,842
Repayment of bank loans	償還銀行貸款	(203,244)	-	(203,244)
Bank loans interest paid	已付銀行貸款利息	(13,442)	-	(13,442)
Capital element of lease rentals paid	已付租賃租金的本金部分	-	(17,685)	(17,685)
Interest element of lease rentals paid	已付租賃租金的利息部份	-	(4,299)	(4,299)
<b>Total changes from financing cash flows</b>	<b>來自融資活動現金流之變動總額</b>	<b>(35,844)</b>	<b>(21,984)</b>	<b>(57,828)</b>
Exchange adjustments	滙兌調整	1,225	1,405	2,630
<b>Other changes</b>	<b>其他變動</b>			
Increase in lease liabilities from entering into new leases during the year	本年度因訂立新租賃而增加的租賃負債	-	11,910	11,910
Interest expenses (note 8)	利息費用 (附註8)	13,442	4,299	17,741
<b>Total other changes</b>	<b>其他變動總額</b>	<b>13,442</b>	<b>16,209</b>	<b>29,651</b>
<b>At 31 December 2021</b>	<b>於二零二一年十二月三十一日</b>	<b>301,167</b>	<b>51,469</b>	<b>352,636</b>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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**34. OPERATING LEASE COMMITMENTS**

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease receipts under non-cancellable operating leases:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Not later than one year	一年內	1,196	1,162
Later than one year and not later than five years	第二至五年	1,795	2,303
After five years	五年後	68	240
		<b>3,059</b>	<b>3,705</b>

**35. CAPITAL COMMITMENTS**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Capital expenditure:	資本支出：		
Contracted but not provided for	已簽約但未作出撥備	19,819	2,175

**34. 經營租賃承擔**

於報告結算日，本集團尚有不可取消之租賃合同下的未來最少租賃收入如下：

**35. 資本承擔**

**36. CONTINGENT LIABILITIES**

The Group does not have any litigations or claims of material importance and, so far as the Directors are aware, no litigation or claims of material importance are pending or threatened by or against any companies of the Group.

**36. 或然負債**

本集團並無涉及任何訴訟或重要申索。而據董事所知，並無待審或對本集團內公司構成威脅的訴訟或重要申索。

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### 37. RETIREMENT BENEFITS SCHEMES

The Group participates in both a defined contribution scheme (the "ORSO Scheme") which is registered under the Occupational Retirement Schemes Ordinance (Chapter 426 of the Laws of Hong Kong) and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the schemes are held separately from those of the Group in funds under the control of trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

For members of the MPF Scheme, the Group contributes 5.0% of relevant payroll costs to the Scheme, which contribution is matched by the employee.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5.0% to 7.5% of the employee's basic salary, depending on the length of service with the Group.

Employees who are employed by subsidiaries in the PRC are members of the state-managed pension scheme operated by the PRC government. These subsidiaries are required to contribute 16% – 20% of payroll costs to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contributions under the scheme.

The total cost charged to the consolidated income statement of approximately HK\$38,116,000 (2020: HK\$21,046,000) represents contributions payable to these schemes by the Group in respect of the current accounting period. As at 31 December 2021, contributions of approximately HK\$78,000 (2020: HK\$262,000) due in respect of the reporting period had not been paid over to the schemes.

### 37. 退休福利計劃

本集團同時參與根據《職業退休計劃條例》(香港法例第426章)下註冊的定額供款計劃(「職業退休計劃」)及於二零二零年十二月根據強制性公積金計劃條例成立的強制性供款計劃(「強積金計劃」)。此兩項計劃的資產與本集團之資產分開,及由信託人管理。於強積金計劃成立之前的職業退休計劃成員之僱員,可給予選擇保留於職業退休計劃或轉移到強積金計劃。但於二零二零年十二月一日或之後加入本集團的僱員,必須加入強積金計劃。

強積金計劃之成員,本集團以相關工資成本的百分之五向計劃供款,僱員亦按同一比率供款。

職業退休計劃則每月由僱員及本集團,按僱員的基本工資供款比例由百分之五至七點五,按服務年資而定。

本集團在中國之附屬公司的僱員為中國政府管理之國家資助公積金計劃之會員。此等附屬公司須以其工資成本的百分之十六至二十向公積金計劃供款。本集團之唯一承擔乃按此公積金計劃提供所需供款。

已列支於綜合收益表內之總供款約為38,116,000港元(二零二零年:21,046,000港元),代表本集團於本會計期間應向這些計劃的供款。於二零二一年十二月三十一日,約78,000港元(二零二零年:262,000港元)的供款於報告期間已到期仍未向這些計劃付款。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**38. PLEDGE OF ASSETS**

At the end of the reporting period, assets with the following carrying amounts were pledged by the Group to secure general banking facilities:

**38. 資產抵押**

於報告結算日，本集團已將下列以賬面值計算的資產作抵押，以取得給予本集團之一般銀行信貸額：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Ownership interest in leasehold land and buildings held for own use	自用租賃土地及樓宇的所有權權益	<b>159,970</b>	158,958
Land use rights	土地使用權	<b>3,217</b>	3,345
Plant and machinery	廠房及機器	<b>4,696</b>	9,236
Motor vehicles	汽車	<b>303</b>	425
Bank deposits	銀行存款	<b>8,221</b>	5,941
		<b>176,407</b>	177,905

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS**

**(a) Financial instruments by categories**

Upon the adoption of HKFRS 9, the accounting policies for financial instruments have been applied to the line items below:

**39. 財務風險管理及金融工具之公平價值**

**(a) 按類別劃分之金融工具**

經採納香港財務報告準則第9號，金融工具會計政策已應用於下列項目：

Assets as per consolidated financial statements	於綜合財務報表中之資產	Financial assets at amortised cost	Financial assets at fair value through profit or loss	Total
31 December 2021	二零二一年十二月三十一日	按攤銷成本計量的金融資產	以公平價值計入損益的金融資產	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Other financial assets	其他金融資產	-	53,571	53,571
Amounts due from associates	應收聯營公司款項	2,451	-	2,451
Finance lease receivables	應收融資租賃款項	276,348	-	276,348
Trade and other receivables	貿易及其他應收款項	850,247	-	850,247
Short-term bank deposits with maturity over three months	到期日超過三個月之短期銀行存款	7,339	-	7,339
Pledged bank deposits	已抵押銀行存款	8,221	-	8,221
Cash and cash equivalents	現金及現金等值	390,497	-	390,497
		<b>1,535,103</b>	<b>53,571</b>	<b>1,588,674</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

39. FINANCIAL RISK MANAGEMENT AND  
FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(a) Financial instruments by categories (Continued)

39. 財務風險管理及金融工具之公  
平價值 (續)

(a) 按類別劃分之金融工具 (續)

Assets as per consolidated financial statements	於綜合財務報表中 之資產	Financial assets at amortised cost	Financial assets at fair value through profit or loss	Total
31 December 2020	二零二零年 十二月三十一日	按攤銷成本計量 的金融資產 HK\$'000 千港元	以公平價值 計入損益 的金融資產 HK\$'000 千港元	總額 HK\$'000 千港元
Other financial assets	其他金融資產	-	4,998	4,998
Amounts due from associates	應收聯營公司款項	3,983	-	3,983
Finance lease receivables	應收融資租賃款項	199,960	-	199,960
Trade and other receivables	貿易及其他應收款項	837,191	-	837,191
Short-term bank deposits with maturity over three months	到期日超過三個月之 短期銀行存款	3,196	-	3,196
Pledged bank deposits	已抵押銀行存款	5,941	-	5,941
Cash and cash equivalents	現金及現金等值	485,532	-	485,532
		1,535,803	4,998	1,540,801

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
 綜合財務報表附註 (續)

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

**39. FINANCIAL RISK MANAGEMENT AND  
 FAIR VALUE OF FINANCIAL INSTRUMENTS**

(Continued)

(a) Financial instruments by categories (Continued)

**39. 財務風險管理及金融工具之公  
 平價值 (續)**

(a) 按類別劃分之金融工具 (續)

		<b>Financial liabilities at amortised cost 按攤銷成本 計量之金融負債 HK\$'000 千港元</b>
<b>Liabilities as per consolidated financial statements</b>	<b>於綜合財務報表中之負債</b>	
<b>31 December 2021</b>	<b>二零二一年十二月三十一日</b>	
Trade and other payables	貿易及其他應付款項	<b>849,562</b>
Bank borrowings	銀行借款	<b>301,167</b>
Lease liabilities	租賃負債	<b>51,469</b>
		<b>1,202,198</b>
<b>31 December 2020</b>	<b>二零二零年十二月三十一日</b>	
Trade and other payables	貿易及其他應付款項	805,440
Bank borrowings	銀行借款	322,344
Lease liabilities	租賃負債	55,839
		<b>1,183,623</b>

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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk arising in the normal course of its business and financial instruments. The Group's risk management objectives and policies mainly focus on minimising the potential adverse effects of these risks on the Group's financial performance by closely monitoring the individual exposure as summarised below.

#### (i) Foreign currency risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi, Hong Kong Dollars, United States Dollars and Japanese Yen. Such exposures arise from sales or purchases by subsidiaries other than the subsidiaries' functional currencies. This currency exposure is managed primarily through sourcing raw materials denominated in the same currency. In addition, certain recognised assets and liabilities are denominated in currencies other than the functional currencies of the entities to which they relate. The Group currently does not have a foreign currency hedging policy.

Certain assets and liabilities of the Group are principally denominated in US\$. HK\$ is pegged to US\$, and thus foreign exchange exposure is considered as minimal.

At 31 December 2021, if HK\$ had strengthened/weakened by 10% against the RMB, with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,459,000 lower or higher (2020: post-tax profit for the year would have been HK\$3,023,000 lower or higher). There will be no impact on other components of equity.

### 39. 財務風險管理及金融工具之公平價值 (續)

#### (b) 財務風險因素

本集團的業務承受各種財務風險：市場風險(包括外匯風險、利率風險及價格風險)、信貸風險及一般業務過程及金融工具導致之流動資金風險。本集團的風險管理目標及政策主要透過密切監察如下個別風險，專注於盡量減少本集團之財務表現所受的潛在負面影響。

#### (i) 外匯風險

本集團承受外匯交易風險，主要為人民幣、港元、美元及日元。該等風險乃因為附屬公司以附屬公司之功能貨幣以外之貨幣進行買賣而產生。此貨幣風險乃主要透過採購以相同貨幣列值之原材料管理。另外，部份已確認之資產及負債包括並非以相關實體的功能貨幣為計量單位。本集團目前並無外匯對沖政策。

本集團之若干資產及負債主要以美元為計量單位。港元與美元掛鈎，因此外匯風險可視作甚微。

於二零二一年十二月三十一日，倘港元兌人民幣匯率增強／減弱10%，而所有其他變數不變，該年度之除稅後溢利將分別較現時約低／高1,459,000港元(二零二零年：除稅後溢利低／高3,023,000港元)。權益的其他部份沒有任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註 (續)

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

39. FINANCIAL RISK MANAGEMENT AND  
FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(b) Financial risk factors (Continued)

(i) Foreign currency risk (Continued)

At 31 December 2021, if HK\$ had strengthened/weakened by 10% against the YEN, with all other variables held constant, post-tax profit for the year would have been approximately HK\$429,000 lower or higher (2020: post-tax profit for the year would have been HK\$1,000 higher or lower). There will be no impact on other components of equity.

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the Group entities' exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. In this respect, it is assumed that the pegged rate between the HK\$ and the US\$ would be materially unaffected by any changes in movement in value of the US\$ against other currencies. Results of the analysis as presented in above represent an aggregation of the effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of the reporting period for presentation purposes. The analysis is performed on the same basis for 2020.

39. 財務風險管理及金融工具之公  
平價值 (續)

(b) 財務風險因素 (續)

(i) 外匯風險 (續)

於二零二一年十二月三十一日，倘港元兌日元匯率增強／減弱10%，而所有其他變數不變，該年度之除稅後溢利將分別較現時低／高約429,000港元（二零二零年：除稅後溢利高／低1,000港元），但不會對權益的其他部分有影響。

敏感性分析乃基於假設外匯匯率變化已於報告結算日發生，並已於該日運用於其時存在之本集團各實體所受金融工具的匯率風險，同時假定其他變量（尤其是利率）維持不變。

上述變動代表管理層評估外匯匯率在截至下一個報告周年結算日期間之合理變動，並假設港元兌美元之聯繫匯率並未因美元兌其他貨幣之任何變動而有重大影響。上述之分析結果乃本集團各實體之除稅後溢利及權益所受影響（按其相關之功能貨幣計算，並以報告結算日之匯率匯兌為港元作呈列之用）之總額。二零二零年亦以同一基準作分析。



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Financial risk factors (Continued)

##### (ii) Interest rate risk

Except for pledged bank deposits, short-term bank deposits and cash and cash equivalents (note 26), the Group has no other significant interest-bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates because the interest rates of bank deposits are not expected to change significantly.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Prime or HIBOR arising from the Group's borrowings denominated in HK\$ and RMB.

Borrowings at floating rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates and finance lease receivables expose the Group to fair value interest-rate risk. Details of the Group's borrowings and finance lease receivables have been disclosed in notes 28 and 21 respectively.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. In order to manage the cash flow interest rate risk, the Group will repay the corresponding borrowings when it has surplus funds.

### 39. 財務風險管理及金融工具之公平價值 (續)

#### (b) 財務風險因素 (續)

##### (ii) 利率風險

除抵押存款、短期銀行存款及現金及現金等值(附註26)外，本集團並無任何重大的計息資產。本集團的收入及經營現金流量基本上不受市場利率變動所影響。管理層並不預期利率轉變會對計息資產產生重大影響，因預期銀行存款利率變動不大。

本集團面對的現金流量利率風險主要是來自本集團港元及人民幣借款的最優惠利率及香港銀行同業拆息之波動。

浮息借款使本集團面對現金流量利率風險。定息借款及應收融資租賃款項使本集團面對公平價值利率風險。有關本集團借款及應收融資租賃款項之詳情，已分別於附註28及21披露。

本集團並無訂立任何利率掉期以對沖所承擔之利率風險。為控制現金流量利率風險，本集團將在有盈餘資金的情況下償還相應借款。

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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Financial risk factors (Continued)

##### (ii) Interest rate risk (Continued)

The sensitivity analysis below have been determined based on the exposure to interest rates for the floating rate bank borrowings at the end of the reporting period. For floating rate bank borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year.

At 31 December 2021, if interest rates on HK\$-denominated borrowings had been 50 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,185,000 lower/higher (2020: post-tax profit for the year would have been HK\$1,204,000 lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

At 31 December 2021, if interest rates on RMB-denominated borrowings had been 50 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been approximately HK\$180,000 lower/higher (2020: post-tax profit for the year would have been HK\$379,000 lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The above changes in interest rates represent management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date. The analysis is performed on the same basis for 2020.

### 39. 財務風險管理及金融工具之公 平價值(續)

#### (b) 財務風險因素(續)

##### (ii) 利率風險(續)

以下敏感度分析乃根據報告結算日浮息銀行借款之利率風險釐定。對於浮息銀行借款而言，此分析乃假設於報告結算日之未償還負債於整個年度均未償還而釐定。

於二零二一年十二月三十一日，如果港元借款利率提高／降低50點子而其他因素保持不變，則年度除稅後溢利將低／高約1,185,000港元(二零二零年：除稅後溢利低／高1,204,000港元)，主要是由於浮息借款的利息支出的增加／減少。

於二零二一年十二月三十一日，如果人民幣借款利率提高／降低50點子而其他因素保持不變，則年度除稅後溢利將低／高約180,000港元(二零二零年：除稅後溢利低／高379,000港元)，主要是由於浮息借款的利息支出的增加／減少。

以上敏感度分析之釐定乃假設利率變動於報告結算日發生，並已將該變動套用於當日就金融工具所產生之利率風險而釐定。以上之利率變動代表管理層對直至下一個周年報告結算日期間的潛在利率變動所進行的評估。二零二零年敏感度分析按照相同基準進行。

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

### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Financial risk factors (Continued)

##### (iii) Price risk

The Group is exposed to equity securities at fair value through other comprehensive income price risk in its financial assets. As the Group's policy is only to invest on such investments by its surplus funds, the exposure may not have significant impact on the Group's financial position. The Group is not exposed to commodity price risk.

##### (iv) Credit risk

The Group is exposed to credit risk in relation to its trade and other receivables, finance lease receivable and cash and bank balances. The carrying amounts of trade and other receivables, finance lease receivable and cash and bank balances represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group expects that there is no significant credit risk associated with cash and bank balances since they are substantially deposited at state-owned banks and other medium or large-sized listed banks. Management does not expect that there will be any significant losses from non-performance by these counterparties.

The Group has large number of customers and there was no concentration of credit risk. The Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

### 39. 財務風險管理及金融工具之公平價值 (續)

#### (b) 財務風險因素 (續)

##### (iii) 價格風險

本集團面臨與以公平價值計入其他全面收益之金融資產權益證券有關之價格風險。由於本集團之政策為僅以其盈餘資金投資於有關投資，有關風險可能不會對本集團之財務狀況產生重大影響。本集團不會面對商品價格風險。

##### (iv) 信貸風險

本集團面臨與其貿易及其他應收款項，應收融資租賃款項及現金及銀行結餘有關之信貸風險。貿易及其他應收款項、應收融資租賃款項及現金及銀行結餘的賬面值乃本集團面臨的金融資產的最高信貸風險。

本集團預期並無與現金及銀行結餘相關的重大信貸風險，因為該等存款基本上存入國有銀行以及其他大中型上市銀行。管理層預期不會有該等對手方未履約所產生的任何重大虧損。

本集團有大量客戶，並無集中的信貸風險。本集團訂有監控程序，以確保採取跟進措施收回逾期債務。此外，於各報告期末，本集團檢討該等應收款項的可收回性，以確保就不可收回金額作出充分減值虧損。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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

### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (b) Financial risk factors (Continued)

##### (iv) Credit risk (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtor/customer;
- significant changes in the expected performance and behaviour of the customer, including changes in the payment status of customer in the Group and changes in the operating results of the customer.

### 39. 財務風險管理及金融工具之公 平價值(續)

#### (b) 財務風險因素(續)

##### (iv) 信貸風險(續)

本集團在資產的初始確認時考慮壞賬的可能性，也在每個報告期間持續評估信貸風險是否顯著增加。在評估信貸風險是否顯著增加時本集團將報告日時點資產發生壞賬的可能性與初始確認時點發生壞賬的可能性進行比較，同時也考慮公開且合理可靠的前瞻信息。以下指標需要重點考慮：

- 內部信貸評級；
- 外部信貸評級；
- 預期導致客戶履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 債務人／客戶經營業績的實際或預期重大變動；
- 客戶預期表現及行為的重大變動，包括本集團內客戶的付款狀況變動及客戶經營業績的變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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

39. FINANCIAL RISK MANAGEMENT AND  
FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(b) Financial risk factors (Continued)

(iv) Credit risk (Continued)

(a) Trade receivables

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables.

The loss allowance for trade receivables was determined as follows. The ECLs below also incorporated forward looking information.

39. 財務風險管理及金融工具之公  
平價值 (續)

(b) 財務風險因素 (續)

(iv) 信貸風險 (續)

(a) 貿易應收款項

本集團應用簡化的方法就香港財務報告準則第9號規定的預期信貸虧損計提撥備，該準則允許採用該方法於所有貿易應收款項存續期的預期虧損撥備。

貿易應收款項的虧損撥備釐定如下。下文的預期信貸虧損亦包含前瞻性資料。

		2021 二零二一年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
0 to 3 months	零至三個月	0.9%	556,048	(5,270)
4 to 6 months	四至六個月	1.0%	157,843	(1,654)
7 to 9 months	七至九個月	2.5%	54,145	(1,355)
10 to 12 months	十至十二個月	3.7%	24,827	(908)
1 to 2 years	一至二年	14.7%	19,361	(2,854)
2 to 3 years	二至三年	92.6%	11,610	(10,756)
Over 3 years	超過三年	99.8%	83,406	(83,203)
			907,240	(106,000)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**39. FINANCIAL RISK MANAGEMENT AND  
 FAIR VALUE OF FINANCIAL INSTRUMENTS**

(Continued)

(b) Financial risk factors (Continued)

(iv) Credit risk (Continued)

(a) Trade receivables (Continued)

		2020 二零二零年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
0 to 3 months	零至三個月	0.8%	591,611	(5,293)
4 to 6 months	四至六個月	0.8%	74,769	(613)
7 to 9 months	七至九個月	1.7%	42,196	(740)
10 to 12 months	十至十二個月	3.1%	13,193	(409)
1 to 2 years	一至二年	21.4%	23,699	(5,073)
2 to 3 years	二至三年	77.2%	18,253	(14,092)
Over 3 years	超過三年	95.6%	89,726	(85,811)
			853,447	(112,031)

(b) Finance lease receivables  
 The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all finance lease receivables.

**39. 財務風險管理及金融工具之公  
 平價值 (續)**

(b) 財務風險因素 (續)

(iv) 信貸風險 (續)

(a) 貿易應收款項 (續)

(b) 應收融資租賃款項  
 本集團應用簡化的方法就香港財務報告準則第9號規定的預期信貸虧損計提撥備，該準則允許採用該方法於所有應收融資租賃款項的存續期預期虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
綜合財務報表附註(續)

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39. FINANCIAL RISK MANAGEMENT AND  
FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(b) Financial risk factors (Continued)

(iv) Credit risk (Continued)

(b) Finance lease receivables (Continued)

The loss allowance for finance lease receivables was determined as follows. The ECLs below also incorporated forward looking information.

		Not overdue 未逾期	Overdue 逾期	Total 合計
<b>2021</b>	<b>二零二一年</b>			
Expected loss rate	預期虧損率	1.0%	8.8%	
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	218,384	65,860	284,244
Loss allowance (HK\$'000)	虧損撥備 (千港元)	(2,131)	(5,765)	(7,896)
		Not overdue 未逾期	Overdue 逾期	Total 合計
<b>2020</b>	<b>二零二零年</b>			
Expected loss rate	預期虧損率	2.0%	18.2%	
Gross carrying amount (HK\$'000)	賬面總額 (千港元)	122,967	97,164	220,131
Loss allowance (HK\$'000)	虧損撥備 (千港元)	(2,459)	(17,712)	(20,171)

(v) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

39. 財務風險管理及金融工具之公  
平價值 (續)

(b) 財務風險因素 (續)

(iv) 信貸風險 (續)

(b) 應收融資租賃款項 (續)

應收融資租賃款項的虧損撥備釐定如下。下文的預期信貸虧損亦包含前瞻性資料。

(v) 流動資金風險

本集團旗下個別營運中的實體，須各自負責現金管理，包括現金盈餘的短期投資和籌借貸款以應付預期中的現金需求，惟倘借款超逾當局預定的若干水平，則須經母公司董事會批准方可作實。本集團的政策是定期監控即期及預期中的流動資金需求，及其有否遵守借貸契諾，以確保旗下實體本身備有足夠的現金及向主要財務機構取得的足夠的承諾融資金額，藉以應付本身的長短期流動資金需求。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS**

(Continued)

**(b) Financial risk factors (Continued)**

**(v) Liquidity risk (Continued)**

The tables below categorised the Group's financial liabilities into relevant maturity groupings based on the remaining period from the end of the reporting period to the contractual maturity date. The tabulated amounts are the contractual undiscounted cash flow payments of the Group.

**39. 財務風險管理及金融工具之公平價值 (續)**

**(b) 財務風險因素 (續)**

**(v) 流動資金風險 (續)**

下表根據報告結算日至合約到期日之餘下期間，將本集團之金融負債按相關到期組別進行分類。列表中的金額乃本集團之合約非貼現現金流量。

		Less than 1 year 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2021</b>	<b>於二零二一年 十二月三十一日</b>				
Trade and other payables	貿易及其他應付款項	849,562	-	-	849,562
Lease liabilities	租賃負債	18,725	16,542	23,881	59,148
Bank borrowings	銀行借款	295,845	9,436	2,490	307,771
		<b>1,164,132</b>	<b>25,978</b>	<b>26,371</b>	<b>1,216,481</b>
<b>At 31 December 2020</b>	<b>於二零二零年 十二月三十一日</b>				
Trade and other payables	貿易及其他應付款項	805,440	-	-	805,440
Lease liabilities	租賃負債	18,903	13,719	33,888	66,510
Bank borrowings	銀行借款	292,078	27,060	11,927	331,065
		<b>1,116,421</b>	<b>40,779</b>	<b>45,815</b>	<b>1,203,015</b>



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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (c) Fair value measurement

##### (i) Financial assets measured at fair value through profit or loss

Fair value hierarchy

The following table presents the carrying value of the Group's financial instruments measured at fair value at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 39. 財務風險管理及金融工具之公平價值 (續)

#### (c) 公平價值計量

##### (i) 公平價值計入損益之金融資產

公平價值架構

下表呈列於報告結算日所按持續性基礎的公平價值計量之本集團的金融工具之賬面價值分類至香港財務報告準則第13號所界定之公平價值三層架構中。將公平價值計量分類之等級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

- 第一層次估值：僅使用第一層次輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量之公平價值。
- 第二層次估值：使用第二層次輸入數據（即未能達到第一層次之可觀察輸入數據，且並未使用重大不可觀察輸入數據）計量之公平價值。不可觀察輸入數據為無市場數據之輸入數據。
- 第三層次估值：採用重大不可觀察數據計量之公平價值。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS**

(Continued)

(c) Fair value measurement (Continued)

(i) Financial assets measured at fair value through profit or loss (Continued)

Fair value hierarchy (Continued)

**39. 財務風險管理及金融工具之公平價值 (續)**

(c) 公平價值計量 (續)

(i) 公平價值計入損益之金融資產 (續)

公平價值架構 (續)

		Fair value measurement as at 31 December 2021 categorised into 於二零二一年十二月三十一日 公平價值計量作以下分類			
	Fair value 公平價值 HK\$'000 千港元	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	
Other financial assets					其他金融資產
– Unlisted equity investment	7,085	–	7,085	–	– 非上市權益投資
– Unlisted unit trust funds	46,486	–	46,486	–	– 非上市單位 信託基金

		Fair value measurement as at 31 December 2020 categorised into 於二零二零年十二月三十一日 公平價值計量作以下分類			
	Fair value 公平價值 HK\$'000 千港元	Level 1 第一層次 HK\$'000 千港元	Level 2 第二層次 HK\$'000 千港元	Level 3 第三層次 HK\$'000 千港元	
Other financial assets					其他金融資產
– Unlisted equity investment	4,753	–	4,753	–	– 非上市權益投資
– Unlisted unit trust funds	245	–	245	–	– 非上市單位 信託基金

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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (c) Fair value measurement (Continued)

##### (i) Financial assets measured at fair value through profit or loss (Continued)

Fair value hierarchy (Continued)

The fair values of unlisted unit trust funds, principal guaranteed and non-guaranteed investment funds in Level 2 are based on net assets value of the investment funds at the end of the reporting period provided by the financial institution.

The fair value of unlisted equity investment in Level 2 is based on fair value of initial subscription cost adjusted by market movements for the corresponding period from the date of subscription up to the end of the reporting period.

During the year ended 31 December 2020 and 2021, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

##### (ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2020 and 2021.

### 39. 財務風險管理及金融工具之公平價值 (續)

#### (c) 公平價值計量 (續)

##### (i) 公平價值計入損益之金融資產 (續)

公平價值架構 (續)

非上市單位信託基金、保本及非保本投資基金之公平價值在第二層次是基於金融機構提供在報告結算日當天投資基金的淨資產價值。

非上市權益投資之公平價值在第二層次是基於經認購日期至報告期末之相應期間的市場變動調整之初始認購成本之公平價值。

截至二零二零年及二零二一年十二月三十一日止年度內，第一層次與第二層次之間並無轉撥或轉撥到第三層次或從第三層次轉出。當公平價值架構層之間有轉撥發生時，本集團會按照政策於報告結算日確認。

##### (ii) 金融資產及負債的公平價值與其賬面值

於二零二零年及二零二一年十二月三十一日，本集團的金融工具之成本或攤銷成本賬面值與其公平價值並無重大分別。

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### 39. FINANCIAL RISK MANAGEMENT AND FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

#### (d) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the total debts ratio. This ratio is calculated as total borrowings divided by total capital. Total borrowings include current liabilities and non-current liabilities. Total capital includes total borrowings and total equity as shown in the consolidated statement of financial position.

### 39. 財務風險管理及金融工具之公 平價值 (續)

#### (d) 資金風險管理

本集團的資金管理政策，是保障本集團按持續經營基準繼續營運之能力，以為股東帶來回報，同時兼顧其他持份者的利益，並維持最佳的資本結構以減低資金成本。

為了維持或調整資本結構，集團可能會調整支付予股東的股息金額、向股東發還資金、發行新股或出售資產以減低債務。

本集團利用總負債比率監察其資本。此比率按照總借款除以資本總值計算。總借款包括非流動負債及流動負債。資本總值包括綜合財務狀況表內之總借款及權益總值。

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綜合財務報表附註(續)

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39. FINANCIAL RISK MANAGEMENT AND  
FAIR VALUE OF FINANCIAL INSTRUMENTS

(Continued)

(d) Capital risk management (Continued)

The total debts ratios at 31 December 2021 and 2020 are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current liabilities	流動負債	1,246,243	1,227,609
Non-current liabilities	非流動負債	81,118	107,086
Total borrowings	借款總額	1,327,361	1,334,695
Total equity	權益總額	1,640,524	1,499,983
Total capital	資本總額	2,967,885	2,834,678
Total debts ratio	總負債比率	45%	47%

Certain entities of the Group are subject to loan covenants. There is no material non-compliance with those loan covenants.

39. 財務風險管理及金融工具之公  
平價值(續)

(d) 資金風險管理(續)

於二零二一年及二零二零年十二月三十一日之總負債比率為：

本集團某些實體須遵從貸款規定。無出現重大違反有關貸款規定的情況。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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**40. TRANSACTIONS AND BALANCES WITH RELATED PARTIES**

During the year, the Group had significant transactions with the following related parties, together with balances with them as at the end of the reporting period, details of which are as follows:

**40. 與關聯方進行之交易及結餘**

本年度內，本集團與下列關聯方進行之重大交易，連同於報告結算日之結餘詳情如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Company controlled by certain Directors and their relatives: Management fee paid (note i)	由若干董事及其親屬控制之公司： 管理費支出 (附註i)	996	996
Non-controlling interests: Rental income	非控股權益： 租金收入	-	1,114
Consultancy fee paid	顧問費支出	-	397
Sales	銷售	-	307
Associates: Balances due to the Group (note ii)	聯營公司： 結欠本集團之結餘 (附註ii)	2,451	3,983
EDP charges paid	電腦系統維護服務支出	-	256
Remuneration of key management personnel of the Group (note iii): Salaries and other short-term employee benefits	本集團主要管理人員酬金 (附註iii)： 薪金及其他短期僱員福利	14,555	22,577

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#### 40. TRANSACTIONS AND BALANCES WITH RELATED PARTIES (Continued)

Further details of Directors' and the chief executives' emoluments are included in note 10 to the consolidated financial statements.

Notes:

- (i) The prices of the transactions were determined by the Directors with reference to prices for similar transactions with unrelated third parties.
- (ii) The balances are unsecured, interest free and have no fixed terms of repayment.
- (iii) Key management personnel whose profiles are included in "Directors and Senior Management's Biographies" section of this report.
- (iv) Save as disclosed above, no other transactions, arrangements or contracts of significance to which the Company was a party, and in which a Director had a material interest, subsisted at the end of the year or at any time during the year.

Save as disclosed above, there were no other significant transactions with related parties during the year or significant balances with them at the end of the reporting period.

#### 40. 與關聯方進行之交易及結餘 (續)

董事及行政總裁酬金的進一步詳情列在綜合財務報表附註10。

附註：

- (i) 該等交易的價格經董事參考與非關連第三方進行類似交易的價格後釐定。
- (ii) 該等結餘為無抵押、免息及無固定還款期。
- (iii) 集團主要管理人員已呈列在本報告之「董事及高級管理人員簡歷」部份。
- (iv) 除上述披露外，於年末或年度內任何時間，本公司概無與董事擁有重大權益之交易、安排或訂立之其他重大合約。

除上述披露外，本年度與關聯方並無其他重大交易，或在報告結算日與彼等並無任何重大結餘。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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### 41. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2021 are as follows:

### 41. 主要附屬公司詳情

於二零二一年十二月三十一日主要附屬公司詳情如下：

Name of subsidiary	Place of incorporation/ registration	Place of operation	Issued and fully paid share capital	Percentage of equity attributable to the Company	Principal activities
附屬公司名稱	成立/ 註冊地方	經營地方	已發行及 繳足股本	本公司 應佔股權 百分比	主要業務
Cosmos Machinery Limited 大同機械有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100.00	Investment holding 投資控股
Cosmos Machinery International Limited 大同機械國際有限公司	Hong Kong 香港	Hong Kong 香港	HK\$32,000,000 32,000,000港元	100.00	Investment holding 投資控股
Cosmos Machinery (Dongguan) Trading Co., Ltd. <sup>(a)</sup> 大同機械(東莞)銷售有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$5,000,000 5,000,000港元	100.00	Trading of machinery 機械貿易
Cosmos Machinery (Wuxi) Trading Co., Ltd. <sup>(a)</sup> 大同機械(無錫)銷售有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$5,000,000 5,000,000港元	100.00	Trading of machinery 機械貿易
Dekuma Rubber and Plastic Technology (Dongguan) Limited <sup>(a)</sup> 德科摩橡膠科技(東莞)有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$24,000,000 24,000,000港元	100.00	Manufacturing and trading of machinery 機械製造及貿易
Donghua Machinery Ltd. <sup>(b)</sup> 東華機械有限公司 <sup>(b)</sup>	The PRC 中國	The PRC 中國	RMB146,199,955 146,199,955人民幣	75.56	Manufacturing and trading of machinery 機械製造及貿易
Gainbase Industrial Limited 邦基實業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	52.00	Trading of printed circuit boards 印刷線路板貿易
Grand Technology Products Limited 格蘭科技產品有限公司	Hong Kong 香港	Hong Kong 香港	HK\$9,500,000 9,500,000港元	100.00	Investment holding 投資控股
Jackson Equities Incorporated	British Virgin Islands 英屬處女群島	Hong Kong 香港	US\$2 2美元	100.00	Investment holding 投資控股
Karmay Industrial Limited 嘉美實業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$55,000,000 55,000,000港元	100.00	Investment holding and trading of plastic products 投資控股及注塑製品貿易
Karmay Plastic Products (Zhuhai) Co., Ltd. <sup>*(a)</sup> 嘉美塑料製品(珠海)有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$16,800,000 16,800,000港元	100.00	Processing of plastic products 注塑製品加工
Melco Industrial Supplies Company Limited 美高工業器材有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1,500,000 1,500,000港元	100.00	Trading of industrial consumables 工業消耗品貿易



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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**41. PARTICULARS OF PRINCIPAL SUBSIDIARIES**  
(Continued)

**41. 主要附屬公司詳情 (續)**

Name of subsidiary	Place of incorporation/ registration	Place of operation	Issued and fully paid share capital	Percentage of equity attributable to the Company	Principal activities
附屬公司名稱	成立/ 註冊地方	經營地方	已發行及 繳足股本	本公司 應佔股權 百分比	主要業務
Melco Industrial Supplies (Shanghai) Co., Ltd.* <sup>(a)</sup> 美高工業器材(上海)有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$600,000 600,000美元	100.00	Trading of industrial consumables 工業消耗品貿易
Guangzhou Melco Industrial Supplies Co., Ltd. <sup>(a)</sup> 廣州市美高工業器材有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$400,000 400,000美元	100.00	Trading of industrial consumables 工業消耗品貿易
Shenzhen Gainbase Printed Circuit Board Co., Ltd.* <sup>(a)</sup> 深圳邦基線路板有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$140,000,000 140,000,000港元	52.00	Processing of printed circuit boards 印刷線路板加工
Welltec Machinery Limited 華大機械有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000,000 10,000,000港元	100.00	Trading of machinery 機械貿易
KFE Hong Kong Co., Limited 協榮二葉科技香港有限公司	Hong Kong 香港	Hong Kong 香港	US\$7,800,000 7,800,000美元	52.00	Trading of printed circuit boards 印刷線路板貿易
Wuxi Grand Tech Machinery Group Ltd. <sup>(a)</sup> 無錫格蘭機械集團有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$9,586,000 9,586,000美元	100.00	Manufacturing and trading of machinery 機械製造及貿易
Wuxi Grand Plastic Machine Manufacture Co., Ltd. <sup>(a)</sup> 無錫格蘭塑機製造有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$2,850,000 2,850,000美元	100.00	Investment holding 投資控股
Cosmos Grand Plastics Co., Ltd. <sup>(a)</sup> 合肥大同格蘭塑業有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	HK\$56,000,000 56,000,000港元	100.00	Processing of plastic products 注塑製品加工

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**41. PARTICULARS OF PRINCIPAL SUBSIDIARIES**  
**(Continued)**

Name of subsidiary	Place of incorporation/ registration	Place of operation	Issued and fully paid share capital	Percentage of equity attributable to the Company	Principal activities
附屬公司名稱	成立/ 註冊地方	經營地方	已發行及 繳足股本	本公司 應佔股權 百分比	主要業務
Cosmos Machinery Technology (Jiangsu) Co., Ltd. <sup>(a)</sup> 大同機械科技(江蘇)有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$25,000,000 25,000,000美元	100.00	Manufacturing and trading of machinery 機械製造及貿易
Dongguan Cosmos Plastic Products Co., Ltd. <sup>*(a)</sup> 東莞大同塑料製品有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	RMB10,000,000 10,000,000人民幣	70.00	Manufacturing of plastic products 注塑製品製造

\* For identification propose only

Notes:

- (a) The companies are registered in the form of wholly-owned foreign investment enterprises.
- (b) The companies are registered in the form of sino-foreign cooperative enterprises.

The above table lists out the subsidiaries of the Group which, in the opinion of the Directors, principally affect the results of the Group for the year or form a substantial portion of the net assets of the Group at the end of the year. To give details of other subsidiaries would, result in particulars of excessive length.

None of the subsidiaries had issued any debt capital at the end of the year or at any time during the year.

**41. 主要附屬公司詳情 (續)**

Name of subsidiary	Place of incorporation/ registration	Place of operation	Issued and fully paid share capital	Percentage of equity attributable to the Company	Principal activities
附屬公司名稱	成立/ 註冊地方	經營地方	已發行及 繳足股本	本公司 應佔股權 百分比	主要業務
Cosmos Machinery Technology (Jiangsu) Co., Ltd. <sup>(a)</sup> 大同機械科技(江蘇)有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	US\$25,000,000 25,000,000美元	100.00	Manufacturing and trading of machinery 機械製造及貿易
Dongguan Cosmos Plastic Products Co., Ltd. <sup>*(a)</sup> 東莞大同塑料製品有限公司 <sup>(a)</sup>	The PRC 中國	The PRC 中國	RMB10,000,000 10,000,000人民幣	70.00	Manufacturing of plastic products 注塑製品製造

\* 僅供識別

附註：

- (a) 公司登記註冊成立為外商獨資企業。
- (b) 公司登記註冊成立為中外合資企業。

以上附屬公司乃基於董事認為其對本年度業績有重要性影響或於年末佔本集團資產淨值之重大部份而列表。並列其他附屬公司詳情會引致篇幅冗長。

於年末或本年度任何時間內，各附屬公司並無發行任何債務股本。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
綜合財務報表附註(續)

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

**41. PARTICULARS OF PRINCIPAL SUBSIDIARIES**  
(Continued)

The following table lists out the information relating to all subsidiaries of Major Success Company Limited, which has material non-controlling interest ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

**41. 主要附屬公司詳情 (續)**

下表列出了有關致騰有限公司所有子公司中具有重大的非控股權益(「非控股權益」)的資料。以下表述的概括財務資料均為未抵消任何公司間交易之金額。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
NCI percentage	非控股權益百分比	<b>48%</b>	48%
Current assets	流動資產	<b>384,829</b>	399,296
Non-current assets	非流動資產	<b>141,774</b>	178,715
Current liabilities	流動負債	<b>(182,008)</b>	(198,486)
Non-current liabilities	非流動負債	<b>(36,189)</b>	(50,244)
Equity	權益	<b>308,406</b>	329,281
Carrying amount of NCI	非控股權益賬面值	<b>148,165</b>	158,185
Revenue	收入	<b>793,910</b>	690,443
(Loss)/profit for the year	本年度經營(虧損)/溢利	<b>(25,182)</b>	8,447
Total comprehensive (expense)/income	全面(支出)/收益總額	<b>(20,875)</b>	16,195
(Loss)/profit allocated to NCI	分配至非控股權益之(虧損)/溢利	<b>(12,088)</b>	4,055
Cash (used in)/generated from operating activities	經營活動(使用)/產生之現金	<b>(9,347)</b>	43,836
Cash used in investing activities	投資活動使用之現金	<b>(8,577)</b>	(9,986)
Cash used in financing activities	融資活動使用之現金	<b>(21,228)</b>	(26,647)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**  
**綜合財務報表附註 (續)**

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

**42. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021**

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, Insurance contracts, which are not yet effective for the year ended 31 December 2021 and which have not been early adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group:

**42. 截至二零二一年十二月三十一日止年度已頒佈但尚未生效之準則修訂、新訂準則及詮釋的潛在影響**

直至該等綜合財務報表刊發日期止，香港會計師公會已頒佈多項於截至二零二一年十二月三十一日止年度仍未生效且於該等綜合財務報表內並未提早採納之準則修訂及一項新訂準則—香港財務報告準則第17號，保險合約。該等或與本集團有關之發展包括以下各項：

		<b>Effective for accounting periods beginning on or after 於下列日期或其後開始之會計期間生效</b>
Amendments to HKFRS 3 香港財務報告準則第3號之修訂	Reference to the Conceptual Framework 引用概念框架	1 January 2022 二零二二年一月一日
Amendments to HKAS 16 香港會計準則第16號之修訂	Property, Plant and Equipment—Proceeds before Intended Use 物業、廠房及設備—擬定用途前之所得款項	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 香港會計準則第37號之修訂	Onerous Contracts—Cost of Fulfilling a Contract 虧損性合約—履行合約之成本	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018-2020 Cycle 香港財務報告準則之二零一八年至二零二零年週期的年度改進	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41 香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號及香港會計準則第41號 (修訂本)	1 January 2022 二零二二年一月一日
Amendments to HKAS 1 香港會計準則第1號之修訂	Classification of liabilities as current or non-current 負債分類為流動或非流動	1 January 2023 二零二三年一月一日
Amendments to HKAS 1 and HKFRS Practice Statement 2 香港會計準則第1號及香港財務報告準則實務聲明第2號之修訂	Disclosure of accounting policies 會計政策披露	1 January 2023 二零二三年一月一日
Amendments to HKAS 8 香港會計準則第8號之修訂	Definition of accounting estimates 會計估計的定義	1 January 2023 二零二三年一月一日
Amendments to HKAS 12 香港會計準則第12號之修訂	Deferred tax related to assets and liabilities arising from a single transaction 有關單一交易產生的資產及負債的遞延稅項	1 January 2023 二零二三年一月一日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估這些發展對首個應用期間的影響。到目前為止，已經得出結論，採用這些準則不太可能對綜合財務報表產生重大影響。

# FIVE YEAR FINANCIAL SUMMARY

## 五年財務摘要

### CONSOLIDATED INCOME STATEMENT

#### 綜合收益表

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收入	2,446,848	2,682,452	2,344,923	2,432,021	<b>3,075,305</b>
Profit before tax	除稅前溢利	49,926	108,219	39,075	35,423	<b>113,119</b>
Taxation	稅項	(6,076)	(19,467)	(14,191)	(9,545)	<b>(28,914)</b>
Profit for the year	年度溢利	43,850	88,752	24,884	25,878	<b>84,205</b>
Non-controlling interests	非控股權益	16,566	14,700	9,129	6,300	<b>(5,527)</b>
Profit attributable to equity shareholders of the Company	本公司股權持有人應佔溢利	27,284	74,052	15,755	19,578	<b>89,732</b>

### CONSOLIDATED STATEMENT OF FINANCIAL POSITION

#### 綜合財務狀況表

		At 31 December				
		於十二月三十一日				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	2,770,659	2,731,693	2,603,889	2,834,678	<b>2,967,885</b>
Total liabilities	總負債	(1,478,520)	(1,331,408)	(1,217,448)	(1,334,695)	<b>(1,327,361)</b>
Total equity	權益總值	1,292,139	1,400,285	1,386,441	1,499,983	<b>1,640,524</b>
Non-controlling interests	非控股權益	211,645	216,716	214,772	231,357	<b>229,715</b>

## GLOSSARY

### 詞彙

In this report, unless the context otherwise specifies, the following expressions have the following meanings:  
於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

“Articles” 「章程細則」	the articles of association of the Company 本公司之組織章程細則
“Audit Committee” 「審核委員會」	the audit committee of the Company 本公司之審核委員會
“Board” 「董事會」	the board of Directors of the Company 本公司董事會
“CG Code” 「《企業管治守則》」	the Corporate Governance Code under Appendix 14 to the Listing Rules 《上市規則》附錄十四《企業管治守則》
“CMEL Code” 「大同企業守則」	the Code for Securities Transactions by Directors and Relevant Employees of Cosmos Machinery Enterprises Limited, revised from time to time thereafter 大同機械企業有限公司董事及有關僱員進行證券交易守則（隨後不時修訂）
“Codo” 「高度」	Codo Development Limited, a company incorporated in Hong Kong with limited liability, a substantial Shareholder (as defined under the SFO) 高度發展有限公司，一間於香港註冊成立之有限公司，一名主要股東（根據《證券及期貨條例》定義）
“Companies Ordinance” 「《公司條例》」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) 《公司條例》（香港法例第622章）
“Company” 「本公司」	Cosmos Machinery Enterprises Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 118) 大同機械企業有限公司，一間於香港註冊成立之有限公司及其股份在聯交所主板上市（股份代號：118）
“Cosmos Holdings” 「大同控股」	Cosmos Machinery (Holdings) Limited, a company incorporated in Hong Kong with limited liability, a controlling Shareholder (as defined under the Listing Rules) 大同機械（控股）有限公司，一間於香港註冊成立之有限公司，一名控股股東（根據《上市規則》定義）
“Director(s)” 「董事」	the director(s) of the Company 本公司董事

“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” or “HKD” 「港元」或「港幣」	Hong Kong Dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” or “HKSAR” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hung Cheong” 「Hung Cheong」	Hung Cheong Realty Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of Cosmos Holdings Hung Cheong Realty Limited，一間於英屬處女群島註冊成立之有限公司，大同控股之全資附屬公司
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所《證券上市規則》
“Mainland China” or “PRC” 「中國內地」或「中國」	The People’s Republic of China, for the purpose of this report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，就本報告而言，不包括香港、中國澳門特別行政區及台灣
“Model Code” 「《標準守則》」	the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules 《上市規則》附錄十《上市發行人董事進行證券交易的標準守則》
“Nomination Committee” 「提名委員會」	the nomination committee of the Company 本公司之提名委員會
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company 本公司之薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“Saniwell” 「Saniwell」	Saniwell Holding Inc., a company incorporated in the Cook Islands with limited liability Saniwell Holding Inc.，一間於庫克群島註冊成立之有限公司
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 《證券及期貨條例》(香港法例第571章)

**GLOSSARY (CONTINUED)**  
詞彙 (續)

“Share(s)” 「股份」	the ordinary share(s) of the Company 本公司之普通股
“Shareholder(s)” 「股東」	the holder(s) of the Share(s) of the Company 本公司股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tai Shing” 「Tai Shing」	Tai Shing Agencies Limited, a company incorporated in the British Virgin Islands with limited liability, a substantial Shareholder (as defined under the SFO) Tai Shing Agencies Limited, 一間於英屬處女群島註冊成立之有限公司, 一名主要股東 (根據《證券及期貨條例》定義)
“US” or “United States” 「美國」	the United States of America 美利堅合眾國
“USD” or “US\$” 「美元」	United States Dollars, the lawful currency of the United States 美元, 美國之法定貨幣
“YEN” 「日元」	Japanese Yen, the lawful currency of Japan 日元, 日本之法定貨幣
“%” 「%」	per cent. 百分比



